

ATLAS AIR WORLDWIDE HOLDINGS INC  
Form 8-K  
May 28, 2010

---

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 25, 2010

Atlas Air Worldwide Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-25732

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))



**Top of the Form****Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 25, 2010, Atlas Air Worldwide Holdings, Inc. (the Company) held its 2010 Annual Meeting of Stockholders (the Annual Meeting) in New York, New York. As of March 29, 2010, 25,824,595 shares of Common Stock of the Company were outstanding and entitled to vote at the Annual Meeting, of which 23,447,695 shares of Common Stock of the Company were represented, in person or by proxy, constituting a quorum. The final results of the stockholder vote on each proposal brought before the Annual Meeting are indicated below.

(a) Each of the nominees for Director was an incumbent, and all nominees were elected to serve until the 2011 Annual meeting of Stockholders or until their successors are elected and qualified. The following table sets forth the voting results with respect to each nominee:

| <b>Nominee</b>       | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|----------------------|------------------|-----------------------|-----------------------------|
| Robert F. Agnew      | 21,544,657       | 1,045,993             | 847,045                     |
| Timothy J. Bernlohr  | 21,534,280       | 1,066,370             | 847,045                     |
| Eugene I. Davis      | 8,935,983        | 13,664,667            | 847,045                     |
| William J. Flynn     | 21,820,491       | 780,159               | 847,045                     |
| James S. Gilmore III | 22,101,285       | 499,365               | 847,045                     |
| Carol B. Hallett     | 22,069,397       | 531,253               | 847,045                     |
| Frederick McCorkle   | 22,073,790       | 526,860               | 847,045                     |

(b) The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010 was ratified with the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 22,055,587       | 1,387,889            | 4,219              |

(c) The amendment to the Company's 2007 Incentive Plan (as amended) to increase the aggregate number of shares of Common Stock authorized for issuance under such Plan by 500,000 shares was approved with the following votes:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|------------------|----------------------|--------------------|-----------------------------|
| 17,807,159       | 4,442,800            | 350,691            | 847,045                     |

---

**Top of the Form**

**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 28, 2010*

Atlas Air Worldwide Holdings, Inc.

By: */s/ Adam R. Kokas*

---

*Name: Adam R. Kokas*

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