

WILLIS LEASE FINANCE CORP  
Form 8-K  
March 22, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report: **March 16, 2011**

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**Willis Lease Finance Corporation**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-15369**  
(Commission  
File Number)

**68-0070656**  
(I.R.S. Employer  
Identification Number)

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773 San Marin Drive, Suite 2215

Novato, California 94998

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(415) 408-4700**

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))
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**Item 8.01**      **Other Events**

On March 16, 2011, Willis Lease Finance Corporation (the Company ) repurchased 310,000 shares of its common stock as part of the Company s three-year stock repurchase program announced on December 8, 2009. The shares were purchased from funds affiliated with Jacobs Asset Management, LLC at a price of \$13.06 per share, the closing price of the Company s stock on that date.

**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, hereunto duly authorized.

Dated March 22, 2011

WILLIS LEASE FINANCE CORPORATION

By: */s/ Thomas C. Nord*  
Thomas C. Nord  
Senior Vice President and  
General Counsel