

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 21, 2019 (May 17, 2019)

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 201 Tresser Boulevard, Suite 400, Stamford, Connecticut		06901
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Shares, \$0.01 Par Value	AYR	New York Stock Exchange

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.

Section 5 - Corporate Governance.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(d) Election of New Directors

On May 17, 2019, the Board of Directors (the “Board”) of Aircastle Limited (the “Company”), pursuant to the Amended and Restated Shareholder Agreement, dated February 15, 2015, by and between the Company and Marubeni Corporation, appointed Takashi Kurihara to replace Gentaro Toya, who resigned from the Board on such date, as a Class III director until the Annual General Meeting of Shareholders in 2021 or until his office shall otherwise be vacated pursuant to the Company’s Bye-Laws. For information regarding the Amended and Restated Shareholder Agreement, please review the relevant disclosures under the heading, “Certain Relationships and Related Party Transactions” in the Company’s [2014 Proxy Statement](#), filed with the Securities and Exchange Commission (the “SEC”) on April 8, 2014 and the Company’s [2019 Proxy Statement](#), filed with the SEC on April 4, 2019, which disclosures are incorporated by reference herein. Mr. Kurihara has not been appointed to any Board committees and will not be separately compensated by the Company for his Board service.

Section 8 – Other Events.

Item 8.01 Other Events

On May 21, 2019, the Company announced that the Board increased the authorization to repurchase up to \$100 million of the Company's common shares from \$76 million that was remaining under the existing authorization.

Section 9 – Financial Statements and Exhibits.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release dated May 21, 2019

SIGNATURES

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 L. Beers

Christopher L. Beers

Chief Legal Officer and Secretary

Date: May 21, 2019

EXHIBIT INDEX

[Exhibit Number](#) Exhibit

99.1 Press Release dated May 21, 2019

FOR IMMEDIATE RELEASE**Aircastle Announces Increase in Authorization to Repurchase Shares
and Appointments to Board of Directors**

Stamford, CT. May 21, 2019 — Aircastle Limited (NYSE: AYR) (“Aircastle” or the “Company”) announced today that the Company's Board of Directors (the “Board”) increased the authorization to repurchase up to \$100 million of the Company's common shares, from the \$76 million that was remaining under the existing authorization. Since 2011, the Company has repurchased 18.5 million shares at an average cost of \$14.57 per share. Under the program, the Company may purchase its common shares from time to time in the open market or in privately negotiated transactions. The amount and timing of the purchases will depend on a number of factors, including the price and availability of the Company's common shares, trading volume and general market conditions.

The Company also announced the election by shareholders of Jun Horie to the Board and the appointment of Takashi Kurihara to the Board. Mr. Horie is the President and CEO of Marubeni America Corporation and replaces Hajime Kawamura, who did not stand for reelection. Mr. Kurihara, Advisor to the President of Marubeni America Corporation, was appointed to replace Gentaro Toya, who resigned from the Board.

About Aircastle Limited

Aircastle Limited acquires, leases and sells commercial jet aircraft to airlines throughout the world. As of March 31, 2019, Aircastle owned and managed on behalf of its joint ventures 274 aircraft leased to 86 customers located in 47 countries.

Safe Harbor

All statements in this press release, other than characterizations of historical fact, are forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not necessarily limited to, statements relating to our share repurchase program. Words such as "anticipates," "expects," "intends," "plans," "projects," "believes," "may," "will," "would," "could," "should," "seeks," "estimates" and variations on these words and similar expressions are intended to identify such forward-looking statements. These statements are based on our historical performance and that of our subsidiaries and on our current plans, estimates and expectations and are subject to a number of factors that could lead to actual results materially different from those described in the forward-looking statements; Aircastle can give no assurance that its expectations will be attained. Accordingly, you should not place undue reliance on any such forward-looking statements which are subject to certain risks and uncertainties that could cause actual results to differ materially from those anticipated as of the date of this press release. These risks or uncertainties include, but are not limited to, those described from time to time in Aircastle's filings with the Securities and Exchange Commission and previously disclosed under "Risk Factors" in Item 1A of Aircastle's 2018 Annual Report on Form 10-K. In addition, new risks and uncertainties emerge from time to time, and it is not possible for Aircastle to predict or assess the impact of every factor that may cause its actual results to differ from those contained in any forward-looking statements. Such forward-looking statements speak only as of the date of this press release. Aircastle expressly disclaims any obligation to revise or update publicly any forward-looking statement to reflect future events or circumstances.

Contacts:

Aircastle Advisor LLC The IGB Group
Frank Constantinople, SVP Investor Relations Leon Berman
Tel: +1-203-504-1063 Tel: +1-212-477-8438
fconstantinople@aircastle.com lberman@igbir.com