

CapLease, Inc.  
Form 8-K  
June 16, 2009

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 16, 2009

CAPEASE, INC.  
(Exact name of registrant as specified in its charter)

Maryland	1-32039	52-2414533
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
1065 Avenue of the Americas, New York, NY		10018
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (212) 217-6300

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 16, 2009, CapLease, Inc. (the "Company") held its Annual Meeting of Stockholders and the stockholders approved amendments to the Company's 2004 Stock Incentive Plan, as amended and restated (the "Stock Plan"). A summary of the more significant features of the Stock Plan and the amendments thereto are included in the Company's Definitive Proxy Statement for its 2009 Annual Meeting of Stockholders and are incorporated herein by reference.

The Stock Plan has been filed as Annex A to the Company's Definitive Proxy Statement for its 2009 Annual Meeting of Stockholders and is incorporated herein by reference as an exhibit to this report.

The Company has also adopted form of award agreements for restricted stock awards to be made to directors and executive officers under the Stock Plan, unless otherwise determined by the Company's compensation committee. These form agreements are attached hereto as Exhibit 10.2 and 10.3 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

	Exhibit	Description
10.1	Amended and Restated CapLease, Inc. 2004 Stock Incentive Plan (Effective March 10, 2009) (incorporated herein by reference to Annex A to the Company's Definitive Proxy Statement filed on April 17, 2009)	
10.2	Form of Restricted Stock Award Agreement-Non-Employee Directors	
10.3	Form of Restricted Stock Award Agreement-Executive Officers	

#### SIGNATURES

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 hereunto duly authorized.

CAPLEASE, INC.

By: /s/ PAUL C. HUGHES  
Paul C. Hughes  
Vice President, General Counsel and  
Corporate Secretary

DATE: June 16, 2009