

Global Ship Lease, Inc.  
Form S-8  
December 24, 2008

As filed with the Securities and Exchange Commission on December 24, 2008.

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**Global Ship Lease, Inc.**

(Exact name of Registrant as specified in its charter)

**Republic of the Marshall Islands**  
(State or other jurisdiction of

incorporation or organization)

**4412**  
(Primary Standard Industrial

Classification Code Number)  
c/o Portland House

**N/A**  
(I.R.S. Employer

Identification No.)

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Stag Place

London SW1E 5RS

United Kingdom

44 (0) 207 869 8006

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

Puglisi & Associates

850 Library Avenue, Suite 204

Newark, Delaware 19711

(302) 738-6680 (Phone)

(302) 738-7210 (Fax)

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

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**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)
Class A common shares par value \$0.01 per share	1,500,000	\$2.71	\$4,065,000.00	\$159.75

- (1) Covers Class A common shares under Global Ship Lease, Inc.'s 2008 Equity Incentive Plan and, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), an indeterminate amount of additional Class A common shares that may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee have been computed on the basis of the average high and low prices per Class A common share reported on the New York Stock Exchange on December 19, 2008.



**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information specified in this Part I of the Registration Statement on Form S-8 (the "Registration Statement") is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act. The documents containing the information specified in Part I will be delivered to the participants in Global Ship Lease, Inc.'s 2008 Equity Incentive Plan (the "Plan") covered by this Registration Statement as required by Rule 428(b)(1).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed with the Securities and Exchange Commission by Global Ship Lease, Inc. (the "Company") pursuant to the Securities Act and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference in this Registration Statement:

- (a) The Company's Prospectus dated September 23, 2008 filed pursuant to Rule 424(b) of the Securities Act (File No. 333-153448) on September 23, 2008 (the "Prospectus") and

- (b) The registration statement on Form 8-A of GSL Holdings, Inc. (File No. 001-34153), filed on August 12, 2008.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Company is a Marshall Islands corporation. The section of the Prospectus entitled "Description of Securities Limitations on Liability and Indemnification of Officers and Directors" discloses that the Marshall Islands Business Corporations Act authorizes corporations to limit or eliminate the personal liability of directors and officers to corporations and their shareholders for monetary damages for breaches of directors' fiduciary duties. The Company's articles of incorporation include a provision that eliminates the personal liability of directors for monetary damages for breach of fiduciary duty as a director to the fullest extent permitted by law. Global Ship Lease's articles of incorporation provide that it must indemnify its directors and officers to the fullest extent authorized by law. Global Ship Lease is expressly authorized to advance certain expenses to its directors and officers and carry directors' and officers' insurance providing indemnification for its directors and officers for some liabilities.

The Company has entered into indemnification agreements with each of its directors and its executive officers. These indemnification agreements require the Company to indemnify and advance certain expenses to its directors and officers, including counsel fees and any kind of fee actually and reasonably incurred in connection with prosecuting, defending, preparing to prosecute or defend, investigating, or being or preparing to be a witness in any threatened, pending or completed action, suit, arbitration or proceeding including without limitation in an action by or in the right of the Company. The agreements also provide that to the extent the Company maintains an insurance policy providing directors and officers' liability insurance, such directors and officers shall be covered by such policy in accordance with its terms to the maximum extent of the coverage available for such person.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

For the list of exhibits, please see the Exhibit Index to this Registration Statement, which is incorporated in this item by reference.

**Item 9. Undertakings.**

(a) The Company hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act.
  - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered

would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement.

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

*provided, however,* that (A) Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8 (§239.16b of Regulation S-K), and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Company pursuant to section 13 or section 15(d) of the Exchange Act (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the Registration Statement; and (B) paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the Registration Statement is on Form S-3 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the Registration Statement;

*provided further, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is for an offering of asset-backed securities on Form S-1 or Form S-3, and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as

expressed in the Securities Act, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on December 24, 2008.

GLOBAL SHIP LEASE, INC.

By: /s/ Ian J. Webber  
Name: Ian J. Webber  
Title: Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below authorizes each of Michael S. Gross and Ian J. Webber as his attorney in fact and agent, with full power of substitution and resubstitution, to execute, in his name and on his behalf, in any and all capacities, this Registration Statement on Form S-8 and any amendments including post-effective amendments thereto and to file the same, with all the exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, necessary or advisable to enable the registrant to comply with the Securities Act of 1933, and any rules, regulations and requirements of the Securities and Exchange Commission, in respect thereof, in connection with the registration of the securities which are the subject of such Registration Statement, which amendments may make such changes in such Registration Statement as such attorney may deem appropriate, and with full power and authority to perform and do any and all acts and things, whatsoever which any such attorney or substitute may deem necessary or advisable to be performed or done in connection with any or all of the above-described matters, as fully as each of the undersigned could do if personally present and acting, hereby ratifying and approving all acts of any such attorney or substitute.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated on the 24th day of December 2008.

**Signature**  
/s/ Ian J. Webber  
Ian J. Webber

**Title**  
Chief Executive Officer

/s/ Susan J. Cook  
Susan J. Cook

Chief Financial Officer, Principal Accounting Officer and Secretary



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/s/ Michael S. Gross  
Michael S. Gross

Chairman of the Board of Directors

/s/ Howard Boyd  
Howard Boyd

Director

/s/ Angus R. Frew  
Angus R. Frew

Director

/s/ Guy Morel  
Guy Morel

Director

/s/ Jeffrey D. Pribor  
Jeffrey D. Pribor

Director

**Authorized Representative**

Pursuant to the requirements of the Securities Act of 1933, as amended, the duly undersigned representative in the United States, has signed this Registration Statement in New York, New York on December 24, 2008.

By: /s/ Michael S. Gross  
Name: Michael S. Gross  
Title: Chairman

**Exhibit Index**

<b>Exhibit Number</b>	<b>Description of Document</b>
4.1	Amended and Restated Articles of Incorporation of (incorporated by reference to Exhibit C of Exhibit 2.1 of Marathon Acquisition Corp. s Current Report on Form 8-K (File No. 001-32983) and filed on July 8, 2008)
4.2	Amended and Restated By-laws (incorporated by reference to Exhibit 3.2 of Global Ship Lease, Inc. s Registration Statement on Form F-4 (File No. 333-150309) and filed on April 18, 2008)
4.3	2008 Equity Incentive Plan (incorporated by reference to Exhibit 10.22 of Global Ship Lease, Inc. s Registration Statement on Form F-1 (File No. 333-153448) filed on September 11, 2008)
4.4	Specimen Class A common share certificate (incorporated by reference to Exhibit 4.4 of Global Ship Lease, Inc. s Registration Statement on Form F-1 (File No. 333-153448) filed on September 11, 2008)
5.1	Opinion of Seward & Kissel LLP
23.1	Consent of PricewaterhouseCoopers Audit, Neuilly-sur-Seine, France
23.2	Consent of Seward & Kissel LLP (included as part of Exhibit 5.1)
24.1	Power of Attorney (included in the signature pages to this Registration Statement)