

Aircastle LTD
Form 8-K
December 12, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 9, 2011 (December 9, 2011)

Aircastle Limited

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation)

001-32959
(Commission
File Number)

98-0444035
(IRS Employer
Identification No.)

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**c/o Aircastle Advisor LLC, 300 First Stamford Place,
Stamford, Connecticut**

(Address of principal executive offices)

06902

(Zip Code)

Registrant's telephone number, including area code (203) 504-1020

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

On December 9, 2011, Aircastle Limited (the Company) issued a press release announcing the pricing by the Company of an additional \$150 million aggregate principal amount of 9.75% senior notes due 2018 (the notes) in a private placement transaction. The notes will be treated as a single series of debt securities with the \$300 million in aggregate principal amount of 9.75% senior notes due 2018 issued on July 30, 2010 (the existing notes), and will have the same terms as the existing notes except that they (1) will have a different issue price, (2) will be subject to a separate registration rights agreement and (3) until registered, will have different CUSIP numbers. The notes will be issued at 102.769% of par, for a yield to worst of 9.00%. The notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the Securities Act), and to non-U.S. persons pursuant to Regulation S under the Securities Act. The notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

The Company plans to use the net proceeds from the sale of the notes for general corporate purposes, including the purchase of aviation assets.

A copy of the Company's press release is furnished pursuant to this Item 7.01 as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference into this Item 7.01.

The information contained in this report shall not constitute an offer to sell or a solicitation of an offer to purchase any notes.

This information is furnished pursuant to Item 7.01 of this Form 8-K and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section, unless the Company specifically incorporates it by reference in a document filed under the Securities Act or the Exchange Act. By filing this Current Report on Form 8-K and furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

Item 8.01 Other Events

On December 9, 2011, the Company and Wells Fargo Bank, National Association, as trustee (the Trustee), entered into the first supplemental indenture (the First Supplemental Indenture) to amend the indenture, dated as of July 30, 2010, between the Company and the Trustee (the Original Indenture), as provided for in the Original Indenture, to conform the text of the Original Indenture and the existing notes to certain provisions of the Description of the Notes section of the offering memorandum for the issuance of the existing notes.

The foregoing description is not complete and is qualified in its entirety by the First Supplemental Indenture, which is filed herewith as Exhibit 4.1 and incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit

Number

Description

- | | |
|------|---|
| 4.1 | First Supplemental Indenture, dated as of December 9, 2011, between Aircastle Limited and Wells Fargo Bank, National Association, as trustee. |
| 99.1 | Press Release dated December 9, 2011. |

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 hereunto duly authorized.

AIRCASTLE LIMITED
(Registrant)

By: /s/ David Walton
David Walton
Chief Operating Officer, General Counsel and Secretary

Date: December 9, 2011

EXHIBIT INDEX

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