

General Finance CORP
Form 8-K
May 02, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 2, 2008

General Finance Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-32845
(Commission File Number)

32-0163571
(I.R.S. Employer Identification No.)

39 East Union Street
Pasadena, California
(Address of Principal Executive Offices)

91103
(Zip Code)

(626) 584-9722
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (See General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTES

Certain References

References in this Report to “we,” “us,” “our” or the “company” refer to General Finance Corporation, a Delaware corporation (“GFN”), and its direct and indirect subsidiaries, including GFN U.S. Australasia Holdings, Inc., a Delaware corporation (“GFN U.S.”), its subsidiary GFN Australasia Holdings Pty Limited, an Australian corporation (“GFN Holdings”), its subsidiary GFN Australasia Finance Pty Limited, an Australian corporation (“GFN Finance”), and its subsidiary RWA Holdings Pty Limited, an Australian corporation (“RWA”). RWA and its subsidiaries are collectively referred to in this Report as “Royal Wolf.”

TABLE OF CONTENTS

	Page
<u>Item 8.01</u> <u>Other Events</u>	1
<u>Item 9.01</u> <u>Financial Statements and Exhibits</u>	1

EXHIBIT
99.1

Item 8.01

Other Events

On May 2, 2008 we issued a press release announcing the commencement of an offer to holders of the Company's 9,208,333 warrants, including all of the Company's publicly-traded warrants, consisting of the opportunity to exercise those warrants on amended terms, for a limited time. The Company is modifying 9,208,333 of its warrants to reduce the exercise price from \$6.00 to \$5.10 so that a holder may exercise a warrant by paying \$5.10 to receive one share of common stock. The offer will commence on May 2, 2008, and continue until May 30, 2008 at 5:00 p.m., Eastern Daylight Time, unless the offer is extended or withdrawn. Warrants must be tendered prior to the expiration of the offer, and tenders of existing warrants may be withdrawn at anytime on or prior to the expiration of the offer. Withdrawn warrants will be returned to the holder in accordance with the terms of the offer. Upon termination of the offer, the original terms of the warrants will be reinstated, the exercise price will revert to \$6.00 and the warrants will expire on April 5, 2010, unless earlier redeemed according to their original terms.

A copy of the press release is attached as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01

Financial Statements and Exhibits

Exhibit:

99.1 Press Release dated May 2, 2008

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL FINANCE CORPORATION

Date: May 2, 2008

By: /s/ CHRISTOPHER A. WILSON

Christopher A. Wilson
Vice President, General Counsel & Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1.	Press Release dated May 2, 2008