

Edgar Filing: Genesis Lease LTD - Form SC 13G/A

Genesis Lease LTD  
Form SC 13G/A  
February 04, 2010

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1) \*

Genesis Lease, Limited

-----  
(Name of Issuer)

American Depositary Shares

-----  
(Title of Class of Securities)

37183T107

-----  
(CUSIP Number)

September 9, 2009

-----  
(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)

\*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 (THE "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. 37183T107  
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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Rivanna Partners, L.P.
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)	<input checked="" type="checkbox"/> [X]
(b)	<input type="checkbox"/> [ ]
-----	
3	SEC USE ONLY
-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  State of Delaware
-----	
	5      SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	NONE -----
	6      SHARED VOTING POWER
	914,589 -----
	7      SOLE DISPOSITIVE POWER
	NONE -----
	8      SHARED DISPOSITIVE POWER
	914,589 -----
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  914,589
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ] (SEE INSTRUCTIONS)
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9      2.7%
-----	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN
-----	

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1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rivanna Offshore Partners, Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a) ☒ [X]

(b) ☐ [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

British Virgin Islands

5 SOLE VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

NONE

6 SHARED VOTING POWER

374,647

7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

374,647

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

374,647

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

11 PERCENTAGE OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO

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-----	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Rivanna Long Bias L.P.
-----	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)	<input checked="" type="checkbox"/> [X]
(b)	<input type="checkbox"/> [ ]
-----	
3	SEC USE ONLY
-----	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  State of Delaware
-----	
	5      SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	NONE ----- 6      SHARED VOTING POWER  35,979 ----- 7      SOLE DISPOSITIVE POWER  NONE ----- 8      SHARED DISPOSITIVE POWER  35,979 -----
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  35,979
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ] (SEE INSTRUCTIONS)
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9      0.1%
-----	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN
-----	

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-----	
1	NAMES OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Rivanna Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a) ☒ [X]

(b) ☐ [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Delaware

5 SOLE VOTING POWER

NUMBER OF  
SHARES  
BENEFICIALLY

NONE

OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

1,589,381

7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

1,622,094

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,622,094

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
CO

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CUSIP NO. 37183T107

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

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Craig F. Colberg

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a) ☒ [X]  
(b) ☐ [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF  
SHARES NONE

BENEFICIALLY

OWNED BY  
EACH

6 SHARED VOTING POWER

REPORTING  
PERSON  
WITH

1,589,381

7 SOLE DISPOSITIVE POWER

NONE

8 SHARED DISPOSITIVE POWER

1,622,094

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,622,094

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
☐ [ ] (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.7%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

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CUSIP NO. 37183T107

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Jack E. Sorensen

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)  
(a) ☒ [X]  
(b) ☐ [ ]

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States

-----  
5 SOLE VOTING POWER  
  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
NONE  
-----  
6 SHARED VOTING POWER  
1,589,381  
-----  
7 SOLE DISPOSITIVE POWER  
NONE  
-----  
8 SHARED DISPOSITIVE POWER  
1,622,094

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,622,094

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
[ ] (SEE INSTRUCTIONS)

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 4.7%

-----  
12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

-----  
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CUSIP NO. 37183T107  
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ITEM 1(A) NAME OF ISSUER:  
  
Genesis Lease Limited

ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
  
4450 Atlantic Avenue  
Westpark

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Shannon Co. Clare, Ireland

ITEM 2(a)

NAME OF PERSON FILING:

- (i) Rivanna Partners, L.P. (Partners), with respect to Shares owned by it.
- (ii) Rivanna Long Bias, L.P. (Long Bias), with respect to Shares directly owned by it.
- (iii) Rivanna Offshore Partners, Ltd. (Offshore Fund) with respect to Shares directly owned by it.
- (iv) Rivanna Capital, LLC (Rivanna Capital) with respect to Shares beneficially owned by it.
- (v) Craig F. Colberg (Colberg) with respect to Shares directly owned by each of Partners, Long Bias, Offshore Fund and Rivanna Capital separate client accounts.
- (vi) Jack E. Sorensen (Sorensen) with respect to Shares directly owned by each of Partners, Long Bias, Offshore Fund and Rivanna Capital separate client accounts.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and believe after making inquiry to the appropriate party.

ITEM 2(b)

ADDRESS OF PRINCIPAL BUSINESS OFFICE, OR IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 600 Peter Jefferson Parkway, Suite 370, Charlottesville, Virginia 22911

ITEM 2(c)

CITIZENSHIP:

Partners and Long Bias are limited partnerships organized under the laws of the State of Delaware. Offshore Fund is a BVI Business Company existing and operating under the laws of the British Virgin Islands. Rivanna Capital is a Delaware limited liability company. Each of Messrs. Colberg and Sorensen is a United States citizen.

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ITEM 2(d)

TITLE OF CLASS OF SECURITIES:

American Depositary Shares (Shares), each representing one common share, par value \$0.001

ITEM 2(e)

CUSIP NUMBER:

37183T107

ITEM 3.

IF THIS STATEMENT IS FILED PURSUANT TO SS.240.13D-1(B) OR SS. 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



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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 ss.240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings associations 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) ☐ Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

### ITEM 4. OWNERSHIP:

This Statement is being filed with respect to an aggregate of 1,622,094 Shares, resulting in beneficial ownership as follows:

#### 1. Rivanna Partners, L.P.

(a) Amount Beneficially owned: 914,589

(b) Percent of Class: 2.7%

The percentages used herein and in the rest of Item 4 are calculated based on 34,346,596 Shares outstanding as of September 30, 2009, as disclosed in the Issuers Form 6-K Interim Report for the Quarter Ended September 30, 2009 filing made with the Securities and Exchange Commission (SEC) on November 6, 2009.

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- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 914,589
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 914,589

#### 2. Rivanna Long Bias, L.P.

(a) Amount Beneficially owned: 35,979

(b) Percent of Class: 0.1%

- (c) (i) Sole power to vote or direct the vote: -0-
- (ii) Shared power to vote or direct the vote: 35,979
- (iii) Sole power to dispose or direct the disposition: -0-
- (iv) Shared power to dispose or direct the disposition: 35,979

#### 3. Rivanna Offshore Partners, Ltd.

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- (a) Amount Beneficially owned: 374,647
  - (b) Percent of Class: 1.1%
  - (c) (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 374,647
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 374,647
4. Rivanna Capital, LLC
- (a) Amount Beneficially owned: 1,622,094
  - (b) Percent of Class: 4.7%
  - (c) (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 1,589,381
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 1,622,094
5. Craig F. Colberg
- (a) Amount Beneficially owned: 1,622,094
  - (b) Percent of Class: 4.7%
  - (c) (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 1,589,381
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 1,622,094
6. Jack E. Sorensen
- (a) Amount Beneficially owned: 1,622,094
  - (b) Percent of Class: 4.7%
  - (c) (i) Sole power to vote or direct the vote: -0-
    - (ii) Shared power to vote or direct the vote: 1,589,381
    - (iii) Sole power to dispose or direct the disposition: -0-
    - (iv) Shared power to dispose or direct the disposition: 1,622,094

### 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 5 percent of the class of securities, check the following [X].

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### ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Rivanna Capital, the general partner of Partners and Long Bias, has the power to direct the affairs of Partners and Long Bias, including the voting and disposition of shares. As the discretionary investment manager of the Offshore Fund and seven other separate client accounts, Rivanna Capital has power to direct the voting and disposition of Shares held by the Offshore Fund and such accounts. Rivanna Capital is the discretionary investment manager for one other separate client account, aggregating 32,713 Shares, in which it has the power to direct the disposition of the Shares held in the account but does not have the power to vote the Shares held in the

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account.

Messrs. Craig F. Colberg and Jack E. Sorensen are the founding members of Rivanna Capital (the Founding Members) and have the shared power to vote or to direct the vote of, and to dispose or to direct the disposition of, the shares of the identified class of securities that may be deemed to be beneficially owned by Rivanna Capital. As a result, the Founding Members may be deemed to beneficially own the shares of the identified class of securities that Rivanna Capital may be deemed to beneficially own, but they disclaim any such beneficial ownership except to the extent of their individual pecuniary interest in such securities.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

See Item 2.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

N/A

ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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### SIGNATURE

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

February 4, 2010

/s/ Craig F. Colberg

-----  
Craig F. Colberg, as Manager  
of Rivanna Capital, LLC, for  
itself and as the general  
partner of (i) Rivanna Partners,  
L.P., (ii) Rivanna Long Bias, LP  
and as the investment manager of

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(iii) Rivanna Offshore Partners,  
Ltd.

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