

General Finance CORP  
 Form 4/A  
 June 12, 2013

**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

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**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)  
 39 EAST UNION STREET  
 (Street)

PASADENA, CA 91103

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 06/07/2013

4. If Amendment, Date Original Filed(Month/Day/Year)  
 06/11/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Director & 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	06/07/2013		A		45,500 (1) \$ 0	4,351,671	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	Amount or Number of Shares
Warrants	\$ 4	06/25/2010		A	2 <u>(2)</u>	06/25/2010	06/25/2013	Common Stock	1
Stock Option (Right to Buy)	\$ 1.06	09/15/2010		A	80,000 <u>(3)</u>	06/30/2014	09/15/2020	Common Stock	80,000
Stock Option (Right to Buy)	\$ 3.11	08/25/2011		A	80,000 <u>(4)</u>	09/30/2014	08/25/2021	Common Stock	80,000
Stock Option (Right to Buy)	\$ 3.15	06/07/2012		A	80,000 <u>(5)</u>	09/30/2015	06/07/2022	Common Stock	80,000
Stock Option (Right to Buy)	\$ 4.43	06/07/2013		A	62,500 <u>(6)</u>	06/07/2014	06/07/2023	Common Stock	62,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Valenta Ronald 39 EAST UNION STREET PASADENA, CA 91103	X	X	Director & CEO	

## Signatures

Christopher A Wilson, attorney-in-fact for Ronald F Valenta  
 06/12/2013  
 \*\*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).

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- (1) The restricted stock vests in two equal installments based upon (a) the attainment of financial goals on each of the first two anniversaries of the date of grant and (b) the reporting person being employed by the issuer on the third anniversary of the date of grant.
- (2) These warrants were issued as a component of Units that were issued as of June 25, 2010 pursuant to the rights offering of General Finance Corporation.
- (3) See attached document "rider.txt" for explanation of Footnote 3.
- (4) See attached document "rider2.txt" for explanation of Footnote 4.
- (5) See attached document "rider3.txt" for explanation of Footnote 5.

Stock option vests in three equal annual installments on each of the first three anniversaries of the grant date. Vesting of the award will

- (6) cease if employee ceases to be employed by the Company or its affiliate 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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