

Macquarie Infrastructure CO LLC
Form SC 13D/A
May 14, 2013

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. 8)*

Macquarie Infrastructure Company LLC

(Name of Issuer)

Limited Liability Company Interests

(Title of Class of Securities)

55608B105

(CUSIP Number)

Michael Kernan
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:
Michelle B. Rutta
White & Case LLP
1155 Avenue of the Americas
New York, NY 10036
(212) 819-7864

May 8, 2013

(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.

1 NAMES OF REPORTING PERSONS

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

Macquarie Infrastructure Management (USA) Inc.

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

(a) x

(b) o

3 SEC USE ONLY:

4 SOURCE OF FUNDS (See Instructions)

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

2,722,958

NUMBER OF SHARES 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH

0 9 SOLE DISPOSITIVE POWER

REPORTING PERSON WITH

0 10 SHARED DISPOSITIVE POWER

2,722,958

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,722,958

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) o

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

5.2%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

1 NAMES OF REPORTING PERSONS

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

Macquarie Group Limited

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

(a) x

(b) o

3 SEC USE ONLY:

4 SOURCE OF FUNDS (See Instructions)

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Australia

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

BENEFICIALLY

0

9 SOLE DISPOSITIVE POWER

REPORTING

0

10 SHARED DISPOSITIVE POWER

2,744,317 (1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,744,317 (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) o

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

5.3%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

(1)Includes 2,235 LLC interests that are held by Macquarie Private Wealth Inc. (“MPW”), an indirect wholly owned subsidiary of Macquarie Group Limited (“MGL”), the ultimate controlling entity of MPW. These LLC interests are held on behalf of MPW’s clients in managed accounts.

1 NAMES OF REPORTING PERSONS

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

Macquarie Group Services Australia Pty Limited

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

(a) x

(b) o

3 SEC USE ONLY:

SOURCE OF FUNDS (See Instructions)

4

WC

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Australia

7 SOLE VOTING POWER

19,124

NUMBER OF SHARES

8 SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY EACH

9 SOLE DISPOSITIVE POWER

REPORTING

0

PERSON WITH

10 SHARED DISPOSITIVE POWER

19,124

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,124

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) o

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

0.04%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Macquarie Private Wealth Inc.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) x
(b) o
3 SEC USE ONLY:
4 SOURCE OF FUNDS (See Instructions)

OO

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Canada

- 7 SOLE VOTING POWER

2,235

- 8 SHARED VOTING POWER

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

- 9 SOLE DISPOSITIVE POWER

- 10 SHARED DISPOSITIVE POWER

2,235 (2)

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,235

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) o

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

- 14 TYPE OF REPORTING PERSON (See Instructions)

CO

(2)The 2,235 LLC interests listed as having shared dispositive power are held by MPW, an indirect wholly owned subsidiary of MGL, the ultimate controlling entity of MPW. These LLC interests are held on behalf of MPW's clients in managed accounts.

This Amendment No. 8 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”) 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 and Amendment No. 7, 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 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby supplemented by adding the following information:

On May 2, 2013, the Issuer and MIMUSA entered into an underwriting agreement (the “Underwriting Agreement”) with Barclays Capital Inc., Macquarie Capital (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as representatives of the several underwriters listed on the schedule thereto (the “Underwriters”). Pursuant to the terms of the Underwriting Agreement and following the partial exercise of the Underwriters’ over-allotment option, on May 8, 2013, MIMUSA sold 3,073,500 LLC interests to the Underwriters at a purchase price of \$56.01 per share. MIMUSA received a total of \$172,158,260.62 for its shares.

In addition, pursuant to the terms of the Underwriting Agreement, MIMUSA has agreed that, subject to certain exceptions, without the prior written consent of each of Barclays Capital Inc. and Macquarie Capital (USA) Inc., MIMUSA will not directly or indirectly (1) offer for sale, sell, pledge, or otherwise dispose of (or enter into any transaction or device that is designed to, or could reasonably be expected to, result in the disposition by any person in privity with such persons of) any shares (including, without limitation, shares that may be issued upon exercise of any options or warrants) or securities convertible into or exercisable or exchangeable for shares, (2) enter into any swap or other derivatives transaction that transfers to another, in whole or in part, any of the economic consequences of ownership of the shares, (3) make any demand for or exercise any right or file or cause to be filed a registration statement, including any amendments thereto, with respect to the registration of any shares or securities convertible, exercisable or exchangeable into shares or any of our other securities, or (4) publicly disclose the intention to do any of the foregoing for a period of 90 days after May 2, 2013. The foregoing does not apply to shares to be sold by MIMUSA pursuant to the Underwriting Agreement and certain other exceptions, including the sale or disposition by MIMUSA of shares issued by the Issuer to MIMUSA on or after January 1, 2013 in connection with the reinvestment by MIMUSA of fees payable by the Issuer to MIMUSA under the management services agreement.

The foregoing description of the Underwriting Agreement is not intended to be complete and is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 to the Current Report on Form 8-K dated May 3, 2013, filed by the Issuer with Securities and Exchange Commission and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

- (a)– The information required by these paragraphs is set forth in Items 7 through 11 and 13 of each of the cover
- (b) pages of this Schedule 13D and is incorporated herein by reference. Such information includes 2,744,317 LLC Interests and is based on 52,190,827 LLC Interests outstanding as of May 8, 2013.
- (c) On March 28, 2013, MIMUSA sold a total of 13,327 LLC Interests at a price per share of \$51.13 to James Hooke, Chief Executive Officer of the Issuer.

On April 1, 2013 MPW acquired 50 shares at \$54.32 per share. On April 9, 2013 MPW acquired 35 shares at \$53.23 per share. On April 25, 2013 MPW acquired 250 shares at \$54.26 per share. On April 26, 2013 MPW acquired 700 shares at \$54.28 per share.

Except as disclosed above, none of MIMUSA, MGL, MGSA or MPW has effected any transaction in the Issuer's LLC interests during the past 60 days.

- (d) Not applicable.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The responses set forth in Item 4 of this Amendment No. 8 are incorporated herein by reference in their entirety.

Item 7. Materials to be Filed as Exhibits

1. Underwriting Agreement, dated May 2, 2013 incorporated by reference from Exhibit 1.1 to the Issuer's Current Report on Form 8-K dated May 3, 2013.

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 13, 2013

MACQUARIE INFRASTRUCTURE
MANAGEMENT (USA) INC.

By: /s/ James Hooke
Name: James Hooke
Title: President and Chief Executive Officer

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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 13, 2013

MACQUARIE GROUP SERVICES AUSTRALIA PTY LIMITED

By: /s/ Heidi Mortensen
Name: Heidi Mortensen
Title: Attorney-in-Fact

MACQUARIE GROUP SERVICES AUSTRALIA PTY LIMITED

By: /s/ Clara Kwan
Name: Clara Kwan
Title: Attorney-in-Fact

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 13, 2013

MACQUARIE GROUP LIMITED

By: /s/ Heidi Mortensen
Name: Heidi Mortensen
Title: Attorney-in-Fact

MACQUARIE GROUP LIMITED

By: /s/ Clara Kwan
Name: Clara Kwan
Title: Attorney-in-Fact

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 13, 2013

MACQUARIE PRIVATE WEALTH INC.

By: /s/ Daniel Bowering
Name: Daniel Bowering
Title: Chief Compliance Officer

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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)
James Hooke	Chief Executive Officer, President and Director	Chief Executive Officer of the Issuer	
Jay Davis	Vice President and Director	Managing Director, Macquarie Group Limited	USA
Martin Stanley	Director	Executive Director, Macquarie Group Limited	UK
Kathleen Hahn	Treasurer	Head of Corporate Affairs Group - Americas	
Amanda Michael	Secretary	Attorney	USA
Michael Kernan	Assistant Secretary	Attorney	USA
Anna Boniface	Assistant Secretary	Solicitor (Australia)	

SCHEDULE II

The name and present principal occupation of each of the directors (Board Members) of Macquarie Group Services Australia Pty Limited are set forth below. Unless otherwise noted, each of these persons is an Australian citizen and has as his/her business address No. 1 Martin Place, Sydney, New South Wales 2000, Australia.

Board Members	Name	Principal Occupation	Country of citizenship (if not Australia)
	Lisa Fraser	Executive Director	
	Stuart J. Dyson	Financial Controller of Macquarie Group Limited	
	Bruce Phipson	Executive Director	

SCHEDULE III

The name and present principal occupation of each of the directors (Board Members) 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 No. 1 Martin Place, Sydney, New South Wales 2000, Australia.

Board Members	Name	Principal Occupation	Country of citizenship (if not Australia)
	Diane J. Grady	Non-executive Director	
	Michael John Hawker	Non-executive Director	
	Nicholas W. Moore	Executive Director	
	Peter M. Kirby	Non-executive Director	
	Catherine B. Livingstone	Non-executive Director	
	H. Kevin McCann	Non-executive Director	
	John R. Niland	Non-executive Director	
	Helen M. Nugent	Non-executive Director	
	Peter H. Warne	Non-executive Director	

SCHEDULE IV

The name and present principal occupation of each of the directors and executive officers of Macquarie Private Wealth Inc. are set forth below. Unless otherwise noted, each of these persons is a Canadian citizen and has as his/her business address 181 Bay Street, Suite 3200, Toronto, Ontario M5J 2T3 Canada.

Board Members	Name	Principal Occupation	Country of citizenship (if not Australia)
	Earl Evans	Chief Executive Officer	
	Stanley H. Hartt	Chairman	Canada
	Matthew J. Rady	Director	
	Chris Salapoutis	President and Chief Operating Officer	Canada
	Daniel Bowering	Chief Compliance Officer	Canada