

AIR LEASE CORP  
Form 8-K  
May 06, 2016

**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**

**May 4, 2016**

Date of Report

(Date of earliest event reported)

**AIR LEASE CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-35121**  
(Commission File Number)

**27-1840403**  
(I.R.S. Employer  
Identification No.)

**2000 Avenue of the Stars, Suite 1000N**  
**Los Angeles, California**  
(Address of principal executive offices)

**90067**  
(Zip Code)

Registrant's telephone number, including area code: **(310) 553-0555**

**Not Applicable**

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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.**

The following proposals were submitted to Air Lease Corporation's (the Company's) stockholders at the 2016 Annual Meeting of Stockholders held on May 4, 2016:

- 1) The election of eight directors to hold office until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified.
  
- 2) The ratification of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2016.
  
- 3) The advisory approval of 2015 compensation awarded to named executive officers.

Holders of our Class A Common Stock are entitled to one vote per share on all matters submitted to a vote of stockholders. The number of votes cast for and against, and the number of abstentions and broker non-votes with respect to, each matter are set forth below:

***Election of Directors***

Director Nominee	Votes For	Votes Against	Abstentions	Broker Non-Votes
Matthew J. Hart	82,873,796	171,478	31,032	11,989,283
Cheryl Gordon Krongard	78,841,814	4,168,063	66,429	11,989,283
Marshall O. Larsen	82,858,767	184,860	32,679	11,989,283
Robert A. Milton	78,892,926	4,120,189	63,191	11,989,283
John L. Plueger	82,833,598	209,639	33,069	11,989,283
Ian M. Saines	82,835,127	207,891	33,288	11,989,283
Dr. Ronald D. Sugar	77,712,630	5,304,982	58,694	11,989,283
Steven F. Udvar-Házy	81,582,518	1,392,050	101,738	11,989,283

The eight nominees were elected to the Board of Directors and will serve as directors until our next annual meeting or until their respective successors are elected and qualified.

***Ratification of KPMG LLP as Air Lease Corporation's Independent Registered Public Accounting Firm for 2016***

The results of the voting were 94,922,097 for, 110,246 against and 33,246 abstentions. There were no broker non-votes on this matter. The appointment of KPMG LLP was ratified for 2016.

*Advisory Approval of 2015 Compensation Awarded to Named Executive Officers*

The results of the voting were 60,251,995 for, 19,767,790 against, 3,056,521 abstentions and 11,989,283 broker non-votes. The 2015 compensation awarded to Air Lease Corporation's named executive officers was approved on an advisory basis.

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**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.

Date: May 5, 2016

AIR LEASE CORPORATION  
/s/ Carol H. Forsyte  
Carol H. Forsyte  
Executive Vice President, General Counsel, Corporate Secretary and  
Chief Compliance Officer

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