
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 earliest event reported): July 21, 2020

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

Delaware
(State or Other Jurisdiction
of Incorporation)

001-15369
(Commission File
Number)

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

4700 Lyons Technology Parkway
Coconut Creek, FL 33073
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(561) 349-9989**

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Common Stock, \$0.01 par value per share	WLFC	Nasdaq Global Market

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 5.07 Submission of Matters to a Vote of Security Holders

On July 21, 2020, Willis Lease Finance Corporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the close of business on June 10, 2020, the voting record date, there were 6,606,656 common shares issued and outstanding and entitled to vote. At the Annual Meeting, 5,966,709 shares, or 90.31%, of the outstanding common shares entitled to vote were represented by proxy or in person.

Proposal 1: Election of Director. The stockholders elected one Class I Director for a three-year term expiring at the 2023 Annual Meeting of Stockholders. The voting results were as follows:

Number of Votes Cast:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Rae Ann McKeating	5,174,366	131,912	660,431

The other directors whose term of office continued after the Annual Meeting were Charles F. Willis, Austin C. Willis, Hans Joerg Hunziker and Robert J. Keady.

Proposal 2: The stockholders approved, by a non-binding advisory vote, the compensation of the Company’s named executive officers as disclosed in the Company’s 2020 Proxy Statement. The voting results were as follows:

Number of Votes Cast:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
3,752,144	1,539,417	14,717	660,431

Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm. The stockholders ratified the appointment of KPMG LLP as the Company’s independent auditors for the year 2020. The voting results were as follows:

Number of Votes Cast:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
5,941,091	15,158	10,460	0

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 duly authorized officer.

Dated July 22, 2020

WILLIS LEASE FINANCE CORPORATION

By: /s/ Dean M. Poulakidas

Dean M. Poulakidas
Senior Vice President
and General Counsel