

TEXTAINER GROUP HOLDINGS LTD

Form 6-K

July 02, 2014

**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**

**July 2, 2014**

**Commission File Number 001-33725**

**Textainer Group Holdings Limited**

**(Translation of Registrant's name into English)**

**Century House**

**16 Par-La-Ville Road**

**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):

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes  No

If  Yes  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable

This report contains a copy of the minutes of the 2014 Annual General Meeting of Shareholders held on May 22, 2014.

**Exhibit**

1. Minutes of the 2014 Annual General Meeting of Shareholders of Textainer Group Holdings Limited held on May 22, 2014

**Textainer Group Holdings Limited**

**MINUTES OF**

**THE 2014 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

On Thursday, May 22, 2014, at 9:00 a.m. (local time), Textainer Group Holdings Limited, a Bermuda company (the Company ), held its 2014 Annual General Meeting of Shareholders (the 2014 Annual Meeting ) at The Fairmont Southampton, 101 South Shore Road, Southampton, Bermuda. The close of business on April 1, 2014 was fixed as the record date for determining the holders of record (the Shareholders ) of the Company's common shares, \$0.01 par value per share ( Common Shares ), entitled to notice of and to vote at the 2014 Annual Meeting (including any postponement or adjournment(s) thereof). Notice of the 2014 Annual Meeting was given to the Shareholders pursuant to a Notice of 2014 Annual General Meeting of Shareholders dated April 16, 2014, which, together with the accompanying Proxy Statement and the accompanying Proxy Card, was first mailed to the Shareholders on or about April 16, 2014. As of April 1, 2014, there were 56,654,593 Common Shares issued and outstanding. A total of 43,291,029 Common Shares issued and outstanding as of April 1, 2014 were present in person or by proxy at the 2014 Annual Meeting, representing 76.4% of the total Common Shares issued and outstanding as of April 1, 2014.

**CHAIRMAN AND SECRETARY**

Hyman Shwiel acted as chairman of the 2014 Annual Meeting (the Chairman ) and Dan Cohen, Assistant Company Secretary, served as secretary of the 2014 Annual Meeting.

**CONFIRMATION OF NOTICE AND QUORUM**

The Chairman confirmed that notice of the 2014 Annual Meeting had been given to all of the Shareholders and that a quorum was present.

**THE MEETING**

The Chairman then proposed for consideration by the Shareholders the following resolutions, each of which was duly adopted as indicated below:

**PROPOSAL ONE: APPROVAL OF RE-ELECTION OF CLASS III DIRECTORS**

**WHEREAS**, based upon the recommendation of the Corporate Governance and Nominating Committee, the Board of Directors has nominated each of the following individuals to stand for re-election, in each case, as a Class III director of the Company, at the 2014 Annual Meeting:

Mr. Neil Jowell

Mr. Cecil Jowell

Mr. David Nurek

**RESOLVED**, that Mr. Neil Jowell be, and hereby is, re-elected as a Class III director of the Company;

*For:* 38,072,747 Common Shares, representing 88.1% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Against:* 5,095,112 Common Shares, representing 11.8% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Non-votes:* 77,723 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014.

*Abstain:* 47,447 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

**RESOLVED FURTHER**, that Mr. Cecil Jowell be, and hereby is, re-elected as a Class III director of the Company;

*For:* 39,650,559 Common Shares, representing 91.8% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Against:* 3,515,515 Common Shares, representing 8.1% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Non-votes:* 75,723 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014.

*Abstain:* 49,232 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

**RESOLVED FURTHER**, that Mr. David Nurek be, and hereby is, re-elected as a Class III director of the Company.

*For:* 39,329,224 Common Shares, representing 91.0% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Against:* 3,832,388 Common Shares, representing 8.9% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Non-votes:* 75,723 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014.

*Abstain:* 53,694 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

**PROPOSAL TWO: APPROVAL OF ANNUAL AUDITED FINANCIAL STATEMENTS**

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013**

**WHEREAS**, the Board of Directors of the Company has approved the annual audited financial statements of the Company for the fiscal year ended December 31, 2013, a copy of which is included in the Company's 2013 Annual Report to Shareholders and laid before the Shareholders at the 2014 Annual Meeting (the 2013 Financial Statements ).

**RESOLVED**, that the 2013 Financial Statements, as included in the Company's 2013 Annual Report to Shareholders be, and they hereby are, approved.

*For:* 43,109,532 Common Shares, representing 99.8% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Against:* 41,408 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Non-votes:* 75,723 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014.

*Abstain:* 64,366 Common Shares, representing 0.2% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

**PROPOSAL THREE: APPROVAL OF RE-APPOINTMENT OF KPMG LLP AS  
INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014  
AND AUTHORIZATION FOR THE BOARD OF DIRECTORS, ACTING THROUGH  
THE AUDIT COMMITTEE, TO FIX THE REMUNERATION OF THE INDEPENDENT  
AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014**

**WHEREAS**, the Board of Directors has ratified the approval of the Audit Committee of the Board of Directors (the Audit Committee ) of the re-appointment of KPMG LLP, an independent registered public accounting firm, to act as the Company's independent auditors for the fiscal year ending December 31, 2014.

**RESOLVED**, that the re-appointment of KPMG LLP to act as the Company's independent auditors for the fiscal year ending December 31, 2014 and the authorization for the Board of Directors through the Audit Committee to fix the remuneration of the Company's independent auditors for the fiscal year ending December 31, 2014 be, and they hereby, are approved.

*For:* 43,209,260 Common Shares, representing 99.8% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Against:* 49,971 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

*Abstain:* 31,798 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 1, 2014 present in person or by proxy and voting thereon.

**OTHER BUSINESS**

No other business was brought before the meeting.

**CLOSE OF MEETING**

There being no further business, the 2014 Annual Meeting then concluded.

Minutes prepared by:

/s/ Dan Cohen  
Dan Cohen  
Assistant Company Secretary  
Date: July 2, 2014

Confirmed by:

/s/ Hyman Shwiel  
Hyman Shwiel  
Chairman of the Meeting  
Date: July 2, 2014

**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: July 2, 2014

**Textainer Group Holdings Limited**

By: /s/ Philip K. Brewer  
Philip K. Brewer

President and Chief Executive  
Officer