

Edgar Filing: Fly Leasing Ltd - Form SC 13D

Fly Leasing Ltd  
Form SC 13D  
January 09, 2013  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. )\*

Fly Leasing Limited  
(Name of Issuer)

American Depository Shares, each representing one Common Share, par value \$0.001 per share  
(Title of Class of Securities)

05614P 101  
(CUSIP Number)

Mina Kim  
Summit Aviation Partners LLC  
50 California Street, 14th Floor, San Francisco, CA 94111  
Tel.: 415-267-1600

John D. Amorosi  
Davis Polk & Wardwell LLP  
450 Lexington Avenue, New York, NY 10017  
Tel.: 212-450-4010  
(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications)

December 31, 2012  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. o

\*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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP No.

05614P 101

1. Names of Reporting Persons.

Steven Zissis

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)

SC/AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization

United States

7.

Sole Voting Power

NUMBER OF

SHARES

8.

0

Shared Voting Power

BENEFICIALLY

OWNED BY EACH

1,503,138(1)

REPORTING PERSON<sup>9</sup>.

Sole Dispositive Power

WITH

10.

0

Shared Dispositive Power

1,503,138(1)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,503,138(1)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)

Common Shares: 5.4%

14. Type of Reporting Person (See Instructions)

IN

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(1) Represents 64,926 ADSs held by the Zissis Family Trust and 1,438,212 ADSs held by Summit Aviation Partners LLC.

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CUSIP No.

05614P 101

1. Names of Reporting Persons.

Zissis Family Trust

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization

Nevada

7.

Sole Voting Power

NUMBER OF  
SHARES

0

8.

Shared Voting Power

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON<sup>9</sup>.  
WITH

1,503,138(2)

Sole Dispositive Power

0

10.

Shared Dispositive Power

1,503,138(2)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,503,138(2)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

Common Shares: 5.4%

14. Type of Reporting Person (See Instructions)

OO

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(2) Represents 64,926 ADSs held for its own account and 1,438,212 ADSs held by Summit Aviation Partners LLC.

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CUSIP No.

05614P 101

1. Names of Reporting Persons.

Summit Aviation Partners LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization

Delaware

7.

Sole Voting Power

NUMBER OF  
SHARES

8.

0

Shared Voting Power

BENEFICIALLY  
OWNED BY EACH  
REPORTING PERSON<sup>9</sup>.  
WITH

1,438,212

Sole Dispositive Power

10.

0

Shared Dispositive Power

1,438,212

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,438,212

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)

Common Shares: 5.1%

14. Type of Reporting Person (See Instructions)

OO



Item 1. Security and Issuer

This Statement on Schedule 13D relates to the American Depositary Shares (the “ADSs”) of Fly Leasing Limited, a Bermuda exempted company (the “Issuer”). The principal executive offices of the Issuer are located at West Pier, Dun Laoghaire, County Dublin, Ireland.

Item 2. Identity and Background

The names of the reporting persons are Steven Zissis, the Zissis Family Trust (the “Trust”) and Summit Aviation Partners LLC (“SAP”) –(each a “Reporting Person” and collectively, the “Reporting Persons”).

Steven Zissis

Mr. Zissis’s business address is 50 California Street, 14th Floor, San Francisco, CA 94111. Mr. Zissis is a director of the Issuer, the President and Manager of SAP and the President and Chief Executive Officer of BBAM Limited Partnership, an exempted limited partnership registered in the Cayman Islands (“BBAM”).

Zissis Family Trust

The Trust is a trust organized under the laws of Nevada. The principle business address of the Trust is 674 Alpine View, Incline Village, Nevada 89451. Mr. Zissis is a trustee of the Trust.

SAP

SAP is a Delaware limited liability company with its principle offices and principle business address at 50 California Street, 14th Floor, San Francisco, CA 94111. SAP provides commercial aircraft leasing, financing, management and asset management services through its subsidiary BBAM. The name, business address, present principal occupation or employment, principal business address of such employer (if not SAP) and citizenship of each director and executive officer of SAP is set forth on Schedule A.

During the last five years, none of the Reporting Persons, nor, to the knowledge of any Reporting Person, any of the persons listed on Schedule A attached hereto, (i) have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject, to federal or state securities laws or finding any violation with respect to such laws.

Mr. Zissis is a citizen of the United States.

Item 3. Source and Amount of Funds or Other Consideration

Steven Zissis

Mr. Zissis acquired 64,926 ADSs at no cost directly from the Issuer pursuant to a long term incentive compensation plan. Mr. Zissis transferred all of the 64,926 ADSs acquired by him to the Trust.

Trust

The Trust acquired 64,926 ADSs in gift transfers from Mr. Zissis for zero consideration.



SAP

SAP acquired the ADSs for an aggregate purchase price of \$13,779,998 in two transactions dated April 29, 2010 (for 1,000,000 ADSs at a purchase price of \$8.78 per ADS) and December 31, 2012 (for 438,212 ADSs at a purchase price of \$11.41 per ADS). Such price was funded through working capital.

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Item 4. Purpose of Transaction

The ADSs held by the Zissis Family Trust to which this Statement relates were acquired for investment purposes from the Issuer pursuant to a long term incentive compensation plan.

The ADSs held by SAP to which this Statement relates were acquired by SAP for investment purposes pursuant to (i) a purchase agreement dated April 29, 2010 among SAP and Babcock & Brown Limited and (ii) a purchase agreement dated November 30, 2012 (as amended, the “2012 Fly Purchase Agreement”), among SAP, the Issuer and certain affiliates of Onex Corporation (such affiliates, the “Onex Investors”).

Except as otherwise contemplated herein, the Reporting Persons currently have no plans or proposals which relate to or would result in any of the actions enumerated in paragraphs (a) through (j) of Item 4 of the form of Schedule 13D promulgated under the Act. However, each Reporting Person reserves the right to change its plans at any time, as it deems appropriate, in light of its ongoing evaluation of (a) its business and liquidity objectives, (b) the Company’s financial condition, business, operations, competitive position, prospects and/or share price, (c) industry, economic and/or securities markets conditions, (d) alternative investment opportunities, and (e) other relevant factors. As part of this ongoing review, the Reporting Persons may in the future engage legal and financial advisors to assist them in such review and in evaluating strategic alternatives that are or may become available with respect to their holdings in the Issuer.

Without limiting the generality of the foregoing, each Reporting Person reserves the right (in each case, subject to any applicable restrictions under law or contract) to at any time or from time to time (i) purchase or otherwise acquire additional ADSs or other securities of the Issuer, or instruments convertible into or exercisable for any such securities (collectively, “Issuer Securities”), in the open market, in privately negotiated transactions or otherwise, (ii) sell, transfer or otherwise dispose of Issuer Securities in public or private transactions, (iii) cause Issuer Securities to be distributed in kind to its investors, (iv) acquire or write options contracts, or enter into derivatives or hedging transactions, relating to Issuer Securities, and/or (v) encourage (including, without limitation, through their positions on or designees on the Issuer’s board of directors and/or communications with directors, management, and existing or prospective security holders, investors or lenders, of the Issuer, existing or potential strategic partners, industry analysts and other investment and financing professionals) the Issuer to consider or explore (A) sales or acquisitions of assets or businesses, or extraordinary corporate transactions, such as a merger, reorganization or liquidation involving the Issuer or any of its subsidiaries (including transactions in which affiliates of the Reporting Persons may be proposed as acquirers or as a source of financing), (B) changing the present board of directors of the Issuer, including changing the number or term of board members or filling existing vacancies on the board, (C) changes to the Issuer’s capitalization or dividend policy, (D) changing the Issuer’s charter, bylaws, or similar organizational instruments or taking other actions which may impede the acquisition of control of the Issuer by any person, (E) causing a class of the Issuer’s securities to be delisted from a national securities exchange or to become eligible for termination of registration pursuant to Section 12(g)(4) under the Act or (F) other changes to the Issuer’s business or structure. In addition, Steven Zissis and any other directors who are affiliated with the Reporting Persons may remain in office or may resign or be removed from office in accordance with the provisions of the Issuer’s organizational documents.

In no event does any of the foregoing relate to any plan or proposal that might be considered or discussed by any individual who is serving as a member of the Issuer’s Board of Directors solely in his or her capacity as a director.

Item 5. Interest in Securities of the Issuer

(a) The responses of the Reporting Persons to rows 11-13 of the cover pages of this Statement are incorporated herein by reference. The Reporting Persons are the beneficial owners of 1,503,138 ADSs in the aggregate,

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representing approximately 5.4% of the Issuer's outstanding ADSs (based on 28,040,305 ADSs outstanding as of January 9, 2013 after giving effect to the closing of the 2012 Fly Purchase Agreement).

(b) The responses of the Reporting Persons to rows 11-13 of the cover pages of this Statement are incorporated herein by reference.

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(c) Other than the acquisition of 438,212 ADSs by SAP pursuant to the 2012 Fly Purchase Agreement, which acquisition was consummated on December 31, 2012, no Reporting Person has effected any transaction in the ADSs during the past 60 days.

(d) Inapplicable.

(e) Inapplicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

In accordance with the terms of the 2012 Fly Purchase Agreement, the Issuer, SAP and the Onex Investors (SAP and the Onex Investors collectively, the “Holders”) entered into a Registration Rights Agreement dated December 28, 2012, which obligates the Issuer to, no later than 10 days after it files its annual report on Form 20-F for the year ended December 31, 2012, file a shelf registration statement under Rule 415 of the Securities Act of 1933, as amended, for a public offering of all of the ADSs held by SAP and the Onex Investors (the “Registrable Shares”). The Holders have the right to sell their Registrable Shares at any time or from time after such shelf registration statement is declared effective in any manner described under “Plan of Distribution” in such registration statement, including pursuant to an underwritten offering of no less than \$10 million of Registrable Shares. If the Issuer fails to file the shelf registration statement or fails to cause or maintain the effectiveness of such shelf registration statement, each Holder has the right to demand registration of the Registrable Shares held by such Holder. The Registration Rights Agreement includes customary provisions relating to registration procedures, expenses and indemnification.

Pursuant to the terms of the 2012 Fly Purchase Agreement, SAP may not sell or otherwise dispose of any ADSs without the prior written consent of the Company, except for (i) an aggregate amount of ADSs equal to 1,438,212 multiplied by the percentage of outstanding equity interests in BBAM that have been sold or otherwise transferred by any Onex Investor to third parties and (ii) transfers to affiliates of SAP.

Except for the arrangements described above, to the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise), including, but not limited to, transfer or voting of any of the securities, finder’s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies, between the persons enumerated in Item 2, and any other person, with respect to any securities of the Issuer, including any securities pledged or otherwise subject to a contingency the occurrence of which would give another person voting power or investment power over such securities other than standard default and similar provisions contained in loan agreements.

Item 7. Material to be Filed as Exhibits

Exhibit 1: Registration Rights Agreement dated as of December 28, 2012 among the Issuer, SAP and the Onex Investors.

Exhibit 2: Fly Leasing Limited Securities Purchase Agreement dated as of November 30, 2012 between the Issuer, SAP and the Onex Investors.

Exhibit 3: First Amendment to Purchase Agreement dated as of December 28, 2012 among the Issuer, SAP and the Onex Investors.

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.

Steven Zissis

January 9, 2013  
Date

/s/ Steven Zissis  
Signature

Zissis Family Trust

January 9, 2013  
Date

/s/ Steven Zissis  
Signature

Steven Zissis, Trustee  
(Name/Title)

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Summit Aviation Partners LLC

January 9, 2013

Date

/s/ Steven Zissis

Signature

Steven Zissis, President & Manager

(Name/Title)

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DIRECTORS AND EXECUTIVE OFFICERS  
OF SUMMIT AVIATION PARTNERS LLC

The name, business address, title, present principal occupation or employment of each of the directors and executive officers of SAP are set forth below. If no business address is given the director's or officer's business address is 50 California Street, 14th Floor, San Francisco, CA 94111. Unless otherwise indicated, each occupation set forth opposite an individual's name refers to SAP. All of the persons listed below are citizens of the United States of America.

| Name and Business Address                     | Present Principal Occupation Including Name and Address <sup>1</sup> of Employer |
|---|--|
| Executive Officers<br>(Who Are Not Directors) |  |
| Steven Zisis                                  | President & Manager  |
| Robert S. Tomczak                             | Chief Financial Officer and Vice President                                       |
| Gregory Azzara                                | Vice President and Secretary   |
| <br>Takeshi Saeki                             | <br>Vice President   |

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<sup>1</sup> Same address as director' or officer's business address except where indicated.