

WILLIS LEASE FINANCE CORP  
Form 8-K  
May 10, 2011

**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 9, 2011**

**Willis Lease Finance Corporation**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

**001-15369**  
(Commission File

**68-0070656**  
(I.R.S. Employer

of Incorporation)

Number)

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**

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)

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- “ 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))

**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 9, 2011, the Company issued a Press Release setting forth the Company's results from operations for the three months ended March 31, 2011 and financial condition as of March 31, 2011. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**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.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued May 9, 2011

**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 10, 2011

WILLIS LEASE FINANCE CORPORATION

By: /s/ Bradley S. Forsyth  
Bradley S. Forsyth

Senior Vice President and

Chief Financial Officer