

Edgar Filing: General Finance CORP - Form 8-K

General Finance CORP  
Form 8-K  
February 23, 2011

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): February 18, 2011

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 Mobile Storage Inc., a Delaware corporation (“GFNMS”), GFN North America Corp., a Delaware corporation (“GFNNA”), and its subsidiary Pac-Van, Inc., an Indiana corporation (which, combined with GFNMS, is referred to herein as “Pac-Van”), 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”), and its subsidiaries. GFN Holdings and its subsidiaries are collectively referred to herein as “Royal Wolf.”

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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

As previously reported, on January 18, 2011 GFN received notice from The NASDAQ Stock Market stating that the warrants of GFN, which trade under the symbol "GFNCZ," have not maintained a minimum of two active market makers as required for continued inclusion by Listing Rule 5455(b) and that GFN would be provided 30 calendar days, or until February 17, 2011, to regain compliance.

On February 18, 2011 The NASDAQ Stock Market issued its Staff Determination Letter to GFN advising that the warrants of GFN, which trade under the symbol "GFNCZ," have not maintained a minimum of two active market makers as required by Listing Rule 5450(b)(1)(D). GFN received the Staff Determination Letter on February 18, 2011.

Unless GFN appeals the determination that the warrants have not maintained a minimum of two active market makers as required by Listing Rule 5450(b)(1)(D), trading of the warrants will cease on March 1, 2011 and a Form 25-NSE will be filed with the Securities and Exchange Commission to remove the warrants from listing and registration on The NASDAQ Stock Market.

GFN plans to apply to have the warrants listed and registered on The NASDAQ Stock Market once two active market makers have confirmed that each will make a market in the warrants.

Item 9.01 Financial Statements and Exhibits

Exhibit:

99.1 NASDAQ Stock Market letter dated February 18, 2011

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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

Dated: February 22, 2011

By: /s/ CHRISTOPHER A. WILSON  
Christopher A. Wilson

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EXHIBIT INDEX

Exhibit Number	Exhibit Description
99.1	NASDAQ Stock Market letter dated February 18, 2011