

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.
Form N-PX
August 11, 2016

OMB APPROVAL

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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 811-22467

Kayne Anderson Midstream/Energy Fund, Inc.

(Exact name of registrant as specified in charter)

811 Main Street, 14th Floor Houston, Texas 77002

(Address of principal executive offices) (Zip code)

Michael O'Neil
KA Fund Advisors, LLC

1800 Avenue of the Stars, Third Floor Los Angeles, California 90067

(Name and address of agent for service)

Registrant's telephone number, including area code: (310) 282-7905

Date of fiscal year end: November 30

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

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

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A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. PROXY VOTING RECORD.

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
 - (b) The exchange ticker symbol of the portfolio security;
 - (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
 - (d) The shareholder meeting date;
 - (e) A brief identification of the matter voted on;
 - (f) Whether the matter was proposed by the issuer or by a security holder;
 - (g) Whether the registrant cast its vote on the matter;
 - (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
 - (i) Whether the registrant cast its vote for or against management.
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SIGNATURES

[See General Instruction F]

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.

(Registrant) Kayne Anderson Midstream/Energy Fund, Inc.

By (Signature and Title)* /s/ Kevin S. McCarthy
Kevin S. McCarthy,
Chairman and Chief Executive Officer

Date August 3, 2016

*Print the name and title of each signing officer under his or her signature.

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Kayne Anderson Midstream/Energy Fund Inc.
 Proxy Voting Record
 July 1, 2015 - June 30, 2016

Issuer	Symbol	CUSIP	Meeting Date		Matter:	Proposed by (I)ssuer or (S)hareholder	Vote Cast?
CAPITAL PRODUCT PARTNERS L.P.	CPLP	Y11082107	07/23/15	1	DIRECTOR:	I	
					D. CHRISTACOPOULOS		YES
					ABEL RASTERHOFF		YES
				2	PROPOSAL:	I	YES
					TO RATIFY THE APPOINTMENT OF DELOITTE HADJIPAVLOU, SOFIANOS & CAMBANIS S.A. AS AUDITORS OF CAPITAL PRODUCT PARTNERS L.P.		
KNOT OFFSHORE PARTNERS LP	KNOP	Y48125101	08/12/15	1	TO ELECT:	I	YES
					ANDREW BEVERIDGE AS A CLASS II DIRECTOR OF KNOT OFFSHORE PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2019 ANNUAL MEETING OF LIMITED PARTNERS.		
				2	IF THE UNITS BEING VOTED:	I	YES
					ARE HELD BY A PERSON THAT IS A RESIDENT OF NORWAY FOR PURPOSES OF THE TAX ACT ON INCOME AND WEALTH, PLEASE SELECT "YES." IF THE UNITS BEING VOTED ARE NOT HELD BY A PERSON THAT IS A RESIDENT OF NORWAY FOR PURPOSES OF THE TAX ACT ON INCOME AND WEALTH, PLEASE SELECT "NO." MARK "FOR" =		

YES OR "AGAINST" = NO.

ENBRIDGE INCOME FUND HOLDINGS INC.	EBGUF	29251R105	08/20/15	1	THE RESOLUTION APPROVING:	I	YES
					THE ACQUISITION BY AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF ENBRIDGE INCOME FUND (THE "FUND") OF ENTITIES THAT OWN CERTAIN ASSETS, INCLUDING CANADIAN LIQUIDS PIPELINE AND RENEWABLE POWER GENERATION ASSETS CURRENTLY DIRECTLY OR INDIRECTLY OWNED BY ENBRIDGE INC. AND RELATED TRANSACTIONS, THE FULL TEXT OF WHICH IS SET OUT IN THE CORPORATION'S INFORMATION CIRCULAR DATED JUNE 29, 2015.		
GOLAR LNG PARTNERS LP	GMLP	Y2745C102	09/23/15	1	TO ELECT:	I	YES
					ANDREW J.D. WHALLEY AS A CLASS III DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2018 ANNUAL MEETING OF LIMITED PARTNERS.		
				2	TO ELECT:	I	YES
					PAUL LEAND AS A CLASS III DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2018 ANNUAL MEETING OF LIMITED PARTNERS.		
SEADRILL PARTNERS LLC	SDLP	Y7545W109	09/28/15	1	TO ELECT:	I	YES

BERT M. BEKKER AS A CLASS II DIRECTOR OF THE COMPANY WHOSE TERM WILL EXPIRE AT THE 2018 ANNUAL MEETING OF MEMBERS.

CRESTWOOD
MIDSTREAM
PARTNERS LP

CMLP 226378107 09/30/15 1

TO APPROVE:

I

NO

THE MERGER AGREEMENT.

2

APPROVAL OF:

I

NO

A PROPOSAL TO ADJOURN THE SPECIAL MEETING IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING.

HOEGH LNG
PARTNERS LP

HMLP Y3262R100 10/09/15 1

TO ELECT:

I

YES

ANDREW JAMIESON AS A CLASS I DIRECTOR OF HOEGH LNG PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2019 ANNUAL MEETING OF LIMITED PARTNERS.

DYNAGAS LNG
PARTNRS LP

DLNG Y2188B108 11/20/15 1

TO ELECT:

I

YES

EVANGELOS VLAHOULIS AS A CLASS I DIRECTOR TO SERVE FOR A THREE-YEAR TERM UNTIL THE 2018 ANNUAL MEETING OF LIMITED PARTNERS

2

TO APPROVE:

I

YES

THE APPOINTMENT OF ERNST
& YOUNG (HELLAS)
CERTIFIED AUDITORS
ACCOUNTANTS S.A. AS THE
PARTNERSHIP'S
INDEPENDENT AUDITORS FOR
THE FISCAL YEAR ENDING
DECEMBER 31, 2015

MARKWEST
ENERGY
PARTNERS LP

MWE 570759100 12/01/15 1

PROPOSAL: I

YES

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.

2 PROPOSAL: I

YES

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.

3 PROPOSAL: I

YES

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.

SUNOCO LOGISTICS PARTNERS L.P.	SXL	86764L108	12/01/15	1	APPROVAL:	I	YES
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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 ..
(DUE TO SPACE LIMITS, SEE
PROXY STATEMENT FOR FULL
PROPOSAL).

				2	APPROVAL:	I	YES
--	--	--	--	---	-----------	---	-----

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.

TARGA RESOURCES PARTNERS LP	NGLS	87611X105	02/12/16	1	TO CONSIDER AND VOTE UPON A PROPOSAL:	I	DID NOT VOTE
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TO APPROVE THE
AGREEMENT AND PLAN OF

MERGER, DATED AS OF NOVEMBER 2, 2015, BY AND AMONG TARGA RESOURCES CORP. ("TRC"), SPARTAN MERGER SUB LLC, TARGA RESOURCES PARTNERS LP (THE "PARTNERSHIP") AND TARGA RESOURCES GP LLC, PURSUANT TO WHICH TRC WILL ACQUIRE INDIRECTLY ALL OF ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)

	2	TO CONSIDER AND VOTE:	I		DID NOT 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 THE "TRP COMPENSATION PROPOSAL."

TARGA RESOURCES CORP.	TRGP	87612G101	02/12/16	1	TO CONSIDER AND VOTE UPON A PROPOSAL:	I		DID NOT VOTE
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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 ... (DUE TO SPACE LIMITS, SEE PROXY

STATEMENT FOR FULL PROPOSAL).

2 TO CONSIDER AND VOTE: I DID NOT 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 TRC STOCK ISSUANCE PROPOSAL.

MAGELLAN MIDSTREAM PARTNERS, L.P.

MMP 559080106 04/21/16 1 DIRECTOR: I

WALTER R. ARNHEIM YES
PATRICK C. EILERS YES

2 AMENDMENT OF: I YES
LONG-TERM INCENTIVE PLAN

3 ADVISORY RESOLUTION TO: I YES
APPROVE EXECUTIVE COMPENSATION

4 RATIFICATION OF: I YES
APPOINTMENT OF INDEPENDENT AUDITOR

SPECTRA ENERGY CORP.

SE 847560109 04/26/16 1A ELECTION OF DIRECTOR: I YES

GREGORY L. EBEL

1B	ELECTION OF DIRECTOR: F. ANTHONY COMPER	I	YES
1C	ELECTION OF DIRECTOR: AUSTIN A. ADAMS	I	YES
1D	ELECTION OF DIRECTOR: JOSEPH ALVARADO	I	YES
1E	ELECTION OF DIRECTOR: PAMELA L. CARTER	I	YES
1F	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT JR	I	YES
1G	ELECTION OF DIRECTOR: PETER B. HAMILTON	I	YES
1H	ELECTION OF DIRECTOR: MIRANDA C. HUBBS	I	YES
1I	ELECTION OF DIRECTOR: MICHAEL MCSHANE	I	YES
1J	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	I	YES
1K	ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS	I	YES
2	RATIFICATION OF:	I	YES

THE APPOINTMENT OF
DELOITTE & TOUCHE LLP AS
SPECTRA ENERGY CORP'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR FISCAL YEAR 2016.

- | | | | |
|---|--|---|-----|
| 3 | APPROVAL OF: | I | YES |
| | SPECTRA ENERGY CORP 2007
LONG-TERM INCENTIVE
PLAN, AS AMENDED AND
RESTATED. | | |
| 4 | APPROVAL OF: | I | YES |
| | SPECTRA ENERGY CORP
EXECUTIVE SHORT-TERM
INCENTIVE PLAN, AS
AMENDED AND RESTATED. | | |
| 5 | AN ADVISORY RESOLUTION
TO: | I | YES |
| | APPROVE EXECUTIVE
COMPENSATION. | | |
| 6 | SHAREHOLDER PROPOSAL: | S | YES |
| | CONCERNING DISCLOSURE OF
POLITICAL CONTRIBUTIONS. | | |
| 7 | SHAREHOLDER PROPOSAL: | S | YES |
| | CONCERNING DISCLOSURE OF
LOBBYING ACTIVITIES. | | |

DCP MIDSTREAM PARTNERS, LP	DPM	23311P100	04/28/16	1	TO APPROVE:	I	YES
	THE DCP MIDSTREAM PARTNERS, LP 2016 LONG-TERM INCENTIVE PLAN (THE "PLAN").						

2 TO APPROVE: I YES
 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.

GASLOG PARTNERS LP GLOP Y2687W108 05/05/16 1 TO ELECT: I YES
 ROBERT B. ALLARDICE III AS A CLASS I DIRECTOR TO SERVE FOR A THREE-YEAR TERM UNTIL THE 2019 ANNUAL MEETING OR UNTIL HIS SUCCESSOR HAS BEEN ELECTED OR APPOINTED.

2 TO RATIFY: I YES
 THE APPOINTMENT OF DELOITTE LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.

TARGA RESOURCES CORP. TRGP 87612G101 05/17/16 1 DIRECTOR: I
 RENE R. JOYCE YES
 WATERS S. DAVIS, IV YES
 CHRIS TONG YES

2 RATIFICATION OF: I YES
 SELECTION OF INDEPENDENT AUDITORS.

MACQUARIE INFRASTRUCTURE CORPORATION	MIC	55608B105	05/18/16	1A	ELECTION OF DIRECTOR: NORMAN H. BROWN, JR.	I	YES
				1B	ELECTION OF DIRECTOR: GEORGE W. CARMANY, III	I	YES
				1C	ELECTION OF DIRECTOR: H.E. (JACK) LENTZ	I	YES
				1D	ELECTION OF DIRECTOR: OUMA SANANIKONE	I	YES
				1E	ELECTION OF DIRECTOR: WILLIAM H. WEBB	I	YES
				2	THE RATIFCATION OF: THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	I	YES
				3	THE APPROVAL: ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	I	YES
				4	THE APPROVAL OF: THE MACQUARIE INFRASTRUCTURE CORPORATION 2016 OMNIBUS EMPLOYEE INCENTIVE PLAN.	I	YES
ONEOK, INC.	OKE	682680103	05/25/16	1A	ELECTION OF DIRECTOR: BRIAN L. DERKSEN	I	YES

1B	ELECTION OF DIRECTOR: JULIE H. EDWARDS	I	YES
1C	ELECTION OF DIRECTOR: JOHN W. GIBSON	I	YES
1D	ELECTION OF DIRECTOR: RANDALL J. LARSON	I	YES
1E	ELECTION OF DIRECTOR: STEVEN J. MALCOLM	I	YES
1F	ELECTION OF DIRECTOR: KEVIN S. MCCARTHY	I	YES
1G	ELECTION OF DIRECTOR: JIM W. MOGG	I	YES
1H	ELECTION OF DIRECTOR: PATTYE L. MOORE	I	YES
1I	ELECTION OF DIRECTOR: GARY D. PARKER	I	YES
1J	ELECTION OF DIRECTOR: EDUARDO A. RODRIGUEZ	I	YES
1K	ELECTION OF DIRECTOR: TERRY K. SPENCER	I	YES
2	RATIFICATION OF:	I	YES

THE SELECTION OF
PRICEWATERHOUSECOOPERS
LLP AS THE INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING FIRM OF
ONEOK, INC. FOR THE YEAR
ENDING DECEMBER 31, 2016

3 AN ADVISORY VOTE: I YES
TO APPROVE ONEOK, INC.'S
EXECUTIVE COMPENSATION

BUCKEYE
PARTNERS, L.P.

BPL 118230101 06/07/16 1

DIRECTOR: I

OLIVER G. RICHARD, III YES

CLARK C. SMITH YES

FRANK S. SOWINSKI YES

2 THE RATIFICATION OF: I YES
THE SELECTION OF DELOITTE
& TOUCHE LLP AS BUCKEYE
PARTNERS, L.P.'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTANTS FOR
2016.

THE WILLIAMS
COMPANIES, INC.

WMB 969457100 06/27/16 1

TO APPROVE: I YES

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 THE WILLIAMS
COMPANIES, INC. ("WMB"),
AND THE TRANSACTIONS
CONTEMPLATED THEREBY,

INCLUDING THE MERGER OF
WMB WITH AND INTO ETC.

- | | | | |
|---|--|---|-----|
| 2 | TO APPROVE: | I | YES |
| | 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. | | |
| 3 | TO APPROVE: | I | YES |
| | 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. | | |