

TEXTAINER GROUP HOLDINGS LTD

Form 6-K

April 04, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

PURSUANT TO RULE 13a-16 OR 15d-16

UNDER THE SECURITIES EXCHANGE ACT OF 1934

April 4, 2013

Commission File Number 001-33725

Textainer Group Holdings Limited

(Translation of registrant's name into English)

Century House

16 Par-La-Ville Road

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Hamilton HM 08

Bermuda

(441) 296-2500

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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On or about April 4, 2013, Textainer Group Holdings Limited (the Company) caused copies of the following documents to be mailed to the Company's shareholders of record: (1) the Company's 2012 Annual Report to Shareholders and (2) the Company's Notice of 2013 Annual General Meeting of Shareholders to be Held on May 16, 2013, together with the accompanying Proxy Statement and accompanying Form of Proxy Card.

The Company's 2012 Annual Report to Shareholders includes the Company's financial highlights, letter to shareholders and Annual Report on Form 20-F for the fiscal year ended December 31, 2012. The following documents, furnished as exhibits to this Form 6-K, are incorporated by reference as part of this Form 6-K:

| Exhibit | Description of Exhibit |
|----------------|--|
| 99.1 | Textainer Group Holdings Limited 2012 Annual Report to Shareholders |
| 99.2 | Textainer Group Holdings Limited Notice of 2013 Annual General Meeting of Shareholders to be Held May 16, 2013, Proxy Statement and Form of Proxy Card |

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, thereunto duly authorized.

Date: April 4, 2013

Textainer Group Holdings Limited

/s/ PHILIP K. BREWER
Philip K. Brewer

President and Chief Executive Officer

EXHIBIT INDEX

Exhibit

| Number | Description of Document |
|--------|--|
| 99.1 | Textainer Group Holdings Limited 2012 Annual Report |
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