

AerCap Holdings N.V.
Form 6-K
May 23, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 6 - K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2016

Commission File Number 001-33159

AERCAP HOLDINGS N.V.

(Translation of Registrant's Name into English)

La Touche House, IFSC, Dublin 1, Ireland, +353 1 819 2010

(Address of Principal Executive Office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ x

Form 40-F ☐ o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐ o

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Edgar Filing: AerCap Holdings N.V. - Form 6-K

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Other Events

In connection with the issuance by AerCap Ireland Capital Limited and AerCap Global Aviation Trust, each a wholly-owned subsidiary of AerCap Holdings N.V. ("AerCap"), of \$1.0 billion aggregate principal amount of 3.950% senior notes due 2022 (the "Notes"), AerCap is filing the following documents solely for incorporation into the Registration Statement on Form F-3 (File No. 333-205129):

Exhibits

- 1.1 Underwriting Agreement, dated as of May 17, 2016.
- 4.1 Ninth Supplemental Indenture relating to the 3.950% Senior Notes due 2022, dated as of May 23, 2016, among AerCap Ireland Capital Limited, AerCap Global Aviation Trust, the guarantors party thereto and Wilmington Trust, National Association, as trustee.
- 5.1 Opinion of Cravath, Swaine & Moore LLP.
- 5.2 Opinion of NautaDutilh N.V.
- 5.3 Opinion of McCann FitzGerald Solicitors.
- 5.4 Opinion of Morris, Nichols, Arsht & Tunnell LLP.
- 5.5 Opinion of Buchalter Nemer, a Professional Corporation.
- 12.1 Computation of Ratio of Earnings to Fixed Charges.
- 23.1 Consent of Cravath, Swaine & Moore LLP (included in Exhibit 5.1).
- 23.2 Consent of NautaDutilh N.V. (included in Exhibit 5.2).
- 23.3 Consent of McCann FitzGerald Solicitors (included in Exhibit 5.3).
- 23.4 Consent of Morris, Nichols, Arsht & Tunnell LLP (included in Exhibit 5.4).
- 23.5 Consent of Buchalter Nemer, a Professional Corporation (included in Exhibit 5.5).

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.

AERCAP HOLDINGS N.V.

By:	/s/ Aengus Kelly
Name:	Aengus Kelly
Title:	Authorized Signatory

Date: May 23, 2016

EXHIBIT INDEX

- 1.1 Underwriting Agreement, dated as of May 17, 2016.
- 4.1 Ninth Supplemental Indenture relating to the 3.950% Senior Notes due 2022, dated as of May 23, 2016, among AerCap Ireland Capital Limited, AerCap Global Aviation Trust, the guarantors party thereto and Wilmington Trust, National Association, as trustee.
- 5.1 Opinion of Cravath, Swaine & Moore LLP.
- 5.2 Opinion of NautaDutilh N.V.
- 5.3 Opinion of McCann FitzGerald Solicitors.
- 5.4 Opinion of Morris, Nichols, Arsht & Tunnell LLP.
- 5.5 Opinion of Buchalter Nemer, a Professional Corporation.
- 12.1 Computation of Ratio of Earnings to Fixed Charges.
- 23.1 Consent of Cravath, Swaine & Moore LLP (included in Exhibit 5.1).
- 23.2 Consent of NautaDutilh N.V. (included in Exhibit 5.2).
- 23.3 Consent of McCann FitzGerald Solicitors (included in Exhibit 5.3).
- 23.4 Consent of Morris, Nichols, Arsht & Tunnell LLP (included in Exhibit 5.4).
- 23.5 Consent of Buchalter Nemer, a Professional Corporation (included in Exhibit 5.5).