

AIR LEASE CORP
Form 4
November 29, 2013

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DANHAKL JOHN G

(Last) (First) (Middle)

11111 SANTA MONICA
BOULEVARD, SUITE 2000

(Street)

LOS ANGELES, CA 90025

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AIR LEASE CORP [AL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/26/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	11/26/2013	(1)	S	2,985,945 (2)	\$ 30.88 0	I	See footnote (3)
Class A Common Stock	11/26/2013	(1)	S	895,712 (4)	\$ 30.88 0	I	See footnote (5)
Class A Common Stock					10,624 (6) (7)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DANHAKL JOHN G
11111 SANTA MONICA BOULEVARD
SUITE 2000
LOS ANGELES, CA 90025

X

Signatures

/s/ Cody L. Franklin, as attorney-in-fact for John G.
Danhakl

11/29/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Not applicable.

(2) Represents shares of Class A Common Stock sold by Green Equity Investors V, L.P. ("GEI V").

GEI V was the direct owner of the shares reported on this row. Mr. John G. Danhakl directly (whether through ownership or position) or indirectly through one or more intermediaries, may have been deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be an indirect beneficial owner of the shares owned by GEI V. Mr. Danhakl disclaims beneficial ownership of the shares reported on this row except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for purposes of Section 16, or for any other purpose.

(4) Represents shares of Class A Common Stock sold by Green Equity Investors Side V, L.P. ("GEI Side V").

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- GEI Side V was the direct owner of the shares reported on this row. Mr. Danhakl directly (whether through ownership or position) or indirectly through one or more intermediaries, may have been deemed for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, to be an indirect beneficial owner of the shares owned by GEI Side V. Mr. Danhakl disclaims beneficial ownership of the shares reported on this row except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that he is a beneficial owner of such securities for purposes of Section 16, or for any other purpose.
- (5)

- Mr. Danhakl is a Managing Partner of Leonard Green and Partners, L.P. ("LGP"), the management company of GEI V and GEI Side V (together with LGP, the "LGP Entities"). The securities reported on this row consist of 7,905 shares of the Issuer's Class A Common Stock held by Mr. Danhakl, and 2,719 restricted stock units ("RSUs"). The RSUs were granted to Mr. Danhakl under the Amended and Restated Air Lease Corporation 2010 Equity Incentive Plan in respect of his service on the Issuer's board of directors. The RSUs can be settled only for stock, and will vest on May 8, 2014, provided Mr. Danhakl is still a member of the Issuer's board of directors at such time. The Class A Common Stock reflects prior grants of RSUs that have vested and been settled for stock.
- (6)

- The securities reported on this row are held by Mr. Danhakl for the benefit of LGP. Mr. Danhakl disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein. The securities reported on this row do not include any securities of the Issuer directly owned by the LGP Entities.
- (7)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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