

Fly Leasing Ltd  
Form 6-K/A  
February 28, 2012

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

Washington, D.C. 20549

**FORM 6-K/A**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of the Securities**

**Exchange Act of 1934**

**Date of Report: February 28, 2012**

**Fly Leasing Limited**

(Exact Name of registrant as specified in its charter)

**West Pier**

**Dun Laoghaire**

**County Dublin, Ireland**

(Address of principal executive office)

Indicate by check mark whether registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether registrant by furnishing the information contained in this Form is also thereby furnishing the information to the commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-



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This Amendment No. 2 further amends the report on Form 6-K that Fly Leasing Limited ( Fly ) filed with the SEC on October 20, 2011, as amended on December 28, 2011, regarding the completion of its acquisition of a portfolio of 49 aircraft, to include the financial statements of Judbury Investments Pty Limited.

| <b>Exhibit</b> | <b>Title</b> |
|----------------|--------------|
|----------------|--------------|

|      |                 |
|------|-----------------|
| 99.1 | Consent of KPMG |
|------|-----------------|

|      |   |
|------|---|
| 99.2 | Audited financial statements of Judbury Investments Pty Limited as of June 30, 2011 and June 30, 2010 and each of the two years in the period ended June 30, 2011 |
|------|---|

This report on Form 6-K/A is hereby incorporated by reference into Fly Leasing Limited's Registration Statement on Form F-3, as amended (Reg. No. 333-157817), first filed with the Securities and Exchange Commission on March 10, 2009; Registration Statement on Form F-3, as amended (Reg. No. 333-163036), first filed with the Securities and Exchange Commission on November 10, 2009; and Registration Statement on Form S-8, as amended (Reg. No. 333-166667), first filed with the Securities and Exchange Commission on May 7, 2010.

**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.

**Fly Leasing Limited**

(Registrant)

Date: February 28, 2012

By: /s/ Colm Barrington  
Colm Barrington  
Chief Executive Officer and Director