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) February 5, 2003

PACER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Commission file number 000-49828

Tennessee (State or other jurisdiction

62-0935669 (I.R.S. employer

of incorporation)

identification no.)

2300 Clayton Road, Suite 1200

Concord, CA 94520

Telephone Number (877) 917-2237

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ITEM	5	OTHER	EVENTS

The '	informa	tion tha	at is set	forth	in the	Registrant	s Press	Release	dated	February	7 5.	.2003	is i	ncorr	orated	herein	bv	reference	ce.

ITEM 7(c). EXHIBITS

Dated: February 5, 2003

Exhibit 99.1 Pacer International, Inc. Press Release issued February 5, 2003.

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

By: /s/ Lawrence C. Yarberry

Executive Vice President and Chief

Financial Officer

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INDEX TO EXHIBITS

EXHIBIT

NUMBER

99.1 Press Release of Pacer International, Inc. dated February 5, 2003.