

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 (Ganymede-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 <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/13/2017	
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	11/13/2017		J(1)(2)(3)		2,496,592	D	\$0	9,319,790	D(4)(5)(6)(7)(8)(9)(10)(11)	

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 (Ganymede-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 & CO.		
(Last)	(First)	(Middle)
450 LEXINGTON AVENUE NEW YORK		
(Street)		
NY	NY	10017
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
WARBURG PINCUS LLC		
(Last)	(First)	(Middle)
450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		

1. Name and Address of Reporting Person*		
KAYE CHARLES R		
(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*		
Landy Joseph P.		
(Last)	(First)	(Middle)
C/O WARBURG PINCUS LLC 450 LEXINGTON AVENUE		
(Street)		
NEW YORK	NY	10017
(City) (State) (Zip)		

Explanation of Responses:

- On July 12, 2016, TAL International Group, Inc., a Delaware corporation ("TAL"), Triton International Limited, a Bermuda exempted company (the "Issuer"), Triton Container International Limited, a Bermuda exempted company ("Triton"), Ocean Delaware Sub, Inc., a Delaware corporation and direct wholly owned subsidiary of the Issuer ("Delaware Merger Sub"), and Ocean Bermuda Sub Limited, a Bermuda exempted company and direct wholly owned subsidiary of the Issuer ("Bermuda Merger Sub"), completed the transactions contemplated by the Transaction Agreement, dated as of November 9, 2015, by and among TAL, the Issuer, Triton, Delaware Merger Sub and Bermuda Merger Sub (the "Transactions").
- Pursuant to the Transactions, Warburg Pincus X Partners, L.P., a Delaware limited partnership ("WP X Partners"), Warburg Pincus (Callisto-II) Private Equity X, L.P., a Delaware limited partnership ("WP Callisto-II"), Warburg Pincus (Europa-II) Private Equity X, L.P., a Delaware limited partnership ("WP Europa-II"), and Warburg Pincus (Ganymede-II) Private Equity X, L.P., a Delaware limited partnership ("WP Ganymede-II", and together with WP X Partners, WP Callisto-II and WP Europa-II, the "WP Shareholders") received 11,816,382 common shares of the Issuer (the "Common Shares").
- On November 13, 2017, the WP Shareholders made a pro rata distribution in kind of 2,496,592 Common Shares of the Issuer to their limited partners (the "Distribution").
- 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.
- Charles R. Kaye and Joseph P. Landy (Messrs. Kaye and Landy, together with the Warburg Pincus Entities, the "Warburg Pincus Reporting Persons") are each (i) Managing General Partners of WP and (ii) Managing Members and Co-Chief Executive Officers 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.

7. In addition to the 9,319,790 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 in 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.

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 of the Issuer, 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 (Europa-II) Private Equity X, L.P., Warburg Pincus Partners GP LLC, Warburg Pincus (Callisto-II) Private Equity X, L.P., Warburg Pincus X Partners, L.P., Warburg Pincus (Europa) X LLC, Warburg Pincus (Ganymede) X LLC, Warburg Pincus X, L.P., Warburg Pincus X GP L.P., WPP GP LLC and Warburg Pincus Partners, L.P. 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)

11/13/2017

** 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 13, 2017

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

By: Warburg Pincus (Ganymede) 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 & CO.

By: /s/ Steven G. Glenn

Name: Steven G. Glenn
Title: Partner

WARBURG PINCUS LLC

By: /s/ Steven G. Glenn

Name: Steven G. Glenn
Title: Managing Director

CHARLES R. KAYE

By: /s/ Steven G. Glenn

Name: Steven G. Glenn
Title: Attorney-in-fact***

JOSEPH P. LANDY

By: /s/ Steven G. Glenn

Name: Steven G. Glenn

Title: Attorney-in-fact***

***The Power of Attorney given by each of Mr. Kaye and Mr. Landy was previously filed with the U.S. Securities and Exchange Commission on July 12, 2016 as an exhibit to a beneficial ownership report on Schedule 13D filed by Warburg Pincus LLC with respect to WEX Inc. and is hereby incorporated by reference.