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

February 11, 2020

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): \Box | |
| 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): \Box | |
| 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 \square No \boxtimes | |
| If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): Not applicable | |
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This report contains a copy of the press release entitled "Textainer Group Holdings Limited Reports Fourth-Quarter and Full-Year 2019 Results," dated February 11, 2020.

Exhibit

1. Press Release dated February 11, 2020

Textainer Group Holdings Limited Reports Fourth-Quarter and Full-Year 2019 Results

HAMILTON, Bermuda – (PRNewswire) – February 11, 2020 – Textainer Group Holdings Limited (NYSE: TGH; JSE: TXT) ("Textainer", "the Company", "we" and "our"), one of the world's largest lessors of intermodal containers, today reported financial results for the fourth-quarter and full-year ended December 31, 2019.

Key Financial Information (in thousands except for per share and TEU amounts) and Business Highlights:

| | Q' | | | Full | r | | | |
|--|-----------------|----|-----------|-----------|---------|------|-----------|--|
| | Q4 2019 Q3 2019 | | | | 2019 | 2018 | | |
| Lease rental income (1) | \$ 151,555 | \$ | 155,848 | \$ | 619,760 | \$ | 612,704 | |
| Gain on sale of owned fleet containers, net | \$ 3,134 | \$ | 6,092 | \$ | 21,397 | \$ | 36,071 | |
| Income from operations | \$ 64,579 | \$ | 53,487 | \$ | 222,684 | \$ | 194,426 | |
| Net income attributable to Textainer Group Holdings Limited common shareholders | \$ 28,782 | \$ | 10,578 | \$ | 56,724 | \$ | 50,378 | |
| Net income attributable to Textainer Group Holdings | | | | | | | | |
| Limited common shareholders per diluted common share | \$ 0.50 | \$ | 0.18 | \$ | 0.99 | \$ | 0.88 | |
| Adjusted net income (2) | \$ 10,977 | \$ | 12,950 | \$ | 55,375 | \$ | 51,471 | |
| Adjusted net income per diluted common share (2) | \$ 0.19 | \$ | 0.22 | \$ | 0.96 | \$ | 0.90 | |
| Adjusted EBITDA (2) | \$ 113,187 | \$ | 118,254 | \$ | 464,315 | \$ | 443,090 | |
| Average fleet utilization | 96.4% | | 97.3% | % 97. | | ó | 98.19 | |
| Total fleet size at end of period (TEU) | 3,500,812 | | 3,557,466 | 3,500,812 | | | 3,354,724 | |
| Owned percentage of total fleet at end of period | 85.4% 80.7% | |) | 85.4% | 78.99 | | | |

- (1) "Lease rental income" includes both owned and managed fleet lease rental income. Q3 2019 amount has been adjusted to include a \$1,183 reclassification from trading container sales proceeds, with no effect on the income from operations, net income and adjusted net income.
- (2) "Adjusted net income" and "Adjusted EBITDA" are Non-GAAP Measures that are reconciled to GAAP measures in section "Reconciliation of GAAP financial measures to non-GAAP financial measures" provides certain qualifications and limitations on the use of Non-GAAP Measures.
- Net income of \$28.8 million for the fourth quarter and \$56.7 million for the full year. These figures include a \$14.0 million gain recorded during the fourth quarter related to a cash distribution from the Hanjin bankruptcy estate;
- Adjusted net income of \$11.0 million for the fourth quarter, or \$0.19 per diluted common share, as compared to \$13.0 million, or \$0.22 per diluted common share in the third quarter of 2019. Adjusted net income of \$55.4 million for the full year, or \$0.96 per diluted common share, as compared to \$51.5 million, or \$0.90 per diluted common share in the prior year;
- Adjusted EBITDA of \$113.2 million for the fourth quarter, as compared to \$118.3 million in the third quarter of 2019. Adjusted EBITDA of \$464.3 million for the full year, as compared to \$443.1 million in the prior year;
- Utilization averaged 96.4% for the fourth quarter, as compared to 97.3% for the third quarter of 2019. Utilization averaged 97.4% for the full year, as compared to 98.1% for the prior year;
- Container investments of approximately \$28 million during the fourth quarter, for a total of \$739 million for the full year. In addition, we also acquired a container investment company named Leased Assets Pool Company Limited ("LAPCO") on December 31, 2019. LAPCO's assets consisted primarily of approximately 165,000 TEU of containers previously part of our managed fleet;
- Repurchased approximately 638,000 shares and 879,000 shares of common stock during the fourth quarter and the full year, respectively, under the share repurchase program authorized on August 29, 2019; and
- Commenced a secondary, or dual, listing of Textainer's common shares on the Main Board of the Johannesburg Stock Exchange ("JSE") on December 11, 2019.

"Textainer achieved solid results in a challenging operating environment, delivering stable lease rental income of \$619.8 million, Adjusted EBITDA growth of 4.8%, and adjusted net income growth of 7.6% during the full year 2019. We leased out over 400,000 TEU during the year, most of which was new production leased at attractive yields with double-digit returns related to specific market opportunities captured earlier in the year. Average utilization for the year remained high at 97.4%, and at year-end, we owned approximately 85.4% of the total fleet, which stood at 3.5 million TEU," stated Olivier Ghesquiere, President and Chief Executive Officer of Textainer Group Holdings Limited.

Ghesquiere continued, "While we are pleased with our performance for the year, our fourth quarter results reflect the continued atypical lull in market activity. Accordingly, fourth quarter lease rental income of \$151.6 million, adjusted EBITDA of \$113.2 million, and adjusted net income of \$11.0 million all decreased modestly as compared to the third quarter."

Ghesquiere concluded, "We believe the market is poised to turnaround in the second half of the year, driven by an expected return of seasonal demand, as most elements of our business remain positive. Favorable fundamentals include low turn-in activity, high utilization, reasonable inventory levels, and a recent increase in container prices. We remain focused on improving our business to be best-in-class through our cost control initiatives and other efficiency investments such as improvements in our IT systems and continued optimization of our capital structure."

Fourth-Quarter and Full-Year Results

Lease rental income decreased \$4.3 million from the third quarter of 2019, largely due to a decrease in utilization and fleet size. Lease rental income for the year increased \$7.1 million from 2018, largely due to an increase in fleet size, partially offset by lower utilization and average rental rates.

Trading container margin increased \$0.8 million from the third quarter of 2019 and for the year increased \$3.9 million from 2018, due to an increase in sales volume, partially offset by a reduction in per unit margin.

Gain on sale of owned fleet containers, net, decreased \$3.0 million from the third quarter of 2019 and for the year decreased \$14.7 million from 2018, driven by a reduction in the average gain per container sold and a slight decrease in the number of containers sold. While average gains per container sold decreased, the resale container price environment still remains favorable.

Direct container expense – owned fleet was flat from the third quarter of 2019 in spite of a slight decrease in utilization. Direct container expense – owned fleet for the year decreased \$8.0 million from 2018, resulting from a reduction in repositioning expense, maintenance expense and military sublease expense, partially offset by higher storage costs from lower utilization.

Depreciation expense decreased \$1.5 million compared to the third quarter of 2019. Depreciation expense for the year increased \$10.9 million from 2018, primarily due to an increase in the size of our owned depreciable fleet.

General and administrative expense was flat from the third quarter of 2019. General and administrative expense for the year decreased \$6.2 million from 2018 mainly due to a decrease in compensation costs. The third quarter of 2018 included \$2.4 million in costs associated with departing senior executive personnel.

Bad debt recovery was \$0.6 million in the fourth quarter of 2019, primarily due to the improved financial conditions for certain lessees. Bad debt expense for the year was \$2.0 million, which included \$2.9 million to fully reserve for a non-performing lessee in 2019.

Gain on insurance recovery and legal settlement for 2019 and 2018 amounted to \$14.9 million and \$8.7 million, respectively. The 2019 figure includes a \$14.0 million cash distribution from the Hanjin bankruptcy estate received during the fourth quarter of 2019. The 2018 figures include an insurance settlement associated with the Hanjin bankruptcy for insurable costs including primarily unrecovered containers and incurred container recovery costs, net of the insurance deductible.

Gain on settlement of pre-existing management agreement for 2019 amounted to \$1.8 million which related to the termination of the container management agreement in conjunction with our acquisition of LAPCO.

Interest expense decreased \$2.5 million compared to the third quarter of 2019, primarily due to a decrease in interest rates. Interest expense for the year increased \$14.8 million from 2018, primarily due to a higher average debt balance, partially offset by a decrease in interest rates. Realized (loss) gain on derivative instruments, net, changed from a \$0.2 million gain in the third quarter of 2019 to a \$0.8 million loss in the fourth quarter of 2019. Realized gain on derivative instruments, net, for the year decreased \$3.3 million from 2018. The change from gain to loss in the quarter and the decrease in gain in 2019 was primarily due to a decrease in interest rates.

Unrealized gain (loss) on derivative instruments, net, was a gain of \$2.9 million for the fourth quarter of 2019 and a loss of \$15.4 million for the year, resulting from an increase and a decrease, respectively, in the forward LIBOR curve at the end of the respective period end which increased and reduced, respectively, the fair value of the current interest rate derivatives. Textainer uses interest rate derivatives to manage interest rate risk and intends to hold these derivatives until maturity. Changes in the fair value of derivatives result in non-cash adjustments to their carrying value that get recorded through net income for the portion of our derivatives not designated under hedge accounting at their inception.

Conference Call and Webcast

A conference call to discuss the financial results for the fourth quarter and full year 2019 will be held at 5:00 pm Eastern Time on Tuesday, February 11, 2020. The dial-in number for the conference call is 1-877-407-9039 (U.S. & Canada) and 1-201-689-8470 (International). The call and archived replay may also be accessed via webcast on Textainer's Investor Relations website at http://investor.textainer.com.

About Textainer Group Holdings Limited

Textainer has operated since 1979 and is one of the world's largest lessors of intermodal containers with more than 3.5 million TEU in our owned and managed fleet. We lease containers to approximately 250 customers, including all of the world's leading international shipping lines, and other lessees. Our fleet consists of standard dry freight, refrigerated intermodal containers, and dry freight specials. We also lease tank containers through our relationship with Trifleet Leasing and are a supplier of containers to the U.S. Military. Textainer is one of the largest and most reliable suppliers of new and used containers. In addition to selling older containers from our fleet, we buy older containers from our shipping line customers for trading and resale. We sold an average of approximately 140,000 containers per year for the last five years to more than 1,500 customers making us one of the largest sellers of used containers. Textainer operates via a network of 14 offices and approximately 500 independent depots worldwide. Textainer has a primary listing on the New York Stock Exchange (NYSE: TGH) and a secondary listing on the Johannesburg Stock Exchange (JSE: TXT). Visit www.textainer.com for additional information about Textainer.

Important Cautionary Information Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of U.S. securities laws. Forward-looking statements include statements that are not statements of historical facts and may relate to, but are not limited to, expectations or estimates of future operating results or financial performance, capital expenditures, introduction of new products, regulatory compliance, plans for growth and future operations, as well as assumptions relating to the foregoing. In some cases, you can identify forward-looking statements by terminology such as "may," "will," "should," "could," "expect," "plan," "anticipate," "believe," "estimate," "predict," "intend," "potential," "continue" or the negative of these terms or other similar terminology. Readers are cautioned that these forward-looking statements involve risks and uncertainties, are only predictions and may differ materially from actual future events or results. These risks and uncertainties include, without limitation, the following items that could materially and negatively impact our business, results of operations, cash flows, financial condition and future prospects: expectation of future market activity; market turnaround with organic demand; impact of political and economic factors and international trade; our future financial flexibility; and other risks and uncertainties, including those set forth in Textainer's filings with the Securities and Exchange Commission. For a discussion of some of these risks and uncertainties, see Item 3 "Key Information— Risk Factors" in Textainer's Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 25, 2019.

Textainer's views, estimates, plans and outlook as described within this document may change subsequent to the release of this press release. Textainer is under no obligation to modify or update any or all of the statements it has made herein despite any subsequent changes Textainer may make in its views, estimates, plans or outlook for the future.

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TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIESCondensed Consolidated Statements of Comprehensive Income
Three Months and Years Ended December 31, 2019 and 2018 (Unaudited)

(All currency expressed in United States dollars in thousands, except per share amounts)

| | | Three Months Ended December 31, | | | | | Years Ended December 31, | | | | | | | | |
|--|----|---------------------------------|------------|----|--------|------------|--------------------------|--------|------------|----|---------|------------|--|--|--|
| | | |)19 | | 20 | | _ | 20 | | | 20 | 18 | | | |
| Revenue: | | | | | | | | | | | | | | | |
| Lease rental income - owned fleet | | | \$ 127,304 | | | \$ 129,723 | | | \$ 517,859 | | | \$ 501,362 | | | |
| Lease rental income - managed fleet | | | 24,251 | | | 27,392 | | | 101,901 | | | 111,342 | | | |
| Lease rental income | | | 151,555 | | | 157,115 | | | 619,760 | | | 612,704 | | | |
| Management fees - non-leasing | | | 1,767 | | | 2,250 | | | 7,590 | | | 8,529 | | | |
| Trading container sales proceeds | | | 20,959 | | | 6,887 | | | 58,734 | | | 19,568 | | | |
| Cost of trading containers sold | | | (18,965) | | | (5,583) | | | (51,336) | | | (16,118) | | | |
| Trading container margin | | | 1,994 | | | 1,304 | | | 7,398 | | | 3,450 | | | |
| Gain on sale of owned fleet containers, net | | | 3,134 | | | 9,591 | | | 21,397 | | | 36,071 | | | |
| Operating expenses: | | | | | | | | | | | | | | | |
| Direct container expense - owned fleet (a) | | | 11,760 | | | 12,740 | | | 45,831 | | | 53,845 | | | |
| Distribution expense to managed fleet container investors | | | 22,323 | | | 25,341 | | | 93,858 | | | 102,992 | | | |
| Depreciation expense (b) | | | 66,129 | | | 64,801 | | | 260,372 | | | 249,500 | | | |
| Container lessee default expense, net (a) | | | 149 | | | 6,943 | | | 7,867 | | | 17,948 | | | |
| Amortization expense | | | 517 | | | 502 | | | 2,093 | | | 3,721 | | | |
| General and administrative expense | | | 9,504 | | | 10,652 | | | 38,142 | | | 44,317 | | | |
| Bad debt (recovery) expense, net | | | (648) | | | 1,639 | | | 2,002 | | | 2,697 | | | |
| Gain on insurance recovery and legal settlement | | | (14,040) | | | (8,692) | | | (14,881) | | | (8,692) | | | |
| Gain on settlement of pre-existing management agreement | | | (1,823) | | | - | | | (1,823) | | | - | | | |
| Total operating expenses | | | 93,871 | | | 113,926 | | | 433,461 | | | 466,328 | | | |
| Income from operations | | | 64,579 | | | 56,334 | | | 222,684 | | | 194,426 | | | |
| Other (expense) income: | | | | | | | | | | | | | | | |
| Interest expense | | | (37,486) | | | (36,589) | | | (153,185) | | | (138,427) | | | |
| Write-off of unamortized deferred debt issuance costs | | | ` | | | | | | ` | | | (881) | | | |
| Interest income | | | 458 | | | 556 | | | 2,505 | | | 1,709 | | | |
| Realized (loss) gain on derivative instruments, net | | | (763) | | | 1,287 | | | 1,946 | | | 5,238 | | | |
| Unrealized gain (loss) on derivative instruments, net | | | 2,873 | | | (8,038) | | | (15,442) | | | (5,790) | | | |
| Other, net | | | 6 | | | 1 | | | (4) | | | ` _ | | | |
| Net other expense | | | (34,912) | | | (42,783) | | | (164,180) | | | (138,151) | | | |
| Income before income tax and | | | | | | | | | | | | | | | |
| noncontrolling interests | | | 29,667 | | | 13,551 | | | 58,504 | | | 56,275 | | | |
| Income tax expense | | | (478) | | | (763) | | | (1,948) | | | (2,025) | | | |
| Net income | | | 29,189 | | | 12,788 | | | 56,556 | | | 54,250 | | | |
| Less: Net (income) loss attributable to the noncontrolling | | | | | | | | | | | | | | | |
| interests | _ | (407) | | _ | (547) | | _ | 168 | | _ | (3,872) | | | | |
| Net income attributable to Textainer Group Holdings Limited common shareholders | \$ | 28,782 | | \$ | 12,241 | | \$ | 56,724 | | \$ | 50,378 | | | | |
| Net income attributable to Textainer Group Holdings Limited common shareholders per share: | | | | | | | | | | | | | | | |
| Basic | \$ | 0.51 | | \$ | 0.21 | | \$ | 0.99 | | \$ | 0.88 | | | | |
| Diluted | \$ | 0.50 | | \$ | 0.21 | | \$ | 0.99 | | \$ | 0.88 | | | | |
| Weighted average shares outstanding (in thousands): | | | | | | | | | | | | | | | |
| Basic | | 56,923 | | | 57,363 | | | 57,349 | | | 57,200 | | | | |
| Diluted | | 57,070 | | | 57,511 | | | 57,459 | | | 57,487 | | | | |
| Other comprehensive income (loss): | | | | | | | | | | | | | | | |
| Change in derivative instruments designated as cash flow hedges Reclassification of realized gain on derivative instruments designated | | | (124) | | | <u> </u> | | | (124) | | | | | | |
| as cash flow hedges | | | 7 | | | (45) | | | 7 | | | (127) | | | |
| Foreign currency translation adjustments | | | 94 | | | (45) | | | 42 | | | (127) | | | |
| Comprehensive income | | | 29,166 | | | 12,743 | | | 56,481 | | | 54,123 | | | |
| Comprehensive (income) loss attributable to the noncontrolling interests | | | (407) | | | (547) | | | 168 | | | (3,872) | | | |
| Comprehensive income attributable to Textainer Group Holdings Limited common shareholders | | | \$ 28,759 | | | \$ 12,196 | | | \$ 56,649 | | | \$ 50,251 | | | |

Amounts for container write-off and container recovery costs from lessee default for the periods ended December 31, 2018 have been reclassified out of the previously reported line item "container impairment" and "direct container expense – owned fleet", respectively, and included within "container lessee default expense, net" to conform with the 2019 presentation.

Amounts to write-down the carrying value of containers held for sale to their estimated fair value less costs to sell for the periods ended December 31, 2018 have been reclassified out of the previously reported line item "container impairment" and included within "depreciation expense" to conform with the 2019 presentation.

TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Condensed Consolidated Balance Sheets
December 31, 2019 and 2018
(Unaudited)

(Unaudited)
(All currency expressed in United States dollars in thousands)

| Current assets | | 2019 | 2018 |
|--|--|---------------------------------------|-----------------|
| Accounts receivable, net of allowance for doubtful accounts of \$6,299 and \$5,729, respectively 10,934 31,225 Not investment in direct financing and sales-type leaves 40,940 32,70 Container leaveback financing receivable 20,37 40,852 Trading containers 11,330 40,852 Container sheld for sale 41,461 21,213 Prepaid expenses and other current assets 41,861 21,313 Prepaid expenses and other current assets 41,861 12,313 Restricted cash 42,333 30,303 Restricted cash 79,353 87,600 Containers, net of accumulated depreciation of \$1,443,167 and \$1,322,221, respectively 41,512 12,406 Ket inverstment in direct financing and sales-type leases 254,30 12,709 Ket inverstment in direct financing and sales-type leases 254,30 12,709 Ket inverstment in direct financing and sales-type leases 1,128 2,066 Ket inverstment in direct financing and sales-type leaves 1,128 2,066 Interest leave in a few of accumulated depreciation of \$12,266 and \$11,525, respectively 1,128 2,066 Interest i | Assets | | |
| According receivable, ent of allowance for orbiful accounts of \$6,299 and \$5,729, respectively 19,304 39,207 Net investment in direct financing and salest-yele lease 10,304 30,207 Container lossback financing receivable 11,304 40,804 Trading containers 11,804 12,130 Container belief or sale 41,804 21,308 Due from affiliates, net 1,808 13,008 Total current assets 41,804 13,008 Resircied cash 97,333 30,303 Resircied facts 97,333 13,008 Resircied fanch 97,333 13,008 Container separate of accumulated depreciation of \$1,423,167 and \$1,322,221, respectively 41,561,52 41,304,50 Net interesting indirect financing and sale-type leases 25,41 41,504,50 41,304,50 Container separate financing and sale-type leases 25,41 41,504,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 41,304,50 </td <td></td> <td></td> <td></td> | | | |
| Net investment in direct financing and salestype leases 40,947 32,927 Containers beld for sale 41,836 21,814 Pepald expenses and other current assets 11,816 23,137 Prepald expenses and other current assets 14,816 23,139 Prepal contrainers 41,833 30,335 Restricted cash 97,333 30,330 Restricted cash 97,333 45,000 Container, not of accumulated depreciation of \$1,443,167 and \$1,322,221, respectively 41,516.15 413,016 Ket investment in direct financing and sales-type leases 25,435 127,700 Container leaseback financing receivable 51,111 2,066 Itsed assets, not of accumulated depreciation of \$12,266 and \$11,525, respectively 51,29 4,736 Derivative instruments 13,38 5,555 5,205 1,32 5,555 Derivative instruments 13,38 5,555 1,40 3,33 8,33 Derivative instruments 12,36 3,50 1,50 4,70 1,70 1,70 4,70 1,70 1,70 1,70 1,70 | Cash and cash equivalents | \$ 180,552 | \$ 137,298 |
| Container leaseback financing receivable 29,547 Trading containers 41,884 21,874 Containers held for sale 41,886 21,873 Pepald expenses and other current assets 41,886 21,873 Due from affillates, net 1,808 1,928 Containers, set of accumulated depreciation of \$1,443,167 and \$1,322,221, respectively 41,561,51 41,400 Net investment in direct financing and sales-type leases 25,111 1,709 Container leaseback financing receivable 25,111 1,709 Container leaseback financing receivable 1,128 2,506 Container leaseback financing receivable 1,128 2,506 Container leaseback financing receivable 1,128 2,506 Every and the community of the properties of the cumulated depreciation of \$12,266 and \$11,525, respectively 1,128 2,506 Charage leases, net of accumulated amoritzation of \$12,266 and \$11,525, respectively 1,29 7,308 Deferred taxes 1,236 3,508 2,007 Other saes in of accumulated depreciation of \$12,266 and \$11,525, respectively 2,23 4,725 Container contracts payable | Accounts receivable, net of allowance for doubtful accounts of \$6,299 and \$5,729, respectively | 109,384 | 134,225 |
| 日本日本 | Net investment in direct financing and sales-type leases | 40,940 | 39,270 |
| Containers held for sale 41,884 21,874 Prepaid expense and other current assets 14,816 23,139 Total current assets 421,333 398,350 Cestificated Sach 97,353 41,506,151 <td< td=""><td>Container leaseback financing receivable</td><td>20,547</td><td>-</td></td<> | Container leaseback financing receivable | 20,547 | - |
| Prepaid expenses and other current assets 14,816 21,323 Due from affiliates, net 1,800 1,603 3,603 Total current assets 421,333 38,936,30 Restricted cash 97,353 81,800 Container, not al carcimulated depreciation of \$1,443,167 and \$1,322,221, respectively 4,156,151 14,300 Container, not al carcimulated depreciation of \$12,466 and \$11,525, respectively 12,161 2,500 Elizad sastes, not of accumulated amortization of \$45,339 and \$43,266, respectively 13,261 3,505 Defered taxes 1,304 3,808 2,808 Defered taxes 1,304 3,808 2,809< | Trading containers | 11,330 | 40,852 |
| Due from affiliates, net 1,809 1,609 Total current assets 421,333 38,336 Cestificate Cash 97,35 26,736 Container, net of accumulated depreciation of \$1,43,167 and \$1,322,221, respectively 4,15,615 4,13,016 Ket investment in direct financing and sales-type leases 25,416 127,701 Container leaseback financing receivable 1,128 2,066 Citical seases, net of accumulated depreciation of \$12,266 and \$11,525, respectively 5,121 2,068 Intangible assess, net of accumulated amortization of \$45,359 and \$43,266, respectively 1,38 2,075 Deferred taxes 1,38 2,087 Other sasets 1,38 2,087 Total assets Labilities and Equity 5,202,017 \$4,780 Unstallabilities 2,34 \$1,729 \$1,806 \$1,279 \$1,806 \$1,279 \$1,806 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 \$1,279 <th< td=""><td>Containers held for sale</td><td>41,884</td><td>21,874</td></th<> | Containers held for sale | 41,884 | 21,874 |
| Total current assets 421,33 398,350 Restricted cash 97,53 36,30 Containers, net of accumulated depreciation of \$1,443,167 and \$1,322,221, respectively 41,561,51 41,341,60 Net investment in direct financing and sales-type leases 254,33 127,700 Container leaseback financing receivable 51,111 - Fixed assets, net of accumulated depreciation of \$12,266 and \$11,525, respectively 1,128 2,006 Intagible assets, net of accumulated amortization of \$45,359 and \$43,266, respectively 1,38 2,007 Deferred taxes 1,38 2,007 Other assets 1,38 2,007 Other assets 1,38 2,007 Other assets 2,34 3,80 Total assets 2,34 8,21,90 Contract contract spayable 9,39 4,27,10 Container contracts payable 2,129 2,20 Obe, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 3,53 6 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,448, respectively 3,53 6 Deferred taxes <td< td=""><td>Prepaid expenses and other current assets</td><td>14,816</td><td>23,139</td></td<> | Prepaid expenses and other current assets | 14,816 | 23,139 |
| Restricted cash 9,753 8,763 Container, net of accumulated depreciation of \$1,443,167 and \$1,322,221, respectively 4,156,13 1,770 Container leaseback financing receivable 251,11 2.76 Exixed assets, net of accumulated depreciation of \$12,266 and \$11,525, respectively 5,20 7,30 Derivate instruments 135 5,555 Deferred taxes 14,36 3,00 Other assets 14,36 3,00 Total assets 14,36 3,00 Total assets 5,20,267 3,00 Liabilities 2,30 3,20 Container contracts payable and accrued expenses \$2,30 2,20 Container contracts payable 2,30 2,20 Obe to container investor, net 2,13 2,20 Debt, net of unamortized deferred financing costs of \$1,20 and \$5,738, respectively 2,13 3,53 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,53 3,50 Debt, net of unamortized deferred financing costs of \$21,466 and \$2,248, respectively 3,50 3,50 Deferred ta | Due from affiliates, net | 1,880 | 1,692 |
| Containers, net of accumulated depreciation of \$1.443,167 and \$1,322,221, respectively 15.61 17.70 Container leaseback financing and sales-type leases 25.111 -6. Container leaseback financing receivable 25.111 -6. Example assets, net of accumulated depreciation of \$12,266 and \$11,255, respectively 1.28 2,066 Intangible assets, net of accumulated amortization of \$45,359 and \$43,266, respectively 1.33 5,555 Derivative instruments 1.36 5,502 1.00 Other asset 1.43 3,000 1.00 <td>Total current assets</td> <td>421,333</td> <td>398,350</td> | Total current assets | 421,333 | 398,350 |
| Net investment in direct financing analses-type leases 25,436 127,790 Container leaseback financing receivable 25,111 ~ Fixed assets, net of accumulated depreciation of \$12,266 and \$11,525, respectively 5,291 7,304 Derivative instruments 135 5,555 Deferred taxes 1,308 2,007 Other assets 5,20,261 \$ 4,008 Total assets 5,20,261 \$ 4,008 Extractibilities Accounts payable and accrued expenses \$ 23,44 \$ 2,729 Container contracts payable 9,394 42,710 Obe the liabilities 2,193 30,629 Due to container investors, net 21,978 30,629 Debt, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 21,366 3,181,68 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,66 3,218,136 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,66 3,218,136 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,66 3,218,136 | Restricted cash | 97,353 | 87,630 |
| Ontainer leaseback financing receivable 251,11 Fixed asses, net of accumulated depreciation of \$12,266 and \$11,256, 73,38 2,068 Charagible assets, net of accumulated amortization of \$45,359 and \$43,266 respectively 5,355 Defered taxes 1,368 2,075 Other assets 1,368 3,080 Other assets 5,200,20 \$ 4,080,20 Tabilities 2,340 \$ 2,72,72 Correct liabilities 2,340 \$ 2,72,72 Container contracts payable 3,394 \$ 2,72,72 Other liabilities 2,939 4,71,00 Other liabilities 2,939 4,27,10 Obe to container investors, net 2,19,26 30,40 Obe, net of unamortized deferred financing costs of \$1,20 and \$5,738, respectively 3,53,66 3,11,80 Total current liabilities 2,12,75 2,95,87 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,53,66 3,181,83 Income tax payable 3,03,50 3,53,60 3,53,78 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,53,60 <td>Containers, net of accumulated depreciation of \$1,443,167 and \$1,322,221, respectively</td> <td>4,156,151</td> <td>4,134,016</td> | Containers, net of accumulated depreciation of \$1,443,167 and \$1,322,221, respectively | 4,156,151 | 4,134,016 |
| Fixed assets, net of accumulated depreciation of \$12,266 and \$11,525, respectively 1,128 2,006 Intensible assets, net of accumulated amoritization of \$45,359 and \$43,266, respectively 5,255 5,555 Deferred taxes 1,388 2,007 Other assets 1,408 3,007 Total assets 5,200 \$ 5,000 Total Exhibities: Total idabilities 2,304 2,709 Containe contracts payable 9,394 4,710 Containe contracts payable 2,136 2,109 Due to container investors, net 21,978 30,602 Debug to container investors, net 21,978 30,602 Debug to ever di inamoritized deferred financing costs of \$8,120 and \$5,738, respectively 21,363 21,918 Debug to container investors, net 21,378 3,036 22,928 Debug to container investors, net 21,378 3,036 22,936 Debug to container investors, net 21,378 3,018 3,018 3,018 3,018 3,018 3,018 3,018 3,018 3,018 3,018 3,018 </td <td>Net investment in direct financing and sales-type leases</td> <td>254,363</td> <td>127,790</td> | Net investment in direct financing and sales-type leases | 254,363 | 127,790 |
| Intangible assets, net of accumulated amortization of \$45,359 and \$43,266 respectively 5,291 7,384 Derivative instruments 1,36 5,555 Other assets 14,364 3,087 Total assets 5,20,267 \$ 7,680 Liabilities Current liabilities Accounts payable and accrued expenses 9,34 \$ 27,297 Container contracts payable 9,36 2,21 Container contracts payable 2,63 2,10 Object to container investors, net 21,978 30,672 Deb, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 21,936 3,10,682 Total current liabilities 27,172 292,587 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,538,366 3,218,138 Deivitative instruments 3,709 9,57 Defined taxes 7,789 3,632 Other liabilities 3,06,22 3,532,78 Total liabilities 3,16,22 3,532,78 Total liabilities 5,35,32 3,532,78 < | Container leaseback financing receivable | 251,111 | - |
| Deferdative instruments 1,358 5,555 Defered taxes 1,388 2,087 Other assets 5,20,210 \$ 4,680,780 Total assets Total programments Total meters Exercitabilities S 23,404 \$ 27,297 Container contracts payable and accrued expenses \$ 23,404 \$ 27,297 Container contracts payable 9,394 42,710 Other liabilities 2,608 2,110 Due to container investors, net 213,608 3,618,608 Deb, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 213,608 3,181,808 Total current liabilities 3,583,608 3,218,180 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,608 3,218,180 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,909 9,509 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,903 3,903 3,903 3,903 3,903 3,903 3,903 3,903 3,903 3,903 <td>Fixed assets, net of accumulated depreciation of \$12,266 and \$11,525, respectively</td> <td>1,128</td> <td>2,066</td> | Fixed assets, net of accumulated depreciation of \$12,266 and \$11,525, respectively | 1,128 | 2,066 |
| Deferdative instruments 1,358 5,555 Defered taxes 1,388 2,087 Other assets 5,20,210 \$ 4,680,780 Total assets Total programments Total meters Exercitabilities S 23,404 \$ 27,297 Container contracts payable and accrued expenses \$ 23,404 \$ 27,297 Container contracts payable 9,394 42,710 Other liabilities 2,608 2,110 Due to container investors, net 213,608 3,618,608 Deb, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 213,608 3,181,808 Total current liabilities 3,583,608 3,218,180 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,608 3,218,180 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,909 9,509 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,903 3,903 3,903 3,903 3,903 3,903 3,903 3,903 3,903 3,903 <td></td> <td>5,291</td> <td>7,384</td> | | 5,291 | 7,384 |
| Other assets 1,436 3,000 3,000 3,000 3,000 3,000 3,000 3,000 3,000 3,000 3,000 3,000 3,000 2,000 | | 135 | 5,555 |
| Total assets \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ | Deferred taxes | 1,388 | 2,087 |
| Carent liabilities | Other assets | 14,364 | 3,891 |
| Carent liabilities | Total assets | \$ 5,202.617 | \$ 4,768,769 |
| Current liabilities \$ 23,04 \$ 27,297 Container ontracts payable 9,394 42,710 Other liabilities 2,636 219 Due to container investors, net 21,363 319,689 Debt, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 213,633 191,689 Total current liabilities 271,275 292,587 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3583,666 3,218,138 Deviative in unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3583,666 3,218,138 Deviative in unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3583,666 3,218,138 Deviative in unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,838,66 3,218,138 Deviative in struments 13,778 3,639 Income tax payable 9,909 9,570 Deferred taxes 7,789 7,089 Other liabilities 3,015,072 1,805 Total liabilities 3,015,072 1,805 Total liabilities 5,017,018 5,017,018 5,01 | | <u> </u> | , , , , , , , , |
| Accounts payable and accrued expenses \$ 23,404 \$ 27,297 Container contracts payable 9,394 42,710 Other liabilities 2,636 219 Due to container investors, net 213,863 191,683 Debt, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 213,863 191,683 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,666 3,218,138 Derivative instruments 13,778 3,639 Income tax payable 9,909 9,570 Deferred taxes 7,89 7,039 Other liabilities 30,355 1,805 Total liabilities 30,355 1,805 Total liabilities 30,355 1,805 Total liabilities 30,355 1,805 Total liabilities 5,316,918 3,802,905 Total properties of suptractions of sup | | | |
| Container contracts payable 9,394 42,710 Other liabilities 2,636 219 Due to container investors, net 21,978 30,672 Debt, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 213,863 191,689 Total current liabilities 271,275 292,587 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,866 3,218,138 Derivative instruments 13,778 3,639 Income tax payable 9,909 9,570 Deferred taxes 7,789 7,039 Other liabilities 30,355 1,805 Total liabilities 58,317,918 581 Textairer Group Holdings Limited shareholders' equity 58,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares issued and 57,402,164 shares outstanding at 2018 581 Texacury shares, at cost, 1,508,637 shares and 630,000 shares, | | \$ 23.404 | \$ 27.297 |
| Other liabilities 2,636 219 Due to container investors, net 21,978 30,672 Debt, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 213,663 191,689 Total current liabilities 271,275 292,578 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,666 3,218,138 Derivative instruments 13,778 3,639 Income tax payable 9,909 9,570 Defered taxes 7,789 7,039 Other liabilities 30,355 1,805 Total liabilities 39,169,72 3,532,778 Equity: 2 2 Common shares, 50,01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 5,6817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares 583 581 Teasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 666,458 809,734 T | | | |
| Due to container investors, net 21,978 30,672 Debt, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 213,863 191,689 Total current liabilities 271,275 292,587 Deb, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,666 3,218,138 Derivative instruments 13,778 3,639 Income tax payable 9,909 9,570 Deferred taxes 7,89 7,039 Other liabilities 30,355 1,805 Total liabilities 391,6972 3,532,778 Equity: 2 2 Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 5,7402,164 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares 581 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other complensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 2,26,681 <th< td=""><td>1 0</td><td>· · · · · · · · · · · · · · · · · · ·</td><td>•</td></th<> | 1 0 | · · · · · · · · · · · · · · · · · · · | • |
| Debt, net of unamortized deferred financing costs of \$8,120 and \$5,738, respectively 213,863 191,689 Total current liabilities 271,275 292,587 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,666 3,218,138 Derivative instruments 13,778 3,639 Income tax payable 9,909 9,703 Deferred taxes 7,039 7,035 Other liabilities 30,355 1,805 Total liabilities 3,916,972 3,532,778 Equity: 2 3,916,972 3,532,778 Extainer Group Holdings Limited shareholders' equity: 3,916,972 3,532,778 Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 55,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares 58 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively 410,595 406,083 Accumulated other comprehensive loss (51) (436) Retained earnings 866,458 80,734 Accumulated other comprehensive loss 866,458 80,734 Total Textainer Group Holding | | | |
| Total current liabilities 271,275 292,587 Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,866 3,218,138 Derivative instruments 13,778 3,639 Income tax payable 9,909 9,570 Deferred taxes 7,89 7,039 Other liabilities 30,355 1,805 Total liabilities 3,916,972 3,532,778 Equity Extainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 55,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 | | | 1 |
| Debt, net of unamortized deferred financing costs of \$21,446 and \$22,248, respectively 3,583,866 3,218,138 Derivative instruments 13,778 3,639 Income tax payable 9,909 9,570 Deferred taxes 7,789 7,039 Other liabilities 30,355 1,805 Total Dislities 3,916,972 3,532,778 Textainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 55,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive los (511) 436 Retained earnings 866,48 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | |
| Derivative instruments 13,778 3,639 Income tax payable 9,909 9,570 Deferred taxes 7,789 7,039 Other liabilities 30,355 1,805 Total liabilities 3,916,972 3,532,778 Equity: Textainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 55,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively 583 581 Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | • |
| Income tax payable 9,909 9,570 Deferred taxes 7,789 7,039 Other liabilities 30,355 1,805 Total liabilities 3,916,972 3,532,778 Equity: Textainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 55,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares outstanding at 2018 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | |
| Deferred taxes 7,89 7,039 Other liabilities 30,355 1,805 Total liabilities 3,916,972 3,532,778 Equity: Textainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 56,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | • |
| Other liabilities 30,355 1,805 Total liabilities 3,916,972 3,532,778 Equity: Textainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 55,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares outstanding at 2018 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | |
| Total liabilities 3,916,972 3,532,778 Equity: Textainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 56,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares outstanding at 2018 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | 1 |
| Equity: Textainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 56,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares outstanding at 2018 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | |
| Textainer Group Holdings Limited shareholders' equity: Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 56,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares outstanding at 2018 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | 3,910,972 | 3,332,770 |
| Common shares, \$0.01 par value. Authorized 140,000,000 shares; 58,326,555 shares issued and 56,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares outstanding at 2018 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | • • | | |
| 56,817,918 shares outstanding at 2019; 58,032,164 shares issued and 57,402,164 shares outstanding at 2018 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | |
| outstanding at 2018 583 581 Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | |
| Treasury shares, at cost, 1,508,637 shares and 630,000 shares, respectively (17,746) (9,149) Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | • | E92 | E01 |
| Additional paid-in capital 410,595 406,083 Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | ŭ | | |
| Accumulated other comprehensive loss (511) (436) Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | , , | |
| Retained earnings 866,458 809,734 Total Textainer Group Holdings Limited shareholders' equity 1,259,379 1,206,813 Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | |
| Total Textainer Group Holdings Limited shareholders' equity1,259,3791,206,813Noncontrolling interests26,26629,178Total equity1,285,6451,235,991 | - | | , , |
| Noncontrolling interests 26,266 29,178 Total equity 1,285,645 1,235,991 | | | |
| Total equity 1,285,645 1,235,991 | . • | | |
| | | | |
| Total liabilities and equity | 1 0 | | |
| | Total liabilities and equity | \$ 5,202,617 | \$ 4,768,769 |

TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Condensed Consolidated Statements of Cash Flows Years Ended December 31, 2019 and 2018 (Unaudited)

(All currency expressed in United States dollars in thousands)

| | 2019 | 2018 |
|--|-------------|-------------|
| Cash flows from operating activities: | | |
| Net income | \$ 56,556 | \$ 54,250 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation expense (a) | 260,372 | 249,500 |
| Container write-down from lessee default, net (b) | 7,179 | 12,980 |
| Bad debt expense, net | 2,002 | 2,697 |
| Unrealized loss on derivative instruments, net | 15,442 | 5,790 |
| Amortization and write-off of unamortized deferred debt issuance costs and accretion of bond discounts | 7,953 | 9,531 |
| Amortization of intangible assets | 2,093 | 3,721 |
| Gain on sale of owned fleet containers, net | (21,397) | (36,071) |
| Gain on insurance recovery and legal settlement | <u> </u> | (8,692) |
| Gain on settlement of pre-existing management agreement | (1,823) | ` _ ` |
| Share-based compensation expense | 4,388 | 7,355 |
| Changes in operating assets and liabilities | 95,780 | 15,058 |
| Total adjustments | 371,989 | 261,869 |
| Net cash provided by operating activities | 428,545 | 316,119 |
| Cash flows from investing activities: | | |
| Purchase of containers and fixed assets | (466,993) | (854,383) |
| Payment for TW Container Leasing, Ltd. capital restructuring | <u> </u> | (29,658) |
| Payment for Leased Assets Pool Company Limited, net of cash acquired | (171,841) | _ |
| Payments on container leaseback financing receivable | (281,445) | _ |
| Receipt of principal payments on container leaseback financing receivable | 7,745 | _ |
| Proceeds from sale of containers and fixed assets | 150,742 | 147,254 |
| Net cash used in investing activities | (761,792) | (736,787) |
| Cash flows from financing activities: | | |
| Proceeds from debt | 1,439,223 | 2,029,025 |
| Principal payments on debt | (1,049,857) | (1,608,753) |
| Proceeds from container leaseback financing liability, net | 17,448 | _ |
| Purchase of treasury shares | (8,597) | _ |
| Debt issuance costs | (9,417) | (10,252) |
| Dividends paid to noncontrolling interest | (2,744) | (1,996) |
| Issuance of common shares upon exercise of share options | 126 | 130 |
| Net cash provided by financing activities | 386,182 | 408,154 |
| Effect of exchange rate changes | 42 | (127) |
| Net increase (decrease) in cash, cash equivalents and restricted cash | 52,977 | (12,641) |
| Cash, cash equivalents and restricted cash, beginning of the year | 224,928 | 237,569 |
| Cash, cash equivalents and restricted cash, end of the year | \$ 277,905 | \$ 224,928 |
| | | |

⁽a) Amount to write-down the carrying value of containers held for sale to their estimated fair value less costs to sell for the year ended December 31, 2018 has been reclassified out of the previously reported line item "container impairment" and included within "depreciation expense" to conform with the 2019 presentation.

⁽b) Amounts for container write-off and container recovery costs from lessee default for the year ended 31, 2018 has been reclassified out of the previously reported line item "container impairment" and "direct container expense – owned fleet" and included within "container lessee default expense, net" to conform with the 2019 presentation.

TEXTAINER GROUP HOLDINGS LIMITED AND SUBSIDIARIES

Reconciliation of GAAP financial measures to non-GAAP financial measures
Three Months and Years Ended December 31, 2019 and 2018
(Unaudited)

(All currency expressed in United States dollars in thousands, except per share amounts)

The following is a reconciliation of certain U.S. generally accepted accounting principles ("GAAP") measures to non-GAAP financial measures (such items listed in (a) to (c) below and defined as "Non-GAAP Measures") for the three months and years ended December 31, 2019 and 2018, including:

- (a) net income attributable to Textainer Group Holdings Limited common shareholders to adjusted EBITDA (defined as net income attributable to Textainer Group Holdings Limited common shareholders before interest income and expense, write-off of unamortized deferred debt issuance costs, realized loss (gain) on derivative instruments, net, unrealized (gain) loss on derivative instruments, net, costs associated with departing senior executives, gain on insurance recovery and legal settlement, gain on settlement of pre-existing management agreement, income tax expense, net income attributable to the noncontrolling interests ("NCI"), depreciation expense, container write-off from lessee default, amortization expense and the related impact of reconciling items on net income attributable to the NCI);
- (b) net income attributable to Textainer Group Holdings Limited common shareholders to adjusted net income (defined as net income attributable to Textainer Group Holdings Limited common shareholders before the write-off of unamortized deferred debt issuance costs, unrealized (gain) loss on derivative instruments, net, costs associated with departing senior executives, gain on insurance recovery and legal settlement, gain on settlement of pre-existing management agreement, the related impact of reconciling items on income tax expense and net income attributable to the NCI); and
- (c) net income attributable to Textainer Group Holdings Limited common shareholders to headline earnings (defined as net income attributable to Textainer Group Holdings Limited common shareholders before the container impairment to write down the carrying value of containers held for sale to their estimated fair value less costs to sell and for container write-off from lessee default, costs associated with departing senior executives, gain on insurance recovery and legal settlement, gain on settlement of pre-existing management agreement, the related impact of reconciling items on income tax expense and net income attributable to the NCI). Headline earnings and headline earnings per basic and dilute common share is calculated from net income which has been determined based on GAAP.

The inclusion of headline earnings in this press release is a requirement of our listing on the JSE.

Non-GAAP Measures are not financial measures calculated in accordance with GAAP and should not be considered as an alternative to net income, income from operations or any other performance measures derived in accordance with GAAP or as an alternative to cash flows from operating activities as a measure of our liquidity. Non-GAAP Measures are presented solely as supplemental disclosures. Management believes that adjusted EBITDA may be a useful performance measure that is widely used within our industry and adjusted net income may be a useful performance measure because Textainer intends to hold its derivative instruments until maturity and over the life of a derivative instrument the unrealized (gain) loss will net to zero. Non-GAAP measures are not calculated in the same manner by all companies and, accordingly, may not be an appropriate measure for comparison.

Management also believes that adjusted net income and adjusted net income per diluted common share are useful in evaluating our operating performance because unrealized (gain) loss on derivative instruments, net, is a noncash, non-operating item. We believe Non-GAAP Measures provide useful information on our earnings from ongoing operations. We believe that adjusted EBITDA provides useful information on our ability to service our long-term debt and other fixed obligations and on our ability to fund our expected growth with internally generated funds. Non-GAAP Measures have limitations as analytical tools, and you should not consider either of them in isolation, or as a substitute for analysis of our operating results or cash flows as reported under GAAP. Some of these limitations are:

- · They do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- They do not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect interest expense or cash requirements necessary to service interest or principal payments on our debt;
- Although depreciation expense and container impairment are a noncash charge, the assets being depreciated may be replaced in the future, and neither adjusted EBITDA, adjusted net income or adjusted net income per diluted common share reflects any cash requirements for such replacements;
- · They are not adjusted for all noncash income or expense items that are reflected in our statements of cash flows; and
- · Other companies in our industry may calculate these measures differently than we do, limiting their usefulness as comparative measures.

| | | Three Months Ended December 31, 2019 2018 | | | | | Years Decem | | |
|--|---|---|-------------|--------|---------|--------|----------------|--------|---------|
| | | | | | | | 2019 | | 2018 |
| | | (D | ollars in t | hou | sands) | | (Dollars in | sands) | |
| | | | (Unauc | lited | l) | | (Unau | l) | |
| Reconciliation of adjusted net income: | | | | | | | | | |
| Net income attributable to Textainer Group Holdings | | | | | | | | | |
| Limited common shareholders | : | \$ | 28,782 | \$ | 12,241 | \$ | 56,724 | \$ | 50,378 |
| Adjustments: | | | | | | | | | |
| Write-off of unamortized deferred debt issuance costs | | | _ | | _ | | _ | | 881 |
| Unrealized (gain) loss on derivative instruments, net | | | (2,873) | | 8,038 | | 15,442 | | 5,790 |
| Costs associated with departing senior executives | | | _ | | _ | - — | | | 2,368 |
| Gain on insurance recovery and legal settlement | | | (14,040) | | (8,692) | | (14,881) | | (8,692) |
| Gain on settlement of pre-existing management agreement | | | (1,823) | | _ | | (1,823) | | _ |
| Impact of reconciling items on income tax expense (benefit) | | | 551 | | 6 | | 378 | | (478) |
| Impact of reconciling items on net income (loss) attributable to | | | | | | | | | |
| the noncontrolling interests | | | 380 | | 324 | | (465) | | 1,224 |
| Adjusted net income | | \$ 10,977 \$ 11,917 \$ 55, | | 55,375 | \$ | 51,471 | | | |
| | = | | | | | | | _ | |
| Adjusted net income per diluted common share | : | \$ | 0.19 | \$ | 0.21 | \$ | 0.96 | \$ | 0.90 |

| | Three Months Ended December 31, | | | | | Years Ended December 31 | - |
|---|---------------------------------|----------------------------|----|---------|----|-----------------------------------|----------|
| | | 2019 | | 2018 | | 2019 | 2018 |
| | (I | Dollars in the (Unaudit | | nds) | (| (Dollars in thousa (Unaudited) | , |
| Reconciliation of adjusted EBITDA: | | | | | | | |
| Net income attributable to Textainer Group Holdings | | | | | | | |
| Limited common shareholders | \$ | 28,782 | \$ | 12,241 | \$ | 56,724 \$ | 50,378 |
| Adjustments: | | | | | | | |
| Interest income | | (458) | | (556) | | (2,505) | (1,709) |
| Interest expense | | 37,486 | | 36,589 | | 153,185 | 138,427 |
| Write-off of unamortized deferred debt issuance costs | | _ | | _ | | _ | 881 |
| Realized loss (gain) on derivative instruments, net | | 763 | | (1,287) | | (1,946) | (5,238) |
| Unrealized (gain) loss on derivative instruments, net | | (2,873) | | 8,038 | | 15,442 | 5,790 |
| Costs associated with departing senior executives | | _ | | _ | | _ | 2,368 |
| Gain on insurance recovery and legal settlement | | (14,040) | | (8,692) | | (14,881) | (8,692) |
| Gain on settlement of pre-existing management agreement | | (1,823) | | _ | | (1,823) | _ |
| Income tax expense | | 478 | | 763 | | 1,948 | 2,025 |
| Net income (loss) attributable to the noncontrolling interests | | 407 | | 547 | | (168) | 3,872 |
| Depreciation expense | | 66,129 | | 64,801 | | 260,372 | 249,500 |
| Container write-off from lessee default, net | | 25 | | 4,554 | | 7,179 | 12,980 |
| Amortization expense | | 517 | | 502 | | 2,093 | 3,721 |
| Impact of reconciling items on net income (loss) attributable to the noncontrolling interests | | (2,206) | | (2,500) | | (11,305) | (11,213) |
| Adjusted EBITDA | \$ | 113,187 | \$ | 115,000 | \$ | 464,315 \$ | 443,090 |

| | Three Mo | | | Years Decen | | | |
|--|-----------------|--------|---------|----------------|----------|-------|---------|
| | 2019 | | 2018 | | 2019 | | 2018 |
| | (Dollars in | thous | ands) | - | isands) | | |
| | (Unai | ıdited |) | | (Una | udite | d) |
| Reconciliation of headline earnings: | | | | | | | |
| Net income attributable to Textainer Group Holdings | | | | | | | |
| Limited common shareholders | \$ 28,782 | \$ | 12,241 | \$ | 56,724 | \$ | 50,378 |
| Adjustments: | | | | | | | |
| Container impairment | 4,348 | | 8,221 | | 21,417 | | 26,775 |
| Costs associated with departing senior executives | _ | | _ | | _ | | 2,368 |
| Gain on insurance recovery and legal settlement | (14,040) | | (8,692) | | (14,881) | | (8,692) |
| Gain on settlement of pre-existing management agreement | (1,823) | | _ | | (1,823) | | _ |
| Impact of reconciling items on income tax expense | 477 | | 5 | | 319 | | (670) |
| Impact of reconciling items attributable to the noncontrolling interests | 100 | | 682 | | (363) | | 112 |
| Headline earnings | \$ 17,844 | \$ | 12,457 | \$ | 61,393 | \$ | 70,271 |
| Headline earnings per basic common share | \$ 0.31 | \$ | 0.22 | \$ | 1.07 | \$ | 1.23 |
| Headline earnings per diluted common share | \$ 0.31 | \$ | 0.22 | \$ | 1.07 | \$ | 1.22 |

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: February 11, 2020

Textainer Group Holdings Limited

/s/ OLIVIER GHESQUIERE

Olivier Ghesquiere President and Chief Executive Officer