

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
LEVEL 6, 50 MARTIN PLACE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/11/2018

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

NEW SOUTH WALES  
2000, C3 2000

(City) (State) (Zip)

**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 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)
Common Stock, par value \$0.001 per share	06/11/2018		P	(A) or (D) Amount 61,400 (1)	\$ 41.29 (2)	8,560,689	I See Footnote (3)
Common Stock, par value \$0.001 per share	06/12/2018		P	(A) or (D) Amount 99,400 (1)	\$ 41.57 (2)	8,660,089	I See Footnote (3)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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