

WILLIS LEASE FINANCE CORP  
Form 8-K  
June 14, 2006

**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

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Date of Report (Date of earliest event reported): **June 9, 2006**

**WILLIS LEASE FINANCE CORPORATION**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-28774**  
(Commission file number)

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

**2320 Marinship Way, Suite 300**

**Sausalito, California 94965**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(415) 275-5100**

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 to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On June 9, 2006, the registrant was notified by the Staff of the NASDAQ stock market that, with the appointment of Hans Jörg Hunziker as the third member of its audit committee, the registrant complies with the audit committee requirements set forth in Marketplace Rule 4350(d)(2).

The registrant issued a press release on June 12, 2006 announcing its receipt of the notice from the NASDAQ Staff. A copy of the registrant's press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

The registrant hereby furnishes the following exhibit with this report:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued June 12, 2006

**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: June 14, 2006

WILLIS LEASE FINANCE CORPORATION

By:                    /s/ Thomas C. Nord  
                          Thomas C. Nord  
                          Senior Vice President

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