

BIRZER H KEVIN
 Form 4
 July 12, 2018

FORM 4

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

OMB APPROVAL

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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 *
 BIRZER H KEVIN

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)
 07/10/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

LEAWOOD, KS 66211

(City) (State) (Zip)

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

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 or Price (A) or (D) (1) (2)				
Common Stock	07/10/2018		X		1,823	A	7,291	D	
Common Stock							252	I	By spouse as custodian of children's accounts

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

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SEC 1474 (9-02)

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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 Acquired (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)
Transferable Subscription Rights (Right to Buy) <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>	07/10/2018		X	5,469	06/19/2018 07/18/2018 <u>(1)</u> <u>(2)</u>	Common Stock
Transferable Subscription Rights (Right to Buy) <u>(1)</u> <u>(2)</u>	<u>(1)</u> <u>(2)</u>					06/19/2018 07/18/2018 <u>(1)</u> <u>(2)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BIRZER H KEVIN 11550 ASH STREET SUITE 300 LEAWOOD, KS 66211	X			

Signatures

H. Kevin Birzer 07/12/2018
 **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).

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").

(1)

The Rights Offering also includes an oversubscription privilege, which will entitle holders who fully exercise their basic subscription privilege the right to purchase, at an estimated price of \$16.54 per common share, additional common shares of the Fund, subject to availability and pro rata allocation of shares among Record Date Shareholders exercising such oversubscription privilege. The reporting person exercised his basic subscription privilege and oversubscription privilege, and expects to participate in the Fund's allocation of available shares at the close of the subscription period. The subscription rights will expire if they are not exercised by 5:00 p.m. Eastern time on July 18, 2018 (unless otherwise extended).

(2)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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