

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>Vestar/Triton Investments III, L.P.</u> (Last) (First) (Middle) C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR (Street) NEW YORK NY 10167 (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) 05/10/2017	
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	05/10/2017		A		5,525 ⁽¹⁾	A	\$28.04	10,692,775	D ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾			

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>Vestar/Triton Investments III, L.P.</u> (Last) (First) (Middle) C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR (Street) NEW YORK NY 10167 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Vestar-Triton \(Gibco\) Ltd](#)

(Last) (First) (Middle)

C/O VESTAR CAPITAL PARTNERS LLC
245 PARK AVENUE, 41ST FLOOR

(Street)

NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[VESTAR CAPITAL PARTNERS LLC](#)

(Last) (First) (Middle)

245 PARK AVENUE, 41ST FLOOR

(Street)

NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Triton-Vestar Luxco S.a.r.L](#)

(Last) (First) (Middle)

C/O VESTAR CAPITAL PARTNERS LLC
245 PARK AVENUE, 41ST FLOOR

(Street)

NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Vestar/Triton Investments Holdings L.P.](#)

(Last) (First) (Middle)

C/O VESTAR CAPITAL PARTNERS LLC
245 PARK AVENUE, 41ST FLOOR

(Street)

NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Vestar Capital Partners V L P](#)

(Last) (First) (Middle)

C/O VESTAR CAPITAL PARTNERS LLC
245 PARK AVENUE, 41ST FLOOR

(Street)

NEW YORK NY 10167

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<u>VESTAR ASSOCIATES V, L.P.</u>		
(Last)	(First)	(Middle)
C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR		
(Street)		
NEW YORK	NY	10167
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>VESTAR MANAGERS V LTD.</u>		
(Last)	(First)	(Middle)
C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR		
(Street)		
NEW YORK	NY	10167
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<u>OCONNELL DANIEL S</u>		
(Last)	(First)	(Middle)
C/O VESTAR CAPITAL PARTNERS LLC 245 PARK AVENUE, 41ST FLOOR		
(Street)		
NEW YORK	NY	10167
(City) (State) (Zip)		

Explanation of Responses:

- On May 10, 2017, 5,525 common shares (the "Common Shares") of Triton International Limited (the "Issuer") were issued to Vestar Capital Partners LLC ("VCP") for director services provided by Robert Rosner to the Issuer. Mr. Rosner is a director of the Issuer and the designee to the Board of Directors of the Issuer by the Vestar Reporting Persons (as defined herein).
- Shareholders of the Issuer include: (i) Vestar/Triton Investments III, L.P. ("Vestar Investments"), (ii) Vestar-Triton (Gibco) Limited ("Vestar Gibco") and (iii) VCP (solely with respect to 12,250 Common Shares). VCP, Vestar Investments and Vestar Gibco are collectively referred to as "Vestar Shareholders".
- Triton-Vestar Luxco S.a.r.l. ("Luxco") is the sole member of Vestar Gibco. Vestar/Triton Investments Holdings L.P. ("Vestar/Triton Holdings") is the sole member of Luxco. Vestar Capital Partners V, L.P. ("Vestar Capital V") is the general partner of Vestar/Triton Holdings. Vestar Associates V, L.P. ("Vestar Associates V") is the general partner of Vestar Capital V. Vestar Managers V Ltd. ("VMV") is the general partner of both Vestar Associates V and Vestar Investments and has voting and investment power over the securities held or controlled by each of Vestar Investments and Vestar Gibco.
- Daniel S. O'Connell (together with Vestar Investments, Vestar Gibco, Luxco, Vestar/Triton Holdings, Vestar Capital V, Vestar Associates V and VMV, the "Vestar Reporting Persons") is the sole director of VMV and as a result he may be deemed to share beneficial ownership of the securities held directly by the aforementioned Vestar entities. Mr. O'Connell is the sole beneficial owner of VCP and as a result he may be deemed to share beneficial ownership of the securities held by VCP.
- Pursuant to Rule 16a-1(a)(4) of the Exchange Act, each of the Vestar Reporting Persons, other than the Vestar Shareholders that are Vestar Reporting Persons, 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 Luxco, Vestar/Triton Holdings, Vestar Capital V, Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of the Common Shares of the Issuer, except to the extent of its or his pecuniary interest in such Common Shares. Each Vestar Shareholder disclaims beneficial ownership of the Common Shares held by the other Vestar Shareholders, except to the extent of its pecuniary interest in such Common Shares.
- Information with respect to each of the Vestar Reporting Persons is given solely by such Vestar Reporting Persons, respectively, and none of the Vestar Reporting Persons has responsibility for the accuracy or completeness of information supplied by another of the Vestar Reporting Persons, respectively.
- Solely for the purposes of Section 16 of the Exchange Act, each of Vestar Investments, Vestar Gibco, Luxco, Vestar/Triton Holdings, Vestar Capital V, Vestar Associates V, and VMV may be deemed a director-by-deputization by virtue of their contractual right to appoint a director to the board of directors of the Issuer, pursuant to that certain Sponsor Shareholders Agreement (Vestar), by and among the Issuer and the shareholders party thereto, dated as of November 9, 2015, as amended.
- The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act.

VESTAR/TRITON
INVESTMENTS III, L.P. By:
/s/ STEVEN DELLA ROCCA 05/12/2017
Name: Steven Della Rocca
Title: Attorney-in-fact
VESTAR-TRITON (GIBCO)
LTD By: /s/ STEVEN DELLA
ROCCA Name: Steven Della
Rocca Title: Attorney-in-fact

<u>VESTAR CAPITAL PARTNERS LLC</u>	
<u>By: /s/ STEVEN DELLA ROCCA</u>	<u>05/12/2017</u>
<u>Name: Steven Della Rocca</u>	
<u>Title: Attomey-in-fact</u>	
<u>TRITON-VESTAR LUXCO S.a.r.L.</u>	
<u>By: /s/ STEVEN DELLA ROCCA</u>	<u>05/12/2017</u>
<u>Name: Steven Della Rocca</u>	
<u>Title: Attomey-in-fact</u>	
<u>VESTAR/TRITON INVESTMENTS HOLDINGS L.P.</u>	
<u>By: /s/ STEVEN DELLA ROCCA</u>	<u>05/12/2017</u>
<u>Name: Steven Della Rocca</u>	
<u>Title: Attomey-in-fact</u>	
<u>VESTAR CAPITAL PARTNERS V. L.P.</u>	
<u>By: /s/ STEVEN DELLA ROCCA</u>	<u>05/12/2017</u>
<u>Name: Steven Della Rocca</u>	
<u>Title: Attomey-in-fact</u>	
<u>VESTAR ASSOCIATES V. L.P.</u>	
<u>By: /s/ STEVEN DELLA ROCCA</u>	<u>05/12/2017</u>
<u>Name: Steven Della Rocca</u>	
<u>Title: Attomey-in-fact</u>	
<u>VESTAR MANAGERS V LTD.</u>	
<u>By: /s/ STEVEN DELLA ROCCA</u>	<u>05/12/2017</u>
<u>Name: Steven Della Rocca</u>	
<u>Title: Attomey-in-fact</u>	
<u>DANIEL S. O'CONNELL</u>	
<u>By: /s/ STEVEN DELLA ROCCA</u>	<u>05/12/2017</u>
<u>Name: Steven Della Rocca</u>	
<u>Title: Attomey-in-fact</u>	
** 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.