

AerCap Holdings N.V.
Form FWP
June 23, 2015

PRICING SUPPLEMENT
Issued June 22, 2015

**Issuer Free Writing Prospectus
Filed Pursuant to Rule 433
Registration Statement No. 333-205129
Supplementing the Preliminary Prospectus
Supplement dated June 22, 2015 and the Base
Prospectus dated June 22, 2015**

\$1,000,000,000

AerCap Ireland Capital Limited

AerCap Global Aviation Trust

\$500,000,000 4.250% Senior Notes due 2020

**\$500,000,000 4.625% Senior Notes due 2022
Guaranteed by AerCap Holdings N.V.**

Pricing Supplement dated June 22, 2015 to the Preliminary Prospectus Supplement dated June 22, 2015 (the Preliminary Prospectus Supplement), and related Base Prospectus, dated June 22, 2015 (the Base Prospectus), together with the Preliminary Prospectus Supplement, including the documents incorporated by reference in the Preliminary Prospectus Supplement and Base Prospectus, the Prospectus), of AerCap Ireland Capital Limited and AerCap Global Aviation Trust.

This summary pricing supplement (the Pricing Supplement) relates only to the securities described below and should only be read together with the Prospectus. This Pricing Supplement is qualified in its entirety by reference to the Prospectus. The information in this Pricing Supplement supplements the Prospectus and supersedes the information in the Prospectus to the extent inconsistent with the information in the Prospectus.

Unless otherwise indicated, terms used but not defined herein have the meanings assigned to such terms in the Prospectus.

Issuers: AerCap Ireland Capital Limited and AerCap Global Aviation Trust.

Notes Offered: 4.250% Senior Notes due 2020 (the 2020 Notes)

4.625% Senior Notes due 2022 (the 2022 Notes , together with the 2020 Notes, the Notes)

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The aggregate principal amount of Notes offered has increased from the \$800,000,000 aggregate principal amount of Notes disclosed in the Prospectus to \$1,000,000,000.

Underwriters:

Joint Book-Running Managers: Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman, Sachs & Co., Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc., Credit Agricole Corporate and Investment Bank, J.P. Morgan Securities LLC, Mizuho Securities USA Inc., Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, UBS Securities LLC and Wells Fargo Securities, LLC

Co-Managers: BNP Paribas Securities Corp., Fifth Third Securities, Inc., HSBC Securities (USA) Inc. and SunTrust Robinson Humphrey, Inc.

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Trade Date: June 22, 2015
Settlement Date: June 25, 2015 (T+3)
Ratings: Ba2 / BB+ / BB+ (Moody's / S&P / Fitch) *
Distribution: SEC Registered (Registration No. 333-205129)

2020 Notes

Maturity: July 1, 2020
Coupon: 4.250%
Issue Price: 100% plus accrued interest, if any, from June 25, 2015
Yield: 4.250%
Spread to Benchmark Treasury: + 260 basis points
Benchmark Treasury: UST 1.500% due May 31, 2020
Principal Amount: \$500,000,000
Interest Payment Dates: January 1 and July 1, beginning on January 1, 2016
Make-Whole Redemption: Following issuance, make-whole call @ T+50 bps.
CUSIP / ISIN: 00772B AN1/ US00772BAN10
Denominations: \$150,000 and integral multiples of \$1,000 above that.

2022 Notes

Maturity: July 1, 2022
Coupon: 4.625%
Issue Price: 100% plus accrued interest, if any, from June 25, 2015
Yield: 4.625%
Spread to Benchmark

* These ratings have been provided by Moody's, S&P and Fitch. A securities rating is not a recommendation to buy, sell or hold securities, may be subject to revision or withdrawal at any time and each rating should be evaluated independently of any other rating.

Treasury: + 254 basis points

Benchmark Treasury: UST 1.875% due May 31, 2022

Principal Amount: \$500,000,000

Interest Payment Dates: January 1 and July 1, beginning on January 1, 2016

Make-Whole Redemption: Following issuance, make-whole call @ T+50 bps.

CUSIP / ISIN: 00772B AP6/ US00772BAP67

Denominations: \$150,000 and integral multiples of \$1,000 above that.

THIS INFORMATION DOES NOT PURPORT TO BE A COMPLETE DESCRIPTION OF THE SECURITIES OF THE OFFERING. PLEASE REFER TO THE PROSPECTUS FOR A COMPLETE DESCRIPTION.

THE ISSUERS HAVE FILED A REGISTRATION STATEMENT (INCLUDING A PROSPECTUS) WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION (SEC) FOR THIS OFFERING. BEFORE YOU INVEST, YOU SHOULD READ THE PROSPECTUS FOR THIS OFFERING IN THAT REGISTRATION STATEMENT, AND OTHER DOCUMENTS THE ISSUERS HAVE FILED WITH THE SEC FOR MORE COMPLETE INFORMATION ABOUT THE ISSUERS AND THIS OFFERING. YOU MAY GET THESE DOCUMENTS FOR FREE BY VISITING THE SEC ONLINE DATABASE (EDGAR®) AT WWW.SEC.GOV. ALTERNATIVELY, YOU MAY OBTAIN A COPY OF THE PROSPECTUS IF YOU REQUEST IT BY CONTACTING CREDIT SUISSE SECURITIES (USA) LLC AT PROSPECTUS DEPT., ONE MADISON AVENUE, NEW YORK, NY 10010 OR BY CALLING TOLL-FREE AT 1-800-221-1037; DEUTSCHE BANK SECURITIES INC. ATTN: PROSPECTUS GROUP, 60 WALL STREET, NEW YORK, NY 10005-2836, BY CALLING TOLL-FREE AT 1-800-503-4611 OR BY EMAIL AT PROSPECTUS.CPDG@DB.COM; AND GOLDMAN, SACHS & CO. PROSPECTUS DEPARTMENT, 200 WEST STREET, NEW YORK, NY 10282, BY CALLING TOLL-FREE AT 1-866-471-2526, BY FACSIMILE AT 212-902-9316 OR BY EMAILING PROSPECTUSNY@NY.EMAIL.GS.COM.

THIS COMMUNICATION DOES NOT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY SECURITIES IN ANY JURISDICTION TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION IN SUCH JURISDICTION.

THIS COMMUNICATION IS NOT INTENDED TO BE A CONFIRMATION AS REQUIRED UNDER RULE 10b-10 OF THE SECURITIES EXCHANGE ACT OF 1934. A FORMAL CONFIRMATION WILL BE DELIVERED TO YOU SEPARATELY.

ANY DISCLAIMERS OR OTHER NOTICES THAT MAY APPEAR BELOW ARE NOT APPLICABLE TO THIS COMMUNICATION AND SHOULD BE DISREGARDED. SUCH DISCLAIMERS OR OTHER NOTICES WERE AUTOMATICALLY GENERATED AS A RESULT OF THIS COMMUNICATION BEING SENT VIA BLOOMBERG OR ANOTHER EMAIL SYSTEM.