
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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 17, 2013, AerCap Holdings N.V. released a presentation in connection with its previously announced agreement to acquire International Lease Finance Corporation, a wholly owned subsidiary of American International Group, Inc. A copy of the presentation is attached as Exhibit 99.1.

Exhibits

99.1 AerCap Holdings N.V. presentation dated December 2013.

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 17, 2013

EXHIBIT INDEX

99.1 AerCap Holdings N.V. presentation dated December 2013.

AerCap Holdings N.V.

AerCap Presentation

December 2013



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www.aercap.com

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 shares
 - 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

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 \$1.00

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

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

AerCap Overview

AerCap: Industry Leading Aircraft Lessor



Record Net Income YTD
of **\$224.5 million**

~270 Aircraft sold
since 2006 at a gain of
\$320 million

41% EPS growth
YTD 2013

Conservative
Debt/equity ratio of
2.6



Retained Earnings of
\$1.4 billion

\$3.5 billion committed
purchases through 2018

~99% fleet utilization
since 2006

A prudent financial strategy is at the core of AerCap's success

AerCap was the first independent aircraft lessor to be rated Investment Grade

AerCap's operating strategy for the Combined Company will remain focused on the same key principles:

Leasing Strategy

- Highly diversified customer base
- Wide geographical coverage
- Obtain security deposits and maintenance reserves to protect against lessee defaults
- Proactive risk management

Portfolio Management

- Continually optimize portfolio through aircraft acquisitions and disposals
- Focus on in-production liquid aircraft types

Capital Structure

- Focus on long-term funding to match fund long-term assets
- Limited financial covenants
- Flexible repayment profiles
- Adequate leverage
- Highly diversified funding sources

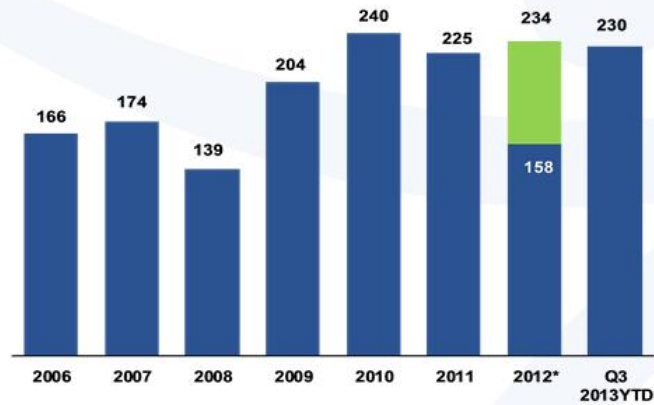
Hedging Policy

- Hedge through a mix of interest rate caps, swaps and fixed-rate loans
- Provides benefit of decreasing interest rates, while protecting against increasing interest rates

Industry leading profits: over \$1.4 billion of unadjusted GAAP net income from continuing operations since 2006

- Modern portfolio of in-demand aircraft
- Global customer base and presence
- Continuous portfolio management
- Longterm and robust funding structure
- Appropriate hedging policy
- Top class management team
- Efficient and scalable platform
- Low tax jurisdiction

Unadjusted GAAP Net Income from Continuing Operations (\$m)

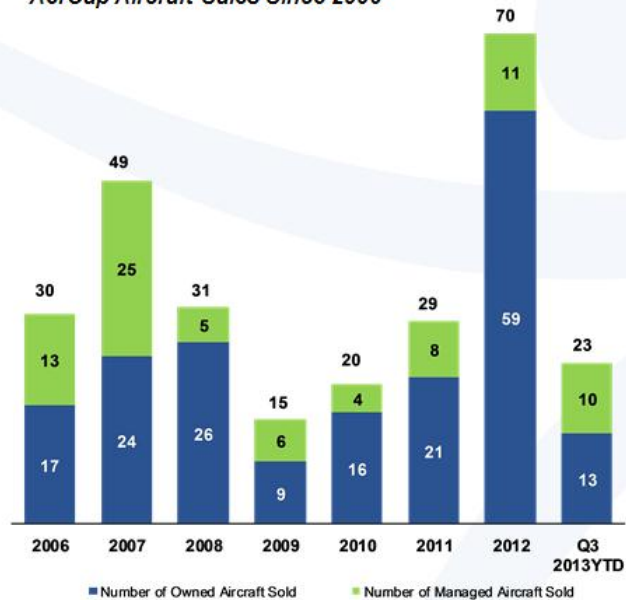


* 2012 Adjusted Net Income of \$234 million primarily adjusted to exclude the loss on sale of ALS portfolio

AerCap, along with GECAS, is the most active aircraft portfolio manager in the industry and is uniquely positioned to improve the management the ILFC fleet

- Average age of 267 aircraft (incl. 82 managed aircraft) sold since 2006 was ~13 years
 - Gain of ~\$320 million achieved on owned aircraft sales - approx. \$1.7 million per aircraft
 - Aircraft sales team sold 70 aircraft in 2012
- AerCap built AeroTurbine and knows its capabilities
 - AerCap built AeroTurbine to become 2nd largest aircraft aftermarket/part-out distributor in the world
 - AerCap can rapidly monetize the older ILFC technology aircraft and thereby lengthen the average lease term and reduce the marketing task

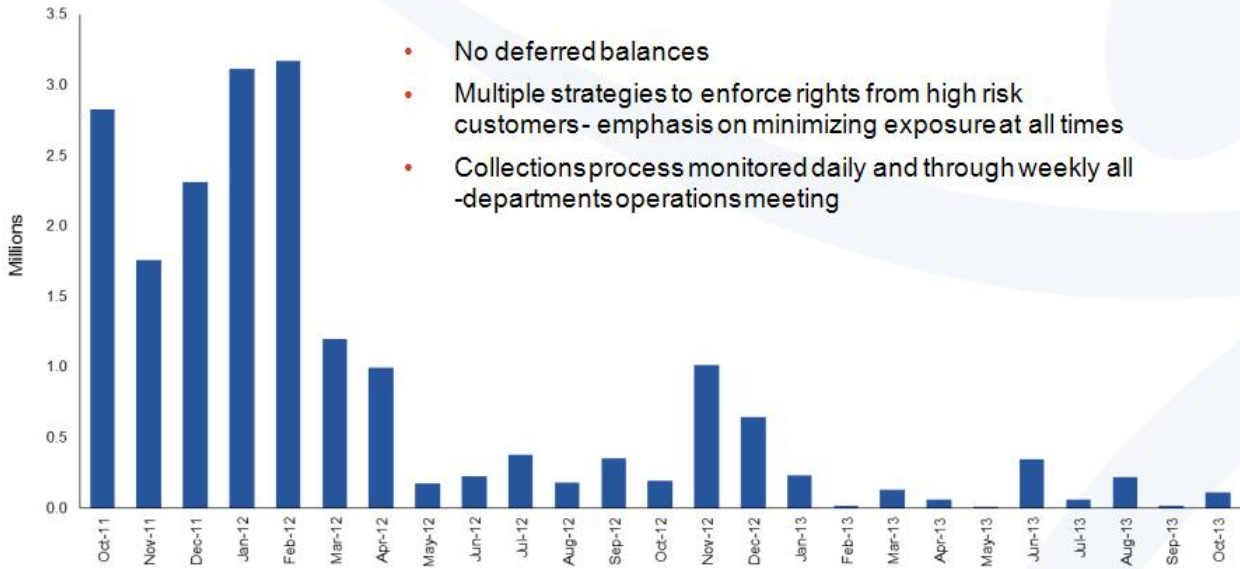
AerCap Aircraft Sales Since 2006



Intensive Management of High Risk Accounts



Continuous reduction in AerCap outstanding receivables - clear industry leadership on collections



- No deferred balances
- Multiple strategies to enforce rights from high risk customers - emphasis on minimizing exposure at all times
- Collections process monitored daily and through weekly all-departments operations meeting

* Month end balances over 30 days

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*

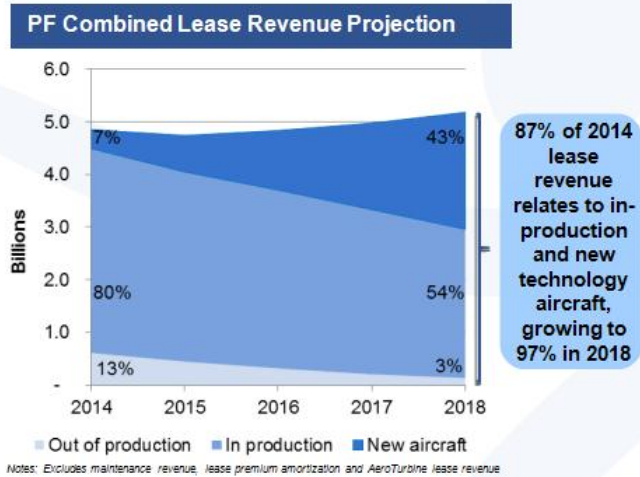
* Based on current market value

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

Combined Company Customer Base and Global Presence



Top Ten Lessees:

Lessee	Percentage
AirFrance	7%
Emirates Airline	4%
China Southern Airlines	3%
Virgin Atlantic Airways	3%
Vietnam Airlines	2%
KLM Royal Dutch Airlines	2%
AeroMexico	2%
Aeroflot Russian Airlines	2%
China Hainan Airlines	2%
Asiana	2%
Others*	71%
Total 2012 Lease Revenue	100%

* Others includes over 200 lessees

Top Ten Countries:

Country	Percentage
China	12%
France	9%
United States of America	7%
Russia	6%
United Kingdom	6%
United Arab Emirates	5%
Germany	3%
Spain	3%
Hong Kong	3%
South Korea	2%
Others*	44%
Total 2012 Lease Revenue	100%

* Others includes 82 countries

There is an 80% overlap of lessees with the ILFC portfolio as measured by CMV

Liquidity Profile (as of Closing)



Combined Company Liquidity Profile as of Closing

(\$ Billions)

Sources (for First 12 Months)

ILFC Unsecured Revolver	\$2.3
AerCap Unsecured Revolvers	0.5
AerCap Warehouse	0.3
AIG Revolver	1.0
Unrestricted Cash	1.1
Operating Cash Flow	3.1
Total Sources	\$8.3

• Sources does not include any "new" funding for \$2.8 billion of new technology aircraft purchases

- The Combined Company will have access to numerous funding sources for these highly desired aircraft, such as ECA, EXIM, securitizations, unsecured bonds and commercial bank debt

Uses (for First 12 Months)

Debt Maturities	(\$3.8)
CapEx	(2.8)
Total Uses	(\$6.6)

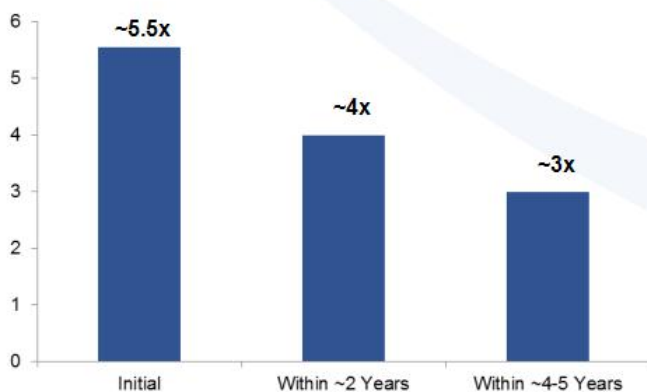
• AerCap has diverse access to the capital markets, with over 60 key lending relationships and ~\$14 billion of debt raised in the last seven years. In addition, ILFC has developed significant access to the unsecured bond and capital markets (~\$25 billion total debt raised since 2010)

- The Combined Company will have unrivaled access to both the secured and unsecured markets having raised ~\$39 billion over the past several years

Excess Coverage (Sources less Uses) **\$1.7**

Ratio of Sources to Uses **1.26x**

Debt/Equity Ratio of Combined Company



- AerCap has historically maintained a conservative capital structure and has a proven track record of de-leveraging
- Initial debt/equity ratio is higher than targeted leverage due to the expected write-down of ILFC's equity under purchase accounting
- Robust earnings from the Combined Company will rapidly reduce leverage back to targeted levels
- Within two years of closing, the Debt/Equity ratio is expected to be ~4 to 1, and ~3 to 1 within four to five years

Leverage is expected to rapidly decline to targeted levels

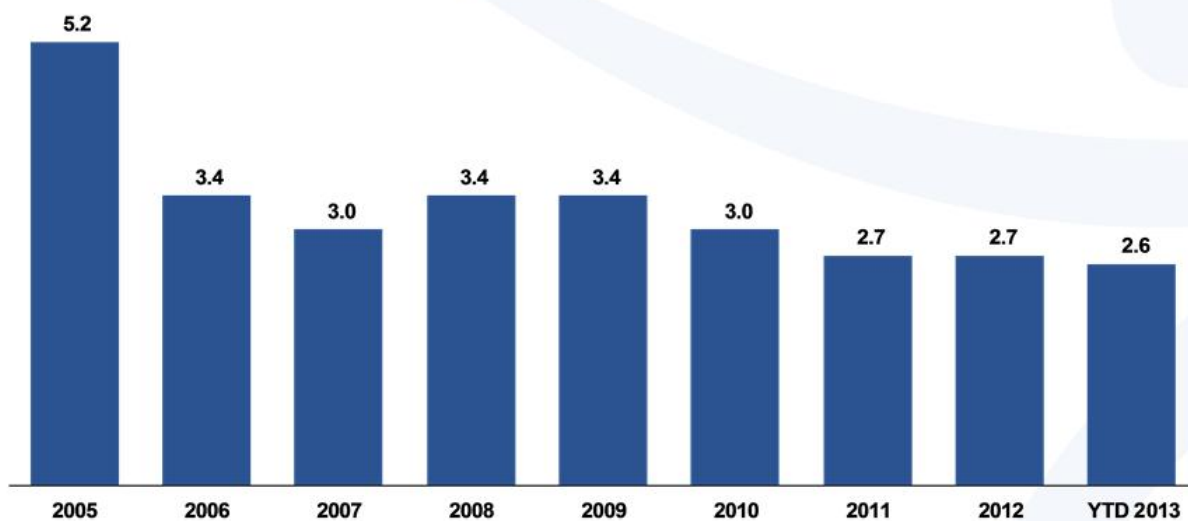
~85% of the Combined Company's next three-years' lease revenue is already contracted

AerCap's Track Record of Deleveraging



During this time period, AerCap's leverage ratio halved, while assets almost tripled

AerCap's Net Debt/Equity Ratio



Pro Forma Financials

Creating the Industry Leader

Existing fleet of ~1,300 aircraft
Order-book of 365 aircraft
Total airline customers of over 200
Aircraft assets of ~\$25 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+

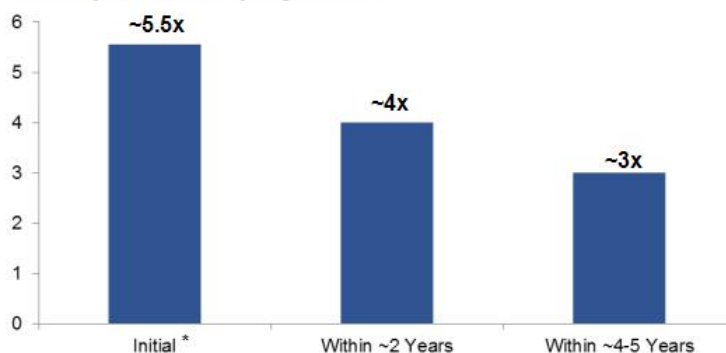
Pro Forma Assets and Capital Structure



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%

Agency	Existing AerCap Corporate	Existing ILFC Corporate	Combined Corporate	Existing AerCap Unsecured	Existing ILFC Unsecured	Combined Unsecured
S&P	BBB-	BBB-	BB+	BB+	BBB-	TBD *
Fitch	BBB-	BB	BB+	BB+	BB	BB+ → Up one notch
Moody's	NR	Ba3	Ba3	NR	Ba3	Ba3 → Flat

* S&P process differs as analysis to take place after announcement

S&P

- Has placed both AerCap and ILFC on formal "Negative Watch"

Fitch

- Has placed AerCap Corporate rating on "Rating Watch Negative" for downgrade
- Has placed ILFC Corporate rating on "Rating Watch Positive" for upgrade
- Has affirmed both AerCap and ILFC unsecured ratings

Moody's

- Has affirmed ILFC with a "Negative Outlook"

At Closing

- S&P and Fitch to conclude their watches and take definitive actions. Combined company ratings expected to prevail

- 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

- **Transfer of Assets**
- **Alignment of Operating Systems**
- **Combination of Operating Platforms/Transfer of Personnel**
- **Portfolio optimization/aircraft sales**
- **Receivables Management**

Next Steps and Transaction Timeline



Shareholder Vote	<p>AerCap will convene a meeting of its shareholders for the purpose of obtaining the required vote. Expected within 60 days</p> <p>Waha Capital, AerCap's largest shareholder with a current stake of 26%, has agreed to vote in favor of the transaction</p>
Required Approvals	<p>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</p>
Closing	<p>The timing of closing date will depend on the items above. Expected in Q2 2014</p>

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

