

HEATH CHARLES E
Form 4
July 03, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HEATH CHARLES E

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)
07/02/2018

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

LEAWOOD, KS 66211

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

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	07/02/2018		X	500 A <u>(1)</u> <u>(2)</u>	4,000	I	By self and spouse as co-trustees of the Charles E. Heath Trust #1, U/A Dtd 2/1/92

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Transferable Subscription Rights (Right to Buy)	(1) (2)	07/02/2018		X	1,500	06/19/2018	07/18/2018(1)(2)	Common Stock
Transferable Subscription Rights (Right to Buy)	(1) (2)	07/02/2018		S	2,000	06/19/2018	07/18/2018(1)(2)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEATH CHARLES E 11550 ASH STREET SUITE 300 LEAWOOD, KS 66211				Director Emeritus

Signatures

Charles E.
Heath

07/02/2018

__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).

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

(1) Shareholders received one Right for each outstanding whole common share held on the record date. The Rights entitle their holders to purchase one new common share for every three Rights held; however, any Record Date Stockholder who owns fewer than three common shares as of the Record Date will be entitled to subscribe for one common share. The subscription price per common share is an estimated \$16.54 (the "basic subscription privilege").

(2) The reporting person exercised a portion of his basic subscription privilege and sold the remaining Rights. The subscription rights will expire if they are not exercised by 5:00 p.m. Eastern time on July 18, 2018 (unless otherwise extended).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.