

Edgar Filing: Air Transport Services Group, Inc. - Form 8-K

Air Transport Services Group, Inc.
Form 8-K
May 18, 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

Date of Report (Date of earliest event reported): May 12, 2016

(Exact name of registrant as specified in its charter)

DE 000-50368 26-1631624
(State or other jurisdiction Commission (IRS Employer
of incorporation) File Number: Identification No.)
145 Hunter Drive, Wilmington, OH 45177
(Address of principal executive offices, including zip code)
(937) 382-5591
(Registrant's telephone number, including area 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:

- ☐ 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))

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

On May 12, 2016, Air Transport Services Group, Inc. ("ATSG") held its Annual Stockholders' Meeting (the "Annual Meeting"). At the close of business on March 23, 2016, the voting record date, there were 64,102,582 ATSG
a. common shares outstanding and entitled to vote. At the Annual Meeting, 60,239,792, or 94%, of the outstanding shares of common stock entitled to vote were represented by proxy or in person.

b. (i) Directors elected at the Annual Meeting for a one year term to expire at the 2017 Annual Meeting of Stockholders:

| | Number of Votes Cast: | | | |
|----------------------|-----------------------|---------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| Richard M. Baudouin | 53,024,238 | 847,546 | 10,640 | 6,357,368 |
| Joseph C. Hete | 53,098,609 | 774,271 | 9,544 | 6,357,368 |
| Arthur J. Lichte | 53,131,633 | 740,148 | 10,643 | 6,357,368 |
| Randy D. Rademacher | 53,038,094 | 834,782 | 9,548 | 6,357,368 |
| J. Christopher Teets | 52,992,184 | 880,495 | 9,745 | 6,357,368 |
| Jeffrey J. Vorholt | 53,126,126 | 746,550 | 9,748 | 6,357,368 |

(ii) Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of ATSG for fiscal year 2016:

Number of Votes Cast:

| For | Against | Abstain |
|------------|---------|---------|
| 60,008,244 | 212,913 | 18,635 |

Approval, on an advisory basis, of the compensation of ATSG's named executive officers disclosed in the
(iii) Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narratives in the Proxy Statement for ATSG's 2016 Annual Meeting of Stockholders:

Number of Votes Cast:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 52,849,618 | 757,297 | 275,509 | 6,357,368 |

(iv) Approval of an amendment to ATSG's Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 75,000,000 to 85,000,000:

Number of Votes Cast:

| For | Against | Abstain |
|------------|---------|---------|
| 59,366,709 | 702,290 | 170,793 |

(v) Approval of the issuance by ATSG of 20% or more of the Company's currently issued and outstanding common stock in a proposed private placement for purposes of NASDAQ Listing Rule 6535:

Number of Votes Cast:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 53,342,497 | 500,482 | 39,445 | 6,357,368 |

(vi) Approval of the adjournment of the Annual Meeting, if necessary, to solicit additional proxies in favor of Proposals (iv) and (v) if there are not sufficient votes for such proposals:

Number of Votes Cast:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 50,929,063 | 2,918,653 | 34,708 | 6,357,368 |

SIGNATURES

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.

AIR TRANSPORT SERVICES
GROUP, INC.

By: /S/ W. JOSEPH PAYNE
W. Joseph Payne
Chief Legal Officer & Secretary

Date: May 18, 2016