

ENGLANDER ISRAEL A
Form 4
February 17, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**INTEGRATED CORE
STRATEGIES (US) LLC**

(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)
10/24/2008

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|--|
| Class A Common Shares | 10/24/2008 | | P | 10 A | \$ 3.58 1,941,018 (1) | D (1) (7) (8) (9) (10) | |
| Class A Common Shares | 10/31/2008 | | S | 19,434 D | \$ 3.0533 49,266 (2) | D | |
| Class A Common Shares | 10/31/2008 | | S | 39,800 D | \$ 2.97 9,466 (2) | D | |
| Class A Common Shares | 11/03/2008 | | S | 9,466 D | \$ 0 (2) | D (2) (4) (5) | |

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Common Shares 3.0099 (6) (7) (8) (9)

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

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | 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 |
|--|-------------------------------|
| INTEGRATED CORE STRATEGIES (US) LLC C/O MILLENNIUM MANAGEMENT LLC 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899 | Director 10% Owner X |
| COGNIZANT HOLDINGS, LTD. MILLENNIUM INTERNATIONAL MANAGEMENT LP 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899 | May be deemed a group member. |
| MILLENNIUM INTERNATIONAL MANAGEMENT LP 666 FIFTH AVENUE, 8TH FLOOR NEW YORK, NY 10103-0899 | May be deemed a group member. |

MILLENNIUM INTERNATIONAL MANAGEMENT
GP LLC
666 FIFTH AVENUE, 8TH FLOOR
NEW YORK, NY 10103-0899

May be deemed a group member.

MILLENNIUM MANAGEMENT LLC
666 FIFTH AVENUE, 8TH FLOOR
NEW YORK, NY 10103-0899

May be deemed a group member.

ENGLANDER ISRAEL A
C/O MILLENNIUM MANAGEMENT LLC
666 FIFTH AVENUE, 8TH FLOOR
NEW YORK, NY 10103-0899

May be deemed a group member.

Signatures

David Nolan,
Co-President

02/13/2009

__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 October 24, 2008, Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies"), was the beneficial owner of 6,243,786 Class A common shares, par value \$0.01 per share ("Class A Common Shares") of Global Ship Lease, Inc. (the "Issuer") consisting of 1,941,018 Class A Common Shares and warrants ("Warrants") to purchase 4,302,768 Class A Common Shares.
- (2) Following the sale of 59,234 Class A Common Shares on October 31, 2008 and 9,466 Class A Common Shares on November 1, 2008, Cognizant Holdings, Ltd., an exempted limited company organized under the laws of the Cayman Islands ("Cognizant Holdings"), ceased to be the beneficial owner of any 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) Millennium International Management LP, a Delaware limited partnership ("Millennium International Management"), is the investment manager to Cognizant Holdings, and may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings.
- (5) Millennium International Management GP LLC, a Delaware limited liability company ("Millennium International Management GP"), is the general partner of Millennium International Management, and may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings.
- (6) The foregoing should not be construed in and of itself as an admission by Millennium International Management or Millennium International Management GP as to beneficial ownership of the securities owned by Cognizant Holdings.
- (7) Millennium Management LLC, a Delaware limited liability company ("Millennium Management"), is the general partner of the managing member of Integrated Core Strategies, and may be deemed to have shared voting control and investment discretion over securities owned by Integrated Core Strategies. Millennium Management is also the general partner of the 100% shareholder of Cognizant Holdings, and may be deemed to have shared voting control and investment discretion over securities owned by Cognizant Holdings.
- (8) Israel A. Englander ("Mr. Englander") is the managing member of Millennium Management and of Millennium International Management GP. Consequently, Mr. Englander may be deemed to be the beneficial owner of any securities owned by Integrated Core Strategies and/or Cognizant Holdings, as the case may be.
- (9) The foregoing should not be construed in and of itself as an admission by Millennium Management or Mr. Englander as to beneficial ownership of the securities owned by Integrated Core Strategies and/or Cognizant Holdings, as the case may be.
- (10)

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As previously reported, Integrated Core Strategies (US) LLC, a Delaware limited liability company ("Integrated Core Strategies") acquired the above-described Class A Common Shares and Warrants on October 24, 2008, via an intercompany transfer between Millenco LLC and Integrated Core Strategies, each of which is wholly-owned by the same entity.

Remarks:

Integrated Core Strategies (US) LLC, By: Integrated Holding Group LP, its managing member, By: Millennium Management

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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