

WILLIS LEASE FINANCE CORP
Form 8-K
May 25, 2018

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: May 25, 2018

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:

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))

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 24, 2018, Willis Lease Finance Corporation (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the close of business on April 2, 2018, the voting record date, there were 6,363,047 common shares outstanding and entitled to vote. At the Annual Meeting, 5,976,739, or 93.93%, of the outstanding common shares entitled to vote were represented by proxy or in person.

Proposal 1: Election of Directors. The stockholders elected two Class II Directors, each for a three-year term expiring at the 2021 Annual Meeting of Stockholders. The voting results were as follows:

Number of Votes Cast:

| | For | Withheld | Broker Non-Votes |
|------------------|-----------|-----------|------------------|
| Robert J. Keady | 3,913,478 | 1,413,926 | 649,335 |
| Austin C. Willis | 3,986,458 | 1,340,946 | 649,335 |

The other directors whose term of office continued after the Annual Meeting were Charles F. Willis, IV, Robert T. Morris, and Hans Joerg Hunziker.

Proposal 2: Approval of 2018 Incentive Stock Plan. The stockholders approved the 2018 Stock Incentive Plan. The voting results were as follows:

Number of Votes Cast:

| For | Against | Abstain | Broker Non-Votes |
|-----------|-----------|---------|------------------|
| 3,975,663 | 1,342,912 | 8,829 | 649,335 |

Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm. The stockholders ratified the appointment of KPMG LLP as the Company’s independent auditors for the year 2018. The voting results were as follows:

Number of Votes Cast:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 5,938,953 | 36,406 | 1,380 | 0 |

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 its undersigned duly authorized officer.

Dated: May 25, 2018

WILLIS LEASE
FINANCE
CORPORATION

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