

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): April 13, 2022

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, including zip code)

(212) 798-6100
(Registrant's telephone number, including area code)

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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Shares, par value \$0.01 per share	FTAI	New York Stock Exchange
8.25% Fixed-to-Floating Rate Series A Cumulative Perpetual Redeemable Preferred Shares	FTAI PR A	New York Stock Exchange
8.00% Fixed-to-Floating Rate Series A Cumulative Perpetual Redeemable Preferred Shares	FTAI PR B	New York Stock Exchange
8.25% Fixed Rate Reset Series C Cumulative Perpetual Redeemable Preferred Shares	FTAI PR C	New York Stock Exchange

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 13, 2022, Fortress Transportation and Infrastructure Investors LLC (the “Company”) provided written notice to the New York Stock Exchange (“NYSE”) that the Company intends to voluntarily transfer the listing of its Class A common shares, par value \$0.01 per share (“Class A Common Shares”), its 8.25% Fixed-to-Floating Rate Series A Cumulative Perpetual Redeemable Preferred Shares (the “Series A Preferred Shares”), its 8.00% Fixed-to-Floating Rate Series B Cumulative Perpetual Redeemable Preferred Shares (the “Series B Preferred Shares”) and its 8.25% Fixed Rate Reset Series C Cumulative Perpetual Redeemable Preferred Shares (the “Series C Preferred Shares” and, together with the Series A Preferred Shares and Series B Preferred Shares, the “Preferred Shares”) from NYSE to The Nasdaq Stock Market LLC (“Nasdaq”). The Company expects trading of its Class A Common Shares and the Preferred Shares to commence on the Nasdaq on April 26, 2022. The Company’s Class A Common Shares, the Series A Preferred Shares, Series B Preferred Shares and the Series C Preferred Shares will trade on Nasdaq under the ticker symbols “FTAI,” “FTAI PR A,” “FTAI PR B” and “FTAI PR C,” respectively. Until the transfer of the listing to the Nasdaq is completed, the Company’s Class A Common Shares and the Preferred Shares will continue to trade on NYSE.

A copy of the press release issued by the Company in connection with the transfer of its listing is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release for Fortress Transportation and Infrastructure Investors LLC, dated April 13, 2022
104	Cover Page Interactive Data File – the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURES

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

April 13, 2022

By:

/s/ Joseph P. Adams Jr.

Name: Joseph P. Adams Jr.

Title: Chief Executive Officer

Fortress Transportation and Infrastructure Investors LLC to Transfer Stock Exchange Listing to Nasdaq

NEW YORK, April [13], 2022 — Fortress Transportation and Infrastructure Investors LLC (NYSE: FTAI) (the “Company”) today announced it will transfer its common shares listing from the New York Stock Exchange (NYSE) to The Nasdaq Global Select Market. The Company expects that its common shares will commence trading as a Nasdaq-listed security on April 26, 2022 and will continue to be listed under the ticker symbol “FTAI” after the transfer. The Company expects that its preferred shares will also transfer to Nasdaq and trade under ticker symbols FTAIP, FTAIO, and FTAIN.

“Transferring to Nasdaq aligns with our growth strategy and we believe our shareholders will benefit from Nasdaq’s market maker model. We look forward to deploying Nasdaq’s proprietary investor targeting solutions, index inclusion opportunities and Nasdaq’s ESG offerings,” said Joe Adams, FTAI’s Chairman and Chief Executive Officer.

“We believe Fortress Transportation and Infrastructure Investors’ listing on Nasdaq will provide shareholders better and more consistent liquidity which facilitates further value creation for all stakeholders,” said Nelson Griggs, President, Nasdaq Stock Exchange. “We are proud to welcome Fortress Transportation and Infrastructure Investors as the company continues to improve transportation infrastructure across key sectors for goods and people.”

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 an affiliate of Fortress Investment Group LLC, a leading, diversified global investment firm.

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this press release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding the expected transfer of the Company’s common and preferred shares from the NYSE to Nasdaq. These statements are based on management’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements, many of which are beyond the Company’s control. The Company can give no assurance that its expectations will be attained and such differences may be material. Accordingly, you should not place undue reliance on any forward-looking statements contained in this press release. For a discussion of some of the risks and important factors that could affect such forward-looking statements, see the sections entitled “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, which are available on the Company’s website (www.ftandi.com). In addition, new risks and uncertainties emerge from time to time, and it is not possible for the Company 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. The Company expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company’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.

For further information, please contact:

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