

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

Triton International Limited

(Name of Issuer)

Common Shares, par value \$0.01 per share

(Title of Class of Securities)

G9078F107

(CUSIP Number)

Steven Della Rocca, Esq.

**Vestar Capital Partners LLC
245 Park Avenue, 41st Floor
New York, New York 10167
Telephone: (212) 351-1600**

with a copy to:

Christopher E. Austin

Neil R. Markel

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, New York 10006

Telephone: (212) 225-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

September 5, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box. ☐

Note : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Vestar/Triton Investments III, L.P.		
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source Of Funds OO		
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐		
6	Citizenship Or Place Of Organization Cayman Islands		
Number Of Shares	7	Sole Voting Power -0-	
Beneficially Owned By	8	Shared Voting Power 200,924	
Each Reporting Person	9	Sole Dispositive Power -0-	
With	10	Shared Dispositive Power 200,924	
11	Aggregate Amount Beneficially Owned By Each Reporting Person 200,924		
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐		
13	Percent Of Class Represented By Amount In Row (11) 0.27%*		
14	Type Of Reporting Person PN		

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Securities and Exchange Commission (the "Commission") on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Vestar-Triton (Gibco) Ltd.		
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source Of Funds OO		
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐		
6	Citizenship Or Place Of Organization Gibraltar		
Number Of Shares	7	Sole Voting Power -0-	
Beneficially Owned By	8	Shared Voting Power 10,479,601	
Each Reporting Person	9	Sole Dispositive Power -0-	
With	10	Shared Dispositive Power 10,479,601	
11	Aggregate Amount Beneficially Owned By Each Reporting Person 10,479,601		
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐		
13	Percent Of Class Represented By Amount In Row (11) 14.06%*		
14	Type Of Reporting Person OO		

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Vestar Capital Partners LLC		
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source Of Funds OO		
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐		
6	Citizenship Or Place Of Organization New York		
Number Of Shares Beneficially Owned By Each Reporting Person With	7	Sole Voting Power -0-	
	8	Shared Voting Power 12,250	
	9	Sole Dispositive Power -0-	
	10	Shared Dispositive Power 12,250	
11	Aggregate Amount Beneficially Owned By Each Reporting Person 12,250		
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐		
13	Percent Of Class Represented By Amount In Row (11) 0.02%*		
14	Type Of Reporting Person OO		

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Triton-Vestar Luxco S.a.r.L.	
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐	
3	SEC Use Only	
4	Source Of Funds OO	
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐	
6	Citizenship Or Place Of Organization Luxembourg	
Number Of Shares	7	Sole Voting Power -0-
Beneficially Owned By	8	Shared Voting Power 10,479,601
Each Reporting Person	9	Sole Dispositive Power -0-
With	10	Shared Dispositive Power 10,479,601
11	Aggregate Amount Beneficially Owned By Each Reporting Person 10,479,601	
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐	
13	Percent Of Class Represented By Amount In Row (11) 14.06%*	
14	Type Of Reporting Person OO	

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Vestar/Triton Investments Holdings, L.P.		
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source Of Funds OO		
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐		
6	Citizenship Or Place Of Organization Cayman Islands		
Number Of Shares	7	Sole Voting Power -0-	
Beneficially Owned By	8	Shared Voting Power 10,479,601	
Each Reporting Person	9	Sole Dispositive Power -0-	
With	10	Shared Dispositive Power 10,479,601	
11	Aggregate Amount Beneficially Owned By Each Reporting Person 10,479,601		
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐		
13	Percent Of Class Represented By Amount In Row (11) 14.06%*		
14	Type Of Reporting Person PN		

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Vestar Capital Partners V, L.P.		
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source Of Funds OO		
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐		
6	Citizenship Or Place Of Organization Cayman Islands		
Number Of Shares	7	Sole Voting Power -0-	
Beneficially Owned By	8	Shared Voting Power 10,479,601	
Each Reporting Person	9	Sole Dispositive Power -0-	
With	10	Shared Dispositive Power 10,479,601	
11	Aggregate Amount Beneficially Owned By Each Reporting Person 10,479,601		
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐		
13	Percent Of Class Represented By Amount In Row (11) 14.06%*		
14	Type Of Reporting Person PN		

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Vestar Associates V, L.P.		
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source Of Funds OO		
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐		
6	Citizenship Or Place Of Organization Scotland		
Number Of Shares	7	Sole Voting Power -0-	
Beneficially Owned By	8	Shared Voting Power 10,479,601	
Each Reporting Person	9	Sole Dispositive Power -0-	
With	10	Shared Dispositive Power 10,479,601	
11	Aggregate Amount Beneficially Owned By Each Reporting Person 10,479,601		
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐		
13	Percent Of Class Represented By Amount In Row (11) 14.06%*		
14	Type Of Reporting Person PN		

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Vestar Managers V Ltd.		
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source Of Funds OO		
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐		
6	Citizenship Or Place Of Organization Cayman Islands		
Number Of Shares	7	Sole Voting Power -0-	
Beneficially Owned By	8	Shared Voting Power 10,680,525	
Each Reporting Person	9	Sole Dispositive Power -0-	
With	10	Shared Dispositive Power 10,680,525	
11	Aggregate Amount Beneficially Owned By Each Reporting Person 10,680,525		
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐		
13	Percent Of Class Represented By Amount In Row (11) 14.33%*		
14	Type Of Reporting Person OO		

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Vestar Management Corp. II		
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source Of Funds OO		
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐		
6	Citizenship Or Place Of Organization Delaware		
	Number Of Shares	7	Sole Voting Power -0-
	Beneficially Owned By	8	Shared Voting Power 12,250
	Each Reporting Person	9	Sole Dispositive Power -0-
	With	10	Shared Dispositive Power 12,250
11	Aggregate Amount Beneficially Owned By Each Reporting Person 12,250		
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐		
13	Percent Of Class Represented By Amount In Row (11) 0.02%*		
14	Type Of Reporting Person CO		

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

SCHEDULE 13D

CUSIP No. G9078F107

1	Names Of Reporting Persons I.R.S. Identification Nos. Of Above Persons (entities Only) Daniel S. O'Connell	
2	Check The Appropriate Box If A Member Of A Group (a) ☐ (b) ☐	
3	SEC Use Only	
4	Source Of Funds OO	
5	Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) ☐	
6	Citizenship Or Place Of Organization United States	
Number Of Shares	7	Sole Voting Power -0-
Beneficially Owned By	8	Shared Voting Power 10,692,775
Each Reporting Person	9	Sole Dispositive Power -0-
With	10	Shared Dispositive Power 10,692,775
11	Aggregate Amount Beneficially Owned By Each Reporting Person 10,692,775	
12	Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares ☐	
13	Percent Of Class Represented By Amount In Row (11) 14.35%*	
14	Type Of Reporting Person IN	

* The calculation assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer's preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

This Amendment No. 1 (this “Amendment”) amends and supplements the Schedule 13D filed by the Reporting Persons on September 19, 2016 (the “Original Schedule 13D” and, as amended and supplemented by this Amendment, the “Schedule 13D”) with respect to the Common Shares of the Issuer. Capitalized terms used in this Amendment and not otherwise defined herein shall have the same meanings ascribed to them in the Original Schedule 13D.

Item 2. Identity and Background.

The response set forth in Item 2 of the Schedule 13D is hereby amended by deleting Schedule 1 in its entirety, and replacing it with Schedule 1 attached hereto.

This Amendment amends and restates the second paragraph of Item 2 in its entirety as set forth below.

“Vestar Luxco is the sole member of Vestar Gibco, which holds 10,479,601 Common Shares. Vestar Holdings is the sole member of Vestar Luxco. Vestar Capital V is the general partner of Vestar Holdings. Vestar Associates V is the general partner of Vestar Capital V. VMV is the general partner of both Vestar Associates V and Vestar/Triton Investments, which holds 200,924 Common Shares. VMV has voting and investment power over the Common Shares held or controlled by each of Vestar Investments and Vestar Gibco. Vestar Management II holds a majority of the outstanding membership interests of VCP, which holds 12,250 Common Shares. Daniel S. O’Connell is the sole director of VMV and the sole owner of Vestar Management II, and as a result he may be deemed to share beneficial ownership of the Common Shares held directly by the aforementioned Vestar entities.”

Item 3. Source and Amount of Funds or Other Consideration.

This Amendment amends and restates the third paragraph of Item 3 in its entirety as set forth below.

“On September 7, 2016, VCP received 6,725 Common Shares in exchange for director services provided by Mr. Robert Rosner to the Issuer. On May 10, 2017, VCP received 5,525 Common Shares in exchange for director services provided by Mr. Robert Rosner to the Issuer. Mr. Rosner is the current designee to the board of directors of the Issuer (the “Board”) by the Reporting Persons and serves as the Lead Director of the Board.”

Item 5. Interest in Securities of the Issuer

This Amendment amends and restates the second and third paragraphs of Item 5 in their entirety as set forth below.

The following disclosure assumes that there are a total of 74,536,402 Common Shares (as defined below) outstanding, as reported in the Issuer’s preliminary prospectus supplement on Form 424B3 filed with the Commission on September 5, 2017.

Pursuant to Rule 13d-3 under the Exchange Act, the Reporting Persons may be deemed to beneficially own, in the aggregate, 10,692,775 Common Shares, which constitutes approximately 14.35% of the outstanding Common Share.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

This Amendment amends and restates the tenth paragraph of Item 6 of the Original Schedule 13D in its entirety as set forth below

“ Lock-up Agreement

In connection with the registered underwritten offering undertaken by the Issuer on September 5, 2017, Vestar/Triton Investments, Vestar Gibco, VCP, , certain other shareholders of the Issuer and each director and officer of the Issuer agreed with Merrill Lynch, Pierce, Fenner & Smith Incorporated (“Merrill Lynch”) and the other underwriters of the offering, subject to certain exceptions, not to dispose of or hedge any of their Common

Shares or securities convertible into or exchangeable for Common Shares for a period ending on the date that is 60 days following the date of the underwriting agreement, except with the prior written consent of Merrill Lynch. Merrill Lynch may in its sole discretion and at any time without notice release some or all of the shares subject to a Lock-Up Agreement prior to the expiration of the lock-up period.

The foregoing description of the terms of the Shareholders Agreement and the Lock-Up Agreement are not intended to be complete and are qualified in their entirety by reference to the full text of the Shareholders Agreement, which is filed as Exhibit C and incorporated herein by reference, and the form of the Lock-Up Agreement, which is filed as Exhibit D and incorporated herein by reference.”

Item 7. Material to be Filed as Exhibits

This Amendment amends and restates Item 7 of the Original Schedule 13D in its entirety as set forth below:

“Exhibit A Joint Filing Agreement, by and among the Reporting Persons, dated as of September 19, 2016.

Exhibit B Power of Attorney for Vestar Management Corp. II, dated as of September 19, 2016.

Exhibit C Sponsor Shareholders Agreement (Vestar), by and among the Issuer and the shareholders party thereto, dated as of November 9, 2015 (as amended by Amendment No. 1 to the Sponsor Shareholders Agreement (Vestar), dated as of July 11, 2016).

Exhibit D Form of Lock-Up Agreement, dated as of September 5, 2017 (filed herewith).”

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: September 7, 2017

VESTAR/TRITON INVESTMENTS III, L.P.

By: /s/ Steven Della Rocca
Name: Steven Della Rocca (1)
Title: Attorney-in-fact

VESTAR-TRITON (GIBCO) LTD

By: /s/ Steven Della Rocca
Name: Steven Della Rocca (1)
Title: Attorney-in-fact

TRITON-VESTAR LUXCO S.A.R.L.

By: /s/ Steven Della Rocca
Name: Steven Della Rocca (1)
Title: Attorney-in-fact

VESTAR/TRITON INVESTMENTS HOLDINGS L.P.

By: /s/ Steven Della Rocca
Name: Steven Della Rocca (1)
Title: Attorney-in-fact

By: /s/ Steven Della Rocca
Name: Steven Della Rocca (1)
Title: Attorney-in-fact

VESTAR ASSOCIATES V, L.P.

By: /s/ Steven Della Rocca
Name: Steven Della Rocca (1)
Title: Attorney-in-fact

VESTAR MANAGERS V LTD.

By: /s/ Steven Della Rocca
Name: Steven Della Rocca (1)
Title: Attorney-in-fact

VESTAR CAPITAL PARTNERS LLC

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Title: Managing Director and General Counsel

VESTAR MANAGEMENT CORP. II

By: /s/ Steven Della Rocca
Name: Steven Della Rocca (2)
Title: Attorney-in-fact

DANIEL S. O'CONNELL

By: /s/ Steven Della Rocca (1)

(1) Mr. Steven Della Rocca is signing pursuant to a power of attorney dated July 12, 2016, which was previously filed with the Securities and Exchange Commission as an exhibit to the Initial Statement of Beneficial Ownership of Securities on Form 3 filed by (i) Vestar/Triton Investments III, L.P., (ii) Vestar-Triton (Gibco) Limited, (iii) Triton-Vestar Luxco S.a.r.L., (iv) Vestar/Triton Investments Holdings L.P. (v) Vestar Capital Partners V, L.P., (vi) Vestar Associates V, L.P. (vii) Vestar Managers V Ltd. and (vii) Daniel S. O'Connell on July 12, 2016 (SEC File No. 001-37827).

(2) Mr. Steven Della Rocca is signing pursuant to a power of attorney dated September 19, 2016, which was previously filed with the Securities and Exchange Commission as an exhibit to the Original Schedule 13D.

SCHEDULE A

CERTAIN INFORMATION CONCERNING EXECUTIVE OFFICERS AND DIRECTORS OF THE REPORTING PERSONS

*Unless indicated otherwise, all individuals listed in this Schedule A are citizens of the United States

**The business address of all individuals listed in this Schedule A is c/o Vestar Capital Partners LLC, 245 Park Avenue, 41st Floor, New York, New York 10167.

Daniel S. O'Connell, sole director and Chief Executive Officer
Norman W. Alpert, Co-President
Robert L. Rosner, Co-President
Steven Della Rocca, Managing Director and General Counsel
James L. Elrod, Jr., Managing Director
Roger C. Holstein, Managing Director
James P. Kelley, Managing Director
Kevin Mundt, Managing Director
Kenneth J. O'Keefe, Managing Director and Chief Operating Officer
Chris Durbin, Managing Director
Brian O'Connor, Managing Director
John Stephens, Managing Director
Brian P. Schwartz, Managing Director
Brendan J. Spillane, Managing Director

INDEX TO EXHIBITS

Exhibit A	Joint Filing Agreement, by and among the Reporting Persons, dated as of September 19, 2016.
Exhibit B	Power of Attorney for Vestar Management Corp. II, dated as of September 19, 2016.
Exhibit C	Sponsor Shareholders Agreement (Vestar), by and among the Issuer and the shareholders party thereto, dated as of November 9, 2015 (as amended by Amendment No. 1 to the Sponsor Shareholders Agreement (Vestar), dated as of July 11, 2016).
Exhibit D	Form of Lock-Up Agreement, dated as of September 5, 2017 (filed herewith).

Merrill Lynch, Pierce, Fenner & Smith
Incorporated
Wells Fargo Securities, LLC
RBC Capital Markets, LLC

as Representatives of the several
Underwriters to be named in the
within-mentioned Underwriting Agreement

c/o Merrill Lynch, Pierce, Fenner & Smith
Incorporated
One Bryant Park
New York, New York 10036

c/o Wells Fargo Securities, LLC
375 Park Avenue
4th Floor
New York, New York 10152

c/o RBC Capital Markets, LLC
200 Vesey Street
10th Floor
New York, New York 10281

Re: Proposed Public Offering by Triton International Limited

Dear Sirs:

The undersigned, a stockholder of Triton International Limited, a Bermuda company (the “Company”), understands that Merrill Lynch, Pierce, Fenner & Smith Incorporated (“Merrill Lynch”), Wells Fargo Securities, LLC (“Wells Fargo”) and RBC Capital Markets, LLC (“RBC”) propose to enter into an Underwriting Agreement (the “Underwriting Agreement”) with the Company and the Selling Shareholders providing for the public offering of shares of the Company’s common shares, par value \$0.01 per share (the “Common Shares”). In recognition of the benefit that such an offering will confer upon the undersigned as a stockholder [and an officer and/or director] of the Company, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned agrees with each underwriter to be named in the Underwriting Agreement that, during the period beginning on the date hereof and ending on the date that is 60 days from the date of the Underwriting Agreement (subject to extensions as discussed below) (the “Lock-Up Period”), the undersigned will not, without the prior written consent of Merrill Lynch, (i) directly or indirectly, offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase or otherwise transfer or dispose of any shares of the Company’s Common Shares or any securities convertible into or exercisable or exchangeable for Common Shares, whether now owned or hereafter acquired by the undersigned or with respect to which the undersigned has or hereafter acquires the power of disposition (collectively, the “Lock-Up Securities”), or exercise any right with respect to the registration of any of the Lock-up Securities, or file or cause to be filed any registration statement in connection therewith, under the Securities Act of 1933, as amended, or (ii) enter into any swap or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of the Lock-Up Securities, whether any such swap or transaction is to be settled by delivery of Common Shares or other securities, in cash or otherwise.

Notwithstanding the foregoing, and subject to the conditions below, the undersigned may transfer the Lock-Up Securities without the prior written consent of Merrill Lynch, provided that (1) except in the case of clauses (viii) through (x) below, Merrill Lynch receives a signed lock-up agreement for the balance of the lockup period from each donee, trustee, distributee, or transferee, as the case may be, (2) except in the case of clauses (viii) through (x) below, any such transfer shall not involve a disposition for value, (3) except in the case of clauses (viii) through (x) below, such transfers are not required to be reported with the Securities and Exchange Commission on Form 4 in accordance with Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (4) the undersigned does not otherwise voluntarily effect any public filing or report regarding such transfers and (5) in the case of clauses (viii) through (x) below, any Form 4 filed in connection therewith contain a footnote indicating that such filing relates to the circumstances described therein:

- (i) to the Underwriters pursuant to the Underwriting Agreement;
- (ii) as a *bona fide* gift or gifts;
- (iii) to any trust for the direct or indirect benefit of the undersigned or the immediate family of the undersigned (for purposes of this lock-up agreement, “immediate family” shall mean any relationship by blood, marriage or adoption, not more remote than first cousin);
- (iv) to limited or general partners, members or stockholders of the undersigned;
- (v) transfers by will or intestacy;
- (vi) to the undersigned’s affiliates (as defined under Rule 12b-2 of the Exchange Act) or to any investment fund or other entity controlled or managed by the undersigned or to any corporation, partnership or other entity with whom the undersigned shares in common an investment manager or advisor, in each case who has discretionary investment authority with respect to the undersigned’s and such other entity’s investments pursuant to an investment management, investment advisory or similar agreement;
- (vii) to a nominee or custodian of a person or entity to whom a disposition or transfer would be permissible under clauses (ii) through (vi);
- (viii) in the case of dispositions of shares of Common Shares, solely in an amount necessary to satisfy tax obligations (withholding or otherwise) in connection with the exercise of options to purchase Common Shares, the vesting of restricted shares of Common Shares awards, or the settling of restricted shares of Common Shares under employee benefits plans described in the Registration Statement, the General Disclosure Package and the Prospectus;
- (ix) pursuant to any contractual arrangement that provides for the repurchase of the undersigned’s securities by the Company in connection with the termination of the undersigned’s employment or other service relationship with the Company or the undersigned’s failure to meet certain conditions set out upon receipt of such securities;
- (x) pursuant to an order of a court or regulatory agency; or
- (xi) the establishment of any written contract, instruction or plan that satisfies all of the requirements of Rule 10b5-1 (a “Rule 10b5-1 Plan”) under the Exchange Act; provided that no sales of Lock-Up Securities shall be made pursuant to such Rule 10b5-1 Plan prior to the expiration of the Lock-Up Period.

Furthermore, the undersigned may sell Common Shares of the Company purchased by the undersigned on the open market following the Public Offering if and only if (i) such sales are not required to be reported in any public report or filing with the Securities and Exchange Commission, or otherwise and (ii) the undersigned does not otherwise voluntarily effect any public filing or report regarding such sales.

The undersigned also agrees and consents to the entry of stop transfer instructions with the Company's transfer agent and registrar against the transfer of the Lock-Up Securities except in compliance with the foregoing restrictions.

Notwithstanding anything to the contrary contained herein, this lock-up agreement will automatically terminate and the undersigned will be released from all of his, her or its obligations hereunder upon the earliest to occur, if any, of the following: (i) prior to the execution of the Underwriting Agreement, the Company advises Merrill Lynch in writing, that it has determined not to proceed with the Public Offering, (ii) the Underwriting Agreement is executed but is terminated (other than with respect to the provisions thereof which survive termination) prior to payment for and delivery of the Lock-Up Securities to be sold thereunder or (iii) September 30, 2017, in the event that the Underwriting Agreement has not been executed by such date.

This lock-up agreement will be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed within the State of New York.

[Signature Page Follows]

Very truly yours,

Signature: _____

Print Name: _____