

**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: **September 6, 2012**

**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)

**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 Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On September 6, 2012, Willis Lease Finance Corporation (the “Company”) issued a news release announcing the offering of \$390 million of senior secured notes (the “Notes”) by Willis Engine Securitization Trust II (“WEST II”), its direct, wholly-owned subsidiary.

A copy of the news release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The news release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of, the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. The Notes will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Notes are being offered only to qualified institutional buyers under Rule 144A under the Securities Act, to institutional accredited investors and outside the United States in compliance with Regulation S under the Securities Act.

**Item 9.01 Financial Statements & Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	News release by Willis Lease Finance Corporation, dated September 6, 2012, announcing the offering by Willis Engine Securitization Trust II of \$390 million of senior secured notes.

**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 September 6, 2012

WILLIS LEASE FINANCE CORPORATION

By: /s/ Bradley S. Forsyth  
Bradley S. Forsyth  
Senior Vice President and  
Chief Financial Officer

## EXHIBIT INDEX

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**CONTACT:** Brad Forsyth  
Chief Financial Officer  
(415) 408-4700

## NEWS RELEASE

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### **Willis Lease Announces ABS Offering of \$390 Million in Senior Secured Notes**

**NOVATO, CA – September 6, 2012** – Willis Lease Finance Corporation (NASDAQ: WLFC), a leading lessor of commercial jet engines, announced today that it proposes to offer \$390 million of senior secured notes (the “Notes”) through Willis Engine Securitization Trust II (“WEST II”). The Notes being offered by WEST II have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Notes are being offered only to qualified institutional buyers under Rule 144A under the Securities Act, to institutional accredited investors and outside the United States to non-U.S. persons in reliance in Regulation S under the Securities Act.

The net proceeds of the Notes, together with borrowings under WLFC’s existing revolving credit facility, will be used to repay notes previously issued by Willis Engine Securitization Trust. The Notes are a single class issued by a straightforward securitization vehicle which will acquire 79 aircraft engines from WLFC.

This news release shall not constitute an offer to sell or solicitation of an offer to buy, nor shall there be any sale of, the Notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This news release is being issue pursuant to and in accordance with Rule 135c under the Securities Act.

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