

Macquarie Infrastructure Corp
Form DEF 14A
March 24, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant x
Filed by a Party other than the Registrant o
Check the appropriate box:

o Preliminary Proxy Statement
 Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))
 x Definitive Proxy Statement
 o Definitive Additional Materials
 o Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

MACQUARIE INFRASTRUCTURE CORPORATION

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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MACQUARIE INFRASTRUCTURE CORPORATION

March 24, 2017

Dear Stockholder:

You are cordially invited to participate in our 2017 Annual Meeting of Stockholders, referred to herein as the Annual Meeting, which will be held on Wednesday, May 17, 2017 at 10:00A.M. (Eastern Time). We are pleased that this year's Annual Meeting will be a virtual meeting of stockholders, that is, you may participate solely by means of remote communication. You will be able to participate in the Annual Meeting, vote and submit your questions during the Annual Meeting via a live webcast by visiting www.virtualshareholdermeeting.com/MIC17 or listen and submit your questions via conference call at 1-877-328-2502. Please note that you will not be able to vote your shares via conference call. Prior to the Annual Meeting, you will be able to vote at www.proxyvote.com.

The following pages contain the formal Notice of the Annual Meeting and our proxy statement. The proxy statement contains important information about the Annual Meeting, the proposals we will consider and how you can vote your shares. Please review this material for information concerning the business to be conducted at the meeting and the nominees for election as directors.

Your vote is very important to us. Whether or not you plan to participate in the Annual Meeting, we encourage you to promptly vote and submit your proxy by telephone or by Internet or by completing, signing, dating and returning the enclosed proxy card. This will help us ensure that your vote is represented at the Annual Meeting.

On behalf of the board of directors and management, I extend our appreciation for your participation and interest in Macquarie Infrastructure Corporation.

Sincerely,

Martin Stanley
Chairman of the Board of Directors

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MACQUARIE INFRASTRUCTURE CORPORATION

March 24, 2017

NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on Wednesday, May 17, 2017

Macquarie Infrastructure Corporation's 2017 Annual Meeting of Stockholders, referred to herein as the Annual Meeting, will be held on Wednesday, May 17, 2017 at 10:00A.M. (Eastern Time). You can participate in the Annual Meeting online, vote your shares electronically and submit questions during the Meeting, by visiting www.virtualshareholdermeeting.com/MIC17. You will need your 16-Digit Control Number to enter the Annual Meeting. In addition, you may listen to the meeting and submit your questions via conference call at 1-877-328-2502. Please note that you will not be able to vote your shares via conference call. At the Annual Meeting, we will discuss, and you will vote on, the following proposals:

the election of directors eligible for election by our common stockholders to our board of directors to serve for a one-year term;

the ratification of the selection of KPMG LLP as our independent auditor for the fiscal year ending December 31, 2017;

the approval, on an advisory basis, of executive compensation;

the approval, on an advisory basis, of the frequency of future advisory votes on executive compensation; and any other business as may be properly brought before the meeting.

These matters are more fully described in the enclosed proxy statement. The board of directors recommends that you vote **FOR** the election of directors, the ratification of the independent auditors, the approval, on an advisory basis, of executive compensation and recommends that you vote for EVERY YEAR as the frequency of future advisory votes on executive compensation.

Only stockholders of record at the close of business on March 22, 2017 will be entitled to notice of, and to vote at, the Annual Meeting and at any subsequent adjournments or postponements. Prior to the Annual Meeting, those stockholders will be able to vote at www.proxyvote.com. Each stockholder is entitled to one vote for each share of common stock held at the close of business on March 22, 2017.

The share register will not be closed between the record date and the date of the Annual Meeting. A list of stockholders entitled to vote at the Annual Meeting is available for inspection at our principal executive offices at 125 West 55th Street, New York, New York 10019, and electronically during the Annual Meeting at www.virtualshareholdermeeting.com/MIC17 when you enter your 16-Digit Control Number.

You have three options for submitting your vote before the Annual Meeting:

Internet;
Phone; or
Mail.

We encourage you to vote promptly, even if you plan to participate in the Annual Meeting.

**Important Notice Regarding the Internet Availability of
Proxy Materials for the
Stockholder Meeting to be Held on May 17, 2017.
The proxy statement and our 2016 annual report are
available on our website at
www.macquarie.com/mic under *Investor
Center/Reports and Presentations* .**

By order of the board of directors,

Michael Kernan
General Counsel and Secretary

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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. | |

Macquarie Infrastructure Corporation is the successor to Macquarie Infrastructure Company LLC (MIC LLC) pursuant to the conversion (the Conversion) of MIC LLC from a Delaware limited liability company to a Delaware corporation on May 21, 2015. Except where the context indicates otherwise, MIC, we, us, and our refer (i) from and after the time of the Conversion, to Macquarie Infrastructure Corporation and its subsidiaries and (ii) prior to the Conversion, to the predecessor MIC LLC and its subsidiaries. References to stockholders refer to holders of (i) from and after the time of the Conversion, common stock and (ii) prior to the Conversion, LLC interests.

Macquarie Group or Macquarie refers to the Macquarie Group of companies, which comprises Macquarie Group Limited (MGL) and its worldwide subsidiaries and affiliates, including our Manager, Macquarie Infrastructure Management (USA) Inc.

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MACQUARIE INFRASTRUCTURE CORPORATION

125 West 55th Street

New York, New York 10019

PROXY STATEMENT

for Annual Meeting of Stockholders on May 17, 2017

VOTING INSTRUCTION AND INFORMATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the board of directors of Macquarie Infrastructure Corporation, a Delaware corporation, for the Annual Meeting of Stockholders of Macquarie Infrastructure Corporation to be held on Wednesday, May 17, 2017 at 10:00 A.M. (Eastern Time). You can participate in the Annual Meeting online, vote your shares electronically and submit questions during the Meeting and for any subsequent adjournments or postponements of the 2017 Annual Meeting of Stockholders, by visiting www.virtualshareholdermeeting.com/MIC17. You will need your 16-Digit Control Number to access the Annual Meeting. In addition, you may listen and submit your questions via conference call at 1-877-328-2502. Please note that you will not be able to vote your shares via conference call. The notice of Annual Meeting, proxy statement and proxy are first being distributed to stockholders on or about April 4, 2017.

Purpose of Meeting

As described in more detail in this proxy statement, stockholders will vote on the following proposals at the Annual Meeting:

- the election of directors eligible for election by our common stockholders to our board of directors to serve for a one-year term that expires at our 2018 Annual Meeting (Proposal 1);
- the ratification of the selection of KPMG LLP as our independent auditor for the fiscal year ending December 31, 2017 (Proposal 2);
- the approval, on an advisory basis, of executive compensation (Proposal 3);
- the approval, on an advisory basis, of the frequency of future advisory votes on executive compensation (Proposal 4);
- and
- any other business as may be properly brought before the meeting.

Internet, Conference Call and Electronic Availability of Proxy Materials

As permitted by the Securities and Exchange Commission (SEC), we are sending a Notice of Internet Availability of Proxy Materials, or the Notice, to stockholders who hold shares in street name through a bank, broker or other holder of record. The Notice includes instructions on how to access this proxy statement and our 2016 annual report via the Internet or to request a printed set of these materials at no charge. The Notice also provides instructions on how to access your proxy card to be able to vote via the Internet or by telephone.

We will mail or provide notice and electronic delivery of the proxy solicitation materials and our 2016 annual report at <https://materials.proxyvote.com/55608B> on or around April 4, 2017 to all stockholders entitled to vote at the Annual Meeting. Prior to the Annual Meeting, stockholders will be able to vote, as well as access these documents, at www.proxyvote.com. At the Annual Meeting, stockholders will be able to participate, vote, access these documents and submit questions, by visiting www.virtualshareholdermeeting.com/MIC17 or listen and submit your questions via conference call at 1-877-328-2502. Please note that you will not be able to vote your shares via conference call.

Any beneficial owner may request proxy materials in printed form by mail or electronically by email on an ongoing basis. If you hold your shares through a bank, broker or another financial institution, please refer to the information provided by that entity for instructions on how to elect this option. Choosing to receive future proxy materials by email will save us the cost of printing and mailing documents and will reduce the impact of our annual meetings on the environment. An election to receive proxy materials by mail or email will remain in effect until terminated.

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Procedure for Participating and Voting at the Annual Meeting

The Company will be hosting the Annual Meeting live via the Internet. A summary of the information you need to participate in the Annual Meeting online is provided below:

any stockholder can participate in the Annual Meeting live via the Internet at www.macquarie.com/mic by clicking on the link located on the Investor Center/Reports and Presentations page; the webcast will start at 10:00 A.M. (Eastern Time), but access to the Annual Meeting will be available 15 minutes prior to such time and we encourage you to login during that period;

stockholders may vote and submit questions while participating in the Annual Meeting via the Internet; please have your 16-Digit Control Number available to enter the Annual Meeting;

instructions on how to participate via the Internet, including how to demonstrate proof of share ownership, are posted at www.virtualshareholdermeeting.com/MIC17; and a webcast replay of the Annual Meeting will be available until December 31, 2017 at www.macquarie.com/mic on the Investor Center/Reports and Presentations page.

In addition, you may listen and submit your questions via conference call at 1-877-328-2502. Please note that you will not be able to vote your shares via conference call.

Voting by Proxy

In addition to voting at the Annual Meeting as described above, stockholders can vote by proxy in any of the following ways before the Annual Meeting:

By Internet. You can use the Internet to transmit your voting instructions up until 11:59 P.M. (Eastern Time) the day before the Annual Meeting. Instructions for voting over the Internet can be found in the enclosed proxy card or the Notice.

By Telephone. The number for telephone voting can be found on the enclosed proxy card or the Notice. Please have your 16-Digit Control Number to vote by telephone. Telephone voting is available 24 hours a day.

By Mail. Complete, sign, date and return the proxy card supplied by your broker, bank or other financial institution through which you hold your shares.

WE MUST RECEIVE YOUR PROXY BY NO LATER THAN 11:59 P.M. (EASTERN TIME) ON MAY 16, 2017. IF WE DO NOT RECEIVE YOUR PROXY BY THAT TIME, YOUR PROXY WILL NOT BE VALID. IN THIS CASE, UNLESS YOU ATTEND THE ANNUAL MEETING LIVE VIA THE INTERNET, YOUR VOTE WILL NOT BE REPRESENTED.

The Internet and telephone voting procedures are designed to authenticate your identities, to allow you to give your voting instructions and to confirm that your instructions have been recorded properly. We have been advised that the Internet and telephone voting procedures that have been made available to you are consistent with the requirements of applicable law. When voting by Internet or telephone, you should understand that, while neither we nor any third party proxy service providers charge fees for voting by Internet or telephone, there may nevertheless be costs, such as usage charges from Internet access providers and telephone companies, which must be borne by you.

Your proxy will be voted as you direct in your proxy. Proxies returned without voting directions, and without specifying a proxy to participate in the Annual Meeting and vote on your behalf, will be voted in accordance with the recommendations of our board. Our board recommends:

a vote **FOR** each of the five nominees for director to serve for a one-year term that expires at our 2018 Annual Meeting (Proposal 1);

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a vote **FOR** the ratification of the selection of KPMG LLP as the Company's independent auditor for the fiscal year ending December 31, 2017 (Proposal 2);

a vote **FOR** the proposal to approve, on an advisory basis, our executive's compensation (Proposal 3); and
a vote of **EVERY YEAR** on the proposal to approve, on an advisory basis, of the frequency of future advisory votes on executive compensation (Proposal 4).

If any other matter properly comes before the Annual Meeting, your proxy will be voted on that matter by the proxy holders, in their discretion.

Revocation of Proxy

You may revoke or change your proxy before the Annual Meeting by:

subsequently executing and mailing a new proxy card that is received on a later date and no later than the deadline specified on the proxy card;