

WILLIS LEASE FINANCE CORP  
Form 8-K  
July 31, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 earliest event reported): **July 28, 2017**

**Willis Lease Finance Corporation**

(Exact Name of Registrant as Specified in its Charter)

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

**001-15369**  
(Commission File Number)

**68-0070656**  
(IRS Employer Identification No.)

**773 San Marin Drive, Suite 2215**

**Novato, California 94998**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(415) 408-4700**

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On July 28, 2017, Willis Lease Finance Corporation (the Company ) and Willis Engine Structured Trust III, a Delaware statutory trust of which the Company is the sole beneficiary ( WEST III ), entered into a note purchase agreement dated July 28, 2017 (the Note Purchase Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc., Wells Fargo Securities, LLC and BNP Paribas Securities Corp. (collectively, the Initial Purchasers ). The Note Purchase Agreement provides for the issuance and sale of \$293.7 million aggregate principal amount of WEST III s Series A 2017-A Fixed Rate Notes and \$42 million aggregate principal amount of Series B 2017-A Fixed Rate Notes (collectively, the Notes ) to the Initial Purchasers. The Initial Purchasers are expected to resell the Notes pursuant to Rule 144A and Regulation S of the Securities Act of 1933. The Notes will be secured by (among other things) WEST III s direct and indirect ownership interests in a portfolio of 56 aircraft engines. The Note Purchase Agreement contains customary representations, warranties, covenants and closing conditions for a transaction of this type. The Note Purchase Agreement also contains provisions pursuant to which the Company and WEST III agree to hold harmless and indemnify the Initial Purchasers against damages under certain circumstances, which are customary for a transaction of this type.

The issuance and sale of the Notes are part of an offering, which, subject to satisfaction of a variety of customary conditions precedent, is scheduled to close on or about August 4, 2017. The Company can give no assurance that the transaction will close on that date or at all.

**Item 8.01 Other Events**

On July 28, 2017, the Company issued a news release in connection with the matters described under Item 1.01 above. A copy of the news release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	News release by Willis Lease Finance Corporation, dated July 28, 2017.

**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.

WILLIS LEASE FINANCE CORPORATION

Date: July 28, 2017

By:

/s/ Dean M. Poulakidas  
Dean M. Poulakidas  
Senior Vice President and General Counsel

**Exhibit Index**

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