

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

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

2 (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

9

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

---

Names of Reporting  
Persons.

1 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

Number  
of Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5 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

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

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.