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**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: **August 5, 2013**

**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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year**

At a special meeting of the board of directors of the Company (the “Board”) held on August 5, 2013, the Board voted to amend the Bylaws of the Company (the “Bylaws”) as follows:

Article III:

- Section 3.02 (Number and Term of Office): To decrease the number of authorized directors from six (6) to five (5).

Article IV:

- Section 4.09 (Chief Executive Officer): To insert a new Section 4.09 describing the duties of the Chief Executive Officer of the Company having general charge of the business and affairs of the Company and oversight of management of the Company and presiding over meetings of shareholders of the Company, and further clarifying how those duties may and shall be exercised where the offices of the Chairman of the Board and the Chief Executive Officer are separate.
- Section 4.09 (President): To renumber the existing Section 4.09 as Section 4.10 and to remove the reference to the President being the Chief Executive Officer of the Company with responsibility for presiding over meetings of shareholders of the Company.
- Sections 4.10-4.13: To renumber each of the existing Sections 4.10 - 4.13 as Sections 4.11 - 4.14, respectively.

Article VIII:

- Section 8.07 (Forum for Adjudication of Disputes): To insert a new Section 8.07 designating the Court of Chancery of the State of Delaware as the sole and exclusive forum for disputes for (i) derivative actions brought on behalf of the Company, (ii) claims for any breach of a fiduciary duty owed by any director, officer or other employee of the Company, (iii) claims arising pursuant to any provision of the Delaware General Corporation Law, or (iv) claims governed by the internal affairs doctrine.
- Sections 8.07 and 8.08: To renumber the existing Sections 8.07 and 8.08 as 8.08 and 8.09, respectively.

**Item 9.01 Financial Statements & Exhibits**

The Company hereby files the following exhibit pursuant to Item 5.03, “Amendments to Articles of Incorporation or Bylaws; change in Fiscal Year”.

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amendment to Bylaws dated August 5, 2013

**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 August 9, 2013

WILLIS LEASE FINANCE CORPORATION

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

**AMENDMENT TO BYLAWS  
OF  
WILLIS LEASE FINANCE CORPORATION**

The Bylaws (the "Bylaws") of Willis Lease Finance Corporation (the "Corporation") are amended as follows:

1. Section 3.02 is amended and restated in its entirety as follows:

"SECTION 3.02 The authorized number of directors shall be five (5), and such number shall not be changed except by a Bylaw amending this section duly adopted by the Board or duly adopted by the stockholders pursuant to the terms of Article IX of the Certificate of Incorporation. Directors need not be stockholders. Each of the directors of the Corporation shall hold office until his successor shall have been duly elected and shall qualify or until he shall resign, die, become disqualified or disabled or shall otherwise be removed in the manner hereinafter provided."

2. Inserting the following new Section 4.09:

"SECTION 4.09 The Chief Executive Officer. The Chief Executive Officer, subject to the control of the Board, shall preside at all meetings shareholders, shall have the general charge of the business and affairs of the Corporation and shall oversee the management of the Corporation. If the offices of the Chief Executive Officer and Chairman are separate, in the absence of the Chairman or if designated to do so by the Board, the Chief Executive shall exercise the powers and perform the duties of the Chairman or designate the executive officers of the Corporation by whom such powers shall be exercised and duties performed. The Chief Executive Officer shall see to it that all resolutions and orders of the Board are carried into effect and shall have full power of delegation in so doing. The Chief Executive Officer shall make reports to the Board and shareholders and shall have such other powers and perform such other duties as the Board or these Bylaws may, from time to time, prescribe."

3. Renumbering the existing Section 4.09 as 4.10 and amending and restating it as follows:

"SECTION 4.10 The President. The President of the Corporation shall, subject to the control of the Board and the Chief Executive Officer, have general and active supervision and management over the business of the Corporation and over its several officers, assistants, agents and employees, shall make reports to the Board and shareholders, and shall perform all such other duties as are incident to such office or are properly required by the Board or the Chief Executive Officer."

4. Renumbering each of the existing Sections 4.10 - 4.13 as Sections 4.11 — 4.14, respectively.

5. Inserting the following new section 8.07:

"SECTION 8.07 Forum for Adjustment of Disputes. Unless the Corporation consents in writing to the selection of an alternate forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (c) any action asserting a claim arising pursuant to any provision of the Delaware's General Corporation Law, or (d) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section."

6. Renumbering each of the existing Sections 8.07 and 8.08 as 8.08 and 8.09, respectively.

**CERTIFICATE OF SECRETARY OF THE CORPORATION**

The undersigned, being the duly elected Secretary of Willis Lease Finance Corporation, a Delaware corporation, hereby certifies that the Amendment to Bylaws to which this Certificate is attached was duly adopted by the Board of Directors of said corporation on August 5, 2013.

/s/ Dean M. Poulakidas

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Dean M. Poulakidas

Secretary