
**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): February 8, 2019

Fortress Transportation and Infrastructure Investors LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-37386
(Commission File Number)

32-0434238
(IRS Employer Identification No.)

1345 Avenue of the Americas, 45th Floor, New York, New York 10105
(Address of Principal Executive Offices) (Zip Code)

(212) 798-6100
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed 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:

- 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 1.01 Entry into a Material Definitive Agreement.

Offering of Additional Notes

On February 8, 2019, Fortress Transportation and Infrastructure Investors LLC (the “Company”) closed its previously announced private offering of additional 6.75% senior notes due 2022 (the “Additional Notes”). \$150.0 million aggregate principal amount of Additional Notes were issued in the offering (upsized from \$100.0 million), at an issue price equal to 98.5% of principal, plus accrued interest from and including September 15, 2018. The Company intends to use the net proceeds from the offering for general corporate purposes, including the repayment of outstanding revolving borrowings under the Company’s credit agreement dated as of June 16, 2017, as amended, and the funding of future investments, including aviation investments.

The Additional Notes were issued pursuant to the indenture, dated as of March 15, 2017 (the “Base Indenture”), between the Company and U.S. Bank National Association, as trustee (the “Trustee”), as supplemented by the First Supplemental Indenture, dated as of June 8, 2017, the Second Supplemental Indenture, dated as of August 23, 2017, the Third Supplemental Indenture, dated as of December 20, 2017, the Fourth Supplemental Indenture, dated as of May 31, 2018, and the Fifth Supplemental Indenture, dated as of February 8, 2019 (the “Fifth Supplemental Indenture”; the Base Indenture as so supplemented, the “Indenture”). The Company is filing the Fifth Supplemental Indenture as Exhibit 4.1 to this Current Report on Form 8-K, which is incorporated by reference herein.

The original 6.75% senior notes due 2022 were issued in an aggregate principal amount of \$250.0 million on March 15, 2017 (the “Original Notes”). An additional \$100.0 million of 6.75% senior notes due 2022 were issued on August 23, 2017 (the “August Notes”), an additional \$100.0 million of 6.75% senior notes due 2022 were issued on December 20, 2017 (the “December Notes”) and an additional \$100.0 million of 6.75% senior notes due 2022 were issued on May 31, 2018 (the “May Notes”, together with the Original Notes, the August Notes, the December Notes and the Additional Notes, the “Notes”). There are \$700.0 million aggregate principal amount of Notes outstanding as of the date hereof. The Additional Notes, the August Notes, the December Notes, the May Notes and the Original Notes have identical terms, other than with respect to the date of issuance and the issue price, and will be treated as a single class for all purposes under the Indenture, including waivers, amendments, redemptions and offers to purchase. For a description of the terms of the Indenture and the Notes, see the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2017, with respect to the Original Notes. The description of the Indenture contained herein and therein does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Indenture.

The Additional Notes have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and, unless so registered, may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information included in Item 1.01 is incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
<u>4.1</u>	Fifth Supplemental Indenture, dated February 8, 2019, between Fortress Transportation and Infrastructure Investors LLC and U.S. Bank National Association, as trustee

Cautionary Language Regarding Forward-Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including but not limited to the Company’s anticipated use of the net proceeds from the offering. Forward-looking statements are not statements of historical fact but instead are based on our present beliefs and assumptions and on information currently available to the Company. You can identify these forward-looking statements by the use of forward-looking words such as “outlook,” “believes,” “expects,” “potential,” “continues,” “may,” “will,” “should,” “could,” “seeks,” “approximately,” “predicts,” “intends,” “plans,” “estimates,” “anticipates,” “target,” “projects,” “contemplates” or the negative version of those words or other comparable words. Any forward-looking statements contained in this communication are based upon our historical performance and on our current plans, estimates and expectations in light of information currently available to us. The inclusion of this forward-looking information should not be regarded as a representation by us, that the future plans, estimates or expectations contemplated by us will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to our operations, financial results, financial condition, business, prospects, growth strategy and liquidity. Accordingly, there are or will be important factors that could cause our actual results to differ materially from those indicated in these statements, including, but not limited to, the risk factors set forth in Item 1A. “Risk Factors” of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as supplemented by the Company’s subsequently filed Quarterly Reports on Form 10-Q.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FORTRESS TRANSPORTATION AND INFRASTRUCTURE INVESTORS LLC

By: /s/ Scott Christopher

Name: Scott Christopher

Title: Chief Financial Officer

Date: February 8, 2019

FIFTH SUPPLEMENTAL INDENTURE, dated as of February 8, 2019 (the "Supplemental Indenture"), to the Indenture (as defined below), among Fortress Transportation and Infrastructure Investors LLC, a Delaware limited liability company (the "Issuer"), and U.S. Bank National Association, as Trustee (the "Trustee").

WITNESSETH

WHEREAS, the Issuer has executed and delivered to the Trustee an Indenture, dated as of March 15, 2017, providing for the issuance of 6.75% senior notes due 2022 (the "Notes"), as supplemented by the First Supplemental Indenture thereto, dated June 8, 2017, as further supplemented by the Second Supplemental Indenture thereto, dated August 23, 2017, as further supplemented by the Third Supplemental Indenture thereto, dated December 20, 2017 and as further supplemented by the Fourth Supplemental Indenture thereto, dated May 31, 2018 (the "Indenture");

WHEREAS, the Issuer wishes to issue \$150,000,000 in aggregate principal amount of the Notes (the "Additional Notes") as "Additional Notes" under the Indenture; and

WHEREAS, pursuant to Sections 2.01, 2.02 and 9.01(9) of the Indenture, the Issuer and the Trustee may supplement the Indenture to provide for the issuance of Additional Notes without the consent of the Holders.

NOW, THEREFORE, the Issuer and the Trustee agree as follows for the benefit of each other and for the equal and ratable benefit of the Holders of the Additional Notes:

SECTION 1. Definitions. Unless otherwise provided herein, the capitalized terms used and not defined herein have the meanings ascribed to such terms in the Indenture.

SECTION 2. Additional Notes. The Additional Notes are hereby issued under the Indenture, will accrue interest from and including September 15, 2018 and shall be subject to the restrictions on transfer contained in the Indenture and in the Private Placement Legend.

SECTION 3. Governing Law. THIS SUPPLEMENTAL INDENTURE WILL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO CONFLICTS OF LAW PRINCIPLES THEREOF TO THE EXTENT THAT THE APPLICATION OF THE LAW OF ANOTHER JURISDICTION WOULD BE REQUIRED THEREBY.

SECTION 4. Waiver of Jury Trial. EACH OF THE ISSUER AND THE TRUSTEE HEREBY IRREVOCABLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY AND ALL RIGHT TO TRIAL BY JURY IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATING TO THIS SUPPLEMENTAL INDENTURE.

SECTION 5. Benefits of Supplemental Indenture. Nothing in this Supplemental Indenture shall give to any Person, other than the parties hereto, any Paying Agent, any Transfer Agent, any Registrar and its successors hereunder and the Holders any benefit or any legal or equitable right, remedy or claim under this Supplemental Indenture.

SECTION 6. Successors. All agreements of the Issuer in this Supplemental Indenture shall bind its successors. All agreements of the Trustee or any Agent in this Supplemental Indenture shall bind its successors.

SECTION 7. Severability. In case any provision in this Supplemental Indenture shall be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

SECTION 8. Counterpart Originals. The parties may sign any number of copies of this Supplemental Indenture. Each signed copy shall be an original, but all of them together represent the same agreement. The exchange of copies of this Supplemental Indenture and of signature pages by facsimile or .pdf transmission shall constitute effective execution and delivery of this Supplemental Indenture as to the parties hereto and may be used in lieu of the original Supplemental Indenture and signature pages for all purposes.

[Signatures on following page]

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Indenture to be duly executed, all as of the date first above written.

FORTRESS TRANSPORTATION AND INFRASTRUCTURE INVESTORS
LLC, as Issuer

By: /s/ Joseph P. Adams Jr.

Name: Joseph P. Adams Jr.

Title: Chief Executive Officer

Signature Page to Fifth Supplemental Indenture

U.S. BANK NATIONAL ASSOCIATION, as Trustee

By: /s/ Richard Prokosch

Name: Richard Prokosch

Title: Vice President

Signature Page to Fifth Supplemental Indenture