

Macquarie Infrastructure Corp
 Form 424B3
 April 05, 2016

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
Common Stock, par value \$0.001 per share	958,436 ⁽¹⁾	(1)	(1)	(1)

The shares of Common Stock being offered pursuant to this prospectus supplement represent unsold shares previously registered on the Registration Statement on Form S-3ASR (No. 333-187794) filed by Macquarie Infrastructure Corporation (the Registrant) on April 8, 2013 (the Earlier Registration Statement). Such unsold shares are being registered hereunder pursuant to Rule 415(a)(6) under the Securities Act. Pursuant to Rule 415(a)(6), the remaining portion of the registration fee of \$7,171.91 previously paid on April 8, 2013 in connection with the registration of such unsold shares, in connection with the filing of a prospectus supplement related to sales of Common Stock under the Registrant's direct stock purchase and dividend reinvestment program, shall continue to apply to the unsold securities, and no additional filing fee in respect of such unsold shares is due hereunder. In accordance with Rule 415(a)(6), the offering of such unsold shares pursuant to the Earlier Registration Statement will be deemed terminated effective upon filing this prospectus supplement.

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Filed pursuant to Rule 424(b)(3)
Registration No. 333-210615

**PROSPECTUS SUPPLEMENT
(to Prospectus Dated April 5, 2016)**

Macquarie Infrastructure Corporation

**958,436 SHARES
COMMON STOCK
MIC Direct**

Macquarie Infrastructure Corporation (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 common stock, par value \$0.001 per share (common stock) and to existing stockholders looking to increase their holdings in MIC. Program highlights include:

Purchasing MIC common stock.

Reinvesting dividends automatically at no cost.

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

Conveniently transferring and selling common stock 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 958,436 shares of common stock of MIC to be offered for purchase under the program. MIC common stock is listed on the New York Stock Exchange (NYSE) under the trading symbol MIC. The last reported sale price of our common stock on April 4, 2016 was \$67.28 per share.

Investing in the common stock involves certain risks. Please read carefully the information included and incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should carefully consider before deciding to invest in our common stock, including the discussion of risks incorporated as described under Risk Factors on page S-4 of this prospectus supplement and on page 4 of the accompanying prospectus.

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 5, 2016.

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Macquarie Infrastructure Corporation is not an authorized deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia) and its obligations do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 (MBL). MBL does not guarantee or otherwise provide assurance in respect of the obligations of Macquarie Infrastructure Corporation.

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

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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 common stock pursuant to MIC Direct. The second part is the accompanying prospectus, dated April 5, 2016, 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 common stock 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 common stock, 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 of Certain Documents by Reference*. 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 Corporation and its consolidated subsidiaries, except in each case where otherwise indicated or the context otherwise requires.

ABOUT MACQUARIE INFRASTRUCTURE CORPORATION

Macquarie Infrastructure Corporation, a Delaware corporation, is the successor to Macquarie Infrastructure Company LLC, or MIC LLC, pursuant to the conversion of MIC LLC into a Delaware corporation on May 21, 2015. MIC LLC was formed on April 13, 2004. Except as otherwise specified, all references in this prospectus to MIC, our Company, we, us, and our mean, Macquarie Infrastructure Corporation from and after the time of the conversion and MIC LLC, our predecessor, prior to the conversion, and, in each case, its subsidiaries included in our consolidated financial statements. 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 businesses that provide services to other businesses, government agencies and individuals primarily in the United States. The businesses we own and operate include:

International Matex Tank Terminals or IMTT: a bulk liquid terminals business which provides bulk liquid storage, handling and other services to third parties at ten marine terminals in the United States and two in Canada;

Atlantic Aviation: a provider of fuel, terminal, aircraft hangaring and other services primarily to owners and operators of general aviation aircraft on 69 airports in the United States;

Contracted Power and Energy or CP&E: controlling interests in gas-fired, wind and solar power facilities in the United States; and

Hawaii Gas: a gas energy company processing and distributing gas and providing related services in Hawaii.
We are managed externally by our Manager.

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 the accompanying prospectus, 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 *About Macquarie Infrastructure Corporation* and *Risk Factors*, as well as other statements contained in this prospectus supplement and the accompanying prospectus or in any document incorporated by reference into this prospectus supplement or the accompanying prospectus such as our Annual Report on Form 10-K for the fiscal year ended December 31, 2015. 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*, *could*, *potentially*, *may* or other words that convey uncertainty of future events or outcomes 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 supplement and accompanying prospectus (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, including changes in gross domestic product, interest rates and inflation;
the ability to service, comply with the terms of and refinance at maturity our indebtedness, including due to dislocation in debt markets;
disruptions or other extraordinary or force majeure events and the ability to insure against losses resulting from such events or disruptions;
the regulatory environment, including U.S. energy policy, and the ability to estimate compliance costs, comply with any changes thereto, rates implemented by regulators, and the relationships and rights under and contracts with governmental agencies and authorities;
any event or occurrence that may limit our ability to pay or increase our dividend;
the ability to conclude a sufficient number of attractive growth projects, deploy growth capital in amounts consistent with our objectives in the prosecution of those and achieve targeted risk adjusted returns on any growth project;
sudden or extreme volatility in commodity prices;
changes in 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 or exported;
changes in patterns of commercial or general aviation air travel, including variations in customer demand;
technological innovations leading to changes in energy production, distribution and consumption patterns;
fluctuations in fuel costs, or the costs of supplies upon which our gas processing and distribution business is dependent, and the ability to recover increases in these costs from customers;
the ability to make alternate arrangements to account for any disruptions or shutdowns that may affect suppliers facilities or the operation of the barges upon which our gas processing and distribution business is dependent;

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the ability to make, finance and integrate acquisitions or growth projects and the quality of financial information and systems of acquired entities;

the ability to implement operating and internal growth strategies;

environmental risks, including the impact of climate change and weather conditions;

the impact of weather events including potentially hurricanes, tornadoes and/or seasonal extremes;

changes in electricity or other energy costs, including natural gas pricing;

unplanned outages and/or failures of technical and mechanical systems;

payment of performance fees to the Manager, if any, that could reduce distributable cash if paid in cash or could dilute existing stockholders if satisfied with the issuance of shares of our common stock;

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 income and gains for such treatment;

work interruptions or other labor stoppages;

the inability of principal off-takers in the contracted power businesses to take and/or pay for the energy supplied;

the Manager's affiliation with the Macquarie Group or equity market sentiment, which may affect the market price of our common stock;

the limited ability to remove the Manager for underperformance and the Manager's right to resign;

unanticipated or unusual behavior of municipalities and states brought about by financial distress; and

the extent to which federal spending cuts reduce the U.S. military presence in Hawaii or flight activity at airports at which Atlantic Aviation operates.

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, accompanying prospectus and in the documents incorporated by reference into this prospectus supplement and accompanying prospectus such as our Annual Report on Form 10-K for the year ended December 31, 2015. 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. See "Where You Can Find More Information" and "Incorporation of Certain Documents by Reference" in this prospectus supplement.

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RISK FACTORS

Before you decide to participate in MIC Direct and invest in our common stock, 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, 2015 and the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, 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 pay dividends to our stockholders may be reduced, the trading price of our common stock 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 in our common stock.

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

If you decide to withdraw from MIC Direct, Computershare will continue to hold your whole shares of common stock in book-entry form and mail you 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.

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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 common stock and for existing stockholders looking to increase their holdings of our common stock. Participants in the program may elect to have dividends automatically reinvested in our common stock 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 common stock automatically reinvested at no cost in additional MIC common stock;
- increase your holdings of our common stock 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 common stock in whole dollar amounts, rather than a specific quantity of shares of common stock, 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 common stock to another account, new or old, or by making an initial investment;
 - sell your MIC common stock;
 - have your ownership of common stock 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.