Macquarie Infrastructure Co LLC
Form 424B3
July 11, 2014

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
LLC interests	11,500,000 (1)	$ 66.50 (1)	$ 764,750,000 (1)	$ 98,499.80 (2)

(1) Includes LLC interests which may be purchased by the underwriters pursuant to their option.
(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933, as amended.

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-187794

Prospectus Supplement
(To Prospectus dated April 8, 2013)

10,000,000 Shares

Macquarie Infrastructure Company LLC

We are selling 10,000,000 of our limited liability company interests, which we refer to as the shares. We will receive all of the net proceeds from the sale of the shares.

Concurrently with this offering, we are offering $305.0 million aggregate principal amount of our convertible senior notes due July 2019, which we refer to as the convertible senior notes (or $350.0 million aggregate principal amount if the underwriters in that offering exercise their option to purchase additional convertible senior notes with respect to such offering), which we refer to as the convertible senior notes offering. The convertible senior notes will be offered pursuant to a separate prospectus supplement to the accompanying prospectus in an underwritten public offering. We intend to use the proceeds of this offering and the proceeds of the concurrent convertible senior notes offering to finance, in part, our acquisition of the remaining equity interest in International-Matex Tank Terminals not owned by us and to use any remaining proceeds for general corporate purposes. The closing of this offering is not conditioned on the closing of the convertible senior notes offering or of the International-Matex Tank Terminals acquisition.

Our shares trade on The New York Stock Exchange, or the NYSE, under the symbol MIC. The last reported trading price of our shares on July 9, 2014 was $67.50.

Investing in our shares involves risks. See Risk Factors beginning on page S-15 of this prospectus supplement and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, which is incorporated by reference into this prospectus supplement and the accompanying prospectus.

	Per Share	Total
Price to the public	$66.50000	$665,000,000
Underwriting discounts and commissions	$2.16125	$21,612,500
Proceeds to Macquarie Infrastructure Company LLC (before expenses)	$64.33875	$643,387,500

We have granted the underwriters the option to purchase up to 1,500,000 additional shares within 30 days of the date of this prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares on or about July 15, 2014.

Joint Book-Running Managers

Barclays **J.P. Morgan**

Macquarie Capital

RBC Capital Markets

SunTrust Robinson Humphrey

Wells Fargo Securities

Lead Co-Managers

BofA Merrill Lynch **Oppenheimer & Co.**

Co-Managers

BBVA **BB&T Capital Markets.**

DNB Markets **Regions Securities LLC**

Prospectus Supplement dated July 9, 2014

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Macquarie Infrastructure Company LLC 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 Company LLC.

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We have not, and the underwriters 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 may be provided to you by us or on our behalf. 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 may be provided 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 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 shares and also adds to and updates information contained in the accompanying prospectus as well as the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, dated April 8, 2013, which we refer to as the accompanying prospectus, which gives more general information about our shares that we may offer from time to time. This prospectus supplement and the accompanying prospectus incorporates by reference important business and financial information about us that is not included in or delivered with this prospectus. You should read both this prospectus supplement and the accompanying prospectus together with the additional information below under the headings Where You Can Find More Information and Incorporation of Certain Documents by Reference.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement, the accompanying prospectus or any free writing prospectus provided by us or on our behalf. 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, or the SEC, and is incorporated into this prospectus by reference, on the other hand, the information in this prospectus supplement shall control. We have not, and the underwriters have not, authorized any other person to provide you with different information or representations.

INDUSTRY AND MARKET DATA

In this prospectus supplement and the accompanying prospectus (and the documents incorporated herein or hereto), we rely on and refer to information and statistics regarding market data and the industries of our businesses and investments obtained from market research, independent industry publications and other publicly available information. We believe this information is reliable but we have not independently verified it. In addition, we have made statements in this prospectus supplement and the accompanying prospectus regarding our industry and our position in the industry based on our experience in the industry and our own evaluation of market conditions.

FORWARD-LOOKING STATEMENTS

We have included in or incorporated by reference into this prospectus supplement certain statements that may constitute forward-looking statements. These include without limitation those under the headings Prospectus Supplement Summary Macquarie Infrastructure Company LLC and Risk Factors, as well as those contained in any applicable prospectus supplement and the accompanying prospectus or in any document incorporated by reference into this prospectus supplement and the accompanying prospectus such as our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. 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, should, would, could, 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.

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Forward-looking statements in this prospectus supplement (including any documents incorporated by reference herein) 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, level of travel or construction or transportation costs where we operate, including changes in interest rates and price levels;
our holding company structure and/or investments in businesses that we may not control, may limit our ability to pay or increase a dividend or receive timely and accurate information;
changes in patterns of commercial or general aviation air travel, including variations in customer demand for our business;
our Manager s affiliation with the Macquarie Group or equity market sentiment, which may affect the market price of our shares;
our limited ability to remove our Manager for underperformance and our Manager s right to resign;
payment of performance fees to our Manager, if any, that could reduce distributable cash if paid in cash or could dilute existing shareholders if satisfied with the issuance of our shares;
our ability to service, comply with the terms of and refinance at maturity our substantial indebtedness;
our ability to make, finance and integrate acquisitions, including the IMTT Acquisition (as defined below) and the quality of financial information and systems of acquired entities;
our ability to implement our operating and internal growth strategies;
the regulatory environment, including U.S. energy policy, in which our businesses and the businesses in which we hold investments operate and our ability to estimate compliance costs, comply with any changes thereto, rates implemented by regulators of our businesses and the businesses in which we hold investments, and our relationships and rights under and contracts with governmental agencies and authorities;
unanticipated or unusual behavior of the City of Chicago brought about by the financial distress of the city;
the extent to which federal spending cuts, including potentially those resulting from sequestration, reduce the U.S. military presence on Hawaii or flight activity at airports on which Atlantic Aviation operates;
fluctuations in fuel costs, or the costs of supplies upon which our gas processing and distribution business is dependent, and our ability to recover increases in these costs from customers;
changes in U.S. domestic 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;
technological innovations leading to a change in energy, production, distribution and consumption patterns;
changes in electricity or other energy costs, including natural gas pricing;
the competitive environment for attractive acquisition opportunities facing our businesses and the businesses in which we hold investments;
environmental risks, including the impact of climate change and weather conditions, pertaining to our businesses and the businesses in which we hold investments;
work interruptions or other labor stoppages at our businesses or the businesses in which we hold investments;

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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 our income and gains for such treatment;
disruptions or other extraordinary or force majeure events affecting the facilities or operations of our businesses and the businesses in which we hold investments and our ability to insure against any losses resulting from such events or disruptions; and
our ability to make alternate arrangements to account for any disruptions or shutdowns that may affect the facilities of our suppliers or the operation of the barges upon which our gas processing and distribution business is dependent.

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 and in the documents incorporated by reference into this prospectus supplement such as our Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and our Annual Report on Form 10-K for the fiscal year ended December 31, 2013. 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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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information incorporated by reference into or contained elsewhere in this prospectus supplement and the accompanying prospectus. This summary may not contain all of the information that may be important to you. You should read carefully all of the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the information set forth under the caption Risk Factors beginning on page S-15 of this prospectus supplement and page 3 of the accompanying prospectus and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013, and our consolidated financial statements and the related notes thereto incorporated by reference herein before making a decision to invest in our shares.

Macquarie Infrastructure Company LLC, a Delaware limited liability company, was formed on April 13, 2004. Except as otherwise specified, Macquarie Infrastructure Company, MIC, the Company, our Company, we, us, and our refer to Macquarie Infrastructure Company LLC and its subsidiaries together from June 25, 2007 and, prior to that date, to Macquarie Infrastructure Company Trust, the Company and its subsidiaries. Macquarie Infrastructure Management (USA) Inc., which we refer to as our Manager, is part of the Macquarie Group, comprising Macquarie Group Limited and its subsidiaries and affiliates worldwide.

Macquarie Infrastructure Company LLC

We own, operate and invest in a diversified group of infrastructure businesses that provide basic services to businesses and individuals primarily in the U.S. The businesses we own and operate include:

International-Matex Tank Terminals, or IMTT: a 50% interest in a bulk liquid terminals business, which provides bulk liquid storage and handling services at ten marine terminals in the United States and two in Canada and is one of the largest participants in this industry in the U.S., based on storage capacity;
Hawaii Gas: a full-service gas energy company processing and distributing gas products and providing related services in Hawaii;
Atlantic Aviation: an airport services business providing products and services, including fuel and aircraft hangaring/parking, to owners and operators of general aviation aircraft at 68 airports in the U.S.; and
Contracted Power and Energy segment, or CP&E: consists of controlling interests in five contracted power generation facilities located in the southwest U.S. and a 50.01% controlling interest in a district energy business which operates one of the largest district cooling systems in the U.S.

Our infrastructure businesses generally operate in sectors with limited direct competition and significant barriers to entry, including high initial development and construction costs, the existence of long-term contracts or the requirement to obtain government approvals and a lack of immediate cost-efficient alternatives to the services provided. Overall they tend to generate sustainable long-term cash flows.

Dividends

We view MIC as a total return investment opportunity. Consistent with that view, we believe that our businesses are capable of generating growing amounts of Free Cash Flow over time and that we will distribute cash equal to approximately 80% to 85% of the Free Cash Flow (in proportion to our equity interest) generated, subject to their continued stable performance and prevailing economic conditions. We define Free Cash Flow as cash from operating activities, which reflects cash paid for interest, taxes and pension contributions, less maintenance capital expenditures and changes in working capital. In particular, we believe that the growth characteristics of our businesses will cause our distributable cash flow per share to grow at a high single-digit rate annually over the medium term, subject to the same factors. From 2007 through 2013, our proportionately combined Free Cash Flow per share grew at a compound annual rate of 12.3% per year. We believe that our quarterly cash dividend, combined with the potential for capital appreciation stemming from the growth of each of our businesses, supports our view of the Company as a total return investment opportunity.

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On July 3, 2014, our Board of Directors declared a cash dividend of $0.95 per share ($3.80 annualized) for the quarter ended June 30, 2014. The dividend will be payable on August 14, 2014 to shareholders of record on August 11, 2014.

The declaration and payment of any future dividends will be subject to a decision of our Board of Directors. Our Board of Directors will take into account such matters as the state of the capital markets and general business conditions, our financial condition, results of operations, capital requirements, capital opportunities and any contractual, legal and regulatory restrictions on the payment of dividends by us to our shareholders or by our subsidiaries to us, and any other factors that it deems relevant. In particular, each of our businesses and investments have debt commitments and restrictive covenants, which must be satisfied before any of them can make distributions to our Company. Any or all of these factors could affect both the timing and amount, if any, of future dividends.

Our Manager

We are managed externally by Macquarie Infrastructure Management (USA) Inc., our Manager. Our Manager is a member of the Macquarie Group, a diversified international provider of financial, advisory and investment services. The Macquarie Group is headquartered in Sydney, Australia and is a global leader in the management of infrastructure investment vehicles on behalf of third-party investors and advising on the acquisition, disposition and financing of infrastructure assets.

We have entered into a management services agreement with our Manager. Our Manager is responsible for our day-to-day operations and affairs and oversees the management teams of our operating businesses. At the holding company level, we do not have any employees. Our Manager has assigned, or seconded, to us two of its employees to serve as our chief executive officer and chief financial officer and seconds or makes other personnel available as required. The services performed for us by our Manager are provided at our Manager s expense, and include the compensation of our seconded personnel.

We pay our Manager a monthly base management fee based primarily on our market capitalization. Our Manager can also earn a performance fee if the quarterly total return to shareholders (capital appreciation plus dividends) exceeds the quarterly total return of a U.S. utilities index. For our Manager to earn the performance fee, our quarterly total returns must be positive and in excess of any prior underperformance. If payable, the performance fee is equal to 20% of the difference between the benchmark return and the return for our shareholders. Our Manager may, in its sole discretion, choose to receive its base management and/or performance fees, if applicable, in cash or to reinvest such fees in additional shares during a specified election window. The price for such shares is calculated based on the volume weighted average trading price of our shares over a specified period of time up to a maximum share price that is equal to double the closing share price of our shares on the last day of the election window. Over the period commencing in January 2013 and through June 2014, our Manager has elected to reinvest all base management and performance fees to which it has become entitled. Representatives of our Manager have advised us that they currently remain comfortable with reinvesting fees in additional shares.

We believe that Macquarie Group s demonstrated expertise and experience in the acquisition, management and funding of infrastructure businesses provide us with an advantage in pursuing our strategy. Our Manager is part of the Macquarie Funds Group, the asset management division of Macquarie globally. Macquarie-managed entities own, operate and/or invest in a global portfolio of approximately 109 businesses including those involved with toll roads, airports and airport-related infrastructure, bulk liquid terminals, ports, communications, electricity and gas distribution networks, water utilities, renewable energy generation, rail and ferry assets across 27 countries.

Industry Overview

Infrastructure businesses, in general, tend to generate sustainable cash flows resulting from relatively inelastic customer demand and their strong competitive positions. Characteristics of infrastructure businesses typically include:

- ownership of long-lived, high-value physical assets that are difficult to replicate or substitute around;
- consistent and relatively inelastic demand for their services;

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scalability, such that relatively small amounts of growth can generate significant increases in earnings before interest, taxes, depreciation and amortization, or EBITDA;

- the provision of basic, often essential services;
- generally predictable maintenance capital expenditure requirements; and
- strong competitive positions, largely due to high barriers to entry, including:
  - ° high initial development and construction costs;
  - ° difficulty in obtaining suitable land on which to operate the business;
  - ° long-term, exclusive concessions or leases and customer contracts; and
  - ° lack of cost-effective alternatives to customers in the foreseeable future.

In addition to the benefits associated with these characteristics, the revenues generated by most of our infrastructure businesses generally can be expected to keep pace with inflation. The price escalators built into many customer contracts and the inflation and cost pass-through adjustments typically a part of pricing terms in user pays businesses or provided for by the regulatory process to regulated businesses serve to insulate infrastructure businesses to a significant degree from the negative effects of inflation and commodity price risk. We sometimes employ interest rate hedging contracts in connection with our businesses floating rate debt to effectively fix our interest expense and reduce variability in cash flows resulting from changes in interest rates.

We focus on the ownership and operation of infrastructure businesses in the following categories:

- those with revenues derived from per-use or rental charges in medium-term contracts (three to five years), such as at IMTT, or in our CP&E segment where a majority of the revenues are derived from long-term (20 25 years) power purchase agreements, or PPAs, with local electric utilities or other long-dated contracts with businesses and governmental entities;
- those with regulated revenue such as the utility operations of Hawaii Gas; and
- those with long-dated concessions, such as Atlantic Aviation, where revenue is a function of the number of aircraft that use the services of our fixed base operations, or FBOs.

Our Business Strategy

There are four principal components to our corporate strategy:

1. We intend to function as a dividend growth-oriented owner and operator of a diversified portfolio of infrastructure businesses. We define infrastructure businesses as those having high value, long-lived physical assets, preferred positions in their respective markets and revenues that are principally a function of contract/regulation.
2. We intend to drive performance improvement in the businesses we own and those in which we have invested primarily along these dimensions:
   - environmental, social and governance;
   - gross profit growth including through the execution of growth projects;
   - expense and tax management; and
   - capital structure optimization.
3. We intend to deploy internally generated capital and available debt capital in a prudent balance between quarterly cash dividends to our shareholders and investments in the growth of existing businesses.
4. When it is economically sensible to do so, we intend to grow through the acquisition of infrastructure businesses in the sub-sectors in which we currently participate, or adjacent sub-sectors that will complement and enhance our existing portfolio. We have and will continue to focus on

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businesses within which we can identify opportunities for performance improvement, the ability to deploy growth capital at attractive rates of return and where such acquisitions would be accretive to our yield at the time.

We have elected to treat MIC as a corporation for federal tax purposes. As a result, all investor tax reporting regarding dividends and/or return of capital will be provided on Form 1099.

Our businesses and investments, along with the industries in which they operate and their strategies, are discussed below.

IMTT

IMTT Business Overview

We own 50% of IMTT. The remaining 50% is owned by a trust for the benefit of members of the founding family, or the Coleman Trust. IMTT stores or handles petroleum products, various chemicals, renewable fuels and vegetable and animal oils. IMTT is one of the larger independent providers of bulk liquid terminal services in the U.S., based on capacity.

IMTT also owns OMI Environmental Solutions, or OMI, an environmental emergency response, industrial services, waste transportation and disposal business. OMI has a network of facilities along the U.S. Gulf Coast between Houston and New Orleans. These facilities primarily service the Gulf region, but also respond to spill events and provide services as needed throughout the United States and internationally.

On July 7, 2014, we entered into a stock purchase agreement to acquire the remaining equity interest in IMTT not owned by us. See Recent Developments IMTT Acquisition and The Transactions.

Industry Overview

Bulk liquid terminals provide an important link in the supply chain for liquid commodities such as crude oil, refined petroleum products and commodity and specialty chemicals. In addition to renting storage tanks, dock access and intra-modal transportation access, bulk liquid terminals generate revenues by offering ancillary services including product transfer (throughput), heating and blending. Pricing for storage and other services typically reflects local supply and demand as well as the specific attributes of each terminal including access to deepwater berths and connections to land-based infrastructure such as roads, pipelines and rail.

Both domestic and international factors influence demand for bulk liquid terminals in the United States. Demand for storage rises and falls according to local and regional consumption. In addition to these domestic forces, import and export activity also accounts for a material portion of the business. Shippers require storage for the staging, aggregation and/or distribution of products before and after shipment. The extent of import/export activity depends on macroeconomic trends such as currency fluctuations as well as industry-specific conditions, such as supply and demand balances in different geographic regions. The medium-term length of storage contracts tends to offset short-term fluctuations in demand for storage in both the domestic and import/export markets.

Potential entrants into the bulk liquid terminals business face several barriers. Strict environmental regulations, availability of waterfront land with the necessary access to land-based infrastructure, local community resistance to new fuel/chemical sites, and high initial investment costs limit the construction of new bulk liquid terminal facilities. These deterrents are most formidable around waterways near major urban centers. As a consequence, new tanks are generally built where existing docks, pipelines and other infrastructure can support them, resulting in higher returns on invested capital compared with greenfield developments. However, restrictions on land use, difficulties in securing environmental permits, and the potential for operational bottlenecks due to infrastructure constraints may limit the ability of existing terminals to expand the storage capacity of their facilities.

IMTT Strategy

If the IMTT Acquisition (as defined below) is consummated, the key components of IMTT s strategy will be:

1. to drive growth in revenue and cash flows by attracting and retaining customers who place a premium on flexibility, speed and efficiency in bulk liquid terminals;

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2. to develop existing locations, especially on the Lower Mississippi River, by constructing new tanks, docks, rail offloading capacity, pipelines or other logistics infrastructure when such construction is supported by customer demand and the returns are attractive; and
3. to improve governance, business processes and systems generally, with particular focus on financial planning and analysis capabilities.

We believe that IMTT possesses a number of competitive strengths that increase the likelihood that this strategy would be successful, including:

Operational flexibility is fundamental to making IMTT an attractive supplier of bulk liquid terminal services in its key markets. Its facilities operate 24/7 providing shippers, refiners, manufacturers, traders and distributors with prompt access to a wide range of storage services. In each of its two key markets, IMTT s scale ensures availability of sophisticated product handling and storage capabilities. IMTT continues to improve its facilities speed and flexibility of operations by investing in upgrades of its docks, pipelines and pumping infrastructure and facility management systems.

A portion of IMTT s strategic advantage derives from its particular location within its key markets. For example, IMTT is the only bulk liquid storage terminal in New York Harbor with docks capable of handling vessels with draft of 45 feet.

IMTT has room to grow. In each of its two key markets, IMTT owns land on which additional storage capacity could be constructed. To the extent that demand warrants and such capacity can be developed under contract (not speculatively) and on economically sensible terms, we believe that IMTT is well-positioned to continue to increase its aggregate storage capacity. The pipeline of investment opportunities, including development of both additional capacity and ancillary services, is strong, particularly as a result of the resurgence in petrochemicals processing manufacturing and the unconventional oil production currently being experienced in the United States. Since our investment in IMTT, in May of 2006 through March 31, 2014, IMTT has completed approximately $800.0 million of growth capital expenditure projects.

If we consummate the IMTT Acquisition, we will consolidate IMTT for financial and tax reporting purposes, rather than accounting for our investment in IMTT using the equity method. We believe that, in addition to the tax benefits associated with consolidation, as the owner of 100% of IMTT we will be in a position to improve IMTT s business processes, systems and governance and more efficiently carry out the strategies described above.

Hawaii Gas

Hawaii Gas Business Overview

Hawaii Gas is Hawaii s only government franchised full-service gas company, processing and distributing gas products and providing related services throughout the state. The market includes Hawaii s approximately 1.4 million residents and approximately 8.2 million visitors (2013 figure). Hawaii Gas processes and distributes synthetic natural gas, or SNG, for its utility customers on Oahu, and distributes Liquefied Petroleum Gas, or LPG, to utility and non-utility customers throughout the state s six major islands.

Hawaii Gas has two primary businesses, utility (or regulated) and non-utility (or unregulated):

The utility business serves approximately 35,000 customers through localized pipeline distribution systems located on the islands of Oahu, Hawaii, Maui, Kauai, Molokai and Lanai, or the major islands. Approximately 90% of these customers are on Oahu. The utility business includes the processing, distribution and sale of SNG on the island of Oahu and distribution and sale of LPG on all of the islands mentioned above. Utility revenue consists principally of sales of SNG and LPG. The operating costs for the utility business include the cost of feedstock, the cost of processing SNG from the feedstock, LPG purchase costs and the cost of distributing SNG and LPG to customers.

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The non-utility business sells and distributes LPG to approximately 33,000 customers. LPG is delivered by truck to individual tanks located on customer sites on the major islands. Non-utility revenue is generated primarily from the sale of LPG delivered to customers. The operating costs for the non-utility business include the cost of purchased LPG and the cost of distributing the LPG to customers.

Hawaii Gas two primary products, SNG and LPG, are relatively clean-burning fuels that produce lower levels of carbon emissions than other hydrocarbon fuels such as coal or oil. This is particularly important in Hawaii where heightened public awareness of the environmental impact of using hydrocarbon fuels such as coal or oil makes lower emission fuels attractive to customers.

SNG and LPG have a wide number of commercial and residential applications including water heating, drying, cooking, emergency power generation and decorative lighting, such as tiki torches. LPG is also used as a fuel for specialty vehicles such as forklifts. Gas customers include residential customers and a wide variety of commercial, hospitality, military, public sector and wholesale customers.

Hawaii Gas continues to move forward with initiatives that will allow it to use Liquefied Natural Gas, or LNG, as an additional fuel option to serve its customers. In March of 2014, Hawaii Gas received approval from the Hawaii Public Utilities Commission, or HPUC, to transport LNG from the U.S. mainland to Hawaii for use as a back-up to its regulated SNG system. Hawaii Gas received its first shipment of LNG in April 2014 and successfully re-gasified and injected the product into its pipeline distribution system.

Hawaii Gas Strategy

Hawaii Gas long-term strategy has four primary components:

1. to lower the cost of energy in Hawaii in an environmentally sustainable manner. To accomplish this goal, the business has developed plans for LNG and renewable natural gas, or RNG, transportation, storage and regasification infrastructure to supply its own needs, as well as demand from the transportation, power generation and other sectors. The business is in ongoing discussions and negotiations with relevant government, regulatory and commercial stakeholders as it believes the combination of LNG and RNG can substantially lower Hawaii s energy costs and support economic growth while reducing carbon emissions.
2. to diversify its sources of existing supply, including SNG feedstock and LPG, to ensure reliable supply and to mitigate the impact of potential cost increases to its customers. In support of this, the business has added storage capacity that is expected to improve its purchasing competitiveness and flexibility. Hawaii Gas is also exploring other clean and renewable energy alternatives including LNG and RNG that could be distributed using its existing infrastructure.
3. to increase and diversify its customer base. To accomplish this goal, the business intends to increase penetration of the residential, government (primarily military) and tourism-related markets and to expand its business as a wholesale supplier of gas for power generation. The business also intends to promote the value of its products and services and their attractiveness as a cleaner alternative to other energy sources in Hawaii.
4. to maintain good relationships with regulators, government agencies, customers and the other communities it serves.

Atlantic Aviation

Atlantic Aviation Business Overview

Atlantic Aviation operates FBOs at 68 airports in the United States. Atlantic Aviation s FBOs provide fueling and fuel-related services, aircraft parking and hangar services to owners/operators of jet aircraft, primarily in the general aviation sector of the air transportation industry, but also to commercial, military, freight and government aviation customers.

On April 30, 2014, Atlantic Aviation completed the acquisition of the assets and liabilities of Galaxy Aviation and Boca Aviation. These acquisitions included substantially all of the assets of six FBOs and one new hangar that is currently under construction at one of the six airports at which the FBOs operate.

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Industry Overview

FBOs service primarily the general aviation segment of the air transportation industry. General aviation includes corporate and leisure flying and does not include commercial air carriers or military operations. Local airport authorities, the owners of the airport properties, grant FBO operators the right to provide fueling and other services pursuant to long-term ground leases. Fuel sales provide the majority of an FBO s revenue and gross profit.

FBOs generally operate in environments with high barriers to entry. Airports often have limited physical space for additional FBOs. Government approvals and design and construction of a new FBO can also take significant time and require significant capital expenditures. Furthermore, airports typically impose minimum standards with respect to the experience, capital investment and breadth of services provided by the FBO.

Airport authorities generally do not have an incentive to add additional FBOs unless there is a significant demand for additional services, as profit-making FBOs are more likely to reinvest in the airport and provide a broad range of services, thus attracting increased airport traffic. The increased traffic generates additional revenue for the airport authority in the form of landing and fuel flowage fees.

Demand for FBO services is driven by the level of general aviation flight activity or the number of take-offs and landings in a given period. General aviation business jet take-offs and landings increased by 1.8% in 2013 compared with 2012 according to flight data reported by the Federal Aviation Administration, or FAA. Because Atlantic Aviation operates at a subset of the airports surveyed by the FAA, the correlation between Atlantic Aviation s performance and the industry data will not be perfect. For example, in 2013, flight activity at airports where Atlantic Aviation operated increased by 3.8% compared with 2012. Nonetheless, the business believes the FAA data is useful in assessing trends in the general aviation sector at a high level. The business also believes general aviation flight activity will continue to expand along with increased economic activity in the United States.

Atlantic Aviation Strategy

Atlantic Aviation is pursuing a strategy that has five principal components. These are to:

1. make Atlantic Aviation the preferred FBO provider at all of the airports on which it operates by providing the best service and safety in the industry;
2. aggressively manage the business so as to optimize its operating expenses;
3. organically grow the business and leverage the size of the Atlantic Aviation network and its information technology capabilities to identify marketing and cross-selling opportunities;
4. effectively deploy capital in equipment and leasehold improvements in support of the Atlantic Aviation brand; and
5. optimize the portfolio of FBOs through selective site acquisitions, divestitures and lease extensions.

We believe that Atlantic Aviation is well positioned to successfully execute the strategy outlined above based in part on the skill and experience of its management team and its good reputation in the general aviation services industry. We believe that the reduction in the leverage ratio of Atlantic Aviation due to the refinancing of its long-term debt in the second quarter of 2013 will support ongoing distributions from Atlantic Aviation to us and, subject to continued improvement in the macro-economic backdrop and corresponding improvement in operating performance of our businesses, growth in these distributions over time.

CP&E

CP&E Segment Overview

The CP&E segment consists of investments in five solar photovoltaic, or solar PV, power generation facilities (Contracted Power) and a 50.01% controlling interest in a district energy business (District Energy).

We own a controlling interest in all five Contracted Power facilities. The Contracted Power facilities have an aggregate generating capacity of 57 megawatts. The facilities are located in the southwest United States: two in Arizona, one in Texas and two in California. We have invested equity of $20.9 million in these

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facilities, of which we expect to receive up to $9.7 million as a return of capital in 2014. We anticipate that we will reinvest this return of capital in additional Contracted Power projects.

Contracted Power sells the electricity generated by its facilities to credit worthy off-takers including local utilities and the military under long-dated PPAs, typically of 20 25 years. The PPAs have volume based charges, some of which have fixed or CPI-linked escalators. Contracted Power owns each project in a common limited liability company structure with a co-investor who can utilize the tax benefits of the solar projects. The co-investor receives tax benefits disproportionate to its investment during the early years of the project and typically contributes significantly more capital at acquisition than Contracted Power. Contracted Power receives cash distributions disproportionate to its investment in these early years.

District Energy operates district cooling systems in the United States. The system currently serves approximately 100 customers in downtown Chicago and operates a stand-alone facility in Las Vegas. In Chicago, District Energy produces chilled water and distributes it through a closed loop of underground piping for use in the air conditioning systems of large commercial, retail and residential buildings in the central business district. In Las Vegas, it provides cold and hot water (for chilling and heating, respectively) to three customers.

In April of 2014, we signed a stock purchase agreement to sell our interest in District Energy. The sale is expected to conclude in the second half of 2014, subject to certain customary closing conditions. The net proceeds from the sale are expected to be reinvested in the CP&E segment.

In July 2014, we completed the acquisition of 19.8 megawatts of a wind power generating facility located in eastern New Mexico for $10.6 million including transaction costs. The facility commenced operations in February 2014 and all power generated is being sold to an investment grade local utility. The acquisition has been accounted for as a business combination and will be part of our CP&E segment.

Industry Overview

Solar PV facilities utilize arrays of solar panels often spanning hundreds of acres to convert energy from sunlight into electricity. The electricity is conditioned and fed directly into the regional electric grid. These technologies generally produce predictable amounts of electricity.

Demand for utility scale solar-based power is being driven in part by Renewable Portfolio Standards, or RPS. RPS are regulatory mandates that aim to create demand for renewable-based electricity by obligating utilities, retailers or other load-serving entities to provide a specific portion of their capacity from qualifying renewable technologies such as solar PV. Developers of solar PV opportunities range from individual land developers to large utilities and municipalities.

District energy systems provide chilled water, steam and/or hot water from a centralized plant through underground piping for cooling and heating purposes. Such systems typically operate within a relatively concentrated geography given the limitation on transmitting thermal energy over significant distances. A typical district energy customer is the owner/manager of a large office or residential building or facilities such as hospitals, universities or municipal buildings. There are approximately 700 district energy systems in the U.S. today, including privately and publicly owned systems.

CP&E Strategy

Businesses within the CP&E segment generate a stable cash flow stream through a combination of long-term contracted revenues and predictable operating costs and capital requirements. Through our CP&E segment, we own a portfolio of high-quality assets with predictable cash flow. We are actively looking for opportunities to acquire projects or businesses with similar characteristics, which when aggregated, we believe will generate scale efficiencies.

The strategy behind our CP&E segment includes the following components:

1. to deploy capital in the acquisition of small scale Contracted Power facilities, such as solar power generation, where the opportunity to generate attractive risk-adjusted returns exists; and
2. to achieve expense (scale) efficiencies across our Contracted Power portfolio.

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We believe that CP&E s successful execution of this strategy will contribute to the continued generation of consistent revenue and stable cash flows as a result of the long-term contractual relationships with its customers and the management team s proven ability to improve the operating performance of the business.

Recent Developments

IMTT Acquisition

On July 7, 2014, we entered into a stock purchase agreement (the IMTT Stock Purchase Agreement) among us, IMTT Holdings Inc. (IMTT Holdings), the Coleman Trust, Macquarie Terminal Holdings LLC (MTH) and MCT Holdings LLC (MCT) to acquire the remaining equity interest in IMTT not owned by us for an aggregate purchase price of $1.025 billion consisting of $910.0 million in cash and $115.0 million in our limited liability company interests (which equates to 1,729,323 shares based on the price to the public in this offering). We refer to this transaction as the IMTT Acquisition.

We expect the IMTT Transaction to be accretive to our Free Cash Flow per share in 2014. We currently expect underlying 2014 Free Cash Flow, excluding transaction-related expenses, to be approximately $4.55 per share, or 11.2% higher than the $4.09 per share we reported in 2013. We have also introduced guidance for underlying Free Cash Flow in 2015 of $5.10 per share. If both the 2014 and 2015 Free Cash Flow estimates are achieved, our year on year growth in Free Cash Flow in 2015 will be approximately 12.1%. We have grown Free Cash Flow per share by 12.3%, on average, each year since 2007.

We report Free Cash Flow, as defined below, as a means of assessing the amount of cash generated by our businesses and as a supplement to other information provided in accordance with GAAP. We believe that reporting Free Cash Flow provides additional insight into our ability to deploy cash, as GAAP measures, such as net income (loss) and cash from operating activities, do not reflect all of the items that our management considers in estimating the amount of cash generated by our operating businesses. We define Free Cash Flow as cash from operating activities, including cash paid for interest, taxes and pension contributions, less maintenance capital expenditures and excluding changes in working capital. Free Cash Flow does not fully reflect our ability to freely deploy generated cash, as it does not reflect required payments to be made on our indebtedness and other fixed obligations or the other cash items excluded when calculating Free Cash Flow. Free Cash Flow may be calculated in a different manner by other companies, which limits its usefulness as a comparative measure. Therefore, Free Cash Flow should be used as a supplemental measure and not in lieu of our financial results as reported under GAAP.

There can be no assurance that these estimates will be realized. These estimates are subject to risks and uncertainties, including risk factors and other cautionary statements under the headings Forward-Looking Statements and Risk Factors in this prospectus supplement and in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

The IMTT Acquisition is expected to close as soon as practicable after the consummation of this offering. There can be no assurance that we will be able to consummate the IMTT Acquisition on a timely basis or at all. See The Transactions IMTT Acquisition and Risk Factors Risks Related to the IMTT Acquisition.

New Revolving Credit Facility

We entered into a new senior secured revolving credit facility which provides borrowings of up to $250.0 million, subject to availability. The senior secured revolving credit facility will mature five years after the closing date, is guaranteed by Macquarie Infrastructure Company Inc. (MIC Inc.) and is secured by a pledge of our directly held equity interests, including in MIC Inc., and all intercompany debt owed to us.

We may use borrowings under the senior secured revolving credit facility for general corporate and working capital purposes including, if necessary, financing a portion of the cash consideration for the IMTT Acquisition. The effectiveness of the senior secured revolving credit facility is conditioned on, among others, the consummation of the IMTT Acquisition. This offering is not conditioned on entry into the senior secured revolving credit facility. See The Transactions Concurrent Financing Transactions New Revolving Credit Facility.

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Financing of the IMTT Acquisition

We intend to finance the cash consideration for the IMTT Acquisition through a combination of the proceeds of this offering and the proceeds of the offering of $305.0 million aggregate principal amount of convertible senior notes (collectively, the Acquisition Financing). This offering and the convertible senior notes offering are not conditioned on each other or the consummation of the IMTT Acquisition.

We refer to the IMTT Acquisition and the Acquisition Financing collectively as the Transactions. See The Transactions.

The anticipated sources and uses of funds in connection with the IMTT Acquisition are set forth below (in millions), assuming no exercise of the underwriters option to purchase additional shares in this offering or the underwriters in the convertible senior notes offering option to purchase additional convertible senior notes in that offering:

SOURCES OF FUNDS	
Shares offered hereby	$ 665.0
Limited liability company interests issued to the Coleman Trust[(1)]	115.0
New convertible senior notes[(2)]	305.0
Total sources	$ 1,085.0

USES OF FUNDS	
IMTT Acquisition	$ 1,025.0
Estimated fees and expenses[(3)]	40.0
General corporate purposes	20.0
Total uses	$ 1,085.0

(1) We will issue $115.0 million of our limited liability company interests to the Coleman Trust as part of the consideration for the IMTT Acquisition, which equates to approximately 1,729,323 shares based on the price to the public in this offering. See The Transactions IMTT Acquisition.

(2) Concurrently with this offering of our shares, we are offering an aggregate of $305.0 million of our convertible senior notes due July 2019 pursuant to a separate prospectus supplement to the accompanying prospectus. The closing of this offering is not conditioned on the closing of the convertible senior notes offering. See The Transactions Concurrent Financing Transactions New Convertible Senior Notes Issuance.

(3) Includes estimated fees and expenses associated with the IMTT Acquisition, including underwriting fees, financing fees, transaction fees and other transaction costs and professional fees.

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THE OFFERING

Issuer	Macquarie Infrastructure Company LLC.
Shares offered by us	10,000,000 shares or 11,500,000 shares if the underwriters exercise in full their option to purchase additional shares.
Option to purchase additional shares	We have granted the underwriters the option to purchase up to an additional 1,500,000 shares within 30 days of the date of this prospectus supplement.
Shares outstanding after this offering	66,636,362 shares or 68,136,362 shares if the underwriters exercise in full their option to purchase additional shares.(1)
Use of proceeds	We expect to use the net proceeds from this offering and, if consummated, the concurrent convertible senior notes offering, to finance the cash consideration for the IMTT Acquisition, including any related fees and expenses, and to use any remaining proceeds for general corporate purposes. See Recent Developments IMTT Acquisition. This offering is not conditioned on the consummation of the IMTT Acquisition. There can be no assurance that we will be able to consummate the IMTT Acquisition on a timely basis or at all and, if the IMTT Acquisition is not consummated, we intend to use the net proceeds from this offering for general corporate purposes and for fees and expenses related to the IMTT Acquisition that are payable whether or not the IMTT Acquisition is consummated. See Recent Developments Financing of the IMTT Acquisition, The Transactions and Risk Factors Risks Relate the IMTT Acquisition.
Exchange listing	Our shares are listed on the NYSE under the symbol MIC.
Risk factors	An investment in our shares is subject to risks. Please refer to Risk Factors, Forward-Looking Statements and other information included in or incorporated by reference into this prospectus supplement and the accompanying prospectus for a discussion of factors you should carefully consider before investing in our shares.
Transfer agent	Computershare Investor Services, LLC.

(1) The number of shares outstanding immediately after the offering is based on shares outstanding as of July 9, 2014 and excludes (i) 1,729,323 shares issuable to the Coleman Trust as the $115.0 million in equity consideration for the IMTT Acquisition, if consummated, based on the price to the public in this offering, (ii) 12,525 shares issuable upon vesting of the same number of outstanding restricted stock units, (iii) 997,140 shares reserved for issuance under our Direct Stock Purchase Program, (iv) 135,565 shares issued to our Manager on July 7, 2014 pursuant to its election to reinvest all of its base management fees earned for June 2014 and performance fees earned for the three months ended June 30, 2014 and (v) approximately $200,000 in shares offered in this offering for sale at the public offering price to James Hooke, our Chief Executive Officer. The final number of shares issued to our Manager was determined based on the volume weighted average price to be calculated over specified periods. Our Manager received a base management fee of $3.3 million for June 2014 and performance fees of $5.0 million for the three months ended June 30, 2014.

Except as otherwise noted, all information in this prospectus supplement assumes that the underwriters option to purchase additional shares is not exercised in this offering and the underwriters in the convertible senior notes offering do not exercise their option to purchase additional convertible senior notes in the convertible senior notes offering.

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SUMMARY CONSOLIDATED HISTORICAL AND UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL DATA

The following tables set forth a summary of our consolidated historical and unaudited pro forma consolidated financial data as at and for the periods presented. The summary consolidated historical financial data set forth below includes the results of operations and balance sheet data for the three months ended March 31, 2014 and 2013 and years ended December 31, 2013, 2012 and 2011 for our consolidated group, with the results of businesses acquired during those years being included from the date of each acquisition. The summary financial data for the three months ended March 31, 2014 and 2013 have been derived from our consolidated condensed financial statements. The summary consolidated historical financial data for each of the three years in the period ended December 31, 2013 have been derived from our consolidated financial statements, which financial statements have been audited by KPMG LLP.

The unaudited pro forma consolidated financial data set forth below gives effect to the Transactions as if they had occurred as of March 31, 2014 with respect to the balance sheet and as of January 1, 2013 for the statement of operations. The pro forma adjustments give effect to the Transactions based upon the acquisition method of accounting in accordance with United States Generally Accepted Accounting Principles, or GAAP, and upon the assumptions set forth in the notes to the unaudited pro forma consolidated financial statements incorporated by reference herein. The unaudited pro forma consolidated financial data is presented for illustrative purposes only and is not necessarily indicative of the financial condition or results of operations of future periods or the financial condition or results of operations that actually would have been realized had we and IMTT been consolidated during the periods presented. The pro forma adjustments are preliminary and based on management s estimates of the fair value and useful lives of the assets acquired and liabilities assumed and have been prepared to illustrate the estimated effect of the acquisitions and certain other adjustments and based on certain assumptions as explained in more detail in the notes to the unaudited pro forma consolidated financial statements incorporated by reference herein.

The information below should be read in conjunction with (i) our consolidated financial statements (and notes thereon) contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and our consolidated condensed financial statements (and notes thereon) contained in our Quarterly Report on Form 10-Q for the three months ended March 31, 2014, (ii) the consolidated financial statements (and notes thereon) of IMTT Holdings Inc. and Subsidiaries for the years ended December 31, 2013, 2012 and 2011 and consolidated condensed financial statements (and notes thereto) of IMTT Holdings Inc. and Subsidiaries for the three month periods ended March 31, 2014 and 2013 contained in our Current Report on Form 8-K filed with the SEC on July 7, 2014, (iii) the unaudited pro forma consolidated financial statements (and notes thereon) contained in our Current Report on Form 8-K filed with the SEC on July 7, 2014 and (iv) Management s Discussion and Analysis of Financial Condition and Results of Operations in Part II, Item 7 in our Annual Report on Form 10-K for the year ended December 31, 2013 and Part I, Item 1 of our Quarterly Report on Form 10-Q for the three months ended March 31, 2014, each incorporated by reference herein.

($ in thousands, except share and per share data)	Macquarie Infrastructure Company LLC Three Months Ended March 31, 2014 (unaudited)	2013	Years Ended December 31, 2013	2012	2011	Pro Forma Three Months Ended March 31, 2014 (unaudited)	Pro Forma Year Ended December 31, 2013
Statement of operations data:							
Revenue							
Revenue from product sales	$183,801	$174,115	$685,997	$677,164	$639,521	$183,801	$685,997
Revenue from product sales utility	35,145	36,921	137,486	144,439	140,746	35,145	137,486
Service revenue	56,502	52,115	213,973	207,907	203,532	204,580	727,875
Financing and equipment lease income	747	1,055	3,563	4,536	4,992	747	3,563
Total revenue	276,195	264,206	1,041,019	1,034,046	988,791	424,273	1,554,921
Cost of revenue							
Cost of product sales	122,917	116,993	454,761	462,229	437,049	122,917	454,761
Cost of product sales utility	29,380	31,489	117,499	122,254	116,413	29,380	117,499
Cost of services[1]	10,896	10,934	47,760	52,609	52,744	73,983	281,148
Gross profit	113,002	104,790	420,999	396,954	382,585	197,993	701,513
Selling, general and administrative expenses	55,464	49,209	210,060	213,372	202,486	63,330	242,789
Fees to manager-related party	8,994	29,177	85,367	89,227	15,475	8,994	85,367
Depreciation[2]	12,154	9,255	39,150	31,587	33,815	29,963	113,304
Amortization of intangibles[3]	8,765	8,628	34,651	34,601	42,107	14,230	56,588
Loss from customer contract termination			5,906				5,906
Loss (gain) on disposal of assets[4]		173	226	(1,358)	1,522		226
Total operating expenses	85,377	96,442	375,360	367,429	295,405	116,517	504,180
Operating income	27,625	8,348	45,639	29,525	87,180	81,476	197,333
Interest income	64	94	204	222	112	64	204
Interest expense[5]	(14,011)	(7,686)	(37,044)	(46,623)	(59,361)	(23,557)	(71,266)
Loss on extinguishment of debt			(2,472)				(2,472)
Equity in earnings and amortization charges of investee	14,287	10,462	39,115	32,327	22,763		
Other income (expense), net	681	(2)	681	1,085	912	1,175	2,814
	28,646	11,216	46,123	16,536	51,606	59,158	126,613

Net income before income taxes							
Provision for income taxes	(8,486)	(4,502)	(18,043)	(2,285)	(22,718)	(23,486)	(58,518)
Net income	$20,160	$6,714	$28,080	$14,251	$28,888	$35,672	$68,095
Less: net (loss) income attributable to noncontrolling interests	(206)	843	(3,174)	930	1,545	(77)	(2,923)
Net income attributable to MIC LLC	$20,366	$5,871	$31,254	$13,321	$27,343	$35,749	$71,018
Per Share Data:							
Basic income per share attributable to MIC LLC interest holders	$0.36	$0.12	$0.61	$0.29	$0.59	$0.52	$1.13
Weighted average number of shares outstanding: basic	56,369,295	47,584,661	51,381,003	46,635,049	45,995,207	68,098,618	63,110,326
Diluted income per share attributable to MIC LLC interest holders	$0.36	$0.12	$0.61	$0.29	$0.59	$0.52	$1.13
Weighted average number of shares outstanding: diluted	56,382,205	47,603,257	51,396,146	46,655,289	46,021,015	68,111,528	63,125,469
Cash dividends declared per share	$0.9375	$0.6875	$3.35	$2.20	$0.80	$N/A	$N/A

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($ in thousands, except share and per share data)	Macquarie Infrastructure Company LLC Three Months Ended March 31, 2014	2013	Years Ended December 31, 2013	2012	2011	Pro Forma Three Months Ended March 31, 2014
	(unaudited)					(unaudited)
Balance sheet data:						
Total current assets	$372,704	$276,687	$403,519			