

Aircastle LTD  
Form 8-K  
May 24, 2013

**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 24, 2013 (May 23, 2013)

**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.)

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

**Stamford, Connecticut**  
(Address of principal executive offices)

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

**06902**  
(Zip Code)

(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 23, 2013, Aircastle Limited (the Company) held its Annual General Meeting of Shareholders (the AGM), at which the matters set forth below, as further described in the Company's definitive proxy statement on Schedule 14A dated April 12, 2013, were voted upon by holders of the Company's common shares.

Holders of 62,545,025 common shares were present in person or by proxy at the AGM.

1. Appointment of Chairman of the AGM.	For	Against	Abstain
Ron Wainshal	62,545,025	0	0

2. Election of Class I Directors.	For	Withheld	Broker Non-Votes
Ronald W. Allen	35,190,012	18,533,950	8,821,063
Douglas A. Hacker	51,125,751	2,598,211	8,821,063
Ron Wainshal	53,171,478	552,484	8,821,063

4. Appointment of Ernst & Young LLP as the independent registered public accounting firm for Aircastle Limited for fiscal year 2013, 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
	49,858,419	11,568,899	1,117,707

5. Advisory vote on compensation of named executive officers.

	For	Against	Abstain	Broker Non-Votes
	52,363,430	1,100,889	259,643	8,821,063

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/ David Walton  
David Walton  
Chief Operating Officer, General Counsel

and Secretary

Date: May 24, 2013