

General Finance CORP  
Form 8-K  
April 12, 2013

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): April 11, 2013

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. These subsidiaries include GFN U.S. Australasia Holdings, Inc., a Delaware corporation (“GFN U.S.”); GFN North America Corp., a Delaware corporation (“GFNNA”); GFN Manufacturing Corporation, a Delaware corporation (“GFNMC”), and its subsidiary Southern Frac, LLC, a Texas limited liability company; Royal Wolf Holdings Limited (formerly GFN Australasia Holdings Pty Limited), an Australian corporation publicly traded on the Australian Securities Exchange (“RWH”); and its Australian and New Zealand subsidiaries (collectively, “Royal Wolf”); Pac-Van, Inc., an Indiana corporation, and its Canadian subsidiary, PV Acquisition Corp., an Alberta corporation, doing business as “Container King” (collectively, “Pac-Van”).

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On April 11, 2013 the Company filed with the Delaware Secretary of State an Amended and Restated Certificate of Designation, Preferences and Rights of Series A 12.5% Cumulative Preferred Stock (“Series A Preferred Stock”) which reduced the number of authorized Series A Preferred Stock to 25,900 shares but made no other changes in the rights, preferences and privileges of the Series A Preferred Stock. This Amended and Restated Certificate of Designation, Preferences and Rights of Series A Preferred Stock is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits

Exhibit:

- 3.1 General Finance Corporation Amended and Restated Certificate of Designation, Preferences and Rights of Series A 12.5% Cumulative Preferred Stock

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: April 12, 2013

By: /s/ CHRISTOPHER A. WILSON  
Christopher A. Wilson  
Vice President, General Counsel &  
Secretary

EXHIBIT INDEX

Exhibit Number	Exhibit Description
3.1	General Finance Corporation Amended and Restated Certificate of Designation, Preferences and Rights of Series A 12.5% Cumulative Preferred Stock

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