WILLIS LEASE FINANCE CORP
Form 8-K
April 25, 2016

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: **April 20, 2016**

Willis Lease Finance Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware	**001-15369**	**68-0070656**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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

o Pre-commencement communications pursuant Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into a Material Definitive Agreement.

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

The Company entered into a Third Amended and Restated Credit Agreement dated as of April 20, 2016 (the Credit Facility). This $890 million revolving credit facility has an accordion feature up to $1 billion and is provided by a syndicate of thirteen banks including: MUFG Union Bank, N.A. as Administrative Agent, Joint Lead Arranger and Joint Bookrunner; Bank of America, N.A. and Wells Fargo Bank, National Association, as Co-Syndication Agents; Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC as Joint Lead Arrangers and Joint Bookrunners; U.S. Bank National Association, as Documentation Agent, Joint Lead Arranger and Joint Bookrunner; Capital One, N.A., as Senior Managing Agent; and The Huntington National Bank, as Managing Agent.

This Credit Facility refinances the loans outstanding under and replaces the Company s existing Second Amended and Restated Credit Agreement, dated as of June 4, 2014 among the Company, Union Bank, N.A., as Administrative Agent, Joint Lead Arranger and Joint Bookrunner and certain other banks named therein. The new Credit Facility is available to finance the acquisition of aircraft, aircraft engines and related equipment, as well as for general working capital purposes.

The Credit Facility provides an $890 million revolving credit facility for a term of five years and is secured by substantially all of the Company s assets. Total availability under the Credit Facility is subject to a borrowing base calculation that includes specified percentages of the net book value of eligible aircraft engines, airframes, related equipment and other fixed assets ancillary to the service of aircraft or engines.

At the Company s option, loans under the Credit Facility will bear interest at either the base rate or LIBOR, plus, in each case, an applicable interest margin. The base rate will be equal to the highest of (1) the Reference Rate of MUFG Union Bank, N.A., as published from time to time, (2) the Federal Funds Rate, as published by the Federal Reserve Bank of New York, plus 0.50%, and (3) the one-month LIBOR rate plus 1.50%. The applicable margin for loans under the Credit Facility ranges from 0.25% to 1.75% per annum in the case of base rate loans and from 1.50% to 3.00% in the case of LIBOR loans, in each case based upon the Leverage Ratio (as defined in the Credit Facility) for the Company and its subsidiaries. The initial applicable margin for loans under the Credit Facility will be 1.50% in the case of base rate loans, and 2.75% in the case of LIBOR loans.

The Credit Facility contains certain usual and customary affirmative and negative covenants which include, among others: financial covenants and limitations on liens; additional indebtedness; further negative pledges; investments; payment of dividends; mergers; and restricted payments. The financial covenants include maintenance of a maximum consolidated leverage ratio, a minimum consolidated interest coverage ratio and a minimum unconsolidated (parent company) interest coverage ratio. The Credit Facility also contains usual and customary events of default, including, among others: non-payment of principal, interest, fees and other amounts; material breach of a representation or warranty; non-performance of covenants and obligations; default on other material debt; bankruptcy or insolvency; material judgments; material adverse changes; and change in control.

Item 7.01 Regulation FD Disclosure

On April 21, 2016, the Company issued a Press Release in connection with the matters described above. 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 .

Exhibit No.	Description
99.1	Press Release issued by Willis Lease Finance Corporation, dated April 21, 2016.

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 April 22, 2016

WILLIS LEASE FINANCE CORPORATION

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