
**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): June 23, 2026

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)

4700 Lyons Technology Parkway
Coconut Creek, FL 33073
(Address of Principal Executive Offices) (Zip Code)

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 Global Market

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 Exchange 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 5.07 Submission of Matters to a Vote of Security Holders

As previously disclosed, on May 26, 2026, Willis Lease Finance Corporation (the “Company”) held its 2026 Annual Meeting of Stockholders (as adjourned and reconvened from time to time, the “Annual Meeting”). On May 26, 2026, the Company’s stockholders approved each of the proposals to be considered at the Annual Meeting except for the proposed stockholder approval to amend the Company’s certificate of incorporation (the “Amendment”) to effect a three-for-one forward stock split (the “Stock Split”) and increase the number of authorized shares of common stock, \$0.01 par value (the “Common Stock”), and preferred stock, \$0.01 par value (“Proposal 2”). The Annual Meeting was adjourned to Tuesday, June 23, 2026, at 10:00 A.M. Eastern Time with respect to Proposal 2 to permit additional time to solicit stockholder votes.

On Tuesday, June 23, 2026, the Company reconvened the Annual Meeting. At the reconvened Annual Meeting, 7,345,515 shares, or 96.59%, of the outstanding Common Stock entitled to vote were represented by proxy or in person.

Proposal 2: Approval of Amendment to Company’s Certificate of Incorporation. The stockholders approved Proposal 2 with respect to the Amendment and the Stock Split. The voting results were as follows:

Number of Votes Cast:

For	Against	Abstain	Broker Non-Votes
6,151,386	1,187,377	6,752	0

Item 8.01 Other Events.

As previously disclosed, the Company’s Board of Directors (the “Board”) approved the Stock Split, to be effected through the filing of the Amendment with the Secretary of State of the State of Delaware. On June 23, 2026, the stockholders of the Company approved the Amendment, subject to the Board’s determination of the exact timing of the effectiveness of the Amendment and, thereby, the Stock Split.

On June 23, 2026, the Board determined that each outstanding share of Common Stock held by a shareholder of record as of the close of trading on July 6, 2026 (the “Record Date”) will, automatically and without any further action by the Company or of its stockholders, be subdivided and reclassified into three validly issued, fully paid and non-assessable shares of Common Stock upon the effectiveness of the Amendment. Subject to final approval by Nasdaq, trading of the Common Stock is expected to begin on a split-adjusted basis at market open on July 20, 2026.

Cautionary Note Regarding Forward-Looking Statements

Statements in this Current Report on Form 8-K include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact, including statements regarding prospects or future results of operations or financial position, made in this proxy statement are forward-looking. We use words such as anticipates, believes, expects, future, intends, and similar expressions to identify forward-looking statements. Forward-looking statements reflect management’s current expectations and are inherently uncertain. Actual results could differ materially for a variety of reasons, including, among others, market conditions and demand, risks associated with owning and leasing jet engines and aircraft competitive factors, changes in business strategy or development plans, and general economic and business conditions.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	News Release issued by Willis Lease Finance Corporation dated June 23, 2026
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 the undersigned duly authorized officer.

Dated: June 23, 2026

WILLIS LEASE FINANCE CORPORATION

By: /s/ Scott B. Flaherty

Name: Scott B. Flaherty

Title: Executive Vice President and Chief Financial
Officer

**NEWS RELEASE****CONTACT:** Scott B. FlahertyExecutive Vice President & Chief
Financial Officer

(561) 413-0112

Willis Lease Finance Corporation Shareholders Deliver Resounding Approval of 3-for-1 Stock Split and All 2026 Proxy Proposals

COCONUT CREEK, FL, June 23, 2026 – Willis Lease Finance Corporation (NASDAQ: WLFC) (the “Company” or “WLFC”), the leading lessor of commercial aircraft engines and a global provider of aviation services, announced today that its shareholders approved a three-for-one forward stock split of the Company’s common stock and a proportionate increase in the number of authorized shares of common stock to accommodate the stock split. The split was also approved by the Company’s Board of Directors and will be effected through an amendment to the Company’s certificate of incorporation (the “Amendment”).

“We are pleased that the 3-to-1 stock split proposal has passed with overwhelming shareholder support, as we believe this action is in the best interests of the Company and our shareholders,” said Charles F. Willis, Executive Chairman of WLFC. “Including the stock split, all five proposals on our 2026 proxy were passed by shareholders. Over the past several years, we have built meaningful momentum across the business, further positioning the Company to capitalize on growth opportunities and create value for shareholders.”

Each shareholder of record as of the close of trading on July 6, 2026 (the “Record Date”) will receive, upon effectiveness of the Amendment, two additional shares for every one share held on the record date. Subject to final approval by Nasdaq, trading is expected to begin on a split-adjusted basis at market open on July 20, 2026.

Willis Lease Finance Corporation

Willis Lease Finance Corporation leases large and regional spare commercial aircraft engines and aircraft to airlines, aircraft engine manufacturers and maintenance, repair, and overhaul providers worldwide. These leasing activities are integrated with engine and aircraft trading, engine lease pools, and asset management services through Willis Mitsui & Co. Asset Management Limited, as well as various end-of-life solutions for engines and aviation materials provided through Willis Aeronautical Services, Inc. Through Willis Engine Repair Center®, Jet Centre by Willis, and Willis Aviation Services Limited, the Company’s service offerings include Part 145 engine maintenance, aircraft line and base maintenance, aircraft disassembly, parking and storage, airport FBO and ground and cargo handling services.

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 to reflect any change in the Company’s expectations or any change in events, conditions, or circumstances on which the forward-looking statement is based, except as required by law. The Company’s 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 war, terrorist activity and the COVID-19 pandemic; changes in oil prices, rising

inflation and other disruptions to world markets; trends in the airline industry and the Company's 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; the Company's 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 the Company and its customers; the Company's 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 the Company's portfolio; and risks detailed in the Company's Annual Report on Form 10-K and other continuing and current reports filed with the Securities and Exchange Commission. It is advisable, however, to consult any further disclosures the Company makes on related subjects in such filings. These statements constitute the Company's cautionary statements under the Private Securities Litigation Reform Act of 1995.