

Aircastle LTD  
Form 8-K  
May 12, 2011

**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) May 12, 2011 (May 10, 2011)**

**Aircastle Limited**

(Exact name of registrant as specified in its charter)

Bermuda

001-32959

98-0444035

(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

c/o Aircastle Advisor LLC  
300 First Stamford Place, Stamford, Connecticut

06902

(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))
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**Section 8 Other Events**

**Item 8.01 Other Events.**

On May 10, 2011 Aircastle Limited (the Company ) announced that it had been informed by funds managed by affiliates of Fortress Investment Group LLC that such funds are offering 5,000,000 common shares pursuant to Aircastle s shelf registration statement which was previously filed with the Securities and Exchange Commission. Aircastle will not sell any shares in the offering and will not receive any proceeds from the offering. Citi is acting as underwriter for the offering.

A copy of the press release announcing the offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press Release dated May 10, 2011.

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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: May 12, 2011

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EXHIBIT INDEX

Exhibit Number	Exhibit
99.1	Press Release dated May 10, 2011