

Babcock & Brown Air LTD
Form 6-K
May 08, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 6-K
Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16 of the Securities
Exchange Act of 1934
Date of Report: May 8, 2009
Babcock & Brown Air Limited
(Exact Name of registrant as specified in its charter)
West Pier
Dun Laoghaire
County Dublin, Ireland
(Address of principal executive office)**

Indicate by check mark whether registrant files or will file annual reports under cover of Form 20-F or Form 40-F:
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether registrant by furnishing the information contained in this Form is also thereby furnishing the information to the commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:
Yes No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):
82-_____.

The following document, which is attached as an exhibit hereto, is incorporated by reference herein.

| Exhibit | Title |
|---------|--|
| 10.1* | Note Purchase Agreement dated March 16, 2009. |
| 99.1 | Babcock & Brown Air Limited's interim report for the quarter ended March 31, 2009. |

* Confidential treatment has been requested with respect to certain portions of this exhibit. This exhibit omits the information subject to this confidential treatment request. The omitted information has been filed separately with the Securities and Exchange Commission.

This report on Form 6-K is hereby incorporated by reference into Babcock & Brown Air Limited's Registration Statement on Form F-3 (Reg. No. 333-157817), filed with the Securities and Exchange Commission on March 10, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Babcock & Brown Air Limited

(Registrant)

Date: May 8, 2009

By: /s/ Colm Barrington
Colm Barrington
Chief Executive Officer and Director

EXHIBIT INDEX

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