

MACQUARIE GROUP LTD

Form 4

March 20, 2019

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

**LEVEL 6, 50 MARTIN
 PLACE, SYDNEY, NEW SOUTH
 WALES 2000**

(Street)

AUSTRALIA, C3

(City) (State) (Zip)

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

 3. Date of Earliest Transaction
 (Month/Day/Year)
03/15/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 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)
☐ 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 Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	03/15/2019		P	1,000 (1)	A \$ 40.61	12,661,576	I (2)
Common Stock, par value \$0.001 per share	03/20/2019		A	61,091 (3)	A \$ 41.51	12,722,667	I (2)

 See
 footnote
 (2)

 See
 footnote
 (2)

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

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(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 Report 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 SYDNEY, NEW SOUTH WALES 2000 AUSTRALIA, C3	X
Macquarie Infrastructure Management (USA) INC 125 W. 55TH STREET NEW YORK, NY 10019	X X

Signatures

MGL - /s/ Charles Glorioso, Authorized Signatory, /s/ Paul Peduto, Authorized Signatory,
MIMUSA - /s/ Simone Kovacic, Authorized Signatory, /s/ Diana Delgado, Authorized
Signatory

03/20/2019

__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 shares were purchased in an open market purchase through Macquarie True Index Global Infrastructure Securities Fund, a pooled investment vehicle managed by an affiliate of MGL.

(2)

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Includes 63,200 shares held in various investment funds for which Macquarie Investment Management Global Limited, a subsidiary of MGL, acts as investment advisor. MIMUSA holds the balance of the shares. Each reporting person disclaims beneficial ownership of all such securities except to the extent of its pecuniary interest therein.

- (3) Represents shares of Common Stock issued to the reporting person upon reinvestment of base fees for the month ended February 28, 2019.

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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