MACQUARIE GROUP LTD
Form 4
August 16, 2018

FORM 4

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

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

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).

(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)
08/15/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value $0.001 per share	08/15/2018		P		65,000 (1)	A	$ 44.77 (2)	11,231,392	I (3)	See footnote (3)

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

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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 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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				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	08/16/2018
**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.

(2) The prices reported in Column 4 are a weighted average price per day. These shares were purchased in multiple transactions at prices ranging from $44.75 to $44.835, inclusive, on August 15, 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 at each separate price within the ranges set forth in this footnote (2) to this Form 4.

(3) Includes 54,400 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.

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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Explanation of Responses: