

GAGNON NEIL  
Form 5  
May 21, 2012

**FORM 5**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
GAGNON NEIL

(Last) (First) (Middle)

1370 AVENUE OF THE AMERICAS, 24TH FLOOR

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
General Finance CORP [GFN]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) Amount or (D) Price			By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/21/2010	Â	S4	53 D \$ 1.35	1,862,141	I	
COMMON	01/21/2010	Â	S4	35 D \$ 1.35	1,862,141	I	By

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STOCK										
										Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/21/2010	Â	S4	259	D	\$ 1.35	1,862,141	I		By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/01/2010	Â	P4	6,384	A	\$ 1.2	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/01/2010	Â	P4	11,712	A	\$ 1.2	1,862,141	I		By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/01/2010	Â	P4	87,078	A	\$ 1.2	1,862,141	I		By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	02/02/2010	Â	S4	228	D	\$ 1.2795	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/02/2010	Â	S4	27	D	\$ 1.2795	1,862,141	I		By Managing Member of

COMMON STOCK	02/02/2010	Â	S4	18	D	\$ 1.2795	1,862,141	I	General Partner of Darwin Partnership By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/02/2010	Â	S4	488	D	\$ 1.2795	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/02/2010	Â	S4	27	D	\$ 1.2795	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/02/2010	Â	S4	18	D	\$ 1.2795	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/02/2010	Â	S4	24	D	\$ 1.2795	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/02/2010	Â	S4	715	D	\$ 1.2795	1,862,141	I	By Managing Member of General Partner of Fallen Angel
	02/02/2010	Â	S4	29	D		1,862,141	I	

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COMMON STOCK						\$ 1.2795			By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/02/2010	Â	S4	19	D	\$ 1.2795	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/02/2010	Â	S4	507	D	\$ 1.2795	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/05/2010	Â	S4	118	D	\$ 1.24	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/05/2010	Â	S4	27	D	\$ 1.24	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/05/2010	Â	S4	40	D	\$ 1.24	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/05/2010	Â	S4	22	D	\$ 1.24	1,862,141	I	By Managing Member of General Partner of

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COMMON STOCK	02/05/2010	Â	S4	89	D	\$ 1.24	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/05/2010	Â	S4	4	D	\$ 1.24	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/11/2010	Â	S4	346	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	20	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	20	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	45	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	45	D	\$ 1.2185	1,862,141	I	By Managing Member of

COMMON STOCK	02/11/2010	Â	S4	48	D	\$ 1.2185	1,862,141	I	General Partner of Darwin Partnership By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	48	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Darwin Partnership

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title
Rights	\$ 1.5	06/25/2010	Â	C4	Â	33,875	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	42,576	06/25/2010	06/25/2013	Common Stock

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Rights	\$ 1.5	06/25/2010	Â	C4	Â	73,443	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	66,730	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	582,644	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	1,200	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	1,215	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	6,650	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	90,000	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	10,315	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	70,000	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	97,512	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	4,655	06/25/2010	06/25/2013	Common Stock

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Rights	\$ 1.5	06/25/2010	Â	C4	Â	4,004	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	252	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	2,212	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	900	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	1,180	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	10,000	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	13,815	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	1,372	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	2,235	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	4,375	06/25/2010	06/25/2013	Common Stock
Rights	\$ 1.5	06/25/2010	Â	C4	Â	6,245	06/25/2010	06/25/2013	



Units	Price	Acquisition Date	Disposal Date	Category	Quantity	Disposal Date	Disposal Date	Common Stock
Units	\$ 1.5	09/15/2010		P4	1,330	09/15/2010	06/25/2013	Common Stock
Units	\$ 1.5	09/17/2010		P4	6,000	09/17/2010	06/25/2013	Common Stock
Units	\$ 1.5	09/27/2010		P4	500	09/27/2010	06/25/2013	Common Stock
Units	\$ 1.5	10/01/2010		P4	150	10/01/2010	06/25/2013	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAGNON NEIL 1370 AVENUE OF THE AMERICAS, 24TH FLOOR NEW YORK, NY 10019		X		

## Signatures

/s/ Neil Gagnon                      05/21/2012  
 \*\*Signature of                      Date  
 Reporting Person

## 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) No additional consideration paid by the Reporting Person for such warrant/right.
- (2) No securities were beneficially owned at the end of 2008 and 2009.

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### Remarks:

The Reporting Person has tendered a payment of \$7,659.31 to the issuer with respect to all profits

This Form 5 is number eight in a series of ten Form 5 filings for GFN.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.