

TEXTAINER GROUP HOLDINGS LTD

Form 6-K

June 10, 2010

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 10, 2010

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)

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Century House

16 Par-La-Ville Road

Hamilton HM 08

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 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 2010 Annual General Meeting of Shareholders held on May 19, 2010.

Exhibit

1. Minutes of the 2010 Annual General Meeting of Shareholders of Textainer Group Holdings Limited held on May 19, 2010

Textainer Group Holdings Limited

MINUTES OF

THE 2010 ANNUAL GENERAL MEETING OF SHAREHOLDERS

On Wednesday, May 19, 2010, at 9:00 a.m. (local time), Textainer Group Holdings Limited, a Bermuda company (the Company), held its 2010 Annual General Meeting of Shareholders (the 2010 Annual Meeting) at the Fairmont Southampton Hotel, 101 South Shore Road, Southampton, Bermuda. The close of business on April 5, 2010 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 2010 Annual Meeting (including any postponement or adjournment(s) thereof). Notice of the 2010 Annual Meeting was given to the Shareholders pursuant to a Notice of 2010 Annual General Meeting of Shareholders dated April 20, 2010, which, together with the accompanying Proxy Statement and the accompanying Proxy Card, was first mailed to the Shareholders on or about April 20, 2010. As of April 5, 2010, there were 48,005,013 Common Shares issued and outstanding. A total of 43,703,555 Common Shares issued and outstanding as of April 5, 2010 were present in person or by proxy at the 2010 Annual Meeting, representing 91.0% of the total Common Shares issued and outstanding as of April 5, 2010.

CHAIRMAN AND SECRETARY

Neil I. Jowell acted as chairman of the 2010 Annual Meeting (the Chairman) and Ernest J. Furtado acted as secretary of the 2010 Annual Meeting.

CONFIRMATION OF NOTICE AND QUORUM

The Chairman confirmed that notice of the 2010 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 RE-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 re-election, in each case, as a Class I director of the Company, at the 2010 Annual Meeting:

Mr. Dudley R. Cottingham

Mr. James E. Hoelter

Mr. John A. Maccarone

Mr. Hyman Shwiell

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

For: 39,207,864 Common Shares, representing 93.1% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Against: 2,882,304 Common Shares, representing 6.9% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Abstain: 6,040 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

RESOLVED FURTHER, that Mr. James E. Hoelter be, and hereby is, re-elected as a Class I director of the Company;

For: 37,563,553 Common Shares, representing 89.2% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Against: 4,526,915 Common Shares, representing 10.8% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Abstain: 5,740 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

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

For: 38,955,743 Common Shares, representing 92.5% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Against: 3,134,725 Common Shares, representing 7.5% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Abstain: 5,740 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

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

For: 42,067,196 Common Shares, representing 99.9% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Against: 23,272 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Abstain: 5,740 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

PROPOSAL TWO: APPROVAL OF ANNUAL AUDITED FINANCIAL STATEMENTS

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009

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, 2009, a copy of which is included in the Company's 2009 Annual Report to Shareholders and laid before the Shareholders at the 2010 Annual Meeting (the 2009 Financial Statements).

RESOLVED, that the 2009 Financial Statements, as included in the Company's 2009 Annual Report to Shareholders be, and they hereby are, approved.

For: 43,347,262 Common Shares, representing 99.2% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Against: 10,006 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Abstain: 346,287 Common Shares, representing 0.8% of the Common Shares issued and outstanding as of April 5, 2010 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, 2010
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, 2010**

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, 2010.

RESOLVED, that the re-appointment of KPMG LLP to act as the Company's independent auditors for the fiscal year ending December 31, 2010 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, 2010 be, and they hereby, are approved.

For: 43,661,845 Common Shares, representing 99.9% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Against: 31,882 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Abstain: 9,828 Common Shares, representing 0.0% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

**PROPOSAL FOUR: APPROVAL OF AN AMENDMENT TO THE 2007 SHARE
INCENTIVE PLAN TO INCREASE THE MAXIMUM NUMBER OF COMMON
SHARES THAT MAY BE GRANTED PURSUANT TO SUCH PLAN BY 1,468,500
SHARES AND EFFECT CERTAIN TECHNICAL CLARIFICATIONS TO SUCH PLAN**

WHEREAS, the Board of Directors has ratified the amendment to the 2007 Share Incentive Plan to increase the maximum number of Common Shares that may be granted pursuant to the plan by 1,468,500 shares and effect certain technical clarifications to such plan as set forth in the Proxy Statement.

RESOLVED, that the amendment to the 2007 Share Incentive Plan to increase the maximum number of Common Shares that may be granted pursuant to the plan by 1,468,500 shares and effect certain technical clarifications to such plan as set forth in the Proxy Statement be, and hereby, is approved.

For: 41,870,743 Common Shares, representing 99.5% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Against: 181,883 Common Shares, representing 0.5% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

Abstain: 43,582 Common Shares, representing 0.1% of the Common Shares issued and outstanding as of April 5, 2010 present in person or by proxy and voting thereon.

CLOSE OF MEETING

There being no further business, the 2010 Annual Meeting then concluded.

Minutes prepared by:

/s/ Ernest J. Furtado
Ernest J. Furtado
Secretary of the Meeting
Date: June 9, 2010

Confirmed by:

/s/ Neil I. Jowell
Neil I. Jowell
Chairman of the Meeting
Date: June 9, 2010

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 10, 2010

Textainer Group Holdings Limited

/s/ John A. Maccarone
John A. Maccarone

President and Chief Executive Officer