
**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 22, 2017

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 2017 Annual General Meeting of Shareholders held on May 18, 2017.

Exhibit

1. Minutes of the 2017 Annual General Meeting of Shareholders of Textainer Group Holdings Limited held on May 18, 2017

Textainer Group Holdings Limited**MINUTES OF
THE 2016 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

On Thursday, May 18, 2017, at 9:00 a.m. (local time), Textainer Group Holdings Limited, a Bermuda company (the “Company”), held its 2017 Annual General Meeting of Shareholders (the “2017 Annual Meeting”) at The Fairmont Southampton, 101 South Shore Road, Southampton, Bermuda. The close of business on April 3, 2017 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 2017 Annual Meeting (including any postponement or adjournment(s) thereof). Notice of the 2017 Annual Meeting was given to the Shareholders pursuant to a Notice of 2017 Annual General Meeting of Shareholders dated April 17, 2017, which, together with the accompanying Proxy Statement and the accompanying Proxy Card, was first mailed to the Shareholders on or about April 17, 2017. As of April 3, 2016, there were 56,794,309 Common Shares issued and outstanding. A total of 50,594,403 Common Shares issued and outstanding as of April 3, 2017 were present in person or by proxy at the 2017 Annual Meeting, representing 89.1% of the total Common Shares issued and outstanding as of April 3, 2017.

CHAIRMAN AND SECRETARY

Hyman Shwiel served as chairman of the 2017 Annual Meeting (the “Chairman”) and Dan Cohen, Assistant Company Secretary, served as secretary of the 2017 Annual Meeting.

CONFIRMATION OF NOTICE AND QUORUM

The Chairman confirmed that notice of the 2017 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 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 election, in each case, as a Class III director of the Company, at the 2017 Annual Meeting:

Mr. David M. Nurek
Mr. Iain Brown
Mr. Robert D. Pedersen

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

For: 37,780,379 Common Shares, representing 85.9% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Against: 5,784,924 Common Shares, representing 13.15% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Abstain: 426,509 Common Shares, representing 1.0% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

RESOLVED FURTHER, that Mr. Iain Brown be, and hereby is, elected as a Class III director of the Company;

For: 38,953,797 Common Shares, representing 88.6% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Against: 4,611,639 Common Shares, representing 10.5% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Abstain: 426,376 Common Shares, representing 1.0% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

RESOLVED FURTHER, that Mr. Robert D. Pedersen be, and hereby is, elected as a Class III director of the Company.

For: 37,852,343 Common Shares, representing 86.0% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Against: 5,713,205 Common Shares, representing 13.0% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Abstain: 426,264 Common Shares, representing 1.0% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

**PROPOSAL TWO: APPROVAL OF ANNUAL AUDITED FINANCIAL STATEMENTS
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016**

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, 2016, a copy of which is included in the Company's 2016 Annual Report to Shareholders and laid before the Shareholders at the 2017 Annual Meeting (the "2016 Financial Statements").

RESOLVED, that the 2016 Financial Statements, as included in the Company's 2016 Annual Report to Shareholders be, and they hereby are, approved.

For: 43,451,720 Common Shares, representing 98.8% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Against: 63,167 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Abstain: 476,925 Common Shares, representing 1.1% of the Common Shares issued and outstanding as of April 3, 2017 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, 2017 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, 2017

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, 2017.

RESOLVED, that the re-appointment of KPMG LLP to act as the Company's independent auditors for the fiscal year ending December 31, 2017 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, 2017 be, and they hereby, are approved.

For: 49,788,869 Common Shares, representing 98.4% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Against: 247,685 Common Shares, representing 0.5% of the Common Shares issued and outstanding as of April 3, 2017 present in person or by proxy and voting thereon.

Abstain: 557,849 Common Shares, representing 1.1% of the Common Shares issued and outstanding as of April 3, 2017 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 2017 Annual Meeting then concluded.

Minutes prepared by:

/s/ Dan Cohen

Dan Cohen

Assistant Company Secretary

Date: June 22, 2017

Confirmed by:

/s/ Hyman Shwiel

Hyman Shwiel

Chairman

Date: June 22, 2017

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 22, 2017

Textainer Group Holdings Limited

/s/ Philip K. Brewer

Philip K. Brewer

President and Chief Executive Officer