

Aircastle LTD  
Form SC 13D/A  
August 09, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)**

**AIRCASTLE LIMITED**

**(Name of Issuer)**

**Common Shares, par value \$0.01 per share**

**(Title of Class of Securities)**

**G0129K104**

**(CUSIP Number)**

**Marubeni Corporation**

**4-2 Ohtemachi 1-Chome**

**Chiyoda-Ku, Tokyo, 100-8088 Japan**

**Attention: General Manager**

**Telephone: 81 3 3282 9621**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

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August 7, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

- 1 -

CUSIP No. G0129K104

1. Name of reporting persons

**Marubeni Corporation**

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

**WC**

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

**Japan**

7. Sole voting power

Number of

shares **0**

beneficially 8. Shared voting power

owned by

each **12,320,000**

reporting 9. Sole dispositive power

person

**0**

with: 10. Shared dispositive power

**12,320,000**

11. Aggregate amount beneficially owned by each reporting person

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12,320,000

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

15.25%\*

14. Type of reporting person

CO

- 2 -

CUSIP No. G0129K104

1. Name of reporting persons

Marubeni Aviation Corporation

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

Japan

7. Sole voting power

Number of

shares 0

beneficially 8. Shared voting power

owned by

each 12,320,000

reporting 9. Sole dispositive power

person

with: 0

10. Shared dispositive power

12,320,000

11. Aggregate amount beneficially owned by each reporting person

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12,320,000

12. Check if the aggregate amount in Row (11) excludes certain shares "

13. Percent of class represented by amount in Row (11)

15.25%\*

14. Type of reporting person

CO

- 3 -

CUSIP No. G0129K104

1. Name of reporting persons

Marubeni Aviation Holding Coöperatief U.A.

2. Check the appropriate box if a member of a group

(a)  (b)

3. SEC use only

4. Source of funds

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6. Citizenship or place of organization

The Netherlands

7. Sole voting power

Number of

shares 0

beneficially 8. Shared voting power

owned by

each 12,320,000

reporting 9. Sole dispositive power

person

with: 0

10. Shared dispositive power

12,320,000

11. Aggregate amount beneficially owned by each reporting person

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12,320,000

12. Check if the aggregate amount in Row (11) excludes certain shares

13. Percent of class represented by amount in Row (11)

15.25%\*

14. Type of reporting person

CO

\* Based on the aggregate of (i) 80,780,299 Common Shares that the Issuer has represented were issued and outstanding as of July 31, 2013.



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**Explanatory Statement**

This Amendment No. 2 ( Amendment No. 2 ) amends and supplements the statement on Schedule 13D filed by Marubeni Corporation ( Marubeni ) on June 17, 2013 (the Schedule 13D ), as amended by Amendment No. 1 filed on July 12, 2013 by Marubeni, Marubeni Aviation Corporation ( MAC ) and Marubeni Aviation Holding Coöperatief U.A. ( MHC ) and together with Marubeni and MAC, the Reporting Persons ) relating to the common shares, par value \$0.01 per share (the Common Shares ), of Aircastle Limited, a Bermuda exempted company (the Issuer ). This Amendment No. 2 is being filed jointly by the Reporting Persons. This Amendment No. 2 amends the Schedule 13D (as previously amended) as specifically set forth herein. Unless otherwise indicated, each capitalized term used but not defined herein has the meaning assigned to such term in the Schedule 13D as previously amended.

**Item 4. Purpose of Transaction**

Item 4 is hereby supplemented by the addition of the following:

On August 7, 2013, MHC entered into a Stock Purchase Plan Engagement Agreement ( Purchase Plan ). The Purchase Plan is intended to comply with the requirements of Rule 10b5-1(c)(1) under the Securities Exchange Act of 1934, as amended. The Reporting Persons expect that purchases of Common Shares will be made for MHC's account pursuant to the Purchase Plan.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Item 6 is hereby supplemented by the addition of the following:

The Purchase Plan allows for the purchase of a number of Common Shares that, together with the Common Shares already owned by MHC, will represent not more than 20.5% of the Common Shares outstanding. There can be no assurance as to how many Common Shares, if any, will be purchased pursuant to the Purchase Plan.

The form of the Purchase Plan is set forth in Exhibit 7.4 to this Statement and incorporated herein by reference.

**Item 7. Material To Be Filed as Exhibits.**

Item 7 is hereby amended to add the following:

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>   |
|-----------------------|---|
| Exhibit 7.4           | Form of Stock Purchase Plan Engagement Agreement between Marubeni Aviation Holding Coöperatief U.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. |

**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.

Dated: August 9, 2013

MARUBENI CORPORATION

By: /s/ Tadaaki Kurakake

Name: Tadaaki Kurakake

Title: General Manager, Aerospace & Defense Systems  
Dept.

MARUBENI AVIATION CORPORATION

By: /s/ Tadaaki Kurakake

Name: Tadaaki Kurakake

Title: Director

MARUBENI AVIATION HOLDING COÖPERATIEF  
U.A.

By: /s/ Tadaaki Kurakake

Name: Tadaaki Kurakake

Title: Managing Director