

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): March 6, 2020

**AIRCASTLE LIMITED**

(Exact Name of Registrant as Specified in Charter)

Bermuda  
(State or other jurisdiction of incorporation)

001-32959  
(Commission File Number)

98-0444035  
(I.R.S. Employer Identification Number)

c/o Aircastle Advisor LLC  
201 Tresser Blvd, Suite 400  
Stamford, Connecticut  
(Address of principal executive offices)

06901  
(Zip code)

(203) 504-1020  
(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 (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, par value \$0.01 per share	AYR	New York Stock Exchange

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.

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

On March 6, 2020, Aircastle Limited (the “Company”) held its special general meeting of shareholders (the “Special General Meeting”) to consider and act upon (i) the approval and adoption of the Agreement and Plan of Merger, dated November 5, 2019 (the “Merger Agreement”), and the related Statutory Merger Agreement, by and among the Company, MM Air Limited, a Bermuda exempted company (“Parent”), and MM Air Merger Sub Limited, a Bermuda exempted company and wholly-owned subsidiary of Parent (“Merger Sub”), and the transactions contemplated thereby, including the merger (the “Merger Proposal”), (ii) the approval, on an advisory (non-binding) basis, of specified compensation that may become payable to the named executive officers of the Company in connection with the merger (the “Compensation Proposal”) and (iii) the approval of the adjournment of the Special General Meeting, if necessary, to solicit additional proxies if there are insufficient votes at the time of the Special General Meeting to approve the Merger Proposal (the “Adjournment Proposal”).

Holders of 60,719,903 common shares issued and outstanding as of the record date for the Special General Meeting were present in person or by proxy at the Special General Meeting, representing approximately 81% of all outstanding common shares entitled to vote and constituting a quorum for all matters presented at the Special General Meeting.

The final voting results for each proposal, as further described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on January 23, 2020, follow below:

**1. The Merger Proposal.**

Votes For	60,494,636
Votes Against	141,579
Abstentions	83,688
Broker Non-Votes	-

The Merger Proposal was approved by the Company’s shareholders.

**2. The Compensation Proposal.**

Votes For	40,302,976
Votes Against	20,122,202
Abstentions	294,725
Broker Non-Votes	-

The Compensation Proposal was approved by the Company’s shareholders.

**3. The Adjournment Proposal.**

Votes For	58,397,654
Votes Against	2,197,977
Abstentions	124,272
Broker Non-Votes	-

Shareholder action on the Adjournment Proposal was not required because there were sufficient votes at the time of the Special General Meeting to approve the Merger Proposal.

**Item 7.01 Regulation FD Disclosure**

On March 6, 2020, the Company issued a press release announcing the final voting results of the Special General Meeting. A copy of the press release is furnished herewith as Exhibit 99.1, and is incorporated herein by reference.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, or the Exchange Act.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	Press Release, dated March 6, 2020, issued by Aircastle Limited.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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 thereunto duly authorized.

**Aircastle Limited**

Date: March 6, 2020

By: /s/ Aaron Dahlke

Name: Aaron Dahlke

Title: Chief Financial Officer



**Aircastle Limited Announces Shareholder Approval of Merger Agreement with  
Affiliates of Marubeni and Mizuho Leasing**

STAMFORD, Conn., March 6, 2020 -- Aircastle Limited (NYSE: AYR) ("Aircastle") announced today that its shareholders have voted to approve the previously announced Agreement and Plan of Merger, dated as of November 5, 2019 (the "Merger Agreement"), by and among Aircastle, MM Air Limited ("Parent") and MM Air Merger Sub Limited ("Merger Sub"), at a special general meeting of shareholders held today. The Merger Agreement provides for the merger of Merger Sub with and into Aircastle (the "Merger"), with Aircastle surviving the Merger as a wholly owned direct subsidiary of Parent. Parent and Merger Sub are controlled by affiliates of Marubeni Corporation and Mizuho Leasing Company, Limited.

Approximately 99% of the votes cast at the special general meeting of shareholders voted in favor of the approval and adoption of the Merger Agreement. Under Aircastle's By-laws, a majority of the votes cast by holders of outstanding common shares present in person or represented by proxy and entitled to vote at the special general meeting was required to approve and adopt the Merger Agreement.

"On behalf of the Aircastle Board of Directors, I would like to thank our shareholders for their support of this transaction," said Peter V. Ueberroth, Chairman of the Aircastle Board of Directors. "We look forward to working with Marubeni and Mizuho Leasing to complete the merger," added Michael J. Ingelse, Chief Executive Officer of Aircastle.

Upon completion of the Merger, Aircastle's shareholders will be entitled to receive \$32.00 in cash for each common share of Aircastle (other than shares already owned by Marubeni Corporation and its affiliates). The parties to the Merger Agreement have received all regulatory approvals that are a condition to closing the Merger, other than regulatory approval in Morocco, and the parties expect to complete the Merger in the coming weeks, subject to the satisfaction of the remaining customary closing conditions set forth in the Merger Agreement and discussed in detail in the definitive proxy statement filed with the U.S. Securities and Exchange Commission by Aircastle on January 23, 2020.

**About Aircastle Limited**

Aircastle Limited acquires, leases and sells commercial jet aircraft to airlines throughout the world. As of December 31, 2019, Aircastle owned and managed on behalf of its joint ventures 287 aircraft leased to 85 customers located in 49 countries.

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## Cautionary Statement Regarding Forward Looking Statements

Certain statements in this press release are forward-looking statements within the meaning of the federal securities laws, including the Private Securities Litigation Reform Act of 1995. Words such as “anticipates,” “expects,” “intends,” “plans,” “projects,” “believes,” “may,” “will,” “would,” “could,” “should,” “seeks,” “estimates” and variations on these words and similar expressions are intended to identify such forward-looking statements.

All statements, other than historical facts, including statements regarding the expected timing of the closing of the transaction; the ability of the parties to complete the transaction considering the various closing conditions; the expected benefits of the transaction; and any assumptions underlying any of the foregoing, are forward-looking statements. Such statements are based upon current plans, estimates and expectations that are subject to risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. The inclusion of such statements should not be regarded as a representation that such plans, estimates or expectations will be achieved. You should not place undue reliance on such statements. Important factors that could cause actual results to differ materially from such plans, estimates or expectations include, among others, that (i) one or more closing conditions to the transaction, including certain regulatory approvals, may not be satisfied or waived, on a timely basis or otherwise, including that a governmental entity may prohibit, delay or refuse to grant approval for the consummation of the transaction; (ii) the business of Aircastle may suffer as a result of uncertainty surrounding the transaction and there may be challenges with employee retention as a result of the pending transaction; (iii) the transaction may involve unexpected costs, liabilities or delays; (iv) legal proceedings may be initiated related to the transaction; (v) changes in economic conditions, political conditions and changes in laws or regulations may occur; (vi) an event, change or other circumstance may occur that could give rise to the termination of the Merger Agreement; and (vii) other risk factors as detailed from time to time in Aircastle’s reports filed with the Securities and Exchange Commission (the “SEC”), including Aircastle’s 2019 Annual Report on Form 10-K, which are available on the SEC’s Web site ([www.sec.gov](http://www.sec.gov)). There can be no assurance that the Merger will be completed, or if it is completed, that it will close within the anticipated time period or that the expected benefits of the Merger will be realized.

In addition, new risks and uncertainties emerge from time to time, and it is not possible for Aircastle to predict or assess the impact of every factor that may cause its actual results to differ from those contained in any forward-looking statements. Such forward-looking statements speak only as of the date of this document. Aircastle expressly disclaims any obligation to revise or update publicly any forward-looking statement to reflect future events or circumstances.

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