

Aircastle LTD  
Form 8-K  
August 09, 2012

**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) August 9, 2012 (August 7, 2012)**

**Aircastle Limited**

(Exact name of registrant as specified in its charter)

|                                                             |                  |                     |
|-------------------------------------------------------------|------------------|---------------------|
| <b>Bermuda</b>                                              | <b>001-32959</b> | <b>98-0444035</b>   |
| (State or other jurisdiction                                | (Commission      | (IRS Employer       |
| of incorporation)                                           | File Number)     | Identification No.) |
| <b>c/o Aircastle Advisor LLC, 300 First Stamford Place,</b> |                  | <b>06902</b>        |

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**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.)

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 8.01 Other Events.**

On August 7, 2012, Aircastle Limited (the Company) announced that funds managed by affiliates of Fortress Investment Group LLC would offer 9,250,000 common shares pursuant to the Company's shelf registration statement which was previously filed with the Securities and Exchange Commission. The Company also announced that the common shares purchased by the underwriters are expected to be offered for resale from time to time in negotiated transactions or otherwise, at market prices on the New York Stock Exchange prevailing at the time of sale, at prices related to such prevailing market prices or otherwise. A copy of the press release announcing the offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The Company will not sell any shares in the offering and will not receive any proceeds from the offering.

Goldman, Sachs & Co. is acting as underwriter for the offering.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibit:

Exhibit

| Number | Description                         |
|--------|-------------------------------------|
| 99.1   | Press Release dated August 7, 2012. |

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: August 9, 2012

EXHIBIT INDEX

Exhibit

Number

Description

99.1      Press Release dated August 7, 2012.