

AIR LEASE CORP
Form 8-K
January 23, 2019

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

January 23, 2019

Date of Report

(Date of earliest event reported)

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

Delaware

001-35121
(Commission File Number)

27-1840403

**(State or other jurisdiction of
incorporation)**

**(I.R.S. Employer Identification
No.)**

**2000 Avenue of the Stars, Suite 1000N
Los Angeles, California**

90067

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (310) 553-0555

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 8.01. Other Events.

Exhibits are filed herewith in connection with the issuance on January 23, 2019 by Air Lease Corporation (the Company) of \$700,000,000 aggregate principal amount of its 4.250% unsecured Medium-Term Notes, Series A, due February 1, 2024 (the Notes). The Notes were offered pursuant to the Company's Registration Statement on Form S-3 (File No. 333-224828), filed with the Securities and Exchange Commission (SEC) on May 10, 2018, as amended by the Post-Effective Amendment No. 1, filed with the SEC on November 20, 2018, and as supplemented by the Prospectus Supplement, dated November 20, 2018 and the Pricing Supplement dated January 15, 2019.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| No. | Description |
|------------|------------------------------------------------------------------------|
| 5.1 | <u>Opinion of O Melveny & Myers LLP, dated January 23, 2019.</u> |
| 23.1 | <u>Consent of O Melveny & 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.

Date: January 23, 2019

AIR LEASE CORPORATION

By: /s/ Gregory B. Willis

Name: Gregory B. Willis

Title: Executive Vice President and Chief Financial
Officer