

MACQUARIE GROUP LTD

Form 4

July 02, 2018

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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**

 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, SYDNEY, NEW SOUTH  
 WALES 2000**

 3. Date of Earliest Transaction  
 (Month/Day/Year)  
**06/29/2018**

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

(Street)

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

 6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_\_\_ Form filed by One Reporting Person  
 X  Form filed by More than One Reporting Person
**AUSTRALIA, C3**

(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 (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 | 06/29/2018                           |                                                    | P                              |                                                                   | 136,684 (1)                                                                                   | A \$ 42.46 (2)                                           | 9,685,651                                             | I (3) | See footnote (3) |
| Common Stock, par value \$0.001 per share | 07/02/2018                           |                                                    | P                              |                                                                   | 83,773 (1)                                                                                    | A \$ 41.92 (2)                                           | 9,769,424                                             | I (3) | See footnote (3) |
|                                           | 07/02/2018                           |                                                    | A                              |                                                                   |                                                                                               | A                                                        | 9,862,666                                             | I (3) |                  |

# Edgar Filing: MACQUARIE GROUP LTD - Form 4

|             |        |       |          |
|-------------|--------|-------|----------|
| Common      | 93,242 | \$    | See      |
| Stock, par  | (4)    | 38.13 | footnote |
| value       |        |       | (3)      |
| \$0.001 per |        |       |          |
| share       |        |       |          |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships                    |
|--------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                  | Director 10% Owner Officer Other |
| MACQUARIE GROUP LTD<br>LEVEL 6, 50 MARTIN PLACE<br>SYDNEY, NEW SOUTH WALES 2000<br>AUSTRALIA, C3 | X                                |
| Macquarie Infrastructure Management (USA) INC<br>125 W. 55TH STREET<br>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

07/02/2018

\_\_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 Macquarie Group Ltd. ("MGL"), pursuant to a Rule 10b5-1 trading plan adopted by MIMUSA on May 9, 2018.

The prices reported in Column 4 are a weighted average price per day. These shares were purchased in multiple transactions at prices ranging from \$42.08 to \$42.96, inclusive, on June 29, 2018 and from \$41.57 to \$42.17, inclusive, on July 2, 2018. The reporting person

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

Includes 54,400 shares held in various investment funds for which Macquarie Investment Management Global Limited, a subsidiary of

- (3) 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.

- (4) Represents shares of Common Stock issued to the reporting person upon reinvestment of base fees for the month ended May 31, 2018.

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

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