

Macquarie Infrastructure Management (USA) INC  
 Form 4  
 May 29, 2018

**FORM 4**

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

OMB APPROVAL

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**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 Infrastructure Management (USA) INC**  
 (Last) (First) (Middle)  
**125 WEST 55TH STREET**  
 (Street)  
**NEW YORK, NY 10019**  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Macquarie Infrastructure Corp [MIC]**  
 3. Date of Earliest Transaction (Month/Day/Year)  
**05/24/2018**  
 4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, par value \$0.001 per share | 05/24/2018                           |  | P                              | 102,392<br>(1)  | \$ 37.73<br>(2) 7,236,329   | D  |  |
| Common Stock, par value \$0.001 per share | 05/25/2018                           |  | P                              | 40,652<br>(1)   | \$ 37.62<br>(2) 7,276,981   | D  |  |
| Common Stock, par                         | 05/29/2018                           |  | P                              | 123,182<br>(1)  | \$ 38.14 7,400,163  | D  |  |



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- (1) These purchases were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person 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 \$37.64 to \$38.16, inclusive, on May 24, 2018, \$37.20 to \$38.00, inclusive, on May 25, 2018 and \$37.99 to \$38.46,

- (2) inclusive, on May 29, 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.

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.