

Prudential Retirement Insurance & Annuity Co  
 Form 4  
 December 14, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 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 \*  
**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)  
 12/13/2017

\_\_\_\_ 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 E<br>Mandatory<br>Redeemable<br>Preferred<br>Stock | 12/13/2017                           |  | P                              |   | 1,600,000   | A  | \$ 25   |
|   |                                      |  |                                |   | \$ 1,600,000  | I (1)  |   |
| 3.18%<br>Senior<br>Notes, Series                          | 12/13/2017                           |  | P                              |   | 29,000,000  | A  | \$ 29,000,000   |
|   |                                      |  |                                |   | \$ 29,000,000   | I (2)  |   |

By Prudential Retirement Insurance and Annuity Company, wholly-owned subsidiary of the Reporting Person

By Prudential Retirement Insurance and Annuity Company, wholly-owned subsidiary of the Reporting Person

Edgar Filing: Prudential Retirement Insurance & Annuity Co - Form 4

N, due  
December  
13, 2024

3.18%  
Senior  
Notes, Series  
N, due  
December  
13, 2024

12/13/2017

P 3,000,000 A \$ 3,000,000 \$ 3,000,000 I

Annuity  
Company,  
wholly-ow  
subsidiary  
the Report  
P  
  
By The  
Prudential  
Insurance  
Company o  
America, a  
wholly-ow  
subsidiary  
the Report  
Person

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.**

SEC 1474  
(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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| PRUDENTIAL FINANCIAL INC<br>751 BROAD ST<br>NEWARK, NJ 07102 |               | X         |         |       |
|  |               | X         |         |       |

Prudential Retirement Insurance & Annuity Co  
prudential retirement insurance and Annu  
280 Trumbull Street  
Hartford, CT 06103

## Signatures

|  |            |
|--|------------|
| Prudential Financial, Inc., By: /s/ Richard Baker, Second Vice President                     | 12/14/2017 |
| **Signature of Reporting Person  | Date       |
| Prudential Retirement Insurance and Annuity Company, By: /s/ Brian N. Thomas, Vice President | 12/14/2017 |
| **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 Prudential Retirement Insurance and Annuity Company, a ten percent owner of a class, and indirectly owned by Prudential Financial, Inc., its parent holding company.
- (2) These notes are owned directly by Prudential Retirement Insurance and Annuity Company, 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. 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.