

General Finance CORP  
Form 10-Q/A  
July 02, 2009

U. S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q/A  
Amendment No. 1

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934.

For the quarterly period ended December 31, 2008  
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 001-32845

(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

39 East Union Street  
Pasadena, CA 91103  
(Address of Principal Executive Offices)  
(626) 584-9722

(Registrant's Telephone Number, Including Area Code)

Indicate by check whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days:

Yes  No

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 definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act):

Yes  No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:  
17,826,052 shares issued and outstanding as of February 2, 2009.

EXPLANATORY NOTE

General Finance Corporation filed its Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2008 with the Securities and Exchange Commission on February 13, 2009 (the "Original Filing"). The sole purpose of

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this Amendment No. 1 on Form 10-Q/A is to include certain introductory language specified in paragraph 4 of the certifications pursuant to SEC Rule 13a-14(a)/15-d-14(a) relating to establishing and maintaining internal control over financial reporting, which was unintentionally omitted in the Original Filing. The certifications were filed as Exhibits 31.1 and 31.2.

Except as described above, there were no other changes made to the Original Filing.

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SIGNATURES

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 thereunto duly authorized.

Date: July 2, 2009

GENERAL FINANCE CORPORATION

By: /s/ Ronald F. Valenta  
Ronald F. Valenta  
Chief Executive Officer

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

