

AIR LEASE CORP  
Form 8-K  
November 20, 2017

**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**

**November 20, 2017**

**Date of Report**

**(Date of earliest event reported)**

**AIR LEASE CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**

**001-35121**

**27-1840403**

| <b>(State or other jurisdiction<br/>of incorporation)</b>   | <b>(Commission<br/>File Number)</b> | <b>(I.R.S. Employer<br/>Identification No.)</b> |
|---|-------------------------------------|---|
| <b>2000 Avenue of the Stars, Suite<br/>1000N<br/>Los Angeles, California<br/>(Address of principal executive<br/>offices)</b> |                                     | <b>90067<br/>(Zip Code)</b>                     |
| <b>Registrant's telephone number, including area code: (310) 553-0555</b>   |                                     |   |

**Not Applicable**

**(Former name or former address, if changed since last report.)**

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 to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 1.01 Entry into a Material Definitive Agreement.**

On November 20, 2017, Air Lease Corporation (the Company ) consummated a public offering of \$600,000,000 aggregate principal amount of its 2.750% Senior Notes due 2023 (the 2023 Notes ) and \$500,000,000 aggregate principal amount of its 3.625% Senior Notes due 2027 (the 2027 Notes and, together with the 2023 Notes, the Notes ). The Notes were offered pursuant to the Company's Registration Statement on Form S-3 (File No. 333-207308) (the Registration Statement ) filed with the Securities and Exchange Commission on October 6, 2015, as supplemented by the prospectus supplement, dated November 13, 2017.

The Company intends to use the net proceeds from the Notes offering, which are estimated to be approximately \$1.081 billion, after deducting the underwriting discount and estimated offering expenses payable by the Company, for general corporate purposes, which may include, among other things, the purchase of commercial aircraft and the repayment of existing indebtedness. Affiliates of the underwriters in the Notes offering may receive a portion of the net proceeds to the extent the Company uses any net proceeds to repay indebtedness under which certain of such underwriters or their affiliates are lenders. Pending any specific application, the Company may temporarily invest the net proceeds in short-term investments, including marketable securities.

The Notes are governed by an Indenture, dated as of October 11, 2012 (the Base Indenture ), as amended and supplemented by (i) with respect to the 2023 Notes, a Fourteenth Supplemental Indenture, dated as of November 20, 2017 (the Fourteenth Supplemental Indenture and, together with the Base Indenture, the 2023 Indenture ), between the Company and Deutsche Bank Trust Company Americas, as trustee (the Trustee ), and (ii) with respect to the 2027 Notes, a Fifteenth Supplemental Indenture, dated as of November 20, 2017 (the Fifteenth Supplemental Indenture and, together with the Base Indenture, the 2027 Indenture and, the 2027 Indenture together with the 2023 Indenture, the Indentures ), between the Company and the Trustee.

The 2023 Notes will mature on January 15, 2023 and will bear interest at a rate of 2.750% per annum, payable semi-annually in arrears on January 15 and July 15 of each year, beginning on July 15, 2018. The 2027 Notes will mature on December 1, 2027 and will bear interest at a rate of 3.625% per annum, payable semi-annually in arrears on June 1 and December 1 of each year, beginning on June 1, 2018. The Company may redeem all or part of the 2023 Notes, at its option, at any time and from time to time (i) prior to December 15, 2022 at a purchase price equal to 100% of the aggregate principal amount of the 2023 Notes plus an Applicable Premium (as defined in the Fourteenth Supplemental Indenture) and accrued and unpaid interest, if any, to the redemption date or (ii) on or after December 15, 2022 at a purchase price equal to 100% of the aggregate principal amount of the 2023 Notes plus accrued and unpaid interest, if any, to the redemption date. The Company may redeem all or part of the 2027 Notes, at its option, at any time and from time to time (i) prior to September 1, 2027 at a purchase price equal to 100% of the aggregate principal amount of the 2027 Notes plus an Applicable Premium (as defined in the Fifteenth Supplemental Indenture) and accrued and unpaid interest, if any, to the redemption date or (ii) on or after September 1, 2027 at a purchase price equal to 100% of the aggregate principal amount of the 2027 Notes plus accrued and unpaid interest, if any, to the redemption date. If a Change of Control Repurchase Event (as

defined in the Fourteenth Supplemental Indenture or the Fifteenth Supplemental Indenture, as applicable) occurs, the holders of the 2023 Notes or the 2027 Notes, as applicable, may require the Company to purchase all or a portion of their Notes at a purchase price equal to 101% of the principal amount of such Notes, plus accrued and unpaid interest, if any, to the purchase date.

The Notes are senior unsecured obligations of the Company and will rank equal in right of payment with any existing and future senior indebtedness of the Company, without giving effect to collateral arrangements. The Notes will be effectively subordinated to all secured indebtedness of the Company to the extent of the value of the pledged assets and will be structurally subordinated to all indebtedness and other liabilities of any subsidiary of the Company. The Notes will be senior in right of payment to any existing and future obligations of the Company that are expressly subordinated or junior in right of payment to the Notes pursuant to a written agreement.

The Indentures governing the Notes contain customary covenants that, among other things, restrict the ability of the Company and its subsidiaries to incur liens on assets and the ability of the Company to consolidate, merge, sell or otherwise dispose of all or substantially all of its assets. These covenants are subject to a number of important limitations and exceptions under the Indentures. The Indentures also provide for customary events of default with respect to the Notes, including the failure to pay scheduled principal and interest payments on the Notes, the failure to comply with covenants specified in the applicable Indenture, the acceleration of certain other indebtedness resulting from an event of default under the agreement governing that indebtedness or non-payment of that indebtedness, and certain events of insolvency. If any event of default occurs and is continuing under an Indenture, the principal of, and any accrued and unpaid interest on, the applicable Notes may become due and payable.

The foregoing description of the Base Indenture, the Fourteenth Supplemental Indenture, the Fifteenth Supplemental Indenture and the Notes is not complete and is qualified in its entirety by reference to (i) the complete text of the Base Indenture filed as Exhibit 4.4 to the Company's Registration Statement on Form S-3 (File No. 333-184382) filed with the Securities and Exchange Commission on October 11, 2012 and incorporated by reference herein, (ii) the complete text of the Fourteenth Supplemental Indenture, which includes a form of the 2023 Notes, filed as Exhibit 4.2 hereto and incorporated by reference herein and (iii) the complete text of the Fifteenth Supplemental Indenture, which includes a form of the 2027 Note, filed as Exhibit 4.3 hereto and incorporated by reference herein.

**Item 2.03. Creation of a Direct Financial Obligation.**

The information contained under Item 1.01 above is incorporated by reference into this Item 2.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 4.1                | <u>Indenture, dated as of October 11, 2012, between Air Lease Corporation and Deutsche Bank Trust Company Americas, as trustee (filed as Exhibit 4.4 to Air Lease Corporation's Registration Statement on Form S-3 (File No. 333-184382) filed with the Securities and Exchange Commission on October 11, 2012).</u> |
| 4.2                | <u>Fourteenth Supplemental Indenture, dated as of November 20, 2017, between Air Lease Corporation and Deutsche Bank Trust Company Americas, as trustee.</u>   |
| 4.3                | <u>Fifteenth Supplemental Indenture, dated as of November 20, 2017, between Air Lease Corporation and Deutsche Bank Trust Company Americas, as trustee.</u>  |
| 4.4                | <u>Form of 2023 Note (included in Exhibit 4.2).</u>  |
| 4.5                | <u>Form of 2027 Note (included in Exhibit 4.3).</u>  |
| 5.1                | <u>Opinion of O Melveny &amp; Myers LLP, dated November 20, 2017.</u>  |
| 23.1               | <u>Consent of O Melveny &amp; Myers LLP (included in Exhibit 5.1).</u>   |

**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.

**AIR LEASE CORPORATION**

Date: November 20, 2017

By: /s/ Gregory B. Willis  
Name: Gregory B. Willis  
Title: Executive Vice President and  
Chief Financial Officer