

Macquarie Infrastructure Co LLC
Form SC 13D/A
November 20, 2014

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. 12)*

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

October 22, 2014
(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.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

2. (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

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Delaware

7. SOLE VOTING POWER

NUMBER OF 4,597,983

SHARES 8. SHARED VOTING POWER

BENEFICIALLY OWNED BY 0

EACH 9. SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 0

10. SHARED DISPOSITIVE POWER

4,597,983

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 4,597,983

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)

EXCLUDES

CERTAIN SHARES (See Instructions) o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 6.5%

14. TYPE OF REPORTING PERSON (See Instructions)

CO

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1. NAMES OF REPORTING PERSONS

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

Macquarie Group Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

2. (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

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Australia

7. SOLE VOTING POWER

NUMBER OF 0

SHARES 8. SHARED VOTING POWER

BENEFICIALLY OWNED BY 0

EACH 9. SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 0

10. SHARED DISPOSITIVE POWER

4,600,433

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 4,600,433

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

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 6.5%

14. TYPE OF REPORTING PERSON (See Instructions)

CO

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1. NAMES OF REPORTING PERSONS

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

Macquarie Group Services Australia Pty Limited

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(See Instructions)

2. (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

CITIZENSHIP OR PLACE OF ORGANIZATION

6. Australia

7. SOLE VOTING POWER

NUMBER OF 2,450

SHARES 8. SHARED VOTING POWER

BENEFICIALLY OWNED BY 0

EACH 9. SOLE DISPOSITIVE POWER

REPORTING PERSON WITH 0

10. SHARED DISPOSITIVE POWER

2,450

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11. 2,450

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES

CERTAIN SHARES (See Instructions) o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13. 0.0%

14. TYPE OF REPORTING PERSON (See Instructions)

CO

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This Amendment No. 12 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”), the Schedule 13D/A filed on May 14, 2013 by MIMUSA, MGL, MGSA and MPW (“Amendment No. 8”), the Schedule 13D/A filed on September 16, 2013 by MIMUSA, MGL, MGSA and MPW (“Amendment No. 9”), the Schedule 13D/A filed on October 25, 2013 by MIMUSA, MGL, MGSA and MPW (“Amendment No. 10”), and the Schedule 13D/A filed on April 24, 2014 by MIMUSA, MGL and MGSA (“Amendment No. 11”) 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, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, and Amendment No. 11, 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 3. Source and Amount of Funds or Other Consideration

The response set forth in Item 3 of Schedule 13D is hereby amended and supplemented by the following information:

For the month ended April 30, 2014, MIMUSA has elected to reinvest \$3,020,230 of its base management fees in LLC Interests of the Issuer, pursuant to the terms of the Second Amended and Restated Management Services Agreement, dated as of September 30, 2013, as amended from time to time, among the Issuer, Macquarie Infrastructure Company Inc. and MIMUSA (the “Management Services Agreement”). On May 9, 2014, the Issuer issued 53,773 LLC Interests to MIMUSA upon such reinvestment.

For the month ended May 31, 2014, MIMUSA has elected to reinvest \$3,241,702 of its base management fees in LLC Interests of the Issuer, pursuant to the terms of the Management Services Agreement. On June 10, 2014, the Issuer issued 53,991 LLC Interests to MIMUSA upon such reinvestment.

For the month ended June 30, 2014, MIMUSA has elected to reinvest \$3,272,510 of its base management fees in LLC Interests of the Issuer, pursuant to the terms of the Management Services Agreement. On July 7, 2014, the Issuer issued 53,885 LLC Interests to MIMUSA upon such reinvestment.

For the three months ended June 30, 2014, MIMUSA has elected to reinvest \$4,960,484 of its performance fees in LLC Interests of the Issuer, pursuant to the terms of the Management Services Agreement. On July 7, 2014, the Issuer issued 81,680 LLC Interests to MIMUSA upon such reinvestment.

For the month ended July 31, 2014, MIMUSA has elected to reinvest \$4,388,374 of its base management fees in LLC Interests of the Issuer, pursuant to the terms of the Management Services Agreement. On August 15, 2014, the Issuer issued 63,896 LLC Interests to MIMUSA upon such reinvestment.

For the month ended August 31, 2014, MIMUSA has elected to reinvest \$4,793,357 of its base management fees in LLC Interests of the Issuer, pursuant to the terms of the Management Services Agreement. On September 15, 2014, the Issuer issued 67,634 LLC Interests to MIMUSA upon such reinvestment.

For the month ended September 30, 2014, MIMUSA has elected to reinvest \$4,733,862 of its base management fees in LLC Interests of the Issuer, pursuant to the terms of the Management Services Agreement. On October 22, 2014, the Issuer issued 68,593 LLC Interests to MIMUSA upon such reinvestment.

For the three months ended September 30, 2014, MIMUSA has elected to reinvest \$51,585,376 of its performance fees in LLC Interests of the Issuer, pursuant to the terms of the Management Services Agreement. On October 22, 2014, the Issuer issued 747,460 LLC Interests to MIMUSA upon such reinvestment.

For the month ended October 31, 2014, MIMUSA has elected to reinvest \$4,621,238 of its base management fees in LLC Interests of the Issuer, pursuant to the terms of the Management Services Agreement. On November 17, 2014, the Issuer issued 69,229 LLC Interests to MIMUSA upon such reinvestment.

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 pages
(b) of this Schedule 13D and is incorporated herein by reference. Such information includes 4,600,433 LLC Interests and is based on 71,019,725 LLC Interests outstanding as of November 17, 2014.

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

On July 2, 2014, MGSA sold 308 LLC Interests of the Issuer.

(d) Not applicable.

(e) Not applicable.

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.

November 18, 2014

MACQUARIE INFRASTRUCTURE
MANAGEMENT (USA) INC.

By: /s/ Michael Kernan
Name: Michael Kernan
Title: General Counsel

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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.

November 18, 2014

MACQUARIE GROUP SERVICES AUSTRALIA PTY
LIMITED

By: /s/ John Polanin
Name: John Polanin
Title: Attorney-in-Fact

MACQUARIE GROUP SERVICES AUSTRALIA PTY
LIMITED

By: /s/ Gus Wong
Name: Gus Wong
Title: Attorney-in-Fact

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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.

November 18, 2014

MACQUARIE GROUP LIMITED

By: /s/ John Polanin
Name: John Polanin
Title: Attorney-in-Fact

MACQUARIE GROUP LIMITED

By: /s/ Gus Wong
Name: Gus Wong
Title: Attorney-in-Fact

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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	

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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)
	Michael Coleman	Non-executive Director	
	Patricia Cross	Non-executive Director	
	Diane J. Grady	Non-executive Director	
	Michael John Hawker	Non-executive Director	
	Nicholas W. Moore	Executive Director	
	Peter M. Kirby	Non-executive Director	
	Gary Banks	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	