

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

(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	02/23/2010	Â	P4	289	A \$ 1.19	1,862,141 I	By Managing Member of General Partner of Fallen Angel
COMMON	02/23/2010	Â	P4	2,153	A \$ 1.19	1,862,141 I	By

## STOCK

									Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	03/01/2010	Â	P4	39	A	\$ 1.18	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	03/01/2010	Â	P4	71	A	\$ 1.18	1,862,141	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	03/01/2010	Â	P4	525	A	\$ 1.18	1,862,141	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	03/15/2010	Â	P4	22,630	A	\$ 1.18	1,862,141	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	03/15/2010	Â	P4	35,470	A	\$ 1.18	1,862,141	I	By Managing Member of General Partner of Fallen Angel

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COMMON STOCK	03/15/2010	Â	P4	320,920	A	\$ 1.18	1,862,141	I	By Managing Member of General Partner of Gagnon Investment Associates Master Fund LP
COMMON STOCK	03/15/2010	Â	P4	124,866	A	\$ 1.18	1,862,141	D	Â
COMMON STOCK	03/15/2010	Â	P4	180,881	A	\$ 1.18	1,862,141	D	Â
COMMON STOCK	03/15/2010	Â	P4	70	A	\$ 1.18	2,866,700	D	Â
COMMON STOCK	07/22/2010	Â	S4	11,551	D	\$ 1.2313	2,866,700	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	07/22/2010	Â	S4	16,501	D	\$ 1.2313	2,866,700	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	07/22/2010	Â	S4	1,428	D	\$ 1.2313	2,866,700	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	04/19/2011	Â	S4	1,742	D	\$ 3.135	2,866,700	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	04/19/2011	Â	S4	1,258	D	\$ 3.135	2,866,700	I	By Managing Member of

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COMMON STOCK	04/20/2011	Â	S4	880	D	\$ 3.15	2,866,700	I	General Partner of Fallen Angel By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	04/20/2011	Â	S4	130	D	\$ 3.15	2,866,700	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	04/20/2011	Â	S4	730	D	\$ 3.15	2,866,700	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	04/21/2011	Â	S4	581	D	\$ 3.15	2,866,700	I	By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	04/21/2011	Â	S4	419	D	\$ 3.15	2,866,700	I	By Managing Member of General Partner of Fallen Angel
COMMON STOCK	04/25/2011	Â	S4	387	D	\$ 3.21	2,866,700	I	By Managing Member of General Partner of Darwin Partnership
	04/25/2011	Â	S4	279	D	\$ 3.21	2,866,700	I	

COMMON STOCK										By Managing Member of General Partner of Fallen Angel
COMMON STOCK	06/01/2011	Â	S4	274	D	\$ 3.07	2,866,700	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	06/01/2011	Â	S4	198	D	\$ 3.07	2,866,700	I		By Managing Member of General Partner of Fallen Angel
COMMON STOCK	06/03/2011	Â	S4	581	D	\$ 3	2,866,700	I		By Managing Member of General Partner of Darwin Partnership
COMMON STOCK	06/03/2011	Â	S4	419	D	\$ 3	2,829,342	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.

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**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	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 Se B O E
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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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  
 \_\_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).

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### 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 ten 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.