

**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 31, 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 Symbol(s)	Name of each exchange on which registered
Class A Common Stock	AL	New York Stock Exchange
3.700% Medium-Term Notes, Series A, due 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously announced, on September 1, 2025, Air Lease Corporation, a Delaware corporation (the “Company”), entered into an Agreement and Plan of Merger (the “Merger Agreement”), with 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 an indirect wholly owned subsidiary of Parent (“Merger Sub”), pursuant to which, among other things and subject to the conditions contained in the Merger Agreement, Merger Sub will merge with and into the Company, with the Company surviving as an indirect wholly owned subsidiary of Parent (the “Merger”).

In connection with the Merger, certain employees of the Company, including the Company’s named executive officers John L. Plueger, Grant A. Levy, Carol H. Forsyte and Gregory B. Willis (collectively, the “NEOs”), as well as certain other executive officers, may become entitled to receive payments and benefits that may be deemed to be “excess parachute payments” within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (“Section 280G” and the “Code”, respectively). To mitigate the potential impact of Section 280G and Section 4999 of the Code on the Company and the NEOs, among others, the Leadership Development and Compensation Committee (the “Compensation Committee”) of the Board of Directors of the Company (the “Board”) (or, with respect to Mr. Plueger, the independent directors of the Board), with the advice of the Company’s Section 280G consultant, approved, on December 22, 2025, the acceleration into December 2025 of the vesting and payment to (i) each of the NEOs of an amount equal to their target 2025 annual cash bonus under the Company’s previously disclosed 2025 annual cash bonus program, and (ii) solely with respect to Mr. Plueger, the vesting and settlement of 43,093 and 100,549 shares of the Company’s Class A Company Stock, par value \$0.01 per share, based on estimated performance achievement levels of 150% and 175% of Mr. Plueger’s 2024 TSR RSU award and book value RSU award, respectively. These actions are intended to benefit the Company by preserving compensation-related corporate income tax deductions for the Company that otherwise might be disallowed through the operation of Section 280G and to mitigate or eliminate the amount of excise tax that may be payable by the NEOs pursuant to Section 4999 of the Code in connection with Section 280G in certain circumstances.

As a condition to the effectiveness of the Compensation Committee’s approval of the accelerated vesting and payments described above, each NEO executed an Acceleration and Clawback Agreement (the “Clawback Agreement”), dated as of December 31, 2025, providing, among other things, that the NEO’s accelerated payments are subject to certain repayment and true-up conditions, as described in the Clawback Agreement. The description of the Clawback Agreement is qualified in its entirety by reference to the full text of the form of Clawback Agreement, a copy of which is filed as Exhibit 10.1 herewith and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Acceleration and Clawback Agreement.
104	The cover page from this Current Report on Form 8-K formatted in Inline XBRL.

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: January 6, 2026

/s/ Carol H. Forsyte

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