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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): October 31, 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 October 31, 2024, Willis Lease Finance Corporation, (“WLFC,” or the “Borrower”) entered into a new, \$1.0 billion, five-year, revolving credit facility (the “Credit Agreement”) among WLFC, certain wholly-owned subsidiaries of WLFC, as guarantors, the lenders party thereto from time to time (the “Lenders”), and Bank of America, N.A., as administrative agent, collateral agent, swing line lender, and letter of credit issuer. The Credit Agreement replaced the existing \$500.0 million revolving credit agreement, dated as of June 7, 2019 (as amended and restated, the “Existing Credit Agreement”), among WLFC, the lenders party thereto from time to time and MUFG Bank, Ltd. as agent.

Under the Credit Agreement, WLFC may request an additional increase of the aggregate commitments from time to time up to an aggregate additional \$250.0 million from the lenders, who may elect to make such increase available, upon the satisfaction of certain conditions.

Proceeds from the revolving credit facility may be used for general corporate purposes. The credit facility will be available on a revolving basis until October 31, 2029, and WLFC may request to extend the maturity, subject to lender approval.

Loans under the Credit Agreement will bear interest based on a floating rate (Term SOFR) plus a margin. In addition, WLFC has agreed to pay Bank of America, N.A. an unused line fee, quarterly in arrears, as well as pay other fees to Bank of America, N.A. and to the Lenders as separately agreed upon in writing.

The Credit Agreement also requires WLFC to maintain, as of the last day of each Measurement Period (as defined in the Credit Agreement), commencing with the last day of the fiscal quarter ending December 31, 2024, a Consolidated Interest Coverage Ratio (as defined in the Credit Agreement) of no less than 2.25 to 1.00, and a Consolidated Leverage Ratio (as defined in the Credit Agreement) of no greater than 4.25 to 1.00 through June 30, 2025 and no greater than 4.00 to 1.00 thereafter.

A copy of the news release is attached hereto as Exhibit 99.1.

The foregoing description of the Credit Agreement is qualified in its entirety by reference to such Credit Agreement, which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the period ending December 31, 2024.

**Item 1.02 Termination of a Material Definitive Agreement.**

On October 31, 2024, in connection with the execution of the Credit Agreement described in Item 1.01 above, WLFC terminated the Existing Credit Agreement.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 9.01 Financial Statements & Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>News Release issued by Willis Lease Finance Corporation dated November 4, 2024.</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: November 4, 2024

WILLIS LEASE FINANCE CORPORATION

By: /s/ Scott B. Flaherty  
Scott B. Flaherty  
Executive Vice President and Chief Financial Officer

**NEWS RELEASE**

**CONTACT:** Scott B. Flaherty  
EVP & Chief Financial Officer  
561.413.0112

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## **Announcement of New Revolving Credit Facility**

**COCONUT CREEK, FL — November 4, 2024** — Willis Lease Finance Corporation (NASDAQ: WLFC) (“WLFC” or the “Company”) today reported that on October 31, 2024, the Company entered into a new, \$1.0 billion, five-year, revolving credit facility (the “Credit Agreement”) among WLFC, certain wholly-owned subsidiaries of WLFC, as guarantors, the lenders party thereto from time to time (the “Lenders”), and Bank of America, N.A., as administrative agent, collateral agent, swing line lender, and letter of credit issuer. The Credit Agreement replaced the existing \$500.0 million revolving credit agreement, dated as of June 7, 2019 (as amended and restated, the “Existing Credit Agreement”), among WLFC, the lenders party thereto from time to time and MUFG Bank, Ltd. as agent.

Under the Credit Agreement, WLFC may request an additional increase of the aggregate commitments from time to time up to an aggregate additional \$250.0 million from the lenders, who may elect to make such increase available, upon the satisfaction of certain conditions.

Proceeds from the revolving credit facility may be used for general corporate purposes. The credit facility will be available on a revolving basis until October 31, 2029, and WLFC may request to extend the maturity, subject to lender approval.

Loans under the Credit Agreement will bear interest based on a floating rate (Term SOFR) plus a margin. In addition, WLFC has agreed to pay Bank of America, N.A. an unused line fee, quarterly in arrears, as well as pay other fees to Bank of America, N.A. and to the Lenders as separately agreed upon in writing.

The Credit Agreement also requires WLFC to maintain, as of the last day of each Measurement Period (as defined in the Credit Agreement), commencing with the last day of the fiscal quarter ending December 31, 2024, a Consolidated Interest Coverage Ratio (as defined in the Credit Agreement) of no less than 2.25 to 1.00, and a Consolidated Leverage Ratio (as defined in the Credit Agreement ) of no greater than 4.25 to 1.00 through June 30, 2025 and no greater than 4.00 to 1.00 thereafter.

“We are very excited to have closed our new, expanded revolving credit facility,” said Scott B. Flaherty, the Company’s Chief Financial Officer. “Our new facility will provide incremental capital to support the growth we are experiencing across the WLFC platform.”

**Willis Lease Finance Corporation**

Willis Lease Finance Corporation (“WLFC”) 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®, 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 pandemics; 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 the Company’s Annual Report on Form 10-K and other continuing reports filed with the Securities and Exchange Commission.

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