

General Finance CORP  
 Form 4/A  
 June 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Valenta Ronald**

(Last) (First) (Middle)  
 260 S. LOS ROBLES #217  
 (Street)

PASADENA, CA 91101

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/19/2014**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**06/12/2013**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Director, President & CEO**

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	06/19/2014		A		25,000 (1) \$ 0	4,376,671	D

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 1.06	09/15/2010		A		80,000 (2)		06/30/2014	09/15/2020	Common Stock	80,000
Stock Option (Right to Buy)	\$ 3.11	08/25/2011		A		80,000 (3)		09/30/2014	08/25/2021	Common Stock	80,000
Stock Option (Right to Buy)	\$ 3.15	06/07/2012		A		80,000 (4)		09/30/2015	06/07/2022	Common Stock	80,000
Stock Option (Right to Buy)	\$ 4.43	06/07/2013		A		62,500 (5)		06/07/2014	06/07/2023	Common Stock	62,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Valenta Ronald 260 S. LOS ROBLES #217 PASADENA, CA 91101	X	X	Director, President & CEO	

## Signatures

Christopher A Wilson, attorney-in-fact for Ronald F. Valenta 06/20/2014

\*\*Signature of Reporting Person

Date

## 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) The restricted stock vests in two years upon the attainment of EBITDA and Return of Capital goals as of the second anniversary of the date of grant and the reporting person being employed by the issuer on the second anniversary of the date of grant.

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- 100% of Options vest 3 months 1 year after: (a) Committee receives audited financial statements for the fiscal year (FY) ending 6/30/13 of GFN, GFN North America Corp. & GFN US Australasia Holdings, Inc. and (b) the CEO certifies that (i) total Adjusted EBITDA for the 3 FYs ending 6/30/13 equals or exceeds US\$114 million (Target EBITDA), assuming a currency conversion rate (Currency Conversion Rate) of 1A\$:0.8567US\$ (Target Conversion Rate) and (ii) total debt is less than US \$147MM (the Target Debt Level). If the
- (2) Currency Conversion Rate as of 6/30/14 is less or greater than the Target Conversion Rate, Target EBITDA shall be decreased or increased. If total debt as of 6/30/13 is less than the Target Debt Level, Target Debt Level shall be shall be decreased (if the following product is positive) or increased (if the following product is negative) by the product of (i) the difference between actual total Adjusted EBITDA for the 3 FYs ending on 6/30/13 & Target EBITDA and (ii) US\$5.

- 100% of Options vest 3 months after: (a) Committee receives audited financial statements for the fiscal year (FY) ending 6/30/14 of GFN, GFN North America Corp. & GFN US Australasia Holdings, Inc. and (b) the CEO certifies that (i) total Adjusted EBITDA for the 3 FYs ending 6/30/14 equals or exceeds US\$160 million (Target EBITDA), assuming a currency conversion rate (Currency Conversion Rate) of 1A\$:1US\$ (Target Conversion Rate) and (ii) total debt is less than US \$98MM (the Target Debt Level). If the Currency Conversion Rate as of 6/30/14 is less or greater than the Target Conversion Rate, Target EBITDA shall be decreased or increased. If total debt as of 6/30/14 is less than the Target Debt Level, Target Debt Level shall be shall be decreased (if the following product is positive) or increased (if the following product is negative) by the product of (i) the difference between actual total Adjusted EBITDA for the 3 FYs ending on 6/30/14 & Target EBITDA and (ii) US\$5.
- (3)

- 100% of Options vest 3 months after: (a) Committee receives audited financial statements for the fiscal year (FY) ending 6/30/15 of GFN, GFN North America Corp. & GFN US Australasia Holdings, Inc. and (b) the CEO certifies that (i) total Adjusted EBITDA for the 3 FYs ending 6/30/15 equals or exceeds US\$195.6 million (Target EBITDA), assuming a currency conversion rate (Currency Conversion Rate) of 1A\$:1US\$ (Target Conversion Rate) and (ii) total debt is less than US \$193MM (the Target Debt Level). If the Currency Conversion Rate as of 6/30/15 is less or greater than the Target Conversion Rate, Target EBITDA shall be decreased or increased. If total debt as of 6/30/15 is less than the Target Debt Level, Target Debt Level shall be shall be decreased (if the following product is positive) or increased (if the following product is negative) by the product of (i) the difference between actual total Adjusted EBITDA for the 3 FYs ending on 6/30/15 & Target EBITDA and (ii) US\$5.
- (4)

- Stock option vests in three equal installments on each of the first three anniversaries of the grant date. Vesting of the award will cease if
- (5) employee ceases to be employed by the Company or its affiliates on or prior to any of the three anniversary dates (subject to any employment agreement between employee and the Company.)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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