

AMERICAN LAND LEASE INC  
Form 8-K  
March 16, 2009

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of report (Date of the earliest event reported): March 16, 2009**

**AMERICAN LAND LEASE, INC.**

**(Exact Name of Registrant as specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-09360**  
**(Commission File Number)**

**29399 US Hwy 19 North, Suite 320**

**84-1038736**  
**(IRS Employer**  
  
**Identification No.)**

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Clearwater, FL 33761

(Address of Principal Executive Offices) (Zip Code)

(727) 726-8868

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events**

On March 16, 2009, American Land Lease, Inc., a Delaware corporation ( the Company ), announced that its common stockholders approved the previously announced merger of GCP Sunshine Acquisition, Inc., an affiliate of Green Courte Partners, LLC, a Chicago-based private equity investment firm, with and into the Company. Each share of the Company s 7.75% Series A Cumulative Redeemable Preferred Stock, par value \$0.01 per share ( Series A Preferred Stock ), issued and outstanding immediately prior to the effective time of the merger will remain outstanding as a share of 7.75% Series A Cumulative Redeemable Preferred Stock of the Company following the consummation of the merger having the same powers, rights and preferences. A copy of the press release announcing the approval of the merger is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The Company intends to file a Form 15 on March 16, 2009 to terminate the registration of its common stock and Series A Preferred Stock under the Securities Exchange Act of 1934, as amended.

**Section 9. Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated March 16, 2009

**Signature**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**AMERICAN LAND LEASE, INC.**

Dated: March 16, 2009

By: /s/ Shannon E. Smith  
Shannon E. Smith  
Chief Financial Officer

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated March 16, 2009