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**Securities and Exchange Commission,**  
Washington, D.C. 20549

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**Schedule 13G/A**

**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

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**Textainer Group Holdings Limited**  
(Name of Issuer)

**Common Shares, \$0.01 par value per share**  
(Title of Class of Securities)

**G8766E109**  
(CUSIP Number)

**December 31, 2017**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☒ Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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).

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(1)	Names of reporting persons	
	Mr. Isam K. Kabbani ("Mr. Kabbani")	
(2)	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
(3)	SEC use only	
(4)	Citizenship or place of organization  Saudi Arabia	
Number of shares beneficially owned by each reporting person with:	(5)	Sole voting power:  3,372,350 Common Shares (see Item 4)*
	(6)	Shared voting power:  0 Common Shares
	(7)	Sole dispositive power:  3,372,350 Common Shares (see Item 4)*
	(8)	Shared dispositive power:  0 Common Shares
(9)	Aggregate amount beneficially owned by each reporting person  3,372,350 Common Shares (see Item 4)*	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions)  <input type="checkbox"/>	
(11)	Percent of class represented by amount in Row (9)  5.94%**	
(12)	Type of reporting person (see instructions)  IN	

\* As of December 31, 2017 and consists of (i) 3,372,350 Common Shares held by Delmas Invest Holdings S.A. over which Mr. Kabbani has voting and investment power. See Item 4 below.

\*\* The percentage calculation assumes that there are currently 56,841,180 outstanding Common Shares, based on the Issuer's Form 6-K as filed with the Securities and Exchange Commission ("SEC") on November 13, 2017.

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*Item 1(a).*      **Name of issuer.**

Textainer Group Holdings Limited

*Item 1(b).*      **Address of issuer’s principal executive offices.**

Century House  
16 Par-La-Ville Road  
Hamilton HM 08  
Bermuda

*Item 2(a).*      **Name of person filing.**

This statement on Schedule 13G (this “Statement”) is being filed by Mr. Kabbani (the “Reporting Person”) pursuant to Rule 13d-1(k) promulgated by the United States Securities and Exchange Commission pursuant to Section 13 of the Act.

*Item 2(b).*      **Address or principal business office or, if none, residence.**

P.O. BOX 16375  
JEDDAH 21464  
Saudi Arabia

*Item 2(c).*      **Citizenship and Place of Organization.**

Mr. Kabbani is a citizen of the Kingdom of Saudi Arabia.

*Item 2(d).*      **Title of class of securities.**

Common Shares, \$0.01 par value per share

*Item 2(e).*      **CUSIP No.**

G8766E109

*Item 3.*      **Statements Filed Pursuant to Rules 13d-1(b) or 13d-2(b).**

Not applicable.

*Item 4.*      **Ownership.**

(a)

As of December 31, 2017, Delmas Invest Holdings SA holds 3,372,350 Common Shares of the Issuer. In 2017: 84,280 shares were purchased under Delmas Invest Holdings SA and 7,292 shares in total were transferred from Mr Kabbani’s nominative account and added to the portfolio held in the name of Delmas Invest Holdings SA. Mr Kabbani does not own any other Textainer Group Holding’s shares.

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(b)

The percentage calculation assumes that there are currently 56,841,180 outstanding Common Shares, based on the Issuer’s Form 6-K as filed with the Securities and Exchange Commission (“SEC”) on November 13, 2017.

(c)

The information set forth in Items 5 through 8 of the cover pages to this Schedule 13G is incorporated herein by reference.

*Item 5.*            **Ownership of 5 Percent or Less of a Class.**

Not applicable.

*Item 6.*            **Ownership of More than 5 Percent on Behalf of Another Person.**

See the response to Item 4(a) and Item 4(b) above.

*Item 7.*            **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

*Item 8.*            **Identification and Classification of Members of the Group.**

Not applicable.

*Item 9.*            **Notice of Dissolution of Group.**

Not applicable.

*Item 10.*          **Certifications.**

Not applicable.

*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: February 13, 2018

By: /s/ Isam K. Kabbani  
Name: Mr. Isam K. Kabbani