

SeaCube Container Leasing Ltd.

Form 4

April 26, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fortress Investment Group LLC

2. Issuer Name **and** Ticker or Trading  
Symbol  
SeaCube Container Leasing Ltd.  
[BOX]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1345 AVENUE OF THE  
AMERICAS

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/24/2013

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
NEW YORK, NY 10105

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)                 | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|-------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Shares,<br>par value<br>\$0.01 per<br>share | 04/24/2013                              |                                                             | S                                    |                                                                         | 8,525,000                                                                                                          | D                                                                       | \$ 23 0                                                           |

By  
Seacastle  
Operating  
Company  
Ltd. (1) (2)  
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                 | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                | Director      | 10% Owner | Officer | Other |
| Fortress Investment Group LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105             |               | X         |         |       |
| FIG Corp.<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                                 |               | X         |         |       |
| FIG LLC<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                                   |               | X         |         |       |
| Fortress Operating Entity I LP<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105            |               | X         |         |       |
| Seacastle Inc.<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105                            |               | X         |         |       |
| Seacastle Operating Co Ltd.<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105               |               | X         |         |       |
| Fortress Investment Fund IV (Fund A) L.P.<br>1345 AVENUE OF THE AMERICAS<br>NEW YORK, NY 10105 |               | X         |         |       |
|                                                                                                |               | X         |         |       |

Fortress Investment Fund IV (Fund D) L.P.  
1345 AVENUE OF THE AMERICAS  
NEW YORK, NY 10105

FORTRESS FUND III GP LLC  
1345 AVENUE OF THE AMERICAS X  
NEW YORK, NY 10105

Fortress Investment Fund III LP  
1345 AVENUE OF THE AMERICAS X  
NEW YORK, NY 10105

## Signatures

|                                                                 |            |
|-----------------------------------------------------------------|------------|
| /s/ David N. Brooks, Secretary of Fortress Investment Group LLC | 04/26/2013 |
| __Signature of Reporting Person                                 | Date       |

|                                             |            |
|---------------------------------------------|------------|
| /s/ David N. Brooks, Secretary of FIG Corp. | 04/26/2013 |
| __Signature of Reporting Person             | Date       |

|                                           |            |
|-------------------------------------------|------------|
| /s/ David N. Brooks, Secretary of FIG LLC | 04/26/2013 |
| __Signature of Reporting Person           | Date       |

|                                                                                     |            |
|-------------------------------------------------------------------------------------|------------|
| By: FIG Corp., its General Partner, By: /s/ David N. Brooks, Secretary of FIG Corp. | 04/26/2013 |
| __Signature of Reporting Person                                                     | Date       |

|                                                             |            |
|-------------------------------------------------------------|------------|
| /s/ Chris Annese, as Authorized Signatory of Seacastle Inc. | 04/26/2013 |
| __Signature of Reporting Person                             | Date       |

|                                                                               |            |
|-------------------------------------------------------------------------------|------------|
| /s/ Chris Annese, as Authorized Signatory of Seacastle Operating Company Ltd. | 04/26/2013 |
| __Signature of Reporting Person                                               | Date       |

|                                                                                                                                                                                           |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| By: Fortress Fund IV GP L.P., its General Partner, By: Fortress Fund IV GP Holdings Ltd.,<br>its General Partner, By: /s/ David N. Brooks, Secretary of Fortress Fund IV GP Holdings Ltd. | 04/26/2013 |
| __Signature of Reporting Person                                                                                                                                                           | Date       |

|                                                                                                                                                                                           |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| By: Fortress Fund IV GP L.P., its General Partner, By: Fortress Fund IV GP Holdings Ltd.,<br>its General Partner, By: /s/ David N. Brooks, Secretary of Fortress Fund IV GP Holdings Ltd. | 04/26/2013 |
| __Signature of Reporting Person                                                                                                                                                           | Date       |

|                                                            |            |
|------------------------------------------------------------|------------|
| /s/ David N. Brooks, Secretary of Fortress Fund III GP LLC | 04/26/2013 |
| __Signature of Reporting Person                            | Date       |

|                                                                                                                      |            |
|----------------------------------------------------------------------------------------------------------------------|------------|
| By: Fortress Fund III GP LLC, its General Partner, By: /s/ David N. Brooks, Secretary of<br>Fortress Fund III GP LLC | 04/26/2013 |
| __Signature of Reporting Person                                                                                      | Date       |

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Seacastle Operating Company Ltd. is wholly owned by Seacastle Inc. Seacastle Inc. is wholly owned by Fortress Investment Fund III LP, Fortress Investment Fund III (Fund B) LP, Fortress Investment Fund III (Fund C) LP, Fortress Investment Fund III (Fund D) L.P., Fortress Investment Fund III (Fund E) L.P., Fortress Investment Fund III (Coinvestment Fund A) LP, Fortress Investment Fund III (Coinvestment Fund B) LP, Fortress Investment Fund III (Coinvestment Fund C) LP and Fortress Investment Fund III (Coinvestment Fund D) L.P. (collectively, the "Fund III Funds"), Fortress Investment Fund IV (Fund A) L.P., Fortress Investment Fund IV (Fund B) L.P., Fortress Investment Fund IV (Fund C) L.P., Fortress Investment Fund IV (Fund D) L.P., Fortress Investment Fund IV (Fund E) L.P., Fortress Investment Fund IV (Fund F) L.P., Fortress Investment Fund IV (Fund G) L.P., Fortress Investment Fund IV (Coinvestment Fund A) L.P., (Continued in Footnote 2)

(2) (Continued from Footnote 1) Fortress Investment Fund IV (Coinvestment Fund B) L.P., Fortress Investment Fund IV (Coinvestment Fund C) L.P., Fortress Investment Fund IV (Coinvestment Fund D) L.P., Fortress Investment Fund IV (Coinvestment Fund F) L.P. and Fortress Investment Fund IV (Coinvestment Fund G) L.P. (collectively, the "Fund IV Funds"), and certain members of Seacastle Inc.'s management. Fortress Fund III GP LLC is the general partner of each of the Fund III Funds. The sole managing member of Fortress Fund III GP LLC is Fortress Investment Fund GP (Holdings) LLC. The sole managing member of Fortress Investment Fund GP (Holdings) LLC is Fortress Operating Entity I LP ("FOE I"). FIG Corp. is the general partner of FOE I, and FIG Corp. is wholly owned by Fortress Investment Group LLC. (Continued in Footnote 3)

(3) (Continued from Footnote 2) Fortress Fund IV GP L.P. is the general partner of each of the Fund IV Funds. Fortress Fund IV GP Holdings Ltd. is the general partner of Fortress Fund IV GP L.P. Fortress Fund IV GP Holdings Ltd. is wholly owned by FOE I. FIG Corp. is the general partner of FOE I. FIG Corp. is wholly owned by Fortress Investment Group LLC. FIG LLC is the investment manager of each of the Fund III Funds and each of the Fund IV Funds.

### Remarks:

Form 1 of 2:

The Form is the first of two being filed by Fortress Investment Group LLC. Two Forms are being filed as there are more than

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.