

Aircastle LTD
Form DEFA14A
May 18, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. 1)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for the Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

AIRCASTLE LIMITED
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
-

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

AIRCASTLE LIMITED
2011 Annual General Meeting of Shareholders
May 18, 2011
Supplement to the Proxy Statement dated April 14, 2011

This supplement to the proxy statement dated April 14, 2011 relates to the proxy being solicited by the Board of Directors of Aircastle Limited (the “Company”) for its 2011 Annual General Meeting of Shareholders (the “Annual Meeting”) to be held at the Hilton Hotel, located at First Stamford Place, Stamford, CT on May 26, 2011 at 10:00 a.m. Eastern Daylight Time, and at any adjournment or postponement of the Annual Meeting. The proxy statement for the Annual Meeting was first mailed to shareholders on or about April 14, 2011.

Subsequent to the mailing of the definitive proxy statement, the Company engaged the services of D.F. King & Co., Inc. to assist the Company in the solicitation of proxies for an anticipated fee of \$7,500. The Company has also agreed to reimburse D.F. King & Co. for reasonable out-of-pocket expenses incurred in connection with the proxy solicitation and to indemnify D.F. King & Co. against certain losses, costs and expenses.