

Babcock & Brown Air LTD  
Form 6-K  
May 07, 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 7, 2010  
Babcock & Brown Air Limited  
(Exact Name of registrant as specified in its charter)  
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-\_\_\_\_\_.

The following documents, which are attached as exhibits hereto, are incorporated by reference herein.

<b>Exhibit</b>	<b>Title</b>
4.1	Amended and Restated Management Agreement between Babcock & Brown Air Limited and Babcock & Brown Air Management Co. Limited dated April 29, 2010.
4.2	Amendment No. 1 to Servicing Agreement among Babcock & Brown Aircraft Management LLC, Babcock & Brown Aircraft Management (Europe) Limited, Babcock & Brown Air Funding I Limited and AmbacAssurance Corporation dated April 29, 2010.
4.3	First Amendment to Servicing Agreement among Babcock & Brown Aircraft Management LLC, Babcock & Brown Aircraft Management (Europe) Limited and Babcock & Brown Air Acquisition I Limited dated as of April 29, 2010.
4.4	Third Amendment to the Warehouse Loan Agreement among Babcock & Brown Air Acquisition I Limited, the Designated Lenders party thereto and Credit Suisse, New York Branch dated as of April 29, 2010.
4.5	Babcock & Brown Air Limited Omnibus Incentive Plan.
4.6	Form of Stock Appreciation Right Award Agreement.
4.7	Form of Restricted Stock Unit Award Agreement.

99.1 Babcock & Brown Air Limited's interim report for the quarter ended March 31, 2010.

This report on Form 6-K is hereby incorporated by reference into Babcock & Brown Air Limited's Registration Statement on Form F-3, as amended (Reg. No. 333-157817), first filed with the Securities and Exchange Commission on March 10, 2009; Registration Statement on Form F-3, as amended (Reg. No. 333-163036), first filed with the Securities and Exchange Commission on November 10, 2009; and Form F-3, as amended (Reg. No. 333-\_\_\_\_\_), first filed with the Securities and Exchange Commission on May 7, 2010.

**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 7, 2010

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

**EXHIBIT INDEX**

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