

PRUDENTIAL FINANCIAL INC
Form 4
October 18, 2018

FORM 4

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

OMB APPROVAL

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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 *
PRUDENTIAL FINANCIAL INC

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)
751 BROAD ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/16/2018

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

NEWARK, NJ 07102

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---------------|------------------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Series G Mandatory Redeemable Preferred Stock | 10/16/2018 | | P | | 880,000 | A | \$ 25 | 880,000 | I ⁽¹⁾ | By The Prudential Insurance Company of America, a wholly-owned subsidiary of the Reporting Person |
| 3.79% Senior Notes, Series | 10/16/2018 | | P | | 10,500,000 | A | \$ 10,500,000 | \$ 10,500,000 | I | By The Prudential Insurance |

P, due
October 16,
2023

3.79%
Senior
Notes, Series
P, due
October 16,
2023

10/16/2018

P

9,500,000

A

\$ 9,500,000

\$ 9,500,000

I

3.97%
Senior
Notes, Series
Q, due
October 16,
2025

10/16/2018

P

7,500,000

A

\$ 7,500,000

\$ 7,500,000

I

3.97%
Senior
Notes, Series
Q, due
October 16,
2025

10/16/2018

P

7,500,000

A

\$ 7,500,000

\$ 7,500,000

I

4.02%
Senior
Notes, Series
R, due
October 16,
2026

10/16/2018

P

8,000,000

A

\$ 8,000,000

\$ 8,000,000

I

4.02%
Senior
Notes, Series
R, due
October 16,
2026

10/16/2018

P

5,000,000

A

\$ 5,000,000

\$ 5,000,000

I

Company of
America, a
wholly-own
subsidiary
of the Report
Person

By The
Prudential
Insurance
Company of

a
wholly-own
subsidiary
of the Report
Person

By Pruden
Arizona
Reinsuranc
Term
Company,
wholly-own
subsidiary
of the Report
Person

By The
Prudential
Insurance
Company of
America, a
wholly-own
subsidiary
of the Report
Person

By Pruden
Annuities I
Assurance
Corporatio

By The
Prudential
Insurance
Company of
America, a
wholly-own
subsidiary
of the Report
Person

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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 displays a currently valid OMB control number.

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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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PRUDENTIAL FINANCIAL INC 751 BROAD ST NEWARK, NJ 07102 | | X | | |
| PRUDENTIAL INSURANCE CO OF AMERICA 751 BROAD STREET NEWARK, NJ 07102 | | X | | |

Signatures

| | |
|---|------------|
| Prudential Financial, Inc. By: /s/Hillary Lorenzo, Vice President | 10/18/2018 |
| **Signature of Reporting Person | Date |
| The Prudential Insurance Company of America By: /s/Christopher Halloran, Vice President | 10/18/2018 |
| **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) Preferred stock owned directly by The Prudential Insurance Company of America, a ten percent owner of a class, and indirectly owned by Prudential Financial, Inc., its parent holding company.

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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