

Aircastle LTD  
Form 8-K  
May 24, 2012

**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, 2012 (May 24, 2012)

**Aircastle Limited**

(Exact name of registrant as specified in its charter)

**Bermuda**  
(State or other jurisdiction of incorporation)

**001-32959**  
(Commission

**98-0444035**  
(IRS Employer

File Number)

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 24, 2012, Aircastle Limited (the Company) held its Annual General Meeting of Shareholders (AGM).

The following matters were voted on at such AGM and the results of such voting is indicated below.

1. Appointment of Chairman of the AGM.

|              | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|--------------|------------|----------------|----------------|
| Ron Wainshal | 68,483,469 | 0              | 0              |

2. Amendment of Bye-Laws to increase Board Size.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 59,268,213 | 247,916        | 24,806         |

3. Election of Class III Directors.

|                    | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|------------|-----------------|-------------------------|
| Giovanni Bisignani | 58,702,590 | 838,345         | 8,942,534               |
| Wesley R. Edens    | 26,066,239 | 33,474,696      | 8,942,534               |
| Peter V. Ueberroth | 57,986,428 | 1,554,507       | 8,942,534               |

4. Appointment of Ernst & Young LLP as the independent registered public accounting firm for Aircastle Limited for fiscal year 2012, and to authorize the directors of Aircastle Limited, acting by the Audit Committee, to determine the independent registered public accounting firm's fees.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 63,289,595 | 5,170,530      | 23,670         |

5. Advisory vote on compensation of named executive officers.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 57,790,532 | 1,698,181      | 52,222         | 8,942,534               |

**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, 2012