

Macquarie Infrastructure Corp
Form SC 13D/A
May 24, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO §240.13-d-1(a)
AND AMENDMENTS THERETO FILED PURSUANT TO §240.13-d-2(a)
(Amendment No. 20)*

Macquarie Infrastructure Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

55608B105
(CUSIP Number)

Graeme Conway
Macquarie Infrastructure Management (USA) Inc.
125 West 55th Street
New York, New York, 10019
(212) 231-1000
(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

Copies to:
Phyllis G. Korff
Skadden, Arps, Slate, Meagher & Flom LLP
4 Times Square
New York, NY 10036
(212) 735-3000

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May 23, 2018

(Date of Event which Requires Filing of this Statement)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Macquarie Infrastructure Management
(USA) Inc.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) ..

SEC USE ONLY:

3

SOURCE OF FUNDS (See Instructions)

4

OO

CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

5

..

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 7,133,937
OWNED BY SHARED VOTING POWER
EACH 8
REPORTING 0
PERSON WITH SOLE DISPOSITIVE POWER 9
0
10 SHARED DISPOSITIVE POWER

7,133,937
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

7,133,937
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

12

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

8.4%
TYPE OF REPORTING PERSON (See
Instructions)

14

CO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Macquarie Group Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

2

(a) ..

(b) ..

3

SEC USE ONLY:

SOURCE OF FUNDS (See Instructions)

4

OO

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Australia

NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0

OWNED BY SHARED VOTING POWER
EACH 8
REPORTING 0
PERSON WITH SOLE DISPOSITIVE POWER
9
0
10 SHARED DISPOSITIVE POWER

7,188,337
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

11

7,188,337
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES (See Instructions)

12

..
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

13

8.4%
TYPE OF REPORTING PERSON (See
Instructions)

14

CO

This Amendment No. 20 amends and supplements the information set forth in the Schedule 13D (the “Original Schedule 13D”) previously filed with the Securities and Exchange Commission on July 5, 2007 by Macquarie Infrastructure Management (USA) Inc., a corporation organized under the laws of Delaware (“MIMUSA”) and the Schedule 13D filed on August 17, 2007 by Macquarie Bank Limited, a company formed under the laws of Australia (“MBL”), as amended by the Schedule 13D/A filed on October 12, 2007 by MIMUSA and MBL (“Amendment No. 1”), the Schedule 13D/A filed on December 18, 2007 by MIMUSA, Macquarie Group Limited, a company formed under the laws of Australia (“MGL”) and Macquarie Group Services Australia Pty Limited, a company formed under the laws of Australia (“MGSA”) (“Amendment No. 2”), the Schedule 13D/A filed on June 24, 2010 by MIMUSA, MGL and MGSA (“Amendment No. 3”), the Schedule 13D/A filed on January 18, 2012 by MIMUSA, MGL and MGSA (“Amendment No. 4”), the Schedule 13D/A filed on December 21, 2012 by MIMUSA, MGL, MGSA and Macquarie Private Wealth Inc., a company formed under the laws of Canada (“MPW”) (“Amendment No. 5”), the Schedule 13D/A filed on March 11, 2013 by MIMUSA, MGL, MGSA and MPW (“Amendment No. 6”), the Schedule 13D/A filed on March 21, 2013 by MIMUSA, MGL, MGSA and MPW (“Amendment No. 7”), the Schedule 13D/A filed on May 14, 2013 by MIMUSA, MGL, MGSA and MPW (“Amendment No. 8”), the Schedule 13D/A filed on September 16, 2013 by MIMUSA, MGL, MGSA and MPW (“Amendment No. 9”), the Schedule 13D/A filed on October 25, 2013 by MIMUSA, MGL, MGSA and MPW (“Amendment No. 10”), the Schedule 13D/A filed on April 24, 2014 by MIMUSA, MGL and MGSA (“Amendment No. 11”), the Schedule 13D/A filed on November 20, 2014 by MIMUSA, MGL and MGSA (“Amendment No. 12”), the Schedule 13D/A filed on April 29, 2015 by MIMUSA, MGL and MGSA (“Amendment No. 13”), the Schedule 13D/A filed on June 9, 2015 by MIMUSA, MGL and MGSA (“Amendment No. 14”), the Schedule 13D/A filed on May 16, 2016 by MIMUSA, MGL, MGSA and Delaware Management Business Trust, a trust organized under the laws of Delaware (“Amendment No. 15”), the Schedule 13D/A filed on August 12, 2016 by MIMUSA, MGL and MGSA (“Amendment No. 16”), the Schedule 13D/A filed on November 18, 2016 by MIMUSA, MGL, MGSA (“Amendment No. 17”), and the Schedule 13D/A filed on October 31, 2017 by MIMUSA, MGL, Macquarie Investment Management Australia Limited, a company formed under the laws of Australia (“MIMAL”), and Macquarie Infrastructure Management Global Limited, a company formed under the laws of Australia (“MIMGL”) (“Amendment No. 18”) and the Schedule 13D/A filed on March 8, 2018 by MIMUSA, MGL, MIMAL and MIMGL (“Amendment No. 19”) and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12, Amendment No. 13, Amendment No. 14, Amendment No. 15, Amendment No. 16, Amendment No. 17, Amendment No. 18 and Amendment No. 19, the “Schedule 13D”). Unless indicated otherwise, all items left blank remain unchanged and any items which are reported are deemed to amend and supplement the existing items in the Schedule 13D.

Item 2. Identity and Background

The response set forth in Item 2 of the Schedule 13D is hereby amended and restated in its entirety.

This statement on Schedule 13D is being filed by MIMUSA and MGL.

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MIMUSA has its principal offices at 125 West 55th Street, New York, New York, 10019, United States. MGL has its principal offices at Level 6, 50 Martin Place, Sydney, New South Wales 2000, Australia.

MIMUSA is an indirect wholly owned subsidiary of MGL. MIMUSA is 100% directly owned by Macquarie Infrastructure and Real Assets Inc. (“MIRA”), a Delaware corporation, which is 100% directly owned by Macquarie Holdings (U.S.A.) Inc. (“MHUSA”), a Delaware corporation. MHUSA is a direct wholly owned subsidiary of Macquarie Equities (US) Holdings Pty Limited, a company formed under the laws of Australia (“MEQH”). MEQH is a direct wholly owned subsidiary of Macquarie Group (US) Holdings No.1 Pty Ltd, a company formed under the laws of Australia (“MGUSH1”). MGUSH1 is a direct wholly owned subsidiary of Macquarie Corporate International Holdings Pty Limited (f/k/a Macquarie Capital Group International Holdings Pty Limited, f/k/a Macquarie Capital Group International Holdings Pty Limited, f/k/a Macquarie Group International Holdings Pty Limited) (“MCIHL”), a company formed under the laws of Australia, which is in turn a wholly owned direct subsidiary of Macquarie Corporate Holdings Pty Limited, (f/k/a Macquarie Corporate Holdings Limited, f/k/a Macquarie Capital Group Limited, f/k/a Macquarie Capital Group Pty Limited, f/k/a Macquarie (1 Nicholson Street) Nominees Pty Ltd, f/k/a Hopper No.3 Pty Limited) (“MCHL”), a company formed under the laws of Australia . MCHL is a direct wholly owned subsidiary of Macquarie Financial Holdings Pty Limited, (f/k/a Macquarie Financial Holdings Limited, f/k/a Macquarie Group Holdings No.2 Limited) (“MFHL”), a company formed under the laws of Australia MFHL is a direct wholly owned subsidiary of MGL, the ultimate controlling entity of MIMUSA.

MEQH, MGUSH1, MCIHL, MCHL and MFHL have their principal offices at Level 6, 50 Martin Place, Sydney, New South Wales 2000, Australia. MIRA and MHUSA have their principal offices at 125 West 55th Street, New York, New York, 10019, United States.

The directors and executive officers of MIMUSA and MGL are set forth on Schedules I and II attached hereto, respectively. Schedules I and II set forth the following information with respect to each such person:

i. name;

ii. business address (or residence where indicated);

iii. present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; and

iv. citizenship.

During the last five years, none of MIMUSA and MGL nor any person named in Schedules I and II, has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

The response set forth in Item 3 of Schedule 13D is hereby amended and supplemented by the following information:

For the month ended February 28, 2018, MIMUSA has elected to reinvest \$3,884,756 of its base management fees in common stock of the Issuer (the "Common Stock") pursuant to the terms of the Third Amended and Restated Management Services Agreement, dated as of May 21, 2015, as amended from time to time, among the Issuer, MIC Ohana Corporation and MIMUSA (the "Management Services Agreement"). On April 10, 2018, the Issuer issued 88,628 shares of Common Stock to MIMUSA upon such reinvestment.

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For the month ended March 31, 2018, MIMUSA has elected to reinvest \$3,585,005 of its base management fees in Common Stock pursuant to the terms of the Management Services Agreement. On April 30, 2018, the Issuer issued 93,154 shares of Common Stock to MIMUSA upon such reinvestment.

On May 10, 2018, MIMUSA purchased 141,204 shares of Common Stock at an average price of \$39.02 per share in open market purchases pursuant to the Plan (as defined below in Item 4).

On May 11, 2018, MIMUSA purchased 175,000 shares of Common Stock at an average price of \$38.01 per share in open market purchases pursuant to the Plan.

On May 14, 2018, MIMUSA purchased 112,700 shares of Common Stock at an average price of \$38.04 per share in open market purchases pursuant to the Plan.

On May 15, 2018, MIMUSA purchased 175,000 shares of Common Stock at an average price of \$37.79 per share in open market purchases pursuant to the Plan.

On May 16, 2018, MIMUSA purchased 128,226 shares of Common Stock at an average price of \$37.49 per share in open market purchases pursuant to the Plan.

On May 17, 2018, MIMUSA purchased 175,000 shares of Common Stock at an average price of \$37.46 per share in open market purchases pursuant to the Plan.

On May 18, 2018, MIMUSA purchased 128,548 shares of Common Stock at an average price of \$36.70 per share in open market purchases pursuant to the Plan.

On May 21, 2018, MIMUSA purchased 127,100 shares of Common Stock at an average price of \$37.87 per share in open market purchases pursuant to the Plan.

On May 22, 2018, MIMUSA purchased 124,320 shares of Common Stock at an average price of \$38.15 per share in open market purchases pursuant to the Plan.

On May 23, 2018, MIMUSA purchased 63,000 shares of Common Stock at an average price of \$38.00 per share in open market purchases pursuant to the Plan.

Since the date of the commencement of the Plan, the Broker (as defined below in Item 4) purchased 1,350,098 shares of Common Stock for an aggregate purchase price of \$51,095,037.50, exclusive of any fees, commissions or other expenses. The purchases under the Plan were financed pursuant to an intragroup funding arrangement.

Item 4. Purpose of Transaction

The response set forth in Item 4 of Schedule 13D is hereby amended and supplemented by the addition of the following information:

MIMUSA entered into a Rule 10b5-1/Rule 10b-18 Stock Purchase Plan (the “Plan”) with Macquarie Capital (USA) Inc. (the “Broker”), dated May 9, 2018, under which the Broker was authorized to purchase, as sole agent for MIMUSA, shares of Common Stock of the Issuer. The Plan is expected to terminate on November 9, 2018 or on such earlier date pursuant to its terms.

A copy of the Plan is filed as Exhibit 1 hereto and is incorporated by reference herein.

Item 5. Interest in Securities of the Issuer

The information required by these paragraphs is set forth in Numbers 7 through 11 and 13 of each of the cover (a)-(b) pages of this Schedule 13D and is incorporated herein by reference. Such information includes 7,188,337 shares of Common Stock and is based on 85,093,779 shares of Common Stock outstanding as of May 18, 2018.

(c) Except as disclosed herein, none of MIMUSA or MGL has effected any transaction in the Issuer's Common Stock during the past 60 days.

(d) Not applicable.

(e) Not applicable.

Item 6. Material to be Filed as Exhibits.

The response set forth in Item 6 of the Schedule 13D is hereby amended and supplemented by the following information:

On May 9, 2018, MIMUSA entered into the Plan (as defined above in Item 4) with the Broker (as defined above in Item 4) pursuant to which the Broker was authorized to purchase, on behalf of MIMUSA, shares of Common Stock of the Issuer. The Broker began purchasing shares of Common Stock under the Plan on May 10, 2018.

Item 7. Material to be Filed as Exhibits.

The response set forth in Item 7 of the Schedule 13D is hereby amended and supplemented by the following information:

Exhibit 1 — Rule 10b5-1/Rule 10b-18 Stock Purchase Plan, dated May 9, 2018, by and between the Broker and MIMUSA.

Signatures

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

May 23, 2018

MACQUARIE
INFRASTRUCTURE
MANAGEMENT (USA) INC.

By: /s/ Matthew Gummer
Name: Matthew Gummer
Title: Authorized Signatory

By: /s/ Simone Kovacic
Name: Simone Kovacic
Title: Authorized Signatory

After reasonable inquiry
and to the best of my
knowledge and belief, the
undersigned certifies that
the information set forth in
this Statement is true,
complete and correct.

May 23, 2018

MACQUARIE GROUP
LIMITED

By: /s/ Gus Wong
Name: Gus Wong
Title: Executive
Director

By: /s/ Charles Glorioso
Name: Charles
Glorioso
Title: Division
Director

SCHEDULE I

The name and present principal occupation of each of the executive officers and directors of Macquarie Infrastructure Management (USA) Inc. are set forth below. Unless otherwise noted, each of these persons is an Australian citizen and has as his/her business address 125 West 55th Street, New York, New York, 10019, United States.

Name	Position with Reporting Person	Principal Occupation	Country of Citizenship (if not Australia)
Graeme Conway	Chief Executive Officer and President and Director	Head of the Americas – MIRA	
Aaron Rubin	Vice President and Director	Head of MIRA North American Energy Team	
Mark Cruikshank	Vice President and Director	Head of Global Tax – MIRA	
Jonathon Laurie	Treasurer	Finance Director of MIRA	

SCHEDULE II

The name and present principal occupation of each of the executive officers and directors of Macquarie Group Limited are set forth below. Unless otherwise noted, each of these persons is an Australian citizen and has as his/her business address Level 6, 50 Martin Place, Sydney, New South Wales 2000, Australia.

Name	Position with Reporting Person	Principal Occupation	Country of Citizenship (if not Australia)
Michael Coleman	Non-executive Director	Non-executive Director	
Patricia Cross	Non-executive Director	Non-executive Director	
Diane Grady	Non-executive Director	Non-executive Director	
Michael Hawker	Non-executive Director	Non-executive Director	
Nicholas Moore	Executive Director	Chief Executive Officer	
Gary Banks	Non-executive Director	Non-executive Director	
Peter Warne	Non-executive Director & Chairman	Non-executive Director	
Gordon Cairns	Non-executive Director	Non-executive Director	
Nicola Wakefield Evans	Non-executive Director	Non-executive Director	
Glenn Stevens	Non-executive Director	Non-executive Director	
Dennis Leong	Secretary	Company Secretary	
Ida Lawrance	Secretary	Company Secretary	

