

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

Air Transport Services Group, Inc.  
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 10, 2013

(Exact name of registrant as specified in its charter)

|                                                              |                            |                                      |
|--------------------------------------------------------------|----------------------------|--------------------------------------|
| DE                                                           | 000-50368                  | 26-1631624                           |
| (State or other jurisdiction<br>of incorporation)            | Commission<br>File Number: | (IRS Employer<br>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 10, 2013, Air Transport Services Group, Inc. (“ATSG”) held its Annual Stockholders' Meeting (the “Annual Meeting”). At the close of business on March 13, 2013, the voting record date, there were 64,585,208 ATSG common shares outstanding and entitled to vote. At the Annual Meeting, 60,393,170, or 93%, of the outstanding common shares entitled to vote were represented by proxy or in person.

(i) Directors elected at the Annual Meeting for a three year term to expire at the 2016 Annual Meeting of Stockholders:

|                     | Number of Votes Cast: |           |         |                  |
|---------------------|-----------------------|-----------|---------|------------------|
|                     | For                   | Against   | Abstain | Broker Non-Votes |
| Richard M. Baudouin | 50,635,305            | 627,124   | 141,257 | 8,989,484        |
| Randy D. Rademacher | 49,025,340            | 2,236,889 | 141,457 | 8,989,484        |

Other directors whose term of office continued after the Annual Meeting:

James H. Carey  
 John D. Geary  
 Joseph C. Hete  
 Arthur J. Lichte  
 J. Christopher Teets  
 Jeffrey J. Vorholt

(ii) Approval of an amendment of the Certificate of Incorporation to declassify the Board and provide for the annual election of directors:

| Number of Votes Cast: |         |         |                  |
|-----------------------|---------|---------|------------------|
| For                   | Against | Abstain | Broker Non-Votes |
| 51,193,608            | 175,578 | 34,500  | 8,989,484        |

(iii) Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of ATSG for fiscal year 2013:

| Number of Votes Cast: |         |         |
|-----------------------|---------|---------|
| For                   | Against | Abstain |
| 60,193,725            | 153,690 | 45,755  |

Approval, on an advisory basis, of the compensation of ATSG's named executive officers disclosed in the Compensation Discussion and Analysis, the Summary Compensation Table and the related compensation tables, notes and narratives in the Proxy Statement for ATSG's 2013 Annual Meeting of Stockholders:

| Number of Votes Cast: |            |         |                  |
|-----------------------|------------|---------|------------------|
| For                   | Against    | Abstain | Broker Non-Votes |
| 36,592,795            | 14,275,751 | 535,140 | 8,989,484        |

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  
Sr. Vice President  
Corporate General Counsel & Secretary

Date: May 13, 2013