

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 December 2013

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

Other Events

On December 16, 2013, AerCap Holdings N.V. (“AerCap”) announced that it has entered into a definitive agreement with American International Group, Inc. (“AIG”) and AIG Capital Corporation under which AerCap Ireland Limited, a wholly owned subsidiary of AerCap, will acquire 100% of the common stock of International Lease Finance Corporation (“ILFC”), a wholly owned subsidiary of AIG (the “Transaction”). Under the terms of the agreement, AIG will receive \$3.0 billion cash and 97,560,976 AerCap ordinary shares. In connection with the transaction, AIG will be entitled to nominate two directors for election to the board of directors of AerCap and AIG’s shareholding in AerCap will be subject to voting restrictions and standstill provisions. The closing of the Transaction, which is expected to occur in the second quarter of 2014, remains subject to approval by AerCap shareholders, receipt of necessary regulatory approvals and satisfaction of other customary closing conditions.

In connection with the transaction, AerCap Ireland Capital Limited (“AerCap Capital”), a wholly owned subsidiary of AerCap, has entered into a \$2.75 billion bridge credit agreement with UBS AG, Stamford Branch, as administrative agent and Citibank N.A. as syndication agent (the “Bridge Credit Facility”). The proceeds from the Bridge Credit Facility may be used in connection with the financing of the Transaction. In addition, AerCap Capital has entered into a \$1 billion revolving credit facility with AIG (the “Revolving Credit Facility”). The proceeds from the Revolving Credit Facility will become available upon the closing of the Transaction. The proceeds from the Revolving Credit Facility are to be used for general corporate financing.

This Form 6-K is incorporated by reference into the Company’s Form F-3 Registration Statement File No. 333-177659 and Form S-8 Registration Statements File Nos. 333-180323, 333-154416 and 333-165839, 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
- 99.2 AerCap Holdings N.V. Investor Presentation

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: Chief Executive Officer

Date: December 16, 2013

EXHIBIT INDEX

- 99.1 AerCap Holdings N.V. Press Release.
- 99.2 AerCap Holdings N.V. Investor Presentation.



PRESS RELEASE

AerCap to Acquire International Lease Finance Corporation from AIG

New industry leader in aircraft leasing with total assets of \$41 billion, fleet of over 1,300 aircraft and highly attractive order book of 385 aircraft

Amsterdam, Netherlands; December 16, 2013 –AerCap Holdings N.V. (“AerCap”) (NYSE: AER) today announced that it has entered into a definitive agreement with American International Group, Inc. (“AIG”) (NYSE: AIG) under which AerCap will acquire 100% of the common stock of International Lease Finance Corporation (“ILFC”), a wholly-owned subsidiary of AIG. Under the terms of the agreement, AIG will receive \$3.0 billion in cash and 97,560,976 AerCap shares.

The transaction is expected to close in the second quarter of 2014. The cash portion of the consideration is expected to be funded through a combination of new debt financing and cash of the combined company.

The combined company will retain the name AerCap, and ILFC will become a wholly-owned subsidiary of AerCap. In connection with the transaction, AIG will be entitled to nominate two directors for election to the Board of Directors of AerCap.

Based on the closing stock price of AerCap’s shares on Friday, December 13, 2013, the total consideration has a value of approximately \$26 billion including the assumption of the outstanding ILFC net debt of \$21 billion. Upon closing of the transaction, AIG will own approximately 46% of the combined company, while the existing AerCap shareholders will own approximately 54% of the combined company. The AIG shares will be subject to a lock-up period which will expire in stages over a 9 to 15 month period, post closing of the transaction. In connection with the acquisition, AIG has entered into agreements with AerCap regarding voting restrictions, standstill provisions and certain registration rights.

As part of the transaction, AIG will provide AerCap with a committed five-year \$1.0 billion unsecured revolving credit facility. In connection with the transaction, AerCap and AIG will make an election under Section 338(h)(10) of the Internal Revenue Code that will enable AerCap to step up the tax basis of ILFC’s aircraft and other assets to their fair market value.

AerCap’s CEO Aengus Kelly commented: “AerCap’s acquisition of ILFC will create the leading global franchise in the aircraft leasing industry. This transaction presents a unique strategic opportunity to bring together the outstanding and experienced personnel from both companies and two attractive portfolios of modern aircraft on lease to a highly diversified customer base. Further, we believe AerCap will now have the most attractive order book in the industry. With these combined resources, along with a strong liquidity profile, we will drive high levels of stable long term profitability and cash flows for the benefit of all our stakeholders.”

The acquisition will provide the opportunity to leverage the operating capabilities of both the AerCap and ILFC platforms to drive enhanced shareholder value. The combined portfolio will be concentrated from the outset in modern, fuel efficient aircraft, with over 85% of the fleet by value consisting of A320, A330, Boeing 737NG and Boeing 777 family aircraft. Further, AerCap will benefit from over \$25 billion of future aircraft deliveries presently in the combined order book. This represents substantial embedded future growth with attractive aircraft types, and favorable pricing and delivery dates.

Robert H. Benmosche, President and CEO of AIG, said: "ILFC is a valuable business, and AIG has always taken great pride in ILFC's reputation for innovation, its pioneering role in aircraft leasing, its industry-leading team of employees, and its consistent and successful market leadership. The combination of AerCap's young fleet of in-demand aircraft and proven portfolio management capabilities with ILFC's attractive order book and broad marketing reach will continue to lead the industry."

Henri Courpron, Chief Executive Officer of ILFC, added: "I am very proud of the hard work and leadership demonstrated by the ILFC team over the past four years. It is because of them that we have the best-in-class order book and solid balance sheet, and our company is now poised for this promising combination with AerCap. Becoming the number one lessor in the world is a just reward for all of this work."

The transaction is subject to approval by AerCap shareholders, receipt of necessary regulatory approvals and satisfaction of other customary closing conditions. Waha Capital, AerCap's largest shareholder with a current stake of 26%, has agreed to vote in favor of the transaction.

Advisors

UBS Investment Bank ("UBS") acted as the lead financial advisor to AerCap. Goldman Sachs acted as sole financial advisor to AerCap's Board of Directors. Cravath, Swaine & Moore LLP and NautaDutilh NV acted as legal advisors to AerCap. UBS and Citibank have provided committed financing to AerCap for the transaction.

Conference Call and Webcast for Investors and Analysts

In connection with the press release, management will host a conference call today, Monday, December 16, 2013, at 8:00 am Eastern Time / 2:00 pm Central European Time. A copy of the press release will be posted on the "Investor Relations" section of AerCap's website at <http://www.aercap.com>. At the same time, the presentation slides for the conference call will also be posted on AerCap's website.

The call can be accessed live by dialling (U.S./Canada) +1-212-444-0895 or (International) +31-20-716-8296 and referencing code 2323592 at least 5 minutes before start time, or by visiting AerCap's website at <http://www.aercap.com> under "Investor Relations".

About AerCap

AerCap is one of the world's leading aircraft leasing companies. AerCap has a portfolio of 373 aircraft owned, managed and under purchase commitments, which represents one of the youngest fleets in the industry. The company is listed on the New York Stock Exchange (AER) and has its headquarters in the Netherlands with offices in Ireland, the United States, China, Singapore and the United Arab Emirates.

About ILFC

International Lease Finance Corporation (ILFC) is a global market leader in the leasing and remarketing of commercial aircraft. With nearly 1,000 owned and managed aircraft and commitments to purchase approximately 330 new high-demand, fuel-efficient aircraft, ILFC is the world's largest independent aircraft lessor. ILFC has approximately 200 customers in more than 80 countries and provides part-out and engine leasing services through its subsidiary, AeroTurbine. ILFC operates from offices in Los Angeles, Amsterdam, Beijing, Dublin, Miami, Seattle, and Singapore.

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. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to: the ability to consummate the proposed transaction; the ability to obtain requisite regulatory and shareholder approval and the satisfaction of other conditions to the consummation of the proposed transaction; the ability of AerCap to successfully integrate ILFC's operations and employees and realize anticipated synergies and cost savings; and the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers and competitors; and changes in general economic, business and political conditions, including changes in the financial markets. In addition, please refer to the documents that AerCap files with the SEC, which identify and address other important factors that could cause events and results to differ materially from those contained in the forward-looking statements set forth in this press release. AerCap is under no duty to update any of the forward-looking statements after the date of this press release to conform to actual results.

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AerCap Holdings N.V.

AerCap Presentation

December 16, 2013



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Disclaimer Incl. Forward Looking Statements & Safe Harbor



This presentation may contain certain statements, estimates and forecasts with respect to future performance and events. These statements, estimates and forecasts are intended to be covered by the safe harbor for "forward-looking statements" provided by the US Private Securities Litigation Reform Act of 1995. In some cases, such forward-looking statements can be identified by the use of forward-looking terminology such as "may," "might," "will," "should," "expect," "plan," "intend," "estimate," "anticipate," "believe," "predict," "potential" or "continue" or the negatives thereof or variations thereon or similar terminology. All forward-looking statements included in this presentation are not statements of historical fact but are based on various underlying assumptions and expectations and are subject to known and unknown risks, uncertainties and assumptions, and may include projections of future financial performance based on growth strategies and anticipated trends in our businesses. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause actual results, level of activity performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied in any forward-looking statements. As a result, there can be no assurance that any forward-looking statements included in this presentation will prove to be accurate or correct. In light of these risks, uncertainties and assumptions, the future performance or events described in any forward-looking statements in this presentation might not occur. Among the factors that could cause actual results to differ materially from those described in any forward-looking statements are factors relating to the ability to consummate the proposed transaction between AerCap and ILFC; the ability to obtain requisite regulatory, shareholder and other approvals as well as the satisfaction of other conditions to the proposed transaction; the ability of AerCap to successfully integrate ILFC's operations and employees and realize anticipated synergies and cost savings; the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers, customers and competitors; and changes in general economic, business and political conditions, including changes in the financial markets, as well as those factors described under the headings "Risk Factors" in AerCap's and ILFC's respective annual reports on Form 20-F and Form 10-K for the year ended December 31, 2012, as filed with the US Securities and Exchange Commission (the "SEC"). Copies of such annual reports on Form 20-F and Form 10-K are available online at <http://www.sec.gov> or on request from each company. Except for any obligation to disclose material information under federal securities laws, AerCap and ILFC 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. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results and AerCap and ILFC do not assume any responsibility for the accuracy or completeness of any of these forward-looking statements.

The information in this document is confidential and the property of AerCap Holdings N.V. and its subsidiaries and may not be copied or communicated to a third party, or used for any purpose other than that for which it is supplied without the express written consent of AerCap Holdings N.V. and its subsidiaries.

No warranty or representation is given concerning such information, which must not be taken as establishing any contractual or other commitment binding upon AerCap Holdings N.V. or any of its subsidiaries or associated companies.

Discussions during this conference call will include certain financial measures that were not prepared in accordance with U.S. generally accepted accounting principles. Reconciliations of those non-U.S. GAAP financial measures to the most directly comparable U.S. GAAP financial measures can be found in the 2012 Annual Report on Form 20-F and Form 10-K and the reports on Form 6-K and 10-Q for AerCap and ILFC, respectively.



Creating the industry leader

Consideration



- AerCap will acquire 100% of ILFC, in exchange AIG will receive \$3.0 billion in cash and 97,560,976 AER
 - the cash portion of the consideration will be funded through a combination of new debt financing and cash of the combined company
- A committed acquisition facility of \$2.75 billion will be provided by UBS and Citibank to backstop the funding of the transaction

Relationship with AIG



- AIG will own ~46% of the Combined Company subject to diluted voting rights
- AER shares held by AIG will be subject to a lock-up period which will expire in stages over a 9 to 15 month period, following closing of the transaction
- AIG will be entitled to nominate two directors for election to the AerCap Board
- AIG will also provide to AerCap a committed five-year \$1.0 billion unsecured revolving credit facility, effective at closing of transaction

Structure



- All existing ILFC deferred tax liabilities as of closing (over \$4.0 billion) will be eliminated through a Section 338 (h)(10) election under U.S. tax law and will enable AerCap to step up the tax basis of ILFC's flight equipment and other assets to their fair market value

Shareholder Vote



- An affirmative vote by the shareholders of AerCap is required to approve the transaction
- Waha Capital, currently a ~26% shareholder, has agreed to vote in favor of the transaction

Regulatory & Other



- Closing is subject to a vote by AerCap shareholders, regulatory and other approvals as well as customary closing conditions

Strategic Rationale for ILFC Acquisition



- AerCap's acquisition of ILFC will create the leading global franchise in the aircraft leasing industry
- The combination presents a unique strategic opportunity to bring together the outstanding and experienced personnel from both companies, along with a diverse portfolio of modern aircraft and customers, coupled with an attractive order book comprised of state-of-the-art aircraft
- These combined resources along with a strong liquidity profile provide the opportunity to drive high levels of stable long term profitability and cash flows for the benefit of all our stakeholders
- The transaction provides immediate value creation for AerCap shareholders with run-rate pro forma earnings per share of \$4.00+
- Meaningful opportunities exist to better optimize ILFC's fleet, stemming from AerCap's position as one of the most active aircraft portfolio managers in the world, and the ability to utilize AeroTurbine's capabilities
- The aircraft leasing business is very scalable and the transaction provides substantial opportunities to produce meaningful cost savings and operating efficiencies
- Relocation of ILFC's assets is necessary to align the assets with the operating platform of the Combined Company as AerCap already operates in Ireland. The transfer of assets will produce a reduction in the tax expense of the Combined Company based on the Irish tax rate
- The acquisition will be prudently capitalized with a combination of debt and equity, providing solid support for contracted orders and rapid deleveraging

Key Highlights of Combined Operations



Top Class Team and Scalable Business

- AerCap's management team has continuously produced industry-leading results
- The aircraft leasing business is highly scalable

Opportunities for Meaningful Synergies

- More favorable tax environment
- Substantial cost saving opportunities



Large, High-Quality and Well-Diversified Portfolio

- Combined portfolio size of ~\$35 billion
- Relatively young portfolio of ~8 years on combined basis
- Significant embedded aircraft value
- Highly attractive and in-the-money order book
- ~87% of revenue will come from the latest technology equipment

Prudent Financial Strategy

- Core of AerCap's success
- Proven track record of rapidly deleveraging
- Demonstrated access to capital markets
- Balanced financing across equity and debt

Diversified Customer Base & Global Presence

- Highly diversified, global, and scaled aircraft leasing platform, serving more than 200 customers globally

Existing fleet of ~1,300 aircraft
Order-book of 385 aircraft
Total airline customers of over 200
Aircraft assets of ~\$35 billion
Total assets of ~\$41 billion
Total debt of ~\$31 billion
Total equity of ~\$5.6 billion
Annual revenue of ~\$5 billion
Annual run-rate net profit ~\$1 billion
Annual operating cash flow of ~\$3 billion
Run-rate EPS of \$4.00+

Strong and Resilient Industry Fundamentals and Cash Flows

- Continued traffic growth and fleet replacement requirements drive opportunities for lessors
- High demand for operating lease product
- ~85% of the Combined Company's next three-years' lease revenue is already contracted

Combined Company

Aircraft Portfolio is High Quality and Diversified



Type and Number of Aircraft	AerCap	ILFC	Combined
A319s	24	123	147
A320s	90	162	252
A321s	8	86	94
A330s	34	90	124
B737NGs	63	230	293
B767s	3	48	51
B777s	-	71	71
Others	9	121	130
Owned Aircraft	231	931	1,162
Managed Aircraft	96	71	167
Total	327	1,002	1,329

Over 85% of the Combined Company's current aircraft portfolio consists of A320, A330, Boeing 737NGs and Boeing 777 family aircraft, which are the most in-demand aircraft in the world*

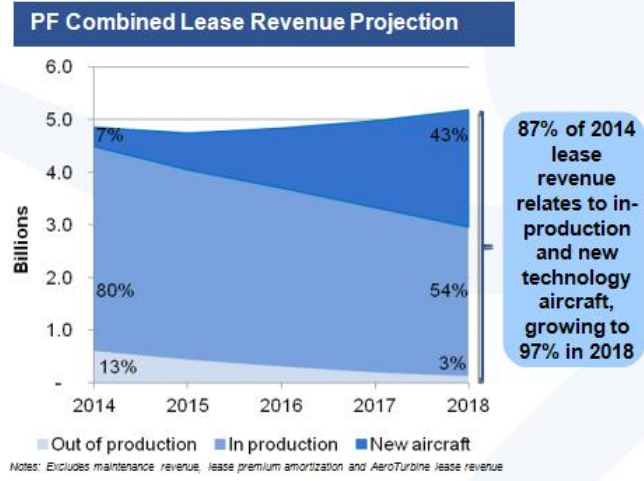
* Based on current market value

Attractive Order Book of Combined Company



Combined order book contains the most in-demand, new technology aircraft: A350s, B787s, A320-NEOs

Type	2013-2018	Thereafter
B737	54	-
B787	73	4
A320Ceo	2	-
A320Neo	105	50
A321Ceo	15	-
A330	3	-
A350	29	-
E190/195	5	45
Total Aircraft	286	99



As a launch customer, ILFC has secured deeply in-the-money pricing and highly desirable delivery dates on a significant part of its order book

Pro Forma Financials

Creating the Industry Leader

Existing fleet of ~1,300 aircraft
Order book of 885 aircraft
Total airline customers of over 200
Aircraft assets of ~\$35 billion
Total assets of ~\$41 billion
Total debt of ~\$31 billion
Total equity of ~\$5-6 billion
Annual revenue of ~\$5 billion
Annual run-rate net profit ~\$1 billion
Annual operating cash flow of ~\$3 billion
Run-rate EPS of \$4.00+

Pro Forma Assets and Capital Structure



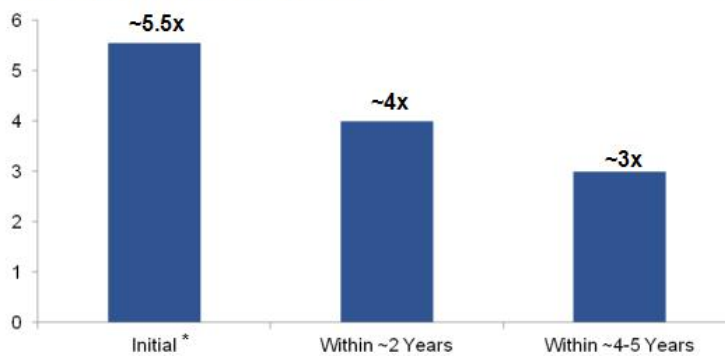
Both the planned reduction in leverage and future profits are underpinned by the fact that ~85% of lease revenues are contracted for the next 3 years

Opening Day Balance Sheet

(\$ Billions)

Total Assets	~\$41
Aircraft Assets	~\$35
Equity	~\$5-6
Debt/Equity Ratio	~5.5x

AerCap's Debt/Equity Ratio



*Assumes closing in Q2 2014

Pro Forma Earnings



(\$ Billions, Except EPS)

Run-rate Earnings Driven by Write Down/Fair Value	~\$0.3
Run-rate Earnings Driven by Cost/Tax Synergies	~\$0.3
Run-rate Earnings Per Share	~\$4.00+
Run-rate Return on Equity	~15%

- We expect the Combined Company to have deep access to all funding markets
- Combined, AerCap and ILFC have raised over \$39 billion of financing in the last several years - many times the expected financing need of the Combined Company over the next few years
- The Combined Company has very manageable capital expenditures of approximately \$3 billion per annum over the next 3 years for deliveries of new aircraft
- We also expect to sell approximately \$1 billion of aircraft per annum, the level of sales AerCap has executed on a stand-alone basis
- Given the Combined Company's access to the global financing markets and our strong contracted operating cash flow, we view the capital requirements of the Combined Company as very manageable

Pro Forma Cash Flows, Liquidity, Debt Structure



(\$ Billions)

Annual Operating Cash Flows (Excl. Sales)	~\$3
Revolving Lines of Credit as of Closing*	~\$4
Unrestricted Cash as of Closing	~\$1
Secured/Unsecured Debt Mix	~40% / ~60%

Liquidity sources for next 12 months of ~\$8 billion (as of closing)

**Require amendment*

Operating Cash Flow and Contractual Debt Obligations



Existing debt maturities are aligned with operating cash flows

(\$ Billions)	Pro Forma Annual
Operating Cash Flow	~\$3
Cash Flow from Aircraft Sales	~\$1
Adjusted Operating Cash Flow	~\$4
Contractual Debt Repayment	~(\$3.5)
Operating Cash Flow Net of Debt*	~\$0.5

*Assumes no debt raised to finance ongoing debt maturities;
New debt will be raised to fund the delivery of the most in-demand, new technology aircraft*

*Excludes contractual purchase obligations and the related debt funding

Next Steps, Timeline, & Summary

Next Steps and Transaction Timeline



Shareholder Vote

AerCap will convene a meeting of its shareholders for the purpose of obtaining the required vote. Expected within 60 days

Waha Capital, AerCap's largest shareholder with a current stake of 26%, has agreed to vote in favor of the transaction

Required Approvals

The transaction is subject to approval by AerCap shareholders, receipt of necessary regulatory and other approvals, as well as satisfaction of other customary closing conditions

Closing

The timing of closing date will depend on the items above. Expected in Q2 2014

Creates the Industry Leader

- Industry leading franchise with significant scale, deep and broad market penetration, providing a strong partner for airlines and suppliers globally

Highly Attractive (in-the-money) Order Book

- Enhances short and long term quality of asset base and cash flows
- Key customer to airframe and engine manufacturers

Reduction in Tax Expense from Transfer to Existing AerCap Locations

- Transfer of assets to existing, established AerCap locations (lower tax jurisdiction)
- Step-up in U.S. tax basis reduces constraints relating to aircraft sales

Rapidly Improving Operating Metrics

- Prudently financed acquisition
- Proven history/track record of deleveraging
- Strong cash flow generation
- Rapid de-risking of balance sheet

Highly Scalable Platform Provides Operating Efficiencies

- Highly scalable business
- Duplicate back-office activities and similar operating locations allow for efficiencies

Best in Class Management Team

- Highly experienced
- Proven track record
- Disciplined and conservative track record of liquidity/liability management

Thank you

