

General Finance CORP
Form 8-K
December 03, 2015

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): December 3, 2015

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 to “we,” “us,” “our” or the “Company” refer to General Finance Corporation, a Delaware corporation, and its consolidated subsidiaries. These subsidiaries include GFN U.S. Australasia Holdings, Inc., a Delaware corporation (“GFN U.S.”); GFN North America Leasing Corporation, a Delaware corporation; GFN North America Corp., a Delaware corporation; GFN Realty Company, LLC, a Delaware limited liability company; GFN Manufacturing Corporation, a Delaware corporation, and its subsidiary, Southern Frac, LLC, a Texas limited liability company (collectively “Southern Frac”); Royal Wolf Holdings Limited, an Australian corporation publicly traded on the Australian Securities Exchange (collectively with its Australian and New Zealand subsidiaries, “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”); and Lone Star Tank Rental Inc., a Delaware corporation (“Lone Star”).

TABLE OF CONTENTS

	Page
Item 5.07 Submission of Matters to a Vote of Security Holders	1

Item 5.07. Submission of Matters to a Vote of Security Holders

The annual meeting of stockholders of the Company was held on December 3, 2015 in Pasadena, California. Stockholders of record at the close of business on October 7, 2015 were entitled to one vote for each share of common stock held. On October 7, 2015, there were 26,008,878 shares of common stock outstanding.

At the annual meeting, the stockholders of the Company voted on the following proposals:

1. Proposal 1. To elect three members of the Board of Directors, for the term indicated below. The nominees for director were elected by a vote of the stockholders as follows:

	For	Withheld	Broker Non-Votes
William Baribault (three-year term)	10,733,851	48,269	12,019,093
Larry Tashjian (three-year term)	10,467,655	314,465	12,019,093
Ronald Valenta (three-year term)	10,713,951	68,169	12,019,093

2. Proposal 2. Ratification of the selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2016. The proposal was approved by a vote of stockholders as follows:

For	22,793,772
Against	6,860
Abstain	581
Broker non-votes	—

3. Proposal 3. Approve the Amended and Restated 2014 Stock Incentive Plan. The proposal was approved by a vote of stockholders as follows:

For	9,976,316
Against	794,304
Abstain	11,500
Broker non-votes	12,019,093

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: December 3, 2015

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