# 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 August 2013

**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 X 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 August 6, 2013, AerCap Holdings N.V. announced the results of its operations for the quarter ended June 30, 2013.

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: <u>/s/ Aengus Kelly</u> Name: Aengus Kelly Title: Authorized Signatory

### EXHIBIT INDEX

99.1 AerCap Holdings N.V. Press Release.



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# AerCap Holdings N.V. Reports Second Quarter 2013 Financial Results

# Adjusted net income for the second quarter of 2013 was \$67.1 million and adjusted earnings per share were \$0.59. Adjusted earnings per share for the first half of 2013 were \$1.19, a record high and an increase of 29% over the first half of 2012.

Amsterdam, Netherlands; August 6, 2013 - AerCap Holdings N.V. (the "Company" or "AerCap") (NYSE: AER) today announced the results of its operations for the second quarter ended June 30, 2013.

During the second quarter of 2013:

- \$0.9 billion of aircraft were purchased,
- \$0.3 billion of aircraft were sold,
- \$1.5 billion of financing transactions were completed,
- and 81 aircraft transactions were executed.

Aengus Kelly, CEO of AerCap, commented: "Our record EPS number for the first half of 2013 is the result of the rigorous application of our core principles. It is this combination of highly disciplined aircraft acquisitions and disposals as well as a long term stable liability structure that has enabled us to return \$420 million to our shareholders, obtain an investment grade rating and generate record earnings."

#### Second quarter 2013 Financial Highlights

- Second quarter 2013 *reported* net income was \$75.7 million, compared with \$29.6 million for the same period in 2012.
  Second quarter 2013 *reported* basic earnings per share were \$0.67, compared with \$0.21 for the same period in 2012.
- Second quarter 2013 *adjusted* net income was \$67.1 million, compared with \$59.2 million for the same period in 2012. Second guarter 2013 *adjusted*



earnings per share were \$0.59, compared with \$0.43 for the same period in 2012.

Net interest margin earned on lease assets, or net spread, was \$160.1 million in the second quarter of 2013 compared with \$173.1 million for the same period in 2012. Net interest margin as a percentage of average lease assets was 8.5% for second quarter 2013 as compared with 8.7% for the same period in 2012. The decrease is primarily attributable to the sale of the ALS portfolio in the fourth quarter of 2012.

• Total owned assets were \$9.0 billion as of June 30, 2013 and total managed aircraft were valued at \$2.1 billion(a). Total owned assets decreased by 3% from \$9.3 billion as of June 30, 2012.

• In the second quarter of 2013, we entered into a \$2.6 billion purchase and leaseback agreement for 25 widebody aircraft with LATAM Airlines Group, of which 10 A330 aircraft were purchased and delivered in the second quarter of 2013.

- We sold our interest in eight Boeing 737-800 aircraft on lease to American Airlines to an affiliate of Guggenheim Partners, LLC. We retained 20% ownership of the equity position and will continue to service these aircraft.
- We closed financing transactions totaling \$1.5 billion including the amendment and increase of our AerFunding revolving credit facility.
- Total committed aircraft purchases were \$3.3 billion as of June 30, 2013, which relates to 42 aircraft including purchase options. All of these aircraft are placed on long term leases.
- The debt to equity ratio was 2.6 to 1 at June 30, 2013, compared with 2.7 to 1 for the same period in 2012.

PRESS RELEASE

<sup>(</sup>a) Includes aircraft under our management and owned by our non-consolidated joint ventures. The aircraft value was based on the

average appraised value provided by three external appraisers between September 2012 and March 2013.

#### Net Income/Earnings Per Share

Set forth below are the details to reconcile reported net income to adjusted net income, including the specific adjustments.

	Three months ended June 30,					Six months ended June 30,				
	2013				% increase/ (decrease)	2013	2012		% increase/ (decrease)	
			(U	S dollars in 1	millions except sha	are and per s	hare	e amounts)		
Net income	\$	75.7	\$	29.6	156% \$	143.1	\$	94.6	51%	
Adjusted for: mark-to-market of interest rate caps, net										
of tax		(10.7)		7.0	NA	(12.0)		9.8	NA	
share-based compensation, net of tax		2.1		1.7	24%	4.0		3.0	33%	
non-recurring charges to interest expense from										
repayment of secured loans				20.9	NA			20.9	NA	
Adjusted net income		67.1		59.2	13%	135.1		128.3	5%	
Adjusted earnings per share	\$	0.59	\$	0.43	39%\$	1.19	\$	0.92	29%	

Second quarter 2013 *adjusted* net income increased 13% over the same period in 2012 driven primarily by income generated on aircraft sales in the second quarter of 2013.

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Second quarter 2013 *adjusted* earnings per share increased 39% over the same period in 2012 driven primarily by the income from aircraft sales as well as the share repurchases completed in 2012.

#### **Revenue and Net Spread**

	1	Three months en June 30,	ded		ed					
			% increase/			% increase/				
	2013	2012	(decrease)	2013	2012	(decrease)				
		(US dollars in millions)								
Lease revenue:										
Basic lease rents	\$ 219.5	\$ 234.9	(7)%	\$ 432.4	\$ 470.1	(8)%				
Maintenance rents and other receipts	10.3	12.5	(18)%	24.2	30.1	(19)%				
Lease revenue	229.8	247.4	(7)%	456.6	500.2	(9)%				
Net gain on sale of assets	10.5	0.7	1,400%	21.5	0.4	5,275%				
Management fees and interest revenue	6.5	4.5	44%	13.6	9.7	40%				
Other revenue	0.2	0.3	(33)%	1.2	0.5	140%				
Total revenue	\$ 247.0	\$ 252.9	(2)%	\$ 492.9	\$ 510.8	<u>(4</u> )%				

The decrease in total revenue (basic lease rents) and net spread was driven primarily by the sale of older aircraft including the ALS portfolio, partially offset by purchases of new aircraft.

Basic lease rents were \$219.5 million for the second quarter of 2013, a decrease of 7% compared with the same period in 2012. Our average lease assets decreased by 5% to \$7.6 billion compared with the second quarter of 2012.

Lease revenue for the second quarter of 2013 was \$229.8 million, compared with \$247.4 million for the same period in 2012, a decrease of 7%.

Net gain on sale of assets for the second quarter of 2013 was \$10.5 million, compared to \$0.7 million for the same period in 2012.

		Т		months end June 30,	ed	Six months ended June 30,				
	% increase/        2013      2012      (decrease)      20							% increase/ (decrease)		
	_				(US dollars in	millions)				
Basic lease rents	\$	219.5	\$	234.9	(7)%	\$ 432.4	\$ 470.1	(8)%		
Interest on debt		47.1		93.7	(50)%	105.7	157.6	(33)%		
Adjusted for: mark-to-market of interest rate caps		12.3		(8.0)	NA	13.7	(11.3)	NA		
non-recurring charges to interest expense from repayment of secured loans		_		(23.9)	NA		(23.9)	NA		

Interest on debt excluding the impact of mark-to-				
market of interest rate caps and non-recurring				
charges to interest expense from repayment of	59.4(a)	61.8(a)	(4)% 119.4(a)	122.4(a) (2)%
secured loans				
Net interest margin, or net spread	<u>\$ 160.1</u> \$	5 173.1	(8)% \$ 313.0	<u>\$ 347.7 (10)%</u>

(a) Interest on debt excluding the above non-recurring charges for the three months ended June 30, 2013 and 2012 includes \$8.3 million and \$6.5 million of amortization of debt issuance costs, respectively. Interest on debt excluding the above non-recurring charges for the six months ended June 30, 2013 and 2012 includes \$15.9 million and \$13.6 million of amortization of debt issuance costs, respectively.

As shown in the table above, interest expense excluding the impact of the mark-to-market of interest rate caps and non-recurring charges was \$59.4 million in the second quarter of 2013, a 4% decrease compared with the same period in 2012. Net spread in the second quarter of 2013 decreased 8% compared with the same period in 2012. The decrease in net spread was driven primarily by the sale of older aircraft including the ALS portfolio, partially

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offset by purchases of new aircraft. As a result, the average age of our aircraft portfolio was reduced to 5.3 years.

#### Selling, General and Administrative Expenses

	Three months ended June 30,						Six months ended June 30,			
	_	2013		2012	% increase/ (decrease)	2	013		2012	% increase/ (decrease)
					(US dollars i	in mill	ions)			
Mark-to-market of foreign currency hedges, foreign										
currency balances and other derivatives	\$	(0.1)	\$	1.8	NA	\$	0.5	\$	(3.1)	NA
Share-based compensation expenses		2.4		1.9	26%	, D	4.5		3.4	32%
Other selling, general and administrative expenses		21.8		18.0	21%	, D	39.3		37.7	4%
Total selling, general and administrative expenses	\$	24.1	\$	21.7	11%	ó\$	44.3	\$	38.0	17%

Other selling, general and administrative expenses were \$21.8 million in the second quarter of 2013, compared to \$18.0 million in the same period in 2012. The increase was primarily due to project related fees.

#### Effective Tax Rate

AerCap's blended effective tax rate during the first six months of 2013 was 8.5%. The blended effective tax rate in 2012 was 5.2%. The blended effective tax rate in any year is impacted by the source and amount of earnings among AerCap's different tax jurisdictions. The 2012 tax rate was reduced by the loss from the ALS transaction and non-recurring charges from repayment of certain secured loans.

#### **Financial Position**

	Jur	ue 30, 2013	Ju	ne 30, 2012	% increase/ (decrease) over June 30, 2012
		nillions except d/e	/e ratio)		
Total cash (incl. restricted)	\$	404.3	\$	765.1	(47)%
Flight equipment held for operating leases, net		7,896.8		8,027.5	(2)%
Total assets		8,972.6		9,289.1	(3)%
Debt		6,023.9		6,225.0	(3)%
Total liabilities		6,698.4		6,974.3	(4)%
Total equity		2,274.2		2,314.8	(2)%
Debt/equity ratio		2.6		2.7	(4)%

The decrease in our total cash balance was driven primarily by the use of \$257 million cash for share repurchases in the second half of 2012, a temporary decrease of approximately \$100 million from funding several aircraft with cash, and a \$42 million repayment in 2013 of our most expensive debt.

As of June 30, 2013, AerCap's portfolio consisted of 368 aircraft that were either owned and consolidated, on order, under contract or letter of intent, managed or owned by AerDragon, a non-consolidated joint venture. The average age of the owned fleet as of June 30, 2013 is 5.3 years and the average remaining contracted lease term is 6.6 years.

#### Notes Regarding Financial Information Presented In This Press Release

The financial information presented in this press release is not audited.

The following is a definition of non-GAAP measures used in this press release and a reconciliation of such measure to the most closely related GAAP measure:

Adjusted net income and adjusted earnings per share. These measures are determined by adding non-cash charges related to the mark-tomarket losses on our interest rate caps and share based compensation during the applicable period, net of related tax benefits, to GAAP net income. The average number of shares is based on a daily average.

In addition, *adjusted* net income excludes the following non-recurring charges:

• Second quarter 2012 adjusted net income of \$59.2 million excludes the non-recurring charges to interest expense from the early repayment of secured loans of \$20.9 million, net of tax.

In addition to GAAP net income and earnings per share, we believe these measures may provide investors with supplemental information regarding our operational performance and may further assist investors in their understanding of our operational performance in relation to past and future reporting periods. We use interest rate caps to allow us to benefit from decreasing interest rates and protect against the negative impact of rising interest rates on our floating rate debt. Management determines the appropriate level of caps in any period with reference to the mix of floating and fixed cash flows from our lease, debt and other contracts. We do not apply hedge accounting to our interest rate caps. As a result, we recognize the change in fair value of the interest rate caps in our income statement during each period.

The following is a reconciliation of *adjusted* net income to net income for the three and six month periods ended June 30, 2013 and 2012:

	Three months ended June 30,					Six months ended June 30,				
		2013		2012	% increase/ (decrease)	2013		2012	% increase/ (decrease)	
	(US dollars in millions)									
Net income	\$	75.7	\$	29.6	156%\$	143.1	\$	94.6	51%	
Adjusted for: mark-to-market of interest rate caps, net										
of tax		(10.7)		7.0	NA	(12.0)		9.8	NA	
share-based compensation, net of tax		2.1		1.7	24%	4.0		3.0	33%	
Net income excluding the impact of mark-to-market of										
interest rate caps and share-based compensation		67.1		38.3	75%	135.1		107.4	26%	
non-recurring charges to interest expense from										
repayment of secured loans		—		20.9	NA	—		20.9	NA	
Adjusted net income		67.1		59.2	13%	135.1		128.3	5%	

*Net interest margin, or net spread (refer to second table under Revenue and Net Spread section of this press release)*. This measure is the difference between basic lease rents and interest expense excluding the impact from the mark-to-market of interest rate caps. We believe this measure may further assist investors in their understanding of the changes and trends related to the earnings of our leasing activities. This measure reflects the impact from changes in the number of aircraft leased, lease rates, utilization rates, as well as the impact from changes in the amount of debt and interest rates.

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#### **Conference Call**

In connection with the earnings release, management will host an earnings conference call today, Tuesday, August 6, 2013 at 9:00 am Eastern Time / 3:00 pm Central European Time. The call can be accessed live by dialing (U.S./Canada) 1-646-254-3363 or (International) +31-20-716-8296 and referencing code 9716909 at least 5 minutes before start time, or by visiting AerCap's website at http://www.aercap.com under "Investor Relations".

The webcast replay will be archived in the "Investor Relations" section of the Company's website for one year.

To participate in the event, please register by emailing: aercap@collegehill.com. For further information, contact Peter Wortel: +31 20 655 9658 (pwortel@aercap.com) or Mark Walter (College Hill): +44 (0)20 7866 7887 (aercap@collegehill.com).

#### About AerCap Holdings N.V.

AerCap is one of the world's leading aircraft leasing companies and has one of the youngest fleets in the industry. AerCap is a New York Stock Exchange-listed company (AER) and has its headquarters in the Netherlands with offices in Ireland, the United States, China, Singapore and the United Arab Emirates.

#### **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.

#### **Financial Statements Follow**

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#### AerCap Holdings N.V. Unaudited Consolidated Balance Sheets (In thousands of U.S. Dollars)

	Ju	ne 30, 2013	Dece	ember 31, 2012	Jı	ine 30, 2012
Assets						
Cash and cash equivalents	\$	156,929	\$	520,401	\$	474,251
Restricted cash		247,374		279,843		290,835
Trade receivables		10,235		6,636		11,358
Flight equipment held for operating leases, net		7,896,802		7,261,899		8,027,488
Net investment in direct finance leases		33,669		21,350		23,482
Notes receivables		78,338		78,163		4,110
Prepayments on flight equipment		162,339		53,594		71,324
Investments		107,761		93,862		88,694
Intangibles		13,487		18,100		23,825
Inventory		—		_		7,167
Derivative assets		30,656		9,993		13,102
Deferred income taxes		72,882		79,726		85,531
Other assets		162,085		157,851		167,912
Total Assets	\$	8,972,557	\$	8,581,418	\$	9,289,079
Liabilities and Equity						
Accounts payable	\$	871	\$	740	\$	1.332
Accrued expenses and other liabilities	+	92,127	+	91,951	+	76,510
Accrued maintenance liability		437,748		421,830		503,616
Lessee deposit liability		91,244		86,268		102,210
Debt		6,023,932*		5,803,499		6,224,987
Deferred revenue		42,704		39,547		44,780
Derivative liabilities		9,726		14,677		20,831
Total liabilities		6,698,352		6,458,512		6,974,266
Ordinary share capital €0.01 par value (250,000,000 ordinary shares authorized, 113,613,289 ordinary shares issued and outstanding)		1,196		1,193		1,570
Additional paid-in capital		930,543		927,617		1,343,601
Treasury stock		(2)				(162,719)
Accumulated other comprehensive loss		(10,052)		(14,401)		(10,411)
Accumulated retained earnings		1,350,768		1,207,629		1,138,565
Total AerCap Holdings N.V. shareholders' equity		2,272,453		2,122,038		2,310,606
Non-controlling interest		1,752		868		4,207
Total Equity		2,274,205		2,122,906		2,314,813
Total Liabilities and Equity	\$	8,972,557	\$	8,581,418	\$	9,289,079

\* Includes \$64.3 million of subordinated debt received from our joint venture partners

June 30, 2013	December 31, 2012	June 30, 2012
2.6	2.7	2.7
2.5	2.6	2.6
	2.6	2.6 2.7

### AerCap Holdings N.V.

Unaudited Consolidated Income Statements

(In thousands of U.S. Dollars, except share and per share data)

		Three mon June		ended	Six months ended June 30,			
	_	2013		2012	_	2013		2012
Revenues								
Lease revenue	\$	229,768	\$	247,443	\$	456,609	\$	500,181
Net gain on sale of assets	Ŷ	10,526	Ψ	653	Ψ	21,491	Ψ	434
Management fee revenue		5,110		4,174		10,746		8,704
Interest revenue		1,394		324		2,864		946
Other revenue		241		285		1,150		514
Total Revenues		247,039		252,879		492,860		510,779
Expenses								
Depreciation		83,419		93,087		161,539		182,115
Asset impairment		_		_		2,661		_
Interest on debt		47,119		93,654		105,688		157,621
Operating lease-in costs		—		380		550		2,902
Leasing expenses		10,330		17,866		25,246		36,343
Selling, general and administrative expenses		24,073		21,718		44,263		38,046
Total Expenses	_	164,941	_	226,705	_	339,947		417,027
Income from continuing operations before income taxes and income of investments accounted for								
under the equity method		82,098		26,174		152,913		93,752
Provision for income taxes		(7,333)		(1,619)		(12,998)		(7,497)
Net income of investments accounted for under the		(7,555)		(1,019)		(12,998)		(7,497)
equity method		1,694		3,725		4,108		6,462
Net income		76,459		28,280		144,023		92,717
		, 0, 10,		20,200		11,020		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Net (income) loss attributable to non-controlling interest		(770)		1,301		(884)		1,874
	_				_			
Net income attributable to AerCap Holdings N.V.	\$	75,689	\$	29,581	\$	143,139	\$	94,591
Total basic earnings per share	\$	0.67	\$	0.21	\$	1.26	\$	0.68
Weighted average shares outstanding - basic		113,399,744		138,717,200		113,381,740		139,308,322
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### AerCap Holdings N.V.

Unaudited Consolidated Statements of Cash Flows

(In thousands of U.S. Dollars)

		Three mo Jun	nths en e 30,	ded	Six months ended June 30,				
	2013			2012	 2013		2012		
Net income	\$	76,459	\$	28,280	\$ 144,023	\$	92,717		
Adjustments to reconcile net income to net cash provided by operating activities:									
Depreciation		83,419		93,087	161,539		182,115		
Asset impairment		—		—	2,661				

Amerization of debt issuance costs	2;388	39,426	15,893	37,841
Net gain on sale of assets	(10,526)	(653)	(21,491)	(434)
Mark-to-market of non-hedged derivatives	(12,415)	7,217	(13,807)	3,433
Deferred taxes	6,516	1,404	6,223	5,999
Share-based compensation	2,430	1,932	4,520	3,397
Changes in assets and liabilities:				
Trade receivables and notes receivable, net	(1,879)	(692)	(3,774)	5,795
Inventories	_	1,697	_	6,786
Other assets and derivative assets	(3,121)	(84)	(10,436)	(5,798)
Other liabilities	(5,889)	(5,432)	3,112	(9,489)
Deferred revenue	2,087	(1,865)	3,157	(3,214)
Net cash provided by operating activities	147,380	158,192	296,239	324,700
Purchase of flight equipment	(867,039)	(216,028)	(1, 267, 850)	(484,675)
Proceeds from sale/disposal of assets	337,252	112,688	485,252	220,655
Prepayments on flight equipment	(99,043)	(9,920)	(120,485)	(18,462)
Capital contributions and repayments	(8,237)	_	(10,930)	_
Movement in restricted cash	40,919	12,817	32,469	(53,510)
Net cash used in investing activities	(596,148)	(100,443)	(881,544)	(335,992)
Issuance of debt	1,075,876	469,079	1,354,376	823,669
Repayment of debt	(846,821)	(420,951)	(1,136,652)	(710,057)
Debt issuance costs paid	(17,324)	(18,362)	(19,880)	(24,288)
Repurchase of shares	_	(62,719)	_	(62,719)
Maintenance payments received	27,597	32,567	45,818	72,275
Maintenance payments returned	(15,450)	(4,931)	(26,144)	(23,340)
Security deposits received	9,443	7,733	11,389	11,838
Security deposits returned	(3,109)	(9,397)	(6,517)	(11,322)
Net cash provided by (used in) financing activities	230,212	(6,981)	222,390	76,056
Net (decrease) increase in cash and cash equivalents	(218,556)	50,768	(362,915)	64,764
Effect of exchange rate changes	68	(1,211)	(557)	(1,594)
Cash and cash equivalents at beginning of period	375,417	424,694	520,401	411,081
Cash and cash equivalents at end of period	\$ 156,929	\$ 474,251	\$ 156,929	\$ 474,251