

Macquarie Infrastructure Co LLC  
Form 8-K  
February 24, 2015

**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): February 24, 2015

**MACQUARIE INFRASTRUCTURE COMPANY LLC**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-32384</b> (Commission File Number)	<b>43-2052503</b> (I.R.S. Employer Identification No.)
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**125 West 55<sup>th</sup> Street**

**New York, NY 10019**

(Address of Principal Executive Offices/Zip Code)

**(212) 231-1000**

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(Registrant's telephone number, including area code)

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))

**Item 9.01**

**Financial Statements and Exhibits**

As previously disclosed, on July 16, 2014, Macquarie Infrastructure Company LLC (the “Company”) completed the acquisition of the remaining equity interests in IMTT Holdings Inc. not owned by the Company for an aggregate purchase price of \$1.029 billion, consisting of \$913.6 million in cash and \$115.0 million in the Company’s limited liability company interests, excluding transaction costs (the “IMTT Acquisition”). The cash consideration for the IMTT Acquisition was financed using a portion of the proceeds of public offerings of limited liability company interests and convertible senior notes. This Form 8-K is being filed to provide the following updated pro forma financial information relating to the IMTT Acquisition and the related financing transactions:

(b) Pro forma financial information

The unaudited pro forma combined consolidated statement of operations (and notes thereto) of the Company for the year ended December 31, 2014 giving effect to the IMTT Acquisition and the related financing transactions are filed herewith as Exhibit 99.1 and incorporated herein by reference.

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Unaudited pro forma combined consolidated statement of operations (and notes thereto) of the Company for the year ended December 31, 2014.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Macquarie Infrastructure  
Company LLC

Date: February 24, 2015 By: /s/ James Hooke  
Name: James Hooke  
Title: Chief Executive Officer

**EXHIBIT INDEX**

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