

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
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1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
VALENTINE KEVIN		Triton International Ltd [TRTN]		☐ Director ☐ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) SVP, Triton Container Sales	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O TRITON CONTAINER INTERNATIONAL, INC, 100 MANHATTANVILLE ROAD		9/28/2023			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
PURCHASE, NY 10577				☒ Form filed by One Reporting Person ☐ Form filed by More than One Reporting Person	
(City) (State) (Zip)					

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	9/28/2023		D		62,521	D	23.44
					0	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Explanation of Responses:

- Disposed of in accordance with the terms of the Agreement and Plan of Merger, dated as of April 11, 2023 (the "Merger Agreement"), by and among the Issuer, Brookfield Infrastructure Corporation ("BIPC"), Thanos Holdings Limited ("Parent") and Thanos MergerSub Limited ("Merger Sub"), pursuant to which, at 8:00 a.m. EST on September 28, 2023, the effective time of the Merger (the "Effective Time"), among other things, Merger Sub merged with and into the Issuer, with the Issuer continuing as a subsidiary of Parent (the "Merger"). Includes 40,490 restricted Common Shares subject to time-based and performance-based vesting requirements, which figure assumes attainment of the maximum level of performance under the applicable award agreement in accordance with the vesting mechanics set forth in the Merger Agreement and as described in footnotes 3 and 4 to this Form 4.
- Pursuant to the Merger Agreement, at the Effective Time, each issued and outstanding Common Share (other than Excluded Shares (as defined in the Merger Agreement)) was cancelled and converted automatically into, at the election of the shareholder as provided in and subject to Section 3.2 of the Merger Agreement, the right to receive either (i) the specified mixture of both cash and shares of class A exchangeable subordinate voting shares of BIPC ("BIPC Shares") equal to \$68.50 per Common Share in cash and 0.3895 BIPC Shares, (ii) \$83.16, or (iii) 2.21 BIPC Shares. No fractional BIPC shares were issued in connection with the Merger and the holders of Common Shares received cash in lieu of any fractional BIPC Shares resulting from the Merger.
- Each award of restricted Common Shares that was outstanding immediately prior to the Effective Time was automatically and without any required action on the part of the shareholder, converted into the contingent right to receive an amount in cash, without interest, equal to the product obtained by multiplying (a) the number of restricted Common Shares subject to such award (with respect to any performance-based vesting requirements, assuming attainment of the maximum level of performance under the applicable award agreement) immediately prior to the Effective Time, by (b) \$83.16, plus any unpaid cash in respect of dividends accrued prior to the Effective Time with respect to such restricted Common Shares (after giving effect to the maximum level of performance), less applicable taxes required to be withheld. (Continued on footnote 4 of this Form 4)

(4) (Continued from footnote 3 to this Form 4) Subject to the applicable holder's continued service with Parent and its affiliates (including the Issuer and its subsidiaries), such contingent right to receive cash shall vest and become payable upon the earlier to occur of: (a) the satisfaction of the vesting conditions (including any vesting acceleration provisions) that applied to the corresponding portion of the applicable unvested restricted Common Shares immediately prior to the Effective Time, or (b) the twelve month anniversary of the Effective Time.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VALENTINE KEVIN C/O TRITON CONTAINER INTERNATIONAL, INC 100 MANHATTANVILLE ROAD PURCHASE, NY 10577			SVP, Triton Container Sales	

Signatures

/s/Carla Heiss as attorney-in-fact for Kevin Valentine

10/2/2023

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 control number.