WILLIS LEASE FINANCE CORP Form SC 13G August 19, 2013

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)

WILLIS LEASE FINANCE CORP (Name of Issuer)

Common Stock, Par Value \$0.01 Per Share (Title of Class of Securities)

970646105 (CUSIP Number)

August 8, 2013 (Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[]	Rule 13d-1(b)
[X]	Rule 13d-1(c)
[]	Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

^{*} The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

CU	SIP NO.	970646105	13G	Page 2 of 9 Pages
1	NAMES OF R	EPORTING PERSO	NS	
	M3 FUNDS, L	LC		
2	CHECK THE	APPROPRIATE BOX	X IF A MEMBER OF A GROU	
				(a) [] (b) []
3	SEC USE ONL	.Y		
4	CITIZENSHIP	OR PLACE OF OR	GANIZATION	
	STATE OF DE	ELAWARE, UNITED	STATES OF AMERICA	
		5	SOLE VOTING POW	ER
	NUMBER OF		N/A	
	SHARES BENEFICIALLY	6	SHARED VOTING P	OWER
	OWNED BY		450,676 shares of Con	nmon Stock
	EACH REPORTING	7	SOLE DISPOSITIVE	POWER
	PERSON WITH		N/A	
		8	SHARED DISPOSITI	VE POWER
			450,676 shares of Con	nmon Stock
9	AGGREGATE	AMOUNT BENEFI	CIALLY OWNED BY EACH	REPORTING PERSON
	450,676 shares	of Common Stock		
10	CHECK BOX	IF THE AGGREGA	ΓΕ AMOUNT IN ROW 9 EXC	CLUDES CERTAIN SHARES
11	PERCENT OF	CLASS REPRESEN	ITED BY AMOUNT IN ROW	[]
	5.1 % of the ou	tstanding shares of C	Common Stock	
12	TYPE OF REP	ORTING PERSON		
	OO (Limited L	iability Company)		

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NAMES OF RI	EPORTING PERSO	NS		
M3 PARTNER	S, LP			
CHECK THE A	APPROPRIATE BO	X IF A MEMBER OF A GROU	JР	
			` ` -	-
SEC USE ONL	Υ			
CITIZENSHIP	OR PLACE OF OR	GANIZATION		
STATE OF DE	LAWARE, UNITE	D STATES OF AMERICA		
	5	SOLE VOTING POW	ER	
NUMBER OF		N/A		
SHARES	6	SHARED VOTING PO	OWER	
OWNED BY		450,676 shares of Com	amon Stock	
EACH REPORTING	7	SOLE DISPOSITIVE	POWER	
PERSON WITH		N/A		
	8	SHARED DISPOSITI	VE POWER	
		450,676 shares of Com	amon Stock	
AGGREGATE	AMOUNT BENEF	ICIALLY OWNED BY EACH	REPORTING PERSON	
450,676 shares	of Common Stock			
CHECK BOX	IF THE AGGREGA	TE AMOUNT IN ROW 9 EXC		
PERCENT OF	CLASS REPRESE	NTED BY AMOUNT IN ROW		
5.1 % of the ou	tstanding shares of C	Common Stock		
TYPE OF REP	ORTING PERSON			
PN (Limited Pa	artnership)			
	M3 PARTNER CHECK THE A SEC USE ONL CITIZENSHIP STATE OF DE NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE 450,676 shares CHECK BOX 1 PERCENT OF 5.1 % of the out TYPE OF REP	NAMES OF REPORTING PERSON M3 PARTNERS, LP CHECK THE APPROPRIATE BOOK SEC USE ONLY CITIZENSHIP OR PLACE OF OR STATE OF DELAWARE, UNITED 5 NUMBER OF SHARES 6 BENEFICIALLY OWNED BY EACH REPORTING 7 PERSON WITH 8 AGGREGATE AMOUNT BENEFIT 450,676 shares of Common Stock CHECK BOX IF THE AGGREGATE PERCENT OF CLASS REPRESER	NAMES OF REPORTING PERSONS M3 PARTNERS, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUND SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION STATE OF DELAWARE, UNITED STATES OF AMERICA 5 SOLE VOTING POWN MARKED NOTING POWN MARKED OF SHARES 6 SHARED VOTING POWNED BY 450,676 shares of Compensor of Co	NAMES OF REPORTING PERSONS M3 PARTNERS, LP CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [

CUS	SIP NO.	970646105	13G	Page 4 of 9 Pages	
1	NAMES OF RE	EPORTING PERSO	NS		
	M3F, INC.				
2	CHECK THE A	APPROPRIATE BO	X IF A MEMBER OF A GROUP		
					(a) [] (b) []
3	SEC USE ONL	Y			
4	CITIZENSHIP	OR PLACE OF OR	GANIZATION		
	STATE OF UT	AH, UNITED STA	TES OF AMERICA		
		5	SOLE VOTING POWER		
	NUMBER OF		N/A		
	SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER		
			450,676 shares of Common Stock	ζ	
		7	SOLE DISPOSITIVE POWER		
			N/A		
		8	SHARED DISPOSITIVE POWE	i.R	
			450,676 shares of Common Stock	ζ	
9	AGGREGATE	AMOUNT BENEF	ICIALLY OWNED BY EACH REPORTI	NG PERSON	
	450,676 shares	of Common Stock			
10	CHECK BOX I	IF THE AGGREGA	TE AMOUNT IN ROW 9 EXCLUDES C	ERTAIN SHARES	r 1
11	PERCENT OF	CLASS REPRESEN	TED BY AMOUNT IN ROW 9		[]
	5.1 % of the our	tstanding shares of C	Common Stock		
12	TYPE OF REP	ORTING PERSON			
	CO, IA				

CUS	IP NO.	970646105	13G	Page 5 of 9 Pages	
1	NAMES OF RE	EPORTING PERSON	NS		
	Jason A. Stock				
2	CHECK THE A	APPROPRIATE BOX	K IF A MEMBER OF A GROU	JP	
					(a) [] (b) []
3	SEC USE ONL	Υ			
4	CITIZENSHIP	OR PLACE OF ORC	GANIZATION		
	UNITED STAT	TES OF AMERICA			
		5	SOLE VOTING POW	ER	
	NUMBER OF		N/A		
	SHARES BENEFICIALLY	6	SHARED VOTING PO	OWER	
	OWNED BY		450,676 shares of Com	nmon Stock	
	EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE	POWER	
			N/A		
		8	SHARED DISPOSITI	VE POWER	
			450,676 shares of Com	nmon Stock	
9	AGGREGATE	AMOUNT BENEFI	CIALLY OWNED BY EACH	REPORTING PERSON	
	450,676 shares	of Common Stock			
10	CHECK BOX I	IF THE AGGREGAT	TE AMOUNT IN ROW 9 EXC	LUDES CERTAIN SHARES	r 1
11	PERCENT OF	CLASS REPRESEN	TED BY AMOUNT IN ROW	9	[]
	5.1 % of the ou	tstanding shares of C	ommon Stock		
12	TYPE OF REP	ORTING PERSON			
	IN				

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NAMES OF RE	EPORTING PERSO	NS			
William C. Wal	ler				
CHECK THE A	APPROPRIATE BO	X IF A MEMBER OF A GRO	OUP		
				(a) [(b) [_
SEC USE ONL	Y				
CITIZENSHIP	OR PLACE OF OR	GANIZATION			
UNITED STAT	ES OF AMERICA				
	5	SOLE VOTING POV	VER		
NUMBER OF		N/A			
SHARES	6	SHARED VOTING	POWER		
OWNED BY		450,676 shares of Co	mmon Stock		
EACH REPORTING PERSON WITH	7	SOLE DISPOSITIVE	E POWER		
		N/A			
	8	SHARED DISPOSIT	TIVE POWER		
		450,676 shares of Co	mmon Stock		
AGGREGATE	AMOUNT BENEF	ICIALLY OWNED BY EACI	H REPORTING PERSON		
450,676 shares	of Common Stock				
CHECK BOX I	F THE AGGREGA	TE AMOUNT IN ROW 9 EX	CLUDES CERTAIN SHARES	[]	
PERCENT OF	CLASS REPRESEN	NTED BY AMOUNT IN ROV	V 9		
5.1 % of the out	tstanding shares of C	Common Stock			
TYPE OF REP	ORTING PERSON				
IN					
	NAMES OF REWILLIAM WILLIAM C. Walliam C. Walliam C. Wall CHECK THE A SEC USE ONL CITIZENSHIP UNITED STATE UNITED STATE OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH AGGREGATE 450,676 shares CHECK BOX I PERCENT OF 5.1 % of the out TYPE OF REPORT OF REPOR	NAMES OF REPORTING PERSO William C. Waller CHECK THE APPROPRIATE BO SEC USE ONLY CITIZENSHIP OR PLACE OF OR UNITED STATES OF AMERICA 5 NUMBER OF SHARES 6 BENEFICIALLY OWNED BY EACH REPORTING 7 PERSON WITH 8 AGGREGATE AMOUNT BENEF 450,676 shares of Common Stock CHECK BOX IF THE AGGREGA PERCENT OF CLASS REPRESEN 5.1 % of the outstanding shares of C TYPE OF REPORTING PERSON	NAMES OF REPORTING PERSONS William C. Waller CHECK THE APPROPRIATE BOX IF A MEMBER OF A GRO SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES OF AMERICA 5 SOLE VOTING POX NUMBER OF SHARES 6 SHARED VOTING BENEFICIALLY OWNED BY 450,676 shares of Cox REPORTING 7 SOLE DISPOSITIVE PERSON WITH N/A 8 SHARED DISPOSITIVE 450,676 shares of Cox AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 450,676 shares of Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EX PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 5.1 % of the outstanding shares of Common Stock TYPE OF REPORTING PERSON	NAMES OF REPORTING PERSONS William C. Waller CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES OF AMERICA 5 SOLE VOTING POWER NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY 450,676 shares of Common Stock EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH N/A 8 SHARED DISPOSITIVE POWER 450,676 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 450,676 shares of Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.1 % of the outstanding shares of Common Stock TYPE OF REPORTING PERSON	NAMES OF REPORTING PERSONS William C. Waller CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [(b) [SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION UNITED STATES OF AMERICA 5 SOLE VOTING POWER NUMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY 450,676 shares of Common Stock EACH REPORTING 7 SOLE DISPOSITIVE POWER PERSON WITH N/A 8 SHARED DISPOSITIVE POWER 450,676 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 450,676 shares of Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES [] PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 5.1 % of the outstanding shares of Common Stock TYPE OF REPORTING PERSON

Item 1.	(a)	Name of Issuer:
Willis Lease Finance	e Corp (the "Issuer")	
	(b)	Address of Issuer's Principal Executive Offices:
773 San Marin Drive Novato, CA 94998	e, Suite 2215	
Item 2.	(a)	Name of Persons Filing:
M3 Funds, LLC M3 Partners, LP M3F, Inc. Jason A. Stock William C. Waller		
(b)	Addr	ess of Principal Business Office or, if None, Residence:
For all persons filing	:	
10 Exchange Place, Salt Lake City, UT		
	(c)	Citizenship:
M3 Partners, LP is a M3F, Inc. is a Utah of	Delaware limited liabil Delaware limited partneorporation Valler are United States	ership
	(d)	Title of Class of Securities:
Common Stock, Par	Value \$0.01 Per Share	
	(e)	CUSIP Number:
970646105		
Item 3. If This Staten	nent is Filed Pursuant to	o Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a
Not applicable. Filed	pursuant to Rule 13d-	l(c).

Item 4. Ownership.

	M3 Funds, LLC	M3 Partners, LP	M3F, Inc.	Jason A. Stock	William C. Waller
(a) Amount Beneficially Owned:	450,676	450,676	450,676	450,676	450,676
(b) Percent of Class:	5.1 %	5.1 %	5.1 %	5.1 %	5.1 %
(c) Number of Shares to Which Report	ting Person Has	:			
(i) Sole Voting Power:	N/A	N/A	N/A	N/A	N/A
(ii) Shared Voting Power:	450,676	450,676	450,676	450,676	450,676
(iii) Sole Dispositive Power:	N/A	N/A	N/A	N/A	N/A
(iv) Shared Dispositive Power:	450,676	450,676	450,676	450,676	450,676

The reported shares are the Issuer's common stock.

All of the reported shares are owned directly by M3 Partners, L.P. ("M3 Partners"), whose general partner is M3 Funds, LLC (the "General Partner") and whose investment adviser is M3F, Inc. (the "Investment Adviser"). The General Partner and the Investment Adviser could each be deemed to be indirect beneficial owners of the reported shares, and could be deemed to share such beneficial ownership with M3 Partners.

Jason A. Stock and William C. Waller are the managers of the General Partner and the managing directors of the Investment Adviser, and could be deemed to share such indirect beneficial ownership with the General Partner, the Investment Adviser and M3 Partners.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the 7. Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9.	Notice of Dissolution of Group.
Not applicable.	

Item 10. Certification.

By signing below, each of the undersigned certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits

Exhibit 1

Joint Filing Agreement dated August 16, 2013, among M3 Partners, LP, M3 Funds, LLC, M3F, Inc., Jason A. Stock and William C. Waller.

Signature

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: August 16, 2013

M3 PARTNERS, LP

By: M3 Funds, LLC, General Partner

By: /s/ Jason A. Stock
Name: Jason A. Stock
Title: Manager

Date: August 16, 2013

M3 FUNDS, LLC

By: /s/ Jason A. Stock
Name: Jason A. Stock
Title: Manager

Date: August 16, 2013

M3F, INC.

By: /s/ Jason A. Stock
Name: Jason A. Stock
Title: Managing Director

Date: August 16, 2013

/s/ Jason A. Stock Jason A. Stock

Date: August 16, 2013

/s/ William C. Waller William C. Waller