

Macquarie Infrastructure CO LLC

Form 8-K

July 05, 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): July 3, 2007  
MACQUARIE INFRASTRUCTURE COMPANY LLC  
(Exact name of registrant as specified in its charter)**

Delaware

001-32384

43-2052503

(State or other jurisdiction  
of incorporation)

Commission File  
Number

(IRS Employer  
Identification No.)

125 West 55<sup>th</sup> Street,  
New York, New York

10019

(Address of Principal Executive Offices)

(Zip Code)

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

Not Applicable

(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))
-

**Section 8 Other Events**

**Item 8.01 Other Events.**

Under the terms of its Management Services Agreement with its Manager, Macquarie Infrastructure Company LLC (the Company) has incurred an obligation for payment of a performance fee of \$43.0 million. The performance fee is payable to its Manager, Macquarie Infrastructure Management (USA) Inc., for the quarter ended June 30, 2007.

MIC's Manager is eligible to earn a quarterly performance fee if the MIC Accumulation Index, a measure of total return to shareholders, is positive and outperforms its benchmark, currently the MSCI U.S. Utilities Index. The performance fee is 20% of the outperformance of the Accumulation Index relative to the benchmark. A fee is payable only to the extent that the outperformance is in excess of any prior accumulated deficit.

For the quarter ended June 30, 2007 the MIC Accumulation Index outperformed its utilities-based benchmark by 15.0% or approximately \$215.0 million.

MIC's Manager has elected to receive the performance fee in additional limited liability company interests ( shares ) of the Company. The number of additional shares to be issued will be calculated based on the volume-weighted average price of MIC's outstanding shares during a 15 day trading period that will begin during the first week of September, 2007.

---

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: July 5, 2007

By: /s/ Peter Stokes  
Name: Peter Stokes  
Title: Chief Executive Officer