

Macquarie Infrastructure CO LLC
 Form 424B5
 April 08, 2013

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
LLC interests	1,000,000	\$ 52.58 ⁽¹⁾	\$ 52,580,000 ⁽¹⁾	\$ 7,171.91 ⁽²⁾

Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, and based on the average of the high and low prices of the LLC interests reported on the New York Stock Exchange on April 4, 2013.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-187794

**PROSPECTUS SUPPLEMENT (to Prospectus Dated April 8,
2013)**

**MACQUARIE INFRASTRUCTURE COMPANY LLC
1,000,000 SHARES**

MIC Direct

Macquarie Infrastructure Company LLC (MIC) is pleased to offer you the opportunity to participate in MIC Direct (MIC Direct), a convenient direct stock purchase and dividend reinvestment program available to new investors looking to make an initial investment in MIC LLC Interests (shares) and to existing shareholders looking to increase their holdings in MIC. Program highlights include:

Purchasing MIC shares.

Reinvesting dividends automatically at no cost.

Buying additional shares of MIC by check or automatic deduction from your bank account.

Conveniently transferring and selling shares of MIC.

Your participation in MIC Direct is entirely voluntary and may be terminated at any time. If you wish to join MIC Direct, please go online at www.computershare.com/investor, or complete and sign an Enrollment Form and return it to Computershare Trust Company, N.A., or Computershare, the program administrator.

This prospectus supplement relates to 1,000,000 shares of MIC, without par value, to be offered for purchase under the program. MIC shares are listed on the New York Stock Exchange (NYSE) under the trading symbol MIC. The last reported sale price of our shares on April 5, 2013 was \$53.13 per share.

Investing in these securities involves certain risks. Please read carefully the information included and incorporated by reference in this prospectus for a discussion of the factors you should carefully consider before deciding to invest in our shares, including the discussion of risks incorporated as described under Risk Factors on page S-5 of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 8, 2013.

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We have not authorized any dealer, salesperson or other person to give any information or to make any representation other than those contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectus that we may provide to you. You must not rely upon any information or representation not contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectus that we may provide to you. This prospectus supplement, the accompanying prospectus and any such free writing prospectus do not constitute an offer to sell or the solicitation of an offer to buy any securities other than the registered securities to which they relate. Nor do this prospectus supplement, the accompanying prospectus or any such free writing prospectus constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction. You should not assume that the information contained in this prospectus supplement, the accompanying prospectus, the documents incorporated herein and therein by reference and any such free writing prospectus is correct on any date after their respective dates, even though this prospectus supplement, the accompanying prospectus and any such free writing prospectus are delivered or securities are sold on a later date. Our business, financial condition, results of operations and cash flows may have changed since those dates.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of the offering of our shares pursuant to MIC Direct. The second part is the accompanying prospectus, dated April 8, 2013, which we refer to as the accompanying prospectus. Generally, when we refer to this prospectus, we are referring to both this prospectus supplement and the accompanying prospectus combined. The accompanying prospectus gives more general information, some of which may not apply to the offering of our shares pursuant to MIC Direct. To the extent there is a conflict between the information contained in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus or any document that has previously been filed with the Securities and Exchange Commission (SEC) and is incorporated into this prospectus by reference, on the other hand, the information in this prospectus supplement shall control.

Before you invest in our shares, you should carefully read the registration statement (including the exhibits thereto) of which this prospectus forms a part, this prospectus and the documents incorporated by reference into this prospectus.

The incorporated documents are described in this prospectus supplement under *Where You Can Find More Information* and *Incorporation by Reference of Certain Information*. This prospectus is part of a registration statement that we filed with the SEC.

As used in this prospectus supplement, unless otherwise indicated, MIC, we, us and our refer to Macquarie Infrastructure Company LLC and its consolidated subsidiaries, except in each case where otherwise indicated or the context otherwise requires.

ABOUT MACQUARIE INFRASTRUCTURE COMPANY LLC

Macquarie Infrastructure Company, LLC, a Delaware limited liability company, was formed on April 13, 2004. Except as otherwise specified, Macquarie Infrastructure Company, MIC, the Company, we, us, and our refer to Macquarie Infrastructure Company LLC and its subsidiaries together from June 25, 2007 and, prior to that date, to Macquarie Infrastructure Company Trust, the Company and its subsidiaries. Macquarie Infrastructure Management (USA) Inc., which we refer to as our Manager, is part of the Macquarie Group, comprised of Macquarie Group Limited and its subsidiaries and affiliates worldwide.

General

We own, operate and invest in a diversified group of infrastructure businesses that provide basic services, such as chilled water for building cooling and gas utility services to businesses and individuals primarily in the U.S. The businesses we own and operate include:

International Matex Tank Terminals or IMTT: a 50% interest in a bulk liquid storage terminal business, which provides bulk liquid storage and handling services at ten marine terminals in the United States and two in Canada and is one of the largest participants in this industry in the U.S., based on storage capacity;

Hawaii Gas: a full-service gas energy company processing and distributing gas products and providing related services in Hawaii;

District Energy: a 50.01% controlling interest in a district energy business, which operates among the largest district cooling systems in the U.S., serving various customers in Chicago, Illinois and Las Vegas, Nevada;

Atlantic Aviation: an airport services business providing products and services, including fuel and aircraft hangaring/parking, to owners and operators of general aviation aircraft at 62 airports in the U.S.; and
MIC Solar Energy Holdings or MIC Solar: interests in two solar power generation facilities totaling 30 megawatts located in the southwest U.S. that will provide wholesale electricity to utilities.

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Our businesses generally operate in sectors with significant barriers to entry, including high initial development and construction costs, the existence of long-term contracts or the requirement to obtain government approvals and a lack of immediate cost-efficient alternatives to the services provided. Overall they tend to generate sustainable long-term cash flows. Each of our operating businesses has its own management team and staff, as necessary, to conduct and support its operations.

We have elected to treat MIC as a corporation for federal tax purposes. As a result, all investor tax reporting regarding dividends will be provided on Form 1099.

Our Manager

MIC is managed externally by Macquarie Infrastructure Management (USA) Inc., our Manager. Our Manager is a member of the Macquarie Group, a diversified international provider of financial, advisory and investment services. The Macquarie Group is headquartered in Sydney, Australia and is a global leader in management of infrastructure investment vehicles on behalf of third-party investors and advising on the acquisition, disposition and financing of infrastructure assets.

We have entered into a management services agreement with our Manager. Our Manager is responsible for our day-to-day operations and affairs and oversees the management teams of our operating businesses. At the holding company level, the Company does not have any employees. Our Manager has assigned, or seconded, to the Company two of its employees to serve as chief executive officer and chief financial officer of the Company and seconds or makes other personnel available as required. The services performed for the Company by our Manager are provided at our Manager's expense, and include the compensation of our seconded personnel.

We pay our Manager a quarterly base management fee based primarily on our market capitalization. Our Manager can also earn a performance fee if the quarterly total return to shareholders (capital appreciation plus dividends) exceeds the quarterly total return based on a weighted average of two benchmark utilities indices. For our Manager to be eligible for the performance fee, MIC's quarterly total returns must be positive and in excess of any prior underperformance. The performance fee is equal to 20% of the difference between the benchmark return and the return for our shareholders. Our Manager may, in its sole discretion, choose to retain base and/or performance fees in cash or to reinvest such fees in additional shares.

We believe that Macquarie Group's demonstrated expertise and experience in the management, acquisition and funding of infrastructure businesses provide us with an advantage in pursuing our strategy. Our Manager is part of the Macquarie Funds Group, the asset management division of Macquarie globally. Macquarie-managed entities own, operate and/or invest in a global portfolio of approximately 110 businesses including toll roads, airports and airport-related infrastructure, bulk liquid storage, ports, communications, media, electricity and gas distribution networks, water utilities, renewable energy generation, aged care, rail and ferry assets across 25 countries.

Principal Executive Offices

Our principal executive offices are located at 125 West 55th Street, New York, NY 10019. Our telephone number at that location is (212) 231-1000. You may also obtain additional information about us from our website, www.macquarie.com/mic. Information on our website is not incorporated by reference into this prospectus supplement or a part of this prospectus supplement.

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FORWARD-LOOKING STATEMENTS

We have included or incorporated by reference into this prospectus supplement, and from time to time may make in our public filings, press releases or other public statements, certain statements that may constitute forward-looking statements. These include without limitation those under the headings Macquarie Infrastructure Company and Risk Factors, as well as those contained in any prospectus supplement or in any document incorporated by reference into this prospectus supplement or any applicable prospectus supplement. In addition, our management may make forward-looking statements to analysts, investors, representatives of the media and others. These forward-looking statements are not historical facts and represent only our beliefs regarding future events, many of which, by their nature, are inherently uncertain and beyond our control. We may, in some cases, use words such as project, believe, anticipate, plan, expect, estimate, intend, should, would, could, potentially, may or other words to identify these forward-looking statements.

In connection with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, we are identifying important factors that, individually or in the aggregate, could cause actual results to differ materially from those contained in any forward-looking statements made by us. Any such forward-looking statements are qualified by reference to the following cautionary statements.

Forward-looking statements in this prospectus and any prospectus supplement (including any documents incorporated by reference herein or therein) are subject to a number of risks and uncertainties, some of which are beyond our control, including, among other things:

- changes in general economic, business or demographic conditions or trends in the United States or changes in the political environment, level of travel or construction or transportation costs where we operate, including changes in interest rates and price levels;
- our holding company structure and/or investments in businesses that we may not control, may limit our ability to pay or increase a dividend;
- changes in patterns of commercial or general aviation air travel, including variations in customer demand for our business;
- our Manager's affiliation with the Macquarie Group or equity market sentiment, which may affect the market price of our shares;
 - our limited ability to remove our Manager for underperformance and our Manager's right to resign;
 - payment of performance fees to our Manager, if any, that could reduce distributable cash if paid in cash or could dilute existing shareholders if satisfied with the issuance of LLC interests;
 - our ability to service, comply with the terms of and refinance at maturity our substantial indebtedness;
 - our ability to make, finance and integrate acquisitions;
 - our ability to implement our operating and internal growth strategies;
 - our ability to enhance the financial planning and analysis function at IMTT;
- the regulatory environment, including U.S. energy policy, in which our businesses and the businesses in which we hold investments operate and our ability to estimate compliance costs, comply with any changes thereto, rates implemented by regulators of our businesses and the businesses in which we hold investments, and our relationships and rights under and contracts with governmental agencies and authorities;
 - unanticipated or unusual behavior of the City of Chicago brought about by the financial distress of the city;
 - the extent to which federal spending cuts, including potentially those resulting from sequestration, reduce the U.S. military presence on Hawaii or flight activity at airports on which Atlantic Aviation operates;

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technological innovations leading to a change in energy consumption patterns;
changes in electricity or other energy costs, including natural gas pricing;
the competitive environment for attractive acquisition opportunities facing our businesses and the businesses in which we hold investments;
environmental risks, including the impact of climate change and weather conditions, pertaining to our businesses and the businesses in which we hold investments;
work interruptions or other labor stoppages at our businesses or the businesses in which we hold investments;
changes in the current treatment of qualified dividend income and long-term capital gains under current U.S. federal income tax law and the qualification of our income and gains for such treatment;
disruptions or other extraordinary or force majeure events affecting the facilities or operations of our businesses and the businesses in which we hold investments and our ability to insure against any losses resulting from such events or disruptions;
fluctuations in fuel costs, or the costs of supplies upon which our gas processing and distribution business is dependent, and our ability to recover increases in these costs from customers;
our ability to make alternate arrangements to account for any disruptions or shutdowns that may affect the facilities of the suppliers or the operation of the barges upon which our gas processing and distribution business is dependent; and
changes in U.S. domestic demand for chemical, petroleum and vegetable and animal oil products, the relative availability of tank storage capacity and the extent to which such products are imported.

Our actual results, performance, prospects or opportunities could differ materially from those expressed in or implied by the forward-looking statements. A description of risks that could cause our actual results to differ appears under the caption **Risk Factors** and elsewhere in this prospectus supplement and in the documents incorporated by reference into this prospectus supplement. It is not possible to predict or identify all risk factors and you should not consider that description to be a complete discussion of all potential risks or uncertainties that could cause our actual results to differ.

In light of these risks, uncertainties and assumptions, you should not place undue reliance on any forward-looking statements. The forward-looking events discussed in this prospectus supplement (including any documents incorporated by reference herein) may not occur. These forward-looking statements are made as of the date of this prospectus supplement. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. You should, however, consult further disclosures we may make in future filings with the SEC.

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RISK FACTORS

Before you decide to participate in MIC Direct and invest in our shares, you should carefully consider the factors discussed in Item 1A under "Risk Factors" and elsewhere in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and the other information included or incorporated by reference in this prospectus supplement, as well as in the following discussion. If any of the risks described in these reports or other documents were to materialize, our business, results of operations, cash flows, financial condition and prospects could be materially and adversely affected. In that case, our ability to make distributions to our shareholders may be reduced, the trading price of our shares could decline and you could lose all or part of your investment. In addition, you should consult your own financial and legal advisors before making an investment.

You will not know the price of the shares you are purchasing or selling under MIC Direct at the time you authorize the investment or elect to have your dividends reinvested.

The price of our shares may fluctuate between the time you decide to purchase shares under MIC Direct and the time of actual purchase. In addition, during this time period, you may become aware of additional information that might affect your investment decision.

Computershare administers MIC Direct. If you instruct Computershare to sell shares under MIC Direct, you will not be able to direct the time or price at which your shares are sold (except for prices specified for day limit orders or GTC limit orders). The price of our shares may decline between the time you decide to sell shares and the time of actual sale.

If you decide to withdraw from MIC Direct, Computershare will continue to hold your shares in book-entry form unless you request a certificate for whole shares.

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INFORMATION ABOUT THE MIC DIRECT INVEST PROGRAM

Details of MIC Direct are set forth below in question and answer format. Further questions and correspondence should be directed to the program administrator.

Background

1. What is MIC Direct?

MIC Direct is a convenient direct stock purchase and dividend reinvestment program available to new investors looking to make an initial investment in our shares and for existing shareholders looking to increase their holdings of our shares. Participants in the program may elect to have dividends automatically reinvested in our shares and/or to make optional cash investments through our program administrator, Computershare. Participation in MIC Direct is entirely voluntary, and we give no advice regarding your decision to join the program. If you decide to participate in this program, you can enroll online at Computershare's website, www.computershare.com/investor. An enrollment form and reply envelope are also enclosed for your convenience. Enrollment forms are also available by contacting Computershare as indicated in Question 27.

2. What options are available under the program?
MIC Direct allows participants to:

open a program account with an initial investment of as little as \$250 by check, or by authorizing automatic deductions from a U.S. bank account;
have all or part of dividends paid on your MIC shares automatically reinvested at no cost in additional MIC shares;
increase your holdings of our shares under the program by making additional investments of as little as \$50, including the option to make automatic purchases by authorizing deductions from a U.S. bank account;
purchase our shares in whole dollar amounts, rather than a specific quantity of shares, with the appropriate number of full and fractional shares credited to your MIC Direct account;
make gifts of stock to family members and others at no charge by transferring MIC shares to another account, new or old, or by making an initial investment;
sell your MIC shares;
have your ownership of shares maintained on Computershare's records in book-entry form; and
receive regular statements indicating activity in your program account.

Please refer to Question 9 for additional information regarding dividend reinvestment options and Question 10 for further information regarding the methods of making additional cash investments.

Please retain all account statements for your records. The statements contain important tax and other information.

Participation

3. Who is eligible to participate in MIC Direct?

Any person or entity is eligible to enroll in MIC Direct provided that the enrollment procedures are satisfied as described below.

4. Can non-U.S. individuals participate in MIC Direct?

If you are a citizen or a resident of a country other than the United States, you should determine if there are any laws or governmental regulations that would prohibit your participation in the program. We reserve the right to terminate any participant if we deem it advisable under any foreign laws or regulations. All program funds must be paid in U.S. funds and drawn on a U.S. bank. If you are not in the United States,

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contact your bank to verify that it can provide you with a check that clears through a U.S. bank and can print the amount of the check in U.S. funds. Due to the longer clearance period, we are unable to accept checks clearing through non-U.S. banks. Please contact your local bank for details on how to make the transaction.

5. How does a MIC shareholder enroll in the program?

If you are already a MIC shareholder of record (that is, if you own shares that are registered in your name, not your broker's name) but you are not enrolled in MIC Direct, you may enroll in the program simply by going online to Computershare's website at www.computershare.com/investor or by completing and returning the enclosed Shareholder Enrollment Form to Computershare. You may obtain additional Shareholder Enrollment Forms at any time upon request to Computershare.

6. I already own shares, but they are held by my bank or broker and registered in street name. Can I use those shares to participate in the program?

Yes. To become a participant, you may choose from among the following three options:

If your shares of MIC are registered in the name of a bank, broker or other nominee, you may arrange for that bank, broker or nominee to register at least one share directly in your name in order to become eligible to participate in MIC Direct. Once at least one share is registered in your name, you can enroll as described in Question 5.

If your shares of MIC are registered in the name of a bank, broker or other nominee, you may make arrangements to have your bank, broker or nominee participate in MIC Direct on your behalf.

You may enroll in the program in the same manner as someone who is not currently a MIC shareholder, as described in Question 7.

7. I am not currently a MIC shareholder. How do I enroll in MIC Direct?

If you do not currently own any MIC shares and you wish to become a shareholder and a participant in MIC Direct, you may enroll in the program by completing an initial enrollment form, and making an initial investment of at least \$250 but no more than \$100,000. To make your initial investment, you may either:

include with your initial investment form a check made payable to Computershare MIC in an amount equal to at least \$250;

authorize a one-time online investment of at least \$250 at www.computershare.com/investor; or authorize automatic deductions of not less than \$50 per transaction from a U.S. bank account for at least five consecutive purchases. Automatic deductions will continue indefinitely, beyond the initial five purchases, until you notify Computershare through Computershare's website, www.computershare.com/investor, or in writing that the automatic deductions are to stop. A Direct Debit Authorization Form is included with the initial investment form. You can also sign up for automatic deductions at www.computershare.com/investor.

Additionally, a one-time enrollment fee of \$10 will be charged to enroll in MIC Direct if you are not already a MIC shareholder.

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8. Are there costs associated with participation?

If you are not already a MIC shareholder at the time you enroll in MIC Direct, you will be charged a one-time enrollment fee of \$10. Except as described, you will incur no service fees or processing fees for purchases you make under MIC Direct. We will pay all costs of purchases of the shares and administration of the program. If you instruct Computershare to sell some or all of your shares, you will be charged a service fee and a per share processing fee. Per share processing fees include any brokerage commissions Computershare is required to pay. See Question 20 for more information.

Fees assessed on participants are summarized in the following chart:

	Transaction Fee	Processing Fee*
Initial Enrollment (for new investors)	\$ 10.00	None
Purchases of shares including optional cash investments via check, and one-time online or recurring automatic deductions	No charge	None
Sales of shares (partial or full):		
Batch order sales fee	\$ 15.00	\$ 0.12 per common share sold
Market order sales fee	\$ 25.00	\$ 0.12 per common share sold
Day limit order sales fee	\$ 25.00	\$ 0.12 per common share sold
GTC limit order sales fee	\$ 25.00	\$ 0.12 per common share sold
Sales requests processed over the telephone by a customer service representative will be assessed an additional transaction fee of \$15.00 per request		
Reinvestment of dividends	No charge	None
Gift or transfer of shares	No charge	None
	25.00 per check or other	
Insufficient funds	\$ returned deposit (plus fees for sales of shares)	None

* All per share fees include any brokerage commissions Computershare is required to pay. The applicable fees and commissions will be deducted either from investments or proceeds from a sale.

We may change the fees assessed on participants at any time. We will give you notice of any fee increase before the increase becomes effective with respect to you.

Investments Under the Program

9. What are the dividend reinvestment options?

As a participant in the program, you may elect to reinvest all, part or none of the dividends on your MIC shares in the purchase of additional shares. The options available to you are as follows:

Full Dividend Reinvestment. If you select this option, Computershare will apply all of your dividends on all MIC shares registered in your name toward the purchase of more shares of MIC.

Partial Dividend Reinvestment. If you select this option, Computershare will pay you dividends in cash on the number of shares of MIC that you specify on your enrollment form and apply the balance of your dividends toward the purchase of more shares of MIC.

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All Dividends Paid in Cash (No Dividend Reinvestment). If you select this option, your dividends will not be reinvested. Instead, you will receive payment by check or automatic deposit (at your option) for all of your cash dividends.

If you do not specify any option when you enroll, your program account automatically will be set up for full dividend reinvestment. You can change your dividend reinvestment election at any time by notifying the program administrator. Computershare will continue to reinvest your dividends as you have indicated on your enrollment form until you specify otherwise. You may change your election at any time by completing and submitting a new enrollment form or by contacting Computershare directly at 1-866-867-6422 or online at www.computershare.com/investor. No matter which reinvestment option you have selected, you may make optional cash investments as described in Question 10.

10. How do I make an additional investment?

You may make optional cash investments by choosing among the following three options:

Check Investment. You may make optional cash investments in our shares by sending to Computershare a check for the purchase of additional shares. The check must be made payable to Computershare MIC in U.S. dollars and drawn on a U.S. bank. If you are not in the U.S., contact your bank to verify that it can provide you with a check that clears through a U.S. bank and can print the dollar amount in U.S. funds. Due to the longer clearance period, we are unable to accept checks clearing through non-U.S. banks. Computershare will not accept cash, money orders, traveler's checks or third party checks. All checks should be sent to Computershare at the address listed on the tear-off form section attached to each account statement you receive, or if making an investment when enrolling, with your enrollment form.

Online Investment. At any time, participants may make optional cash investments through Computershare's website, www.computershare.com/investor, by authorizing a one-time online bank debit from an account at a U.S. bank or financial institution. You should refer to the online confirmation for the account debit date and investment date.

Automatic Investment from a Bank Account. As an alternative to sending checks, you may elect to have funds automatically withdrawn from your checking or savings account at a U.S. bank. You may elect the automatic deduction option by completing and signing a Direct Debit Authorization Form and returning this form to Computershare, together with a voided blank check or savings account deposit slip for the bank account from which the funds are to be withdrawn. Additional Direct Debit Authorization Forms are available through Computershare. You may also enroll online through www.computershare.com/investor. Your Direct Debit Authorization Form will be processed and will become effective as promptly as practical. You should allow four to six weeks for the first investment to be initiated using this automatic deduction feature. Once automatic deductions begin, funds will be withdrawn from your bank account on either the first or fifteenth day of each month, or both (at your option), or the next business day if either of those days is not a business day. Those funds normally will be invested within five business days. You may change the amount of money or terminate automatic deductions by completing and submitting to Computershare a new Direct Debit Authorization Form or online at www.computershare.com/investor. To be effective for a particular investment date, Computershare must receive your new instructions at least six business days before the investment date. See Question 13 for information regarding investment dates.

11. What are the minimum and maximum amounts for additional investments?

In addition to increasing your holdings of MIC shares through the reinvestment of dividends, you may make optional cash investments in MIC shares at any time. Your optional cash investment must be at least \$50 up to a maximum of \$100,000 in any calendar year. Whether participating through the use of a check, one-time online investment, or through the automatic deduction feature, the \$50 minimum per transaction applies. If you are not a MIC shareholder and are a first-time investor in the program, your initial investment must be for at least \$250 and cannot exceed \$100,000. See Question 7 for additional information regarding an initial investment. Optional cash investments will be returned to you upon your request provided that Computershare receives your request at least two business days prior to the investment date.

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12. What is the source of MIC shares purchased through the program?

At our option, shares may be purchased in the open market through a registered broker-dealer or directly from MIC.

Share purchases in the open market may be made on any stock exchange where MIC shares are traded or by negotiated transactions on terms as Computershare may reasonably determine. Neither MIC nor any participant will have any authority or power to direct the date, time or price at which shares may be purchased, or the selection of the broker or dealer through or from whom purchases are to be made.

13. When will shares be purchased under the program?

General. Direct purchases from MIC of authorized but unissued shares of MIC will be made on the relevant investment date. Purchases on the open market will begin on the investment date and will be completed no later than 30 days from such date, except where completion at a later date is necessary or advisable under any applicable federal securities laws.

Optional Cash Investments. Computershare will normally invest any initial and additional cash investments by check, online investment, or by automatic deductions from a U.S. bank account towards the purchase of MIC shares no later than five business days after receipt of the investment. Computershare will determine the actual investment date for initial and additional cash investments.

Dividend Reinvestments. The investment date for reinvested cash dividends will be the dividend payment date, unless the NYSE is closed. In that case, the investment date will be the next day that the NYSE is open. If Computershare receives your enrollment form requesting reinvestment of dividends on or before the record date established for a particular dividend, reinvestment will commence with that dividend. Dividend record dates for dividends which may be declared on MIC shares and the related payment dates are announced by press release and posted on our website at www.macquarie.com/mic under the Investor Center tab. If your enrollment form is received after the record date for a particular dividend, the reinvestment of dividends will begin on the dividend payment date following the next record date if you are a participant in MIC Direct.

14. At what price will shares be purchased?

For shares purchased on the open market, the price will be the weighted average of the purchase price of all shares purchased for the program for that investment date. For shares purchased directly from MIC, the price will be the average of the high and low sales prices of the shares on the NYSE during regular trading hours for that investment date. If no trading in MIC shares occurs on the NYSE for that date, the price will be the average of the high and low sales prices of the shares on the NYSE on the most recent date preceding that investment date which MIC shares were traded.

15. Will fractional shares be purchased?

Yes. If any dividend or optional cash investment is not sufficient to purchase a whole share of MIC shares, a fractional share equivalent will be credited to your account. All fractional shares are rounded to six decimal places.

16. How are payments with insufficient funds handled?

In the event that any check, authorized electronic funds transfer or other deposit is returned unpaid for any reason, or your pre-designated U.S. bank account does not have sufficient funds for an automatic debit, Computershare will consider the request for investment of that purchase null and void and will immediately remove from your account any shares already purchased in anticipation of receiving those funds. If the net proceeds from the sale of those shares are insufficient to satisfy the balance of the uncollected amounts, Computershare may sell additional shares from your account as necessary to satisfy the uncollected balance. There is a \$25 fee for any check or other deposit that is returned unpaid by your bank and for any failed automatic deduction from your pre-designated U.S. bank account. This fee will be collected by Computershare through the sale of the number of shares from your MIC Direct account

necessary to satisfy the fee.

17. Will interest be paid on the program accounts?
No. Interest will not be paid on amounts held pending investment.

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Sales and Transfers of Shares

18. Who will hold the shares purchased through MIC Direct?

We are a participant in the Direct Registration System (DRS). DRS is a method of recording shares of stock in book-entry form. Shares purchased through MIC Direct will be credited in book-entry form to your account on Computershare s records. The number of shares (including fractional interests) credited to your account will be shown on each account statement.

19. Why use DRS instead of issuing paper certificates for shares? Can certificates be deposited in my MIC Direct account for safekeeping?

DRS eliminates the risk and cost of paper certificates, while enabling you to maintain the benefits of direct ownership, including the ability to participate in the program. If you hold any shares in book-entry form, you may at any time choose to have all or a portion of your book-entry shares transferred to your broker electronically by contacting your broker/dealer. When using your broker to facilitate a share transfer, you will need to provide them with a copy of your DRS account statement.

You can also deposit MIC certificate(s) into your MIC Direct account. To deposit your shares, send the certificate(s) to Computershare at the address listed in Question 27, by registered or certified mail, with return receipt requested, or some other form of traceable mail, and properly insured. Do not sign the certificate(s) or complete the assignment section. When submitting certificate(s) for deposit into your MIC Direct account, be sure to include a written request to have the certificate(s) deposited. Shares that are deposited will be credited in book-entry form to your MIC Direct account.

20. How may I sell shares I hold through MIC Direct?

You may request that Computershare sell shares credited to your program account in the manners described below:

Market Order: A market order is a request to sell securities promptly at the current market price. Market order sales are only available at www.computershare.com/investor, through Investor Centre, or by calling Computershare directly at 1-866-867-6422. Market order sale requests received at www.computershare.com/investor, through Investor Centre, or by telephone will be placed promptly upon receipt during market hours (normally 9:30 a.m. to 4:00 p.m., Eastern Time). Any orders received after 4:00 p.m., Eastern Time, will be placed promptly on the next day the market is open. Depending on the number of shares being sold and current trading volume in the shares, a market order may only be partially filled or not filled at all on the trading day in which it is placed, in which case the order, or remainder of the order, as applicable, will be cancelled at the end of such day. To determine if your shares were sold, you should check your account online at www.computershare.com/investor or call Computershare directly at 1-866-867-6422. If your market order sale was not filled and you still want the shares sold, you will need to re-enter the sale request. The price shall be the market price of the sale obtained by Computershare s broker, minus a processing fee of \$0.12 per share sold. Each market order sale will also incur a service fee of \$25.

Batch Order: A batch order is an accumulation of all sale requests for a security submitted together as a collective request. Batch orders are submitted on each market day, assuming there are sale requests to be processed. Sale instructions for batch orders received by Computershare will be processed no later than five business days after the date on which the order is received (except where deferral is required under applicable federal or state laws or regulations), assuming the applicable market is open for trading and sufficient market liquidity exists. All sale requests received in writing will be submitted as batch order sales. Computershare will seek to sell shares in round lot (100 shares) transactions. For this purpose, Computershare may combine each selling MIC Direct participant s shares with those of other selling participants. In every case of a batch order sale, the proceeds to each selling MIC Direct participant for each share sold will be the weighted average sale price obtained by Computershare s broker for each

aggregate order placed by Computershare and executed by the broker, minus a processing fee of \$0.12 per share sold. Each batch order sale will also incur a service fee of \$15.

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Day Limit Order: A day limit order is an order to sell securities when and if they reach a specific trading price on a specific day. The order is automatically cancelled if the price is not met by the end of that day (or, for orders placed after market hours, the next day the market is open). Depending on the number of securities being sold and the current trading volume in the securities, such an order may only be partially filled, in which case the remainder of the order will be cancelled. The order may be cancelled by the applicable stock exchange, by Computershare at its sole discretion or, if Computershare's broker has not filled the order, at your request made online at www.computershare.com/investor or by calling Computershare directly at 1-866-867-6422. Each day limit order sale will incur a service fee of \$25 and a processing fee of \$0.12 per share sold.

Good-Til-Cancelled (GTC) Limit Order: A GTC limit order is an order to sell securities when and if the securities reach a specific trading price at any time while the order remains open (generally up to 30 days). Depending on the number of securities being sold and current trading volume in the securities, sales may be executed in multiple transactions and over more than one day. If an order remains open for more than one day during which the market is open, a separate fee will be charged for each such day. The order (or any unexecuted portion thereof) is automatically cancelled if the trading price is not met by the end of the order period. The order may be cancelled by the applicable stock exchange, by Computershare at its sole discretion or, if Computershare's broker has not filled the order, at your request made online at www.computershare.com/investor or by calling Computershare directly at 1-866-867-6422. Each GTC limit order sale will incur a service fee of \$25 and a processing fee of \$0.12 per share sold.

Alternatively, you may choose to sell shares in your program account through a stockbroker of your choice, in which case you should contact your broker about transferring shares from your program account to your brokerage account.

Computershare generally supports the sales options set forth above. All sales options, however, may not be available at all times.

All per share processing fees include any brokerage commissions Computershare is required to pay. An additional \$15 will be charged if the assistance of a Customer Service Representative is required when selling shares.

Computershare may, for various reasons, require a transaction request to be submitted in writing. Participants should contact Computershare to determine if their particular request, including any sales request, must be submitted in writing. Computershare reserves the right to decline to process a sale if it determines, in its sole discretion, that supporting legal documentation is required. In addition, no one will have any authority or power to direct the time or price at which shares for the program are sold (except for prices specified for day limit orders or GTC limit orders), and no one, other than Computershare, will select the broker(s) or dealer(s) through or from whom sales are to be made.

You should be aware that the price of MIC shares may rise or fall during the period between a request for sale, its receipt by Computershare and the ultimate sale on the open market. Instructions sent to Computershare to sell shares are binding and may not be rescinded.

If you elect to sell shares online at www.computershare.com/investor through Investor Centre, you may utilize Computershare's international currency exchange service to convert your sale proceeds to your local currency prior to being sent to you. Receiving your sales proceeds in a local currency and having your check drawn on a local bank avoids the timely and costly collection process required for cashing U.S. dollar checks. This service is subject to additional terms and conditions and fees, which you must agree to online.

21. Can I transfer shares that I hold in the program to someone else?

Yes. You may transfer ownership of some or all of your shares held through MIC Direct. You may call Computershare at 1-866-867-6422 for complete transfer instructions. You also may download transfer instructions at www.computershare.com/investor. You will be asked to send to Computershare written transfer instructions. Your

signature on the written transfer instructions must be Medallion Guaranteed by a financial

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institution. Most banks and brokers participate in the Medallion Guarantee program. The Medallion Guarantee program ensures that the individual signing is in fact the owner of the participant's shares. A notary is not sufficient.

You may transfer shares to new or existing MIC shareholders. If you transfer less than one whole share, a new MIC Direct account may not be opened for the transferee. If the transferee is not already a participant in MIC Direct and you transfer more than one whole share, an account will be opened in the name of the transferee and he or she will automatically be enrolled in the program. If the transferee is not already a participant in MIC Direct, the account will be enrolled under the full reinvestment option unless you specify differently. The transferee may change the investment option after the transfer has been made as described in Question 23.

You may not pledge any shares held in your MIC Direct account as collateral for a loan or other obligation. If you wish to pledge shares held in your MIC Direct account, you must first withdraw the number of shares you propose to pledge from your account.

22. I've just moved. How can I request a change of address or update other personal data?

It is important that our records contain your most up-to-date personal data. If you need to request a change of address or update other personal data, please call Computershare at 1-866-867-6422, write to Computershare at the address listed in Question 27, or update your information online through Investor Centre at www.computershare.com/investor.

23. How may I change my dividend reinvestment option or discontinue reinvesting my dividends?

You may change dividend reinvestment options online at www.computershare.com/investor, by calling Computershare directly at 1-866-867-6422, instructing Computershare in writing at its address listed in Question 27, or by submitting to Computershare a new election on an Enrollment Form. To be effective for a specific dividend, any change must be received by Computershare before the record date for that dividend. See Question 13 for information regarding record dates.

24. May I withdraw shares from my MIC Direct account or terminate my participation in MIC Direct?

You may withdraw all or some of the shares from your MIC Direct account or terminate your participation in the program at any time by accessing your MIC Direct account at www.computershare.com/investor, calling Computershare directly at 1-866-867-6422, completing the information on the transaction form attached to the program statement or transaction advice or by giving written instructions to Computershare at the address listed in Question 27.

25. What happens if I elect to withdraw shares or terminate my participation in MIC Direct?

Upon withdrawal or termination, whole shares held in your MIC Direct account will be moved to a book-entry position registered in your name on the books of DRS. In lieu of your shares being held in a book-entry position, you can also request a certificate for the number of whole shares of MIC. In either instance, if you terminate your MIC Direct account, you will receive a check for the cash value of any fractional share. The amount of the check will be based on the then current price of our shares, less any transaction fees and processing fees. If notice of termination is received near a record date for a program account whose dividends are to be reinvested, Computershare, in its sole discretion, may either distribute such dividends in cash or reinvest them in shares on your behalf. In the event reinvestment is made, Computershare will process the termination as soon as practicable, but in no event later than five business days after the investment is complete.

You may also terminate your MIC Direct account by selling your shares of MIC as described in Question 20.

Upon withdrawal from the program, any uninvested contributions will be returned promptly to you.

26. May I receive dividend payments by direct deposit?

Yes. Through the program's direct deposit feature, instead of receiving dividend checks, you may elect to have your cash dividends paid by electronic funds transfer to your U.S. bank account on the dividend payment date. To receive dividends by direct deposit, you must complete, sign and return to Computershare an

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authorization form for direct deposit. You may obtain this form by calling Computershare directly at 1-866-867-6422. You also may elect direct deposit at www.computershare.com/investor through Investor Centre. Authorization forms for direct deposit will be processed and will become effective as promptly as practicable after receipt of the form by Computershare. You may change your designated bank account for direct deposit or discontinue this feature at any time by submitting to Computershare a new authorization form for direct deposit, through the Internet, or by written instruction to Computershare.

Administration

27. Who administers MIC Direct? How do I contact them?

Computershare directs the purchase of and credits participants' accounts with MIC shares acquired under the program, keeps records, sends statements of account activity to participants and performs other related duties. Computershare also acts as our transfer agent, registrar and dividend disbursing agent.

You may contact Computershare by writing to:

MIC Direct
c/o Computershare
P.O. Box 43006
Providence, RI 02940-3006

You may contact Computershare at one of the telephone numbers listed below:

Shareholder customer service, including sale of shares: 1-866-867-6422 (within the U.S.) and 1-201-680-6578 (outside the U.S.).

New investors requesting program material: 1-866-867-6422 (available 24 hours a day, 7 days a week) and TDD: 1-800-952-9245 (a telecommunications device for the hearing impaired is available).

You also may contact Computershare via the Internet. Computershare's Internet address is www.computershare.com/investor. Messages sent via the Internet will be responded to promptly. At Computershare's website, you can access your share balance, sell shares, and obtain online forms and other information about your account.

28. What reports will I receive?

Statements of your account activity will be sent to you after each transaction, which will simplify your record keeping. Each account statement will show the amount invested, the purchase or sale price, the number of shares purchased or sold and any applicable service fees, as well as any activity associated with share deposits or withdrawals. For shares acquired in MIC Direct after January 1, 2013, the statement will include specific cost basis information in accordance with applicable law. Please notify Computershare promptly either in writing or by telephone if your address changes.

In addition, you will receive copies of the same communications sent to all other holders of MIC shares, such as annual reports and proxy statements. You also will receive any U.S. Internal Revenue Service (IRS) information returns, if required. Please retain all account statements for your records. The statements contain important tax and other information.

29. What if MIC issues a stock dividend or declares a stock split?

Any stock dividends or split shares of MIC distributed by MIC on shares credited to your account will be credited to your account. You will receive a statement indicating the number of shares earned as a result of the transaction.

30. How do I vote my program shares at shareholders meetings?

Each shareholder entitled to vote at a meeting of shareholders is sent either a notice containing instructions on how to access our proxy statement and our annual report online or a printed copy of our proxy materials before the meeting.

You are encouraged to read the proxy statement carefully. You may vote online or by phone or by returning the signed, dated proxy material. The proxies will vote the shares in accordance with your instructions. Fractional shares will not be voted.

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31. Can MIC Direct be changed and who interprets MIC Direct?

While MIC Direct is intended to continue indefinitely, MIC reserves the right to suspend or terminate the program at any time. MIC also reserves the right to make modifications to the program. You will be notified of any such suspension, termination or modification. Computershare also may terminate your MIC Direct account if you do not own at least one whole share. In the event that your program account is terminated for this reason, a check for the cash value of the fractional share based upon the then-current market price, less any service fee, any processing fees and any other costs of sale will be sent to you and your account will be closed. Any questions of interpretation that may arise under the program will be determined by MIC and such determination will be final. All related forms and your program account will be governed by and construed in accordance with the laws of the State of New York and cannot be modified orally.

32. What are the responsibilities of MIC and Computershare under the program?

Neither MIC nor Computershare will be liable for any act or omission to act, which was done in good faith, including any claim of liability arising out of the failure to cease reinvestment of dividends for a participant's account upon the participant's death prior to receipt of notice in writing of the death along with a request to cease dividend reinvestment from a qualified representative of the deceased, the prices at which shares are purchased or sold for participants accounts, the times when purchases or sales are made, or fluctuations in the market value of MIC shares. You should recognize that neither MIC nor Computershare can assure you of a profit or protect you against a loss on shares purchased through the program. Although MIC currently contemplates the continuation of quarterly dividends, the payment and amount of dividends is subject to the discretion of our Board of Directors and will depend upon future financial performance of MIC's operating companies, the financial condition of MIC generally and other factors.

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CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS RELATING TO THE PROGRAM

The following is a summary of certain U.S. federal income tax consequences of participation in the program to U.S. Holders (as defined in the accompanying prospectus). This summary is based on the Internal Revenue Code of 1986, as amended, or the Code, final, temporary, and proposed Treasury Regulations promulgated under the Code, current administrative interpretations and practices of the Internal Revenue Service, or the IRS (including its practices and policies as expressed in certain private letter rulings which are not binding on the IRS except with respect to the particular taxpayers who requested and received such rulings), and judicial decisions, all as in effect on the date of this prospectus supplement and all subject to change or differing interpretations, possibly with retroactive effect. We have not requested, and do not plan to request, any rulings from the IRS with respect to the statements made in this prospectus supplement and the statements in this prospectus supplement are not binding on the IRS or any court. Thus, we can provide no assurance that these statements will not be challenged by the IRS or sustained by a court if challenged by the IRS. This summary is a supplement to, and should be read in conjunction with, the discussion in the accompanying prospectus under the heading Material U.S. Federal Income Tax Considerations. This summary is limited to participants that will hold our shares as capital assets within the meaning of Section 1221 of the Code (generally, held for investment). This summary is for general information only, and does not purport to discuss all aspects of U.S. federal income taxation that may be relevant to a participant in light of its investment or tax circumstances, or to certain types of participants subject to special tax rules, such as those identified in the accompanying prospectus.

You are urged to consult your own tax advisor with respect to the U.S. federal, state, local, foreign and other tax consequences of participation in the program.