

Macquarie Infrastructure CO LLC  
Form 8-K  
October 04, 2007

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): October 1, 2007

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 (IRS Employer Identification No.)
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125 West 55 <sup>th</sup> Street, New York, New York (Address of Principal Executive Offices)	10019 (Zip Code)
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Registrant's telephone number, including area code: (212) 231-1000

Not Applicable

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(Former name or former address, if changed 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))
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**Section 3 - Securities and Trading Markets**

**Item 3.02 Unregistered Sales of Equity Securities.**

On October 1, 2007, Macquarie Infrastructure Company LLC issued 1,171,503 limited liability company interests to Macquarie Infrastructure Management (USA) Inc., or MIMUSA, upon reinvestment of the \$43.0 million performance fee due to MIMUSA for the fiscal quarter ended June 30, 2007, as previously disclosed, based on the volume weighted average price per LLC interest over the 15 trading days ending September 27, 2007. The securities were sold in a private placement under Section 4(2) of the Securities Act of 1933, as amended, and pursuant to the terms of the Management Services Agreement.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MACQUARIE INFRASTRUCTURE COMPANY LLC

Date: October 4, 2007

By: /s/ Peter Stokes

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Name: Peter Stokes

Title: Chief Executive Officer

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