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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 April 2012

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.

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**Other Events**

On April 24, 2012, AerCap announced its assignment of an investment grade rating by Fitch Ratings.

**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

**EXHIBIT INDEX**

99.1 AerCap Holdings N.V. Press Release.



PRESS RELEASE

**AerCap Receives Investment Grade Rating from Fitch**

**Second Rating for AerCap**

Amsterdam, The Netherlands; April 24, 2012 - AerCap Holdings N.V. (“AerCap,” “the Company,” NYSE: AER) today announced that it has received an investment grade corporate credit rating of BBB- with a stable outlook from Fitch Ratings (“Fitch”).

This is the second investment grade rating AerCap has received following its BBB- rating from Standard and Poor’s Ratings Services in March this year. In addition to the corporate rating for AerCap Holdings N.V., Fitch has also assigned senior secured debt ratings of ‘BBB’ to several of AerCap’s financing subsidiaries.

Aengus Kelly, CEO of AerCap said: “The attainment of the Fitch investment grade rating is a testament to the industry leading results of AerCap and should enable the Company to access the true unsecured funding market.”

Fitch highlighted in its press release that the BBB- rating reflects AerCap’s relatively low leverage, attractive aircraft fleet, diverse customer base, consistent operating performance, strong competitive positioning, and solid management team. AerCap’s conservative approach to managing its capital structure and leverage was also one of the key factors underpinning the rating.

Additional information regarding AerCap’s rating assignment can be found in Fitch’s press release dated April 24, 2012 available on Fitch’s website at [www.fitchratings.com](http://www.fitchratings.com). None of the information on Fitch’s website, including the press release, is incorporated by reference into or is otherwise a part of this press release. The rating is subject to revision or withdrawal at any time by the rating agency and is not a recommendation to buy, sell or hold securities.

**About AerCap**

AerCap is the world’s leading independent aircraft leasing company and has one of the youngest fleets in the industry. AerCap has a portfolio of 350 aircraft, with a focus on modern and fuel-efficient narrowbodies and widebodies. AerCap is a New York Stock Exchange-listed company (AER) headquartered in the Netherlands and with offices in Ireland, the United States, China, Singapore and the United Arab Emirates.

**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**

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**and involve significant assumptions, risks and uncertainties, and actual results may differ materially from those in the forward-looking statements.**

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