

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 Ownership (Instr. 4)                           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price  |  |   |
| COMMON STOCK                    | 02/11/2010                           | Â  | S4                             | 39 D  | \$ 1.2185  | 1,862,141 I  | By Managing Member of General Partner of Darwin Partnership |
| COMMON                          | 02/11/2010                           | Â  | S4                             | 2 D   | \$   | 1,862,141 I  | By  |

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|              |            |   |    |    |   |           |           |   |  |   |
|--------------|------------|---|----|----|---|-----------|-----------|---|--|---|
| STOCK        |            |   |    |    |   |           | 1.2185    |   |  | Managing Member of General Partner of Darwin Partnership    |
| COMMON STOCK | 02/11/2010 | Â | S4 | 39 | D | \$ 1.2185 | 1,862,141 | I |  | By Managing Member of General Partner of Darwin Partnership |
| COMMON STOCK | 02/11/2010 | Â | S4 | 2  | D | \$ 1.2185 | 1,862,141 | I |  | By Managing Member of General Partner of Darwin Partnership |
| COMMON STOCK | 02/11/2010 | Â | S4 | 31 | D | \$ 1.2185 | 1,862,141 | I |  | By Managing Member of General Partner of Darwin Partnership |
| COMMON STOCK | 02/11/2010 | Â | S4 | 31 | D | \$ 1.2185 | 1,862,141 | I |  | By Managing Member of General Partner of Darwin Partnership |
| COMMON STOCK | 02/11/2010 | Â | S4 | 74 | 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 Fallen             |

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|              |            |   |    |    |   |           |           |   |  |
|--------------|------------|---|----|----|---|-----------|-----------|---|--|
| COMMON STOCK | 02/11/2010 | Â | S4 | 95 | D | \$ 1.2185 | 1,862,141 | I | Angel<br>By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel |
| COMMON STOCK | 02/11/2010 | Â | S4 | 52 | D | \$ 1.2185 | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel          |
| COMMON STOCK | 02/11/2010 | Â | S4 | 77 | D | \$ 1.2185 | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel          |
| COMMON STOCK | 02/11/2010 | Â | S4 | 2  | D | \$ 1.2185 | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel          |
| COMMON STOCK | 02/11/2010 | Â | S4 | 42 | D | \$ 1.2185 | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel          |
| COMMON STOCK | 02/11/2010 | Â | S4 | 1  | D | \$ 1.2185 | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel          |
| COMMON STOCK | 02/11/2010 | Â | S4 | 61 | D | \$ 1.2185 | 1,862,141 | I | By<br>Managing<br>Member of<br>General   |

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|              |            |   |    |       |   |           |           |   |  |
|--------------|------------|---|----|-------|---|-----------|-----------|---|--|
| COMMON STOCK | 02/11/2010 | Â | S4 | 33    | D | \$ 1.2185 | 1,862,141 | I | Partner of<br>Fallen<br>Angel<br><br>By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel |
| COMMON STOCK | 02/11/2010 | Â | S4 | 802   | D | \$ 1.2185 | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel                                      |
| COMMON STOCK | 02/12/2010 | Â | S4 | 316   | D | \$ 1.22   | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Darwin<br>Partnership                                |
| COMMON STOCK | 02/12/2010 | Â | S4 | 484   | D | \$ 1.22   | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Fallen<br>Angel                                      |
| COMMON STOCK | 02/17/2010 | Â | S4 | 566   | D | \$ 1.1943 | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Darwin<br>Partnership                                |
| COMMON STOCK | 02/17/2010 | Â | S4 | 956   | D | \$ 1.1943 | 1,862,141 | I | By<br>Managing<br>Member of<br>General<br>Partner of<br>Darwin<br>Partnership                                |
| COMMON STOCK | 02/17/2010 | Â | S4 | 1,050 | D | \$ 1.1943 | 1,862,141 | I | By<br>Managing   |

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|              |            |   |    |       |   |           |           |   |  |
|--------------|------------|---|----|-------|---|-----------|-----------|---|--|
| COMMON STOCK | 02/17/2010 | Â | S4 | 1,280 | D | \$ 1.1943 | 1,862,141 | I | Member of General Partner of Fallen Angel<br>By Managing Member of General Partner of Fallen Angel |
| COMMON STOCK | 02/18/2010 | Â | P4 | 324   | A | \$ 1.1536 | 1,862,141 | I | By Managing Member of General Partner of Darwin Partnership  |
| COMMON STOCK | 02/18/2010 | Â | P4 | 594   | A | \$ 1.1536 | 1,862,141 | I | By Managing Member of General Partner of Fallen Angel  |
| COMMON STOCK | 02/18/2010 | Â | P4 | 4,415 | A | \$ 1.1536 | 1,862,141 | I | By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP               |
| COMMON STOCK | 02/22/2010 | Â | P4 | 18    | A | \$ 1.19   | 1,862,141 | I | By Managing Member of General Partner of Darwin Partnership  |
| COMMON STOCK | 02/22/2010 | Â | P4 | 33    | A | \$ 1.19   | 1,862,141 | I | By Managing Member of General  |

|              |            |   |    |     |   |         |           |   |   |
|--------------|------------|---|----|-----|---|---------|-----------|---|---|
| COMMON STOCK | 02/22/2010 | Â | P4 | 249 | A | \$ 1.19 | 1,862,141 | I | Partner of<br>Fallen<br>Angel<br><br>By<br>Managing<br>Member of<br>General<br>Partner of<br>Gagnon<br>Investment<br>Associates<br>Master<br>Fund LP<br><br>By<br>Managing<br>Member of<br>General<br>Partner of<br>Darwin<br>Partnership |
| COMMON STOCK | 02/23/2010 | Â | P4 | 158 | A | \$ 1.19 | 1,862,141 | I |   |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D B O E I S F I (I   |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| GAGNON NEIL                    | Â             | Â X       | Â       | Â     |

1370 AVENUE OF THE AMERICAS, 24TH FLOOR  
NEW YORK, NY 10019

## Signatures

/s/ Neil Gagnon

05/21/2012

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).

^

### 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 nine 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.