

**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 25, 2021 (February 25, 2021)**

**AIRCASTLE LIMITED**

(Exact Name of Registrant as Specified in Charter)

**Bermuda**  
(State or Other Jurisdiction  
of Incorporation)

**001-32959**  
(Commission  
File Number)

**98-0444035**  
(IRS Employer  
Identification No.)

c/o Aircastle Advisor LLC, 201 Tresser Boulevard, Suite 400, Stamford,  
Connecticut  
(Address of Principal Executive Offices)

**06901**  
(Zip Code)

**Registrant's telephone number, including area code: (203) 504-1020**

**(Former Name or Former Address, if Changed Since Last Report): N/A**

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:

- 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:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Shares, par value \$0.01 per share	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

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**Item 1.02 Termination of a Material Definitive Agreement**

On January 26, 2021, Aircastle Limited (the “Company”) directed Wells Fargo Bank, National Association, as trustee (the “Trustee”) under the second supplemental indenture, dated as of March 26, 2014 (the “Supplemental Indenture”), between the Company and the Trustee, to the indenture dated as of December 5, 2013, between the Company and the Trustee (the “Base Indenture” and together with the Supplemental Indenture, the “Indenture”), to issue a notice of full redemption to redeem all of the \$500,000,000 outstanding aggregate principal amount of the Company’s 5.125% Senior Notes due 2021 (the “Notes”).

The Notes were redeemed on February 25, 2021 (the “Redemption Date”), at a price equal to \$12,653,766.39, consisting of a redemption premium of 100.2529755% of the aggregate principal amount of the Notes, and accrued and unpaid interest from September 15, 2020 to, but not including, the Redemption Date of \$11,388,888.89. Accordingly, the total redemption payment was \$512,653,766.39. Pursuant to the provisions of the Indenture, the Company deposited the redemption payment for the Notes with the Trustee prior to 10:00 a.m., New York City time, on February 25, 2021.

Upon deposit of the redemption payment, the Supplemental Indenture was satisfied and discharged in accordance with its terms. As a result of the satisfaction and discharge of the Supplemental Indenture, the Company has been released from its obligations with respect to the Supplemental Indenture and the Notes, except with respect to those provisions of the Supplemental Indenture that, by their terms, survive the satisfaction and discharge of the Supplemental Indenture.

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 L. Beers  
Name: Christopher L. Beers  
Title: Chief Legal Officer and Secretary

Date: February 25, 2021