

AEROCENTURY CORP  
Form 8-K  
May 03, 2011

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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): April 28, 2011

AEROCENTURY CORP.

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
incorporation)

94-3263974  
(I.R.S. Employer  
Identification No.)

1440 Chapin Avenue, Suite  
310  
Burlingame, CA  
(Address of principal  
executive offices)

94010  
(Zip Code)

(650)-340-1888  
Registrant's telephone number, including area  
code:

Not Applicable  
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:

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

On April 28, 2011, the following matters were voted upon and approved by the Company's stockholders at the Company's Annual Meeting of Stockholders:

- (1) the election of two members to the Board of Directors;
- (2) the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm.

The following is a summary of the voting results for each matter presented to the stockholders:

Election of Directors:

| Director's Name | Votes For | Votes Withheld |
|-----------------|-----------|----------------|
| Roy E. Hahn     | 703,983   | 134,899        |
| Toni M. Perazzo | 704,074   | 135,172        |

Both directors were re-elected to serve three-year terms expiring at the 2014 Annual Meeting of Shareholders of the Company.

Ratification of the Appointment of BDO USA, LLP as the Company's Independent Registered Public Accounting Firm

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 1,278,833 | 5,903         | 3,509           | 0                |

AEROCENTURY CORP.

Date: May 3, 2011

By:

/s/ Neal D. Crispin

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Title: Chairman and CEO