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**FORM 6 - K**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**Report of Foreign Private Issuer**  
**Pursuant to Rule 13a - 16 or 15d - - 16 under**  
**the Securities Exchange Act of 1934**

**For the month of June 2009**

**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) :

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Act of 1934.

Yes                         No  

If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82 - N/A

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**Other Events**

On June 21, 2009, AerCap Holdings N.V. announced that Abu Dhabi-based investment holding company Waha Capital has agreed to acquire a fifty percent stake in AerCap's joint venture AerVenture Limited.

This form 6-K is incorporated by reference into the Company's form F-3 registration statement file no. 333-155194 and related prospectus, as such registration statement and prospectus may be amended from time to time, and is incorporated by reference into the Company's form S-8 registration statement file no. 333-154416, as such registration statement may be amended from time to time.

**Exhibits**

99.1      AerCap Holdings N.V. Press Release

2

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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/ Klaus Heinemann  
Name: \_\_\_\_\_





PRESS RELEASE

**FOR IMMEDIATE RELEASE**

**Abu Dhabi's Waha Capital Agrees to Acquire Fifty Percent Stake in US\$2.4 Billion AerVenture from AerCap**

Amsterdam, The Netherlands; June 21, 2009 — AerCap Holdings N.V. ("AerCap", NYSE: AER) announced that Abu Dhabi-based investment holding company Waha Capital PJSC (ADX: WAHA) has agreed to acquire a fifty percent stake in AerVenture Limited. The remaining fifty percent will be held by AerVenture's current parent company AerCap. The parties have committed to a combined total equity investment in AerVenture of US\$270 million.

The joint venture agreement was signed in Abu Dhabi, United Arab Emirates today by Salem Rashid Al Noaimi, CEO of Waha Capital and Klaus Heinemann, CEO of AerCap. Completion of the transaction is scheduled before the end of June 2009.

AerVenture, established in 2006 with a focus on new Airbus A320 family aircraft, has a US\$ 2.4 billion asset base that includes 22 A320s plus firm orders for a further 32. AerVenture had become a wholly-owned subsidiary of AerCap earlier this month following the termination of its joint venture with two Kuwaiti co-investors, LoadAir and Al Fawares.

Salem Rashid Al Noaimi, CEO of Waha Capital said: "The AerVenture joint venture is an example of the promising opportunities on offer in the current economic environment, opportunities that Abu Dhabi is leveraging to fulfill its diversification goals."

"We are extremely confident in this equity investment in AerVenture," Al Noaimi said. "Particularly in a sector as challenging as aviation, choosing a partner with the right credentials, expertise and commitment to long-term growth is critical. We believe AerCap is such a partner, and are convinced our investments in AerVenture will significantly benefit stakeholders in both companies."

Klaus Heinemann, CEO of AerCap, said: "We were extremely pleased to enter into this partnership with an industry-experienced co-investor which shares our vision of profitable growth and focus on serving the needs of the world's leading airlines. AerCap's positive history with Waha Leasing, a subsidiary of Waha Capital, was critical to the successful conclusion of the deal." In December 2008, Waha Leasing purchased an Airbus 330-200 and an A320-200 from AerCap.

"With Waha as a joint venture partner, AerVenture's position is even stronger than in the past," Heinemann said. "AerCap also expects and looks forward to benefiting significantly from Abu Dhabi's recent and growing commitment to the global aerospace sector."

AerCap and Waha Capital have also agreed a number of separate aircraft transactions, including the purchase by AerVenture of an Airbus A320 from Waha, and the purchase by AerCap's subsidiary AeroTurbine of four vintage A320 family aircraft.

**About AerCap**

AerCap is an integrated global aviation company with a leading market position in aircraft and engine leasing, trading and parts sales. AerCap's portfolio consists of 295 aircraft and 78 engines that are either owned, on order, under contract or letter of intent, or managed. The company also provides aircraft management services and performs aircraft maintenance, repair and overhaul services and aircraft disassemblies. AerCap is headquartered in The Netherlands and has offices in Ireland, the United States, Singapore, China and the United Kingdom.

**About Waha Capital**

Waha Capital is a leading Abu Dhabi-based and Abu Dhabi Securities Exchange (ADX)-listed, diversified, investments holding company. Waha Capital's strategy is to drive multi-sector business growth and diversification through acquisitions, joint ventures and creation of new business. Its current business portfolio includes big-ticket leasing, financial services, maritime and property development. Waha Capital's main institutional shareholders are Mubadala Development Company and Abu Dhabi Investment Company.

**This press release may contain forward-looking statements that involve risks and uncertainties. In most cases, you can identify forward-looking statements by terminology such as "may", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential" or "continue" or the negative of such terms or similar terminology. Such forward-looking statements are not guarantees of future performance and involve significant assumptions, risks and uncertainties, and actual results may differ materially from those in the forward-looking statements.**

**AerCap**

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