

AIR LEASE CORP
Form 4
June 07, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ARES MANAGEMENT LLC

(Last) (First) (Middle)

2000 AVENUE OF THE STARS, 12TH FLOOR

(Street)

LOS ANGELES, CA 90067

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A common stock, par value \$0.01 ("Common Stock") | 06/06/2013 | | S | | 3,062,787 | D | \$ 26.75 |
| | | | | | 3,881,657 | D | (1) (2) (3) (4) |

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| ARES MANAGEMENT LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | X | | |
| ARES PARTNERS MANAGEMENT CO LLC 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | X | | |
| ARES CORPORATE OPPORTUNITIES FUND III LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | X | | |
| Ares Special Situations Fund LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | X | | |
| ARES SPECIAL SITUATION FUND I-B LP 2000 AVENUE OF THE STARS 12TH FLOOR LOS ANGELES, CA 90067 | | X | | |

Signatures

/s/ Michael D. Weiner, Authorized Signatory of ACOF OPERATING MANAGER III, LLC,
Manager, for ARES CORPORATE OPPORTUNITIES FUND III, L.P.

06/07/2013

**Signature of Reporting Person

Date

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/s/ Michael D. Weiner, Authorized Signatory of ASSF OPERATING MANAGER, LLC,
General Partner, for ASSF MANAGEMENT, L.P., General Partner, for ARES SPECIAL
SITUATIONS FUND, L.P. and ARES SPECIAL SITUATIONS FUND I-B, L.P. 06/07/2013

__Signature of Reporting Person Date

/s/ Michael D. Weiner, Authorized Signatory, for ARES MANAGEMENT LLC 06/07/2013

__Signature of Reporting Person Date

/s/ Michael D. Weiner, Authorized Signatory, for ARES PARTNERS MANAGEMENT
COMPANY LLC 06/07/2013

__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) This amount does not include 10,624 shares of Class A Common Stock issued or issuable upon vesting of restricted stock units to Antony Ressler in connection with his service on Air Lease Corporation's board of directors. Mr. Ressler holds such securities for the benefit of Ares Management LLC ("Ares Management"), Ares Corporate Opportunities Fund III, L.P. ("ACOF III"), Ares Special Situations Fund, L.P. ("ASSF") and Ares Special Situations Fund I-B, L.P. ("ASSF I-B") and, pursuant to the policies of the Ares Entities (defined in footnote 2), has assigned to Ares Management all economic, pecuniary and voting rights in respect of such securities. Mr. Ressler disclaims beneficial ownership of such securities, except to the extent of any pecuniary interest therein.

(2) The amount reported is owned of record by the designated reporting persons, ACOF III, ASSF and ASSF I-B. The general partner of ACOF III is ACOF Management III, L.P. ("ACOF Management") and the general partner of ACOF Management is ACOF Operating Manager III, LLC ("ACOF Operating"). The general partner of each of ASSF and ASSF I-B is ASSF Management, L.P. ("ASSF Management") and the general partner of ASSF Management is ASSF Operating Manager, LLC ("ASSF Operating"). ACOF Operating and ASSF Operating are owned by Ares Management, which, in turn, is owned by Ares Management Holdings LLC ("AMH"). AMH is controlled by Ares Holdings LLC ("AH LLC"), which, in turn, is controlled by Ares Partners Management Company LLC ("APMC" and together with ACOF III, ACOF Management, ACOF Operating, ASSF, ASSF I-B, ASSF Management, ASSF Operating, Ares Management, AMH and AH LLC, the "Ares Entities"). APMC is managed by an executive committee comprised of (Continued in footnote 3)

(3) Mr. Ressler, Michael Arougheti, David Kaplan, Gregory Margolies and Bennett Rosenthal. Because the executive committee acts by consensus/majority approval, none of the members of the executive committee has sole voting or dispositive power with respect to any shares of Common Stock. Each of the members of the executive committee, the Ares Entities (other than ACOF III, ASSF and ASSF I-B with respect to the shares held directly by ACOF III, ASSF and ASSF I-B, respectively) and the directors, officers, partners, stockholders, members and managers of the Ares Entities expressly disclaims beneficial ownership of any shares of Class A Common Stock, except to the extent of any pecuniary interest therein, and this Form 4 shall not be deemed an admission that any such person or entity is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes. (Continued in footnote 4)

(4) The address of each Ares Entity is 2000 Avenue of the Stars, 12th Floor, Los Angeles, California 90067.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.