

---

---

**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): May 7, 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 1.01 Entry into a Material Definitive Agreement**

On May 7, 2025, Willis Asset Management Limited (“WAML”), a wholly-owned subsidiary of Willis Lease Finance Corporation (“WLFC”) entered into a Share Purchase Agreement (the “SPA”), by and between WAML and Willis Mitsui & Co Engine Support Limited (“WMES”), the Irish incorporated engine and aircraft leasing joint venture between WLFC and Mitsui & Co., Ltd. (“Mitsui”). Each of WLFC and Mitsui holds a 50% interest in WMES. Pursuant to the SPA, WAML has agreed to sell the entire issued share capital of Bridgend Asset Management Limited (“BAML”), a United Kingdom-based aviation consultancy business, to WMES for a total purchase price of \$45.0 million subject to certain working capital adjustments. The sale of the issued share capital of BAML to WMES is subject to the satisfaction of certain closing conditions as set forth in the SPA. The closing of the transaction will occur on the first calendar day of the month immediately following the month in which the closing conditions were satisfied or waived; provided, that if there is less than five business days between those two dates, the closing shall occur on the first calendar day of the subsequent calendar month.

The foregoing description of the SPA is qualified in its entirety by reference to the definitive agreement, which will be filed as an exhibit to WLFC’s Quarterly Report on Form 10-Q for the period ending June 30, 2025.

**Item 9.01 Financial Statements & Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">News Release issued by Willis Lease Finance Corporation dated May 8, 2025.</a>
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: May 8, 2025

WILLIS LEASE FINANCE CORPORATION

By: /s/ Scott B. Flaherty

Scott B. Flaherty

Executive Vice President and Chief Financial Officer



## NEWS RELEASE

**CONTACT:** Lynn Mailliard Kohler  
Director, Global Corporate  
Communications  
(415) 328-4798

---

### **Willis Lease Finance Corporation Moves its Consultancy and Advisory Arm to Willis Mitsui & Co. Engine Support Limited**

**COCONUT CREEK, FL, May 8, 2025** — Willis Lease Finance Corporation (NASDAQ: WLFC) (“WLFC” or the “Company”), the leading lessor of commercial aircraft engines and global provider of aviation services, today announced it has entered into an agreement to sell Bridgend Asset Management Limited, the consultancy and advisory arm of WLFC, to Willis Mitsui & Co. Engine Support Limited (“WMES”), its longstanding joint venture with Mitsui & Co., Ltd (“Mitsui”). This strategic move reflects WLFC’s commitment to strengthening collaboration with its partners and enhancing this joint venture’s capabilities in aviation services. Together, WLFC and Mitsui will focus on significantly expanding WMES’s services offerings and aviation asset portfolio. The completion of the transaction is subject to customary regulatory approvals and closing conditions.

Established in 2011 and headquartered in Dublin, WMES currently owns and manages assets totaling approximately \$360 million. The integration of WLFC’s technical consultancy and record management services will further expand the joint venture’s service offerings, leveraging the combined expertise, global reach and operational efficiencies of both partners. As a 50% owner of WMES, WLFC plans to continue utilizing WMES for its services and to leverage synergistic benefits.

“We think this transaction is a real win for our shareholders,” said Austin C. Willis, Chief Executive Officer of WLFC. “Not only does the expansion of WMES allow for a premium return on equity when considering earnings plus fees, but the transaction itself unlocks fresh capital that can be reinvested to accelerate WLFC’s portfolio growth.

“We see tremendous opportunity in the commercial aviation space, and this transaction provides us the substance to drive growth for our global platform,” said Yuichi Nagata, General Manager of Aerospace Business Division of Mitsui & Co. “This transaction will continue to strengthen Mitsui’s and WLFC’s long-term relationship.”

## **Willis Lease Finance Corporation**

Willis Lease Finance Corporation (“WLFC”) leases large and regional spare commercial aircraft engines, auxiliary power units 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 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. Willis Sustainable Fuels intends to develop, build and operate projects to help decarbonize aviation.

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. 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 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 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 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.

# # #