



**Item 1.01 Entry into a Material Definitive Agreement**  
**Item 2.03 Creation of a Direct Financial Obligation**  
**Item 3.02 Sale of Unregistered Securities**

On April 17, 2007, the Company entered into a Securities Purchase Agreement with Satellite Fund II, L.P., Satellite Fund IV, L.P., The Apogee Group, LLC, and Satellite Fund V, LLC (collectively, the "Note Purchasers"), whereby the Company agreed to issue 16% Senior Subordinated Notes, due December 30, 2011 ("Subordinated Notes"), with an aggregate principal amount of \$28 million. Under the Securities Purchase Agreement, the Note Purchasers also were issued Warrants to purchase up to 171,473 shares of the Company's Common Stock, which are subject to registration rights pursuant to an Investor's Registration Rights Agreement. At the April 17 closing, an initial issuance of \$10 million of the Subordinated Notes was made to the Note Purchasers.

Contemporaneously with the Subordinated Note transaction closing, the Company and National City Bank, California Bank & Trust, First Bank, and Bridge Bank, National Association entered into a Second Amended and Restated Credit Agreement (the "Restated Credit Agreement"). The Restated Credit Agreement provides for a three-year term, provides for an \$25 million increase in the maximum amount available under the credit facility to \$80 million and has provisions allowing the Company to increase the maximum amount available under the credit facility to \$110 million.

**Item 9.01 Exhibit and Financial Statements.**

The following Exhibits are being furnished with this Form 8-K:

- Exhibit 10.1 Form of Securities Purchase Agreement
- Exhibit 10.2 Form of Warrant
- Exhibit 10.3 Form of Investor Rights Agreement
- Exhibit 10.4 Form of Restated Credit Agreement

**SIGNATURES**

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, thereto duly authorized.

Date: April 17, 2007

AEROCENTURY CORP

By: /s/ Toni M. Perazzo

Toni M. Perazzo

Sr. Vice President & Chief Financial Officer