
**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): July 17, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously disclosed, the Board of Directors of Willis Lease Finance Corporation (the “Company”) approved an amendment to 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 the Company’s common stock, \$0.01 par value, from 20,000,000 to 60,000,000, and preferred stock, \$0.01 par value, from 5,000,000 to 15,000,000. As previously disclosed, the Amendment was approved by the Company’s stockholders at the Company’s 2026 annual meeting of stockholders.

On July 17, 2026, the Company filed the Amendment with the Secretary of the State of the State of Delaware. The Amendment became effective at 4:05 p.m. Eastern Time on July 17, 2026 and is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company
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: July 17, 2026

WILLIS LEASE FINANCE CORPORATION

By: /s/ Scott B. Flaherty

Name: Scott B. Flaherty

Title: Executive Vice President and Chief Financial
Officer

Delaware
The First State

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I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WILLIS LEASE FINANCE CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2026, AT 8 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SEVENTEENTH DAY OF JULY, A.D. 2026 AT 4:05 O'CLOCK P.M.



A handwritten signature in black ink, reading "C. B. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

2870540 8100
SR# 20263755601

Authentication: 204553334
Date: 07-17-26

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:54 AM 07/17/2026
FILED 08:00 AM 07/17/2026
SR 20263755601 - File Number 2870540

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
WILLIS LEASE FINANCE CORPORATION**

July 17, 2026

Willis Lease Finance Corporation (the “**Corporation**”), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”), hereby certifies that:

1. The name of the Corporation is Willis Lease Finance Corporation.
2. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on March 12, 1998 (as amended from time to time thereafter, the “**Certificate of Incorporation**”).
3. The Certificate of Incorporation is hereby amended by replacing Article IV in its entirety to read as follows:

**“ARTICLE IV
AUTHORIZED CAPITAL STOCK**

(a) The corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, “Preferred Stock” and “Common Stock”; the total number of shares which the corporation shall have authority to issue is Seventy-Five Million (75,000,000); the total number of shares of Preferred Stock shall be Fifteen Million (15,000,000) and each such share shall have a par value of one cent (\$0.01); and the total number of shares of Common Stock shall be Sixty Million (60,000,000) and each such share shall have a par value of one cent (\$0.01).

(b) The shares of Preferred Stock may be issued from time to time in one or more series. The board of directors is hereby vested with authority to fix by resolution or resolutions the designations and the powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including without limitation the dividend rate, conversion or exchange rights, redemption price and liquidation preference, of any series of shares of Preferred Stock, and to fix the number of shares constituting any such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). In case the number of shares of any such series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution or resolutions originally fixing the number of shares of such series.

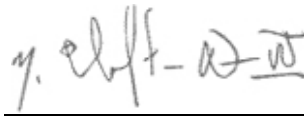
(c) Upon the effectiveness (the “Effective Time”) of the Certificate of Amendment adding this clause (c) of this Article IV, each outstanding share of Common Stock and each share of Common Stock held as treasury stock immediately prior to the Effective Time shall, automatically and without any further action by the corporation or the stockholder thereof, be subdivided and reclassified into three (3) validly issued, fully paid and non-assessable shares of Common Stock, reflecting a three (3) for one (1) forward stock split (the “Forward Stock Split”). The par value per share of Common Stock shall remain one cent (\$0.01). Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“Old Certificates”) shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been subdivided and reclassified, pursuant to the Forward Stock Split, until such certificate is surrendered to the Corporation for cancellation or exchange.”

4. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by the directors and stockholders of the Corporation.
5. This Certificate of Amendment shall become effective at 4:05 p.m. Eastern Time on July 17, 2026.
6. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed by its duly authorized officer as of the date first written above.

WILLIS LEASE FINANCE CORPORATION

By: 

Name: Z. Clifton Dameron IV

Title: Senior Vice President, General Counsel and Corporate Secretary

[Signature Page to Certificate of Amendment]