

AerCap Holdings N.V.
Form 6-K
July 02, 2015

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 July 2015

Commission File Number 001-33159

AERCAP HOLDINGS N.V.

(Translation of Registrant's Name into English)

Stationsplein 965, 1117 CE Schiphol Airport, The Netherlands, +31-20-655-9655

(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.

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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

On July 2, 2015, AerCap Holdings N.V. issued a press release announcing offers by AerCap Ireland Capital Limited and AerCap Global Aviation Trust (together, the Issuers), each a wholly owned subsidiary of the Company, to exchange (1) up to \$400,000,000 aggregate principal amount of new 2.75% Senior Notes due 2017 (the 2.75% Exchange Notes), which are registered under the Securities Act of 1933, as amended (the Securities Act), for any of their unregistered outstanding 2.75% Senior Notes due 2017 (the Unregistered 2.75% Notes); (2) up to \$1,100,000,000 aggregate principal amount of new 3.75% Senior Notes due 2019 (the 3.75% Exchange Notes), which are registered under the Securities Act, for any of their unregistered outstanding 3.75% Senior Notes due 2019 (the Unregistered 3.75% Notes); (3) up to \$1,100,000,000 aggregate principal amount of new 4.50% Senior Notes due 2021 (the 4.50% Exchange Notes), which are registered under the Securities Act, for any of their unregistered outstanding 4.50% Senior Notes due 2021 (the Unregistered 4.50% Notes); and (4) up to \$800,000,000 aggregate principal amount of new 5.00% Senior Notes due 2021 (the 5.00% Exchange Notes and, together with the 2.75% Exchange Notes, the 3.75% Exchange Notes and the 4.50% Exchange Notes, the Exchange Notes), which are registered under the Securities Act, for any of their unregistered outstanding 5.00% Senior Notes due 2021 (the Unregistered 5.00% Notes and, together with the Unregistered 2.75% Notes, the Unregistered 3.75% Notes and the Unregistered 4.50% Notes, the Unregistered Notes) (collectively, the exchange offers). A copy of the press release announcing the offers is furnished as Exhibit 99.1 to this Report on Form 6-K and is incorporated herein by reference.

The information contained in this Form 6-K is incorporated by reference into the Company's Form F-4 Registration Statement File No. 333-203579, Form F-3 Registration Statement File Nos. 333-177659, 333-203113 and 333-205129 and Form S-8 Registration Statements File Nos. 333-180323, 333-154416, 333-165839, 333-194637 and 333-194638, and related Prospectuses, as such Registration Statements and Prospectuses may be amended from time to time.

Exhibits

99.1 AerCap Holdings N.V. Press Release.

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: July 2, 2015

EXHIBIT INDEX

99.1 AerCap Holdings N.V. Press Release.