
**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 31, 2025

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 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 8.01 Other Events.

On October 31, 2025, Willis Mitsui & Co. Engine Support Limited (“WMES”), Willis Lease Finance Corporation's (the “Company”) long-standing joint venture with Mitsui & Co., Ltd. (“Mitsui”), entered into a new \$750.0 million, five-year, revolving credit facility (“the Credit Agreement”) among WMES, certain wholly-owned subsidiaries of WMES as guarantors, the lenders party thereto from time to time (the “Lenders”), and MUFG Bank, Ltd. as administrative agent, collateral agent, swing line lender, and letter of credit issuer. The obligations under the facility are not recourse to the Company or its subsidiaries.

Under the Credit Agreement, WMES may request an additional increase of the aggregate commitments from time to time up to an aggregate additional \$250.0 million from the lenders, who may elect to make such increase available, upon the satisfaction of certain conditions.

Proceeds from the revolving credit facility may be used for general corporate purposes. The credit facility will be available on a revolving basis until October 31, 2030, and WMES may request to extend the maturity, subject to lender approval. Loans under the Credit Agreement will bear interest based on a floating rate (Term SOFR) plus a margin.

In addition, WMES has agreed to pay MUFG Bank, Ltd. an unused line fee, quarterly in arrears, as well as pay other fees to MUFG Bank, Ltd. and to the Lenders as separately agreed upon in writing. The Credit Agreement also requires WMES to maintain, as of the last day of each Measurement Period (as defined in the Credit Agreement), commencing with the last day of the fiscal quarter ending December 31, 2025, a Consolidated Interest Coverage Ratio (as defined in the Credit Agreement) of no less than 3.50 to 1.00, and a Consolidated Leverage Ratio (as defined in the Credit Agreement) of no greater than 4.00 to 1.00.

A copy of the news release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements & Exhibits.

Exhibit No.	Description
99.1	News Release issued by Willis Lease Finance Corporation dated November 3, 2025.

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: November 3, 2025

WILLIS LEASE FINANCE CORPORATION

By: /s/ Scott B. Flaherty

Scott B. Flaherty

Executive Vice President and Chief Financial Officer

**NEWS RELEASE**

CONTACT: Scott B. Flaherty
EVP & Chief Financial Officer
561.413.0112

Willis Lease Finance Corporation Announces New Revolving Credit Facility for Joint Venture, Willis Mitsui & Co. Engine Support Limited

COCONUT CREEK, Fla. November 3, 2025 – Willis Lease Finance Corporation (NASDAQ: WLFC) (“WLFC” or the “Company”), the leading lessor of commercial aircraft engines and a global provider of aviation services, today announced that on October 31, 2025, Willis Mitsui & Co. Engine Support Limited (“WMES”), the Company’s long-standing joint venture with Mitsui & Co., Ltd. (“Mitsui”), entered into a new \$750.0 million, five-year, revolving credit facility (“Credit Agreement”).

Proceeds from the revolving credit facility may be used for general corporate purposes. The credit facility will be available on a revolving basis until October 31, 2030, and WMES may request to extend the maturity, subject to lender approval. Loans under the Credit Agreement will bear interest based on a floating rate (Term SOFR) plus a margin.

“We are extremely pleased with the successful completion of this new revolving credit facility,” said Hagen S. Disch, Treasurer of WLFC, “which strengthens our financial flexibility and demonstrates the continued confidence our lenders have in our joint venture.”

“We are thrilled to announce a new credit facility for WMES as we focus on expanding our strategic growth initiatives,” said Akira Kaido, Chairperson and Director of WMES. “This announcement closely follows the close of our acquisition of Willis Mitsui & Co. Asset Management Limited in June, and this credit agreement will help us capitalize on new opportunities with agility and strength.”

WMES, which is 50% owned by WLFC and 50% owned by Mitsui, was established in 2011 and headquartered in Dublin.

About Willis Lease Finance Corporation

Willis Lease Finance Corporation (WLFC) 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, as well as various end-of-life solutions for engines and aviation materials provided through Willis Aeronautical Services, Inc. Additionally, 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. Willis Sustainable Fuels intends to develop, build and operate projects to help decarbonize aviation.

Forward-Looking Statements

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. By their nature, forward-looking statements involve a number of inherent risks, uncertainties and assumptions and are subject to change in circumstances that are difficult to predict and many of which are outside of our control. These risks, uncertainties and assumptions could adversely affect the outcome and financial effects of the plans and events described herein. 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. Our actual results may differ materially from the results discussed, either expressly or implicitly, 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 natural disasters; changes in oil prices, rising inflation and other disruptions to world markets; trends in the airline industry and our ability to capitalize on those trends, including growth rates of markets and other economic factors, as well as the impact of new or increased tariffs; 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 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.

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