

AerCap Holdings N.V.  
Form 6-K  
August 26, 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 August 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 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

In connection with the underwritten secondary offering (the "Offering") of 10,677,702 ordinary shares of AerCap Holdings N.V. ("AerCap") by American International Group, Inc. ("AIG") at a price to the public of \$47.60 per share, AerCap entered into an underwriting agreement on August 18, 2015 with AIG, Citigroup Global Markets Inc. and Goldman, Sachs & Co. Upon the closing of the Offering, which occurred on August 24, 2015, AIG no longer beneficially owned any AerCap ordinary shares. The above description of the underwriting agreement is qualified by reference to the underwriting agreement, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Form 6-K is incorporated by reference into the Company's Form F-3 Registration Statement File Nos. 333-177659 and 333-203113 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 Underwriting Agreement, dated August 18, 2015, among AerCap Holdings N.V., American International Group, Inc., Citigroup Global Markets Inc. and Goldman, Sachs & Co.

---

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: August 25, 2015

3

---

EXHIBIT INDEX

99.1 Underwriting Agreement, dated August 18, 2015, among AerCap Holdings N.V., American International Group, Inc., Citigroup Global Markets Inc. and Goldman, Sachs & Co.