SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *

Kelly Aengus

(Last) (First) (Middle)

AERCAP HOUSE

65 ST. STEPHEN'S GREEN

(Street)

DUBLIN L2 D02 YX20

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

AerCap Holdings N.V. [AER]

3. Date of Earliest Transaction (Month/Day/Year)

10/30/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X Director ☐ 10% Owner

X Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	10/30/2026		S		31,581	D	$157.54[1]	3,632,625[2]	D	
Ordinary Shares	10/30/2026		S		25,361	D	$158.36[3]	3,607,264	D	
Ordinary Shares	10/30/2026		S		3,058	D	$159.28[4]	3,604,206	D	
Ordinary Shares								56,725	I	By spouse
Ordinary Shares								2,908,024	I	By AerCap Holdings N.V. Equity Incentive Plans Trust[5]

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $156.98 to $157.98, inclusive. The Reporting Person undertakes to provide to AerCap Holdings N.V. ("AER"), any security holder of AER or the Staff of the Commission upon request, full information regarding the number of Ordinary Shares sold at each separate price within the ranges set forth herein.

2. Includes 2,500,000 Ordinary Shares that were released from the AerCap Holdings N.V. Equity Incentive Plans Trust (the "Trust") since the last Form 4 filed by the Reporting Person on May 8, 2026.

3. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $157.98 to $158.96, inclusive. The Reporting Person undertakes to provide to AER, any security holder of AER or the Staff of the Commission upon request, full information regarding the number of Ordinary Shares sold at each separate price within the ranges set forth herein.

4. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from $159.06 to $159.65, inclusive. The Reporting Person undertakes to provide to AER, any security holder of AER or the Staff of the Commission upon request, full information regarding the number of Ordinary Shares sold at each separate price within the ranges set forth herein.

5. Represents Ordinary Shares granted as compensatory awards and held by the AerCap Holdings N.V. Equity Incentive Plans Trust in order to achieve certain tax benefits under Irish law, after which the shares (to the extent vested) will be released to the Reporting Person. Of these awards, 852,192 are restricted shares that remain subject to service-based vesting conditions and 905,877 are restricted shares that remain subject to service- and performance-based vesting conditions. The remaining 1,149,955 shares are no longer subject to vesting conditions but remain subject to disposal restrictions.

/s/ Aengus Kelly — 11/03/2026

** Signature of Reporting Person — Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.