

MACQUARIE GROUP LTD

Form 4

June 13, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACQUARIE GROUP LTD

(Last) (First) (Middle)

LEVEL 6, 50 MARTIN PLACE

(Street)

NEW SOUTH WALES

2000, C3 2000

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Macquarie Infrastructure Corp [MIC]

3. Date of Earliest Transaction
(Month/Day/Year)

06/11/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price			
Common Stock, par value \$0.001 per share	06/11/2018		P		61,400 <u>(1)</u>	A \$ 41.29 <u>(2)</u>	8,560,689	I	See Footnote <u>(3)</u>
Common Stock, par value \$0.001 per share	06/12/2018		P		99,400 <u>(1)</u>	A \$ 41.57 <u>(2)</u>	8,660,089	I	See Footnote <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACQUARIE GROUP LTD LEVEL 6, 50 MARTIN PLACE NEW SOUTH WALES 2000, C3 2000	X

Signatures

/s/ Paul Peduto, Authorized Signatory	06/13/2018
**Signature of Reporting Person	Date
/s/ Charles Glorioso, Authorized Signatory	06/13/2018
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These purchases were effected by Macquarie Infrastructure Management (USA) Inc. ("MIMUSA"), a subsidiary of the reporting person, pursuant to a Rule 10b5-1 trading plan adopted by MIMUSA on May 9, 2018.
 - (2) The prices reported in Column 4 are a weighted average price per day. These shares were purchased by MIMUSA in multiple transactions at prices ranging from \$40.68 to \$41.64, inclusive, on June 11, 2018 and \$41.49 to \$41.81, inclusive, on June 12, 2018. The reporting person undertakes to provide to Macquarie Infrastructure Corporation, any security holder of Macquarie Infrastructure Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased by MIMUSA

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at each separate price within the ranges set forth in this footnote (2) to this Form 4.

Includes 8,605,689 shares that are held by MIMUSA and 54,400 shares that are held in various investment funds for which Macquarie

- (3) Investment Management Global Limited, a subsidiary of the reporting person, acts as investment advisor. The reporting person disclaims any beneficial ownership of all such securities except to the extent of its pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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