

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

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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:

<input type="checkbox"/>	Rule 13d-1(b)
<input checked="" type="checkbox"/>	Rule 13d-1(c)
<input type="checkbox"/>	Rule 13d-1(d)

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\* 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.

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)

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CUSIP NO. 970646105 13G Page 2 of 9 Pages

1 NAMES OF REPORTING PERSONS

M3 FUNDS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

STATE OF DELAWARE, UNITED STATES OF AMERICA

5 SOLE VOTING POWER

N/A

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

450,676 shares of Common Stock

7 SOLE DISPOSITIVE POWER

N/A

8 SHARED DISPOSITIVE POWER

450,676 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,676 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1 % of the outstanding shares of Common Stock

12 TYPE OF REPORTING PERSON

OO (Limited Liability Company)

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1 NAMES OF REPORTING PERSONS

M3 PARTNERS, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

STATE OF DELAWARE, UNITED STATES OF AMERICA

5 SOLE VOTING POWER

N/A

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

450,676 shares of Common Stock

7 SOLE DISPOSITIVE POWER

N/A

8 SHARED DISPOSITIVE POWER

450,676 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,676 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1 % of the outstanding shares of Common Stock

12 TYPE OF REPORTING PERSON

PN (Limited Partnership)

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1 NAMES OF REPORTING PERSONS

M3F, INC.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

STATE OF UTAH, UNITED STATES OF AMERICA

5 SOLE VOTING POWER

N/A

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

450,676 shares of Common Stock

7 SOLE DISPOSITIVE POWER

N/A

8 SHARED DISPOSITIVE POWER

450,676 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,676 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1 % of the outstanding shares of Common Stock

12 TYPE OF REPORTING PERSON

CO, IA

CUSIP NO. 970646105 13G Page 5 of 9 Pages

1 NAMES OF REPORTING PERSONS

Jason A. Stock

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA

5 SOLE VOTING POWER

N/A

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

450,676 shares of Common Stock

7 SOLE DISPOSITIVE POWER

N/A

8 SHARED DISPOSITIVE POWER

450,676 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,676 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1 % of the outstanding shares of Common Stock

12 TYPE OF REPORTING PERSON

IN

CUSIP NO. 970646105 13G Page 6 of 9 Pages

1 NAMES OF REPORTING PERSONS

William C. Waller

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

UNITED STATES OF AMERICA

5 SOLE VOTING POWER

N/A

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

6 SHARED VOTING POWER

450,676 shares of Common Stock

7 SOLE DISPOSITIVE POWER

N/A

8 SHARED DISPOSITIVE POWER

450,676 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,676 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.1 % of the outstanding shares of Common Stock

12 TYPE OF REPORTING PERSON

IN

Item 1. (a) Name of Issuer:

Willis Lease Finance Corp (the "Issuer")

(b) Address of Issuer's Principal Executive Offices:

773 San Marin Drive, Suite 2215  
Novato, CA 94998

Item 2. (a) Name of Persons Filing:

M3 Funds, LLC  
M3 Partners, LP  
M3F, Inc.  
Jason A. Stock  
William C. Waller

(b) Address of Principal Business Office or, if None, Residence:

For all persons filing:

10 Exchange Place, Suite 510  
Salt Lake City, UT 84111

(c) Citizenship:

M3 Funds, LLC is a Delaware limited liability company  
M3 Partners, LP is a Delaware limited partnership  
M3F, Inc. is a Utah corporation  
Mr. Stock and Mr. Waller are United States citizens

(d) Title of Class of Securities:

Common Stock, Par Value \$0.01 Per Share

(e) CUSIP Number:

970646105

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

Not applicable. Filed pursuant to Rule 13d-1(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 Reporting 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		