

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

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)

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	12/19/2008	Â	P4	1,730	A \$ 1.87	1,305,107	I	By self as Trustee of Gagnon Securities LLC Profit Sharing Plan
COMMON	12/24/2008	Â	P4	441	A \$ 1.8	1,305,107	I	By self as

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STOCK										Trustee of Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	12/24/2008	Â	P4	863	A	\$ 1.82	1,305,107	D	Â	
COMMON STOCK	12/24/2008	Â	P4	372	A	\$ 1.8	1,305,107	D	Â	
COMMON STOCK	12/24/2008	Â	P4	1,870	A	\$ 1.82	1,305,107	D	Â	
COMMON STOCK	12/24/2008	Â	P4	7,865	A	\$ 1.8	1,305,107	D	Â	
COMMON STOCK	12/24/2008	Â	P4	2,500	A	\$ 1.8	1,305,107	D	Â	
COMMON STOCK	12/29/2008	Â	P4	609	A	\$ 1.7	1,305,107	I		By self as Trustee of Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	12/29/2008	Â	P4	1,085	A	\$ 1.7	1,305,107	I		By self as Trustee of Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	12/29/2008	Â	P4	1,192	A	\$ 1.7	1,305,107	D	Â	
COMMON STOCK	12/29/2008	Â	P4	513	A	\$ 1.7	1,305,107	D	Â	
COMMON STOCK	12/29/2008	Â	P4	8,391	A	\$ 1.7	1,305,107	D	Â	
COMMON STOCK	12/29/2008	Â	P4	2,580	A	\$ 1.7	1,305,107	D	Â	
COMMON STOCK	12/29/2008	Â	P4	10,855	A	\$ 1.7	1,305,107	D	Â	
COMMON STOCK	12/29/2008	Â	P4	3,450	A	\$ 1.7	1,305,107	D	Â	
COMMON STOCK	12/30/2008	Â	P4	745	A	\$ 1.6	1,305,107	I		By self as Trustee of

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										Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	12/30/2008	Â	P4	3,615	A	\$ 1.6	1,305,107	D	Â	
COMMON STOCK	12/30/2008	Â	P4	960	A	\$ 1.65	1,305,107	D	Â	
COMMON STOCK	01/06/2009	Â	P4	1,215	A	\$ 1.8	1,305,107	D	Â	
COMMON STOCK	02/24/2009	Â	P4	11,900	A	\$ 0.86	1,305,107	D	Â	
COMMON STOCK	03/27/2009	Â	P4	15,930	A	\$ 1.15	1,305,107	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	03/27/2009	Â	P4	14,505	A	\$ 1.15	1,305,107	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	03/27/2009	Â	P4	38,925	A	\$ 1.15	1,305,107	I		By Managing Member of General Partner of Fallen Angel
COMMON STOCK	03/27/2009	Â	P4	29,055	A	\$ 1.15	1,305,107	I		By Managing Member of General Partner of Fallen Angel
COMMON STOCK	03/27/2009	Â	P4	15,925	A	\$ 1.15	1,305,107	I		By Limited Partner of the Family Partnership of the

COMMON STOCK	03/27/2009	Â	P4	145,290	A	\$ 1.15	1,305,107	I	Family Partnership By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	03/27/2009	Â	P4	590	A	\$ 1.15	1,305,107	I	By self as Trustee of Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	03/27/2009	Â	P4	535	A	\$ 1.15	1,305,107	I	By self as Trustee of Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	03/27/2009	Â	P4	595	A	\$ 1.15	1,305,107	I	By self as Trustee of Gagnon Securiites LLC Profit Sharing Plan
COMMON STOCK	03/27/2009	Â	P4	2,320	A	\$ 1.15	1,305,107	I	By self as Trustee of Gagnon Securiites LLC Profit Sharing Plan

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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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
					(A)	(D)	Date Exercisable	Expiration Date		
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	246	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	246	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	738	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	246	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	246	05/30/2008	06/30/2010	Common Stock	1

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Warrants	\$ 5.1	05/30/2008	Â	C4	Â	246	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	10	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	108	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	961	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	79	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	246	05/30/2008	06/30/2010	Common Stock	1

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Warrants	\$ 5.1	05/30/2008	Â	C4	Â	344	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	10,175	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	5,918	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	325	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	1,000	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	1,800	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	17	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	1,000	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	1,800	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	5,155	05/30/2008	06/30/2010	Common Stock	1

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Warrants	\$ 5.1	05/30/2008	Â	C4	Â	1,415	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	1,605	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	11,550	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	59,721	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	24,837	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	15,279	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	1,616	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	6,267	05/30/2008	06/30/2010	Common Stock	1
Warrants	\$ 5.1	05/30/2008	Â	C4	Â	8,500	05/30/2008	06/30/2010	Common Stock	1

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 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.
- (2) No additional consideration paid by the Reporting Person for such warrant/right.

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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.