

GAGNON NEIL  
Form 5  
May 21, 2012

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden hours per response... 1.0

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)
COMMON STOCK	05/30/2008		M4	2,094	A \$ 5.10 <sup>(1)</sup>	I	By Managing Member of General Partner of Gagnon Investment Associates Master

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COMMON STOCK	05/30/2008	Â	M4	670	A	\$ 5.1 0 <u>(1)</u>	I	Fund LP By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	4,187	A	\$ 5.1 0 <u>(1)</u>	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	2,094	A	\$ 5.1 0 <u>(1)</u>	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	838	A	\$ 5.1 0 <u>(1)</u>	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	921	A	\$ 5.1 0 <u>(1)</u>	I	By Managing Member of General Partner of Gagnon Investment

COMMON STOCK	05/30/2008	Â	M4	2,094	A	\$ 5.1 0 <u>(1)</u>	I	Associates Master Fund LP  By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	2,094	A	\$ 5.1 0 <u>(1)</u>	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	2,094	A	\$ 5.1 0 <u>(1)</u>	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	2,093	A	\$ 5.1 0 <u>(1)</u>	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	921	A	\$ 5.1 0 <u>(1)</u>	I	By Managing Member of General Partner of

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COMMON STOCK	05/30/2008	Â	M4	2,094	A	\$ 5.10 <sup>(1)</sup>	I	Gagnon Investment Associates Master Fund LP By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	84	A	\$ 5.10 <sup>(1)</sup>	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	8,189	A	\$ 5.10 <sup>(1)</sup>	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	05/30/2008	Â	M4	2,840	A	\$ 6.88 <sup>(1)</sup>	I	By Self as Trustee of Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	05/30/2008	Â	M4	622	A	\$ 5.10 <sup>(1)</sup>	I	By Self as Trustee of Gagnon Securiites LLC Profit Sharing

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									Plan
COMMON STOCK	05/30/2008	Â	M4	181	A	\$ 5.1 0 <sup>(1)</sup>	I		By Self as Trustee of Gagnon Securites LLC Profit Sharing Plan
COMMON STOCK	05/30/2008	Â	M4	5,155	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	24,837	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	15,279	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	1,616	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	6,267	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	8,500	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	1,415	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	1,605	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	59,721	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	11,550	A	\$ 5.1 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	05/30/2008	Â	M4	18,195	A	\$ 6.86 0 <sup>(1)</sup>	D	Â	
COMMON STOCK	06/18/2008	Â	P4	1,552	A	\$ 5.6 0 <sup>(1)</sup>	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	06/18/2008	Â	P4	2,632	A	\$ 5.6 0 <sup>(1)</sup>	I		By Managing Member of General Partner of Fallen Angel

Partnership

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

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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)	Amount or Number of Shares
					(A) (D)	Date Exercisable Expiration Date	Title	
Warrants	\$ 6	04/01/2008	Â	P4	160 Â	04/01/2008 06/30/2010	Common Stock	1
Warrants	\$ 6	04/01/2008	Â	P4	246 Â	04/01/2008 06/30/2010	Common Stock	1
Warrants	\$ 6	04/01/2008	Â	P4	2,094 Â	04/01/2008 06/30/2010	Common Stock	1
Warrants	\$ 6	04/11/2008	Â	P4	160 Â	04/11/2008 06/30/2010	Common Stock	1

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Warrants	\$ 6	04/11/2008	Â	P4	246	Â	04/11/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/11/2008	Â	P4	2,094	Â	04/11/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/14/2008	Â	P4	161	Â	04/14/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/14/2008	Â	P4	246	Â	04/14/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/14/2008	Â	P4	2,093	Â	04/14/2008	06/30/2010	Common Stock	1

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Warrants	\$ 6	04/16/2008	Â	P4	71	Â	04/16/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/16/2008	Â	P4	108	Â	04/16/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/16/2008	Â	P4	921	Â	04/16/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/23/2008	Â	P4	160	Â	04/23/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/23/2008	Â	P4	246	Â	04/23/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/23/2008	Â	P4	2,094	Â	04/23/2008	06/30/2010	Common Stock	1



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Warrants	\$ 6	04/29/2008	Â	P4	6	Â	04/29/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/29/2008	Â	P4	10	Â	04/29/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	04/29/2008	Â	P4	84	Â	04/29/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/05/2008	Â	P4	628	Â	05/05/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/05/2008	Â	P4	961	Â	05/05/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/05/2008	Â	P4	8,189	Â	05/05/2008	06/30/2010	Common Stock	1

Warrants	\$ 6	05/06/2008	Â	P4	622	Â	05/06/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/07/2008	Â	P4	181	Â	05/07/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/12/2008	Â	P4	325	Â	05/12/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/13/2008	Â	P4	1,000	Â	05/13/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/15/2008	Â	P4	1,800	Â	05/15/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/19/2008	Â	P4	2,817	Â	05/19/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/19/2008	Â	P4	1,616	Â	05/19/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/20/2008	Â	P4	6,267	Â	05/20/2008	06/30/2010	Common Stock	1
Warrants	\$ 6	05/21/2008	Â	P4	8,500	Â	05/21/2008	06/30/2010	Common Stock	1

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

GAGNON NEIL  
1370 AVENUE OF THE AMERICAS, 24TH FLOOR     ^     ^ X     ^     ^  
NEW YORK, NY 10019

### 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) This number reflects that the first fiscal year involved in this set of Form 5 filings has not yet ended.

^

#### Remarks:

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

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