

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares, par value \$0.01 per 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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