

Fly Leasing Ltd
Form 20-F
March 15, 2017

TABLE OF CONTENTS

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

FORM 20-F

(Mark One)

**REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) or (g) OF THE SECURITIES
EXCHANGE ACT OF 1934**

OR

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the fiscal year ended December 31, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

OR

**SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Commission file number 001-33701

FLY LEASING LIMITED

(Exact name of Registrant as specified in its charter)

Bermuda

(Jurisdiction of incorporation or organization)

West Pier Business Campus

Dun Laoghaire

County Dublin, A96 N6T7, Ireland

(Address of principal executive office)

Vincent Cannon, West Pier Business Campus, Dun Laoghaire, County Dublin, A96 N6T7, Ireland

Telephone number: +353 1 231 1900, Facsimile number: +353 1 231 1901

(Name, Telephone, Email and/or Facsimile number and Address of Company Contact Person)

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

Title of each class	Name of each exchange on which registered
American Depositary Shares	New York Stock Exchange
Common Shares, par value of \$0.001 per share	New York Stock Exchange*

* Not for trading, but only in connection with the registration of American Depositary Shares representing these shares, pursuant to the requirements of the Securities and Exchange Commission.

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

32,256,440 Common Shares, par value of \$0.001 per share.

100 Manager Shares, par value of \$0.001 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual or transition report, indicate by check mark, if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP

International Financial Reporting
Standards as issued by the International
Accounting Standards Board

Other

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow: Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

TABLE OF CONTENTS

PRELIMINARY NOTE

This Annual Report should be read in conjunction with the consolidated financial statements and accompanying notes included in this report.

The consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP) and are presented in U.S. Dollars. These statements and discussion below contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, objectives, expectations and intentions and other statements contained in this Annual Report that are not historical facts, as well as statements identified by words such as expects, anticipates, intends, plans, believes, seeks, estimates, or words of similar meaning. Such statements address future events and conditions concerning matters such as, but not limited to, our earnings, cash flow, liquidity and capital resources, compliance with debt and other restrictive financial and operating covenants, interest rates, dividends, and acquisitions and dispositions of aircraft. These statements are based on current beliefs or expectations and are inherently subject to significant uncertainties and changes in circumstances, many of which are beyond our control. Actual results may differ materially from these expectations due to changes in political, economic, business, competitive, market and regulatory factors. We believe that these factors include, but are not limited to those described under Item 3 Key Information — Risk Factors and elsewhere in this Annual Report.

Except to the extent required by applicable law or regulation, we undertake no obligation to update these forward looking statements to reflect events, developments or circumstances after the date of this document, a change in our views or expectations, or to reflect the occurrence of future events.

Unless the context requires otherwise, when used in this Annual Report, (1) the terms Fly, Company, we, our and us refer to Fly Leasing Limited and its subsidiaries; (2) the term B&B Air Funding refers to our subsidiary, Babcock & Brown Air Funding I Limited; (3) the term Fly Acquisition III refers to our subsidiary, Fly Acquisition III Limited; (4) all references to our shares refer to our common shares held in the form of American Depositary Shares, or ADSs; (5) the term BBAM LP refers to BBAM Limited Partnership and its subsidiaries and affiliates; (6) the terms BBAM and Servicer refer to BBAM Aircraft Management LP, BBAM Aircraft Management (Europe) Limited, BBAM Aviation Services Limited and BBAM US LP collectively; (7) the term Manager refers to Fly Leasing Management Co. Limited, the Company s manager; (8) the term Fly-Z/C LP refers to Fly-Z/C Aircraft Holdings LP; (9) the term GAAM refers to Global Aviation Asset Management; (10) the term GAAM Portfolio refers to the portfolio of 49 aircraft and other assets acquired from GAAM; and (11) the term ECAF-I Transaction refers to the portfolio of 33 aircraft contracted to be sold to ECAF I Ltd in June 2015.

Unless indicated otherwise, all percentages and weighted average characteristics of the aircraft in our portfolio have been calculated using net book values as of December 31, 2016.

TABLE OF CONTENTS

TABLE OF CONTENTS

	Page
PART I	
<u>Item 1. Identity of Directors, Senior Management and Advisers — Not Applicable</u>	<u>3</u>
<u>Item 2. Offer Statistics and Expected Timetable — Not Applicable</u>	<u>3</u>
<u>Item 3. Key Information</u>	<u>3</u>
<u>Item 4. Information on the Company</u>	<u>29</u>
<u>Item 4A. Unresolved Staff Comments — Not Applicable</u>	<u>36</u>
<u>Item 5. Operating and Financial Review and Prospects</u>	<u>36</u>
<u>Item 6. Directors, Senior Management and Employees</u>	<u>56</u>
<u>Item 7. Major Shareholders and Related Party Transactions</u>	<u>60</u>
<u>Item 8. Financial Information</u>	<u>71</u>
<u>Item 9. The Offer and Listing</u>	<u>72</u>
<u>Item 10. Additional Information</u>	<u>73</u>
<u>Item 11. Quantitative and Qualitative Disclosures About Market Risk</u>	<u>83</u>
<u>Item 12. Description of Securities Other Than Equity Securities</u>	<u>84</u>
PART II	
<u>Item 13. Defaults, Dividend Arrearages and Delinquencies — Not Applicable</u>	<u>85</u>
<u>Item 14. Material Modifications to the Rights of Security Holders and Use of Proceeds</u>	<u>85</u>
<u>Item 15. Controls and Procedures</u>	<u>85</u>
<u>Item 16A. Audit Committee Financial Expert</u>	<u>87</u>
<u>Item 16B. Code of Ethics</u>	<u>87</u>
<u>Item 16C. Principal Accountant Fees and Services</u>	<u>87</u>
<u>Item 16D. Exemptions from the Listing Standards for Audit Committees — Not Applicable</u>	<u>87</u>
<u>Item 16E. Purchases of Equity Securities by the Issuer and Affiliated Purchasers</u>	<u>88</u>
<u>Item 16F. Change in Registrant’s Certifying Accountant — Not Applicable</u>	<u>88</u>
<u>Item 16G. Corporate Governance</u>	<u>88</u>
<u>Item 16H. Mine Safety Disclosure</u>	<u>88</u>
PART III	
<u>Item 17. Financial Statements</u>	<u>F-1</u>
<u>Item 18. Financial Statements</u>	<u>F-2</u>
<u>Item 19. Exhibits</u>	<u>88</u>

TABLE OF CONTENTS**PART I****ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS**

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3. KEY INFORMATION

Fly Leasing Limited is a Bermuda exempted company that was incorporated on May 3, 2007, under the provisions of Section 14 of the Companies Act 1981 of Bermuda. We are principally engaged in purchasing commercial aircraft, which we lease under multi-year contracts to a diverse group of airlines throughout the world. Although we are organized under the laws of Bermuda, we are a resident of Ireland for tax purposes and are subject to Irish corporation tax on our income in the same way, and to the same extent, as if we were organized under the laws of Ireland. We completed our initial public offering on October 2, 2007. We are listed on the New York Stock Exchange under the ticker symbol FLY.

As of December 31, 2016, we had 76 aircraft in our portfolio, of which 75 were held for operating lease and one was recorded as an investment in finance lease.

Selected Financial Data

The following selected financial data should be read in conjunction with Item 5 Operating and Financial Review and Prospects and our audited consolidated financial statements and notes related thereto included in Item 18 Financial Statements in this Annual Report. The selected financial data presented below are our operating results for the years ended December 31, 2016, 2015, 2014, 2013 and 2012.

	(Dollars in thousands, except per share data)				
	Years ended				
	2016	2015	2014	2013	2012
Statement of income data:					
Operating lease revenue	\$ 313,582	\$ 429,691	\$ 406,563	\$ 351,792	\$ 356,102
Gain on sale of aircraft	27,195	28,959	14,761	5,421	7,892
Gain on sale of investment in unconsolidated subsidiary	—	—	—	—	36,882
Total revenues	345,039	462,397	425,548	360,634	411,167
Total expenses	381,428	434,200	356,673	303,560	368,670
Net income (loss)	(29,112)	22,798	60,184	53,940	38,234
Earnings (loss) per share:					
Basic	\$ (0.88)	\$ 0.52	\$ 1.42	\$ 1.55	\$ 1.45
Diluted	\$ (0.88)	\$ 0.52	\$ 1.42	\$ 1.55	\$ 1.44
Dividends declared and paid per share					