

MACQUARIE GROUP LTD
Form 4
June 13, 2018

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

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
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NEW SOUTH WALES
2000, C3 2000

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock, par value \$0.001 per share	06/11/2018		P		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		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.

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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 (Instr. 5)
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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
 Date: 06/13/2018
 **Signature of Reporting Person

/s/ Charles Glorioso, Authorized Signatory
 Date: 06/13/2018
 **Signature of Reporting Person

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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