

SALLEE MATTHEW  
 Form 4  
 July 13, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SALLEE MATTHEW

2. Issuer Name and Ticker or Trading Symbol  
 TORTOISE MLP FUND, INC.  
 [NTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 11550 ASH STREET, SUITE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/12/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below)  Other (specify below)  
 President / Member of Investment Committee

LEAWOOD, KS 66209

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |       |   |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-------|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |       |   |   |
| Common Stock                    | 07/12/2018                           |  | X                              |   | 1,025   | A  | <u>(1)</u><br><u>(2)</u>          | 7,175 | I | By revocable trust for which Mr. Sallee and his wife are trustees |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 950   | D |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3)                            | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|--|--|---|
|   |  |                                      |  | Code                           | V (A) (D)  | Date Exercisable Expiration Date                         | Title   |
| Transferable Subscription Rights (Right to Buy) <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u>                                  | 07/12/2018                           |  | X                              | 3,075  | 06/19/2018 07/18/2018 <u>(1)(2)</u>                      | Common Stock  |
| Transferable Subscription Rights (Right to Buy) <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u>                                  | 07/12/2018                           |  | S                              | 3,075  | 06/19/2018 07/18/2018 <u>(1)(2)</u>                      | Common Stock  |
| Transferable Subscription Rights (Right to Buy) <u>(1)</u> <u>(2)</u> | <u>(1)</u> <u>(2)</u>                                  | 07/12/2018                           |  | S                              | 951  | 06/19/2018 07/18/2018 <u>(1)(2)</u>                      | Common Stock  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |           |                                |
|--------------------------------|---------------|-----------|-----------|--------------------------------|
|                                | Director      | 10% Owner | Officer   | Other                          |
|                                |               |           | President | Member of Investment Committee |

SALLEE MATTHEW  
11550 ASH STREET  
SUITE 300  
LEAWOOD, KS 66209

## Signatures

Matthew G.P.  
Sallee

07/13/2018

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On June 7, 2018, Tortoise MLP Fund, Inc. (the "Fund") announced the terms of a pro rata offering of transferable rights (the "Rights") to holders of the Fund's common shares, as of the record date of June 19, 2018 ("Record Date Shareholder"), entitling the holders of such rights to subscribe for up to an aggregate of 15,802,094 of the Fund's common shares. Record Date Shareholders received one Right for each outstanding whole common share held on the record date. The Rights entitle their holders to purchase one new common share for every three Rights held; however, any Record Date Stockholder who owns fewer than three common shares as of the Record Date will be entitled to subscribe for one common share. The subscription price per common share is an estimated \$16.54 (the "basic subscription privilege").
- (2) The reporting person exercised a portion of his basic subscription privilege and sold the remaining Rights. The subscription rights will expire if they are not exercised by 5:00 p.m. Eastern time on July 18, 2018 (unless otherwise extended).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.