

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)	Amount	Price	By
COMMON STOCK	01/08/2010	Â	S4	60 D	\$ 1.35	1,862,141	I Managing Member of General Partner of Fallen Angel
COMMON	01/14/2010	Â	S4	458 D	\$ 1.4	1,862,141	I By

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STOCK										
										Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/14/2010	Â	S4	186	D	\$ 1.4	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/14/2010	Â	S4	66	D	\$ 1.4	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/14/2010	Â	S4	299	D	\$ 1.4	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/14/2010	Â	S4	311	D	\$ 1.4	1,862,141	I		By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/14/2010	Â	S4	131	D	\$ 1.4	1,862,141	I		By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/14/2010	Â	S4	1,104	D	\$ 1.4	1,862,141	I		By Managing Member of General Partner of Fallen

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COMMON STOCK	01/15/2010	Â	S4	395	D	\$ 1.4	1,862,141	I	Angel By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/15/2010	Â	S4	605	D	\$ 1.4	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/19/2010	Â	S4	359	D	\$ 1.3927	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/19/2010	Â	S4	234	D	\$ 1.3927	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/19/2010	Â	S4	393	D	\$ 1.3927	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/19/2010	Â	S4	514	D	\$ 1.3927	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/20/2010	Â	S4	317	D	\$ 1.35	1,862,141	I	By Managing Member of General

COMMON STOCK	01/20/2010	Â	S4	64	D	\$ 1.35	1,862,141	I	Partner of Darwin Partnership By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/20/2010	Â	S4	186	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/20/2010	Â	S4	66	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/20/2010	Â	S4	883	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/20/2010	Â	S4	5,616	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/20/2010	Â	S4	93	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/20/2010	Â	S4	203	D	\$ 1.35	1,862,141	I	By Managing

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COMMON STOCK	01/20/2010	Â	S4	72	D	\$ 1.35	1,862,141	I	Member of General Partner of Fallen Angel By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/20/2010	Â	S4	1,152	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/20/2010	Â	S4	316	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/21/2010	Â	S4	63	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/21/2010	Â	S4	170	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/21/2010	Â	S4	70	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Darwin Partnership

COMMON STOCK	01/21/2010	Â	S4	1,125	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/21/2010	Â	S4	20	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel

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

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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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(1)</u>	45,640 Â	05/26/2010 06/15/2010	Common Stock	1
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(1)</u>	13,815 Â	05/26/2010 06/15/2010	Common Stock	1
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(1)</u>	1,372 Â	05/26/2010 06/15/2010	Common Stock	1
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(1)</u>	2,235 Â	05/26/2010 06/15/2010	Common Stock	1
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(1)</u>	4,375 Â	05/26/2010 06/15/2010	Common Stock	1
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(1)</u>	6,245 Â	05/26/2010 06/15/2010	Common Stock	1
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	33,875 Â	06/25/2010 06/25/2013	Common Stock	1.5

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Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	42,576	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	66,730	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	73,443	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	97,512	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	6,245	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	6,650	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	4,655	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	2,235	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	10,315	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	1,200	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	90,000	Â	06/25/2010	06/25/2013		1.5

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									Common Stock	
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	10,000	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	70,000	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	1,215	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	582,644	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	1,180	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	900	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	2,212	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	252	Â	06/25/2010	06/25/2013	Common Stock	1.5

Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	4,004	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	4,375	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	13,815	Â	06/25/2010	06/25/2013	Common Stock	1.5
Units	\$ 1.5	06/25/2010	Â	J4 <u>(1)</u>	1,372	Â	06/25/2010	06/25/2013	Common Stock	1.5

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	Â	Â X	Â	Â

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).
- (1) Distribution of rights to purchase common stock from the issuer.
- (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 seven 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.