

WILLIS LEASE FINANCE CORP  
Form 8-K  
October 18, 2016

**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: **October 14, 2016**

**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)

**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**

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry Into a Material Definitive Agreement.**

On October 11, 2016, Willis Lease Finance Corporation (the Company) entered into a Stock Purchase Agreement with Development Bank of Japan Inc., relating to the sale and issuance of an aggregate of 1,000,000 shares of the Company's 6.5% Series A Preferred Stock, \$0.01 par value per share (the Series A Preferred Stock) at a purchase price of \$20.00 per share.

The Series A Preferred Stock carries a quarterly dividend at the rate per annum of 6.5% per share, with a \$20.00 liquidation preference per share. The purchase and sale of the Series A Preferred Stock closed on October 14, 2016 and the first dividend is expected to be paid on January 16, 2017. The net proceeds to the Company after deducting investor fees were \$19.8 million.

A copy of the Series A Preferred Stock Purchase Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements & Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 10.1               | Series A Preferred Stock Purchase Agreement dated as of October 11, 2016.  |
| 10.2               | Amended and Restated Certificate of Designations, Preferences, and Relative Rights and Limitations of Series A Cumulative Redeemable Preferred Stock dated as of October 13, 2016. |
| 10.3               | Certificate Eliminating Series I Junior Participating Preferred Stock of Willis Lease Finance Corporation.   |

**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 October 17, 2016

WILLIS LEASE FINANCE CORPORATION

By: */s/ Scott B. Flaherty*  
Scott B. Flaherty  
Senior Vice President  
and Chief Financial Officer