

WILLIS LEASE FINANCE CORP
Form 8-K
May 15, 2009

**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: **May 11, 2009**

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:

- 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 2.02(a) Results of Operations and Financial Condition

Item 7.01 Regulation FD Disclosure

The following information and exhibit are furnished pursuant to Item 2.02(a), Results of Operations and Financial Condition and Item 7.01, Regulation FD Disclosure. This information shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

On May 11, 2009, the Company issued a Press Release setting forth the Company's results from operations for the three months ended March 31, 2009 and financial condition as of March 31, 2009. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Additionally, on May 15, 2009, the Company's wholly-owned and consolidated subsidiary, Willis Engine Securitization Trust (WEST), a special-purpose, bankruptcy-remote Delaware statutory trust, purchased \$3 million original principal amount, representing \$2.1 million principal outstanding as of May 15, 2009, of WEST's 2005-A1 Notes for a purchase price of \$1.2 million. After write-off of unamortized debt issuance costs of approximately \$0.1 million related to the notes, this transaction results in a gain on extinguishment of debt of approximately \$0.8 million in the period.

Item 9.01 Financial Statements & Exhibits

The Company hereby furnishes the following exhibit pursuant to Item 2.02(a), Results of Operations and Financial Condition and Item 7.01, Regulation FD Disclosure.

Exhibit No.	Description
99.1	Press Release issued May 11, 2009

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 May 15, 2009

WILLIS LEASE FINANCE CORPORATION

By: /s/ Bradley S. Forsyth
Bradley S. Forsyth
Senior Vice President and Chief Financial Officer