

AerCap Holdings N.V.
Form 6-K
April 04, 2019

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 April 2019

Commission File Number 001-33159

AERCAP HOLDINGS N.V.

(Translation of Registrant's Name into English)

AerCap House, 65 St. Stephen's Green, Dublin 2, Ireland, +353 1 819 2010

(Address of Principal Executive Office)

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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

Form 40-F

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):

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.

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 April 3, 2019, AerCap Ireland Capital Designated Activity Company and AerCap Global Aviation Trust (together, the Issuers), each a wholly-owned subsidiary of AerCap Holdings N.V. (AerCap), issued \$500 million aggregate principal amount of the Issuers' 4.875% Senior Notes due 2024 (the 2024 Notes) and \$500 million aggregate principal amount of the Issuers' 4.450% Senior Notes due 2026 (the 2026 Notes and, together with the 2024 Notes, the Notes). The 2024 Notes were an issuance of further notes under the indenture pursuant to which the Issuers previously issued \$400 million aggregate principal amount of the Issuers' 4.875% Senior Notes due 2024 (the Existing 2024 Notes). The 2024 Notes were issued at 103.866% of the principal amount, plus accrued interest totaling \$5,213,541.67 from January 16, 2019, the date of issuance of the Existing 2024 Notes, to April 3, 2019, and, if any, from April 3, 2019, with a yield to maturity of 3.965%. The 2026 Notes were issued at 99.869% of the principal amount, plus accrued interest, if any, from April 3, 2019, with a yield to maturity of 4.472%.

In connection with the issuance of the Notes, AerCap is filing the following documents solely for incorporation into the Registration Statement on Form F-3 (File No. 333-224192):

Exhibits

- 1.1 Underwriting Agreement, dated as of March 27, 2019.
- 4.1 Nineteenth Supplemental Indenture relating to the 4.875% Senior Notes due 2024, dated as of January 16, 2019, among AerCap Ireland Capital Designated Activity Company, AerCap Global Aviation Trust, the guarantors party thereto and Wilmington Trust, National Association, as trustee (filed as an exhibit to our Form 6-K on January 16, 2019 and incorporated herein by reference).
- 4.2 Twentieth Supplemental Indenture relating to the 4.450% Senior Notes due 2026, dated as of April 3, 2019, among AerCap Ireland Capital Designated Activity Company, 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, a Professional Corporation.
- 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, 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: April 4, 2019

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