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Aircastle LTD
Form 8-K
February 08, 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) February 8, 2007 (February 7, 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.)
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c/o Aircastle Advisor LLC 300 First Stamford Place, Stamford, Connecticut (Address of principal executive offices)	06902 (Zip Code)
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Registrant's telephone number, including area code (203) 504-1020

(Former name or former address, if changed since last report.)

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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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On February 7, 2007, Aircastle Limited (the "Company") entered into an underwriting agreement with J.P. Morgan Securities Inc., Bear, Stearns & Co. Inc. and Citigroup Global Markets Inc., as representatives of the several underwriters named therein (the "Underwriting Agreement"). The following summary of certain provisions of the Underwriting Agreement is qualified in its entirety by reference to the complete Underwriting Agreement filed as Exhibit 1.1 hereto and incorporated herein by reference.

Pursuant to the Underwriting Agreement, the underwriters agreed to purchase for resale to the public, subject to the terms and conditions expressed therein, 13,500,000 common shares of the Company, par value \$0.01 per share, plus an additional 2,025,000 shares upon the exercise of a 30-day option granted by the Company to the underwriters to cover over-allotments, if any. The 13,500,000 common shares to be issued by the Company are expected to be issued on February 13, 2007, subject to the conditions stated in the Underwriting Agreement.

The Company has agreed to indemnify the underwriters against various liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the underwriters may be required to make in respect of those liabilities. In addition, the Underwriting Agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing.

Section 8 Other Events

Item 8.01 Other Events.

On February 7, 2007, the Company issued a press release, attached hereto and incorporated herein by reference as Exhibit 99.1, announcing the pricing of a public offering of 13,500,000 of its common shares pursuant to the Underwriting Agreement described in Item 1.01.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

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(c) Exhibits

1.1 Underwriting Agreement, dated February 7, 2007, among Aircastle Limited and J.P. Morgan Securities Inc., Bear, Stearns & Co. Inc. and Citigroup Global Markets Inc., as representatives of the several underwriters named therein.

99.1 Press Release dated February 7, 2007.

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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: February 8, 2007

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EXHIBIT INDEX

Exhibit Number	Exhibit
1.1	Underwriting Agreement, dated February 7, 2007, among Aircastle Limited and J.P. Morgan Securities Inc., Bear, Stearns & Co. Inc. and Citigroup Global Markets Inc., as representatives of the several underwriters named therein.
99.1	Press Release dated February 7, 2007.