

WILLIS LEASE FINANCE CORP  
Form 8-K  
February 22, 2007

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

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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Date of Report: February 20, 2007

**Willis Lease Finance Corporation**  
(Exact Name of Registrant as Specified in Charter)

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

**0-28774**  
(Commission File Number)

**68-0070656**  
(I.R.S. Employer  
Identification Number)

**2320 Marinship Way, Suite 300**

**Sausalito, California 94965**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(415) 275-5100**

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:

- 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 Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 1.01 Entry into a Material Definitive Agreement**

On February 20, 2007, the Registrant entered into an Employment Agreement with Lee G. Beaumont, its Executive Vice President and Chief Operating Officer providing for his employment in such capacity for one year ending January 1, 2008 and renewing annually thereafter until either party gives written notice of non-renewal at least one year prior to the end of any calendar year. The Employment Agreement is attached as Exhibit 10.1 to this Form 8-K.

On February 20, 2007, the Registrant also entered into an Employment Agreement with Bradley S. Forsyth, its Senior Vice President and Chief Financial Officer providing for his employment in such capacity for one year ending January 1, 2008 and renewing annually thereafter until either party gives written notice on non-renewal at least one year prior to the end of any calendar year. The Employment Agreement is attached as Exhibit 10.2 to this Form 8-K.

**Item 9.01 Exhibits**

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The Company hereby furnishes the following exhibit pursuant to Item 1.01, Entry into a Material Definitive Agreement.

Exhibit

No.	Description
10.1	Employment Agreement between the Company and Lee G. Beaumont dated February 20, 2007.
10.2	Employment Agreement between the Company and Bradley S. Forsyth dated February 20, 2007.

**SIGNATURES**

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.

Dated: February 21, 2007

WILLIS LEASE FINANCE  
CORPORATION

By: /s/ Thomas C. Nord  
Thomas C. Nord  
Senior Vice President and  
General Counsel