

TORTOISE MLP FUND, INC.
Form N-2MEF
July 27, 2010

As filed with the Securities and Exchange Commission on July 27, 2010
Securities Act Registration No. 333-
Investment Company Act Registration No. 811-22409

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form N-2

- REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
 PRE-EFFECTIVE AMENDMENT NO.
 POST-EFFECTIVE AMENDMENT NO.

and/or

- REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940
 AMENDMENT NO. 8

Tortoise MLP Fund, Inc.
11550 Ash Street, Suite 300
Leawood, Kansas 66211
(913) 981-1020

AGENT FOR SERVICE

David J. Schulte
11550 Ash Street, Suite 300
Leawood, Kansas 66211

Copies of Communications to:

Steven F. Carman, Esq.
Eric J. Gervais, Esq.
Husch Blackwell Sanders LLP
4801 Main Street, Suite 1000
Kansas City, MO 64112
(816) 983-8000

Approximate Date of Proposed Public Offering: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.

It is proposed that this filing will become effective (check appropriate box):

- when declared effective pursuant to Section 8(c).

If appropriate, check the following box:

- This post-effective amendment designates a new effective date for a previously filed registration statement.
 This form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 and the Securities Act registration statement number of the earlier registration statement for the same offering is 333-166278.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

| Title of Securities | Proposed | Proposed Maximum Aggregate | Amount of |
|---------------------|----------|----------------------------------|-----------|
|---------------------|----------|----------------------------------|-----------|

| Being Registered | Amount to be Registered (1)(2) | Maximum Offering Price Per Share (1) | Offering Price (1) | Registration Fee(3) |
|-------------------------|---|---|-------------------------------|--------------------------------|
| Common Stock | 557,987 | \$ 25.00 | \$ 13,949,675 | \$ 994.62 |

(1) Estimated solely for the purpose of calculating the registration fee.

(2) Includes Common Stock that may be offered to the Underwriters pursuant to an option to cover over-allotments.

(3) Paid herewith.

EXPLANATORY NOTE

Rule 462(b) Filing

This Registration Statement is being filed with respect to the registration of additional Common Stock, \$0.001 par value per share, of Tortoise MLP Fund, Inc., a corporation organized under the laws of the State of Maryland (the Registrant), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form N-2 (File Nos. 333-166278 and 811-22409) filed by the Registrant with the Securities and Exchange Commission, as amended, declared effective on July 27, 2010, are incorporated herein by reference.

Any required consents are listed on the Exhibit Index attached hereto and filed herewith.

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Part C Other Information

Item 25. Financial Statements and Exhibits

1. Financial Statements:

Prior to the date of this filing, the Registrant had not conducted any business, other than in connection with its organization. The Registrant's financial statements dated May 3, 2010, notes to the financial statements and report of independent public accountants thereon indicating that the Registrant has met the net worth requirements of Section 14(a) of the Investment Company Act of 1940, as amended, were filed in Pre-Effective Amendment No. 5 to the Registrant's Registration Statement on Form N-2 (File No. 333-166278) and are incorporated by reference herein.

2. Exhibits:

Exhibit

No.

Description of Document

- | | |
|------|---|
| a. | Articles of Amendment and Restatement ² |
| b. | Amended and Restated Bylaws ² |
| c. | Inapplicable |
| d. | Form of Stock Certificate ² |
| e. | Dividend Reinvestment Plan ² |
| f. | Inapplicable |
| g. | Investment Advisory Agreement with Tortoise Capital Advisors, L.L.C. dated June 18, 2010 ² |
| h. | Form of Underwriting Agreement ³ |
| i. | Inapplicable |
| j. | Form of Custody Agreement ² |
| k.1. | Form of Transfer Agency and Service Agreement ² |
| k.2. | Form of Administration Servicing Agreement ² |
| k.3. | Form of Fund Accounting Services Agreement ² |
| l. | Opinion of Venable LLP ⁴ |
| m. | Inapplicable |
| n. | Consent of Independent Registered Public Accounting Firm ² |
| o. | Inapplicable |
| p. | Subscription Agreement dated May 3, 2010 ² |
| q. | Inapplicable |

- r.1. Code of Ethics of the Registrant²
- r.2. Code of Ethics of the Tortoise Capital Advisors, L.L.C.²
- s. Power of Attorney¹

(1) Incorporated by reference to the Registrant's Registration Statement on Form N-2, filed April 23, 2010 (File Nos. 333-166278 and 811-22409).

(2) Incorporated by reference to Pre-Effective Amendment No. 4 to the Registrant's Registration Statement on Form N-2, filed June 28, 2010 (File Nos. 333-166278 and 811-22409).

(3) Incorporated by reference to Pre-Effective Amendment No. 6 to the Registrant's Registration Statement on Form N-2, filed July 26, 2010 (File Nos. 333-166278 and 811-22409).

(4) Filed herewith.

Item 26. Marketing Arrangements

Reference is made to the form of underwriting agreement included as Exhibit h. hereto.

Item 27. Other Expenses and Distribution

The following table sets forth the estimated expenses to be incurred in connection with the offering described in this Registration Statement:

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| | |
|---|---------------------|
| FINRA filing fee | \$ 75,500 |
| Securities and Exchange Commission fees | \$ 85,560 |
| New York Stock Exchange listing fee | \$ 30,000 |
| Directors' fees and expenses | \$ |
| Accounting fees and expenses | \$ 40,000 |
| Legal fees and expenses | \$ 200,000 |
| Printing expenses | \$ 375,000 |
| Transfer Agent's fees | \$ |
| Miscellaneous | \$ 483,200 |
| Total | \$ 1,289,260 |

Item 28. Persons Controlled by or Under Common Control

None.

Item 29. Number of Holders of Securities

As of July 22, 2010, the number of record holders of each class of securities of the Registrant was:

| Title of Class | Number of Record Holders |
|----------------------------------|---------------------------------|
| Common Stock (\$0.001 par value) | 1 |

Item 30. Indemnification

Maryland law permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty which is established by a final judgment as being material to the cause of action. The Charter contains such a provision which eliminates directors' and officers' liability to the maximum extent permitted by Maryland law and the 1940 Act.

The Charter authorizes the Registrant, to the maximum extent permitted by Maryland law and the 1940 Act, to obligate itself to indemnify any present or former director or officer or any individual who, while a director or officer of the Registrant and at the request of the Registrant, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise as a director, officer, partner, member manager or trustee, from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her service in any such capacity and to pay or reimburse his or her reasonable expenses in advance of final disposition of a proceeding. The Bylaws obligate the Registrant, to the maximum extent permitted by Maryland law and the 1940 Act, to indemnify any present or former director or officer or any individual who, while a director of the Registrant and at the request of the Registrant, serves or has served another corporation, real estate investment trust, partnership, joint venture, trust, employee benefit plan, limited liability company or other enterprise as a director, officer, partner, member manager or trustee and who is made, or threatened to be made, a party to the proceeding by reason of his or her service in any such capacity from and against any claim or liability to which that person may become subject or which that person may incur by reason of his or her services in such capacity and to pay or reimburse his or her reasonable expenses in advance of final disposition of a proceeding. The Charter and Bylaws also permit the Registrant to indemnify and advance expenses to any person who served a predecessor of the Registrant in any of the capacities described above and any employee or agent of the Registrant or a predecessor of the Registrant.

Maryland law requires a corporation (unless its charter provides otherwise, which the Registrant's Charter does not) to indemnify a director or officer who has been successful in the defense of any proceeding to which he or she is made, or threatened to be made, a party by reason of his or her service in that capacity. Maryland law permits a

corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to which they are made, or threatened to be made, a party by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and

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(1) was committed in bad faith or (2) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under Maryland law, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In addition, Maryland law permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (a) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (b) a written undertaking by him or her or on his behalf to repay the amount paid or reimbursed by the corporation if it is ultimately determined that the standard of conduct was not met.

Item 31. Business and Other Connections of Investment Advisor

The information in the Statement of Additional Information under the caption Management of the Company Directors and Officers and the information in the prospectus under the caption Management of the Company Investment Adviser is hereby incorporated by reference.

Item 32. Location of Accounts and Records

The Registrant's accounts, books, and other documents are maintained at the offices of the Registrant, at the offices of the Registrant's investment adviser, Tortoise Capital Advisors, L.L.C., 11550 Ash Street, Suite 300, Leawood, Kansas 66211, at the offices of the custodian, U.S. Bank National Association, 1555 North River Center Drive, Milwaukee, WI 53212, at the offices of the transfer agent, Computershare Trust Company, N.A., P.O. Box 43078, Providence, Rhode Island 02940-3078, or at the offices of the administrator, U.S. Bancorp Fund Services, LLC, 615 East Michigan Street, Milwaukee, WI 53202.

Item 33. Management Services

Not applicable.

Item 34. Undertakings

1. The Registrant undertakes to suspend the offering of the common shares until the Prospectus is amended if (1) subsequent to the effective date of its registration statement, the net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement or (2) the net asset value increases to an amount greater than its net proceeds as state in the Prospectus.

2. Not applicable.

3. Not applicable.

4. Not applicable.

5. The Registrant is filing this Registration Statement pursuant to Rule 430A under the 1933 Act and undertakes that: (a) for the purposes of determining any liability under the 1933 Act, the information omitted from the form of Prospectus filed as part of a registration statement in reliance upon Rule 430A and contained in the form of Prospectus filed by the Registrant under Rule 497(h) under the 1933 Act shall be deemed to be part of the Registration Statement as of the time it was declared effective; (b) for the purpose of determining any liability under the 1933 Act, each post-effective amendment that contains a form of Prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering thereof.

6. The Registrant undertakes to send by first class mail or other means designed to ensure equally prompt delivery, within two business days of receipt of an oral or written request, its Statement of Additional Information.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, and the Investment Company Act of 1940, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in this City of Leawood and State of Kansas on the 27th day of July, 2010.

Tortoise MLP Fund, Inc.

By: /s/ Zachery A. Hamel
 Zachery A. Hamel
 President

Pursuant to the requirements of the Securities Act of 1933 this registration statement has been signed by the following persons in the capacities and on the date indicated.

| Name | Title | Date |
|--------------------------|--|---------------|
| /s/ P. Bradley Adams | Chief Financial Officer | July 27, 2010 |
| P. Bradley Adams | (Principal Financial and Accounting Officer) | |
| /s/ Terry C. Matlack | Chief Executive Officer | July 27, 2010 |
| Terry C. Matlack | (Principal Executive Officer) | |
| /s/ Conrad S. Ciccotello | Director | July 27, 2010 |
| Conrad S. Ciccotello | | |
| /s/ John R. Graham | Director | July 27, 2010 |
| John R. Graham | | |
| /s/ Charles E. Heath | Director | July 27, 2010 |
| Charles E. Heath | | |
| /s/ H. Kevin Birzer | Director | July 27, 2010 |
| H. Kevin Birzer | | |

* By David J. Schulte pursuant to power of attorney filed with the Registrant's registration statement on Form N-2 (File

Nos. 811-22409
and
333-166278) on
April 23, 2010.

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