

GROSS MICHAEL S
Form SC 13D/A
November 20, 2009

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 2)***

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)

Michael S. Gross

500 Park Avenue, 5th Floor

New York, NY 10022

(212) 993-1675

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

November 17, 2009

(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. Y27183105

NAMES OF REPORTING PERSONS

1

Michael S. Gross

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

SC, PF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

NUMBER OF 26.00%(1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 26.00%(1)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

26.00%(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

26.00%(2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

(1) Reflects the aggregate amount beneficially owned as of November 19, 2009.

(2) Based upon 53,473,467 outstanding shares, which includes the 46,575,194 Class A Common Shares of the Issuer issued and outstanding as of September 30, 2009, as reported in the Issuer's Report of Foreign Private Issuer on Form 6-K filed on November 10, 2009, as well as the 3,007,288 Class A Common Shares underlying the Class A Warrants held by Marathon Founders, LLC and 3,850,000 Class A Common Shares underlying the Founder Warrant and 40,985 restricted stock units which will vest in January 2010 which are held by Mr. Gross.

CUSIP No. Y27183105

NAMES OF REPORTING PERSONS

1

Marathon Founders, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

AF

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 11.72%(1)

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 8

0

SOLE DISPOSITIVE POWER

EACH REPORTING 9

PERSON 11.72%(1)

WITH SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

11.72%(1)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

11.72%(2)

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

OO

(1) Reflects the aggregate amount beneficially owned as of November 19, 2009.

(2) Based upon 49,582,482 outstanding shares, which includes the 46,575,194 Class A Common Shares of the Issuer issued and outstanding as of September 30, 2009, as reported in the Issuer's Report of Foreign Private Issuer on Form 6-K filed on November 10, 2009, as well as the 3,007,288 Class A Common Shares underlying the Class A Warrants held by Marathon Founders, LLC.

Item 1. Security and Issuer.

This Amendment No. 2 to Schedule 13D (Amendment No. 2) relating to the Class A Common Shares par value \$0.01 per share (Class A Common Shares) of Global Ship Lease, Inc. (Global Ship Lease) is being filed on behalf of the undersigned to amend the Schedule 13D which was originally filed on August 25, 2008 (the Schedule 13D) and amended by Amendment No. 1 on August 28, 2008 (the Amendment).

In addition to disclosing a 1% change in ownership by the Reporting Persons, this Amendment No. 2 amends the Schedule 13D to reflect the transactions in the shares since the filing of the Amendment.

Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background.

Mr. Gross and Marathon Founders have agreed to jointly file this Amendment No. 2. A Joint Filing Agreement is filed herewith.

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

The information set forth in Item 4 of the Schedule 13D and Amendment No. 2 is hereby incorporated by reference herein.

In November 2008, restricted stock units were granted to directors as part of their compensation for service during 2008 and vested on January 1, 2009. Mr. Gross received 10,045 shares in connection with his service as a director of Global Ship Lease. An additional 40,985 restricted stock units will vest in January 2010.

As specifically listed on Schedule A attached hereto and incorporated by reference, Mr. Gross acquired 867,301 shares for investment purposes using personal funds beginning on November 16, 2009 through November 19, 2009.

Item 4. Purpose of Transaction.

The information in Item 4 of the Schedule 13D and the Amendment is incorporated herein by reference and is supplemented as follows.

As of November 17, 2009, Mr. Gross had acquired an additional 1.09% of the outstanding Class A Common Shares based upon 46,575,194 Class A Common Shares of the Issuer issued and outstanding as of September 30, 2009, as reported in the Issuer's Report of Foreign Private Issuer on Form 6-K filed on November 10, 2009 of Global Ship Lease for investment purposes.

Item 5. Interest in Securities of the Issuer.

The information in Item 5 of the Schedule 13D and the Amendment is incorporated herein by reference and is supplemented as follows.

- (a) The information required by this paragraph is set forth in rows (11) through (13) of the cover page of this Amendment No. 2 and is incorporated herein by reference. As of November 19, 2009, the Reporting Persons are the beneficial owners of an aggregate of approximately 26.00% of the issued and outstanding Class A Common Shares (based upon 53,473,467 outstanding shares, which includes the 46,575,194 Class A Common Shares of the Issuer issued and outstanding as of September 30, 2009, as reported in the Issuer's Report of Foreign Private Issuer on Form 6-K filed on November 10, 2009, as well as the 3,007,288 Class A Common Shares underlying the Class A Warrants held by Marathon Founders and the 3,850,000 Class A Common Shares underlying the Founder Warrants and 40,985 restricted stock units which will vest in January 2010 which are held by Mr. Gross). Marathon Founders holds 2,801,357 of the Class A Common Shares and 3,007,288 Class A Warrants that are exercisable for Class A Common Shares beneficially owned by Mr. Gross. Mr. Gross may be considered to have beneficial ownership of Marathon Founders' interests in Global Ship Lease.
- (b) The response of the Reporting Persons to (i) rows (7) through (10) of the cover page of this statement and (ii) Item 5(a) are incorporated herein by reference.
- (c) Other than as described in this Amendment No. 2 and on Schedule A to this Amendment No. 2 which is incorporated herein by reference, the Reporting Persons have not effected any other transactions in the Class A Common Shares during the past 60 days.
- (d) Not applicable.

Item 7. Material to be Filed as Exhibits.

- 1. Joint Filing Agreement, dated November 19, 2009, by and among Michael S. Gross and Marathon Founders, LLC

SIGNATURES

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

Date: November 19, 2009

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

MARATHON FOUNDERS, LLC

By: /s/ Michael S. Gross
Name: Michael S. Gross
Title: Managing Member

Appendix A

DIRECTORS AND EXECUTIVE OFFICERS OF MARATHON FOUNDERS, LLC

| Name | Position | Address |
|---------------|-----------------|--|
| Michael Gross | Managing Member | 500 Park Avenue 5th Floor New York, NY 10022 |

SCHEDULE A
Michael S. Gross

| Shares Purchased/Acquired | Price Per Share | Date of Purchase/Acquisition |
|---------------------------|-----------------|------------------------------|
| 25,000 | 1.0700 | 11/16/09 |
| 25,000 | 1.0800 | 11/16/09 |
| 25,000 | 1.0900 | 11/16/09 |
| 50,000 | 1.0900 | 11/16/09 |
| 50,000 | 1.0696 | 11/17/09 |
| 50,000 | 1.0800 | 11/17/09 |
| 50,000 | 1.0764 | 11/17/09 |
| 50,000 | 1.0755 | 11/17/09 |
| 50,000 | 1.0700 | 11/17/09 |
| 50,000 | 1.0682 | 11/17/09 |
| 50,000 | 1.0703 | 11/17/09 |
| 31,000 | 1.0786 | 11/17/09 |
| 50,000 | 1.1300 | 11/18/09 |
| 50,000 | 1.1400 | 11/18/09 |
| 49,700 | 1.1500 | 11/18/09 |
| 900 | 1.1600 | 11/18/09 |
| 4,700 | 1.1700 | 11/18/09 |
| 38,400 | 1.2500 | 11/19/09 |
| 50,000 | 1.2700 | 11/19/09 |
| 5,500 | 1.2600 | 11/19/09 |
| 4,201 | 1.2900 | 11/19/09 |
| 25,000 | 1.3600 | 11/19/09 |
| 1,900 | 1.3600 | 11/19/09 |
| 6,000 | 1.3800 | 11/19/09 |
| 13,300 | 1.4200 | 11/19/09 |
| 11,700 | 1.4200 | 11/19/09 |
| 25,000 | 1.4000 | 11/19/09 |
| 25,000 | 1.3900 | 11/19/09 |

Marathon Investors, LLC

None