

AerCap Holdings N.V.
Form SC 13G/A
February 14, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

AerCap Holdings N.V.
(Name of Issuer)

Ordinary Shares, par value €0.01 per share
(Title of Class of Securities)

N00985106
(CUSIP Number)

December 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. Beneficial ownership information contained herein is given as of the date listed above.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Names of Reporting
Persons.

1

Greenlight Capital, Inc.

Check the Appropriate Box
if a Member of a Group (See
Instructions)

2

(a) ☐

(b) ☐

SEC Use Only

3

Citizenship or Place of
Organization.

4

Delaware

Number
of Shares
Beneficially
Owned by
Each
Reporting
Person With

5 Sole Voting Power

0 shares

6 Shared Voting Power

1,824,043 shares

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

1,824,043 shares

9

Aggregate Amount
Beneficially Owned by Each

Reporting Person

1,824,043 shares

10 Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11 Percent of Class
Represented by Amount in
Row (9)

1.2%

12 Type of Reporting Person
(See Instructions)

IA

Names of Reporting
Persons.

1 DME Advisors, LP

2 Check the Appropriate Box
if a Member of a Group (See
Instructions)

(a) ☐

(b) ☐

3 SEC Use Only

Citizenship or Place of
Organization.

4 Delaware

Number
of Shares
Beneficially
Owned by
Each
Reporting
Person With

5 Sole Voting Power

0 shares

6 Shared Voting Power

908,392 shares

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

908,392 shares

9 Aggregate Amount
Beneficially Owned by Each

Reporting Person

908,392 shares

10 Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11 Percent of Class
Represented by Amount in
Row (9)

0.6%

12 Type of Reporting Person
(See Instructions)

IA

Names of Reporting
Persons.

1 DME Capital Management,
LP

2 Check the Appropriate Box
if a Member of a Group (See
Instructions)

(a) ☐

(b) ☐

3 SEC Use Only

4 Citizenship or Place of
Organization.

Delaware

Number
of Shares
Beneficially
Owned by
Each
Reporting
Person With

5 Sole Voting Power

0 shares

6 Shared Voting Power

1,113,643 shares

7 Sole Dispositive Power

0 shares

8 Shared Dispositive Power

1,113,643 shares

Aggregate Amount
Beneficially Owned by Each
Reporting Person

1,113,643 shares

10 Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11 Percent of Class
Represented by Amount in
Row (9)

0.8%

12 Type of Reporting Person
(See Instructions)

IA

1	Names of Reporting Persons. DME Advisors GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☐
3	SEC Use Only
4	Citizenship or Place of Organization. Delaware
5	Number of Shares Beneficially Owned by Each Reporting Person With Sole Voting Power 0 shares
6	Shared Voting Power 2,022,035 shares
7	Sole Dispositive Power 0 shares
8	Shared Dispositive Power 2,022,035 shares
9	Aggregate Amount Beneficially Owned by Each

Reporting Person

2,022,035 shares

10 Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11 Percent of Class
Represented by Amount in
Row (9)

1.4%

12 Type of Reporting Person
(See Instructions)

HC

- Names of Reporting Persons.
- 1 David Einhorn
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)
- (a) ☐
- (b) ☐
- 3 SEC Use Only
- Citizenship or Place of Organization.
- 4 U.S. Citizen
- Number of Shares Beneficially Owned by Each Reporting Person With
- 5 Sole Voting Power
- 0 shares
- 6 Shared Voting Power
- 3,846,078 shares
- 7 Sole Dispositive Power
- 0 shares
- 8 Shared Dispositive Power
- 3,846,078 shares
- 9 Aggregate Amount Beneficially Owned by Each

Reporting Person

3,846,078 shares

10 Check if the Aggregate
Amount in Row (9)
Excludes Certain Shares
(See Instructions) ☐

11 Percent of Class
Represented by Amount in
Row (9)

2.6%

12 Type of Reporting Person
(See Instructions)

HC

AMENDMENT NO. 2 TO SCHEDULE 13G

This Amendment No. 2 (the “Amendment”) to Schedule 13G relating to ordinary shares, par value €0.01 per share (“Ordinary Shares”) of AerCap Holdings N.V., a Netherlands corporation (the “Company” or the “Issuer”) with the Securities and Exchange Commission (the “SEC”) as an amendment to the Schedule 13G filed with the SEC on February 14, 2017, as amended on February 14, 2018. This Amendment is being filed on behalf of Greenlight Capital, Inc., a Delaware corporation (“Greenlight Inc.”), DME Advisors, LP, a Delaware limited partnership (“DME Advisors”), DME Capital Management, LP, a Delaware limited partnership (“DME CM”), DME Advisors GP, LLC, a Delaware limited liability company (“DME GP” and together with Greenlight Inc., DME Advisors and DME CM, “Greenlight”), and Mr. David Einhorn, the principal of Greenlight (collectively with Greenlight, the “Reporting Persons”). This Amendment relates to Ordinary Shares of the Issuer held by Greenlight for the account of private investment funds and other accounts for which Greenlight acts as investment manager (or general partner of the investment manager) and with respect to which Mr. Einhorn may be deemed to have indirect investment and/or voting power as the principal of Greenlight and other affiliated entities. DME GP is the general partner of DME Advisors and of DME CM.

The filing of this Amendment shall not be construed as an admission that any of the Reporting Persons is for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, the beneficial owner of any of the Ordinary Shares reported herein. Pursuant to Rule 13d-4, each of the Reporting Persons disclaims all such beneficial ownership except to the extent of its pecuniary interest in any Ordinary Shares, if applicable.

This Amendment is being filed to amend and restate Items 4 and 5 as follows:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount
(a) Beneficially
Owned

Greenlight
Inc. may be
deemed the
beneficial
owner of
1,824,043
shares.
DME
Advisors
may be
deemed the
beneficial
owner of
908,392
shares.
DME CM
may be
deemed the
beneficial
owner of
1,113,643

shares.
DME GP
may be
deemed the
beneficial
owner
of 2,022,035
shares.
David
Einhorn may
be deemed
the beneficial
owner of
3,846,078
shares.

(b) Percent of
Class

The
information
set forth in
Rows 5
through 11
on the cover
page for each
Reporting
Person is
hereby
incorporated
by reference
into this Item
4(b) for each
such
Reporting
Person. The
percentages
reported
herein are
calculated on
the basis of
there being
146,961,077
Ordinary
Shares
outstanding
as of
September
30, 2018, as
reported in
the Issuer's

report on
Form 6-K
filed by the
Issuer with
the SEC on
October 30,
2018.

Number of
shares as to
(c) which such
person has:

The
information
set forth in
Rows 5
through 11
on the cover
page for each
Reporting
Person is
hereby
incorporated
by reference
into this Item
4(b) for each
such
Reporting
Person.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2019

GREENLIGHT CAPITAL, INC.

By: /s/ DANIEL ROITMAN

Daniel Roitman

Chief Operating Officer

DME ADVISORS, LP

By: DME Advisors GP, LLC,
its General Partner

By: /s/ DANIEL ROITMAN

Daniel Roitman

Chief Operating Officer

DME CAPITAL MANAGEMENT, LP

By: DME Advisors GP, LLC,
its General Partner

By: /s/ DANIEL ROITMAN

Daniel Roitman

Chief Operating Officer

DME ADVISORS GP, LLC

By: /s/ DANIEL ROITMAN

Daniel Roitman

Chief Operating Officer

/s/ DANIEL ROITMAN*

Daniel Roitman, on behalf of David Einhorn

* The Power of Attorney executed by David Einhorn, authorizing the signatory to sign and file this Schedule 13G on David Einhorn's behalf, filed as Exhibit 99.2 to the Schedule 13G filed with the Securities and Exchange Commission on May 24, 2010 by the Reporting Persons with respect to the common stock of NCR Corporation, is hereby incorporated by reference.