

Aircastle LTD  
Form 8-K  
May 03, 2018

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 2, 2018 (May 1, 2018)

Aircastle Limited  
(Exact name of registrant as specified in its charter)

|                                                |                             |                                         |
|------------------------------------------------|-----------------------------|-----------------------------------------|
| Bermuda                                        | 001-32959                   | 98-0444035                              |
| (State or other jurisdiction of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification<br>No.) |

|                                                                                      |            |
|--------------------------------------------------------------------------------------|------------|
| c/o Aircastle Advisor LLC 201 Tresser Boulevard,<br>Suite 400, Stamford, Connecticut | 6901       |
| (Address of principal executive offices)                                             | (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 1, 2018, the Board of Directors (the “Board”) of Aircastle Limited (the “Company”), pursuant to the Shareholder Agreement, dated June 6, 2013 (as amended), by and between the Company and Marubeni Corporation, appointed Hajime Kawamura, to replace Yukihiro Matsumura, who resigned from the Board as of such date, as a Class I director until the Annual General Meeting of Shareholders in 2019 or until his office shall otherwise be vacated pursuant to the Company’s Bye-Laws. For information regarding the Shareholder Agreement, please review the relevant disclosures in the Company’s 2018 Proxy Statement, filed with the SEC on April 3, 2018, which disclosures are incorporated by reference therein.

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 and  
Secretary

Date: May 2, 2018