

Babcock & Brown Air LTD  
Form 6-K  
May 26, 2010

**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 26, 2010  
Babcock & Brown Air Limited  
(Exact Name of registrant as specified in its charter)  
001-33701  
(Commission file number)  
West Pier  
Dun Laoghaire  
County Dublin, Ireland  
(Address of principal executive office)**

Indicate by check mark whether registrant files or will file annual reports under cover of 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):

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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Babcock & Brown Air Limited (the Company) will hold its Annual General Meeting on June 29, 2010 at 10:00 A.M. at the Company's offices at West Pier Business Centre, Dun Laoghaire, Co. Dublin, Ireland.

The following documents regarding the Company's Annual General Meeting, which are attached as exhibits hereto, are incorporated by reference herein, and are also available from the Company's website, [www.babcockbrownair.com](http://www.babcockbrownair.com):

| Exhibit | Title  |
|---------|--|
| 99.1    | Notice of Annual General Meeting to Shareholders, including Form of Proxy (with the proposed Amended and Restated Bye-laws attached thereto) |
| 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 26, 2010

By: /s/ Colm Barrington  
Colm Barrington  
Chief Executive Officer and Director