
**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 July 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.

Other Events

On July 8, 2024, AerCap Ireland Capital Designated Activity Company and AerCap Global Aviation Trust (together, the “Issuers”), each a wholly-owned subsidiary of AerCap Holdings N.V. (the “Company”), priced an offering (the “Offering”) of \$750 million aggregate principal amount of the Issuers’ Fixed-Rate Reset Junior Subordinated Notes due 2055 (the “Notes”). The Notes will be issued with an initial interest rate of 6.950% per annum, to be reset on March 10, 2030 and every five years thereafter based on the then-prevailing five-year U.S. Treasury rate plus a spread of 2.720%. The Notes will be fully and unconditionally guaranteed on an unsecured junior subordinated basis by the Company and certain other subsidiaries of the Company.

The Issuers intend to use the net proceeds from the Notes for general corporate purposes, which may include the redemption of all or a portion of the Company’s outstanding Fixed-Rate Reset Junior Subordinated Notes due 2079 (the “2079 Junior Subordinated Notes”) on October 10, 2024, which is the first call date in respect of such notes. The information contained herein does not constitute a notice of redemption for the 2079 Junior Subordinated Notes.

J.P. Morgan Securities LLC, Mizuho Securities USA LLC, Goldman Sachs & Co. LLC and Santander US Capital Markets LLC are serving as joint book-running managers for the underwritten public Offering of the Notes.

The Company has filed a registration statement (including a prospectus) on Form F-3 with the U.S. Securities and Exchange Commission (the “SEC”) for the Offering. The registration statement automatically became effective upon filing on October 19, 2021. Investors should read the accompanying prospectus dated October 19, 2021, the preliminary prospectus supplement relating to the Offering dated July 8, 2024, and other documents the Company has filed with the SEC for more complete information about the Company, the Notes and the Offering.

The information contained in this Form 6-K is incorporated by reference into the Company’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.

Exhibits

99.1 AerCap Holdings N.V. Press Release relating to the pricing of the Notes.

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

Dated: July 8, 2024

EXHIBIT INDEX

[99.1 AerCap Holdings N.V. Press Release relating to the pricing of the Notes.](#)

PRESS RELEASE



For Investors: Joseph McGinley
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For Media: Gillian Culhane
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AerCap Holdings N.V. Announces Pricing of \$750 Million Aggregate Principal Amount of Fixed-Rate Reset Junior Subordinated Notes

DUBLIN – July 8, 2024 - 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” or the “Company”), priced an offering of \$750 million aggregate principal amount of the Issuers’ Fixed-Rate Reset Junior Subordinated Notes due 2055 (the “Notes”). The Notes will be issued with an initial interest rate of 6.950% per annum, to be reset on March 10, 2030 and every five years thereafter based on the then-prevailing five-year U.S. Treasury rate plus a spread of 2.720%. The Notes will be fully and unconditionally guaranteed on an unsecured junior subordinated basis by the Company and certain other subsidiaries of the Company.

The Issuers intend to use the net proceeds from the Notes for general corporate purposes, which may include the redemption of all or a portion of the Company’s outstanding Fixed-Rate Reset Junior Subordinated Notes due 2079 (the “2079 Junior Subordinated Notes”) on October 10, 2024, which is the first call date in respect of such notes. The information contained in this press release does not constitute a notice of redemption for the 2079 Junior Subordinated Notes.

J.P. Morgan, Mizuho, Goldman Sachs & Co. LLC and Santander are serving as joint book-running managers for the underwritten public offering.

The Company has filed a registration statement (including a prospectus) on Form F-3 with the U.S. Securities and Exchange Commission (the “SEC”) for the underwritten offering to which this communication relates. The registration statement automatically became effective upon filing on October 19, 2021. Investors should read the accompanying prospectus dated October 19, 2021, the preliminary prospectus supplement relating to the offering dated July 8, 2024, and other documents the Company has filed with the SEC for more complete information about the Company and this offering.

These documents may be obtained for free by visiting EDGAR on the SEC’s website at www.sec.gov. The prospectus supplement and accompanying prospectus relating to this offering may also be obtained from: J.P. Morgan Securities LLC, Attn: Investment Grade Syndicate Desk, 383 Madison Avenue, New York, New York 10179, by facsimile at 212-834-6081, Mizuho Securities USA LLC, Attn: Debt Capital Markets, 1271 Avenue of the Americas, New York, New York 10020, or by calling toll-free at 1-866-271-7403; Goldman Sachs & Co. LLC, Attn: Prospectus Department, 200 West Street, New York, New York 10282, by telephone at 1-866-471-2526, by facsimile at 212-902-9316, or by emailing prospectus-ny@ny.email.gs.com; or Santander US Capital Markets LLC, 437 Madison Avenue, New York, New York 10022, by telephone at 1-855-403-3636, or by email at DCMAmericas@santander.us.

This press release shall not constitute an offer to sell or purchase or the solicitation of an offer to sell or purchase the Notes, the 2079 Junior Subordinated Notes or any other securities, nor shall there be any offer, solicitation, purchase or sale of these securities in any state or jurisdiction in which such offer, solicitation, purchase or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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.

AerCap Holdings N.V.
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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 SEC. 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 update any forward-looking statements, whether as a result of new information, future events or otherwise.

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