

TEXTAINER GROUP HOLDINGS LTD

Form 6-K

April 20, 2009

**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**

April 20, 2009

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)

**Century House**

**16 Par-La-Ville Road**

**Hamilton HM 08**

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**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 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

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On or about April 20, 2009, Textainer Group Holdings Limited (the Company ) caused copies of the following documents to be mailed to the Company s shareholders of record: (1) the Company s 2008 Annual Report to Shareholders and (2) the Company s Notice of 2009 Annual General Meeting of Shareholders to be held on May 20, 2009, together with the accompanying Proxy Statement and accompanying Form of Proxy Card.

The Company s 2008 Annual Report to Shareholders includes the Company s financial highlights, letter to shareholders and Annual Report on Form 20-F for the fiscal year ended December 31, 2008. The following documents, filed as exhibits to this Form 6-K, are incorporated by reference as part of this Form 6-K:

<b>Exhibit</b>	<b>Description of Exhibit</b>
99.1	Textainer Group Holdings Limited 2008 Annual Report to Shareholders
99.2	Textainer Group Holdings Limited Notice of 2009 Annual General Meeting of Shareholders to be Held May 20, 2009, Proxy Statement and Form of Proxy Card

**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: April 20, 2009

**Textainer Group Holdings Limited**

*/s/* John A. Maccarone  
John A. Maccarone  
President and Chief Executive Officer

**EXHIBIT INDEX**

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