

AIR LEASE CORP  
Form 8-K  
January 23, 2014

**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 16, 2014**

Date of Report

(Date of earliest event reported)

**AIR LEASE CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-35121**  
(Commission File Number)

**27-1840403**  
(I.R.S. Employer  
Identification No.)

**2000 Avenue of the Stars, Suite 1000N**  
**Los Angeles, California**  
(Address of principal executive offices)

**90067**  
(Zip Code)

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

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**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))
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**Item 8.01. Other Events.**

On January 16, 2014, Air Lease Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Macquarie Capital (USA) Inc., for itself and on behalf of the several underwriters (collectively, the Underwriters), relating to the establishment of its eNotes Internet Auction Program Medium-Term Notes program (the eNotes MTN program).

On January 22, 2014, the Company completed an issuance of \$25,000,000 in aggregate principal amount of its 4.85% Notes due February 1, 2024 (the Notes) pursuant to the eNotes MTN program. The Notes were offered pursuant to the Company's Registration Statement on Form S-3 (File No. 333-184382) (the Registration Statement), including a prospectus dated October 11, 2012, as supplemented by a prospectus supplement, dated January 13, 2014 (the MTN Prospectus Supplement), a program prospectus supplement, dated January 13, 2014 (the eNotes Program Supplement), and a pricing supplement, dated January 16, 2014.

The Notes are governed by an Indenture, dated as of October 11, 2012, between the Company and Deutsche Bank Trust Company Americas, as trustee (the Trustee), as supplemented by a third supplemental indenture, dated January 22, 2014, among the Company, the Trustee and Zions First National Bank, as authenticating and paying agent.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are filed with this report:

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated January 16, 2014, between Air Lease Corporation and Macquarie Capital (USA) Inc., as representative of the several underwriters.
4.1	Indenture, dated as of October 11, 2012, between Air Lease Corporation and Deutsche Bank Trust Company Americas, as trustee (incorporated by reference to Exhibit 4.4 to Air Lease Corporation's Registration Statement on Form S-3 filed with the SEC on October 12, 2012).
4.2	Third Supplemental Indenture, dated as of January 22, 2014, among Air Lease Corporation, Deutsche Bank Trust Company Americas, as trustee, and Zions First National Bank, as authenticating and paying agent.
4.3	Form of Note (included in Exhibit 4.2).
5.1	Opinion of Latham & Watkins LLP, dated January 22, 2014.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).

**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: January 22, 2014

By: /s/ Carol H. Forsyte  
Name: Carol H. Forsyte  
Title: Executive Vice President, General Counsel,  
Corporate Secretary and Chief Compliance Officer

**EXHIBIT INDEX**

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