

CapLease, Inc.

Form S-3/A

November 06, 2013

As filed with the Securities and Exchange Commission on November 5, 2013

Registration No. 333-124003, 333-124278, 333-140354, 333-148649, 333-148653, 333-151775, 333-164030 and 333-171408

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Post-Effective Amendment No. 2 to Form S-3 Registration No. 333-124003

Post-Effective Amendment No. 1 to Form S-3 Registration No. 333-124278

Post-Effective Amendment No. 1 to Form S-3 Registration No. 333-140354

Post-Effective Amendment No. 1 to Form S-3 Registration No. 333-148649

Post-Effective Amendment No. 1 to Form S-3 Registration No. 333-148653

Post-Effective Amendment No. 1 to Form S-3 Registration No. 333-151775

Post-Effective Amendment No. 1 to Form S-3 Registration No. 333-164030

Post-Effective Amendment No. 2 to Form S-3 Registration No. 333-171408

*UNDER*

*THE SECURITIES ACT OF 1933*

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**CAPLEASE, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Maryland**

(State or Other Jurisdiction of Incorporation or Organization)

**52-2414533**

(I.R.S. Employer Identification No.)

**1065 Avenue of the Americas**

**New York, New York**

(Address of Principal Executive Offices)

**10018**

(Zip Code)

**Paul C. Hughes**

**Vice President, General Counsel and**

**Corporate Secretary**

**CapLease, Inc.**

**1065 Avenue of the Americas**

**New York, New York 10018**

**(212) 217-6300**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

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*Copy to:*

**Steven M. Haas**

**Hunton & Williams LLP**

**Riverfront Plaza, East Tower**

**951 East Byrd Street**

**Richmond, Virginia 23219**

**Telephone: (804) 788-7217**

**Facsimile: (804) 343-4864**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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## TERMINATION OF REGISTRATION

These Post-Effective Amendments No. 2 relate to the following registration statements on Form S-3 (collectively, the “Amended Registration Statements”) of CapLease, Inc. (the “Company”):

Amended Registration Statement on Form S-3 (File No. 333-171408), filed on January 20, 2011, pertaining to shares of common stock, par value \$0.01 per share, of the Company (“Company Common Stock”), shares of preferred stock, par value \$0.01 per share, of the Company (“Company Preferred Stock”) and senior or subordinated debt securities (“Company Debt Securities”); and

Amended Registration Statement on Form S-3 (File No. 333-124003), filed on May 17, 2005, pertaining to Company Common Stock, Company Preferred Stock and Company Debt Securities.

These Post-Effective Amendments No. 1 relate to the following registration statements on Form S-3 (collectively, the “Registration Statements” and, together with the Amended Registration Statements, the “Company Registration Statements”) of the Company:

Registration Statement on Form S-3 (File No. 333-164030), filed on December 24, 2009, pertaining to Company Common Stock;

Registration Statement on Form S-3 (File No. 333-151775), filed on June 19, 2008, pertaining to Company Common Stock;

Registration Statement on Form S-3 (File No. 333-148653), filed on January 14, 2008, pertaining to Company Common Stock, Company Preferred Stock and Company Debt Securities;

Registration Statement on Form S-3 (File No. 333-148649), filed on January 14, 2008, pertaining to Company Common Stock;

Registration Statement on Form S-3 (File No. 333-140354), filed on January 31, 2007, pertaining to Company Common Stock; and

Registration Statement on Form S-3 (File No. 333-124278), filed on April 22, 2005, pertaining to Company Common Stock.

On November 5, 2013, pursuant to the Agreement and Plan of Merger, dated as of May 28, 2013, by and among the Company, Caplease, LP, a Delaware limited partnership and the operating partnership of the Company (the “Company Operating Partnership”), CLF OP General Partner, LLC, a Delaware limited liability company, a direct wholly owned subsidiary of the Company and the sole general partner of the Company Operating Partnership, American Realty Capital Properties, Inc., a Maryland corporation (“Parent”), ARC Properties Operating Partnership, L.P., a Delaware limited partnership and the operating partnership of Parent, and Safari Acquisition, LLC, a Delaware limited liability company and wholly owned subsidiary of Parent (“Merger Sub”), the Company merged with and into Merger Sub (the “Merger”). As a result of the Merger, Merger Sub continued as the surviving entity, the separate existence of the Company ceased to exist and the Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Company Registration Statements.

In accordance with an undertaking contained in the Company Registration Statements to remove from registration, by means of a post-effective amendment, any of the securities that remain unsold at the termination of the offerings, the Company hereby removes from registration all securities of the Company registered but unissued under the Company Registration Statements.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1933, as amended, and Rule 478 thereunder, the registrant has duly caused these Post-Effective Amendments No. 1 and No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized.

SAFARI ACQUISITION, LLC  
(as successor to CapLease, Inc.)

By: /s/ Nicholas S. Schorsch  
Name: Nicholas S. Schorsch  
Title: Authorized Person

Date: November 5, 2013