
**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): October 13, 2023

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.)

4700 Lyons Technology Parkway
Coconut Creek, FL 33073
(Address of principal executive offices)

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 to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

| Title of Each Class | Trading Symbol | Name of exchange on which registered |
|--|-------------------|---|
| Common stock, \$0.01 par value per share | WLFC | NASDAQ |

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 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 8.01. Other Events.

On October 13, 2023, Willis Lease Finance Corporation issued a news release announcing the offering of \$410.0 million of fixed rate notes (the “Notes”) by Willis Engine Structured Trust VII, its direct, wholly-owned subsidiary (“WEST”).

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 and outside the United States in compliance with Regulation S under the Securities Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | News Release dated October 13, 2023, announcing the offering by WEST of \$410.0 million of fixed rate notes. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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 its undersigned duly authorized officer.

WILLIS LEASE FINANCE CORPORATION

Date: October 13, 2023

By: /s/ Dean Poulakidas

Dean Poulakidas

Senior Vice President and General Counsel



NEWS RELEASE

CONTACT: Scott B. Flaherty
Chief Financial Officer
(561) 349-9989

Willis Lease Announces Offering of \$410.0 Million in Fixed Rate Notes

COCONUT CREEK, FL – October 13, 2023 – 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 VII (“WEST”), proposes to offer \$410.0 million in aggregate principal amount of Series A Fixed Rate Notes (the “Notes”). The Notes will be secured by, among other things, WEST’s direct and indirect interests in a portfolio of 51 aircraft engines and four airframes, which WEST will acquire from Willis pursuant to an asset purchase agreement.

The net proceeds of the Notes will be primarily applied to (i) pay certain fees and expenses related to the offering of the Notes, (ii) deposit initial amounts in reserve accounts for security deposits, maintenance expenses and other expenses and (iii) pay Willis periodically over a 270-day delivery period as consideration for the aircraft engines and the airframes acquired by WEST from Willis in connection with the financing. Willis will apply any net proceeds it receives for general corporate purposes.

The Notes being offered by WEST have not been and will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any other securities laws of any jurisdiction, and may not be offered or sold in the United States or to U.S. persons (as defined in Regulation S under the Securities Act) absent registration or an applicable exemption from registration requirements. The Notes are being offered only to persons reasonably believed to be “qualified institutional buyers” as defined in, and in reliance on, Rule 144A under the Securities Act and outside the United States to non-U.S. persons in accordance with Regulation S under the Securities Act.

This 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 prior to registration or qualification under the Securities Act or the securities laws of any such jurisdiction. This news release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

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 and global pandemics; 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 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.