

INTERPOOL INC  
Form 8-K  
February 07, 2006

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15 (d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported)

February 1, 2006

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**INTERPOOL, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

1-11862  
(Commission  
File Number)

13-3467669  
(IRS Employer ID  
Number)

211 College Road East, Princeton, New Jersey

08540

(Address of principal executive offices)

(Zip Code)

Registrant's Telephone Number, including area code:

(609) 452-8900

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Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act(17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

Interpool, Inc. (the Company), the holders of a majority in principal amount of the Company's 6% Notes due 2014 (the Notes) and the holders of a majority of the Company's common stock purchase warrants (the Warrants) have entered into amendments to certain agreements relating to the outstanding Notes and Warrants, as follows:

The Company and the holders of a majority of the Warrants entered into a Fifth Amendment dated as of January 30, 2006 to the Investor Rights Agreement dated as of September 14, 2004 relating to the Warrants (the Investor Rights Agreement), and the Company and the holders of a majority in principal amount of the Notes entered into a Fourth Amendment dated as of January 30, 2006 to the Registration Rights Agreements dated as of September 14, 2004 and November 29, 2004 relating to the Notes (the Registration Rights Agreements). Pursuant to these amendments, the Investor Rights Agreement and the Registration Rights Agreements were amended to extend the dates (as previously extended) by which the Company is required to take certain actions with respect to registration of the Notes and the Warrants with the Securities and Exchange Commission (the SEC). Specifically, these amendments extend from February 1, 2006 to April 1, 2006 the date on which liquidated damages will become payable with respect to the Notes and/or the Warrants if they have not been registered with the SEC. The registration statements for both the Notes and the Warrants were filed with the SEC on August 1, 2005 and have subsequently been amended but have not become effective.

As a result of these amendments, the Company must use commercially reasonable efforts to have the registration statement for the Warrants and the registration statement for the Notes declared effective by the SEC by March 6, 2006. If either of these registration statements has not become effective by April 1, 2006, the Company would be required to pay liquidated damages to the holders of these securities in accordance with the terms of the Registration Rights Agreements and the Investor Rights Agreement.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial statements of business acquired: Not applicable
- (b) Pro forma financial statements: Not applicable
- (c) Exhibits: None

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signature on following page.]

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERPOOL, INC.

By: /s/James F. Walsh

Name: James F. Walsh

Title: Executive Vice President and Chief Financial

Dated: February 7, 2006