

SeaCube Container Leasing Ltd.
Form SC 13D/A
April 25, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO
RULE 13d-2(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

SeaCube Container Leasing Ltd.
(Name of Issuer)

Common Shares, par value \$0.01 per share
(Title of Class of Securities)

G79978105
(CUSIP Number)

Jeff Davis
Vice-President and Associate General Counsel
Ontario Teachers' Pension Plan Board
5650 Yonge Street, 3rd Floor
Toronto, Ontario M2M 4H5
Canada
(416) 228-5900

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications)

Copies to:

Alison S. Ressler, Esq.
Rita-Anne O'Neill, Esq.
Sullivan & Cromwell LLP
1888 Century Park East
Los Angeles, California 90067
(310) 712-6600

April 24, 2013
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

CUSIP NO. G79978105

Schedule 13D

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

Ontario Teachers' Pension Plan Board

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

Not Applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

Not Applicable

6. Citizenship or Place of Organization

Ontario, Canada

7. Sole Voting Power

Number of
Shares

0

Beneficially

8. Shared Voting Power

Owned by
Each

0

9. Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

EP

CUSIP NO. G79978105 Schedule 13D

1. Name of Reporting Person
S.S. or I.R.S. Identification No. of Above Person

2357575 Ontario Limited

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

Not Applicable

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

Not Applicable

6. Citizenship or Place of Organization

Ontario, Canada

7. Sole Voting Power

Number of Shares 0

8. Shared Voting Power

Beneficially Owned by 0

9. Sole Dispositive Power

Each Reporting Person 0

10. Shared Dispositive Power

With 0

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13. Percent of Class Represented by Amount in Row (11)

0%

14. Type of Reporting Person

CO

This Amendment No. 1 (this "Amendment") amends and supplements the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission on January 28, 2013. The class of equity securities to which this Amendment relates is the common shares, par value US\$0.01 per share (the "Common Shares"), of SeaCube Container Leasing Ltd., a Bermuda exempted company (the "Issuer"). Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Schedule 13D. All items or responses not described herein remain as previously reported in the Schedule 13D.

Item 3. Source and Amount of Funds

Item 3 is hereby amended and supplemented by incorporating by reference into this Item 3, in their entirety, the three paragraphs of Item 4 contained in this Amendment.

Item 4. Purpose of the Transaction

Item 4 is hereby amended and supplemented by adding the following immediately after the last paragraph thereof:

On April 24, 2013, pursuant to the terms of the Amalgamation Agreement, SC Acquisitionco Ltd. amalgamated with the Issuer with the Amalgamated Company continuing as a subsidiary of Parent and an indirect subsidiary of Teachers'. In connection with the Amalgamation Agreement, each issued and outstanding Common Share (other than (i) Common Shares that were held by any shareholders who properly demanded appraisal in connection with the Amalgamation under applicable law and (ii) the Carry-Forward Share) was automatically converted into the right to receive US\$23.00 per share in cash, without interest, less any applicable withholding taxes, other than any Common Shares then owned by Parent, Issuer or any of their respective wholly-owned subsidiaries, which Common Shares were automatically cancelled and ceased to exist. The total cash amalgamation consideration indirectly paid by Parent for such Common Shares was approximately US\$469,507,257. As a result of the Amalgamation, the Reporting Persons no longer beneficially own any Common Shares.

In connection with the Amalgamation, the New York Stock Exchange suspended trading in the Common Shares prior to the open of trading on April 25, 2013 and filed a Form 25 with the SEC to withdraw the Common Shares from listing on the New York Stock Exchange and from registration under Section 12(b) of the Exchange Act. The Amalgamated Company also intends to file a Form 15 with the SEC to provide notice of the suspension of its duty to file reports under Section 15(d) of the Exchange Act.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety to read as follows:

(a) and (b)

Neither Reporting Person and, to the knowledge of the Reporting Persons, no person named in Schedule A or Schedule B beneficially owns any Common Shares.

(c)

Except as disclosed in this Amendment, neither Reporting Person has and, to the knowledge of the Reporting Persons, no person named in Schedule A or Schedule B has effected any transactions in the class of securities reported during the past 60 days.

(d)

Not applicable.

(e)

Not applicable.

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Item 7. Material to be Filed as Exhibits

| Exhibit | No. | Description |
|-----------|-----|---|
| Exhibit 1 | | Joint Filing Agreement, dated January 28, 2013, by and between Teachers' and Parent (incorporated by reference to Exhibit 3 to the Schedule 13D filed by Teachers' and Parent with the Securities and Exchange Commission on January 28, 2013). |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 25, 2013

Ontario Teachers' Pension Plan Board

By: /s/ Melissa Kennedy
Name: Melissa Kennedy
Title: General Counsel, Corporate Secretary and
Senior
Vice-President, Corporate Affairs

2357575 Ontario Limited

By: /s/ John Sheedy
Name: John Sheedy
Title: Authorized Signatory

SCHEDULE A

CERTAIN INFORMATION REGARDING THE DIRECTORS

AND EXECUTIVE OFFICERS OF ONTARIO TEACHERS' PENSION PLAN BOARD

Set forth in the table below are the name, current residence or business address and current occupation or employment of each of the directors and executive officers of Ontario Teachers' Pension Plan Board, an Ontario, Canada corporation ("Teachers"). Each director and officer is a citizen of Canada with the exception of Calum McNeil, Olivia Steedman and Jo Taylor, each of whom is a citizen of the United Kingdom.

| Name | Residence or Business Address | Occupation or Employment |
|-------------------------------------|--|---|
| Rod Albert (Board member) | 566 Rosebank Road South Pickering, ON M3B 3R4 | Director of Board |
| Patricia Anderson (Board member) | 108 Roxborough Drive Toronto, ON M4W 1X4 | Director of Board |
| Hugh Mackenzie (Board member) | 418 Markham Street Toronto, ON M6G 2L2 | Economic Consultant |
| Eileen Mercier (Chairperson) | One Post Road, PH #7 Toronto, ON M3B 3R4 | President, Finvoy Management Inc. |
| Barbara Palk (Board member) | 4 Douglas Drive Toronto, ON M4W 2B3 | Director of Board |
| Sharon Sallows (Board member) | 40 Edgar Avenue Toronto, ON M4W 2A9 | Partner, Ryegate Capital Corporation |
| David W. Smith (Board member) | 37 Byrton Road Toronto, ON M5P 1V1 | Director of Board |
| Dan Sullivan (Board member) | 65 Chestnut Park Road Toronto, ON M4W 1W7 | Director of Board |
| Jean Turmel (Board member) | Perseus Capital Inc. 1155 Metcalfe St., 1st floor Montreal, Quebec H3B 5G2 | President, Perseus Capital Inc. |
| Tracy Abel | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice President, Client Services |
| Jacqueline Beurivage | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President and Head of Enterprise Project Management |
| Russ Bruch | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Senior Vice-President, Investment Operations & Chief Information Officer of Teachers' |
| Jason Chang | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Fixed Income of Teachers' |
| Andrew Claerhout | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Teachers' Private Capital of Teachers' |
| James Davis | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Investment Strategy & Innovation of Teachers' |
| Jeff Davis | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President and Associate General Counsel of Teachers' |

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Kevin Duggan

5650 Yonge Street, 3rd Floor Vice-President, Volatility & Strategy of
Toronto, ON M2M 4H5 Teachers'

Steve Faraone

5650 Yonge Street, 3rd Floor Vice-President, Teachers' Private Capital of
Toronto, ON M2M 4H5 Teachers'

| | | |
|------------------------|---|--|
| Doug Gerhart | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Investment IT Architecture of Teachers' |
| Maryam Ghiai | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, IT Service Delivery of Teachers' |
| Carol Gordon | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Audit Services of Teachers' |
| Jonathan Craig Hammond | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice President, Enterprise Technology Services |
| Jonathan Hausman | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Alternative Investments of Teachers' |
| Ziad Hindo | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Global Opportunities of Teachers' |
| Dan Houle | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Investment Operations of Teachers' |
| Melissa Kennedy | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | General Counsel, Corporate Secretary and Sr. Vice-President, Corporate Affairs, of Teachers' |
| Wayne Kozun | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Senior Vice-President, Public Equities of Teachers' |
| Leslie Lefebvre | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Global Active Equities of Teachers' |
| Jim Leech | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | President and Chief Executive Officer of Teachers' |
| Rosemarie McClean | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Senior Vice-President, Member Services of Teachers' |
| David McGraw | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Senior Vice-President and Chief Financial Officer of Teachers' |
| Calum McNeil | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President Financial & Management Reporting of Teachers' |
| Marcia Mendes-d'Abreu | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Senior Vice-President Human Resources of Teachers' |
| Ron Mock | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Senior Vice-President, Fixed Income and Alternative Investments of Teachers' |
| Nicole Musicco | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice President, Funds, Teachers' Private Capital |
| Jennifer Newman | 5650 Yonge Street, 6th Floor Toronto, ON M2M 4H5 | Vice-President, Investment Finance Operations of Teachers' |
| Phil Nichols | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, IT Member Services of Teachers' |
| Neil Petroff | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Executive Vice-President, Investments of Teachers' |
| Scott Picket | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Research & Risk of Teachers' |
| Jane Rowe | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Senior Vice-President, Teachers' Private Capital & Infrastructure of Teachers' |
| William Royan | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Relationship Investing of Teachers' |
| Lino (Lee) Sienna | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Long-Term Equities of Teachers' |
| Glen Silvestri | 5650 Yonge Street, 3rd Floor | |

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|-----------------|---|--|
| | Toronto, ON M2M 4H5 | Vice-President, Teachers' Private Capital of Teachers' |
| Olivia Steedman | 5650 Yonge Street, 7th Floor Toronto, ON M2M 4H5 | Vice-President, Infrastructure of Teachers' |
| Jo Taylor | Leconfield House 4th Floor, Curzon Street London, England W1J 5JA | Vice-President and Senior Representative, London Office |
| Michael Wissell | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Tactical Asset Allocation of Teachers' |

| | | |
|--------------|---|--|
| George Wong | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Investment Finance Compliance, Analytics, Performance & Data Management of Teachers' |
| Barbara Zvan | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Senior Vice President Asset Mix & Risk & Chief Investment Risk Officer of Teachers' |

SCHEDULE B

CERTAIN INFORMATION REGARDING THE DIRECTORS

AND EXECUTIVE OFFICERS OF 2357575 ONTARIO LIMITED

Set forth in the table below are the name, current residence or business address and current occupation or employment of each of the directors and executive officers of 2357575 Ontario Limited, an Ontario, Canada corporation (“Parent”). Each director and officer is a citizen of Canada.

| Name | Residence or Business Address | Occupation or Employment |
|-------------------|---|---|
| Neil Petroff | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Executive Vice-President, Investments of Teachers’ |
| John Sheedy | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Director, Public Equities of Teachers’ |
| Lino (Lee) Sienna | 5650 Yonge Street, 3rd Floor Toronto, ON M2M 4H5 | Vice-President, Long-Term Equities of Teachers’ |