

Aircastle LTD  
Form 8-K  
March 24, 2016

**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): March 24, 2016 (March 21, 2016)**

**AIRCASTLE LIMITED**

**(Exact Name of Registrant as Specified in Charter)**

**Bermuda**  
**(State or Other Jurisdiction**

**of Incorporation)**

**c/o Aircastle Advisor LLC, 300 First**

**001-32959**  
**(Commission**

**File Number)**

**98-0444035**  
**(IRS Employer**

**Identification No.)**

**06902**

**Stamford Place**

**Stamford, Connecticut**

**(Address of Principal Executive Offices)**

**(Zip Code)**

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

**(Former Name or Former Address, if Changed Since Last Report): N/A**

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))

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**Item 1.01 Entry into a Material Definitive Agreement**

**(a) Underwriting Agreement**

On March 21, 2016, Aircastle Limited (the Company) entered into an Underwriting Agreement, dated March 21, 2016 (the Underwriting Agreement), between the Company and Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named therein, relating to the sale by the Company of \$500.0 million aggregate principal amount of the Company's 5.000% Senior Notes due 2023 (the Notes).

The foregoing is qualified in its entirety by reference to the Underwriting Agreement, attached as Exhibit 1.1 hereto and incorporated herein by reference.

**(b) Supplemental Indenture**

On March 24, 2016, the Company issued the Notes pursuant to an Indenture, dated as of December 5, 2013 (the Base Indenture), between the Company and Wells Fargo Bank, National Association, as trustee for the Notes (the Trustee), as supplemented by a Fourth Supplemental Indenture, dated as of March 24, 2016, between the Company and the Trustee (the Fourth Supplemental Indenture and, together with the Base Indenture, the Indenture). The Notes were offered pursuant to a Prospectus Supplement, dated March 21, 2016, to the Prospectus, dated May 6, 2015, filed as part of the Company's Registration Statement on Form S-3 (Registration No. 333-203910) filed with the U.S. Securities and Exchange Commission. The Fourth Supplemental Indenture includes the form of the Notes. The Notes will pay interest semi-annually on October 1 and April 1, beginning on October 1, 2016, at a rate of 5.000% per annum, until April 1, 2023.

The Company intends to use the net proceeds from the sale of Notes for general corporate purposes, which may include the acquisition of aircraft or the refinancing of its existing indebtedness.

The foregoing is qualified in its entirety by reference to the Fourth Supplemental Indenture, attached as Exhibit 4.1 hereto and incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information included in Item 1.01(b) is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

**Exhibit  
Number**

**Description**

- |     |   |
|-----|---|
| 1.1 | Underwriting Agreement, dated March 21, 2016, between Aircastle Limited and Deutsche Bank Securities Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named therein |
| 4.1 |   |

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Fourth Supplemental Indenture, dated as of March 24, 2016, between Aircastle Limited and Wells Fargo Bank, National Association, as trustee

- 4.2 Form of 5.000% Senior Notes due 2023 (included in Exhibit 4.1)
- 5.1 Opinion of Conyers Dill & Pearman Limited
- 5.2 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
- 23.1 Consent of Conyers Dill & Pearman Limited (included in Exhibit 5.1)
- 23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.2)

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/ Christopher Beers  
Christopher Beers

General Counsel

Date: March 24, 2016

EXHIBIT INDEX

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