

AAR CORP  
Form 8-K  
October 12, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**October 11, 2016**

Date of Report (Date of earliest event reported)

**AAR CORP.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or other jurisdiction of incorporation)

**1-6263**  
(Commission File Number)

**36-2334820**  
(IRS Employer Identification  
No.)

**One AAR Place, 1100 N. Wood Dale Road**

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Wood Dale, Illinois 60191

(Address and Zip Code of Principal Executive Offices)

Registrant's telephone number, including area code: **(630) 227-2000**

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the annual meeting of stockholders of AAR CORP. (the Company) held on October 11, 2016, the stockholders of the Company approved a First Amendment to the AAR CORP. 2013 Stock Plan (the Plan). The Board of Directors of the Company had previously approved the First Amendment. Among other things, the First Amendment (i) increases by 2,850,000 the number of shares of the Company's common stock that is available for issuance under the Plan and (ii) adds a limitation on the awards granted under the Plan to non-employee directors such that the fair market value of shares subject to awards granted to any non-employee director in any calendar year, together with cash compensation paid to such non-employee director in such calendar year, cannot exceed \$500,000.

The foregoing description of the First Amendment is qualified in its entirety by reference to the full text of the amendment, a copy of which is filed with this Current Report as Exhibit 10 and incorporated herein by reference.

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

On October 11, 2016, the Company held its 2016 annual meeting of stockholders. At the annual meeting, 32,771,142 shares of common stock, par value \$1.00 per share, or 95.54% of the 34,299,774 shares of common stock outstanding and entitled to vote at the annual meeting, were present in person or by proxy. Set forth below are the matters acted upon by the Company's stockholders at the annual meeting, as described in the Company's proxy statement filed on August 31, 2016, and the final voting results on each such matter.

Proposal 1: Election of Directors.

The stockholders elected each of the Company's four Class II director nominees for a three-year term expiring at the 2019 annual meeting, as reflected in the following voting results:

| Name of Nominee    | For        | Withheld  | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| NORMAN R. BOBINS   | 25,948,139 | 4,354,331 | 2,468,672        |
| RONALD R. FOGLEMAN | 25,211,488 | 5,090,982 | 2,468,672        |
| JAMES E. GOODWIN   | 26,802,177 | 3,500,293 | 2,468,672        |
| MARC J. WALFISH    | 26,803,651 | 3,498,819 | 2,468,672        |

The continuing directors of the Company are Anthony K. Anderson, Michael R. Boyce, Patrick J. Kelly, Peter Pace, Timothy J. Romenesko, David P. Storch, Jennifer L. Vogel and Ronald B. Woodard.

Proposal 2: Advisory Vote on Executive Compensation.

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The stockholders approved the advisory vote on executive compensation for the fiscal year ended May 31, 2016, as reflected in the following voting results:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 22,791,964 | 7,480,792      | 29,714         | 2,468,672               |

Proposal 3:                      Approval of First Amendment to the AAR CORP. 2013 Stock Plan.

The stockholders approved the First Amendment to the AAR CORP. 2013 Stock Plan, as reflected in the following voting results:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 27,510,656 | 2,779,486      | 12,328         | 2,468,672               |

Proposal 4:                      Ratification of Appointment of Independent Registered Public Accounting Firm.

The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending May 31, 2017, as reflected in the following voting results:

| For        | Against | Abstain |
|------------|---------|---------|
| 32,311,840 | 454,560 | 4,742   |

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| Exhibit No. | Description                                      |
|-------------|--|
| 10          | First Amendment to the AAR CORP. 2013 Stock Plan |

**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 hereunto duly authorized.

Date: October 12, 2016

**AAR CORP.**

By:

/s/ ROBERT J. REGAN

Robert J. Regan

*Vice President, General Counsel and Secretary*

**EXHIBIT INDEX**

| <b>Exhibit No</b> | <b>Description</b>                               |
|-------------------|--|
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