
**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**

August 9, 2019

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 2019 Annual General Meeting of Shareholders held on May 23, 2019.

Exhibit

99.1 Minutes of the 2019 Annual General Meeting of Shareholders of Textainer Group Holdings Limited held on May 23, 2019.

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: August 9, 2019

Textainer Group Holdings Limited

/s/ Olivier Ghesquiere

Olivier Ghesquiere
President and Chief Executive Officer

Textainer Group Holdings Limited
MINUTES OF
THE 2019 ANNUAL GENERAL MEETING OF SHAREHOLDERS

On Thursday, May 23, 2019, at 9:00 a.m. (local time), Textainer Group Holdings Limited, a Bermuda company (the “Company”), held its 2019 Annual General Meeting of Shareholders (the “2019 Annual Meeting”) at The Hamilton Princess, 76 Pitts Bay Road, Pembroke, Bermuda. The close of business on April 1, 2019 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 2019 Annual Meeting (including any postponement or adjournment(s) thereof). Notice of the 2019 Annual Meeting was given to the Shareholders pursuant to a Notice of 2019 Annual General Meeting of Shareholders dated April 22, 2019, which, together with the accompanying Proxy Statement and the accompanying Proxy Card, was first mailed to the Shareholders on or about April 22, 2019. As of April 1, 2019, there were 57,402,164 Common Shares issued and outstanding. A total of 48,101,332 Common Shares issued and outstanding as of April 1, 2019 were present in person or by proxy at the 2019 Annual Meeting, representing 83.8% of the total Common Shares issued and outstanding as of April 1, 2019.

CHAIRMAN AND SECRETARY

Hyman Shwiel served as chairman of the 2019 Annual Meeting (the “Chairman”) and Dan Cohen, Assistant Company Secretary, served as secretary of the 2019 Annual Meeting.

CONFIRMATION OF NOTICE AND QUORUM

The Chairman confirmed that notice of the 2019 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 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 election, in each case, as a Class I director of the Company, at the 2019 Annual Meeting:

Mr. John A. Maccarone
Mr. Dudley R. Cottingham
Mr. Hyman Shwiel

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

For: 14,676,734 Common Shares, representing 63.20% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Against: 8,440,939 Common Shares, representing 36.35% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Abstain and non-votes: 24,879,900 Common Shares, representing 51.72% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy.

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

For: 13,177,866 Common Shares, representing 56.75% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Against: 9,937,301 Common Shares, representing 42.79% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Abstain and non-votes: 24,879,900 Common Shares, representing 51.72% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy.

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

For: 15,059,301 Common Shares, representing 64.85% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Against: 8,057,300 Common Shares, representing 34.70% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Abstain and non-votes: 24,879,900 Common Shares, representing 51.72% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy.

PROPOSAL TWO: APPROVAL OF ANNUAL AUDITED FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2018

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, 2018, a copy of which is included in the Company's 2018 Annual Report to Shareholders and laid before the Shareholders at the 2019 Annual Meeting (the "2018 Financial Statements").

RESOLVED, that the 2018 Financial Statements, as included in the Company's 2018 Annual Report to Shareholders be, and they hereby are, approved.

For: 42,786,001 Common Shares, representing 99.47% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Against: 60,904 Common Shares, representing 0.14% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Abstain and non-votes: 5,254,427 Common Shares, representing 10.92% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy.

PROPOSAL THREE: APPROVAL OF RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019 AND AUTHORIZATION FOR THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT COMMITTEE, TO FIX THE REMUNERATION OF THE INDEPENDENT AUDITORS FOR FISCAL YEAR ENDING DECEMBER 31, 2019

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, 2019.

RESOLVED, that the re-appointment of KPMG LLP to act as the Company's independent auditors for the fiscal year ending December 31, 2019 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, 2019 be, and they hereby, are approved.

For: 47,347,543 Common Shares, representing 98.44% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Against: 563,880 Common Shares, representing 1.17% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Abstain: 189,909 Common Shares, representing 0.39% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

PROPOSAL FOUR: APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE 2015 SHARE INCENTIVE PLAN AS THE 2019 SHARE INCENTIVE PLAN, TO INCREASE THE MAXIMUM NUMBER OF COMMON SHARES THAT MAY BE GRANTED TO SUCH PLAN BY 2,500,000 SHARES AND TO UPDATE THE PLAN LANGUAGE TO ELIMINATE REFERENCES TO IRS SECTION 162(M) TO REFLECT CHANGES IN US TAX RULES

WHEREAS, the Board of Directors approved the amendment and restatement of the Company's 2015 Share Incentive Plan as the 2019 Share Incentive Plan (the "Plan") in order to increase the maximum number of Common Shares that may be granted pursuant to the Plan by 2,500,000 shares, and to update the plan language to eliminate references to IRS Section 162(m) to reflect changes in US tax rules.

RESOLVED, that the amendment and restatement of the Company's 2015 Share Incentive Plan as the 2019 Share Incentive Plan (the "Plan") in order to increase the maximum number of Common Shares that may be granted pursuant to the Plan by 2,500,000 shares and to update the plan language to eliminate references to IRS Section 162(m) to reflect changes in US tax rules, are approved by the Shareholders.

For: 42,429,435 Common Shares, representing 98.64% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Against: 457,135 Common Shares, representing 1.06% of the Common Shares issued and outstanding as of April 1, 2019 present in person or by proxy and voting thereon.

Non-votes: 5,084,929 Common Shares, representing 8.86% of the Common Shares issued and outstanding as of April 1, 2019.

Abstain: 129,833 Common Shares, representing 0.30% of the Common Shares issued and outstanding as of April 1, 2019 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 2019 Annual Meeting then concluded.

Minutes prepared by: Confirmed by:

/s/ Dan Cohen

/s/ Hyman Shwiel

Dan Cohen Hyman Shwiel

Assistant Company Secretary Chairman

Date: August 9, 2019 Date: August 9, 2019