

ADAMS P. BRADLEY

Form 4

July 26, 2018

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 *
ADAMS P. BRADLEY

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
____X____ Officer (give title below) ____ Other (specify below)
CEO & Princ Financial Officer

LEAWOOD, KS 66211

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

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/24/2018 ⁽¹⁾⁽²⁾		X		1,789	A	⁽¹⁾ <u>(2)</u> 4,340.09
							D

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

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SEC 1474
(9-02)

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

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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 Security (Instr. 3 and 4)
Oversubscription Privilege (contingent right to buy)	(1) (2)	07/24/2018(1)(2)		X	1,789	06/19/2018 07/18/2018	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
ADAMS P. BRADLEY 11550 ASH STREET SUITE 300 LEAWOOD, KS 66211	Director 10% Owner Officer Other CEO & Princ Financial Officer

Signatures

P. Bradley
Adams
07/26/2018
 **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 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"). 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

(2) On July 9 and 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 638 common shares of the Fund from the exercise of his basic subscription rights (previously reported in a Form 4 filed on July 11, 2018), plus an additional 1,789 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.

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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