

TORTOISE PIPELINE & ENERGY FUND, INC.

Form N-PX

August 26, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM N-PX  
ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

Investment Company Act file number 811-22585

Tortoise Pipeline & Energy Fund, Inc.  
(Exact Name of Registrant as specified in charter)

11550 Ash Street, Suite 300, Leawood, KS 66211  
(Address of Principal Executive Offices) (Zip code)

Terry C. Matlack  
Diane Bono  
11550 Ash Street, Suite 300, Leawood, KS 66211  
(Name and Address of Agent For Service)

Registrant's telephone number, including area code: 913-981-1020

Date of fiscal year end: November 30

Date of reporting period: July 1, 2015 - June 30, 2016

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## Item 1. Proxy Voting Record

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Fidelity® Institutional Money Market Funds Money Market Portfolio Class I	11/18/2015	316175207	FMPXX	A vote for election of the following nominees: 1. Elizabeth S. Acton 2. John Engler 3. Albert R. Gamper, Jr. 4. Robert F. Gartland 5. Abigail P. Johnson 6. Arthur E. Johnson 7. Michael E. Kenneally 8. James H. Keyes 9. Marie L. Knowles 10. Geoffrey A. von Kuhn	For	For	Issuer

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Markwest Energy Partners LP	12/1/2015	570759100	MWE	Proposal to approve the Agreement and Plan of Merger, dated as of July 11, 2015, as such agreement may be amended from time to time, by and among MPLX LP, MPLX GP LLC, Marathon Petroleum Corporation, Sapphire HoldCo LLC and Markwest Energy Partners, L.P., and the transactions contemplated thereby.	For	For	Issuer
				Proposal to approve, on an advisory, non-binding basis, the merger-related compensation payments that may become payable to Markwest Energy Partners, L.P.'s named executive officers in connection with the merger.	For	For	Issuer
				Proposal to approve the adjournment of the Special Meeting, if necessary to solicit additional proxies if there are not sufficient votes to approve Proposal 1 at the time of the Special Meeting.	For	For	Issuer

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Sunoco Logistics Partners L.P.	12/1/2015	86764L108	SXL	Approval of the Sunoco Partners LLC Long-Term Incentive Plan, as proposed to be amended and restated, which, among other things, provides for an increase in the maximum number of common units reserved and available for delivery with respect to awards under the Sunoco Partners LLC Long-Term Incentive Plan, as amended and restated as of October 24, 2012, by 10,000,000 common units (the "LTIP Proposal").	For	For	Issuer
				Approval of the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies in the event there are not sufficient votes at the time of the Special Meeting to approve the LTIP Proposal	For	For	Issuer

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Targa Resources Corp.	2/12/2016	87612G101	TRGP	To consider and vote upon a proposal to approve the issuance of shares of common stock of Targa Resources Corp. (the "Company") in connection with the merger contemplated by the Agreement and Plan of Merger, dated as of November 2, 2015, by and among the Company, Spartan Merger Sub LLC, Targa Resources Partners LP and Targa Resources GP LLC ("TRP GP");	For	For	Issuer
				To consider and vote upon a proposal to approve one or more adjournments of the special meeting if necessary or appropriate to solicit additional proxies if there are not sufficient votes to approve the	For	For	Issuer

Company's stock issuance  
proposal.

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Targa Resources Partners, LP	2/12/2016	87611X105	NGLS	To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of November 2, 2015.	For	For	Issuer
				To consider and vote upon, on an advisory, non-binding basis, the compensation payments that may be paid or become payable to the Partnership's named executive officers in connection with the Merger which is referred to as "TRP Compensation Proposal."	For	For	Issuer

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
EQT Corporation	4/20/2016	26884L109	EQT	Election of Directors: Vicky A. Bailey	For	For	Issuer
				Election of Directors: Philip G. Behrman, Ph.D.	For	For	Issuer
				Election of Directors: Kenneth M. Burke	For	For	Issuer
				Election of Directors: A. Bray Cary, Jr.	For	For	Issuer
				Election of Directors: Margaret K. Dorman	For	For	Issuer
				Election of Directors: David L. Porges	For	For	Issuer
				Election of Directors: James E. Rohr	For	For	Issuer
				Election of Directors: Stephen A. Thorington	For	For	Issuer
				Election of Directors: Lee T. Todd, Jr. Ph.D.	For	For	Issuer
				Election of Directors: Christine J. Toretta	For	For	Issuer
				Approval of a Non-Binding Resolution regarding the Compensation of Company's Named Executive Officers for 2015 (Say-on-Pay).	For	For	Issuer
				Approval of the Company's 2016 Executive Short-Term	For	For	Issuer

## Incentive Plan.

Ratification of Appointment of Independent Registered Public Accounting Firm. For For Issuer

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Magellan Midstream Partners, L.P.	4/21/2016	559080106	MMP	Election of Directors: 1. Walter R. Arnheim 2. Patrick C. Eilers	For	For	Issuer
				Amendment of Long-Term Incentive Plan	For	For	Issuer
				Advisory Resolution to Approve Executive Compensation	For	For	Issuer
				Ratification of Appointment of Independent Auditor	For	For	Issuer

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
EOG Resources, Inc.	4/26/2016	26875P101	EOG	Election of Directors: Janet F. Clark	For	For	Issuer
				Election of Directors: Charles R. Crisp	For	For	Issuer
				Election of Directors: James C. Day	For	For	Issuer
				Election of Directors: H. Leighton Steward	For	For	Issuer
				Election of Directors: Donald F. Textor	For	For	Issuer
				Election of Directors: William R. Thomas	For	For	Issuer
				Election of Directors: Frank G. Wisner	For	For	Issuer
				2. To ratify the appointment by the Audit Committee of the Board of Directors of Deloitte & Touche LLP, independent registered public accounting firm, as auditors for the Company for the year ending December 31, 2016.	For	For	Issuer
				3. To approve, by non-binding vote, the compensation of the	For	For	Issuer

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Company's named executive officers.

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Noble Energy, Inc.	4/26/2016	655044105	NBL	1A. Election of Director: Jeffrey L. Berenson	For	For	Issuer
				1B. Election of Director: Michael A. Cawley	For	For	Issuer
				1C. Election of Director: Edward F. Cox	For	For	Issuer
				1D. Election of Director: James E. Craddock	For	For	Issuer
				1E. Election of Director: Thomas J. Edelman	For	For	Issuer
				1F. Election of Director: Eric P. Grubman	For	For	Issuer
				1G. Election of Director: Kirby L. Hedrick	For	For	Issuer
				1H. Election of Director: David L. Stover	For	For	Issuer
				1I. Election of Director: Scott D. Urban	For	For	Issuer
				1J. Election of Director: William T. Van Kleeef	For	For	Issuer
				1K. Election of Director: Molly K. Williamson	For	For	Issuer
				2. To ratify the appointment of the independent auditor by the Company's Audit Committee.	For	For	Issuer
				3. To approve, in an advisory vote, executive compensation.	For	For	Issuer
4. To consider a stockholder proposal regarding proxy access, if properly presented at the meeting.	Against	For	Shareholder				
5. To consider a stockholder proposal regarding climate change, if properly presented at the meeting.	Against	For	Shareholder				

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Spectra Energy Corp	4/26/2016	847560109	SE	Election of Directors: Gregory L. Ebel	For	For	Issuer
				Election of Directors: F. Anthony Comper	For	For	Issuer

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Election of Directors: Austin A. Adams	For	For	Issuer
Election of Directors: Joseph Alvarado	For	For	Issuer
Election of Directors: Pamela L. Carter	For	For	Issuer
Election of Directors: Clarence P. Cazalot Jr.	For	For	Issuer
Election of Directors: Peter B. Hamilton	For	For	Issuer
Election of Directors: Miranda C. Hubbs	For	For	Issuer
Election of Directors: Michael McShane	For	For	Issuer
Election of Directors: Michael G. Morris	For	For	Issuer
Election of Directors: Michael E.J. Phelps	For	For	Issuer
Ratification of the appointment of Deloitte & Touche LLP as Spectra Energy Corp's Independent Registered Public Accounting firm for fiscal year 2016.	For	For	Issuer
Approval of Spectra Energy Corp 2007 Long-Term Incentive Plan, as amended and restated.	For	For	Issuer
Approval of Spectra Energy Corp Executive Short-Term Incentive Plan, as amended and restated.	For	For	Issuer
An advisory resolution to approve executive compensation.	For	For	Issuer
Shareholder proposal concerning disclosure of political contributions.	Against	For	Shareholder
Shareholder proposal concerning disclosure of lobbying activities.	Against	For	Shareholder

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
	4/28/2016	23311P100	DPM		For	For	Issuer

DCP  
Midstream  
Partners, LP

To approve the DCP  
Midstream Partners, LP 2016  
Long-Term Incentive Plan (the  
"Plan").

To approve the adjournment of  
the special meeting to a later  
date or dates, if necessary or  
appropriate, to solicit  
additional proxies in the event  
there are insufficient votes at  
the time of the special meeting  
to approve the Plan.

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Occidental Petroleum Corporation	4/29/2016	674599105	OXY	Election of Director: Spencer Abraham	For	For	Issuer
				Election of Director: Howard I. Atkins	For	For	Issuer
				Election of Director: Eugene L. Batchelder	For	For	Issuer
				Election of Director: Stephen I. Chazen	For	For	Issuer
				Election of Director: John E. Feick	For	For	Issuer
				Election of Director: Margaret M. Foran	For	For	Issuer
				Election of Director: Carlos M. Gutierrez	For	For	Issuer
				Election of Director: Vicki A. Hollub	For	For	Issuer
				Election of Director: William R. Klesse	For	For	Issuer
				Election of Director: Avedick B. Poladian	For	For	Issuer
				Election of Director: Elisse B. Walter	For	For	Issuer
				Advisory Vote Approving Executive Compensation	For	For	Issuer
				Ratification of Selection of KPMG LLP as Independent Auditors	For	For	Issuer
				Review Public Policy Advocacy on Climate	Against	For	Shareholder
	Against	For	Shareholder				



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Carbon Legislation Impact  
Assessment

Special Shareowner Meetings Against For Shareholder

Methane Emmissions and Flaring Against For Shareholder

Company Name	MeetingDate	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Cabot Oil & Gas Corporation	5/4/2016	127097103	COG	Election of Directors: Dorothy M. Ables	For	For	Issuer
				Election of Directors: Rhys J. Best	For	For	Issuer
				Election of Directors: Robert S. Boswell	For	For	Issuer
				Election of Directors: Dan O. Dinges	For	For	Issuer
				Election of Directors: Robert Kelley	For	For	Issuer
				Election of Directors: W. Matt Ralls	For	For	Issuer
				To ratify the appointment of the firm PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for its 2016 fiscal year.	For	For	Issuer
				To approve, by non-binding advisory vote, the compensation of the Company's named executive officers.	For	For	Issuer
				To consider a shareholder proposal to provide a report on the Company's political contributions.	Against	For	Shareholder
To consider a shareholder proposal to amend the Company's "proxy access" bylaw.	Against	For	Shareholder				

Company Name	MeetingDate	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
	5/10/2016	032511107	APC		For	For	Issuer

Anadarko  
Petroleum  
Corporation

1a. Election of Director:  
Anthony R. Chase

1B. Election of Director: Kevin P. Chilton	For	For	Issuer
1C. Election of Director: H. Paulett Eberhart	For	For	Issuer
1D. Election of Director: Peter J. Fluor	For	For	Issuer
1E. Election of Director: Richard L. George	For	For	Issuer
1F. Election of Director: Joseph W. Gorder	For	For	Issuer
1G. Election of Director: John R. Gordon	For	For	Issuer
1H. Election of Director: Sean Gourley	For	For	Issuer
1I. Election of Director: Mark C. McKinley	For	For	Issuer
1J. Election of Director: Eric D. Mullins	For	For	Issuer
1K. Election of Director: R. A. Walker	For	For	Issuer
2. Ratification of appointment of KPMG LLP as Independent Auditor.	For	For	Issuer
3. Approve an amendment and restatement of the Anadarko Petroleum Corporation 2012 Omnibus Incentive Compensation Plan.	For	For	Issuer
4. Advisory vote to approve named executive officer compensation.	For	For	Issuer
5. Stockholder Proposal - Report on carbon risk.	Against	For	Shareholder

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Targa Resources Corp.	5/17/2016	87612G101	TRGP	Election of Directors: 1. Rene R. Joyce 2. Waters S. Davis, IV 3. Chris Tong	For	For	Issuer
				Ratification of selection of independent auditors	For	For	Issuer

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Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
ONEOK, Inc.	5/25/2016	682680103	OKE	Election of Director: Brian L. Derksen	For	For	Issuer
				Election of Director: Julie H. Edwards	For	For	Issuer
				Election of Director: John W. Gibson	For	For	Issuer
				Election of Director: Randall J. Larson	For	For	Issuer
				Election of Director: Steven J. Malcolm	For	For	Issuer
				Election of Director: Kevin S. McCarthy	For	For	Issuer
				Election of Director: Jim W. Mogg	For	For	Issuer
				Election of Director: Pattye L. Moore	For	For	Issuer
				Election of Director: Gary D. Parker	For	For	Issuer
				Election of Director: Eduardo A. Rodriguez	For	For	Issuer
				Election of Director: Terry K. Spencer	For	For	Issuer
				Ratification of the selection of PricewaterhouseCoopers LLP as the independent registered public accounting firm of Oneok, Inc. for the year ending December 31, 2016	For	For	Issuer
An advisory vote to approve Oneok, Inc.'s executive compensation	For	For	Issuer				

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
Buckeye Partners, L.P.	6/7/2016	118230101	BPL	Election of Directors: 1. Oliver G. Richard, III 2. Clark C. Smith 3. Frank S. Sowinski	For	For	Issuer
				The ratification of the selection of Deloitte & Touche LLP as Buckeye Partners, L.P.'s independent registered public accountants for 2016.	For	For	Issuer

Company Name	Meeting Date	Cusip	Ticker	Proposal	Vote	For/Against Management	ProposalSource
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The Williams Companies, Inc.	6/27/2016	969457100	WMB	To approve the adoption of the Agreement and Plan of Merger (the "Merger Agreement") among Energy Transfer Equity, L.P., Energy Transfer Corp LP ("ETC"), Energy Transfer Corp GP, LLC, LE GP, LLC, Energy Transfer Equity GP, LLC and Williams Companies, Inc. ("WMB"), and the transactions contemplated thereby, including the merger of WMB with and into etc.	Against	Against	Issuer
				To approve, on an advisory (non-binding) basis, specified compensatory arrangements between WMB and its named executive officers relating to the transactions contemplated by the Merger Agreement.	Abstain	Against	Issuer
				To approve the adjournment of the special meeting from time to time, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger proposal.	Abstain	Against	Issuer

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TORTOISE PIPELINE & ENERGY FUND, INC.

Date: August 26, 2016

By: /s/ P. Bradley Adams  
P. Bradley Adams  
Chief Executive Officer