

TORTOISE MLP FUND, INC.

Form 4/A

November 21, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SUN LIFE FINANCIAL INC

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)
SUN LIFE ASSURANCE CO OF
CANADA, 150 KING STREET
WEST SUITE 1400

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2013

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

(Street)
TORONTO, A6 M5H 1J9

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/24/2013

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
4.29% Senior Notes Series D due 12/15/2020	07/31/2013		J	1,000,000 A \$ 1,079,960	13,000,000	I	See footnote. (1)

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

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information contained in this form are not
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SUN LIFE FINANCIAL INC
SUN LIFE ASSURANCE CO OF CANADA
150 KING STREET WEST SUITE 1400
TORONTO, A6 M5H 1J9

X

Signatures

Stephen C. Peacher, signer for Sun Life Financial Inc. and Sun Life and Health Insurance Company (U.S.)

11/21/2013

__Signature of Reporting Person

Date

John T. Donnelly, signer for Sun Life Financial Inc. and Sun Life and Health Insurance Company (U.S.)

11/21/2013

__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) \$12,000,000 directly owned by Sun Life Assurance Company of Canada, a wholly-owned subsidiary of Sun Life Financial Inc. and \$1,000,000 directly owned by Sun Life and Health Insurance Company (U.S.), an indirectly wholly-owned subsidiary of Sun Life Financial Inc.

Remarks:

Sun Life and Health Insurance Company (U.S.), an indirectly wholly-owned subsidiary of Sun Life Financial Inc., purchased S

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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