

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): July 12, 2022

FORTRESS TRANSPORTATION AND
INFRASTRUCTURE INVESTORS LLC

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction of incorporation)

001-37386
Commission File Number

32-0434238
(I.R.S. Employer Identification No.)

1345 Avenue of the Americas, 45th Floor
New York, New York

10105
(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 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))

Securities registered pursuant to section 12(b) of the Act:

<i>Title of each class</i>	<i>Trading Symbol(s)</i>	<i>Name of each exchange on which registered</i>
Class A Common Shares, \$0.01 par value per share	FTAI	The Nasdaq Global Select Market
8.25% Fixed-to-Floating Rate Series A Cumulative Perpetual Redeemable Preferred Shares	FTAIP	The Nasdaq Global Select Market
8.00% Fixed-to-Floating Rate Series B Cumulative Perpetual Redeemable Preferred Shares	FTAIO	The Nasdaq Global Select Market
8.25% Fixed-Rate Reset Series C Cumulative Perpetual Redeemable Preferred Shares	FTAIN	The Nasdaq Global Select Market

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 8.01. Other Events.

On July 12, 2022, Fortress Transportation and Infrastructure Investors LLC (“FTAI”) issued a press release announcing that its Board of Directors has set a record date of 5:00 p.m., Eastern Time, on July 21, 2022 (the “Record Date”) for the previously announced spin-off of FTAI Infrastructure LLC (which is expected to convert to a corporation called FTAI Infrastructure Inc. prior to the Distribution (as defined below)), a subsidiary of FTAI (“FTAI Infrastructure”). FTAI will distribute one share of FTAI Infrastructure common stock for each FTAI common share held by FTAI shareholders of record as of the Record Date (the “Distribution”). The Distribution is expected to occur on or about August 1, 2022. The Distribution remains subject to the Securities and Exchange Commission declaring effective FTAI Infrastructure's registration statement on Form 10, which FTAI expects to occur in the coming days.

A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.*(d) Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated July 12, 2022.
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

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 thereunto duly authorized.

Date: July 12, 2022

Fortress Transportation and Infrastructure Investors LLC

By: /s/ Joseph P. Adams, Jr.

Name: Joseph P. Adams, Jr.

Title: Chief Executive Officer



FTAI Announces Details for Completion of FTAI Infrastructure Spin-Off

NEW YORK--(BUSINESS WIRE)—Fortress Transportation and Infrastructure Investors LLC (“FTAI”; Nasdaq: FTAI) announced today that its Board of Directors has approved the details and timing of the spin-off of its infrastructure business. The spin-off will establish FTAI’s infrastructure business as an independent, publicly traded company called FTAI Infrastructure Inc. (“FTAI Infrastructure”).

The spin-off will be effected as a distribution of all of the shares owned by FTAI of common stock of FTAI Infrastructure, a majority-owned subsidiary of FTAI, to the holders of FTAI common shares as of the record date. The distribution is expected to occur on August 1, 2022, subject to the conditions noted below, and the record date is July 21, 2022.

It is expected that shares of FTAI Infrastructure common stock will begin trading on the Nasdaq under the ticker symbol “FIPWV” on a when-issued basis on July 20, 2022, subject to settlement after the distribution.

Beginning on or about July 20, 2022, and through the distribution date of August 1, 2022, it is expected that there will be two ways to trade FTAI common shares - either with or without the distribution of FTAI Infrastructure common stock. FTAI shareholders who sell their FTAI common shares in the “regular-way” market (that is, the normal trading market under the symbol “FTAI”) after the record date and on or prior to the distribution date will be selling their right to receive shares of FTAI Infrastructure common stock in connection with the spin-off. Alternatively, FTAI shareholders who sell their FTAI common shares in the “ex-distribution” market during the same period under the symbol “FTAIV” will not be selling their right to receive shares of FTAI Infrastructure common stock in connection with the spin-off.

On the first trading day following the distribution, August 2, 2022, FTAI Infrastructure will begin regular-way trading on the Nasdaq under the ticker symbol “FIP,” and FTAI will resume trading ex-distribution under the ticker symbol “FTAI”.

FTAI shareholders are not required to take any action to receive the FTAI Infrastructure stock. Record holders whose FTAI shares are registered directly with American Stock Transfer & Trust Company, LLC will receive a book-entry account statement for the FTAI Infrastructure stock. Record holders whose FTAI shares are held in an account at a brokerage firm or similar organization will have the FTAI Infrastructure stock credited to their accounts. Physical share certificates will not be distributed.

A registration statement on Form 10 relating to the shares of FTAI Infrastructure common stock has been filed with the Securities and Exchange Commission (the “SEC”) but has not yet become effective. The shares of FTAI Infrastructure common stock may not be distributed prior to the time the registration statement becomes effective, which FTAI expects to occur in the coming days. The distribution is also subject to the satisfaction or waiver of certain other conditions described in the registration statement. A copy of the information statement included as an exhibit to the registration statement may be obtained from Fortress Transportation and Infrastructure Investors LLC, 1345 Avenue of the Americas, 45th Floor, New York, New York, 10105, Attention: Investor Relations (telephone number (212) 798-6128 and email address ir@ftandi.com).

Investors are encouraged to consult with their financial advisors regarding the specific implications of buying or selling FTAI common shares before or on the distribution date.

About Fortress Transportation and Infrastructure Investors LLC

FTAI owns and acquires high quality infrastructure and equipment that is essential for the transportation of goods and people globally. FTAI targets assets that, on a combined basis, generate strong and stable cash flows with the potential for earnings growth and asset appreciation. FTAI is externally managed by an affiliate of Fortress Investment Group LLC, a leading, diversified global investment firm.

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 information regarding the transactions contemplated by the spin-off and FTAI’s anticipated use of the net proceeds from the subscription contemplated by the spin-off. 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 FTAI. 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 (i) Item 1A. “Risk Factors” of FTAI’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021 and FTAI’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2022, as updated by annual, quarterly and other reports FTAI files, and (ii) “Risk Factors” of FTAI Infrastructure’s registration statement on Form 10, filed with the Securities and Exchange Commission on April 29, 2022, as amended on July 1, 2022, which are available on FTAI’s website (www.ftandi.com). In addition, new risks and uncertainties emerge from time to time, and it is not possible for FTAI to predict or assess the impact of every factor that may cause its actual results to differ from those contained in any forward-looking statements. Such forward-looking statements speak only as of the date of this press release. FTAI expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in FTAI’s expectations with regard thereto or change in events, conditions or circumstances on which any statement is based. This release shall not constitute an offer to sell or the solicitation of an offer to buy any securities.