

Macquarie Infrastructure CO LLC
Form DEF 14A
April 15, 2011

**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
 o 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 COMPANY LLC

(Name of Registrant as Specified in Its Charter)

N/A

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

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

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

(3) Filing Party:

(4) Date Filed:

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MACQUARIE INFRASTRUCTURE COMPANY LLC

April 18, 2011

Dear Shareholder:

You are cordially invited to attend our Annual Meeting of Shareholders, which will be held on Thursday, June 2, 2011 at 11:00 A.M. (Eastern Time). We are pleased that this year's Annual Meeting will be a completely virtual meeting of shareholders, that is, you may participate solely by means of remote communication. You will be able to attend the Annual Meeting, vote and submit your questions during the Annual Meeting via live webcast by visiting www.virtualshareholdermeeting.com/MIC. 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 LLC interests. 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 attend 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 Company.

Sincerely,

John Roberts
Chairman of the Board of Directors

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MACQUARIE INFRASTRUCTURE COMPANY LLC

April 18, 2011

NOTICE OF 2011 ANNUAL MEETING OF SHAREHOLDERS To Be Held on Thursday, June 2, 2011

Macquarie Infrastructure Company's 2011 Annual Meeting of Shareholders will be held on Thursday, June 2, 2011 at 11:00 A.M. (Eastern Time). You can attend the Annual Meeting online, vote your shares electronically and submit questions during the Meeting, by visiting www.virtualshareholdermeeting.com/MIC. Be sure to have your 12-Digit Control Number to enter the Annual Meeting. At the Annual Meeting, we will discuss, and you will vote on, the following proposals:

the election of independent directors 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, 2011;

the approval, on an advisory basis, of executive compensation;
the approval, on an advisory basis, of future advisory votes on executive compensation EVERY YEAR; and
any other business as may properly be 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 and the approval, on an advisory basis, of executive compensation and recommends that you vote for future advisory votes on executive compensation EVERY YEAR.

Only shareholders of record at the close of business on April 4, 2011 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 shareholders will be able to vote at www.proxyvote.com. Each shareholder is entitled to one vote for each LLC interest held at that time.

The share register will not be closed between the record date and the date of the Annual Meeting. A list of shareholders 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/MIC when you enter your 12-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 attend the Annual Meeting.

**Important Notice Regarding the Availability of Proxy
Materials for the
Shareholder Meeting to be Held on June 2, 2011**

**The proxy statement and our 2010 annual report are
available on our web site at
www.macquarie.com/mic under **Investor
Center/Reports and Presentations****

Sincerely,

Michael Kernan
General Counsel and Secretary

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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.

Except where the context indicates otherwise, Macquarie Infrastructure Company, we, us, and our refer to Macquarie Infrastructure Company LLC, or the Company. References to shareholders refer to holders of limited liability company interests, or LLC interests, of Macquarie Infrastructure Company LLC.

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 COMPANY LLC
125 West 55th Street
New York, New York 10019
PROXY STATEMENT
For Annual Meeting of Shareholders on June 2, 2011
VOTING INSTRUCTION AND INFORMATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the board of directors of Macquarie Infrastructure Company LLC, a Delaware limited liability company, for the Annual Meeting of Shareholders of Macquarie Infrastructure Company LLC to be held on Thursday, June 2, 2011 at 11:00 A.M. (Eastern Time). You can attend the Annual Meeting online, vote your shares electronically and submit questions during the Meeting, by visiting www.virtualshareholdermeeting.com/MIC and for any subsequent adjournments or postponements of the 2011 Annual Meeting of Shareholders. Be sure to have your 12-Digit Control Number to enter the Annual Meeting. The notice of Annual Meeting, proxy statement and proxy are first being distributed to shareholders on or about April 22, 2011.

Purpose of Meeting

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

the election of independent directors to our board of directors to serve for a one-year term that expires at our 2012 Annual Meeting (Proposal 1);

the ratification of the selection of KPMG LLP as our independent auditor for the fiscal year ending December 31, 2011 (Proposal 2);

the approval, on an advisory basis, of executive compensation (Proposal 3);

the approval, on an advisory basis, of future advisory votes on executive compensation EVERY YEAR (Proposal 4); and

any other business as may properly be brought before the meeting.

Internet and Electronic Availability of Proxy Materials

As permitted by the Securities and Exchange Commission, or the SEC, we are sending a Notice of Internet Availability of Proxy Materials, or the Notice, to shareholders who hold LLC interests in street name through a bank, broker or other holder of record. The Notice also provides instructions on how to access your proxy card to be able to vote through the Internet or by telephone. All such shareholders will have the ability to access this proxy statement and our 2010 annual report on a website referred to in the Notice or to request a printed set of these materials at no charge. Instructions on how to access these materials over the Internet or to request a printed copy may be found in the Notice.

We are either mailing or providing notice and electronic delivery of the proxy solicitation materials and our 2010 annual report at <https://materials.proxyvote.com/55608B> on or around April 22, 2011 to all shareholders entitled to

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vote at the annual meeting. Prior to the Annual Meeting, shareholders will be able to vote, as well as access these documents, at www.proxyvote.com. At the Annual Meeting, shareholders will be able to attend, vote, access these documents and submit questions, by visiting www.virtualshareholdermeeting.com/MIC.

Any beneficial owner may request to receive proxy materials in printed form by mail or electronically by email on an ongoing basis. If you hold your LLC interests through a bank, broker or another financial institution, 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 to shareholders and will reduce the impact of annual meetings on the environment. A shareholder's election to receive proxy materials by mail or email will remain in effect until the shareholder terminates it.

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Procedure for Attending 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 attend the Annual Meeting online is provided below:

any shareholder can attend the Annual Meeting live via the Internet at www.macquarie.com/mic under Investor Center/Reports and Presentations;
webcast starts at 11:00 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;
shareholders may vote and submit questions while attending the Annual Meeting on the Internet;
please have your 12-Digit Control Number to enter the Annual Meeting;
instructions on how to attend and participate via the Internet, including how to demonstrate proof of LLC interest ownership, are posted at www.virtualshareholdermeeting.com/MIC; and
webcast replay of the Annual Meeting will be available until December 31, 2011 at www.macquarie.com/mic under Investor Center/Reports and Presentations .

Voting by Proxy

In addition to voting on the Internet, as described above, shareholders of record and beneficial owners who hold LLC interests in street name, can vote by proxy in any of the following ways:

By Telephone. The number for telephone voting can be found on the enclosed proxy card. 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 LLC interests.

WE MUST RECEIVE YOUR PROXY BY NO LATER THAN 11:59 P.M. (EDT) ON JUNE 1, 2011. 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, YOUR VOTE WILL NOT BE REPRESENTED.

The Internet and telephone voting procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions and to confirm that shareholders' 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. Shareholders voting by Internet or telephone should understand that, while neither we nor any third party proxy services provider 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 the shareholder.

Your proxy will be voted as you direct in your proxy. Proxies returned without voting directions, and without specifying a proxy to attend 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 three nominees for independent director to serve for a one-year term that expires at our 2012 Annual Meeting (Proposal 1);

a vote **FOR** the ratification of the selection of KPMG LLP as the Company's independent auditor for the fiscal year ending December 31, 2011 (Proposal 2);

a vote **FOR** the proposal to approve, on an advisory basis, executive compensation (Proposal 3); and

a vote **FOR** the proposal to approve, on an advisory basis, future advisory votes on executive compensation EVERY YEAR (Proposal 4).

If any other matter properly comes before the Annual Meeting, your proxies will vote on that matter in their discretion.

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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;
if you are a beneficial owner, subsequently submitting a new proxy by Internet or telephone that is received by the deadline specified on the proxy card;
giving written notice of revocation to the attention of Michael Kernan, General Counsel and Secretary, Macquarie Infrastructure Company LLC, 125 West 55th Street, New York, New York 10019, that is received no later than 11:59 P.M. (EDT) on June 1, 2011; or

voting on the Internet at our Annual Meeting.

If you need an additional proxy card and are a record holder, contact Michael Kernan, our General Counsel, at 212-231-1849; if you are a beneficial owner, contact your bank, broker or other financial institution through which you hold your LLC interests.

Approval of Proposals and Solicitation

Each shareholder who owned LLC interests on April 4, 2011, the record date for the determination of shareholders entitled to vote at the Annual Meeting, is entitled to one vote for each LLC interest. On April 4, 2011, we had 45,851,527 LLC interests issued and outstanding that we believe were held by 70 holders of record representing approximately 19,000 beneficial holders.

Quorum