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**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**

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.

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**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

| Exhibit<br>No. | Description  |
|----------------|--|
| 99.1           | News release by Willis Lease Finance Corporation, dated July 28, 2017. |



**CONTACT:** Scott B. Flaherty  
Chief Financial Officer  
(415) 408-4700

NEWS RELEASE

**Willis Lease Finance Commits to Offering of \$335.7 Million in Fixed Rate Notes**

**NOVATO, CA — July 28, 2017** — Willis Lease Finance Corporation (NASDAQ: WLFC) (“Willis”), a leading lessor of commercial jet engines, announced today that its wholly-owned subsidiary Willis Engine Structured Trust III (“WEST III”), has priced \$335.7 million in aggregate principal amount of fixed rate notes (the “Notes”). As previously announced, the Notes will be issued in two series, with the Series A Notes to be issued in an aggregate principal amount of \$293.7 million and the Series B Notes in an aggregate principal amount of \$42 million. The Notes will be secured by, among other things, WEST III’s direct and indirect interests in a portfolio of 56 aircraft engines. The planned closing date is on or around August 4, 2017.

The Series A Notes will have a fixed coupon of 4.69%, an expected maturity of approximately 10 years, an expected weighted average life (based on certain modeling assumptions) of 7.59 years and a final maturity of 25 years and Series B Notes will have a fixed coupon of 6.36%, an expected maturity of approximately 10 years, an expected weighted average life (based on certain modeling assumptions) of 7.59 years and a final maturity of 25 years. The Series A Notes will be issued at a price of 99.91487% of par and the Series B Notes will be issued at a price of 98.29606% of par.

Except for historical information, the matters discussed in this press release contain forward-looking statements that involve risks and uncertainties. Do not unduly rely on forward-looking statements, which give only expectations about the future and are not guarantees. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them. Our actual results may differ materially from the results discussed in forward-looking statements. Factors that might cause such a difference include, but are not limited to: the effects on the airline industry and the global economy of events such as terrorist activity, changes in oil prices and other disruptions to the world markets; trends in the airline industry and our ability to capitalize on those trends, including growth rates of markets and other economic factors; risks associated with owning and leasing jet engines and aircraft; our ability to successfully negotiate equipment purchases, sales and leases, to collect outstanding amounts due and to control costs and expenses; changes in interest rates and availability of capital, both to us and our customers; our ability to continue to meet the changing customer demands; regulatory changes affecting airline operations, aircraft maintenance, accounting standards and taxes; the market value of engines and other assets in our portfolio; and risks detailed in Willis’ Annual Report on Form 10-K and other continuing reports filed with the Securities and Exchange Commission.

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