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**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 May 2016

Commission File Number 001-33159

**AERCAP HOLDINGS N.V.**

(Translation of Registrant's Name into English)

**La Touche House, IFSC, Dublin 1, Ireland, +353 1 819 2010**

(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.

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**Other Events**

On May 17, 2016, AerCap Holdings N.V. (“AerCap”) issued a press release announcing that AerCap Ireland Capital Limited and AerCap Global Aviation Trust (together, the “Issuers”), each a wholly-owned subsidiary of AerCap, propose to offer a benchmark size principal amount of senior notes (the “Notes”) in an underwritten public offering (the “Offering”). The Issuers intend to use the net proceeds from the Offering for general corporate purposes. A copy of the press release announcing the Offering is furnished as Exhibit 99.1 to this Report on Form 6-K and is incorporated herein by reference.

The information contained in this Form 6-K is incorporated by reference into AerCap’s Form F-3 Registration Statement File No. 333-205129 and Form S-8 Registration Statements File Nos. 333-180323, 333-154416, 333-165839, 333-194637 and 333-194638, 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.

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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/ Aengus Kelly  
Name: Aengus Kelly  
Title: Authorized Signatory

Date: May 17, 2016

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## **EXHIBIT INDEX**

99.1 AerCap Holdings N.V. Press Release.



## PRESS RELEASE

### **AerCap Holdings N.V. Announces Proposed Benchmark Size Public Offering of Senior Notes**

Dublin, Ireland; May 17, 2016 - AerCap Holdings N.V. ("AerCap" or the "Company") (NYSE: AER) announced today that AerCap Ireland Capital Limited and AerCap Global Aviation Trust (together, the "Issuers"), each a wholly-owned subsidiary of the Company, propose to offer a benchmark size principal amount of senior notes in an underwritten public offering (the "Notes"). The Notes will be fully and unconditionally guaranteed on a senior unsecured basis by the Company and certain other subsidiaries of the Company. The Issuers intend to use the net proceeds from the Notes for general corporate purposes.

Barclays Capital Inc., Mizuho Securities USA Inc., RBC Capital Markets, LLC, and Wells Fargo Securities, LLC are serving as joint book running managers for the underwritten public offering.

The Company has filed a registration statement (including a prospectus) on Form F-3 with the SEC for the underwritten offering to which this communication relates. The registration statement automatically became effective upon filing on June 22, 2015. Investors should read the accompanying prospectus dated June 22, 2015, the preliminary prospectus supplement relating to the offering that the Company will file with the SEC and other documents the Company has filed with the SEC for more complete information about the Company and this offering. These documents may be obtained for free by visiting EDGAR on the SEC's website at [www.sec.gov](http://www.sec.gov). The prospectus supplement and accompanying prospectus relating to the offering may be obtained from: Barclays Capital Inc. at Broadridge Financial Institutions, 1155 Long Island Avenue, Edgewood, NY 11717, by emailing [barclaysprospectus@broadridge.com](mailto:barclaysprospectus@broadridge.com) or by calling toll-free at 1-888-603-5847; Mizuho Securities USA Inc. at 320 Park Avenue, 12th Floor, New York, NY 10022, Attn: Debt Capital Markets or by calling toll-free at 1-866-271-7403; RBC Capital Markets LLC at Three World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281, by emailing [rbcnyfixedincomeprospectus@rbccm.com](mailto:rbcnyfixedincomeprospectus@rbccm.com), or by calling toll-free at 1-866-375-6829; and Wells Fargo Securities, LLC at 608 2nd Avenue South, Suite 1000, Minneapolis, MN 55402 Attn: WFS Customer Service, by emailing [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com) or by calling toll-free at 1-800-645-3751.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other securities, nor shall there be any offer, solicitation or sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

## **About AerCap**

AerCap is the global leader in aircraft leasing with approximately 1,670 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 approximately 80 countries with comprehensive fleet solutions. AerCap is listed on the New York Stock Exchange (AER) and has its headquarters in Dublin with offices in Amsterdam, Los Angeles, Shannon, 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.

## **AerCap contacts**

AerCap Holdings N.V.

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