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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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 2024

Commission File Number 001-33159

**AERCAP HOLDINGS N.V.**

(Translation of Registrant's Name into English)

**AerCap House, 65 St. Stephen's Green, Dublin D02 YX20, 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

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.

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## Other Events

### *Share Repurchase Program*

On May 8, 2024, AerCap Holdings N.V. (“AerCap”) issued a press release announcing that its Board of Directors (the “Board”) approved a share repurchase program authorizing total repurchases of up to \$500 million of AerCap ordinary shares through December 31, 2024 (the “Share Repurchase Program”).

Repurchases under the Share Repurchase Program may be made through open market purchases or privately negotiated transactions in accordance with applicable U.S. federal securities laws. The timing of repurchases and the exact number of ordinary shares to be purchased will be determined by AerCap’s management, in its discretion, and will depend upon market conditions and other factors. The Share Repurchase Program will be funded using AerCap’s cash on hand and cash generated from operations. The Share Repurchase Program may be suspended or discontinued at any time.

### *Dividend Policy*

On May 8, 2024, AerCap issued a press release announcing that its Board has adopted a dividend policy pursuant to which AerCap intends to pay quarterly cash dividends on its ordinary shares in an aggregate annual amount of approximately \$200 million, or approximately \$50 million per quarter.

In connection therewith, AerCap’s Board declared an initial quarterly cash dividend of \$0.25 per share, payable on June 13, 2024, to shareholders of record as of the close of business on May 22, 2024. AerCap expects to pay a cash dividend on a quarterly basis going forward, subject to its Board’s consideration of, among other things, market conditions and AerCap’s financial performance and cash flows.

The dividend will be subject to Irish dividend withholding tax at a current statutory rate of 25% unless an exemption applies. Pursuant to a confirmation obtained from the Irish Revenue Commissioners, U.S. resident shareholders who hold their shares through the Depository Trust Company (“DTC”) should be exempt from Irish dividend withholding tax provided the address of the beneficial owner of the shares in the records of their broker, or otherwise provided to AerCap’s qualifying intermediary, is in the United States. The confirmation from the Irish Revenue Commissioners is operative for a period of five years until January 1, 2025. Individuals and certain corporate shareholders that are tax resident in a country (other than Ireland) which is a member of the European Union or a country with which Ireland has a double tax treaty in effect (which includes the United States) may be exempt from Irish dividend withholding tax if they provide a relevant declaration as prescribed by the Irish Revenue Commissioners establishing their exemption from Irish dividend withholding tax provided such corporate shareholder is not itself controlled by Irish tax residents.

In addition, the dividend will be subject to Dutch dividend withholding tax (currently at a rate of 15%) for persons who are resident, or deemed to be resident, in the Netherlands (“Dutch resident holders”). To confirm that a shareholder is not a Dutch resident holder, such shareholder must provide an Irish dividend withholding tax relevant declaration as prescribed by the Irish Revenue Commissioners representing that the shareholder is not a Dutch resident holder except that, pursuant to the confirmation from the Irish Revenue Commissioners referred to above, U.S. resident shareholders who hold their shares through the DTC and have a U.S. address of the beneficial owner of the shares in the records of their broker, or that has otherwise been provided to AerCap’s qualifying intermediary, need not provide this declaration form. AerCap intends to presume that shareholders who do not comply with the above requirements are Dutch resident holders.

For a further discussion of Irish and Dutch dividend withholding taxes, see “*Irish tax considerations—Dividend withholding tax*” and “*Dutch withholding tax considerations*” in Item 10 of AerCap’s 2023 Annual Report on Form 20-F. The summary provided therein is not exhaustive and shareholders should consult their own tax advisor to determine the Irish and Dutch tax consequences of the dividend in their particular circumstances.

A copy of the press release announcing the Share Repurchase Program and the dividend policy is attached hereto as Exhibit 99.1 to this Report on Form 6-K and is incorporated herein by reference.

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The information contained in this Form 6-K is incorporated by reference into AerCap's Form F-3 Registration Statement, File No. 333-260359, and Form S-8 Registration Statements, File Nos. 333-194638, 333-194637, 333-180323, 333-165839 and 333-154416, and related Prospectuses, as such Registration Statements and Prospectuses may be amended from time to time.

### **Forward-Looking Statements**

This Current Report on Form 6-K contains certain "forward-looking statements" that involve risks and uncertainties. In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "may," "might," "should," "expect," "plan," "intend," "will," "aim," "estimate," "anticipate," "believe," "predict," "potential" or "continue" or the negatives thereof or variations thereon or similar terminology. All statements other than statements of historical fact included in this communication are forward-looking statements and are based on various underlying assumptions and expectations and are subject to known and unknown risks, uncertainties and assumptions, and may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors, including the impacts of, and associated responses to the Ukraine Conflict, that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied in the forward-looking statements. As a result, we cannot assure you that the forward-looking statements included in this communication will prove to be accurate or correct. In light of these risks, uncertainties and assumptions, the future performance or events described in the forward-looking statements in this communication might not occur. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. Except as required by applicable law, we do not undertake any obligation to, and will not, update any forward-looking statements, whether as a result of new information, future events or otherwise.

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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 8, 2024

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EXHIBIT INDEX

[99.1 AerCap Holdings N.V. Press Release.](#)

## PRESS RELEASE



**For Investors:** Joseph McGinley  
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**For Media:** Gillian Culhane  
 Head of Corporate Communications and Marketing  
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## AerCap Holdings N.V. Announces New Engine Order, New Share Repurchase Authorization and First Cash Dividend

- Order for 150 new CFM LEAP engines valued at approximately \$3 billion.
- New \$500 million share repurchase authorization.
- Initiating quarterly common stock dividend of \$0.25 per share.

DUBLIN – May 8, 2024 - AerCap Holdings N.V. (“AerCap”) (NYSE: AER) today will host its 2024 Capital Markets Day in New York, beginning at 9:00 am EDT. At the event, which may be viewed virtually [here](#), AerCap’s CEO Aengus Kelly will be joined by other members of the senior leadership team to discuss the company’s strategic priorities and near- and longer-term outlook.

*“Today’s announcements demonstrate the high level of confidence we have in the future profits and cash flows of AerCap,”* said Aengus Kelly, the Chief Executive Officer of AerCap. *“The strong operating environment for our engine leasing business and our continued partnership with Safran and CFM International supports the organic growth opportunity we have announced today. Furthermore, we are announcing a new share repurchase authorization and an inaugural dividend, highlighting our relentless focus on creating value for our shareholders.”*

*“Today’s announcement takes our share repurchase authorizations to almost \$4 billion since March 2023 and continues AerCap’s strong track record of capital return,”* added Mr. Kelly. *“Likewise, our inaugural dividend reflects our confidence in the outlook for the company and our future cashflows,”* Mr. Kelly concluded.

In conjunction with the investor conference, AerCap made several announcements, including a deal with Safran Aircraft Engines (“Safran”) and Shannon Engine Support (“SES”) for the purchase of 150 new CFM LEAP spare engines valued at approximately \$3 billion at list prices; the Board of Directors has authorized a new \$500 million share repurchase program through December 31, 2024; and the Board has declared the initiation of the company’s first quarterly dividend on its common stock of \$0.25 per share. This initial quarterly dividend is to be payable on June 13, 2024, to shareholders of record at close of business on May 22, 2024.

The engines will be managed by SES. SES is a 50/50 joint-venture company between Safran and AerCap. The additional engines will deliver in line with the growing fleet of in-service Boeing 737MAX and Airbus A320neo Family aircraft.

### About AerCap

AerCap is the global leader in aviation leasing with one of the most attractive order books in the industry. AerCap serves approximately 300 customers around the world with comprehensive fleet solutions. AerCap is listed on the New York Stock Exchange (AER) and is based in Dublin with offices in Shannon, Miami, Singapore, Amsterdam, Shanghai, Dubai, Seattle, Toulouse and other locations around the world.

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 65 St. Stephen’s Green, Dublin D02 YX20, Ireland  
[www.aercap.com](http://www.aercap.com)

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## Forward-Looking Statements

This press release contains certain statements, estimates and forecasts with respect to future performance and events. These statements, estimates and forecasts are "forward-looking statements". In some cases, forward-looking statements can be identified by the use of forward-looking terminology such as "may," "might," "should," "expect," "plan," "intend," "will," "aim," "estimate," "anticipate," "believe," "predict," "potential" or "continue" or the negatives thereof or variations thereon or similar terminology. All statements other than statements of historical fact included in this press release are forward-looking statements and are based on various underlying assumptions and expectations and are subject to known and unknown risks, uncertainties and assumptions, and may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied in the forward-looking statements, including but not limited to the availability of capital to us and to our customers and changes in interest rates; the ability of our lessees and potential lessees to make lease payments to us; our ability to successfully negotiate flight equipment (which includes aircraft, engines and helicopters) purchases, sales and leases, to collect outstanding amounts due and to repossess flight equipment under defaulted leases, and to control costs and expenses; changes in the overall demand for commercial aviation leasing and aviation asset management services; the continued impacts of the Ukraine Conflict, including the resulting sanctions by the United States, the European Union, the United Kingdom and other countries, on our business and results of operations, financial condition and cash flows; the effects of terrorist attacks on the aviation industry and on our operations; the economic condition of the global airline and cargo industry and economic and political conditions; the impact of current hostilities in the Middle East, or any escalation thereof, on the aviation industry or our business; development of increased government regulation, including travel restrictions, sanctions, regulation of trade and the imposition of import and export controls, tariffs and other trade barriers; a downgrade in any of our credit ratings; competitive pressures within the industry; regulatory changes affecting commercial flight equipment operators, flight equipment maintenance, engine standards, accounting standards and taxes; and disruptions and security breaches affecting our information systems or the information systems of our third-party providers.

As a result, we cannot assure you that the forward-looking statements included in this press release will prove to be accurate or correct. These and other important factors and risks are discussed in AerCap's annual report on Form 20-F and other filings with the United States Securities and Exchange Commission. In light of these risks, uncertainties and assumptions, the future performance or events described in the forward-looking statements in this press release might not occur. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results and we do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements. Except as required by applicable law, we do not undertake any obligation to, and will not, update any forward-looking statements, whether as a result of new information, future events or otherwise.

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