

Global Ship Lease, Inc.  
Form SC 13D/A  
August 26, 2010

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

**SCHEDULE 13D  
Under the Securities Exchange Act of 1934**

**(Final Amendment)**

**Global Ship Lease, Inc.**  
(Name of Issuer)

**Class A Common Shares, par value \$0.01 per share**  
(Title of Class of Securities)

**Y27183105**  
(CUSIP Number)

**Simon M. Lorne, Esq.  
Millennium Management LLC  
666 Fifth Avenue, 8th Floor  
New York, New York 10103  
(212) 841-4100**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**August 24, 2010**  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of § 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g) check the following box ☐.

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**SCHEDULE 13D**

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|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|
| <b>CUSIP No.</b><br>Y27183105                                                       |                                                                                                                     |
| <b>1</b>                                                                            | NAMES OF REPORTING PERSONS.<br>Integrated Core Strategies (US) LLC                                                  |
| <b>2</b>                                                                            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input type="radio"/>          |
| <b>3</b>                                                                            | SEC USE ONLY                                                                                                        |
| <b>4</b>                                                                            | SOURCE OF FUNDS<br>WC, OO                                                                                           |
| <b>5</b>                                                                            | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED<br>PURSUANT TO ITEMS 2(d) OR 2(e)<br><input type="radio"/> |
| <b>6</b>                                                                            | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                                    |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <b>7</b> SOLE VOTING POWER<br>-0-                                                                                   |
|                                                                                     | <b>8</b> SHARED VOTING POWER<br>-0-                                                                                 |
|                                                                                     | <b>9</b> SOLE DISPOSITIVE POWER<br>-0-                                                                              |
|                                                                                     | <b>10</b> SHARED DISPOSITIVE POWER<br>-0-                                                                           |
| <b>11</b>                                                                           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-                                                 |
| <b>12</b>                                                                           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="radio"/>                      |
| <b>13</b>                                                                           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0.0%                                                          |
| <b>14</b>                                                                           | TYPE OF REPORTING PERSON<br>OO                                                                                      |

**SCHEDULE 13D**

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|-------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------|
| <b>CUSIP No.</b><br>Y27183105                                                       |                                                                                                                                    |
| <b>1</b>                                                                            | NAMES OF REPORTING PERSONS.<br><br>Millennium Management LLC                                                                       |
| <b>2</b>                                                                            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/>              |
| <b>3</b>                                                                            | SEC USE ONLY                                                                                                                       |
| <b>4</b>                                                                            | SOURCE OF FUNDS<br><br>WC, OO                                                                                                      |
| <b>5</b>                                                                            | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><br><input checked="" type="checkbox"/> |
| <b>6</b>                                                                            | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware                                                                               |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <b>7</b> SOLE VOTING POWER<br>-0-                                                                                                  |
|                                                                                     | <b>8</b> SHARED VOTING POWER<br>-0-                                                                                                |
|                                                                                     | <b>9</b> SOLE DISPOSITIVE POWER<br>-0-                                                                                             |
|                                                                                     | <b>10</b> SHARED DISPOSITIVE POWER<br>-0-                                                                                          |
| <b>11</b>                                                                           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-                                                                |
| <b>12</b>                                                                           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="radio"/>                                     |
| <b>13</b>                                                                           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0.0%                                                                         |
| <b>14</b>                                                                           | TYPE OF REPORTING PERSON<br>OO                                                                                                     |

**SCHEDULE 13D**

|                                                                                     |                                                                                                                      |
|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| <b>CUSIP No.</b><br>Y27183105                                                       |                                                                                                                      |
| <b>1</b>                                                                            | NAMES OF REPORTING PERSONS.<br><br>Israel A. Englander                                                               |
| <b>2</b>                                                                            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) <input type="radio"/><br>(b) <input type="radio"/>           |
| <b>3</b>                                                                            | SEC USE ONLY                                                                                                         |
| <b>4</b>                                                                            | SOURCE OF FUNDS<br><br>WC, OO                                                                                        |
| <b>5</b>                                                                            | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)<br><br><input type="radio"/> |
| <b>6</b>                                                                            | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>United States                                                            |
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | <b>7</b> SOLE VOTING POWER<br>-0-                                                                                    |
|                                                                                     | <b>8</b> SHARED VOTING POWER<br>-0-                                                                                  |
|                                                                                     | <b>9</b> SOLE DISPOSITIVE POWER<br>-0-                                                                               |
|                                                                                     | <b>10</b> SHARED DISPOSITIVE POWER<br>-0-                                                                            |
| <b>11</b>                                                                           | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>-0-                                                  |
| <b>12</b>                                                                           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES<br><input type="radio"/>                       |
| <b>13</b>                                                                           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br>0.0%                                                           |
| <b>14</b>                                                                           | TYPE OF REPORTING PERSON<br>IN                                                                                       |

## Explanatory Note

### Introduction

This Final Amendment to Schedule 13D ("Final Amendment to Schedule 13D"), amends and restates Amendment No. 6 to Schedule 13D filed on August 11, 2009 by the Reporting Persons (as defined in Item 2, below), ("Amendment No. 6 to Schedule 13D"), relating to their beneficial ownership of the Class A common shares, par value \$0.01 per share (the "Class A Common Shares"), of Global Ship Lease, Inc., a corporation organized under the laws of the Republic of the Marshall Islands (the "Issuer").

As previously reported in Amendment No. 6 to Schedule 13D, Integrated Core Strategies (US) LLC held warrants to purchase the Issuer's Class A Common Shares. The warrants expired on August 24, 2010. Accordingly, this Final Amendment to Schedule 13D is being filed to reflect that as of August 24, 2010, Integrated Core Strategies (US) LLC is no longer the beneficial owner of any of the Issuer's Class A Common Shares. Consequently, neither Millennium Management LLC nor Israel A. Englander may be deemed to be beneficial owners of any of the Issuer's Class A Common Shares.

### Item 1. Security and Issuer.

The name of the Issuer is Global Ship Lease, Inc. The address of the Issuer's principal executive offices is c/o Portland House, Stag Place, London SW1E 5RS, United Kingdom. This Final Amendment to Schedule 13D relates to the Issuer's Class A Common Shares.

### Item 2. Identity and Background.

(a)-(c), (f). This Final Amendment to Schedule 13D is being filed by Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies").

Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies.

Israel A. Englander, a United States citizen ("Mr. Englander"), is the managing member of Millennium Management.

Integrated Core Strategies, Millennium Management and Mr. Englander will be collectively referred to as the reporting persons ("Reporting Persons") in this Final Amendment to Schedule 13D.

The business address for Integrated Core Strategies and Mr. Englander is c/o Millennium Management LLC, 666 Fifth Avenue, New York, New York 10103. The business address for Millennium Management is 666 Fifth Avenue, New York, New York 10103.

(d) During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) On December 1, 2005, Millennium Management and Mr. Englander, together with Millennium Partners, L.P. and certain related persons and entities, entered into settlements with the Securities and Exchange Commission ("SEC") and the Attorney General of the State of New York (the "NYAG") relating to allegations that Millennium Partners had engaged in a pattern of deceptive "market timing" of mutual fund shares in years prior to 2004 and, in the case of the settlement with the NYAG only, had failed to take adequate steps to prevent a trader from engaging in mutual fund "late trading" in violation of firm policy. The parties neither admitted nor denied the allegations or findings (except as to jurisdiction) but consented to the entry of

findings. The SEC proceedings are In the Matter of Millennium Partners, L.P., et al. Securities Act Release No. 8639 (December 1, 2005), available at [www.sec.gov](http://www.sec.gov). Contemporaneously, the NYAG issued an Assurance of Discontinuance relating to the claims and findings of that office.

Neither the Reporting Persons nor any other party admitted or denied any of the allegations or findings in these matters. The remedies included disgorgement by the entities of approximately \$148 million of mutual fund trading profits, civil penalties aggregating approximately \$32.15 million (with approximately \$30 million being paid by Mr. Englander), an administrative order to cease and desist from violations of the antifraud provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 (the "Exchange Act"), and prophylactic relief.

**Item 3. Source and Amount of Funds or Other Consideration.**

As of the date of this Final Amendment to Schedule 13D, the Reporting Persons are no longer beneficial owners or no longer may be deemed to be beneficial owners (as the case may be), of any of the Issuer's Class A Common Shares.

**Item 4. Purpose of Transaction.**

The Reporting Persons are engaged in the investment business, and in the course of that business employ the services of a number of portfolio managers, each of whom independently employs a separate and distinct trading strategy. A portion of the securities of the Issuer held by the Reporting Persons may be managed by portfolio managers who engage in event-, risk- or merger-arbitrage or fundamental strategies.

In pursuing their business, some of the Reporting Persons' portfolio managers analyze the operations, capital structure and markets of companies, including the Issuer, on a continuous basis, through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). (Other portfolio managers, who may also have long or short positions in securities of the Issuer from time to time, trade pursuant to quantitative or other strategies that do not involve such analyses and discussions.) From time to time, one or more of the portfolio managers may hold discussions with third parties or with management of issuers (including the Issuer) in which the portfolio managers may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder value. Such suggestions or positions may relate to one or more transactions of the type specified in clauses (a) through (j) of Item 4 of Schedule 13D of the Exchange Act, including, without limitation, such matters as disposing of or selling all or a portion of the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting certain types of anti-takeover measures and restructuring the Issuer's capitalization or dividend policy.

Except as set forth above, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions required to be described in Item 4 of this Final Amendment to Schedule 13D. Each of the Reporting Persons may, at any time, review or reconsider its position with respect to the Issuer and formulate plans or proposals with respect to any of such matters, but has no present intention of doing so.

**Item 5. Interest in Securities of the Issuer.**

(a) As of the date of this Final Amendment to Schedule 13D, the Reporting Persons are no longer beneficial owners or no longer may be deemed to be beneficial owners (as the case may be), of any of the Issuer's Class A Common Shares.

(c) Transactions in the Issuer's Class A Common Shares during the past 60 days: Schedule A annexed hereto lists all transactions in the Issuer's Class A Common Shares effected by the Reporting Persons during the past 60 days. All such transactions were effected in the open market by Millenco LLC, an affiliate of the Reporting

Persons.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of, dividends from, or proceeds from the sale of the Class A Common Shares reported in this Final Amendment to Schedule 13D.

(e) On August 24, 2010, the Reporting Persons ceased to beneficially own in excess of 5% of the Issuer's Class A Common Shares.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

In connection with arrangements with Integrated Core Strategies' prime brokers, such prime brokers are permitted to lend securities in Integrated Core Strategies' accounts to the extent permitted by debit balances in such accounts. Integrated Core Strategies generally will not have any knowledge of the specific loans made by such prime brokers. In the ordinary course of business, Integrated Core Strategies (or its prime brokers), may borrow securities to satisfy delivery obligations arising from short sales. However, it should be noted that shares lent by Integrated Core Strategies' prime brokers, may not be able to be recalled in advance of an applicable record date and thus, such loaned shares may not be able to be voted by Integrated Core Strategies.

There are no other contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

**Item 7. Material to Be Filed as Exhibits.**

Exhibit I: Joint Filing Agreement, dated as of August 25, 2010, by and among Integrated Core Strategies (US) LLC, Millennium Management LLC and Israel A. Englander.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 25, 2010

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

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EXHIBIT I

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13D filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership of the Class A Common Shares, par value \$0.01 per share, of Global Ship Lease, Inc., a corporation organized under the laws of the Republic of the Marshall Islands, is being filed and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: August 25, 2010

INTEGRATED CORE STRATEGIES (US) LLC

By: Integrated Holding Group LP,  
its Managing Member

By: Millennium Management LLC,  
its General Partner

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

MILLENNIUM MANAGEMENT LLC

By: /s/ David Nolan  
Name: David Nolan  
Title: Co-President

/s/ Israel A. Englander by David Nolan  
pursuant to Power of Attorney filed with  
the SEC on June 6, 2005  
Israel A. Englander

Schedule A

Transactions in the Issuer's Class A Common Shares during the past 60 days:

| Date of Transaction | Quantity Purchased<br>(Sold) | Price Per Share<br>\$ |
|---------------------|------------------------------|-----------------------|
| 6/30/2010           | (100)                        | 2.80                  |

Notes: All of the above transactions in the Issuer's Class A Common Shares were effected in the open market by Millenco LLC, an affiliate of the Reporting Persons. Some of the above sales were short sales.