

AEROCENTURY CORP
Form 8-K/A
May 08, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
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 3, 2012
Date of Original Filing: May 8, 2012

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))

EXPLANATORY NOTE

This amendment corrects an error in the original 8-K filed on May 8, 2012 with respect to the description and number of shares previously referred to as "Votes Abstained" in the election of Mr. Orr as director.

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

On May 3, 2012, 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 one member 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 Director:

| Nominee | Votes for | Percentage of Voted | Votes Withheld | Percentage of Voted |
|---------------|-----------|---------------------|----------------|---------------------|
| Thomas W. Orr | 650,994 | 54.89% | 95,000 | 8.01% |

Mr. Orr was re-elected to serve a three-year term expiring at the 2015 Annual Meeting of Stockholders 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 |
|-----------|---------------|-----------------|------------------|
| 1,148,241 | 22,175 | 15,616 | 408,836 |

AEROCENTURY CORP.

Date: May 8, 2012

By:

/s/ Neal D. Crispin

Title: Chairman and CEO