

WILLIS LEASE FINANCE CORP  
Form 8-K  
July 28, 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: July 25, 2011**

**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)

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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)
- 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

Jesse V. Crews, Executive Vice President and Chief Operating Officer, has left the Company effective July 25, 2011.

The Board of Directors of the Company has elected Donald A. Nunemaker President effective July 25, 2011. As described in greater detail in the Company's proxy materials for the Company's 2011 Annual Meeting of Stockholders, filed by the Company on Schedule 14A on April 29, 2011 (the Proxy), Mr. Nunemaker is 64 years old and has been employed by the Company for more than 14 years in a variety of senior management roles. In connection with this promotion to President of the Company, his base salary was increased to \$375,000 per year and the target bonus percentage used to determine his annual incentive compensation was increased to 75% of his annual base salary. Other aspects of his total compensation are unchanged from those described in the Proxy.

In furtherance of this change, Charles F. Willis, IV resigned as President of the Company effective as of July 25, 2011. Mr. Willis continues to serve as the Company's Chairman and Chief Executive Officer.

**Item 7.01 Regulation FD Disclosure.**

On July 26, 2011, the Company issued a Press Release announcing Mr. Nunemaker's election. A copy of this 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 7.01, Regulation FD Disclosure.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated July 26, 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 July 28, 2011

WILLIS LEASE FINANCE CORPORATION

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