

TEXTAINER GROUP HOLDINGS LTD

Form 6-K

June 10, 2010

**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**

June 10, 2010

Commission File Number 001-33725

**Textainer Group Holdings Limited**

(Exact Name of Registrant as Specified in its Charter)

Not Applicable

(Translation of Registrant's Name into English)

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**Century House**

**16 Par-La-Ville Road**

**Hamilton HM 08**

**Bermuda**

**(441) 296-2500**

**(Address and telephone number, including area code, of principal executive offices)**

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 2010 Annual General Meeting of Shareholders held on May 19, 2010.

**Exhibit**

1. Minutes of the 2010 Annual General Meeting of Shareholders of Textainer Group Holdings Limited held on May 19, 2010

**Textainer Group Holdings Limited**

**MINUTES OF**

**THE 2010 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

On Wednesday, May 19, 2010, at 9:00 a.m. (local time), Textainer Group Holdings Limited, a Bermuda company (the Company ), held its 2010 Annual General Meeting of Shareholders (the 2010 Annual Meeting ) at the Fairmont Southampton Hotel, 101 South Shore Road, Southampton, Bermuda. The close of business on April 5, 2010 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 2010 Annual Meeting (including any postponement or adjournment(s) thereof). Notice of the 2010 Annual Meeting was given to the Shareholders pursuant to a Notice of 2010 Annual General Meeting of Shareholders dated April 20, 2010, which, together with the accompanying Proxy Statement and the accompanying Proxy Card, was first mailed to the Shareholders on or about April 20, 2010. As of April 5, 2010, there were 48,005,013 Common Shares issued and outstanding. A total of 43,703,555 Common Shares issued and outstanding as of April 5, 2010 were present in person or by proxy at the 2010 Annual Meeting, representing 91.0% of the total Common Shares issued and outstanding as of April 5, 2010.

**CHAIRMAN AND SECRETARY**

Neil I. Jowell acted as chairman of the 2010 Annual Meeting (the Chairman ) and Ernest J. Furtado acted as secretary of the 2010 Annual Meeting.

**CONFIRMATION OF NOTICE AND QUORUM**

The Chairman confirmed that notice of the 2010 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 I 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 I director of the Company, at the 2010 Annual Meeting:

Mr. Dudley R. Cottingham

Mr. James E. Hoelter

Mr. John A. Maccarone

Mr. Hyman Shwiel

**RESOLVED**, that Mr. Dudley R. Cottingham be, and hereby is, re-elected as a Class I director of the Company;

*For:* 39,207,864 Common Shares, representing 93.1% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Against:* 2,882,304 Common Shares, representing 6.9% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Abstain:* 6,040 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

**RESOLVED FURTHER**, that Mr. James E. Hoelter be, and hereby is, re-elected as a Class I director of the Company;

*For:* 37,563,553 Common Shares, representing 89.2% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Against:* 4,526,915 Common Shares, representing 10.8% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Abstain:* 5,740 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

**RESOLVED FURTHER**, that Mr. John A. Maccarone be, and hereby is, re-elected as a Class I director of the Company.

*For:* 38,955,743 Common Shares, representing 92.5% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Against:* 3,134,725 Common Shares, representing 7.5% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Abstain:* 5,740 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

**RESOLVED FURTHER**, that Mr. Hyman Shwiel be, and hereby is, re-elected as a Class I director of the Company.

*For:* 42,067,196 Common Shares, representing 99.9% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Against:* 23,272 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Abstain:* 5,740 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

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

**FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009**

**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, 2009, a copy of which is included in the Company's 2009 Annual Report to Shareholders and laid before the Shareholders at the 2010 Annual Meeting (the 2009 Financial Statements ).

**RESOLVED**, that the 2009 Financial Statements, as included in the Company's 2009 Annual Report to Shareholders be, and they hereby are, approved.

*For:* 43,347,262 Common Shares, representing 99.2% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Against:* 10,006 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Abstain:* 346,287 Common Shares, representing 0.8% of the Common Shares issued and outstanding as of April 5, 2010 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, 2010  
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, 2010**

**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, 2010.

**RESOLVED**, that the re-appointment of KPMG LLP to act as the Company's independent auditors for the fiscal year ending December 31, 2010 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, 2010 be, and they hereby, are approved.

*For:* 43,661,845 Common Shares, representing 99.9% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Against:* 31,882 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Abstain:* 9,828 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

**PROPOSAL FOUR: APPROVAL OF AN AMENDMENT TO THE 2007 SHARE  
INCENTIVE PLAN TO INCREASE THE MAXIMUM NUMBER OF COMMON  
SHARES THAT MAY BE GRANTED PURSUANT TO SUCH PLAN BY 1,468,500  
SHARES AND EFFECT CERTAIN TECHNICAL CLARIFICATIONS TO SUCH PLAN**

**WHEREAS**, the Board of Directors has ratified the amendment to the 2007 Share Incentive Plan to increase the maximum number of Common Shares that may be granted pursuant to the plan by 1,468,500 shares and effect certain technical clarifications to such plan as set forth in the Proxy Statement.

**RESOLVED**, that the amendment to the 2007 Share Incentive Plan to increase the maximum number of Common Shares that may be granted pursuant to the plan by 1,468,500 shares and effect certain technical clarifications to such plan as set forth in the Proxy Statement be, and hereby, is approved.

*For:* 41,870,743 Common Shares, representing 99.5% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Against:* 181,883 Common Shares, representing 0.5% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

*Abstain:* 43,582 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

**CLOSE OF MEETING**

There being no further business, the 2010 Annual Meeting then concluded.

Minutes prepared by:

/s/ Ernest J. Furtado  
Ernest J. Furtado  
Secretary of the Meeting  
Date: June 9, 2010

Confirmed by:

/s/ Neil I. Jowell  
Neil I. Jowell  
Chairman of the Meeting  
Date: June 9, 2010



**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: June 10, 2010

**Textainer Group Holdings Limited**

/s/ John A. Maccarone  
John A. Maccarone

President and Chief Executive Officer