

Global Ship Lease, Inc.
Form 6-K
September 29, 2009

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

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16
UNDER
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report: September 29, 2009

Commission File Number 001-34153

GLOBAL SHIP LEASE, INC.

(Exact name of Registrant as specified in its Charter)

c/o Portland House,

Stag Place,

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London SW1E 5RS,

United Kingdom

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-I Rule 101 (b)(1).

Yes ☐ No ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7).

Yes ☐ No ☒

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ No ☒

If ☒ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- .

Information Contained in this Form 6-K Report

Attached hereto as Exhibit I are slides to accompany a presentation to be given by the Chief Executive Officer of Global Ship Lease, Inc. (the Company) at the Third Annual Maxim Group Growth Conference on September 29, 2009.

Slide 8 refers to the Company's obligations to purchase two 4,250 TEU containerships being built in China with anticipated delivery dates in Fourth Quarter 2010.

The Company entered into contracts on September 11, 2008 to purchase two 4,250 TEU containerships from German interests (the Seller) for a price of approximately \$77 million each. These contracts were filed with the U.S. Securities and Exchange Commission as Exhibits 10.26 and 10.27 to the Company's Registration Statement on Form F-1/A on September 18, 2008.

The vessels are being built at Jiangsu New Yangzi Shipbuilding (the Builder) which is part of the publicly owned Yangzijiang Shipbuilding group and are scheduled to be delivered in fourth quarter 2010.

The Company is not party to the shipbuilding contract. Under the terms of the purchase agreement, it has agreed to, or to cause one of its subsidiary companies (the Buyer) to, purchase each ship immediately after the Seller has accepted delivery from the Builder.

A deposit of 10%, amounting to approximately \$15.5 million for both vessels, was paid when the purchase contracts were signed.

The balance of 90% is due on delivery by the Seller of each ship to the Buyer.

The Company does not currently have funding in place to meet the balance of the purchase price.

The purchase contracts contain a clause to limit the Buyer's liability in the event of a default to the forfeiture of the previously paid deposit.

The Company's obligations under the purchase contracts are not conditional on either the availability of financing or on the performance of the charters.

Each vessel is to be chartered to Zim Integrated Shipping Services Limited (Zim) under a non-cancellable time charter for seven to eight years at charterer's option at a net rate of \$28,000 per day (the Zim Time Charters).

Zim is currently engaged in a financial restructuring to reduce its cashflow burden including seeking reduced Charterhire from ship owners in exchange for convertible notes in Zim.

Pending resolution of the financial restructuring, Zim has advised ship owners of a unilateral reduction by 35% of all longterm charterhire payments with effect from September 1, 2009. The Company is not yet directly affected by this as it currently has no vessels on charter to Zim.

The Zim Time Charters remain unchanged and the Company has not agreed to any reduction in charterhire.

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GLOBAL SHIP LEASE, INC.

Date: September 29, 2009

By:

/s/ IAN J. WEBBER
Ian J. Webber
Chief Executive Officer

0
Third
Annual
Maxim
Group
Growth
Conference

September
2009
Exhibit I

1

Disclaimer

The financial information and data contained in this communication is unaudited and does not conform to the U.S. Securities and Exchange Commission Regulation S-X. Accordingly, such information and data may not be included in, may be adjusted in or presented differently in, Global Ship Lease's filings with the Securities and Exchange Commission, or SEC. This communication contains certain estimated financial information and forecasts presented as pro forma financial measures that are not derived in accordance with generally accepted accounting principles ("GAAP"), and which may be deemed to be non-GAAP financial measures within the meaning of SEC Regulation

G
promulgated
by
the
SEC.
Global
Ship
Lease
believes
that
the
presentation
of
these
non-GAAP
financial
measures
serves
to
enhance
the
understanding
of
the
financial
performance
of
Global
Ship
Lease.
However,
these
non-GAAP
financial
measures
should
be
considered in addition to and not as substitutes for, or superior to, financial measures of financial performance prepared in accordance with GAAP.

This communication contains forward-looking statements. Forward-looking statements provide Global Ship Lease's current expectations about Global Ship Lease's expectations, beliefs, plans, objectives, intentions, assumptions and other statements that may or may not continue, estimate, expect, intend, may, ongoing, plan, potential, predict, or otherwise occur in the future. These forward-looking statements are subject to risks and uncertainties, many of which are beyond our control, and Global Ship Lease cannot assure you that these projections included in these forward-looking statements will come to pass. You should not rely on the forward-looking statements as a result of various factors.

The risks and uncertainties include, but are not limited to:

future operating or financial results;

expectations regarding the strength of the future growth of the container shipping industry, including the rate of annual demand;

future payments of dividends and the availability of cash for payment of dividends;

Global Ship Lease's expectations relating to dividend payments and forecasts of its ability to make such payments including the

future acquisitions, business strategy and expected capital spending;

operating expenses, availability of crew, number of off-hire days, drydocking and survey requirements and insurance costs;

general market conditions and shipping industry trends, including charter rates and factors affecting supply and demand;

the financial condition of CMA CGM, the company's charterer and sole source of operating revenue, and its ability to pay charter

Global Ship Lease's ability to meet financial covenants and repay its credit facility;

assumptions regarding interest rates and inflation;

change in the rate of growth of global and various regional economies;

risks incidental to vessel operation, including piracy, discharge of pollutants and vessel accidents and damage including total or

Global Ship Lease's financial condition and liquidity, including its ability to obtain additional waivers which might be necessary for
capital expenditures, contracted and yet to be contracted vessel acquisitions including the two new buildings to be purchased for
corporate activities;

estimated future capital expenditures needed to preserve its capital base;

Global Ship Lease's expectations about the availability of vessels to purchase, the time that it may take to construct new vessels;

Global Ship Lease's continued ability to enter into or renew long-term, fixed-rate charters;

the continued performance of existing long-term, fixed-rate charters;

Global Ship Lease's ability to capitalize on its management team's and board of directors' relationships and reputations in the

changes in governmental and classification societies' rules and regulations or actions taken by regulatory authorities;

expectations about the availability of insurance on commercially reasonable terms;

unanticipated changes in laws and regulations; and

potential liability from future litigation.

Forward-looking statements are subject to known and unknown risks and uncertainties and are based on potentially inaccurate assumptions
expected or implied by the forward-looking statements. Global Ship Lease's actual results could differ materially from those anticipated
described in Global Ship Lease's filings with the SEC. Accordingly, you should not unduly rely on these forward-looking statements.

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Lease undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of the statement. You should, however, review the factors and risks Global Ship Lease describes in the reports it will file from time to time with

3

Global Ship Lease:

Listed on NYSE on August 15, 2008

Containership charter-owner providing long term, fixed rate time charters

17 containerships in operation

Operating fleet capacity 66,297 TEU; average age 5.5 years

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Contracted revenue of operating fleet \$1.6 billion

Average charter length 9.3 years; no charter renewals until end of 2012

Two 4,250 TEU newbuildings

for delivery Q4 2010; 7 to 8 years charters in place

Strategic Focus

To be a preferred provider of chartered containerships to top tier liner companies

Value Proposition

For liner companies:

A vessel financing and chartering partner providing a cost-effective means to free up capital and management resources for other strategic needs

For investors:

An investment vehicle with stable and predictable cash flows with opportunities for growth

Global Ship Lease: Who We Are

4

Experienced Management Team

Ian Webber

Chief Executive

Officer

DVB Bank, 2005-2007: Specialist transport asset financier. SVP & Head of

Singapore ship leasing and investment fund project

Nordcapital, 2004-2005: German KG ship financier and asset manager. Director of

business development

>10 years experience in various roles with liner shipping companies

CP Ships, 1996-2006: CFO and Director

Public company traded on NYSE and TSE

Sold to Hapag-Lloyd in 2005 for \$2.3 billion

Pricewaterhouse, 1979-1996: Partner, 1991-1996

P&O, 1986-2006: Group Head of Specialized Finance, Head of Structured Finance, Deputy Group Treasurer

Chartered Management Accountant and Member of Association of Corporate Treasurers

Susan Cook

Chief Financial

Officer

Thomas Lister

Chief Commercial

Officer

Vivek

Puri

Chief Technical

Officer

Senior Vice President and Chief Technical Officer for British Marine PLC UK

Chief Technical Officer at Synergy Marine Cyprus

Managing

Director

of

Wallem

Ltd

UK

and

Technical

Manager

of

Wallem

Shipmanagement

UK

in

26

year

career

with

the

Wallem

Group

5
Expert and Majority Independent Board
Michael Gross
General
Secretary
of
Intermanager,
the

international
association
of
ship
managers
Professor
of
corporate
finance
at
International
University
of
Monaco,
2005

-
2007
President
and
COO
of
MC
Shipping,
1993

-
2004
Co-founder,
director
and
shareholder
of
V.Ships
1979

-
1993
Chairman and CEO of Marathon Acquisition Corp
Partner
of
investment
firm
Magnetar
Capital
Chairman and CEO of investment firm Solar Capital
Apollo
Investment
Management
LP,
1990

-
2006;

President

and

CEO

2004

-

2006

Currently on the Board of Safmarine

Consultant to AP Moller-Maersk

CEO

of

Safmarine, 1996

-

2004

(acquired

by

APMM

in

1999)

Various

roles

within

Safmarine

1970

-

1995

Howard Boyd

Guy Morel

Angus Frew

Currently Chief Executive of the British Chamber of Shipping

President

and

CEO

GE

SeaCo

SRL,

2003

2008

SVP

of

container

division

and

officer

of

GE

Sea

Containers

Ltd,

2003

-
2005
1990
2002: senior management roles in Grand Met, Diageo, and Seagrams
Jeff Pribor
Currently EVP and CFO of General Maritime Corp
MD
and
President
of
DnB
NOR
US-based
investment
banking
division,
2002
-
2004
MD
and
Group
Head
of
Transportation
for
ABN
AMRO,
2001
-
2002
>15 years in investment banking and corporate law at various other institutions

6

Global Ship Lease: Business Strategy

Achieve

Long-Term

Accretive Fleet

Growth

Realize long-term growth through accretive acquisitions of modern, high quality
containerships

Focus on returns / economics to ensure that acquisitions meet IRR targets and are accretive to distributable cash flow per share

Generate Stable

Revenue and

Cash Flow

Stream

Long-term charters with staggered maturities

Customer base of quality charterers

Young fleet with a range of vessel sizes

Predictable cost structure

Provide World-

Class Service

Be a partner of choice to supply capacity to leading liner companies

Best in class, competitive provider of chartering services

Outsourced ship management philosophy to manage risk and diversify choice

High standards and reliable service

7

Fleet and Charter Portfolio: Modern, High Quality Tonnage of Diverse Sizes

*

Seven to eight years at option of Charterer

8

Two 4,250 teu
newbuildings

for delivery Q4 2010

Being built at established Chinese yard; units 19 and 20 in a series of 44 similar vessels

Purchase price approximately \$77 million each

Deposit of 10% approx \$15.5 million paid

We will explore financing options for the 90% unfunded balance payable on delivery

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The purchase contracts contain a clause to limit the Buyers liability in the event of a default to the forfeiture of the deposit

Seven to eight year charters at \$28,000 (net) to Zim

Purchase obligation is not conditional on status of charters or on availability of finance

Zim

is engaged in a financial restructuring

Zim

has advised owners of unilateral reduction by 35% of all long-term

charterhire

payments

with

effect

from

September

1,

2009

Charter agreements remain unchanged and GSL has not agreed to any reduction in charterhire

Acquisition of Two Newbuildings

9

Estimated Worldwide Fleet as of August 2009

4,690

Vessels/12.8

mm

TEU

capacity

(1)

Owned by Liner

Companies

(1)

Source:

AXS-Alphaliner

Long-Term Industry Opportunity

Significant industry orderbook
needs

to

be

financed

1) Existing Tonnage

Liners and Other Independent

Charter Owners

2) Current Orderbook (2009-2011+)

3) Trend to Charter-In Vessels

Chartered-in

by

Liner

Companies

Large

Orderbook:

916

Vessels

/

5.3

mm

TEU

Capacity

Three months ended
June 30
(Unaudited)
Six months ended
June 30
(Unaudited)
2009
2008

2009	
2008	
Operating revenues	
\$36,193	
\$22,939	
\$71,201	
\$46,833	
Operating expenses	
Voyage expenses	
-	
-	
-	
1,944	
Vessel operating expenses	
10,508	
6,821	
21,231	
14,166	
Depreciation	
8,986	
4,814	
17,772	
9,834	
General and administrative	
2,445	
2,595	
4,581	
3,318	
Other operating income	
(50)	
(152)	
(106)	
128	
Total operating expenses	
21,889	
14,078	
43,478	
29,390	
Operating income	
14,304	
8,861	
27,723	
17,443	
Interest income	
163	
37	
305	
339	
Interest expense	
(5,554)	

(6,344)
(10,208)
(14,577)
Realized and unrealized gain
on derivatives
13,872
5,153
16,146
5,153
Income before income taxes
22,785
7,707
33,966
8,358
Income taxes
(23)
(7)
(48)
(23)
Net Income
\$22,762
\$7,700
\$33,918
\$8,335
10
Second Quarter Financial Results
(\$ in thousands)

11
Balance Sheet
As of June 30, 2009
As of December 31, 2008
(\$ in thousands)
(Unaudited)
(Unaudited)
Assets

Cash and cash equivalents	
40,733	
26,363	
Restricted cash	
3,026	
3,026	
Accounts receivable	
1,005	
638	
Prepaid expenses	
513	
734	
Other receivables	
955	
1,420	
Deferred tax asset	
420	
176	
Deferred financing costs	
1,008	
526	
Total current assets	
47,660	
32,883	
Vessels in operation	
889,066	
906,896	
Vessel deposits	
15,935	
15,720	
Other fixed assets	
15	
21	
Intangible	
assets	
-	
purchase	
agreement	
7,840	
7,840	
Deferred tax asset	
283	
117	
Deferred financing costs	
5,316	
3,131	
Total non-current assets	
918,455	
933,725	
Total assets	

966,115
 966,608
 Liabilities
 and
 Stockholders
 Liabilities
 Intangible
 liability
 -
 charter
 agreements
 2,045
 1,608
 Accounts payable
 54
 36
 Accrued expenses
 4,383
 6,436
 Derivative instruments
 15,256
 10,940
 Total current liabilities
 21,738
 19,020
 Long term debt
 542,100
 542,100
 Preferred shares
 48,000
 48,000
 Intangible
 liability
 -
 charter
 agreements
 25,289
 26,348
 Derivative instruments
 10,823
 36,101
 Total long-term liabilities
 626,212
 652,549
 Total Liabilities
 647,950
 671,569
 Total Stockholders' Equity
 318,165
 295,039

Total Liabilities and Stockholders' Equity

966,115

966,608

Equity

12
Cash Generated
Three months ended
Six months ended
June 30, 2009
June 30, 2009
(Unaudited)
(Unaudited)

(\$ in thousands)

Net income

\$22,762

\$33,918

Add:

Depreciation

8,986

17,772

Charge for equity incentive awards

863

1,579

Amortization of deferred financing fees

251

625

Less:

Change in value of derivatives

(16,652)

(20,961)

Allowance for future dry-docks

(900)

(1,800)

Revenue accretion for intangible liabilities

(311)

(622)

Deferred taxation

(203)

(410)

Cash generated

\$14,796

\$30,101

13

Credit Facility Amendment

Loan-to-Value maintenance covenant waived up to and including November 30, 2010 with next test scheduled for April 30, 2011

Able to borrow sufficient funds to finance August 2009 purchase of CMA CGM Berlioz

Loan bears interest at LIBOR plus a fixed margin of

3.5% up to November 30, 2010. Thereafter, margin will be between 2.50% and 3.50%, depending on the Loan-to-Value ratio

Undrawn commitments of approximately \$200

million cancelled after the purchase of the Berlioz

Cash flow to be redeployed to pre-pay borrowings under the credit facility; minimum of \$40 million per year

Opportunity to resume dividend payments once

Loan-to-Value is at or below 75%

Aggressively pays down debt and enhances ability to emerge from the unprecedented downturn as a stronger company

Insulates the Company against asset value volatility through April 2011

Enables accretive purchase of 2001-built 6,627

TEU container vessel, which is committed on 12 year long-term time charter

Amended Revolving Facility

Highlights

14
Investment Highlights
Current
and
Future
Growth Opportunities
Long-term
Stable

Cash
Flows
Attractive Long-Term
Industry Outlook
Modern, High Quality
Fleet
Of
Diverse
Sizes
Experienced
Management Team
and Independent
Board
Young fleet with average age of fleet of 5.5 years
Fleet attractive to charters; able to operate on a variety of trade lanes
Balanced portfolio of vessel sizes closely mirrors global feet profile
Sizeable,
contracted
revenue
with
9.3
year
avg.
charter
term
\$1.6
billion
of
contracted
revenue
for
on-the-water
fleet
No
renewals
until
end
2012
(two
vessels)
and
then
2016
Largely
predictable
cost
structure
10%
CAGR
demand

in
containerized
trade
for
past
20
years;
demand
growth
will
return

Increasing trend to charter-in capacity by liner companies especially during economic weakness

Slow steaming and lay-ups increases utilization of vessels improving pricing tension

Orderbook being reduced and deferred

79% contracted revenue growth (annual) from time of listing through 4Q 2010

Significant industry

orderbook

needs

to

be

financed

Expanding charter owner in fragmented market

Management has diverse, long-standing industry relationships

CEO Ian Webber (former CFO of CP Ships), CFO Susan Cook (former Group Head of Specialized Finance

at

P&O),

CCO

Thomas

Lister

(former

ship

financier

at

DVB

Bank),

and

CTO

Vivek

Puri

(several

senior

ship

management roles)

Board expertise includes Capital Markets, Liner Shipping, Ship Management, Leasing, and Ship Owning

Appendix

16
46.380 million Class A common shares, including 12.375 mm Class C common shares converted at January 1, 2009
7.406 million Class B subordinated common shares
39.535 million public warrants at \$6 expire August 2010
5.5 million sponsor warrants to be exercised cashless at \$6 expire August 2010
6.2 million class A warrants at \$9.25 expire September 2011
Up to 1.5 million shares available under stock incentive plan. 780,000 awarded to vest over three years from

August
2008
plus
80,000
awarded
to
vest
over
two
years
to
August
2010
Share Count