

PACER INTERNATIONAL INC  
Form 8-K  
August 02, 2006

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**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) August 1, 2006

**PACER INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

Commission file number 000-49828

**Tennessee**  
(State or other jurisdiction  
of incorporation)

**62-0935669**  
(I.R.S. employer  
identification no.)

**2300 Clayton Road, Suite 1200**

**Concord, CA 94520**

**Telephone Number (877) 917-2237**

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))

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 2.02. Results of Operations and Financial Condition**

On August 1, 2006, Pacer International, Inc. issued a press release announcing its second quarter 2006 results. The press release is attached hereto as Exhibit 99.1. This press release includes certain non-GAAP financial measures. A reconciliation of those measures to the most directly related comparable GAAP measure is included in the press release.

The information set forth under Item 2.02. Results of Operations and Financial Condition, including the Exhibit attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing, except as otherwise expressly stated in such filing.

**ITEM 8.01. Other Events**

On August 1, 2006 Pacer International, Inc. announced that its Board of Directors declared a regular \$0.15 per share dividend on the Company's common stock at its meeting on August 1. The third quarter dividend will be payable on October 10, 2006, for shareholders of record at the close of business on September 20, 2006.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release of Pacer International, Inc. dated August 1, 2006 (furnished pursuant to Item 2.02).

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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.

PACER INTERNATIONAL, INC.  
A Tennessee Corporation

Dated: August 1, 2006

By: /s/ Lawrence C. Yarberry  
Executive Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

**EXHIBIT**

**NUMBER**

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