

TORTOISE MLP FUND, INC.

Form N-Q

October 27, 2016

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

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

Investment Company Act file number 811-22409

Tortoise MLP 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 Matlack  
Diane Bono  
11550 Ash Street, Suite 300, Leawood, KS 66211  
(Name and address of agent for service)

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

Date of fiscal year end: November 30

Date of reporting period: August 31, 2016

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## Item 1. Schedule of Investments.

Tortoise MLP Fund, Inc.  
SCHEDULE OF INVESTMENTS (Unaudited)

	August 31, 2016	
	Shares	Fair Value
Master Limited Partnerships - 162.8%(1)		
Crude Oil Pipelines - 39.7%(1)		
United States - 39.7%(1)		
Enbridge Energy Partners, L.P.	2,954,562	\$ 68,723,112
Genesis Energy L.P.	1,197,143	42,845,748
Plains All American Pipeline, L.P.	3,821,796	107,239,596
Shell Midstream Partners, L.P.	600,405	18,294,340
Sunoco Logistics Partners L.P.	2,671,434	79,074,446
Tesoro Logistics LP	1,026,024	49,208,111
		365,385,353
Natural Gas/Natural Gas Liquids Pipelines - 67.0%(1)		
United States - 67.0%(1)		
Columbia Pipeline Partners LP	625,082	8,482,362
Dominion Midstream Partners, LP	548,376	13,961,653
Energy Transfer Partners, L.P.	3,522,616	140,693,283
Enterprise Products Partners L.P.	4,502,106	118,855,598
EQT Midstream Partners, LP	1,168,004	91,816,795
ONEOK Partners, L.P.	2,621,417	101,579,909
Spectra Energy Partners, LP	2,256,493	102,963,776
Tallgrass Energy Partners, LP	819,012	37,740,073
		616,093,449
Natural Gas Gathering/Processing - 39.0%(1)		
United States - 39.0%(1)		
Antero Midstream Partners LP	725,846	20,004,316
DCP Midstream Partners, LP	1,740,466	57,035,071
EnLink Midstream Partners, LP	3,067,916	54,148,717
MPLX LP	1,538,726	50,977,992
Rice Midstream Partners LP	513,608	11,741,079
Western Gas Equity Partners, LP	1,744	64,301
Western Gas Partners, LP	1,807,214	90,939,009
Williams Partners L.P.	1,933,677	73,673,094
		358,583,579
Refined Product Pipelines - 17.1%(1)		
United States - 17.1%(1)		
Buckeye Partners, L.P.	1,039,397	73,028,033
Magellan Midstream Partners, L.P.	869,301	61,137,939
Phillips 66 Partners LP	310,784	15,374,485
Valero Energy Partners LP	187,891	7,870,754
		157,411,211
		1,497,473,592

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Total Master Limited Partnerships (Cost \$1,329,163,959)		
Preferred Stock - 2.3%(1)		
Natural Gas Gathering/Processing - 1.5%(1)		
United States - 1.5%(1)		
Targa Resources Corp., 9.500%(2)	12,252	13,712,543
Oil and Gas Production - 0.8%(1)		
United States - 0.8%(1)		
Anadarko Petroleum Corporation, 7.500%, 06/07/2018	199,500	7,620,900
Total Preferred Stock (Cost \$19,419,735)		21,333,443
Warrants - 0.6%(1)		
Natural Gas Gathering/Processing - 0.6%(1)		
United States - 0.6%(1)		
Targa Resources Corp. - Series A, \$18.88, 03/16/2023(2)(3)	172,018	3,928,073
Targa Resources Corp. - Series B, \$25.11, 03/16/2023(2)(3)	82,946	1,405,416
Total Warrants (Cost \$1,771,155)		5,333,489
Short-Term Investment - 0.0%(1)		
United States Investment Company - 0.0%(1)		
Government & Agency Portfolio - Institutional Class, 0.29%(4) (Cost \$161,155)	161,155	161,155
Total Investments - 165.7%(1) (Cost \$1,350,516,004)		1,524,301,679
Other Assets and Liabilities - (0.1)% (1)		(1,493,521 )
Deferred Tax Liability - (17.4)% (1)		(159,787,206 )
Credit Facility Borrowings - (5.3)% (1)		(49,300,000 )
Senior Notes - (30.9)% (1)		(284,000,000 )
Mandatory Redeemable Preferred Stock at Liquidation Value - (12.0)% (1)		(110,000,000 )
Total Net Assets Applicable to Common Stockholders - 100.0% (1)		\$ 919,720,952

(1) Calculated as a percentage of net assets applicable to common stockholders.

(2) Restricted securities have been fair valued in accordance with procedures approved by the Board of Directors and have a total fair value of \$19,046,032, which represents 2.1% of net assets.

(3) Non-income producing security.

(4) Rate indicated is the current yield as of August 31, 2016.



Various inputs are used in determining the fair value of the Company's investments and financial instruments. These inputs are summarized in the three broad levels listed below:

Level 1 – quoted prices in active markets for identical investments

Level 2 – other significant observable inputs (including quoted prices for similar investments, market corroborated inputs, etc.)

Level 3 – significant unobservable inputs (including the Company's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following table provides the fair value measurements of applicable assets by level within the fair value hierarchy as of August 31, 2016. These assets are measured on a recurring basis.

Description	Level 1	Level 2	Level 3	Total
<b>Assets</b>				
<b>Investments:</b>				
Master Limited Partnerships(a)	\$1,497,473,592	\$-	\$-	\$1,497,473,592
Preferred Stock(a)	7,620,900	-	13,712,543	21,333,443
Warrants(a)	-	-	5,333,489	5,333,489
Short-Term Investment(b)	161,155	-	-	161,155
<b>Total Assets</b>	<b>\$1,505,255,647</b>	<b>\$-</b>	<b>\$19,046,032</b>	<b>\$1,524,301,679</b>

(a) All other industry classifications are identified in the Schedule of Investments.

(b) Short-term investment is a sweep investment for cash balances.

The Company utilizes the beginning of reporting period method for determining transfers between levels. During the period ended August 31, 2016, Rice Midstream Partners LP common units held by the Company in the amount of \$5,680,382 were transferred from Level 2 to Level 1 when they converted into registered and unrestricted common units of Rice Midstream Partners LP. There were no other transfers between levels for the Company during the period ended August 31, 2016.

#### Valuation Techniques

In general, and where applicable, the Company uses readily available market quotations based upon the last updated sales price from the principal market to determine fair value. The Company primarily owns securities that are listed on a securities exchange or are traded in the over-the-counter market. The Company values those securities at their last sale price on that exchange or over-the-counter market on the valuation date. If the security is listed on more than one exchange, the Company uses the price from the exchange that it considers to be the principal exchange on which the security is traded. Securities listed on the NASDAQ are valued at the NASDAQ Official Closing Price, which may not necessarily represent the last sale price. If there has been no sale on such exchange or over-the-counter market on such day, the security is valued at the mean between the last bid price and last ask price on such day. These securities are categorized as Level 1 in the fair value hierarchy.

Restricted securities are subject to statutory or contractual restrictions on their public resale, which may make it more difficult to obtain a valuation and may limit the Company's ability to dispose of them. Investments in private placement securities and other securities for which market quotations are not readily available are valued in good faith

by using certain fair value procedures. Such fair value procedures consider factors such as discounts to publicly traded issues, time until conversion date, securities with similar yields, quality, type of issue, coupon, duration and rating. If events occur that affect the value of the Company's portfolio securities before the net asset value has been calculated (a "significant event"), the portfolio securities so affected are generally priced using fair value procedures.

An equity security of a publicly traded company acquired in a private placement transaction without registration under the Securities Act of 1933, as amended (the "1933 Act"), is subject to restrictions on resale that can affect the security's liquidity and fair value. If such a security is convertible into publicly-traded common shares, the security generally will be valued at the common share market price adjusted by a percentage discount due to the restrictions and categorized as Level 2 in the fair value hierarchy. To the extent that such securities are convertible or otherwise become freely tradable within a time frame that may be reasonably determined, an amortization schedule may be used to determine the discount. If the security has characteristics that are dissimilar to the class of security that trades on the open market, the security will generally be valued and categorized as Level 3 in the fair value hierarchy.

Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity. Unobservable inputs shall reflect the Company's own beliefs about the assumptions that market participants would use in pricing the asset or liability (including assumptions about risk). Unobservable inputs shall be developed based on the best information available in the circumstances, which might include the Company's own data. The Company's own data shall be adjusted if information is reasonably available without undue cost and effort that indicates that market participants would use different assumptions.

The Company generally values debt securities at evaluated bid prices obtained from an independent third-party valuation service that utilizes a pricing matrix based upon yield data for securities with similar characteristics, or based on a direct written broker-dealer quotation from a dealer who has made a market in the security. Debt securities with 60 days or less to maturity at time of purchase are valued on the basis of amortized cost, which approximates market value.

The following table presents the Company's assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the period ended August 31, 2016.

	Preferred Stock	Warrants
Balance – beginning of period	\$-	\$-
Purchases	10,848,405	1,771,155
Return of capital	(536,706 )	-
Sales	-	-
Total realized gains	-	-
Change in unrealized gains	3,400,844	3,562,334
Balance – end of period	\$13,712,543	\$5,333,489

The \$6,963,178 of unrealized gains relate to investments that are still held at the end of the reporting period.

Certain of the Company's investments are restricted and are valued as determined in accordance with fair value procedures. The following table shows the principal amount or shares, acquisition date(s), acquisition cost, fair value and the percent of net assets which the securities comprise at August 31, 2016.

Investment Security	Shares	Acquisition Date	Acquisition Cost	Fair Value	Fair Value as Percent of Net
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	Investment Type					Assets	
Targa Resources Corp., 9.500%	Preferred Stock	12,252	3/16/16	\$ 10,848,405	\$ 13,712,543	1.5	%
Targa Resources Corp., Series A, \$18.88, 03/16/2023	Warrants	172,018	3/16/16	1,306,882	3,928,073	0.4	
Targa Resources Corp., Series B, \$25.11, 03/16/2023	Warrants	82,946	3/16/16	464,273	1,405,416	0.2	
				\$ 12,619,560	\$ 19,046,032	2.1	%

As of August 31, 2016, the aggregate cost of securities for federal income tax purposes was \$963,018,757. The aggregate gross unrealized appreciation for all securities in which there was an excess of fair value over tax cost was \$570,454,110, the aggregate gross unrealized depreciation for all securities in which there was an excess of tax cost over fair value was \$9,171,188 and the net unrealized appreciation was \$561,282,922.



Item 2. Controls and Procedures.

- (a) The registrant's Chief Executive Officer and its Principal Financial Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended.
- (b) There was no change in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3. Exhibits.

Separate certifications for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)) are filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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 MLP Fund, Inc.

Date: October 27, 2016

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

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Tortoise MLP Fund, Inc.

Date: October 27, 2016

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

Tortoise MLP Fund, Inc.

Date: October 27, 2016

By: /s/ Brent Behrens  
Brent Behrens  
Principal Financial Officer and  
Treasurer