

Macquarie Infrastructure Corp  
Form 8-K  
July 20, 2017

**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): May 17, 2017

**MACQUARIE INFRASTRUCTURE CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**

**001-32384**

**43-2052503**

(State or other jurisdiction  
of incorporation)

Commission File Number

(I.R.S. Employer Identification  
Number)

**125 West 55th Street,**

**10019**

**New York, New York**

(Zip code)

(Address of principal executive offices)

**(212) 231-1000**

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

On May 17, 2017, Macquarie Infrastructure Corporation (the “Company”) held its annual meeting of shareholders. A brief description follows of each matter voted upon at the annual meeting, including the number of votes cast for or against, as well as the number of abstentions and broker non-votes with respect to each matter. Of the total 82,228,683 shares of common stock outstanding as of the record date of March 22, 2017 that were entitled to vote, 70,486,486 shares 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 Directors:** The Company’s shareholders voted to elect the following individuals as directors to serve for a one-year term with the votes shown:

| <b>Nominee</b>         | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------------|------------------|----------------------|----------------|-------------------------|
| Norman H. Brown, Jr.   | 59,267,516       | 957,478              | 456,655        | 9,804,837               |
| George W. Carmany, III | 59,253,861       | 974,486              | 453,302        | 9,804,837               |
| Ronald Kirk            | 59,819,558       | 391,675              | 470,416        | 9,804,837               |
| H.E. (Jack) Lentz      | 59,520,488       | 703,075              | 458,086        | 9,804,837               |
| Ouma Sananikone        | 59,445,871       | 780,127              | 455,651        | 9,804,837               |

**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, 2017 with the votes shown:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 69,560,627       | 387,776              | 538,083            |

**Proposal 3 – Advisory Resolution on Executive Compensation** The Company’s shareholders approved, on an advisory basis, executive compensation with the votes shown.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 49,898,409       | 10,138,953           | 644,287            | 9,804,837               |

**Proposal 4 – Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation** The Company’s shareholders approved, on an advisory basis, the frequency of an advisory vote on executive compensation of EVERY YEAR with the votes shown:

| <b>Every Year</b> | <b>Every Two Years</b> | <b>Every Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------------|------------------------|--------------------------|--------------------|-------------------------|
| 54,388,081        | 158,097                | 5,621,025                | 514,446            | 9,804,837               |

In consideration of the shareholder vote at the 2017 Annual Meeting of Stockholders on the frequency proposal, the Company will hold an advisory “say-on-pay” vote every year in connection with its annual meeting of shareholders until the next shareholder vote on the frequency of “say-on-pay” votes, which will be no later than the Company’s annual meeting of shareholders in 2023.

**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: July 20, 2017

MACQUARIE  
INFRASTRUCTURE  
CORPORATION

By: /s/ James Hooke

Name: James Hooke

Title Chief Executive Officer