

# SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)

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GLOBAL SHIP LEASE, INC. (Formerly known as GSL Holdings, Inc.)

(Name of Issuer)

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Class A Common Shares, par value \$0.01 per share

(Title of Class of Securities)

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Y27183105

(CUSIP Number)

CMA CGM S.A.  
4, Quai d'Arenc  
Marseille Cedex 02 13235  
+33 (0) 4 88 91 90 00  
Attn: Michel Sirat

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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August 2, 2013

(Dates of Events which Require Filing of this Statement)

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

\* *Note* : Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7(b) for other parties to whom copies are to be sent.

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 "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Exchange Act but shall be subject to all other provisions of the Exchange Act (however, *see* the *Notes* ).

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NAME OF REPORTING PERSON		
1	CMA CGM S.A. I.R.S. No. 00-0000000	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		
2	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
SEC USE ONLY		
3		
SOURCE OF FUNDS		
4	OO	
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
CITIZENSHIP OR PLACE OF ORGANIZATION		
6	France	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		20,478,650 (1)
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		20,478,650 (1)
	10	SHARED DISPOSITIVE POWER
		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	20,478,650	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	43.1% (2)	
14	TYPE OF REPORTING PERSON	
	CO	

(1) Represents 20,478,650 Class A common shares, par value \$0.01 per share, of the Issuer held by CMA CGM S.A.

(2) See Item 5(a).

1	NAME OF REPORTING PERSON	
	Jacques R. Saadé	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	Not applicable	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	France	
		SOLE VOTING POWER
	7	0
		SHARED VOTING POWER
	8	20,478,650 (1)
		SOLE DISPOSITIVE POWER
	9	0
		SHARED DISPOSITIVE POWER
	10	20,478,650 (1)
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	20,478,650	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	43.1% (2)	
14	TYPE OF REPORTING PERSON	
	IN	

(1) Class A common shares of the Issuer held by CMA CGM S.A., a French company controlled by Mr. Saadé.

(2) See Item 5(a).

## Introductory Statement

This Amendment No. 2 to Schedule 13D (this “**Amendment No. 2**”) relates to the Class A common shares, \$0.01 par value per share (the “**Class A Common Shares**”), of Global Ship Lease, Inc., a Marshall Islands corporation (the “**Issuer**”), and is being filed jointly by CMA CGM S.A. (“**CMA CGM**”) and Mr. Jacques R. Saadé (hereinafter referred to as the “**Reporting Persons**”). This Amendment No. 2 amends and supplements the Schedule 13D as previously jointly filed by the Reporting Persons on August 14, 2008 with the Securities and Exchange Commission (the “**Commission**”), as amended and supplemented by Amendment No. 1 to Schedule 13D filed by the Reporting Persons on February 28, 2013 with the Commission (as amended and supplemented, the “**Existing Schedule 13D**”) with respect to the items set forth below.

Except as otherwise provided herein, each Item of the Existing Schedule 13D remains unchanged. Capitalized terms used herein but not otherwise defined shall have the meaning set forth in the Existing Schedule 13D.

### Item 1. Security and Issuer.

No material change.

### Item 2. Identity and Background.

(a) No material change.

(b) No material change.

(c) No material change.

(d) No material change.

(e) No material change.

(f) No material change.

### Item 3. Source and Amount of Funds or Other Consideration.

No material change.

### Item 4. Purpose of Transaction.

The Reporting Persons acquired Class A Common Shares for investment purposes based on their belief that the Class A Common Shares represented an attractive investment opportunity. As the standstill period contained in the Stockholders Agreement lapsed in August 2013, the Reporting Persons are now assessing whether certain changes in the composition of the Issuer’s Board would be relevant in view of the development of the Issuer’s business prospects. Although the Reporting Persons have not definitively determined what changes they specifically desire, they initially discussed their concerns with management of the Issuer and have reserved the right to contact current management with regard to such concerns. The Reporting Persons believe that one option could be to expand the size of the Board and appoint additional Board members acceptable to the Reporting Persons, who may be affiliated with CMA CGM, possibly constituting a majority of the Board, each of whom would have industry knowledge.

In addition to the above, the Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors (including, without limitation, the Issuer’s financial position and strategic direction, actions taken by the Board, price levels of its securities, other investment opportunities available to the Reporting Persons, market conditions, financial position of CMA CGM and general economic and industry conditions), the Reporting Persons may take such actions with respect to their investments in the Issuer as they deem appropriate, including, without limitation, taking any action and/or otherwise changing their intention with respect to any and all matters referred to in Item 4 of Schedule 13D.

### Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, CMA CGM owns 20,478,650 Class A Common Shares, which represent an aggregate of approximately 43.1% of the issued and outstanding Class A Common Shares based on the Issuer’s most recent Form 6-K filed with the Commission on August 15, 2013. Mr. Jacques R Saadé may be deemed the beneficial owner of the Class A Common Shares owned by CMA CGM. The warrants previously held by CMA CGM that were exercisable for 3,131,900 Class A Common Shares expired on September 1, 2013 without being exercised. (Additionally, CMA CGM continues to hold (i) 3,934,050 Class B common shares, \$0.01 par value per share, of the Issuer and (ii) approximately \$45 million of Series A preferred shares of the Issuer.)

(b) No material change. The standstill provisions of the Stockholders Agreement expired pursuant to its terms.

(c) No material change.

(d) Not applicable.

(e) Not applicable.

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

No material change.

**Item 7. Materials to be Filed as Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
1	Power of Attorney by Jacques R Saadé, dated as of September 13, 2013.

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## SIGNATURE

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

Dated: September 13, 2013

/s/ Michel Sirat, Attorney-in-Fact  
Jacques R Saadé

CMA CGM S.A.

By: /s/ Michel Sirat  
Name: Michel Sirat  
Title: Group Chief Financial Officer

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**Exhibit 1**

**[CMA CGM Marseille Letterhead]**

**POWER OF ATTORNEY**

I, the undersigned, **Jacques R. SAADE**, having my business address at 4, Quai d’Arenc – 13002 Marseille, France do hereby appoint **Michel SIRAT**, having his business address at 4, Quai d’Arenc Marseille, as my true and lawful attorney-in-fact to execute, deliver and file on my behalf the Schedule 13D (and any amendments thereto) with the U.S. Securities and Exchange Commission in connection with CMA CGM S.A.’s ownership of Class A Common Shares of Global Ship Lease, Inc., and the undersigned hereby ratifies and confirms, and agrees to ratify and confirm, whatsoever such attorney shall lawfully do or cause to be done or purport to do by virtue of this power of attorney.

This Power of Attorney is valid until the 13<sup>th</sup> of December, 2013 and may be filed with such Schedule 13D.

This Power of Attorney is drafted in English only, which version shall prevail on any translation of this Power of Attorney that would subsequently be prepared for any reason in any language (including French).

This Power of Attorney is governed by and shall be construed in accordance with French law.

Made in two (2) originals, as of the 13<sup>th</sup> of September, 2013.

/s/ Jacques R. Saadé

Name: Jacques R. Saadé

Title: Chairman of the Board and

General Manager of CMA CGM

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