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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: **June 4, 2014**

**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 1.01 Entry Into a Material Definitive Agreement.**

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

On June 4, 2014, the Company entered into a Second Amended and Restated Credit Agreement dated as of June 4, 2014 (the “Credit Agreement”) among: the Company; Union Bank, N.A., as Administrative Agent, Swing Line Lender, Security Agent, Joint Lead Arranger and Joint Bookrunner; Wells Fargo Bank, National Association, as Co-Syndication Agent; Wells Fargo Securities, LLC, as Joint Lead Arranger and Joint Bookrunner; Bank of America N.A., as Co-Syndication Agent; Merrill Lynch, Pierce, Fenner And Smith Incorporated, as Joint Lead Arranger and Joint Bookrunner; U.S. Bank National Association, as Documentation Agent, Joint Lead Arranger and Joint Bookrunner; Deutsche Bank AG, New York Branch, as Senior Managing Agent; and the various lenders party to the Credit Agreement. This Credit Agreement refinances the loans outstanding under the Company’s existing Amended and Restated Credit Agreement, dated as of November 18, 2011 among the Company, Union Bank, N.A., as Administrative Agent and Security Agent and certain banks named therein. The new credit facility is available to finance the acquisition of aircraft and aircraft engines and related equipment as well as for general working capital purposes.

The Credit Agreement provides a \$700 million revolving credit facility for a term of five years and is secured by substantially all of the Company’s assets. Total availability under the Credit Agreement is subject to a borrowing base calculation that includes specified percentages of the net book value of eligible aircraft engines, airframes, related equipment and other fixed assets ancillary to the service of aircraft or engines.

At the Company’s option, loans under the Credit Agreement will bear interest at either the base rate or LIBOR, plus, in each case, an applicable interest margin. The base rate will be equal to the highest of (1) the “Reference Rate” of Union Bank, N.A., as published from time to time, (2) the Federal Funds Rate, as published by the Federal Reserve Bank of New York, plus 0.50%, and (3) the one-month LIBOR rate plus 1.50%. The applicable margin for loans under the Credit Agreement ranges from zero to 2.25% per annum in the case of base rate loans and from 1.50% to 3.50% in the case of LIBOR loans, in each case based upon the Leverage Ratio (as defined in the Credit Agreement) for the Company and its subsidiaries. The initial applicable margin for loans under the Credit Agreement will be 1.25% in the case of base rate loans, and 2.50% in the case of LIBOR loans.

The Credit Agreement contains certain usual and customary affirmative and negative covenants which include, among others, financial covenants and limitations on liens, additional indebtedness, further negative pledges, investments, payment of dividends, mergers and restricted payments. The financial covenants include maintenance of a maximum consolidated leverage ratio and a minimum consolidated fixed charge coverage ratio. The Credit Agreement also contains usual and customary events of default, including, among others: non-payment of principal, interest, fees and other amounts; material breach of a representation or warranty; non-performance of covenants and obligations; default on other material debt; bankruptcy or insolvency; material judgments; material adverse changes; and change in control.

**Item 7.01 Regulation FD Disclosure**

On June 4, 2014, the Company issued a Press Release in connection with the matters described above. A copy of this Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements & Exhibits**

The Company hereby furnishes the following exhibit pursuant to Item 7.01, “Regulation FD Disclosure”.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by Willis Lease Finance Corporation, dated June 4, 2014.

**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 June 9, 2014

WILLIS LEASE FINANCE CORPORATION

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



NEWS RELEASE

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

**Willis Lease Finance Closes Oversubscribed \$700,000,000 Revolving Credit Facility**

**NOVATO, CA — June 4, 2014** — Willis Lease Finance Corporation (NASDAQ: WLFC), the premier independent jet engine lessor in the commercial finance sector, today announced that it has increased its revolving credit facility to \$700 million from \$450 million. The credit facility has been extended for five years through June 2019 and is available to Willis Lease on a revolving basis. Together with other credit facilities, this expanded credit line will support the company and its subsidiaries in financing its lease portfolio, which stood at over \$1 billion at March 31, 2014.

“This debt offering was substantially oversubscribed which underscores the global financial community’s strong interest and confidence in our business model,” said Charles F. Willis, Chairman and CEO. “Three new banks joined the facility and all nine banks in the prior revolver either maintained or increased their commitment levels. The facility provides five year financing at attractive rates and is priced at one month LIBOR plus 2.50% based on current leverage, a 0.50% reduction from the previous revolver, resulting in annual interest savings of approximately \$1.7 million at current debt levels. We plan to utilize this additional liquidity to further grow and diversify our lease portfolio.”

The syndicate of twelve banks involved in the credit facility is led by Union Bank, N.A., as Administrative Agent, Joint Lead Arranger and Joint Bookrunner, Wells Fargo Bank, National Association, and Bank of America N.A., as Co-Syndication Agents and Wells Fargo Securities, LLC, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Joint Lead Arrangers and Joint Bookrunners, U.S. Bank National Association, as Documentation Agent, Joint Lead Arranger and Joint Bookrunner, and Deutsche Bank AG, New York Branch, as Senior Managing Agent.

**About Willis Lease Finance**

Willis Lease Finance Corporation leases large and regional spare commercial aircraft engines, APU’s and aircraft to airlines, aircraft engine manufacturers and maintenance, repair and overhaul providers in 110 countries. These leasing activities are integrated with engine and aircraft trading, engine lease pools supported by cutting edge technology, as well as various end-of-life solutions for aircraft, engines and aviation materials provided through its subsidiary, Willis Aeronautical Services, Inc.

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 the Company’s Annual Report on Form 10-K/A and other continuing reports filed with the Securities and Exchange Commission.

Note: Transmitted on GlobeNewswire on June 4, 2014, at 12:29 p.m. PDT.