

**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) October 28, 2019 (October 24, 2019)

Aircastle Limited
(Exact name of registrant as specified in its charter)

001-32959	98-0444035	
Bermuda		
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
c/o Aircastle Advisor LLC, 201 Tresser Blvd, Suite 400 Stamford, Connecticut		6901
(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:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange of 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.

Section 8– Other Events

Item 8.01 Other Events.

On October 24, 2019, Aircastle Limited announced that its Board of Directors is evaluating strategic alternatives, which may include a sale of the Company as described in the press release attached hereto as Exhibit 99.1, which is incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibit 99.1 Press Release dated October 24, 2019.

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/ Aaron Dahlke
Aaron Dahlke
Chief Financial Officer

Date: October 28, 2019

EXHIBIT INDEX

Exhibit Number Exhibit

99.1 [Press Release dated October 24, 2019](#)

Aircastle Announces Review of Strategic Alternatives

STAMFORD, Conn., October 24, 2019 /PRNewswire/ -- Aircastle Limited (NYSE: AYR) (“Aircastle” or the “Company”) announced today that its Board of Directors is evaluating strategic alternatives, which may include a sale of the Company. Aircastle has received preliminary non-binding expressions of interest from multiple third parties regarding a potential transaction involving the Company and is engaged in preliminary discussions relating thereto. There can be no assurance that this process will result in a transaction or, if a transaction is undertaken, its terms or timing. The Company has retained Citigroup Global Markets Inc. as its financial advisor and Skadden, Arps, Slate, Meagher & Flom LLP as its legal advisor to assist in this ongoing review. The Company does not intend to disclose developments or provide updates on the progress or status of this process unless it deems further disclosure is appropriate or required by law.

Safe Harbor

Certain statements in this press release are forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995, including, but not limited to, our exploration of strategic alternatives. 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. The consummation of a strategic transaction is subject to market conditions and other factors that are beyond our control. Accordingly, no assurance can be given that a strategic transaction will be completed and you should not place undue reliance on any forward-looking statements contained in this press release. For a discussion of some of the risks and important factors that could affect such forward-looking statements, see Aircastle’s filings with the SEC 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.

About Aircastle Limited

Aircastle Limited acquires, leases and sells commercial jet aircraft to airlines throughout the world. As of June 30, 2019, Aircastle owned and managed on behalf of its joint ventures 283 aircraft leased to 89 customers located in 47 countries.

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