

AerCap Holdings N.V.
Form 3
May 15, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â Scruggs Philip Gene	(Month/Day/Year)	AerCap Holdings N.V. [AER]
(Last) (First) (Middle)	05/14/2014	
	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
AERCAP		
HOUSE,Â STATIONSPLEIN	(Check all applicable)	
965	____ Director ____ 10% Owner	
(Street)	<u> X </u> Officer ____ Other	6. Individual or Joint/Group
	(give title below) (specify below)	Filing(Check Applicable Line)
	Chief Commercial Officer	<u> X </u> Form filed by One Reporting Person
SCHIPHOL,Â P7Â 1117CE		____ Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of			

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				Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit	05/31/2018 ⁽²⁾	Â ⁽²⁾	Ordinary Shares	742,000	\$ ⁽¹⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scruggs Philip Gene AERCAP HOUSE STATIONSPLEIN 965 SCHIPHOL,Â P7Â 1117CE	Â	Â	Â Chief Commercial Officer	Â

Signatures

/s/ Philip
Scruggs

05/14/2014

____Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant of RSUs pursuant to Aer Cap Holdings N.V. 2012 Employees and Officers Equity Incentive Plan. Each Restricted Stock Unit ("RSU") represents a right to receive, upon settlement, either (i) a number of Shares equal to the number of vested RSUs that become payable upon the applicable payment date; (ii) the cash equivalent of such number of Shares; or (iii) a combination of items (i) and (ii). This form is filed voluntarily. As a foreign private issuer, AerCap is exempted from Section 16 of the Exchange Act by Rule 3a12-3.
- (2) 247,309 of the RSUs will vest on 05/31/2018. A certain percentage of the remaining 494,691 RSUs will vest on 05/31/2018 subject to certain performance goals.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.