

Aircastle LTD  
Form SC 13D/A  
September 03, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)**

**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 on behalf of filing persons)**

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**August 29, 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. "

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 ITEM 2(d) OR 2(e)

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**Japan**

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

8. SHARED VOTING POWER

OWNED BY

EACH

REPORTING **13,153,900**  
9. SOLE DISPOSITIVE POWER

PERSON

WITH: **0**

10. SHARED DISPOSITIVE POWER

**13,153,900**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,153,900**

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**16.28%\***

14. TYPE OF REPORTING PERSON

**CO**

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 ITEM 2(d) OR 2(e)

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**Japan**

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

8. SHARED VOTING POWER

OWNED BY

EACH

**13,153,900**

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

WITH: **0**

10. SHARED DISPOSITIVE POWER

**13,153,900**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,153,900**

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**16.28%\***

14. TYPE OF REPORTING PERSON

**CO**

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 ITEM 2(d) OR 2(e)

..

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**The Netherlands**

NUMBER OF 7. SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

8. SHARED VOTING POWER

OWNED BY

EACH

**13,153,900**

REPORTING 9. SOLE DISPOSITIVE POWER

PERSON

WITH: **0**

10. SHARED DISPOSITIVE POWER

**13,153,900**

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**13,153,900**

12. CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

..

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**16.28%\***

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.



**Explanatory Statement**

This Amendment No. 3 ( Amendment No. 3 ) 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 and Amendment 2 filed on August 9, 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. 3 is being filed jointly by the Reporting Persons. This Amendment No. 3 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.

This Schedule 13D, as amended, is being filed jointly by the Reporting Persons as described Item 2 of the Schedule 13D and Amendment No.1 thereto, incorporated herein by reference.

**Item 5. Interest in Securities of the Issuer**

Item 5 is hereby supplemented by the addition of the following:

As of August 29, 2013, MHC has purchased an aggregate of 833,900 Common Shares pursuant to the Stock Purchase Plan Engagement Agreement between MHC and Merrill Lynch, Pierce, Fenner & Smith Incorporated dated August 7, 2013. Details regarding these purchases are set forth on Exhibit 7.5 and are incorporated herein by reference. After giving effect to these purchases, MHC owns an aggregate of 13,153,900 Common Shares. Based on the 80,780,299 Common Shares reported to be outstanding in the Issuer's Quarterly Report on Form 10-Q filed with the Commission on August 6, 2013, the number of Common Shares beneficially owned by the Reporting Persons as of August 29, 2013 represents approximately 16.28% of the Common Shares outstanding.

**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 7.5	Purchases of Common Shares.
Exhibit 99.1	Joint Filing Agreement among Marubeni Corporation, Marubeni Aviation Corporation and Marubeni Aviation Holding Coöperatief U.A.

**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 30, 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