

AIR LEASE CORP  
Form 8-A12B  
April 04, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
AIR LEASE CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State of incorporation or organization)

**27-1840403**  
(I.R.S. Employer Identification No.)

**2000 Avenue of the Stars, Suite 600N  
Los Angeles, California**  
(Address of principal executive offices)

**90067**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered**

**Name of Each Exchange on Which  
Each Class is to be Registered**

**Class A Common Stock, par value \$0.01 per share**

**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  o

Securities Act registration statement file number to which this form relates: **333-171734**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**Item 1. Description of Registrant's Securities to be Registered.**

A description of the Class A Common Stock, par value \$0.01 per share, of Air Lease Corporation (the Registrant ), is set forth under the caption "Description of capital stock" in the Registrant's prospectus contained in its Registration Statement on Form S-1 (File No. 333-171734) filed with the Securities and Exchange Commission on January 14, 2011, as amended (the Registration Statement ), and is incorporated herein by reference. When a final form of the prospectus is filed by the Registrant pursuant to Rule 424(b) under the Securities Act of 1933, as amended, relating to the Registration Statement, the section entitled "Description of capital stock" set forth therein shall be incorporated herein by reference, and shall be substituted for such description in the prospectus described above.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

AIR LEASE CORPORATION

Date: April 4, 2011

By: /s/ Grant Levy

Name: Grant Levy

Title: Executive Vice President,  
General Counsel and Secretary