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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): September 16, 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 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. ☐

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**Item 3.02 Unregistered Sales of Equity Securities.**

On September 16, 2026, Willis Lease Finance Corporation (the “Company”) entered into a Series B Preferred Stock Purchase Agreement (the “Purchase Agreement”) with the Development Bank of Japan Inc. (“DBJ”). Pursuant to the Purchase Agreement, the Company has agreed to issue in a private placement 1,750,000 shares of newly issued Series B Preferred Stock, par value \$0.01 per share, at a purchase price of \$20.00 per share.

The closing of the private placement is expected to occur by the end of the third quarter 2026, subject to the satisfaction of customary closing conditions. The gross proceeds to the Company from the private placement are expected to be approximately \$35 million, before estimated offering fees and expenses payable by the Company.

The Series B Preferred Stock will pay an 8.09% annual dividend and will have a liquidation preference of \$20.00 per share. The Certificate of Designations, Preferences and Certain Rights and Limitations of the Series B Preferred Stock as well as a more detailed summary of the terms of the Series B Preferred Stock will be disclosed in the Company’s Form 8-K under Item 5.03 to be filed following closing of the private placement.

The Series B Preferred Stock will not be registered under the Securities Act of 1933, as amended (the “Securities Act”) in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act. The Company relied on this exemption from registration in entering into the Purchase Agreement and the Company will rely upon this exemption from registration in issuing such securities based in part on representations made by DBJ in the Purchase Agreement. The Company did not engage in any form of general solicitation or general advertising in connection with the private placement. The securities may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Neither this Current Report on Form 8-K, nor the exhibit attached hereto, is an offer to sell or the solicitation of an offer to buy the securities described herein.

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

**Forward Looking Statements**

Except for historical information, the matters discussed herein 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.

**Item 9.01 Exhibits.**

(d) Exhibits:

| <b>Exhibit No.</b> | <b>Description</b>                                                                                |
|--------------------|---------------------------------------------------------------------------------------------------|
| 99.1               | <a href="#">News Release issued by Willis Lease Finance Corporation dated September 22, 2026.</a> |
| 104                | Cover Page Interactive Data File (embedded within the Inline XBRL document)                       |

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## **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: September 22, 2026

WILLIS LEASE FINANCE CORPORATION

By: /s/ Scott B. Flaherty

Scott B. Flaherty

Executive Vice President and Chief Executive Officer



## NEWS RELEASE

**CONTACT:** Scott B. Flaherty  
EVP & Chief Financial Officer  
sflaherty@willislease.com  
561.413.0112

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### **Announcement of Series B Preferred Stock Purchase Agreement**

**COCONUT CREEK, FL, September 22, 2026** –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 that on September 16, 2026, it entered into a \$35 million preferred stock purchase agreement with the Development Bank of Japan Inc. ("DBJ") for 1,750,000 shares of the Company's 8.09% Series B Preferred Stock.

"We're delighted to continue to grow our partnership with DBJ, which started nearly 10 years ago," said Scott B. Flaherty, Executive Vice President and Chief Financial Officer of WLFC. "It is an exciting period for the Company as we expand our global aviation services platform, including our recently announced plans for a new Willis Engine Repair Center® in Johor, Malaysia. This additional investment from DBJ will support the continued growth of our business globally."

Today's announcement builds on the long-term partnership between WLFC and DBJ. In 2024, WLFC entered into a Series A Preferred Stock Purchase Agreement with DBJ, which refinanced and expanded WLFC's \$50 million of aggregate Series A-1 and Series A-2 preferred stock into one \$65 million preferred stock series.

#### **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.