

Macquarie Infrastructure CO LLC  
Form SC 13G/A  
February 14, 2013

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G[A]

Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

MACQUARIE INFRASTRUCTURE COMPANY LLC  
(Name of Issuer)

Limited Liability Company Interests, No Par Value  
(Title of Class of Securities)

55608B105  
(CUSIP Number)

December 31, 2012  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

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\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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[INSERT A COVER PAGE FOR EACH REPORTING PERSON]

|              |  |                          |   |
|--------------|--|--------------------------|---|
| 1            | NAME OF REPORTING PERSON                                     |                          |   |
|              | SENATOR INVESTMENT GROUP LP                                  |                          |   |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A(a) "              |                          |   |
|              | GROUP  | (b)                      | x |
| 3            | SEC USE ONLY   |                          |   |
| 4            | CITIZENSHIP OR PLACE OF ORGANIZATION                         |                          |   |
|              | DELAWARE   |                          |   |
|              | 5  | SOLE VOTING POWER        |   |
| NUMBER OF    |  | 4,000,000                |   |
| SHARES       | 6  | SHARED VOTING POWER      |   |
| BENEFICIALLY |  | 0                        |   |
| OWNED BY     | 7  | SOLE DISPOSITIVE POWER   |   |
| EACH         |  | 4,000,000                |   |
| REPORTING    | 8  | SHARED DISPOSITIVE POWER |   |
| PERSON WITH: |  | 0                        |   |
| 9            | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |                          |   |
|              | 4,000,000  |                          |   |
| 10           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES "      |                          |   |
|              | CERTAIN SHARES   |                          |   |
| 11           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)            |                          |   |
|              | 8.55%  |                          |   |
| 12           | TYPE OF REPORTING PERSON                                     |                          |   |
|              | IA   |                          |   |

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Item 1 (a). NAME OF ISSUER

Macquarie Infrastructure Company LLC (the "Issuer").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

125 West 55th Street, New York, NY 10019

Item 2 (a). NAME OF PERSON FILING

Senator Investment Group LP

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The principal office of Senator Investment Group LP is:

510 Madison Avenue, 28th Floor  
New York, NY 10022

Item 2(c). CITIZENSHIP

Senator Investment Group LP is a Delaware limited partnership.

Item 2(d). TITLE OF CLASS OF SECURITIES

Limited Liability Company Interests, No Par Value

Item 2(e). CUSIP NUMBER

55608B105

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_



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Item 4. OWNERSHIP

- (a) Amount beneficially owned: 4,000,000
- (b) Percent of class: 8.55%\*
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote:  
4,000,000
  - (ii) Shared power to vote or to direct the vote:  
0
  - (iii) Sole power to dispose or to direct the disposition of:  
4,000,000
  - (iv) Shared power to dispose or to direct the disposition of:  
0

Senator Investment Group LP, a Delaware limited partnership, serves as investment manager to two Delaware limited partnerships, four Cayman Islands limited partnerships, and a Cayman Islands company (collectively, the "Funds"), and as such, has investment discretion with respect to the Funds. Douglas Silverman, a United States citizen, and Alexander Klabin, a United States citizen, have control of a Delaware limited liability company that may be deemed to control Senator Investment Group LP.

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\* All ownership percentages reported herein are based on 46,758,857 of the Issuer's limited liability company interests issued and outstanding as of October 30, 2012, as reported by the Issuer in its quarterly report on Form 10-Q for the period ending September 30, 2012 filed on October 31, 2012.

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Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The partners and shareholders of the Funds have the right to participate in the receipt of dividends from, or proceeds from the sale of, the securities reported herein held by the Funds in accordance with their respective ownership interests in the Funds.

Senator Investment Group LP disclaims beneficial ownership of the securities included in this report and this report shall not be deemed an admission that Senator Investment Group LP is the beneficial owner of such securities for purposes of Section 13 or for any other purpose.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 14, 2013

SENATOR INVESTMENT GROUP LP

By: Evan Gartenlaub  
General Counsel

/s/ Evan Gartenlaub