
**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 2014

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):

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 December 1, 2014, AerCap Holdings N.V. issued a press release announcing the offering of 14,932,305 of its ordinary shares held by Waha AC Coöperatief U.A., an investment vehicle affiliated with Waha Capital PJSC. A copy of the press release is attached hereto as Exhibit 99.1.

Exhibits

99.1 AerCap Holdings N.V. Press Release.

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

Date: December 1, 2014

EXHIBIT INDEX

99.1 AerCap Holdings N.V. Press Release.

PRESS RELEASE**Waha to enter into funded collar transactions relating to AerCap ordinary shares and to offer AerCap ordinary shares for resale**

Amsterdam, Netherlands; December 1, 2014 – AerCap Holdings N.V. ("AerCap") (NYSE: AER) today announced the offering of 14,923,305 of its ordinary shares held by Waha AC Coöperatief U.A., an investment vehicle affiliated with Waha Capital PJSC ("Waha").

AerCap has been advised that Waha proposes to enter into funded collar transactions relating to a portion of the AerCap ordinary shares held by Waha with each of Citibank NA, London Branch, Deutsche Bank AG, London Branch, and UBS AG, London Branch and/or their respective affiliates (the "collar counterparties") and to sell outright another portion of the AerCap ordinary shares held by it. AerCap has been advised that in order to hedge their obligations under the funded collar transactions, the collar counterparties or their affiliates will borrow 11,923,305 ordinary shares from Waha, and the collar counterparties or their affiliates will sell them as described below. AerCap will not receive any proceeds from the sale of the ordinary shares by the collar counterparties or their affiliates, nor will AerCap issue any new ordinary shares in connection with these transactions.

AerCap has been advised that an aggregate of 11,233,152 ordinary shares will be sold in an underwritten offering through Deutsche Bank Securities Inc., acting as underwriter, 8,233,152 of which will be sold by the collar counterparties and 3,000,000 of which will be sold by Waha. Also, AerCap has been advised that 3,690,153 ordinary shares will be sold by the collar counterparties or their affiliates or agents, which may include the underwriter or its affiliate, from time to time, pursuant to block sales, on the NYSE, in the over-the-counter market or in negotiated transactions. AerCap has been advised that, over the same period when the collar counterparties or their affiliates or such agents sell the additional shares, they expect to purchase an equal number of ordinary shares in the open market.

The funded collar transactions described above are being entered into by Waha with the collar counterparties. AerCap is registering the offer and sale of the ordinary shares pursuant to a Registration Rights Agreement between AerCap and Waha.

The ordinary shares are being offered pursuant to a registration statement on Form F-3 (including a base prospectus) and a preliminary prospectus supplement relating to this offering filed with the Securities and Exchange Commission (the "SEC"). Before you invest, you should read carefully the base prospectus in that registration statement, the preliminary prospectus supplement relating to this offering and other documents AerCap has filed with the SEC. You may obtain these documents for free on the SEC's web site at www.sec.gov. You may also request a copy of the preliminary prospectus including the base prospectus by contacting Deutsche Bank Securities Inc. by email at prospectus.CPDG@db.com or by calling (800) 503-4611.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, securities and does not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About AerCap Holdings N.V.

AerCap is the global leader in aircraft leasing with approximately 1,700 owned, managed or on order aircraft in its portfolio. AerCap has one of the most attractive order books in the industry. AerCap serves over 200 customers in 90 countries with comprehensive fleet solutions and provides part-out and engine leasing services through its subsidiary, AeroTurbine. AerCap is listed on the New York Stock Exchange (AER) and has its headquarters in Amsterdam with offices in Los Angeles, Shannon, Dublin, Fort Lauderdale, Miami, Singapore, Shanghai, Abu Dhabi, Seattle and Toulouse.

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," "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, 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. As a result, there can be no assurance that the forward-looking statements included in this press release will prove to be accurate or correct. 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. We 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.

For more information regarding AerCap and to be added to our email distribution list, please visit <http://www.aercap.com>.

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