

BIRZER H KEVIN
 Form 4/A
 November 09, 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)
 07/24/2018

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

LEAWOOD, KS 66211

4. If Amendment, Date Original Filed(Month/Day/Year)
 07/26/2018

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price (1) (2) (3)			
Common Stock	07/24/2018(1)(2)(3)(4)		X	5,711 (4) A (1) (2) (3)	13,002	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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(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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
Oversubscription Privilege (contingent right to buy)	(1) (2) (3)	07/24/2018(1)(2)(3)(4)		X	5,711(4)	06/19/2018 07/18/2018	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			Member of Investment Committee

Signatures

H. Kevin Birzer 11/09/2018
 **Signature of Date
 Reporting Person

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 Stockholder"), 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 entitled their holders to purchase one new common share for every three Rights held; however, any Record Date Stockholder who owned fewer than three common shares as of the record date was entitled to subscribe for one common share. The subscription price per common share was \$14.64 (the "basic subscription privilege").

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The Rights Offering also included an oversubscription privilege, which entitled holders who fully exercised their basic subscription privilege the right to purchase, at a price of \$14.64 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 subscription rights expired

(2) on July 18, 2018 at 5:00 p.m. Eastern time. Following the conclusion of the Rights Offering, the common shares that were not purchased by other Record Date Shareholders were allocated pro rata among Rights holders exercising their oversubscription privileges based on the number of common shares of the Fund each of those Rights holders owned on the record date and subject to the amount of shares such holder subscribed for.

On July 10, 2018, the reporting person exercised his basic subscription rights and oversubscription privileges in full to purchase common shares of the Fund issued in the Rights Offering. The reporting person purchased 1,823 common shares of the Fund from the exercise of

(3) his basic subscription rights (previously reported in a Form 4 filed on July 12, 2018), plus an additional 5,711 common shares of the Fund pursuant to the oversubscription privileges associated with the reporting person's subscription rights on the basis of the Fund's allocation of common shares, as of the closing of the subscription period. On July 24, 2018, the third-party subscription agent for the Rights Offering determined the allocations to be made to the Record Date Shareholders who exercised their oversubscription privileges.

This Form 4 amendment is being filed to correct the original Form 4 filing on 7/26/18 to revise the number of shares acquired and number of derivative securities disposed of pursuant to the oversubscription privilege from 6000 to 5711. The numbers originally reported

(4) inadvertently reflected the number of shares oversubscribed for rather than the actual number allocated as determined by the third-party subscription agent for the Rights Offering pursuant to the reporting person's exercise of their oversubscription privilege.

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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