

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
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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2011

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)

1370 AVENUE OF THE AMERICAS, 24TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10019

(City) (State) (Zip)

__X__ 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)
				(A) or (D) Amount Price			By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	09/11/2009	Â	P4	333 A \$ 1.3798	1,862,141	I	By
COMMON	09/11/2009	Â	P4	666 A \$	1,862,141	I	By

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STOCK							1.3798		Managing Member of General Partner of Fallen Angel
COMMON STOCK	09/14/2009	Â	P4	743	A	\$ 1.3742	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	09/14/2009	Â	P4	1,483	A	\$ 1.3742	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	09/17/2009	Â	P4	8,132	A	\$ 1.3944	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	09/17/2009	Â	P4	16,235	A	\$ 1.3944	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	09/18/2009	Â	P4	17,544	A	\$ 1.4	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	09/18/2009	Â	P4	35,025	A	\$ 1.4	1,862,141	I	By Managing Member of General Partner of Fallen

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COMMON STOCK	09/21/2009	Â	P4	21	A	\$ 1.34	1,862,141	I	Angel By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	09/21/2009	Â	P4	41	A	\$ 1.34	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	09/22/2009	Â	P4	5,075	A	\$ 1.4003	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	09/22/2009	Â	P4	10,132	A	\$ 1.4003	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	09/22/2009	Â	P4	1,180	A	\$ 1.4	1,862,141	I	By Self as Trustee of Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	09/22/2009	Â	P4	6,245	A	\$ 1.4	1,862,141	D	Â
COMMON STOCK	09/22/2009	Â	P4	6,650	A	\$ 1.44	1,862,141	D	Â
COMMON STOCK	11/20/2009	Â	P4	2,541	A	\$ 1.15	1,862,141	I	By Limited Partner of the Family Partnership of the Family Partnership

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COMMON STOCK	11/23/2009	Â	P4	357	A	\$ 1.17	1,862,141	I	By Limited Partner of the Family Partnership of the Family Partnership
COMMON STOCK	11/24/2009	Â	P4	250	A	\$ 1.17	1,862,141	I	By Limited Partner of the Family Partnership of the Family Partnership
COMMON STOCK	11/25/2009	Â	P4	25,410	A	\$ 1.1834	1,862,141	I	By Limited Partner of the Family Partnership of the Family Partnership
COMMON STOCK	11/27/2009	Â	P4	7,600	A	\$ 1.18	1,862,141	I	By Limited Partner of the Family Partnership of the Family Partnership
COMMON STOCK	12/01/2009	Â	P4	18,782	A	\$ 1.2663	1,862,141	I	By Limited Partner of the Family Partnership of the Family Partnership
COMMON STOCK	12/29/2009	Â	S4	13,325	D	\$ 1.3	1,862,141	I	By Limited Partner of the Family Partnership of the Family Partnership
COMMON STOCK	01/08/2010	Â	S4	677	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of

COMMON STOCK	01/08/2010	Â	S4	677	D	\$ 1.35	1,862,141	I	Darwin Partnership By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/08/2010	Â	S4	691	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/08/2010	Â	S4	233	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	01/08/2010	Â	S4	1,210	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/08/2010	Â	S4	663	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/08/2010	Â	S4	1,091	D	\$ 1.35	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	01/08/2010	Â	S4	598	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.

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 Underlying Security (Instr. 3 and 4)
					(A)	(D)	Date Exercisable	Expiration Date	
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	335	05/30/2008	06/30/2010	Common Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	586	05/30/2008	06/30/2010	Common Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	1,508	05/30/2008	06/30/2010	Common Stock

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Warrants	\$ 5.1	05/30/2008	Â	C4	Â	4,587	05/30/2008	06/30/2010	Common Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	670	05/30/2008	06/30/2010	Common Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	2,932	05/30/2008	06/30/2010	Common Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	2,840	05/30/2008	06/30/2010	Common Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	181	05/30/2008	06/30/2010	Common Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	441	05/30/2008	06/30/2010	Common

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										Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	181	05/30/2008	06/30/2010		Common Stock
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	18,195	05/30/2008	06/30/2010		Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 ⁽⁴⁾	33,875	Â	05/26/2010	06/15/2010		Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 ⁽⁴⁾	42,576	Â	05/26/2010	06/15/2010		Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 ⁽⁴⁾	73,443	Â	05/26/2010	06/15/2010		Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 ⁽⁴⁾	66,730	Â	05/26/2010	06/15/2010		Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 ⁽⁴⁾	582,644	Â	05/26/2010	06/15/2010		Common Stock

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Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	1,200	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	35	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	1,215	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	6,650	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	252,376	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	10,315	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	177,891	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	97,512	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	4,655	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	4,004	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	252	Â	05/26/2010	06/15/2010	Common Stock
Rights	\$ 1.5	05/26/2010	Â	J4 <u>(4)</u>	2,212	Â	05/26/2010	06/15/2010	Common Stock

Rights	\$ 1.5	05/26/2010	^	J4 <u>(4)</u>	900	^	05/26/2010	06/15/2010	Common Stock
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Rights	\$ 1.5	05/26/2010	^	J4 <u>(4)</u>	1,180	^	05/26/2010	06/15/2010	Common Stock
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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	^	^ X	^	^

Signatures

/s/ Neil Gagnon	05/21/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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.
- (2) No additional consideration paid by the Reporting Person for such warrant/right.
- (3) No securities were beneficially owned at the end of 2008 and 2009.
- (4) Distribution of rights to purchase common stock from the issuer.

^

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. 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.