

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

**Triton International Limited**

(Name of Issuer)

**Common Shares, par value \$0.01 per share**

(Title of Class of Securities)

**G9078F107**

(CUSIP Number)

**Srikanth Balachandran**

**Bharti Global Limited**

**53/54 Grosvenor Street**

**London, United Kingdom, W1K 3HU**

**Telephone: +44 (0) 203 9949 650**

**with a copy to:**

**Jeffrey D. Karpf**

**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)

**May 5, 2020**

(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<br>I.R.S. Identification Nos. Of Above Persons (entities Only)<br>Bharti Global Limited          |                                       |  |
| 2  | Check The Appropriate Box If A Member Of A Group<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |                                       |  |
| 3  | SEC Use Only  |                                       |  |
| 4  | Source Of Funds<br>OO   |                                       |  |
| 5  | Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) <input type="checkbox"/>             |                                       |  |
| 6  | Citizenship Or Place Of Organization<br>Jersey, Channel Islands   |                                       |  |
| Number Of Shares<br><br>Beneficially Owned By<br><br>Each Reporting Person<br><br>With | 7   | Sole Voting Power<br>-0-              |  |
|  | 8   | Shared Voting Power<br>8,180,590      |  |
|  | 9   | Sole Dispositive Power<br>-0-         |  |
|  | 10  | Shared Dispositive Power<br>8,180,590 |  |
| 11   | Aggregate Amount Beneficially Owned By Each Reporting Person<br>8,180,590   |                                       |  |
| 12   | Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>                              |                                       |  |
| 13   | Percent Of Class Represented By Amount In Row (11)<br>11.6%*  |                                       |  |
| 14   | Type Of Reporting Person<br>CO  |                                       |  |

\* The calculation assumes that there are a total of 70,275,947 Common Shares (as defined below) outstanding, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the "Commission") on April 24, 2020.

**SCHEDULE 13D**

CUSIP No. G9078F107

|  |  |                                       |  |
|--|--|---------------------------------------|--|
| 1  | Names Of Reporting Persons<br>I.R.S. Identification Nos. Of Above Persons (entities Only)<br>Bharti Overseas Private Limited |                                       |  |
| 2  | Check The Appropriate Box If A Member Of A Group<br>(a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/>  |                                       |  |
| 3  | SEC Use Only   |                                       |  |
| 4  | Source Of Funds<br>OO  |                                       |  |
| 5  | Check Box If Disclosure Of Legal Proceedings Is Required Pursuant To Item 2(d) or 2(e) <input type="checkbox"/>              |                                       |  |
| 6  | Citizenship Or Place Of Organization<br>Delhi, India   |                                       |  |
| Number Of Shares<br><br>Beneficially Owned By<br><br>Each Reporting Person<br><br>With | 7  | Sole Voting Power<br>-0-              |  |
|  | 8  | Shared Voting Power<br>8,180,590      |  |
|  | 9  | Sole Dispositive Power<br>-0-         |  |
|  | 10   | Shared Dispositive Power<br>8,180,590 |  |
| 11   | Aggregate Amount Beneficially Owned By Each Reporting Person<br>8,180,590  |                                       |  |
| 12   | Check Box If The Aggregate Amount In Row (11) Excludes Certain Shares <input type="checkbox"/>                               |                                       |  |
| 13   | Percent Of Class Represented By Amount In Row (11)<br>11.6%*   |                                       |  |
| 14   | Type Of Reporting Person<br>CO   |                                       |  |

\* The calculation assumes that there are a total of 70,275,947 Common Shares outstanding, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on April 24, 2020.

This Amendment No. 5 (this “Amendment”) amends and supplements the Schedule 13D filed by the Reporting Persons on February 27, 2017 (the “Original Schedule 13D” and, as amended and supplemented by Amendment No. 1 to the Schedule 13D filed by the Reporting Persons on September 8, 2017, Amendment No. 2 to the Schedule 13D filed by the Reporting Persons on October 18, 2019, Amendment No. 3 to the Schedule 13D filed by the Reporting Persons on October 31, 2019, Amendment No. 4 to the Schedule 13D filed by the Reporting Persons on February 20, 2020 and this Amendment, this “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 4. Purpose of Transaction.**

This Amendment amends and restates Item 4 of the Schedule 13D in its entirety as set forth below:

“The information set forth in Items 3 and 6 hereof is hereby incorporated by reference into this Item 4.

The Reporting Persons beneficially own the Common Shares as an investment. As part of the Reporting Persons’ process of reviewing their investment in the Issuer from time to time, on May 5, 2020 the Board of Directors of BGL determined to reduce BGL’s investment in the Issuer and, in accordance with that determination, BGL subsequently sold 100,000 Common Shares beneficially owned by the Reporting Persons in multiple open market transactions ranging from \$30.00 to \$30.225 per Common Share, with a weighted average price of \$30.0876 per Common Share. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the U.S. Securities and Exchange Commission, upon request, full information regarding the number of Common Shares sold at each separate price within such range.

BGL may sell additional Common Shares beneficially owned by the Reporting Persons in future open market or private transactions or otherwise. In addition, BGL has engaged and may from time to time continue to engage in transactions to pledge or use as collateral for one or more loans or credit facilities the Common Shares beneficially owned by the Reporting Persons. The timing and amount of Common Shares involved in any such future sale or other transaction has not been determined, and will depend upon, among other things, the price and trading volume of the Common Shares, subsequent developments affecting the Issuer, the Issuer’s business and prospects, other investment and business opportunities available to the Reporting Persons, general stock market and economic conditions, tax considerations and other factors the Reporting Persons consider relevant.

Except as set forth in this Schedule 13D, the Reporting Persons and, to the best knowledge of the Reporting Persons, any of the individuals listed in Schedule I, have no present plans or proposals which would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D; provided, that, the Reporting Persons may, at any time, review or reconsider their position with respect to the Issuer and reserve the right to develop such plans or proposals.”

**Item 5. Interests in Securities of the Issuer.**

This Amendment amends and restates Item 5 of the Schedule 13D in its entirety as set forth below:

“The information contained in rows 7, 8, 9, 10, 11 and 13 on the cover pages of this Statement and the information set forth or incorporated in Items 2, 4 and 6 is incorporated by reference in its entirety into this Item 5.

(a) and (b).

The following disclosure assumes that there is a total of 70,275,947 Common Shares outstanding, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Commission on April 24, 2020.

Pursuant to Rule 13d-3 under the Act, the Reporting Persons may be deemed to beneficially own, in the aggregate, 8,180,590 Common Shares, which constitutes approximately 11.6% of the outstanding Common Shares.

Except as set forth in this Statement, to the knowledge of the Reporting Persons, none of the persons named in Schedule I beneficially owns any Common Shares.

Pursuant to Rule 13d-4 of the Act, BOPL herein states that this Schedule 13D shall not be deemed an admission that it is the beneficial owner of any of the Common Shares of the Issuer reported in this Schedule 13D. BOPL disclaims beneficial ownership of the Common Shares of the Issuer, except to the extent of its pecuniary interest in such Common Shares.

- (c) Except as set forth in this Amendment, none of the Reporting Persons or, to the best knowledge of the Reporting Persons, none of the persons named in Schedule I, has engaged in any transaction during the past 60 days in any Common Shares.
  - (d) To the best knowledge of the Reporting Persons, and other than as described herein, no one other than the Reporting Persons, or the partners, members, affiliates or shareholders of the Reporting Persons, has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, Common Shares reported herein as beneficially owned by the Reporting Persons.
  - (e) Not applicable.”
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**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: May 7, 2020

**BHARTI GLOBAL LIMITED**

By: /s/ Srikanth Balachandran

Name: Srikanth Balachandran

Title: Authorized Signatory

**BHARTI OVERSEAS PRIVATE LIMITED**

By: /s/ Puneet Tandon

Name: Puneet Tandon

Title: Authorized Signatory

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