

WILLIS LEASE FINANCE CORP  
Form 8-K/A  
December 16, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K/A  
AMENDMENT NO. 1**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): December 9, 2005**

**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)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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

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- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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This current report on Form 8-K/A amends the Form 8-K filed by Willis Lease Finance Corporation (the Company ) on December 15, 2005 to correct a typographical error by changing \$46 million to \$48 million and \$92 million to \$96 million.

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

On December 9, 2005 WOLF A340, LLC, a Delaware limited liability company, ( WOLF ) in which the Company holds a fifty percent membership interest, entered into two Sale and Purchase Agreements with Boeing Aircraft Holding Company each of which provides for the purchase by WOLF of one Airbus A340-313 aircraft for a purchase price of \$48 million, or a total for two aircraft of \$96 million. These aircraft are currently leased to Emirates with remaining lease terms of ninety and ninety two months.

**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: December 16, 2005

WILLIS LEASE FINANCE CORPORATION

- By: /s/ Thomas C. Nord  
Thomas C. Nord  
Senior Vice President and General Counsel