

ATLAS AIR WORLDWIDE HOLDINGS INC  
Form 8-K  
May 29, 2018

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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 23, 2018

Atlas Air Worldwide Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-16545

13-4146982

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2000 Westchester Avenue, Purchase, New  
York

10577

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

914-701-8000

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))

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Indicate by check mark whether the registrant is an emerging growth company 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. [  ]

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**Top of the Form****Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) At the 2018 Annual Meeting of Shareholders of Atlas Air Worldwide Holdings, Inc. ( AAWW or the Company ) held on May 23, 2018, AAWW's shareholders approved the Atlas Air Worldwide Holdings, Inc. 2018 Incentive Plan (the Plan ) to replace the Company's 2016 Incentive Plan, as amended. The Plan is described in detail in Proposal No. 4 Approval of our 2018 Incentive Plan in the Company's definitive proxy statement (the Proxy Statement ) filed with the Securities and Exchange Commission on April 19, 2018. The descriptions of the Plan contained herein and in the Proxy Statement are qualified in their entirety by reference to the full text of the Plan, which is set forth as Exhibit B to the Proxy Statement.

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

(a) & (b) On May 23, 2018, the Company held its 2018 Annual Meeting of Shareholders (the Annual Meeting ) at the Belmond Charleston Place Hotel in Charleston, South Carolina. The final results of the shareholder vote on the four proposals brought before the Annual Meeting were as follows:

(1) All nominees for Director were incumbents (other than Jane H. Lute and Sheila A. Stamps) and were elected to serve until the 2019 Annual Meeting of Shareholders or until their successors are elected and qualified. The following table sets forth the voting results with respect to each nominee:

| Nominee                | Votes For  | Votes   |             | Broker    |
|------------------------|------------|---------|-------------|-----------|
|                        |            | Against | Abstentions | Non-Votes |
| Robert F. Agnew        | 22,355,049 | 148,080 | 137,230     | 1,578,046 |
| Timothy J. Bernlohr    | 22,016,471 | 485,208 | 138,680     | 1,578,046 |
| Charles F. Bolden, Jr. | 22,329,984 | 173,135 | 137,240     | 1,578,046 |
| William J. Flynn       | 22,476,508 | 27,486  | 136,365     | 1,578,046 |
| Bobby J. Griffin       | 21,886,510 | 616,809 | 137,040     | 1,578,046 |
| Carol B. Hallett       | 21,787,832 | 715,570 | 136,957     | 1,578,046 |
| Jane H. Lute           | 22,454,257 | 49,135  | 136,967     | 1,578,046 |
| Duncan J. McNabb       | 22,296,433 | 206,696 | 137,230     | 1,578,046 |
| Sheila A. Stamps       | 22,453,818 | 49,584  | 136,957     | 1,578,046 |
| John K. Wulff          | 22,292,116 | 210,008 | 138,235     | 1,578,046 |

(2) The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 was ratified with the following votes:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 23,354,492 | 726,545       | 137,368     |

(3) The compensation of the Company's named executive officers was approved, on a non-binding advisory basis, with the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
|-----------|---------------|-------------|------------------|

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21,359,194                                      1,139,504                                      141,661                                      1,578,046

(4) The Atlas Air Worldwide Holdings, Inc. 2018 Incentive Plan was approved with the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------------|----------------------|--------------------|-----------------------------|
| 19,716,398       | 2,783,307            | 140,654            | 1,578,046                   |

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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 hereunto duly authorized.

*May 29, 2018*

Atlas Air Worldwide Holdings, Inc.

By: */s/ Adam R. Kokas*

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*Name: Adam R. Kokas*

*Title: Executive Vice President, General Counsel and Secretary*