

**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): September 27, 2012

**Willis Lease Finance Corp.**

(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 to 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 27, 2012, the Company's Board of Directors authorized a plan to repurchase up to 100 million of the Company's common stock over the next five years. This plan extends the previous plan, authorized on December 8, 2009, and increases the number of shares which may be repurchased up to 100 million. A copy of the press release announcing the share repurchase plan is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued October 5, 2012

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**SIGNATURE**

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.

Date: October 5, 2012

Willis Lease Finance Corp.

By: /s/ THOMAS C. NORD  
Thomas C. Nord  
Senior Vice President

## **Willis Lease Finance Authorizes \$100 Million Five-Year Share Repurchase Program**

NOVATO, Calif., Oct. 5, 2012 (GLOBE NEWSWIRE) -- **Willis Lease Finance Corporation** (Nasdaq:WLFC) announced today that its Board of Directors has authorized a plan to repurchase up to \$100 million of its common stock over the next five years. Willis Lease had 9.4 million shares of common stock outstanding as of June 30, 2012. This plan extends the previous plan authorized on December 8, 2009, and increases the number of shares authorized for repurchase to up to \$100 million.

The timing of the purchases and the exact number of shares to be purchased will depend on market conditions and be subject to all regulatory requirements. The share repurchase program does not include specific price targets or timetables and may be suspended at any time. Depending on financial and market conditions, the program could be terminated prior to completion. Purchases may be made from time to time in the open market, in privately negotiated transactions, or otherwise.

"Strong capital availability, excellent customer relationships, orders with major manufacturers, customer-driven engine pooling, and a solid management is our recipe for a solidly profitable business organization. Our success in the past few years further expands our ability to pursue investments in our business while returning capital to shareholders through share repurchases," commented Charles F. Willis, President and Chief Executive Officer.

In the first six months of 2012, Willis Lease generated net income available to common shareholders of \$5.0 million, or \$0.56 per share, compared to \$7.0 million, or \$0.78 per share, in the first six months of 2011. Tangible book value per common share was \$22.62 at June 30, 2012, compared to \$22.24 a year ago.

### **About Willis Lease Finance**

Willis Lease Finance Corporation leases spare commercial aircraft engines and aircraft to commercial airlines, aircraft engine manufacturers, air cargo carriers and maintenance, repair and overhaul facilities worldwide. These leasing activities are integrated with the purchase and resale of used and refurbished commercial aircraft engines. In June 2012, Willis Lease Finance was added to the Russell 2000 Index, a subset of the Russell 3000 Index, which are both widely used by professional money managers as benchmarks for investment strategies. For more information about Willis Lease Finance Corporation, please visit [www.willislease.com](http://www.willislease.com).

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 and other continuing reports filed with the Securities and Exchange Commission.

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