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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 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 May 17, 2012, AerCap Holdings N.V. issued a press release announcing the pricing of an offering of senior unsecured notes. A copy of the press release is attached as Exhibit 99.1.

This Form 6-K is incorporated by reference into the Company's Form F-3 Registration Statement File No. 333-155194 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 dated May 17, 2012.

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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

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Date: May 17, 2012

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**EXHIBIT INDEX**

99.1 AerCap Holdings N.V. press release dated May 17, 2012.

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**AERCAP HOLDINGS N.V. ANNOUNCES PRICING OF ITS PRIVATE OFFERING  
BY AERCAP AVIATION SOLUTIONS B.V.**

**Schiphol, The Netherlands, May 17, 2012** — AerCap Holdings N.V. (NYSE: AER) (the “Company”) today announced that AerCap Aviation Solutions B.V. (the “Issuer”), a wholly owned subsidiary of the Company, priced its previously announced offering of \$300 million in aggregate principal amount of senior unsecured notes (the “notes”). The notes will bear interest at a rate of 6.375% per year and will mature on May 30, 2017. The transaction is expected to close on May 22, 2012, subject to the satisfaction of customary closing conditions. The notes will be guaranteed by the Company. The Issuer intends to on-lend the net proceeds from the sale of the notes to the Company and its subsidiaries, to enable the Company and its subsidiaries to acquire, invest in, finance or refinance aircraft assets and for other general corporate purposes, which will include the repayment of outstanding indebtedness.

The notes and related guarantee will not be registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws and may not be offered or sold in the United States or to any U.S. persons absent registration under the Securities Act, or pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. The notes will be offered only to “qualified institutional buyers” under Rule 144A of the Securities Act or, outside the United States, to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the notes, nor shall there be any offer, solicitation or sale of any notes in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**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 fuel-efficient narrowbodies and widebodies. AerCap is a New York Stock Exchange-listed company (AER) headquartered in The Netherlands with offices in Ireland, the United States, China, Singapore, and the United Arab Emirates.

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Statements in this release which are not historical facts are “forward-looking” statements and “safe harbor statements” within the meaning of Section 27A of the Securities Act and Section 21E of the U.S. Securities Exchange Act of 1934, as amended, and other related laws that involve risks and/or uncertainties, including risks and/or uncertainties as described in the Company’s public filings with the Securities and Exchange Commission.

**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.**

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