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**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 (Date of earliest event reported): June 19, 2024

**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)

**4700 Lyons Technology Parkway  
Coconut Creek, FL 33073**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(561) 349-9989**

**Not Applicable**  
(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of exchange on which registered
Common Stock, \$0.01 par value per share	WLFC	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On June 19, 2024, the Company entered into a definitive agreement with Pratt & Whitney for the purchase of up to 15 modern technology Pratt & Whitney aircraft engines, with all purchases expected to occur by December 31, 2024. The value of the purchase transaction is \$363.9 million at Pratt & Whitney's 2024 list prices. A copy of the press release is attached as Exhibit 99.1 to this report.

The foregoing description of the definitive agreement is qualified in its entirety by reference to the definitive agreement, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ending September 30, 2024.

**Item 9.01 Financial Statements & Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#"><u>Press Release dated June 25, 2024, announcing entry into a material definitive agreement with Pratt &amp; Whitney.</u></a>

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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 duly authorized officer.

Dated: June 25, 2024

WILLIS LEASE FINANCE CORPORATION

By: /s/ Dean M. Poulakidas  
Dean M. Poulakidas  
Executive Vice President and General Counsel



## NEWS RELEASE

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## **Willis Lease Finance Corporation Strikes Deal with Pratt & Whitney for up to 15 New Engine Purchases in 2024**

**COCONUT CREEK, FL, June 25, 2024** — Willis Lease Finance Corporation (NASDAQ: WLFC) (“WLFC” or the “Company”), the leading lessor of commercial aircraft engines and global provider of aviation services, is pleased to announce that it has finalized a deal with Pratt & Whitney, a division of RTX Corporation (NYSE: RTX), for the purchase and leaseback of up to fifteen Pratt & Whitney PW1100G-JM GTF aircraft engines, with all purchases expected to occur by December 31, 2024. Pratt & Whitney’s GTF engine offers up to 17% lower fuel consumption, is certified for operation on 50% Sustainable Aviation Fuel (“SAF”) and has been successfully tested on 100% SAF. The transaction is valued at \$363.9 million, according to Pratt & Whitney’s list prices for the year 2024.

“We are pleased to be supporting P&W and their customers with another innovative transaction,” said CEO Austin C. Willis. WLFC completed a purchase and leaseback transaction of 25 GTF engines with Pratt & Whitney in early 2021. “By providing efficient capital, while integrating our strategically aligned aftermarket service offerings, we continue to grow our portfolio, investing in more environmentally friendly engines,” shared Mr. Willis. “This effort supports our commitment to decarbonizing commercial aviation in line with our SAF initiative and we look forward to discussing this as well as our performance in our second quarter earnings call in early August.”

## **Willis Lease Finance Corporation**

Willis Lease Finance Corporation leases large and regional spare commercial aircraft engines, auxiliary power units and aircraft to airlines, aircraft engine manufacturers and maintenance, repair, and overhaul providers worldwide. These leasing activities are integrated with engine and aircraft trading, engine lease pools and asset management services through Willis Asset Management Limited, as well as various end-of-life solutions for engines and aviation materials provided through Willis Aeronautical Services, Inc. Additionally, through Willis Engine Repair Center<sup>®</sup>, Jet Centre by Willis, and Willis Aviation Services Limited, the Company's service offerings include Part 145 engine maintenance, aircraft line and base maintenance, aircraft disassembly, parking and storage, airport FBO and ground and cargo handling services.

Except for historical information, the matters discussed in this press release contain forward-looking statements that involve risks and uncertainties. Do not unduly rely on forward-looking statements, which give only expectations about the future and are not guarantees. Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update them. Our actual results may differ materially from the results discussed in forward-looking statements. Factors that might cause such a difference include, but are not limited to: the effects on the airline industry and the global economy of events such as war, terrorist activity and the COVID-19 pandemic; changes in oil prices, rising inflation and other disruptions to world markets; trends in the airline industry and our ability to capitalize on those trends, including growth rates of markets and other economic factors; risks associated with owning and leasing jet engines and aircraft; our ability to successfully negotiate equipment purchases, sales and leases, to collect outstanding amounts due and to control costs and expenses; changes in interest rates and availability of capital, both to us and our customers; our ability to continue to meet changing customer demands; regulatory changes affecting airline operations, aircraft maintenance, accounting standards and taxes; the market value of engines and other assets in our portfolio; and risks detailed in WLFC's Annual Report on Form 10-K and other continuing reports filed with the Securities and Exchange Commission.

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