

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 8, 2014**



**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.**

On May 8, 2014, 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 two members to the Board of Directors;
- (2) the approval, in a non-binding vote, of the compensation of the Company's named executive officers as disclosed in the Proxy Statement; and
- (3) 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:

**1. Election of Directors:**

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Roy E. Hahn	694,488	92,504	570,062
Toni M. Perazzo	690,199	96,793	570,062

Mr. Hahn and Ms. Perazzo were each re-elected to serve a three-year term expiring at the 2017 Annual Meeting of Stockholders of the Company.

**2. Non-binding Advisory Vote Approving the Compensation of the Company's Named Executive Officers as Disclosed in the Proxy Statement:**

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
767,669	13,460	5,863	570,062

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

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
1,344,991	2,099	9,619	N/A

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 hereto duly authorized.

**AEROCENTURY CORP.**

Date: May 13, 2014

By: /s/ Neal D. Crispin

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Title: Chairman and CEO