

Aircastle LTD
Form 8-K
September 26, 2007

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) **September 26, 2007 (September 26, 2007)**

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.)

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))

Section 2 Financial Information

Item 2.02 Results of Operations and Financial Condition.

On September 26, 2007, Aircastle Limited (the Company) filed with the Securities and Exchange Commission a Registration Statement on Form S-3 (the Registration Statement) and a preliminary prospectus supplement to the prospectus included in the Registration Statement (the Prospectus Supplement). In the Prospectus Supplement, the Company made certain statements in the section entitled Prospectus Supplement Summary Third Quarter Financial Information regarding the quarter ending September 30, 2007, a copy of which is furnished as Exhibit 99.1 hereto and incorporated herein by reference in its entirety.

Section 8 Other Events

Item 8.01 Other Events.

On September 26, 2007, the Company issued a press release announcing its filing with the Securities and Exchange Commission of a Registration Statement on Form S-3 for a proposed primary and secondary offering of the Company's common shares. A copy of the press release is furnished herewith as Exhibit 99.2.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Excerpt from the Prospectus Supplement included under the caption Preliminary Prospectus Summary Third Quarter Financial Information
99.2	Press release dated September 26, 2007

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)

/s/ David Walton

David Walton

Chief Operating Officer, General Counsel and Secretary

Date: September 26, 2007

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EXHIBIT INDEX

Exhibit
Number

Exhibit

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99.2	Press release dated September 26, 2007

