

Babcock & Brown Air LTD  
Form 6-K  
May 28, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 6-K**

**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of the**

**Securities Exchange Act of 1934**

**Date of Report: May 28, 2008**

**Babcock & Brown Air Limited**

(Exact name of registrant as specified in its charter)

**West Pier**

**Dun Laoghaire**

**County Dublin, Ireland**

(Address of principal executive offices)

Indicate by check mark whether registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Indicate by check mark whether registrant by furnishing the information contained in this Form is also thereby furnishing the information to the commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes  No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
82-\_\_\_\_\_.

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At the Annual General Meeting of the holders ( Shareholders ) of common shares of Babcock & Brown Air Limited (the Company ) held on May 28, 2008, Shareholders approved the following:

The election of each of the following directors to hold office until the next Annual General Meeting of the Company or otherwise pursuant to the Company s bye-laws:

**Votes in Favor**

**Votes Against**

**Abstentions**

Erik G. Braathen

14,317,379

36,070

4,858

Sean Donlon

14,316,929

36,570

4,808

Joseph M. Donovan

14,318,229

35,270

4,808

Susan M. Walton

14,314,879

38,620

4,808

The appointment of Ernst & Young LLP as the Company's independent auditors and authorization for the Board of Directors of the Company to determine the auditors' remuneration.

**Votes in Favor**

**Votes Against**

**Abstentions**

14,343,349

10,150

4,808

The following documents regarding the Company's Annual General Meeting, which are attached as exhibits hereto, are incorporated by reference herein:

**Exhibit**

**Title**

99.1

Notice of Annual General Meeting to Shareholders, including Form of Proxy

99.2

Notice of Annual General Meeting to Holders of American Depositary Receipts

99.3

Voting Card for Holders of American Depositary Receipts

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**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.

**Babcock & Brown Air Limited**

(Registrant)

Date: May 28, 2008

By:

/s/ Colm Barrington

Colm Barrington  
Chief Executive Officer and Director

