

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): June 18, 2008



AEROCENTURY CORP.

(Exact name of Registrant as specified in its charter)

Delaware

(State of Incorporation)

94-3263974

(I.R.S. Employer Identification No.)

1440 Chapin Avenue, Suite 310

Burlingame, CA 94010

(Address of principal executive offices including Zip Code)

650-340-1888

(Registrant's telephone number, including area code)

Not applicable

(Former name and former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

On June 18, 2008, AeroCentury Corp. (the "Company") entered into an amendment ("Amendment") to the Securities Purchase Agreement, dated April 17, 2007, among the Company, Satellite Fund II, L.P., Satellite Fund IV, L.P., The Apogee Group, LLC,

Item 1.01 Entry into a Material Definitive Agreement

On June 18, 2008, AeroCentury Corp. (the "Company") entered into an amendment ("Amendment") to the Securities Purchase Agreement, dated April 17, 2007, among the Company, Satellite Fund II, L.P., Satellite Fund IV, L.P., The Apogee Group, LLC, and Satellite Fund V, LLC (collectively, the "Note Purchasers"), pursuant to which Amendment the Company and the Note Purchasers agreed to extend from June 30, 2008, to July 31, 2008, the deadline for the closing of the second and final installment of the sale and issuance to the Note Purchasers of 16% Senior Subordinated Notes, due December 30, 2011.

A copy of the Amendment is filed as Exhibit 99 hereto.

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, thereto duly authorized.

Date: June 19, 2008

AEROCENTURY CORP

By: /s/ Toni M. Perazzo

Toni M. Perazzo

Sr. Vice President & Chief Financial Officer