
**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 June 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.

Other Events

On June 4, 2012, AerCap Holdings N.V. released a presentation describing the impact on its future results of the repayment of its debt with the proceeds of its senior unsecured notes. A copy of the presentation is attached as Exhibit 99.1.

Exhibits

99.1 AerCap Holdings N.V. presentation dated June 4, 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

EXHIBIT INDEX

99.1 AerCap Holdings N.V. presentation dated June 4, 2012.



AerCap Holdings N.V.

**Senior Unsecured Note Issuance
and the Repayment of Secured Debt**

June 4, 2012

Pride • Dream • Passion

Disclaimer Incl. Forward Looking Statements & Safe Harbor

This presentation 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 presentation 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 presentation 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 presentation 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.

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Senior Unsecured Note Issuance

- On May 22, 2012, AerCap closed a 6.375% senior unsecured note offering with an aggregate principal amount of \$300 million.
- This facility does NOT require us to have any unencumbered assets and the proceeds can be used for general corporate purposes.
- The use of the proceeds will enable AerCap to acquire additional aircraft assets, repay outstanding indebtedness, or will be used for other general corporate purposes.
- The completion of this transaction and the access to the unsecured debt market represents another available source of capital for AerCap.
- AerCap has used \$170 million of the funds to repay some of its most expensive secured debt in second quarter 2012.
- The financial impact from the repayment of secured debt with the use of proceeds from the senior unsecured note issuance is outlined on the following page.



Financial Impact

\$170 million of the \$300 million senior unsecured note offering was used to repay some of AerCap's most expensive secured debt. The remaining \$130 million has increased the existing cash balance and will be used for aircraft purchases and other general corporate purposes.

(\$ Million)

Repayment of \$170 million of secured loans with the use of proceeds from unsecured note issuance	After-tax Impact		
	Second Quarter 2012	3Q 2012 Through 2015	Total Through 2015
- Prepayment fees on secured loans repayment	(\$9)	\$0	(\$9)
- Write-off of unamortised fees on secured loans	(\$12)	\$0	(\$12)
- Lower amortization from write-off of secured loan fees	\$0	\$12	\$12
- Amortization of unsecured note issuance fees	\$0	(\$2)	(\$2)
- Interest savings (~ 500 bps improvement in spread)	\$0	\$27	\$27
Total after-tax impact	(\$21)	\$37	\$16

