

**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**

**December 18, 2025  
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**

**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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                                       | Trading<br>Symbol(s) | Name of each exchange<br>on which registered |
|---|----------------------|--|
| Class A Common Stock                                      | AL                   | New York Stock Exchange                      |
| 3.700% Medium-Term Notes, Series A, due<br>April 15, 2030 | AL30                 | New York Stock Exchange                      |

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 5.07. Submission of Matters to a Vote of Security Holders.**

A special meeting of stockholders (the “Special Meeting”) of Air Lease Corporation (the “Company”) was held on December 18, 2025.

At the Special Meeting, the Company’s stockholders (i) approved and adopted the Agreement and Plan of Merger, dated as of September 1, 2025, by and among the Company, Sumisho Air Lease Corporation Designated Activity Company (formerly known as Gladiators Designated Activity Company), an Irish private limited company (“Parent”), and Takeoff Merger Sub Inc., a Delaware corporation and indirect wholly owned subsidiary of Parent, and the consummation of the transactions contemplated thereby, including the merger described therein (the “Merger Proposal”), (ii) approved, on a non-binding, advisory basis, the compensation that may be paid or become payable to the named executive officers of the Company in connection with the merger (the “Compensation Proposal”), and (iii) approved the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve the Merger Proposal (the “Adjournment Proposal”). The Adjournment Proposal was not required because there were sufficient votes at the time of the Special Meeting to approve the Merger Proposal.

Set forth below are the final voting tallies for each of the proposals submitted for approval at the Special Meeting:

***The Merger Proposal***

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 90,161,531 | 376,139 | 209,541 | N/A              |

***The Compensation Proposal***

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 85,504,317 | 5,002,106 | 240,788 | N/A              |

***The Adjournment Proposal***

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 87,077,604 | 3,679,872 | 248,611 | 258,876          |

**Item 7.01 Regulation FD Disclosure**

On December 18, 2025, the Company issued a press release announcing the final voting results of the Special Meeting. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

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The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | <a href="#">Press Release dated December 18, 2025.</a>                        |
| 104                | The cover page from this Current Report on Form 8-K formatted in Inline XBRL. |

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**SIGNATURE**

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 thereunto duly authorized.

AIR LEASE CORPORATION

Date: December 18, 2025

*/s/ Carol H. Forsyte*

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Carol H. Forsyte  
Executive Vice President, General Counsel, Corporate Secretary and  
Chief Compliance Officer