

General Finance CORP  
Form S-3MEF  
June 10, 2014

As filed with the Securities and Exchange Commission on June 10, 2014

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-3**

**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**GENERAL FINANCE CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**39 East Union Street**

**Pasadena, California 91103**

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

**(626) 584-9722**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**Christopher A. Wilson, Esq.**

**General Counsel, Vice President & Secretary**

**39 East Union Street**

**Pasadena, California 91103**

**Phone: (626) 584-9722 Facsimile: (626) 795-8090**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**William Schwitter, Esq.**

**Paul Hastings LLP**

**75 East 55th Street**

**New York, New York 10022**

**(212) 318-6400**

**Edward S. Best, Esq.**

**Mayer Brown LLP**

**71 South Wacker Drive**

**Chicago, Illinois 60606**

**(312) 701-7100**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-195374

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If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to Be Registered</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee(1)</b>
Debt securities	\$12,000,000	\$1,545.60

(1) The proposed maximum aggregate offering price has been estimated solely to calculate the registration fee in accordance with Rule 457(o) under the Securities Act of 1933.

**EXPLANATORY NOTE**

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-195374) (the "Prior Registration Statement") filed by General Finance Corporation with the Securities and Exchange Commission (the "Commission") on April 18, 2014, as amended, which was declared effective by the Commission on June 2, 2014, are incorporated herein by reference. The contents of the Prior Registration Statement, including the exhibits and power of attorney thereto, are hereby incorporated by reference.

The Registrant is filing this registration statement for the sole purpose of increasing the aggregate principal amount of debt securities being offered by \$12,000,000.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith

**CERTIFICATION**

The Registrant hereby certifies to the Commission that (i) it has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account as soon as practicable (but no later than the close of business on June 10, 2014), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee, and (iv) it will confirm receipt of such instructions by its bank during regular business hours on June 10, 2014.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pasadena, State of California, on the 10th day of June, 2014.

GENERAL FINANCE CORPORATION

By: /s/ Charles E. Barrantes  
 Charles E. Barrantes  
 Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
*  Ronald F. Valenta	Chief Executive Officer and Director (Principal Executive Officer)	June 10, 2014
*  Charles E. Barrantes	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 10, 2014
*  James B. Roszak	Director	June 10, 2014
*  Manuel Marrero	Director	June 10, 2014
*  David M. Connell	Director	June 10, 2014
*  Susan Harris	Director	June 10, 2014
*  Larry D. Tashjian	Director	June 10, 2014

\* By: /s/ Christopher A. Wilson  
Christopher A. Wilson,  
Attorney-in-Fact

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Legal Opinion of Paul Hastings LLP
23.1	Consent of Independent Registered Public Accounting Firm (Crowe Horwath LLP)
23.2	Consent of Independent Registered Public Accounting Firm (Swenson Advisors, LLP)
23.3	Consent of Paul Hastings LLP (contained within Exhibit 5.1)
24	Power of Attorney (included on the signature page to Registration Statement No. 333-195374)