

GREENBRIER COMPANIES INC

Form 8-K

April 05, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**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): April 5, 2017**

**THE GREENBRIER COMPANIES, INC.**

**(Exact name of registrant as specified in its charter)**

**Commission File No. 1-13146**

**Oregon**  
**(State of Incorporation)**

**93-0816972**  
**(I.R.S. Employer Identification No.)**

**One Centerpointe Drive, Suite 200, Lake Oswego, OR**

**(Address of principal executive offices)**

**(503) 684-7000**

**97035**

**(Zip Code)**

**(Registrant's telephone number, including area code)**

**Former name or former address, if changed since last report: N/A**

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 7.01 Regulation FD Disclosure**

On April 5, 2017, The Greenbrier Companies, Inc. (the Company ) issued the attached press release announcing the Company's entry into a Memorandum of Understanding (the MOU ) with Mitsubishi UFJ Lease & Finance ( MUL ). The MOU contemplates that MUL will increase its railcar portfolio from 5,000 to 25,000 units over the next four years. It also includes a multi-year purchase agreement for the Company to supply MUL 6,000 newly-manufactured railcars through 2020. Further, MUL will obtain all its newly-manufactured railcars exclusively from the Company through 2023 and supplement MUL's portfolio growth through a combination of lease syndications and used equipment owned and originated by the Company. Pursuant to the MOU, the Company and MUL will form a joint venture company that will exclusively manage MUL railcars. The agreements contemplated by the MOU, including the sale of new and used railcars, are subject to agreement on remaining terms and completion of documentation, and other customary conditions.

The information under this Item 7.01, including the Exhibit attached hereto, shall not be deemed filed for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such a filing. The information furnished pursuant to Item 7.01 shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit	Description
99.1	Press Release dated April 5, 2017 of The Greenbrier Companies, Inc.

**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 hereunto duly authorized.

**THE GREENBRIER COMPANIES, INC.**

Date: April 5, 2017

By: /s/ Martin R. Baker  
Martin R. Baker  
Senior Vice President, General Counsel and Chief  
Compliance Officer