

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 3, 2012**



**AEROCENTURY CORP.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of incorporation)

94-3263974  
(I.R.S. Employer Identification No.)

1440 Chapin Avenue, Suite 310  
Burlingame, CA  
(Address of principal executive offices)

94010  
(Zip Code)

(650)-340-1888  
Registrant's telephone number, including area code:

Not Applicable  
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.**

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On May 3, 2012, the following matters were voted upon and approved by the Company's stockholders at the Company's Annual Meeting of Stockholders:

- (1) the election of one member to the Board of Directors;
- (2) the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm.

The following is a summary of the voting results for each matter presented to the stockholders:

**Election of Director:**

<b>Nominee</b>	<b>Votes for</b>	<b>Percentage of Voted</b>	<b>Votes Abstained</b>	<b>Percentage of Voted</b>
Thomas W. Orr	650,994	54.89%	15,616	8.01%

Mr. Orr was re-elected to serve a three-year term expiring at the 2015 Annual Meeting of Stockholders of the Company.

**Ratification of the Appointment of BDO USA, LLP as the Company's Independent Registered Public Accounting Firm**

<b>Votes For</b>	<b>Against</b>	<b>Votes</b>	<b>Votes Abstained</b>	<b>Broker Non-Votes</b>
1,148,241	22,175		15,616	408,836

**AEROCENTURY CORP.**

Date: May 8, 2012

By: /s/ Neal D. Crispin

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Title: Chairman and CEO