

Aircastle LTD  
Form 8-K  
May 18, 2018

**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 18, 2018 (May 16, 2018)**

**Aircastle Limited**

**(Exact name of registrant as specified in its charter)**

**Bermuda**  
**(State or other jurisdiction**

**of incorporation)**

**c/o Aircastle Advisor LLC, 201 Tresser Boulevard,**

**001-32959**  
**(Commission**

**File Number)**

**98-0444035**  
**(IRS Employer**

**Identification No.)**

**06901**

**Suite 400, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On May 16, 2018, Aircastle Limited (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Goldman Sachs & Co. LLC and Citigroup Global Markets Inc. (together, the Underwriters ) and Ontario Teachers Pension Plan Board ( Teachers ). 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, subject to the terms and conditions therein, Teachers agreed to sell to the Underwriters and the Underwriters agreed to purchase an aggregate of 7,887,029 of the Company s common shares at a price of \$21.23 per share. Aircastle will not receive any proceeds from the sale of the common shares by Teachers .

The common shares are being sold pursuant to a prospectus supplement, dated May 16, 2018, and related prospectus, dated May 9, 2018, each filed with the Securities and Exchange Commission, relating to the Company s shelf registration statement on Form S-3 (File No. 333-224813). The offering is expected to close on May 18, 2018. Upon the closing of the offering, Teachers will cease to beneficially own any of the Company s outstanding common shares.

Pursuant to the Underwriting Agreement, the Company and Teachers have 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 Teachers and customary closing conditions.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits:

Exhibit

| Number | Description  |
|--------|--|
| 1.1    | <u>Underwriting Agreement, dated May 16, 2018, among Aircastle Limited, Goldman Sachs &amp; Co. LLC and Citigroup Global Markets Inc., as underwriters, and Ontario Teachers Pension Plan Board, as selling shareholder.</u> |
| 5.1    | <u>Opinion of Conyers Dill &amp; Pearman Limited.</u>  |
| 23.1   | <u>Consent of Conyers Dill &amp; Pearman Limited (included in Exhibit 5.1).</u>  |

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/ Christopher Beers  
Christopher Beers  
General Counsel and Secretary

Date: May 18, 2018