

WILLIS LEASE FINANCE CORP  
Form 10-K/A  
April 21, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

Amendment No. 1

**x Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the fiscal year ended December 31, 2013

**o Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Commission File Number: 001-15369

**WILLIS LEASE FINANCE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**68-0070656**

(IRS Employer Identification No.)

**773 San Marin Drive, Suite 2215, Novato, CA**

(Address of principal executive offices)

**94998**

(Zip Code)

Registrant's telephone number, including area code **(415) 408-4700**

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

| Title of Each Class | Name of each exchange on which registered |
|---------------------|---|
| Common Stock        | NASDAQ                                    |

Securities registered pursuant to Section 12(g) of the Act: **None.**

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|  |  |
|--|--|
| Large accelerated filer <input type="radio"/>  | Accelerated filer <input checked="" type="radio"/> |
| Non-accelerated filer <input type="radio"/><br>(Do not check if a smaller reporting company) | Smaller reporting company <input type="radio"/>    |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant as of the last business day of the registrant's most recently completed second fiscal quarter (June 28, 2013) was approximately \$76.8 million (based on a closing sale price of \$13.51 per share as reported on the NASDAQ National Market).

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The number of shares of the registrant's Common Stock outstanding as of April 18, 2014 was 8,431,708.

The Company's Proxy Statement for the 2014 Annual Meeting of Stockholders is incorporated by reference into Part III of this Form 10-K.

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**EXPLANATORY NOTE**

This amendment is being filed to amend the cover page of the Company's Form 10-K to uncheck the box with respect to disclosure of delinquent filers pursuant to Item 405 of Regulation S-K.

Exhibit Index

- 31.1 Certification of Charles F. Willis, IV, pursuant to Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Bradley S. Forsyth, pursuant to Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32 Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: April 21, 2014

Willis Lease Finance Corporation

By: /s/ CHARLES F. WILLIS, IV  
Charles F. Willis, IV  
Chairman of the Board and  
Chief Executive Officer

/s/ BRADLEY S. FORSYTH  
Bradley S. Forsyth  
Senior Vice President  
Chief Financial Officer  
(Principal Accounting Officer)