

WILLIS LEASE FINANCE CORP  
Form 8-K  
February 10, 2006

**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: **February 9, 2006**

**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:

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement**

On February 9, 2006, the Registrant entered into an Employment Agreement with Robert M. Warwick, its Executive Vice President and Chief Financial Officer providing for his employment in such capacity for one year ending January 1, 2007 and renewing annually thereafter until either party gives written notice of non-renewal at least six months prior to the end of any calendar year. The Employment Agreement is attached as Exhibit 10.1 to this Form 8-K.

**Item 9.01 Exhibits**

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The Company hereby furnishes the following exhibit pursuant to Item 1.01, Entry into a Material Definitive Agreement .

**Exhibit No.**

**Description**

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10.1 Employment Agreement between the Company and Robert M. Warwick dated February 9, 2006.

**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 February 10, 2006.

WILLIS LEASE FINANCE  
CORPORATION

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