

Aircastle LTD
Form SC 13D/A
January 28, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 15)

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 7398

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

January 21, 2016

(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

7. SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER

OWNED BY

EACH

21,230,584

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH:

10. SHARED DISPOSITIVE POWER

21,230,584

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,230,584

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

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

26.15%*

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

7. SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER

OWNED BY

EACH

21,230,584

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH:

10. SHARED DISPOSITIVE POWER

21,230,584

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,230,584

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

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

26.15%*

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

7. SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8. SHARED VOTING POWER

OWNED BY

EACH

21,230,584

9. SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH:

10. SHARED DISPOSITIVE POWER

21,230,584

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,230,584

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

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

26.15%*

14. TYPE OF REPORTING PERSON

CO

* Based on the 81,187,495 Common Shares that the Issuer reported as issued and outstanding as of October 30, 2015 in the Issuer's Quarterly Report on Form 10-Q filed November 3, 2015.

Explanatory Statement

This Amendment No. 15 (Amendment No. 15) amends and supplements the statement on Schedule 13D filed by Marubeni Corporation (Marubeni) on June 17, 2013, as amended by Amendments Nos. 1 through 14 filed jointly by Marubeni, Marubeni Aviation Corporation (MAC) and Marubeni Aviation Holding Coöperatief U.A. (MHC and together with Marubeni and MAC, the Reporting Persons). The Schedule 13D, as so amended (the Schedule 13D), relates to the common shares, par value \$0.01 per share (the Common Shares), of Aircastle Limited, a Bermuda exempted company (the Issuer). Unless otherwise indicated, each capitalized term used but not defined herein has the meaning assigned to such term in the Schedule 13D.

This Amendment No. 15 is being filed jointly by the Reporting Persons.

Item 5. Interest in Securities of the Issuer

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

From January 8, 2016, which was the date of the most recent amendment to the Schedule 13D, through January 21, 2016, MHC purchased an aggregate of 752,238 Common Shares pursuant to the Stock Purchase Plan Engagement Agreement, dated February 19, 2015, between MHC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as amended (the 2015 Purchase Plan). Details of these purchases are set forth on Exhibit 7.18 and are incorporated herein by reference. After giving effect to these purchases, MHC owns an aggregate of 21,230,584 Common Shares. Based on the 81,187,495 Common Shares reported to be outstanding in the Issuer 's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2015, the number of Common Shares beneficially owned by the Reporting Persons as of January 21, 2016 represents approximately 26.15% of the Common Shares outstanding.

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:

On January 21, 2016, MHC terminated the 2015 Purchase Plan. The termination was required under the terms of the 2015 Purchase Plan and was implemented solely because it was required.

Item 7. Material To Be Filed as Exhibits.

Item 7 is hereby amended to add the following:

| Exhibit Number | Description of Exhibit |
|----------------|-----------------------------|
| Exhibit 7.18 | Purchases of Common Shares. |

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: January 28, 2016

MARUBENI CORPORATION

By: /s/ Akira Kotaki
Name: Akira Kotaki
Title: General Manager, Aerospace &
Defense Systems Dept.

MARUBENI AVIATION CORPORATION

By: /s/ Akira Kotaki
Name: Akira Kotaki
Title: Director

MARUBENI AVIATION HOLDING
COÖPERATIEF U.A.

By: /s/ Akira Kotaki
Name: Akira Kotaki
Title: Managing Director