

SeaCube Container Leasing Ltd.
Form 8-K
June 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 25, 2012(June 21, 2012)

SeaCube Container Leasing Ltd.

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction of
incorporation)

001-34931
(Commission
File Number)

98-0655416
(IRS Employer
Identification No.)

1 Maynard Drive
Park Ridge, New Jersey
(Address of principal executive offices)

07656
(Zip Code)

Registrant's telephone number, including area code (201) 391-0800

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry Into a Material Definitive Agreement.

On June 21, 2012, CLI Funding V LLC ("CLIF V"), an indirect wholly owned subsidiary of SeaCube Container Leasing Ltd. (the "Company"), completed the offering of \$225,000,000 aggregate principal amount of Series 2012-1 Fixed Rate Secured Notes ("Series 2012-1 Notes"). The Series 2012-1 Notes were issued with an annual interest rate of 4.21%, have a scheduled maturity date of December 18, 2022 and a legal final maturity date of June 18, 2027. The transaction documents contain customary affirmative and negative covenants, financial covenants, representations and warranties, and events of default, which are subject to various exceptions and qualifications. CLIF V will use the net proceeds of the offering to purchase containers and for other general business purposes.

The foregoing description of the terms is not complete and is qualified in its entirety by the full text of the Series 2012-1 Supplement dated June 21, 2012 to Indenture, dated March 18, 2011 between CLIF V as Issuer, and U.S. Bank National Association, as Indenture Trustee, which is filed as Exhibit 4.1 hereto and is incorporated by reference herein.

The Series 2012-1 Notes were offered within the United States only to qualified institutional investors pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and to persons outside the United States in compliance with Regulation S under the Securities Act. The notes have not been registered under the Securities Act, or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

Item 2.03. Creation of Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure required by this item is included in Item 1.01 of this Form 8-K and is incorporated into this Item 2.03 by reference.

Item 7.01. Regulation FD Disclosure.

On June 21, 2012, the Company issued a press release announcing the closing of the offering of the Series 2012-1 Notes. A copy of the press release is furnished with this report as Exhibit 99.1 thereto and is incorporated by reference into this Item 7.01.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

| Exhibit Number | Description |
|----------------|--|
| 4.1 | Series 2012-1 Supplement dated June 21, 2012 to Indenture, dated March 18, 2011 between CLI Funding V LLC (the "Issuer") and U.S. Bank National Association (the "Indenture Trustee"). |
| 99.1 | Press release, dated June 21, 2012, issued by SeaCube Container Leasing Ltd. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SEACUBE CONTAINER LEASING LTD.
(Registrant)

By: /s/ Stephen P. Bishop
Stephen P. Bishop
Chief Operating Officer and Chief Financial Officer

Date: June 25, 2012

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
| 4.1 | Series 2012-1 Supplement dated June 21, 2012 to Indenture, dated March 18, 2011 between CLI Funding V LLC (the "Issuer") and U.S. Bank National Association (the "Indenture Trustee"). |
| 99.1 | Press release, dated June 21, 2012, issued by SeaCube Container Leasing Ltd. |