

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 Ownership (Instr. 4)
				(A) or (D)	Price		
COMMON STOCK	02/11/2010	Â	S4	39 D	\$ 1.2185	1,862,141 I	By Managing Member of General Partner of Darwin Partnership
COMMON	02/11/2010	Â	S4	2 D	\$	1,862,141 I	By

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STOCK							1.2185			Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	39	D	\$ 1.2185	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	2	D	\$ 1.2185	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	31	D	\$ 1.2185	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	31	D	\$ 1.2185	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	74	D	\$ 1.2185	1,862,141	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/11/2010	Â	S4	45	D	\$ 1.2185	1,862,141	I		By Managing Member of General Partner of Fallen

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COMMON STOCK	02/11/2010	Â	S4	95	D	\$ 1.2185	1,862,141	I	Angel By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/11/2010	Â	S4	52	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/11/2010	Â	S4	77	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/11/2010	Â	S4	2	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/11/2010	Â	S4	42	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/11/2010	Â	S4	1	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/11/2010	Â	S4	61	D	\$ 1.2185	1,862,141	I	By Managing Member of General

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COMMON STOCK	02/11/2010	Â	S4	33	D	\$ 1.2185	1,862,141	I	Partner of Fallen Angel By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/11/2010	Â	S4	802	D	\$ 1.2185	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/12/2010	Â	S4	316	D	\$ 1.22	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/12/2010	Â	S4	484	D	\$ 1.22	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/17/2010	Â	S4	566	D	\$ 1.1943	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/17/2010	Â	S4	956	D	\$ 1.1943	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/17/2010	Â	S4	1,050	D	\$ 1.1943	1,862,141	I	By Managing

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COMMON STOCK	02/17/2010	Â	S4	1,280	D	\$ 1.1943	1,862,141	I	Member of General Partner of Fallen Angel By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/18/2010	Â	P4	324	A	\$ 1.1536	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/18/2010	Â	P4	594	A	\$ 1.1536	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	02/18/2010	Â	P4	4,415	A	\$ 1.1536	1,862,141	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	02/22/2010	Â	P4	18	A	\$ 1.19	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/22/2010	Â	P4	33	A	\$ 1.19	1,862,141	I	By Managing Member of General

COMMON STOCK	02/22/2010	Â	P4	249	A	\$ 1.19	1,862,141	I	Partner of Fallen Angel By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	02/23/2010	Â	P4	158	A	\$ 1.19	1,862,141	I	

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D B O E I F I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAGNON NEIL	Â	Â X	Â	Â

1370 AVENUE OF THE AMERICAS, 24TH FLOOR
NEW YORK, NY 10019

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).

^

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 nine 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.