

Aircastle LTD  
Form 8-K  
October 11, 2007

**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 11, 2007 (October 10, 2007)

Aircastle Limited

(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| Bermuda<br>(State or other jurisdiction of<br>incorporation) | 001-32959<br>(Commission<br>File Number) | 98-0444035<br>(IRS Employer<br>Identification No.) |
|--|--|--|

|  |                     |
|--|---------------------|
| c/o Aircastle Advisor LLC<br>300 First Stamford Place, Stamford, Connecticut<br>(Address of principal executive offices) | 06902<br>(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))

**Section 8 – Other Events**

**Item 8.01 Other Events.**

On October 10, 2007, Aircastle Limited (the "Company") announced the closing of its previously announced follow-on public offering of 10,000,000 primary common shares, as well as the offering of 10,000,000 secondary common shares by certain funds managed by affiliates of Fortress Investment Group LLC. The underwriters in the offering exercised their option to purchase 1,000,000 additional common shares from the Company and 1,000,000 additional common shares from the selling Fortress funds to cover over-allotments.

A copy of the press release announcing the completion of 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 October 10, 2007

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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: October 11, 2007

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EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Exhibit</u>                       |
|-----------------------|--------------------------------------|
| 99.1                  | Press Release dated October 10, 2007 |