

AEROCENTURY CORP
Form 8-K
May 13, 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 9, 2013

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

On May 9, 2013, 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 approval, in a non-binding vote, of the compensation of the Company's named executive officers as disclosed in the Proxy Statement;
- (3) the proposal to recommend, by non-binding vote, a frequency for future advisory votes on executive compensation; and
- (4) 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:

1. Election of Directors:

| Nominee | Votes for | Votes Withheld | Broker Non-votes |
|-----------------|-----------|----------------|------------------|
| Neal D. Crispin | 710,036 | 88,177 | 485,988 |
| Evan M. Wallach | 713,388 | 87,418 | 483,395 |

Messrs. Crispin and Wallach were each re-elected to serve a three-year term expiring at the 2016 Annual Meeting of Stockholders of the Company.

2. Non-binding Advisory Vote Approving the Compensation of the Company's Named Executive Officers as Disclosed in the Proxy Statement:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 771,928 | 11,706 | 14,579 | 485,998 |

3. Non-binding Advisory Vote on Frequency of Advisory Vote on Executive Officer Compensation;

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|----------|-----------|-------------|---------|------------------|
| 561,513 | 4,596 | 221,793 | 10,311 | 485,988 |

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

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-----------|---------------|---------|------------------|
| 1,269,879 | 3,232 | 11,090 | 0 |

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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 hereto duly authorized.

AEROCENTURY CORP.

Date: May 13, 2013

By:

/s/ Neal D. Crispin

Title: Chairman and CEO