Global Ship Lease, Inc.
Form 4
October 08, 2008

# FORM 4

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

**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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILLENCO, L.L.C.

(Last) (First) (Middle)

C/O MILLENNIUM MANAGEMENT LLC, 666 FIFTH AVENUE, 8TH FLOOR

(Street)

NEW YORK, NY 10103-0899

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Global Ship Lease, Inc. [GSL]

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2008

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 Shares | 10/06/2008 | | S | | 20,300 | D | $ 5 | 2,142,528 (1) | D (5) (8) (9) | |
| Class A Common Shares | | | | | | | | 186,866 (2) | D (4) (5) (6) (7) (8) (9) | |

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

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**number.**

**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) | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Warrant | $ 6 (3) | | | | | | | 09/22/2008(3) | 08/24/2010(3) | Class A Common Shares | 4,302,76 (1) (3) |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MILLENCO, L.L.C.<br>C/O MILLENNIUM MANAGEMENT LLC<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899 | | X | | |
| COGNIZANT HOLDINGS, LTD.<br>MILLENNIUM INTERNATIONAL MANAGEMENT LP<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899 | | | | May be deemed a group member. |
| INTEGRATED HOLDING GROUP, L.P.<br>C/O MILLENNIUM MANAGEMENT LLC<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899 | | | | May be deemed a group member. |
| MILLENNIUM INTERNATIONAL MANAGEMENT LP<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103, NY 10103-0899 | | | | May be deemed a group member. |
| MILLENNIUM INTERNATIONAL MANAGEMENT GP LLC<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899 | | | | May be deemed a group member. |

| | |
|---|---|
| MILLENNIUM MANAGEMENT, L.L.C.<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899 | May be deemed a group member. |
| ENGLANDER ISRAEL A<br>C/O MILLENNIUM MANAGEMENT LLC<br>666 FIFTH AVENUE, 8TH FLOOR<br>NEW YORK, NY 10103-0899 | May be deemed a group member. |

# Signatures

| | |
|---|---|
| Mark Meskin, Chief Executive Officer | 10/07/2008 |
| **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)** As of the date of this filing, Millenco LLC, a Delaware limited liability company ("Millenco"), is the beneficial owner of 6,445,296 Class A common shares, par value $0.01 per share ("Class A Common Shares") of Global Ship Lease, Inc. (the "Issuer") consisting of 2,142,528 Class A Common Shares and warrants ("Warrants") to purchase 4,302,768 Class A Common Shares.

**(2)** As of the date of this filing, Cognizant Holdings, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Cognizant Holdings"), is the beneficial owner of 186,866 of the Issuer's Class A Common Shares.

**(3)** Each Warrant entitles the holder to purchase one of the Issuer's Class A Common Shares at an exercise price of $6.00 per share. The Warrants became exercisable on September 22, 2008, the date that the Issuer's registration statement was declared effective by the Securities and Exchange Commission. The Warrants will expire on August 24, 2010, unless earlier redeemed by the Issuer.

**(4)** Integrated Holding Group LP, a Delaware limited partnership ("Integrated Holding Group") is the 100% shareholder of Cognizant Holdings, and consequently may be deemed to have voting control and investment discretion over securities owned by Cognizant Holdings.

**(5)** Millennium Management LLC, a Delaware limited liability company ("Millennium Management") is the manager of Millenco and the general partner of Integrated Holding Group, and consequently may be deemed to have voting control and investment discretion over securities owned by Millenco and Cognizant Holdings and securities deemed to be owned by Integrated Holding Group, as the case may be.

**(6)** Millennium International Management LP, a Delaware limited partnership ("Millennium International Management") is the investment manager to Cognizant Holdings, and consequently may be deemed to have voting control and investment discretion over securities owned by Cognizant Holdings.

**(7)** Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP") is the general partner of Millennium International Management, and consequently may be deemed to have voting control and investment discretion over securities deemed to be beneficially owned by Millennium International Management.

**(8)** Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management and of Millennium International Management GP, and consequently may be deemed to be the beneficial owner of any shares deemed to be beneficially owned by Millennium Management or Millennium International Management GP, as the case may be.

**(9)** The foregoing should not be construed in and of itself as an admission by Millennium Management, Integrated Holding Group, Millennium International Management, Millennium International Management GP, or Mr. Englander as to beneficial ownership of the securities owned by Millenco or Cognizant Holdings, as the case may be.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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