

AAR CORP
Form DEF 14A
August 31, 2017

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

AAR CORP.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
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 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
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-

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**One AAR Place
1100 North Wood Dale Road
Wood Dale, Illinois 60191**

Dear Fellow Stockholders:

On behalf of our Board of Directors, I invite you to join us at our 2017 annual meeting of stockholders. The annual meeting will be held on Wednesday, October 11, 2017 at 9:00 a.m., Central Time, at the Company's corporate headquarters located at One AAR Place, 1100 North Wood Dale Road, Wood Dale, Illinois 60191.

Our fiscal year ended May 31, 2017 was a strong year for the Company. We achieved positive financial results, a 43% increase in our stock price and continued performance momentum across our aviation services businesses. We aim to capitalize on this momentum in the current fiscal year by enhancing our services portfolio and extending our market reach.

Your Board is committed to creating long-term value for you through its oversight of the Company's business strategy, financial performance, operating results and risk management. We value the input that we receive from you on all important matters affecting the Company. We will continue to make stockholder engagement an ongoing priority for the Company.

We say goodbye this year to two wonderful leaders of the Company: Ron Fogleman and Tim Romenesko. Ron, our longest-serving independent director and our first Lead Director, will retire at our 2017 annual meeting of stockholders. Tim will retire in December 2017 after 36 years of service with the Company in numerous capacities, including President and Chief Operating Officer and, currently, Vice Chairman, Chief Financial Officer and a director of the Company. On behalf of our Board, our management and our employees, I want to thank Ron and Tim for their outstanding contributions to the Company.

We were very pleased to welcome to the Company this year Duncan J. McNabb, who joined our Board in April 2017, and Michael D. Milligan, who will join the Company on September 1, 2017 as our new Chief Financial Officer. In addition, John M. Holmes, previously the head of our Aviation Services business group, became President and Chief Operating Officer of the Company on June 1, 2017 and a director on July 10, 2017. Your Board is confident that the Company remains in strong and capable hands, with leaders keenly focused on the Company's future success.

We look forward to seeing you at the annual meeting. Please vote your shares as promptly as possible, whether or not you plan to attend the annual meeting. Every stockholder vote is important!

David P. Storch
Chairman and Chief Executive Officer

August 31, 2017

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**Notice of Annual Meeting of Stockholders
to be Held on Wednesday, October 11, 2017**

To Our Stockholders:

We are pleased to invite you to attend our 2017 annual meeting of stockholders. Please read the information in this notice and proxy statement to learn more about AAR CORP. and the matters to be voted on at the annual meeting.

Date Wednesday, October 11, 2017

Time 9:00 a.m., Central Time

Place AAR CORP.
One AAR Place
1100 North Wood Dale Road
Wood Dale, Illinois 60191

Purposes You will be asked at the annual meeting to:

Elect four directors;

Vote on an advisory proposal to approve our Fiscal 2017 executive compensation;

Vote on an advisory proposal on the frequency of our future executive compensation votes;

Ratify the appointment of KPMG LLP as our independent registered public accounting firm for Fiscal 2018; and

Transact any other business that may properly come before the annual meeting or any adjournment or postponement of the annual meeting.

Record Date You may vote your shares at the annual meeting if you were a stockholder on August 16, 2017.

Voting **Your vote is important. We encourage you to vote your shares as soon as possible. You may vote by proxy over the Internet, by telephone, or by completing and returning the enclosed proxy card in the postage-paid envelope provided. We also welcome you to attend the meeting and vote in person.**

By Order of the Board of Directors,

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Robert J. Regan

Vice President, General Counsel and Secretary

August 31, 2017

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Important Notice Regarding the Availability of the Proxy Materials for Our Annual Meeting of Stockholders to Be Held on Wednesday, October 11, 2017:

This Notice and Proxy Statement, our 2017 Annual Report to Stockholders and our Annual Report on Form 10-K for the fiscal year ended May 31, 2017 are available free of charge at www.proxyvote.com

