

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Warburg Pincus (Europa-II) Private Equity X, L.P.</u>  (Last) (First) (Middle) C/O WARBURG PINCUS LLC 450 LEXINGTON  (Street) NEW YORK NY 10017  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Triton International Ltd [ TRTN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2018	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	11/01/2018		S <sup>(1)(2)</sup>		337,000	D	\$34.78	7,132,790	D <sup>(3)(4)(5)(6)(7)(8)(9)(10)(11)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Warburg Pincus (Europa-II) Private Equity X, L.P.</u>  (Last) (First) (Middle) C/O WARBURG PINCUS LLC 450 LEXINGTON  (Street) NEW YORK NY 10017  (City) (State) (Zip)		
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1. Name and Address of Reporting Person\*

[Warburg Pincus Partners GP LLC](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus \(Callisto-II\) Private Equity X.  
L.P.](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS LLC  
450 LEXINGTON

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus X Partners, L.P.](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS LLC  
450 LEXINGTON AVENUE

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus \(Europa\) X LLC](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS LLC  
450 LEXINGTON

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Warburg Pincus \(Ganymede\) X LLC](#)

(Last) (First) (Middle)  
C/O WARBURG PINCUS LLC  
450 LEXINGTON

(Street)  
NEW YORK NY 10017

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Warburg Pincus X, L.P.</a>		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Warburg Pincus X GP L.P.</a>		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">WPP GP LLC</a>		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC 450 LEXINGTON AVE		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Warburg Pincus Partners, L.P.</a>		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		

**Explanation of Responses:**

- On October 5, 2018, the WP Shareholders (defined below) entered into a Share Purchase Agreement (the "Share Purchase Agreement") with Bharti Global Limited to sell to Bharti Global Limited 337,000 common shares (the "Common Shares") of Triton International Limited, a Bermuda exempted company (the "Issuer") at a price of \$34.78 per share. The transaction was subject to certain closing conditions, including expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which was terminated on November 1, 2018. On November 1, 2018, all material conditions to closing of the Share Purchase Agreement were satisfied.
- The WP Shareholders and the amount sold by each WP Shareholder are as follows: (i) Warburg Pincus (Callisto-II) Private Equity X, L.P., a Delaware limited partnership ("WP Callisto-II"), selling 108,410 Common Shares, (ii) Warburg Pincus (Ganymede-II) Private Equity X, L.P., a Delaware limited partnership ("WP Ganymede-II"), selling 108,786 Common Shares, (iii) Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"), selling 10,478 Common Shares and (iv) Warburg Pincus (Europa-II) Private Equity X, L.P., a Delaware limited partnership ("WP Europa-II"), and together with WP X Partners, WP Callisto-II and WP Ganymede-II, the "WP Shareholders", each a "WP Shareholder", selling 109,326 Common Shares.
- Warburg Pincus (Europa) X LLC, a Delaware limited liability company ("WP Europa"), is the general partner of WP Europa II. Warburg Pincus (Ganymede) X LLC, a Delaware limited liability company ("WP Ganymede"), is the general partner of WP Ganymede II. Warburg Pincus X, L.P., a Delaware limited partnership ("WP X LP"), is (i) the general partner of WP X Partners and WP Callisto-II, and (ii) the managing member of WP Europa and WP Ganymede. Warburg Pincus X GP L.P., a Delaware limited partnership ("WP X GP"), is the general partner of WP X LP. WPP GP LLC, a Delaware limited liability company ("WPP GP"), is the general partner of WP X GP.
- Warburg Pincus Partners, L.P., a Delaware limited partnership ("WP Partners"), is the managing member of WPP GP. Warburg Pincus Partners GP LLC, a Delaware limited liability company ("WPP GP LLC"), is the general partner of WP Partners. Warburg Pincus & Co., a New York general partnership ("WP"), is the managing member of WPP GP LLC. Warburg Pincus LLC, a New York limited liability company ("WP LLC"), and together with the WP Shareholders, WP Europa, WP Ganymede, WP X LP, WP X GP, WPP GP, WP Partners, WPP GP LLC and WP, the "Warburg Pincus Entities"), is the manager of the WP Shareholders.

5. Charles R. Kaye and Joseph P. Landy (Messrs. Kaye and Landy, together with the Warburg Pincus Entities, the "Warburg Pincus Reporting Persons") are each a (i) Managing General Partner of WP and (ii) Managing Member and Co-Chief Executive Officer of WP LLC, and may be deemed to control the Warburg Pincus Entities and be the beneficial owners of the Common Shares held by the WP Shareholders.

6. In addition to the 7,132,790 Common Shares in which Mr. Kaye may be deemed to have indirect beneficial ownership by virtue of his status as Managing General Partner of WP and Managing Member and Co-Chief Executive Officer of WP LLC, Mr. Kaye may be deemed to have beneficial ownership over an additional 4,419 Common Shares, all of which were distributed on November 13, 2017, when the WP Shareholders made a pro rata distribution in kind of 2,496,592 Common Shares to their limited partners (the "Distribution"). Such 4,419 Common Shares are held as follows: 1,473 Common Shares by The Nicole Kaye 2013 GST Trust; 1,473 Common Shares by The Sydney Kaye 2013 GST Trust; and 1,473 Common Shares by The Tyler Kaye 2013 GST Trust.

7. In addition to the 7,132,790 Common Shares in which Mr. Landy may be deemed to have indirect beneficial ownership by virtue of his status as Managing General Partner of WP and Managing Member and Co-Chief Executive Officer of WP LLC, Mr. Landy may be deemed to have beneficial ownership over an additional 8,500 Common Shares, all of which were distributed in the Distribution. Such 8,500 Common Shares are held by Landy Family Trust u/a DTD 9/10/01.

8. Pursuant to Rule 16a-1(a)(4) of the Exchange Act of 1934, as amended (the "Exchange Act"), each of the Warburg Pincus Reporting Persons, other than the WP Shareholders, herein states that this Form 4 shall not be deemed an admission that it or he is the beneficial owner of any of the Common Shares of the Issuer reported in this Form 4. Each of WP Europa, WP Ganymede, WP X LP, WP X GP, WPP GP, WP Partners, WPP GP LLC, WP, WP LLC and Messrs. Kaye and Landy disclaims beneficial ownership of the Common Shares, except to the extent of its or his pecuniary interest in such Common Shares.

9. Information with respect to each Warburg Pincus Reporting Person is given solely by such Warburg Pincus Reporting Person, and none of the Warburg Pincus Reporting Persons has responsibility for the accuracy or completeness of information supplied by another of the Warburg Pincus Reporting Persons, respectively.

10. Solely for the purposes of Section 16 of the Exchange Act, each of the WP Shareholders, WP Europa, WP Ganymede, WP X LP, WP X GP, WPP GP, WP Partners, WPP GP LLC, and WP may be deemed a director-by-deputization by virtue of their contractual right to appoint one or more directors to the board of directors of the Issuer, pursuant to that certain Sponsor Shareholders Agreement (Warburg Pincus), by and among the Issuer and the shareholders party thereto, dated as of November 9, 2015, as amended.

11. Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, Warburg Pincus (Ganymede-II) Private Equity X, L.P., Warburg Pincus & Co., Warburg Pincus LLC and Messrs. Charles R. Kaye and Joseph P. Landy have made a separate Form 4 filing.

**Remarks:**

(12) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act..

[See Exhibit 99.1 \(12\)](#)

[11/05/2018](#)

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Signatures of Reporting Persons

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this Form 4 is true, complete and correct.

November 5, 2018

WARBURG PINCUS (EUROPA-II) PRIVATE EQUITY X, L.P.

By: Warburg Pincus (Europa) X LLC  
Its: General Partner

By: Warburg Pincus X, L.P.  
Its: Managing Member

By: Warburg Pincus X GP L.P.  
Its: General Partner

By: WPP GP LLC  
Its: General Partner

By: Warburg Pincus Partners, L.P.  
Its: Managing Member

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WARBURG PINCUS PARTNERS GP LLC

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WARBURG PINCUS (CALLISTO-II) PRIVATE EQUITY X, L.P.

By: Warburg Pincus X, L.P.  
Its: General Partner

By: Warburg Pincus X GP L.P.  
Its: General Partner

By: WPP GP LLC  
Its: General Partner

By: Warburg Pincus Partners, L.P.  
Its: Managing Member

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WARBURG PINCUS X PARTNERS, L.P.

By: Warburg Pincus X, L.P.  
Its: General Partner

By: Warburg Pincus X GP L.P.  
Its: General Partner

By: WPP GP LLC  
Its: General Partner

By: Warburg Pincus Partners, L.P.  
Its: Managing Member

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WARBURG PINCUS (EUROPA) X LLC

By: Warburg Pincus X, L.P.  
Its: Managing Member

By: Warburg Pincus X GP L.P.  
Its: General Partner

By: WPP GP LLC  
Its: General Partner

By: Warburg Pincus Partners, L.P.  
Its: Managing Member

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WARBURG PINCUS (GANYPEDE) X LLC

By: Warburg Pincus X, L.P.  
Its: Managing Member

By: Warburg Pincus X GP L.P.  
Its: General Partner

By: WPP GP LLC  
Its: General Partner

By: Warburg Pincus Partners, L.P.  
Its: Managing Member

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.

Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WARBURG PINCUS X, L.P.

By: Warburg Pincus X GP L.P.  
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By: WPP GP LLC  
Its: General Partner

By: Warburg Pincus Partners, L.P.  
Its: Managing Member

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WARBURG PINCUS X GP L.P.

By: WPP GP LLC  
Its: General Partner

By: Warburg Pincus Partners, L.P.  
Its: Managing Member

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WPP GP LLC

By: Warburg Pincus Partners, L.P.  
Its: Managing Member

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner

WARBURG PINCUS PARTNERS, L.P.

By: Warburg Pincus Partners GP LLC  
Its: General Partner

By: Warburg Pincus & Co.  
Its: Managing Member

By: /s/ Steven G. Glenn

Name: Steven G. Glenn  
Title: Partner