

Macquarie Infrastructure Co LLC  
Form 8-K  
May 22, 2014

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 21, 2014

MACQUARIE INFRASTRUCTURE COMPANY LLC  
(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-32384  
Commission File Number

43-2052503  
(I.R.S. Employer Identification  
Number)

125 West 55th Street,  
New York, New York  
(Address of principal executive offices)

10019  
(Zip code)

(212) 231-1000  
(Registrant's telephone number, including area code)

N.A.  
(Former name or former address, if changes since last report)

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 (see General Instruction A.2. below):

- 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 5.07 Submission of Matters to a Vote of Security Holders

On May 21, 2014, Macquarie Infrastructure Company LLC (the “Company”) held its annual meeting of shareholders. A brief description follows of each matter voted upon at the annual meeting, including the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes with respect to each matter. Of the total 56,459,047 LLC interests outstanding as of the record date of March 26, 2014 that were entitled to vote, 51,288,351 LLC interests were represented at the meeting, either in person or by proxy.

The matters voted upon and the results of the vote at the annual meeting of shareholders were as follows:

Proposal 1 – Election of Directors: The Company’s shareholders voted to elect the following individuals as directors to serve for a one-year term with the votes shown:

| Nominee                | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------------|------------|----------------|------------------|
| Norman H. Brown, Jr.   | 41,296,866 | 123,819        | 9,867,666        |
| George W. Carmany, III | 41,289,488 | 131,197        | 9,867,666        |
| H.E. (Jack) Lentz      | 41,289,477 | 131,208        | 9,867,666        |
| Ouma Sananikone        | 41,330,720 | 89,965         | 9,867,666        |
| William H. Webb        | 23,166,140 | 18,254,545     | 9,867,666        |

Proposal 2 – Ratification of Selection of Independent Auditor The Company’s shareholders ratified the audit committee’s selection of KPMG LLP as the Company’s independent auditor for the fiscal year ending December 31, 2014 with the votes shown:

|            |               |             |
|------------|---------------|-------------|
| Votes For  | Votes Against | Abstentions |
| 50,975,693 | 211,503       | 101,155     |

Proposal 3 – Advisory Resolution on Executive Compensation The Company’s shareholders approved, on an advisory basis, executive compensation with the votes shown.

|            |               |             |                  |
|------------|---------------|-------------|------------------|
| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
| 39,109,878 | 1,237,587     | 1,073,220   | 9,867,666        |

Proposal 4 – Resolution on Independent Directors Equity Plan The Company’s shareholders approved the 2014 Independent Directors Equity plan with the votes shown:

| Votes For  | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|------------|------------------|-------------|---------------------|
| 40,045,273 | 1,273,949        | 101,463     | 9,867,666           |

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.

Dated: May 21, 2014

MACQUARIE INFRASTRUCTURE  
COMPANY LLC

By: /s/ James Hooke  
Name: James Hooke  
Title Chief Executive Officer