

Macquarie Infrastructure Corp  
Form 8-K  
May 29, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 27, 2015

**MACQUARIE INFRASTRUCTURE CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-32384</b>	<b>43-2052503</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**125 West 55<sup>th</sup> Street**

**New York, NY 10019**

(Address of Principal Executive Offices/Zip Code)

**(212) 231-1000**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01**

**Other Events**

On May 27, 2015, Macquarie Infrastructure Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Macquarie Infrastructure Management (USA) Inc., as selling shareholder (the “Selling Shareholder”), and J.P. Morgan Securities LLC, as underwriter (the “Underwriter”), pursuant to which the Selling Shareholder agreed to sell to the Underwriter, and the Underwriter agreed to purchase from the Selling Shareholder, subject to and upon the terms and conditions set forth therein, an aggregate of up to 2,185,000 shares of the common stock, par value \$0.001 per share, of the Company (which includes an option to purchase 285,000 additional shares of common stock) (the “Shares”) at a price of \$84.41 per Share. The Company will not receive any proceeds from the sale of the Shares by the Selling Shareholder. The sale of the Shares pursuant to the Underwriting Agreement is expected to close on or about June 2, 2015, subject to the satisfaction of customary closing conditions.

The Shares were registered under the Company’s registration statement (No. 333-187794) on Form S-3, filed with the U.S. Securities and Exchange Commission (the “Commission”) on April 8, 2013, as amended by Post-Effective Amendment No. 1 to Form S-3, filed with the Commission on July 7, 2014 and Post-Effective Amendment No. 2 to Form S-3, filed with the Commission on May 21, 2015.

The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated May 27, 2015, by and among Macquarie Infrastructure Corporation, Macquarie Infrastructure Management (USA) Inc. and J.P. Morgan Securities LLC.
5.1	Opinion of White & Case LLP.
23.1	Consent of White & Case LLP (included as part of its opinion filed as Exhibit 5.1 hereto).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MACQUARIE  
INFRASTRUCTURE  
CORPORATION**

Date: May 28, 2015 By: /s/ James Hooke  
Name: James Hooke  
Title: Chief Executive  
Officer

**EXHIBIT INDEX**

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