
**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): June 3, 2015

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, 46th 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))
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Item 2.02. Results of Operations and Financial Condition.

On June 3, 2015, Fortress Transportation and Infrastructure Investors LLC (the “Company”) issued a press release announcing the Company’s results for its fiscal quarter ended March 31, 2015. A copy of the Company’s press release is attached to this Current Report on Form 8-K (the “Current Report”) as Exhibit 99.1 and is incorporated herein solely for purposes of this Item 2.02 disclosure.

This Current Report, including the exhibit attached hereto, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, unless expressly set forth as being incorporated by reference into such filing.

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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated June 3, 2015, issued by Fortress Transportation and Infrastructure Investors LLC

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/ Cameron D. MacDougall

Name: Cameron D. MacDougall

Title: Secretary

Date: June 3, 2015



PRESS RELEASE

Fortress Transportation and Infrastructure Investors LLC Announces First Quarter 2015 Results

NEW YORK, June 3, 2015 — Fortress Transportation and Infrastructure Investors LLC (NYSE:FTAI) (the “Company”) today reported financial results as of and for the first quarter ended March 31, 2015. The Company’s financial statements are attached as an exhibit to this press release.

Initial Public Offering

On May 20, 2015, FTAI closed its initial public offering of 20,000,000 common shares. The total gross proceeds of the offering were approximately \$340 million. Of the proceeds, approximately \$21.25 million was used to pay underwriting discounts and commissions. The Company intends to use the net proceeds from the offering, together with other sources of capital and liquidity, for the acquisition of infrastructure and equipment assets in its target sectors—aviation, energy, intermodal transport and rail—as well as to opportunistically acquire assets across the transportation and transportation-related infrastructure markets. In addition, the Company intends to use the net proceeds for follow-on investments in existing assets, working capital and other general corporate purposes.

About Fortress Transportation and Infrastructure Investors LLC

Fortress Transportation and Infrastructure Investors LLC 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 FIG LLC, an affiliate of Fortress Investment Group LLC, a leading, diversified global investment firm.

Cautionary Note Regarding Forward-Looking Statements

The foregoing information contains certain forward-looking statements that reflect the Company’s current views with respect to how the Company intends to use the net proceeds from its initial public offering. These forward-looking statements are and will be, as the case may be, subject to many risks, uncertainties and factors relating to the Company’s operations and business environment which may cause the Company’s actual results to be materially different from any future results, expressed or implied, in these forward-looking statements. Any forward-looking statements in this release are based upon information available to the Company on the date of this release. The Company does not undertake to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any statements expressed or implied therein will not be realized. Additional information on risk factors that could potentially affect the Company’s financial results may be found in the Company’s filings with the Securities and Exchange Commission.

For further information, please contact:

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Fortress Transportation and Infrastructure Investors LLC
Consolidated Statements of Income (Unaudited)
(Dollar amounts in thousands, except share and per share data)

	Three Months Ended March 31,	
	2015	2014
Revenues		
Equipment leasing revenues	\$ 23,038	\$ 7,696
Infrastructure revenues	10,935	—
Total revenues	<u>33,973</u>	<u>7,696</u>
Expenses		
Operating expenses	14,719	537
General and administrative	348	227
Acquisition and transaction expenses	368	3,333
Management fees to affiliate	2,414	751
Depreciation and amortization	10,562	1,831
Interest expense	4,815	817
Total expenses	<u>33,226</u>	<u>7,496</u>
Other income		
Equity in earnings of unconsolidated entities	1,241	1,604
Gain (loss) on sale of equipment, net	3	(40)
Interest income	187	6
Other income (expense)	(6)	(9)
Total other income	<u>1,425</u>	<u>1,561</u>
Income before income taxes	2,172	1,761
Provision for income taxes	230	159
Net income	<u>1,942</u>	<u>1,602</u>
Less: Net income (loss) attributable to non-controlling interests in consolidated subsidiaries	(3,506)	176
Net income attributable to members	<u>\$ 5,448</u>	<u>\$ 1,426</u>
Basic and Diluted Earnings Per Share	\$ 0.10	\$ 0.03
Weighted Average Shares Outstanding	53,502,873	53,502,873

Fortress Transportation and Infrastructure Investors LLC
Consolidated Balance Sheets (Unaudited)
(Dollar amounts in thousands, except share and per share amounts)

	March 31, 2015	December 31, 2014
Assets		
Cash and cash equivalents	\$ 37,292	\$ 22,125
Restricted cash	16,431	21,084
Accounts receivable, net	10,123	9,588
Leasing equipment, net	502,945	509,379
Finance leases, net	99,872	102,813
Property, plant, and equipment, net	264,421	228,328
Investments in and advances to unconsolidated entities	21,823	21,569
Tendered bonds	298,000	298,000
Intangible assets, net	49,025	52,041
Goodwill	115,226	115,226
Other assets	23,461	24,048
Total assets	<u>\$ 1,438,619</u>	<u>\$ 1,404,201</u>
Liabilities		
Accounts payable and accrued liabilities	\$ 28,744	\$ 42,784
Debt	588,603	592,867
Maintenance deposits	35,265	35,575
Security deposits	12,790	13,622
Other liabilities	6,413	5,856
Total liabilities	<u>671,815</u>	<u>690,704</u>
Commitments and Contingencies		
Members' Equity		
Common Shares (\$.01 par value per share; 2,000,000,000 shares authorized; 53,502,873 shares issued and outstanding)	535	535
Additional Paid In Capital	657,404	613,683
Accumulated other comprehensive income	75	214
Members' equity	658,014	614,432
Non-controlling interest in equity of consolidated subsidiaries	108,790	99,065
Total members' equity	<u>766,804</u>	<u>713,497</u>
Total liabilities and members' equity	<u>\$ 1,438,619</u>	<u>\$ 1,404,201</u>