

Aircastle LTD
Form 8-K
May 22, 2015

UNITED STATES
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) May 22, 2015 (May 21, 2015)

Aircastle Limited

(Exact name of registrant as specified in its charter)

Bermuda
(State or other jurisdiction

of incorporation)

001-32959
(Commission

File Number)

98-0444035
(IRS Employer

Identification No.)

c/o Aircastle Advisor LLC, 300 First Stamford Place,

Stamford, Connecticut
(Address of principal executive offices)

06902
(Zip Code)

Registrant's telephone number, including area code (203) 504-1020

(Former name or 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))

Section 5 Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 21, 2015, Aircastle Limited (the Company) held its Annual General Meeting of Shareholders. The certified results of the matters voted upon at the meeting, which are more fully described in our proxy statement, are as follows

1. Election of Directors

| | For | Withheld | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Giovanni Bisignani | 62,237,264 | 614,524 | 10,870,811 |
| Ryusuke Konto | 61,293,695 | 1,558,093 | 10,870,811 |
| Gentaro Toya | 61,291,284 | 1,560,504 | 10,870,811 |
| Peter Ueberroth | 62,278,178 | 573,610 | 10,870,811 |

2. Appointment of Ernst & Young LLP as the independent registered public accounting firm for Aircastle Limited for fiscal year 2015, and to authorize the directors of Aircastle Limited, acting by the Audit Committee, to determine the independent registered public accounting firm's fees.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 72,266,652 | 1,185,423 | 270,524 | 0 |

3. The following number of common shares of the Company were voted for the non-binding advisory vote on executive compensation.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 60,894,090 | 1,612,379 | 345,319 | 10,870,811 |

SIGNATURE

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 hereunto duly authorized.

AIRCASTLE LIMITED
(Registrant)

/s/ Christopher Beers
Christopher Beers
General Counsel

Date: May 22, 2015