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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): August 23, 2017**

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**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)

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**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 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.

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**Item 1.01 Entry into a Material Definitive Agreement.****Offering of Additional Notes**

On August 23, 2017, Fortress Transportation and Infrastructure Investors LLC (the “Company”) closed the sale of \$100 million aggregate principal amount of additional 6.75% senior unsecured notes due 2022 (the “Additional Notes”) in a private placement to institutional investors. The Additional Notes were issued at an offering price of 102.75% of the principal amount of the original notes plus accrued interest since March 15, 2017, pursuant to the second supplemental indenture, dated as of August 23, 2017 (the “Supplemental Indenture”), between the Company and U.S. Bank, National Association, as trustee (the “Trustee”), supplementing the indenture, dated as of March 15, 2017 (the “Indenture”), between the Company and the Trustee, as supplemented from time to time. The Company is filing the Supplemental Indenture as Exhibit 4.1 to this Current Report on Form 8-K.

The original 6.75% senior unsecured notes due 2022 were issued in an aggregate principal amount of \$250 million on March 15, 2017 (the “Original Notes”, together with the Additional Notes, the “Notes”). The Additional Notes and the Original Notes will have the same terms except with respect to the issue date and issue price and will be treated as the same series for all purposes under the Indenture. For a description of the terms of the Notes, see our Current Report on Form 8-K filed with the Securities and Exchange Commission on March 15, 2017. The Indenture was filed as Exhibit 4.1 thereto.

The 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.

The Company intends to use the net proceeds from the sale for general corporate purposes, including the funding of future investments.

**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.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Second Supplemental Indenture, dated August 23, 2017, 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.

**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 and Chief Accounting Officer

Date: August 23, 2017

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**EXHIBIT INDEX**

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SECOND SUPPLEMENTAL INDENTURE, dated as of August 23, 2017 (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").

W I T N E S S E T H

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 (the "Indenture");

WHEREAS, the Issuer wishes to issue \$100,000,000 in aggregate principal amount of the Notes (the "Additional Notes"); and

WHEREAS, pursuant to Section 2.02 of the Indenture, the Issuer and the Trustee may supplement the Indenture to provide for the issuance of Additional Notes.

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 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 March 15, 2017 and shall be subject to the restrictions on transfer contained in the Indenture and in the Private Placement Legend.

SECTION 4. 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 5. 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 6. 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 7. 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 8. 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 9. 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/ Scott Christopher            
Name: Scott Christopher  
Title: Chief Financial Officer and Chief  
Accounting Officer

*Signature Page to Supplemental Indenture*

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U.S. BANK NATIONAL ASSOCIATION, as  
Trustee

By: /s/ Richard Prokosch

Name: Richard Prokosch

Title: Vice President

*Signature Page to Supplemental Indenture*