

General Finance CORP  
Form SC 13D/A  
June 09, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(a)

(Amendment No. 1)

**GENERAL FINANCE  
CORPORATION**

(Name of Issuer)

Common Stock  
(Title of Class of Securities)

369822101  
(CUSIP Number)

John O. Johnson  
450 North Brand Avenue, Suite 648  
Glendale, CA 91203

(Name; Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 30, 2008  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box."

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



1. Name of Reporting Person

**John O. Johnson**

I.R.S. Identification No. of Above Persons (entities only)

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2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions)

PF

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

665,617

Number of  
Shares

8. Shared Voting Power

-0-

Beneficially  
Owned by

9. Sole Dispositive Power

665,617

Each  
Reporting  
Person With

10. Shared Dispositive Power

-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person

665,617

12. Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

4.7%

14 Type of Reporting Person (See Instructions)  
IN

2

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#### ITEM 1. SECURITY AND ISSUER.

This Schedule 13D relates to the common stock, par value \$.0001 per share ("Common Stock"), of General Finance Corporation (the "Issuer"). The principal executive offices of the Issuer are located at 39 East Union Street, Pasadena, CA 91103.

This statement is filed by John O. Johnson (the "Reporting Person"). His business address is at 39 East Union Street, Pasadena, CA 91103. His principal occupation is acting as the Chief Operating Officer of the Issuer.

During the last five years, the Reporting Person has not been convicted in a criminal proceeding of the type required to be disclosed under this Item 2.

During the last five years, the Reporting Person has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining final violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

The Reporting Person is a citizen of the United States.

#### ITEM SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

3.

The Reporting Person used personal funds to acquire the securities of the Issuer.

#### ITEM 4. PURPOSE OF TRANSACTION

The Reporting Person is the Chief Operating Officer of the Issuer. As such, he participates in the planning and management of the Issuer.

From May 2, 2008 until May 30, 2008 (the "Offer Period"), the Issuer extended a tender offer ("Tender Offer") to holders of 9,208,333 of the Company's warrants (the "Warrants"), which consist of 8,625,000 Warrants issued on April 5, 2006 in the Company's initial public offering (the "IPO") and 583,333 Warrants issued to Ronald F. Valenta and the Reporting Person in a private placement immediately prior to the Company's IPO, to reduce the exercise price of such Warrants from \$6.00 to \$5.10 per Warrant during the Offer Period. Pursuant to the Tender Offer, the Reporting Person exercised 49,109 warrants and received 49,109 shares of common stock.

Depending upon market conditions and other factors that the Reporting Person deems material, (i) he may purchase additional shares of Common Stock or other securities of the Company in the open market, in private transactions or from the Company, or may dispose of all or a portion of the shares of Common Stock or other securities of the Company that he now owns or hereafter may acquire, and (ii) he may from time to time develop plans respecting, or propose changes in, the management, composition of the board of directors, policies, operations, capital structure or business of the Company, including a possible recapitalization or sale of the Company. Except as described in the preceding sentence, the Reporting Person does not have any present plans or proposals that relate to, or that would result in, any of the events described in paragraphs (a) to (j) of Item 4 of the Schedule 13D instructions. The Reporting Person reserves the right to formulate plans or make proposals, and take such actions with respect to his investment in the Company, including any or all of the items specified in paragraphs (a) to (j) of Item 4 of the Schedule 13D instructions and any other actions as he may determine.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

The Reporting Person beneficially owns 665,617 shares of Common Stock, representing 4.7% of the Common Stock of the Issuer, calculated in accordance with Rule 13d-3. These shares include 260,258 shares that may be acquired upon exercise of warrants, which warrants were issued by the Issuer in its initial public offering (the "IPO Warrants").

The Reporting Person has sole voting and investment power with respect to all of the shares beneficially owned.

The Reporting Person has not purchased or sold any Common Stock of the Issuer in the 60 days prior to this filing. The Reporting Person is making this filing because he exercised warrants pursuant to the Issuer's tender offer.

As of June 3, 2008, Mr. Johnson is no longer the beneficial owner of more than 5.0% of the Common Stock of the Company. Accordingly, this amendment is the final amendment to Schedule 13D and is an exit filing.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO THE SECURITIES OF THE ISSUER.**

The Reporting Person is a party to that certain Amended and Restated Registration Rights Agreement dated March 3, 2006 (the "Registration Rights Agreement"), by and among the Issuer, the Reporting Person and certain other stockholders of the Issuer (the "Registration Rights Stockholders"), and relating to 475,000 shares of Common Stock held by the Reporting Person.

Pursuant to the Registration Rights Agreement, the Reporting Person and the Registration Rights Stockholders have two demand and unlimited piggyback registration rights with respect to the shares of Common Stock held by such persons. The Issuer will bear the expenses incurred in connection with the filing of any such registration statements requested pursuant to the Registration Rights Agreement.

**ITEM MATERIAL TO BE FILED AS EXHIBITS.**

7.

None.

**Signature**

After reasonable inquiry and to the best of its, his or her knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: June 3, 2008

/s/ JOHN O. JOHNSON  
John O. Johnson