

AIR LEASE CORP  
Form S-1MEF  
April 18, 2011

As filed with the Securities and Exchange Commission on April 18, 2011

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form S-1**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**AIR LEASE CORPORATION**

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

**Delaware**

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

**7359**

*(Primary Standard Industrial  
Classification Code Number)*

**27-1840403**

*(I.R.S. Employer  
Identification Number)*

**2000 Avenue of the Stars, Suite 1000N  
Los Angeles, CA 90067  
(310) 553-0555**

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

**John L. Plueger  
President & Chief Operating Officer  
Air Lease Corporation  
2000 Avenue of the Stars, Suite 1000N  
Los Angeles, CA 90067  
(310) 553-0555**

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

*Copies to:*

**Grant A. Levy**  
**Executive Vice President, General**  
**Counsel & Secretary**  
**Air Lease Corporation**  
**2000 Avenue of the Stars, Suite 1000N**  
**Los Angeles, CA 90067**  
**(310) 553-0555**

**Robert B. Knauss, Esq.**  
**Mark H. Kim, Esq.**  
**Munger, Tolles & Olson LLP**  
**355 South Grand Avenue,**  
**35th Floor**  
**Los Angeles, CA 90071**  
**(213) 683-9100**

**Joseph A. Hall**  
**Davis Polk & Wardwell LLP**  
**450 Lexington Avenue**  
**New York, New York 10017**  
**(212) 450-4000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

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.  333-171734

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  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

**Proposed Maximum**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Class A Common Stock, par value \$0.01 per share	6,075,470	\$26.50	\$160,999,955	\$18,693

(1) Includes shares of Class A Common Stock that the underwriters have the option to purchase from the registrant solely to cover over-allotments, if any.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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**EXPLANATORY NOTE**

Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, Air Lease Corporation, a Delaware corporation (the Company), is filing this Registration Statement with the Securities and Exchange Commission (the SEC). This Registration Statement relates to the public offering of securities contemplated by the Registration Statement on Form S-1 (File No. 333-171734), which the Company filed on January 14, 2011, as amended, and which the SEC declared effective on April 8, 2011.

The Company is filing this Registration Statement for the sole purpose of increasing the number of shares of its Class A Common Stock, par value \$0.01 per share, to be registered by 6,075,470 shares. The contents of the Company's Registration Statement on Form S-1 (File No. 333-171734), including all exhibits thereto, are incorporated by reference into this Registration Statement in their entirety and are deemed to be a part of this Registration Statement.

The required opinion of counsel and related consent and accountant's consent are listed on the exhibit index and filed herewith.

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**Part II**  
**Information not required in prospectus**

**Item 16. Exhibits and financial statement schedules**

**A. Exhibits**

All exhibits previously filed or incorporated by reference in the registrant's Registration Statement on Form S-1, as amended (File No. 333-171734), are incorporated by reference into, and shall be deemed to be a part of this filing, except for the following, which are filed herewith:

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Munger, Tolles & Olson LLP
23.1	Consent of KPMG LLP
23.2	Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.1)

**Signatures**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Los Angeles, state of California, on April 18, 2011.

**AIR LEASE CORPORATION**

By: /s/ John L. Plueger

Name: John L. Plueger

Title: President & Chief Operating Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Steven F. Udvar-Házy Steven F. Udvar-Házy	Principal Executive Officer	April 18, 2011
/s/ James C. Clarke James C. Clarke	Principal Financial Officer	April 18, 2011
/s/ Gregory B. Willis Gregory B. Willis	Principal Accounting Officer	April 18, 2011
/s/ Steven F. Udvar-Házy Steven F. Udvar-Házy	Director	April 18, 2011
/s/ John L. Plueger John L. Plueger	Director	April 18, 2011
* John G. Danhaki	Director	April 18, 2011
* Matthew J. Hart	Director	April 18, 2011
* *	Director	April 18, 2011

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Robert A. Milton

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Director

April 18, 2011

Michel M.R.G. Péretié

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Director

April 18, 2011

Antony P. Ressler

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**Signature**

**Title**

**Date**

\*

Director

April 18, 2011

Wilbur L. Ross, Jr.

\*

Director

April 18, 2011

Ian M. Saines

\*

Director

April 18, 2011

Dr. Ronald D. Sugar

\*By:

/s/ John L. Plueger

John L. Plueger  
Attorney-in-Fact



**EXHIBIT INDEX**

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