

AIR T INC  
Form 8-K  
December 14, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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) December 11, 2017**

**Air T, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-35476**  
**(Commission**  
  
**File Number)**  
**5930 Balsom Ridge Drive**

**52-1206400**  
**(I.R.S. Employer**  
  
**Identification No.)**

**Denver, North Carolina 28037**

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(Address of Principal Executive Offices)

(Zip Code)

(828) 464-8741

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former name or former address, if changed from 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 communication 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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**

(a) Air T, Inc. (the Company) held its 2017 annual meeting of stockholders on December 11, 2017.

(b) At the annual meeting:

Seth G. Barkett, Raymond E. Cabillot, William R. Foudray, Gary S. Kohler, Peter McClung, John A. Reeves, Andrew J. Stumpf, Nicholas J. Swenson and Travis Swenson were elected as directors;

the stockholders approved a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers as disclosed in the Company's proxy statement for the annual meeting; and

the stockholders approved a resolution ratifying the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2018.

The tabulation of votes with respect to each of these matters is set forth below:

*Election of Directors*

| <b>Director Nominee</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-votes</b> |
|-------------------------|------------------|-----------------------|-------------------------|
| Seth G. Barkett         | 1,460,393        | 20,001                | 460,437                 |
| Raymond E. Cabillot     | 1,460,958        | 19,436                | 460,437                 |
| William R. Foudray      | 1,460,793        | 19,601                | 460,437                 |
| Gary S. Kohler          | 1,460,358        | 20,036                | 460,437                 |
| Peter McClung           | 1,463,293        | 17,101                | 460,437                 |
| John A. Reeves          | 1,460,993        | 19,401                | 460,437                 |
| Andrew J. Stumpf        | 1,441,958        | 38,436                | 460,437                 |
| Nicholas J. Swenson     | 1,463,258        | 17,136                | 460,437                 |
| Travis Swenson          | 1,460,993        | 19,401                | 460,437                 |

*Advisory Vote on Executive Compensation*

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-votes</b> |
|------------------|----------------------|------------------------|-------------------------|
| <b>1,469,837</b> | <b>7,706</b>         | <b>2,850</b>           | <b>460,438</b>          |

*Ratification of Appointment of Independent Registered Public Accounting Firm*

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> |
|------------------|----------------------|------------------------|
| <b>1,911,770</b> | <b>23,308</b>        | <b>5,753</b>           |

There were no broker non-votes with respect to the ratification of the independent registered public accounting firm.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 14, 2017

AIR T, INC.

By: /s/ Candice L. Otey  
Candice L. Otey, Vice President-Finance,  
Chief Financial Officer,  
Secretary and Treasurer