

Macquarie Infrastructure CO LLC

Form 8-K

June 03, 2011

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): **June 2, 2011**

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 June 2, 2011, Macquarie Infrastructure Company LLC (the “Company”) held its annual meeting of shareholders. A brief description 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 follows. Of the total 45,851,527 LLC interests outstanding as of the record date of April 4, 2011 that were entitled to vote, 38,035,471 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 Independent Directors: The Company’s shareholders voted to elect the following individuals as independent directors to serve for a one-year term with the votes shown:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------|------------------|-----------------------|-------------------------|
| Norman H. Brown, Jr. | 26,023,288 | 122,495 | 11,889,688 |
| George W. Carmany, III | 26,018,218 | 127,565 | 11,889,688 |
| William H. Webb | 26,011,858 | 133,925 | 11,889,688 |

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, 2011 with the votes shown:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 37,828,401 | 139,578 | 67,492 |

Proposal 3 – Advisory Resolution on Executive Compensation

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 24,995,232 | 582,059 | 568,492 |

Proposal 4 – Advisory vote on the Frequency of Future Advisory Votes on Executive Compensation

| One Year | Two Years | Three Years | Four Years |
|-----------------|------------------|--------------------|-------------------|
| 25,127,572 | 121,264 | 426,741 | 470,741 |

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: June 3, 2011

MACQUARIE INFRASTRUCTURE
COMPANY LLC

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