

WILLIS LEASE FINANCE CORP  
Form 8-K  
October 12, 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): **October 6, 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:

- 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)

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

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- 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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) On October 6, 2006, William M. LeRoy tendered his resignation as a director of Willis Lease Finance Corporation to be effective October 9, 2006.

(d) On October 9, 2006, the Board elected Robert T. Morris a Class I director to fill Mr. LeRoy's unexpired term. The Board also appointed Mr. Morris to the Audit and Compensation Committees.

**Item 9.01. Financial Statements and Exhibits**

The Company hereby furnishes the following exhibits with this report:

**Exhibit No. Description**

99.1 Press Release issued October 10, 2006

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**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: October 11, 2006

WILLIS LEASE FINANCE CORPORATION

By: /s/ Donald A. Nunemaker  
Donald A. Nunemaker  
Executive Vice President

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