

AIR LEASE CORP  
Form SC 13G/A  
February 13, 2014

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

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**Air Lease Corporation**

(Name of Issuer)

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

(Title of Class of Securities)

**00912X302**

(CUSIP Number)

**December 31, 2013**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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\*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 the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. 00912X302

1. Names of Reporting Persons  
Ares Corporate Opportunities Fund III, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 00912X302

1. Names of Reporting Persons  
ACOF Management III, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 00912X302

1. Names of Reporting Persons  
ACOF Operating Manager III, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 00912X302

1. Names of Reporting Persons  
Ares Management LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |                               |
|---|----|-------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0        |
|   | 6. | Shared Voting Power<br>0      |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
OO

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1. Names of Reporting Persons  
Ares Management Holdings L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
5. Sole Voting Power  
0
6. Shared Voting Power  
0
7. Sole Dispositive Power  
0
8. Shared Dispositive Power  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 00912X302

1. Names of Reporting Persons  
Ares Partners Management Company LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization  
Delaware
- |   |    |                               |
|---|----|-------------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 5. | Sole Voting Power<br>0        |
|   | 6. | Shared Voting Power<br>0      |
|   | 7. | Sole Dispositive Power<br>0   |
|   | 8. | Shared Dispositive Power<br>0 |
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
0
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)  
0%
12. Type of Reporting Person (See Instructions)  
OO

**Item 1.**

- (a) Name of Issuer:  
Air Lease Corporation
- (b) Address of Issuer's Principal Executive Offices:  
2000 Avenue of the Stars, Suite 1000N  
  
Los Angeles, California

**Item 2.**

- (a) Name of Person Filing:  
Ares Corporate Opportunities Fund III, L.P. ( ACOF III )  
  
ACOF Management III, L.P. ( ACOF Management )  
  
ACOF Operating Manager III, LLC ( ACOF Operating )  
  
Ares Management LLC ( Ares Management )  
  
Ares Management Holdings L.P. ( Ares Management Holdings )  
  
Ares Partners Management Company LLC ( APMC and, together with ACOF III, ACOF Management, ACOF Operating, Ares Management and Ares Management Holdings, the Ares Filing Persons )
- (b) Address of Principal Business Office or, if none, Residence:  
For each Ares Filing Person:  
  
2000 Avenue of the Stars, 12th Floor  
  
Los Angeles, CA 90067
- (c) Citizenship:  
For each Ares Filing Person, Delaware
- (d) Title of Class of Securities:  
Class A Common Stock, par value \$0.01 per share
- (e) CUSIP Number:  
00912X302

**Item 3.**

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
  - (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
  - (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
  - (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
  - (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
  - (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
  - (g)  A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
  - (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
  - (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
  - (j)  A non-U.S. institution in accordance with §240.13d-1(b)(ii)(J);
  - (k)  Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_





**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:  

0
- (b) Percent of class:  

0%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote  

The information contained on the cover pages to this Schedule 13D is incorporated herein by reference.
  - (ii) Shared power to vote or to direct the vote  

The information contained on the cover pages to this Schedule 13D is incorporated herein by reference.
  - (iii) Sole power to dispose or to direct the disposition of  

The information contained on the cover pages to this Schedule 13D is incorporated herein by reference.
  - (iv) Shared power to dispose or to direct the disposition of  

The information contained on the cover pages to this Schedule 13D is incorporated herein by reference.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not applicable

**Item 10.**

**Certification**

Not applicable

**Signature**

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

Date: February 12, 2014

ARES CORPORATE OPPORTUNITIES FUND III, L.P.

By: ACOF OPERATING MANAGER III, LLC  
Its: Manager

/s/ Michael Weiner  
By: Michael Weiner  
Its: Authorized Signatory

ACOF MANAGEMENT III, L.P.

By: ACOF OPERATING MANAGER III, LLC  
Its: General Partner

/s/ Michael Weiner  
By: Michael Weiner  
Its: Authorized Signatory

ACOF OPERATING MANAGER III, LLC

/s/ Michael Weiner  
By: Michael Weiner  
Its: Authorized Signatory

ARES MANAGEMENT LLC

/s/ Michael Weiner  
By: Michael Weiner  
Its: Authorized Signatory

ARES MANAGEMENT HOLDINGS L.P.

By: ARES PARTNERS MANAGEMENT COMPANY LLC  
Its: General Partner

/s/ Michael Weiner  
By: Michael Weiner  
Its: Authorized Signatory

ARES PARTNERS MANAGEMENT COMPANY LLC

/s/ Michael Weiner  
By: Michael Weiner  
Its: Authorized Signatory