
**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 November 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 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 November 4, 2013, AerCap Holdings N.V. announced the results of its operations for the quarter ended September 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: /s/ Aengus Kelly

Name: Aengus Kelly

Title: Authorized Signatory

Date: November 4, 2013

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EXHIBIT INDEX

99.1 AerCap Holdings N.V. Press Release.

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**For Investors:**

Keith Helming
Chief Financial Officer
+31 20 655 9670
khelming@aercap.com

Peter Wortel
Investor Relations
+31 20 655 9658
pwortel@aercap.com

For Media:

Frauke Oberdieck
Corporate Communications
+31 20 655 9616
foberdieck@aercap.com

PRESS RELEASE**AerCap Holdings N.V. Reports Record Financial Results**

Amsterdam, Netherlands; November 4, 2013 - *AerCap Holdings N.V. ("AerCap," "the Company," NYSE: AER) announced that its adjusted net income was \$89.4 million for the third quarter of 2013, and \$224.5 million for the first nine months of 2013, both record highs. Adjusted earnings per share were \$0.79 for the third quarter of 2013, an increase of 63% over the third quarter of 2012 and adjusted earnings per share for the first nine months of 2013 were \$1.98, an increase of 41% over the first nine months of 2012.*

Key Highlights

- Return on equity for the third quarter 2013 was ~15%.
- Committed future aircraft purchases were \$3.5 billion as of September 30, 2013, relating to 47 aircraft. Our committed purchases consist primarily of new technology aircraft and are all placed on long term leases with an average term of 11.7 years.
- Trade receivables were ~\$6 million as of September 30, 2013, a historical low and less than 1% of annual lease revenue.
- Our fleet utilization rate was 99.7% for the first nine months of 2013. The average age of the owned fleet as of September 30, 2013 was 5.4 years.
- 140 aircraft transactions were executed during the first nine months of 2013.
- The debt to equity ratio was 2.6 to 1 at September 30, 2013, compared with 2.8 to 1 for the same period in 2012.

Aengus Kelly, CEO of AerCap, commented: *"Our strategy is to invest in aircraft based on long term industry fundamentals, financed by a long term stable liability structure. This approach has resulted in our record earnings and ~15% return on equity. As an asset manager, our disciplined approach to portfolio management has ensured that these earnings have been generated with an attractive portfolio with an average age of 5.4 years that is over 90% concentrated in the most liquid aircraft types in the world. Furthermore, our \$3.5 billion of contracted future aircraft purchases are all placed on long term leases. In conjunction with our existing portfolio, these aircraft purchases will drive our future earnings growth."*

Third Quarter 2013 Financial Results

- Third quarter 2013 *reported* net income was \$83.6 million, compared with \$57.9 million for the same period in 2012. Third quarter 2013 *reported* basic earnings per share were \$0.74, compared with \$0.45 for the same period in 2012.
- Third quarter 2013 *adjusted* net income was \$89.4 million, compared with \$62.2 million for the same period in 2012. Third quarter 2013 *adjusted* earnings per share were \$0.79, compared with \$0.48 for the same period in 2012.
- Net interest margin earned on lease assets, or net spread, was \$174.8 million in the third quarter of 2013 compared with \$176.5 million for the same period in 2012. The small decrease was driven primarily by the sale of our oldest aircraft portfolio (ALS), partially offset by new aircraft purchases. Net interest margin as a percentage of average lease assets was 8.8% for third quarter 2013, unchanged from the same period in 2012.
- Total owned assets were \$9.3 billion as of September 30, 2013 and total managed aircraft were valued at \$2.4 billion^a. Total owned assets increased by 2% from \$9.1 billion as of September 30, 2012.
- In the third quarter of 2013, we purchased six aircraft and entered into a purchase and leaseback agreement for six additional new Boeing 737-800 aircraft that will be delivered in 2013 and 2014.
- During the third quarter of 2013 we sold one new A330 aircraft and one B737-400.
- During the third quarter of 2013 we closed financing transactions totaling \$0.1 billion. In October 2013, we closed a \$0.2 billion senior unsecured revolving and term loan facility. Thus far the total financing transactions closed in

2013 were approximately \$1.9 billion.

- 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 February 2013 and September 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.

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| | Three months ended September 30, | | | Nine months ended September 30, | | |
|---|---|----------------|---------------------------|------------------------------------|----------------|---------------------------|
| | 2013 | 2012 | % increase/ (decrease) | 2013 | 2012 | % increase/ (decrease) |
| | (US dollars in millions except share and per share amounts) | | | | | |
| Net income | \$ 83.6 | \$ 57.9 | 44% | \$ 226.8 | \$ 152.5 | 49% |
| Adjusted for: mark-to-market of interest rate caps, net of tax | 3.7 | 2.7 | 37% | (8.3) | 12.5 | NA |
| share-based compensation, net of tax | 2.1 | 1.6 | 31% | 6.0 | 4.6 | 30% |
| non-recurring charges to interest expense from repayment of secured loans | - | - | NA | - | 20.9 | NA |
| Adjusted net income | 89.4 | 62.2 | 44% | 224.5 | 190.5 | 18% |
| Adjusted earnings per share | \$ 0.79 | \$ 0.48 | 63% | \$ 1.98 | \$ 1.40 | 41% |

Third quarter 2013 *adjusted* net income increased 44% over the same period in 2012 driven primarily by income generated from aircraft sales in the third quarter of 2013, and the elimination of the negative impact from defaults and restructurings incurred during the third quarter of 2012.

Third quarter 2013 *adjusted* earnings per share increased 63% over the same period in 2012 driven primarily by the higher income as discussed above as well as the share repurchases completed in 2012.

Revenue and Net Spread

| | Three months ended September 30, | | | Nine months ended September 30, | | |
|--------------------------------------|-------------------------------------|-----------------|---------------------------|------------------------------------|-----------------|---------------------------|
| | 2013 | 2012 | % increase/ (decrease) | 2013 | 2012 | % increase/ (decrease) |
| | (US dollars in millions) | | | | | |
| Lease revenue: | | | | | | |
| Basic lease rents | \$ 234.3 | \$ 239.5 | (2%) | \$ 666.7 | \$ 709.6 | (6%) |
| Maintenance rents and other receipts | 23.7 | 24.1 | (2%) | 47.9 | 54.2 | (12%) |
| Lease revenue | 258.0 | 263.6 | (2%) | 714.6 | 763.8 | (6%) |
| Net gain on sale of assets | 10.7 | 0.6 | 1,683% | 32.2 | 1.0 | 3,120% |
| Management fees and interest revenue | 6.1 | 4.1 | 49% | 19.7 | 13.7 | 44% |
| Other revenue | 4.5 | 1.2 | 275% | 5.7 | 1.8 | 217% |
| Total revenue | \$ 279.3 | \$ 269.5 | 4% | \$ 772.2 | \$ 780.3 | (1%) |

Basic lease rents were \$234.3 million for the third quarter of 2013, compared with \$239.5 million in the same period in 2012. The small decrease was driven primarily by the sale of our oldest aircraft portfolio (ALS), partially offset by new aircraft purchases. Our average lease assets were \$8.0 billion, unchanged compared with the third quarter of 2012.

Lease revenue for the third quarter of 2013 was \$258.0 million, compared with \$263.6 million for the same period in 2012.

Net gain on sale of assets for the third quarter of 2013 was \$10.7 million, compared to \$0.6 million for the same period in 2012.

Other revenue for the third quarter of 2013 was \$4.5 million, compared to \$1.2 million for the same period in 2012, which related primarily to the cash recovery of bankruptcy claims against previous lessees, guarantee fees and other non-recurring payments.

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| | Three months ended September 30, | | | Nine months ended September 30, | | |
|--|-------------------------------------|----------|---------------------------|------------------------------------|----------|---------------------------|
| | 2013 | 2012 | % increase/ (decrease) | 2013 | 2012 | % increase/ (decrease) |
| | (US dollars in millions) | | | | | |
| Basic lease rents | \$ 234.3 | \$ 239.5 | (2%) | \$ 666.7 | \$ 709.6 | (6%) |
| Interest on debt | 63.7 | 66.1 | (4%) | 169.3 | 223.7 | (24%) |
| Adjusted for: mark-to-market of interest rate caps | (4.2) | (3.1) | 35% | 9.5 | (14.4) | NA |

| | | | | | | |
|---|-----------------|-----------------|-------------|-----------------|-----------------|-------------|
| non-recurring charges to interest expense from repayment of secured loans | - | - | 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 secured loans | 59.5 (a) | 63.0 (a) | (6%) | 178.8 (a) | 185.4 (a) | (4%) |
| Net interest margin, or net spread | \$ 174.8 | \$ 176.5 | (1%) | \$ 487.9 | \$ 524.2 | (7%) |

(a) Interest on debt excluding the above non-recurring charges for the three months ended September 30, 2013 and 2012 includes \$6.4 million and \$6.8 million of amortization of debt issuance costs, respectively. Interest on debt excluding the above non-recurring charges for the nine months ended September 30, 2013 and 2012 includes \$22.3 million and \$20.4 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 \$59.5 million in the third quarter of 2013, a 6% decrease compared with the same period in 2012. Net spread was \$174.8 million in the third quarter of 2013, compared with \$176.5 million in the same period in 2012.

Selling, General and Administrative Expenses

| | Three months ended September 30, | | | Nine months ended September 30, | | |
|--|-------------------------------------|----------------|---------------------------|------------------------------------|----------------|---------------------------|
| | 2013 | 2012 | % increase/ (decrease) | 2013 | 2012 | % increase/ (decrease) |
| | (US dollars in millions) | | | | | |
| Mark-to-market of foreign currency hedges, foreign currency balances and other derivatives | \$ (0.4) | \$ - | NA | \$ 0.1 | \$ (3.0) | NA |
| Share-based compensation expenses | 2.4 | 1.8 | 33% | 6.9 | 5.2 | 33% |
| Other selling, general and administrative expenses | 21.4 | 20.5 | 4% | 60.7 | 58.1 | 4% |
| Total selling, general and administrative expenses | \$ 23.4 | \$ 22.3 | 5% | \$ 67.7 | \$ 60.3 | 12% |

Effective Tax Rate

AerCap's blended effective tax rate during the first nine 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.

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Financial Position

| | September 30, | | % increase/ (decrease) over September 30, 2012 |
|---|---|----------|--|
| | 2013 | 2012 | |
| | (US dollars in millions except d/e ratio) | | |
| Total cash (incl. restricted) | \$ 593.3 | \$ 620.0 | (4%) |
| Flight equipment held for operating leases, net | 8,013.8 | 8,045.7 | (0%) |
| Total assets | 9,286.9 | 9,133.8 | 2% |
| Debt | 6,231.5 | 6,131.2 | 2% |
| Total liabilities | 6,924.9 | 6,915.8 | 0% |
| Total equity | 2,361.9 | 2,218.1 | 6% |
| Debt/equity ratio | 2.6 | 2.8 | (7%) |

As of September 30, 2013, AerCap's portfolio consisted of 373 aircraft that were owned, 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 September 30, 2013 was 5.4 years and the average remaining contracted lease term was 6.7 years.

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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-to-market 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:

- Nine months ended September 30, 2012 adjusted net income of \$190.5 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 nine month periods ended September 30, 2013 and 2012:

| | Three months ended September 30, | | | Nine months ended September 30, | | |
|--|-------------------------------------|-------------|---------------------------|------------------------------------|--------------|---------------------------|
| | 2013 | 2012 | % increase/ (decrease) | 2013 | 2012 | % increase/ (decrease) |
| | (US dollars in millions) | | | | | |
| Net income | \$ 83.6 | \$ 57.9 | 44% | \$ 226.8 | \$ 152.5 | 49% |
| Adjusted for: mark-to-market of interest rate caps, net of tax | 3.7 | 2.7 | 37% | (8.3) | 12.5 | NA |
| share-based compensation, net of tax | 2.1 | 1.6 | 31% | 6.0 | 4.6 | 30% |
| Net income excluding the impact of mark-to-market of interest rate caps and share-based compensation | 89.4 | 62.2 | 44% | 224.5 | 169.6 | 32% |
| non-recurring charges to interest expense from repayment of secured loans, net of tax | - | - | NA | - | 20.9 | NA |
| Adjusted net income | 89.4 | 62.2 | 44% | 224.5 | 190.5 | 18% |

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, Monday, November 4, 2013, at 9:00 am Eastern Time / 3:00 pm Central European Time. The call can be accessed live by dialling (U.S./Canada) +1-646-254-3367 or (International) +31-20-716-8296 and referencing code 2317523 at least 5 minutes before start time, or by visiting AerCap's website at <http://www.aercap.com> under "Investor Relations".

In addition, an Investor & Analyst Day will be hosted by AerCap's management today, Monday, November 4, 2013, at 11:30 am Eastern Time at The New York Palace Hotel (Spellman room), 455 Madison Avenue, New York. Doors will open at 11:00 am. This event will also be webcast live at <http://www.aercap.com> under "Investor Relations".

Webcast replays of both events will be archived in the "Investor Relations" section of the Company's website for one year.

To participate in either event, please register by emailing: aercap@collegehill.com

For further information, contact Peter Wortel: +31-20-655-9658 (pwortel@aercap.com) or Mark Walter and Jenny Payne (College Hill): +44-20-7457-2020 (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)

| | September 30, 2013 | December 31, 2012 | September 30, 2012 |
|--|---------------------|---------------------|---------------------|
| Assets | | | |
| Cash and cash equivalents | \$ 318,098 | \$ 520,401 | \$ 309,654 |
| Restricted cash | 275,244 | 279,843 | 310,309 |
| Trade receivables | 6,131 | 6,636 | 12,657 |
| Flight equipment held for operating leases, net | 8,013,835 | 7,261,899 | 8,045,708 |
| Net investment in direct finance leases | 32,536 | 21,350 | 22,426 |
| Notes receivables | 78,243 | 78,163 | 9,105 |
| Prepayments on flight equipment | 186,251 | 53,594 | 50,723 |
| Investments | 113,111 | 93,862 | 90,602 |
| Intangibles | 11,566 | 18,100 | 20,950 |
| Inventory | - | - | 6,506 |
| Derivative assets | 29,526 | 9,993 | 10,176 |
| Deferred income taxes | 65,251 | 79,726 | 83,678 |
| Other assets | 157,075 | 157,851 | 161,320 |
| Total Assets | \$ 9,286,867 | \$ 8,581,418 | \$ 9,133,814 |
| Liabilities and Equity | | | |
| Accounts payable | \$ 821 | \$ 740 | \$ 406 |
| Accrued expenses and other liabilities | 100,454 | 91,951 | 92,315 |
| Accrued maintenance liability | 441,134 | 421,830 | 525,702 |
| Lessee deposit liability | 96,455 | 86,268 | 101,999 |
| Debt (*) | 6,231,549 | 5,803,499 | 6,131,199 |
| Deferred revenue | 46,009 | 39,547 | 47,249 |
| Derivative liabilities | 8,520 | 14,677 | 16,885 |
| <i>Total liabilities</i> | <i>6,924,942</i> | <i>6,458,512</i> | <i>6,915,755</i> |
| Ordinary share capital €0.01 par value (250,000,000 ordinary shares authorized, 113,720,642 ordinary shares issued and outstanding at September 30, 2013; 113,363,535 ordinary shares issued and outstanding at December 31, 2012; and 121,507,414 ordinary shares issued and outstanding at September 30, 2012) | 1,197 | 1,193 | 1,278 |
| Additional paid-in capital | 932,813 | 927,617 | 1,029,593 |
| Treasury stock | - | - | (1,300) |
| Accumulated other comprehensive loss | (10,124) | (14,401) | (10,927) |
| Accumulated retained earnings | 1,434,416 | 1,207,629 | 1,196,476 |
| <i>Total AerCap Holdings N.V. shareholders' equity</i> | <i>2,358,302</i> | <i>2,122,038</i> | <i>2,215,120</i> |
| Non-controlling interest | 3,623 | 868 | 2,939 |
| <i>Total Equity</i> | <i>2,361,925</i> | <i>2,122,906</i> | <i>2,218,059</i> |
| Total Liabilities and Equity | \$ 9,286,867 | \$ 8,581,418 | \$ 9,133,814 |

* Includes subordinated debt received from our joint venture partners, the amount of which was \$64.3 million as of September 30, 2013.

Supplemental information

| | September 30, 2013 | December 31, 2012 | September 30, 2012 |
|--|--------------------|-------------------|--------------------|
| Debt/equity ratio | 2.6 | 2.7 | 2.8 |
| Debt/equity ratio (adjusted for subordinated debt) | 2.5 | 2.6 | 2.7 |

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AerCap Holdings N.V. Unaudited Consolidated Income Statements

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

Three months ended
September 30,

Nine months ended
September 30,

| | 2013 | 2012 | 2013 | 2012 |
|--|------------------|------------------|-------------------|-------------------|
| Revenues | | | | |
| Lease revenue | \$ 258,005 | \$ 263,570 | \$ 714,614 | \$ 763,751 |
| Net gain on sale of assets | 10,749 | 601 | 32,240 | 1,035 |
| Management fee revenue | 4,818 | 3,692 | 15,564 | 12,396 |
| Interest revenue | 1,297 | 405 | 4,161 | 1,351 |
| Other revenue | 4,503 | 1,250 | 5,653 | 1,764 |
| Total Revenues | 279,372 | 269,518 | 772,232 | 780,297 |
| Expenses | | | | |
| Depreciation | 87,460 | 93,364 | 248,999 | 275,479 |
| Asset impairment | 9,193 | 7,399 | 11,854 | 7,399 |
| Interest on debt | 63,654 | 66,097 | 169,342 | 223,718 |
| Operating lease-in costs | - | 1,592 | 550 | 4,494 |
| Leasing expenses | 5,529 | 23,314 | 30,775 | 59,657 |
| Selling, general and administrative expenses | 23,398 | 22,284 | 67,661 | 60,330 |
| Total Expenses | 189,234 | 214,050 | 529,181 | 631,077 |
| Income from continuing operations before income taxes and income of investments accounted for under the equity method | 90,138 | 55,468 | 243,051 | 149,220 |
| Provision for income taxes | (7,661) | (732) | (20,659) | (8,229) |
| Net income of investments accounted for under the equity method | 3,042 | 1,907 | 7,150 | 8,369 |
| Net income | 85,519 | 56,643 | 229,542 | 149,360 |
| Net (income) loss attributable to non-controlling interest | (1,871) | 1,268 | (2,755) | 3,142 |
| Net income attributable to AerCap Holdings N.V. | \$ 83,648 | \$ 57,911 | \$ 226,787 | \$ 152,502 |
| Total basic earnings per share | \$ 0.74 | \$ 0.45 | \$ 2.00 | \$ 1.12 |
| Total diluted earnings per share | \$ 0.73 | \$ 0.45 | \$ 1.98 | \$ 1.12 |
| Weighted average shares outstanding - basic | 113,508,375 | 128,369,027 | 113,424,415 | 135,635,274 |
| Weighted average shares outstanding - diluted | 114,921,601 | 129,257,732 | 114,751,946 | 136,513,268 |

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AerCap Holdings N.V. Unaudited Consolidated Statements of Cash Flows

(In thousands of U.S. Dollars)

| | Three months ended September 30, | | Nine months ended September 30, | |
|--|-------------------------------------|------------------|------------------------------------|------------------|
| | 2013 | 2012 | 2013 | 2012 |
| Net income | \$ 85,519 | \$ 56,643 | \$ 229,542 | \$ 149,360 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | | | |
| Depreciation | 87,460 | 93,364 | 248,999 | 275,479 |
| Asset impairment | 9,193 | 7,399 | 11,854 | 7,399 |
| Amortization of debt issuance costs | 6,441 | 6,765 | 22,340 | 44,306 |
| Amortization of intangibles | 1,921 | 2,875 | 6,534 | 8,727 |
| Net gain on sale of assets | (10,749) | (601) | (32,240) | (1,035) |
| Mark-to-market of non-hedged derivatives | 4,207 | (972) | (9,600) | 2,461 |
| Deferred taxes | 7,583 | 1,926 | 13,806 | 7,925 |
| Share-based compensation | 2,394 | 1,813 | 6,914 | 5,210 |
| Changes in assets and liabilities: | | | | |
| Trade receivables and notes receivable, net | 3,659 | (6,294) | (115) | (499) |
| Inventories | - | 661 | - | 7,447 |
| Other assets and derivative assets | (5,869) | 2,514 | (16,305) | (3,284) |
| Other liabilities | 3,004 | 19,034 | 6,116 | 9,545 |
| Deferred revenue | 3,305 | 2,469 | 6,462 | (745) |
| Net cash provided by operating activities | 198,068 | 187,596 | 494,307 | 512,296 |
| Purchase of flight equipment | (282,724) | (193,556) | (1,550,574) | (678,231) |
| Proceeds from sale/disposal of assets | 92,000 | 107,666 | 577,252 | 328,321 |
| Prepayments on flight equipment | (35,788) | (11,469) | (156,273) | (29,931) |
| Capital contributions and repayments | (2,250) | - | (13,180) | - |
| Movement in restricted cash | (27,870) | (19,474) | 4,599 | (72,984) |
| Net cash used in investing activities | (256,632) | (116,833) | (1,138,176) | (452,825) |
| Issuance of debt | 445,192 | 108,163 | 1,799,568 | 931,832 |
| Repayment of debt | (238,800) | (202,056) | (1,375,452) | (912,113) |
| Debt issuance costs paid | (2,303) | (4,169) | (22,183) | (28,457) |
| Repurchase of shares | - | (154,695) | - | (217,414) |
| Maintenance payments received | 29,142 | 31,575 | 74,960 | 103,850 |
| Maintenance payments returned | (19,564) | (13,412) | (45,708) | (36,752) |
| Security deposits received | 10,191 | 3,195 | 21,580 | 15,033 |
| Security deposits returned | (4,540) | (3,619) | (11,057) | (14,941) |

| | | | | |
|--|-------------------|-------------------|-------------------|-------------------|
| Net cash provided by (used in) financing activities | 219,318 | (235,018) | 441,708 | (158,962) |
| Net increase (decrease) in cash and cash equivalents | 160,754 | (164,255) | (202,161) | (99,491) |
| Effect of exchange rate changes | 415 | (342) | (142) | (1,936) |
| Cash and cash equivalents at beginning of period | 156,929 | 474,251 | 520,401 | 411,081 |
| Cash and cash equivalents at end of period | \$ 318,098 | \$ 309,654 | \$ 318,098 | \$ 309,654 |