

Kayne Anderson MLP Investment CO  
Form N-2MEF  
August 02, 2012

As filed with the Securities and Exchange Commission on August 2, 2012

1933 Act File No. 333-

1940 Act File No. 811-21593

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

**Form N-2**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*  
**PRE-EFFECTIVE AMENDMENT NO.**  
**POST-EFFECTIVE AMENDMENT NO.**  
and/or

x  
..  
..

**REGISTRATION STATEMENT**

*UNDER*

**THE INVESTMENT COMPANY ACT OF 1940**  
**AMENDMENT NO. 44**

x  
x

**Kayne Anderson MLP Investment Company**

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(Exact Name of Registrant as Specified in Charter)

**717 Texas Avenue, Suite 3100**

**Houston, Texas 77002**

(Address of Principal Executive Offices)

**Registrant's Telephone Number, including Area Code: (713) 493-2020**

**David J. Shladovsky, Esq.**

**KA Fund Advisors, LLC**

**1800 Avenue of the Stars, Second Floor**

**Los Angeles, California 90067**

(Name and Address of Agent for Service)

*Copies of Communications to:*

**John F. Della Grotta, Esq.**

**Paul Hastings LLP**

**695 Town Center Drive, 17th Floor**

**Costa Mesa, California 92626-1924**

**New York, New York**

**(714) 668-6210**

**David A. Hearth, Esq.**

**Paul Hastings LLP**

**55 Second Street, 24th Floor**

**San Francisco, California 94105-3441**

**(415) 856-7000**

**Approximate Date of Proposed Public Offering:** As soon as practicable after the effective date of this Registration Statement.

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If any of the securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.  x

It is proposed that this filing will become effective (check appropriate box):

when declared effective pursuant to section 8(c).

If appropriate, check the following box:

This post-effective amendment designates a new effective date for a previously filed registration statement.

This form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 and the Securities Act registration statement number of the earlier registration statement for the same offering is 333-177550.

### CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

| Title of Securities<br>Being Registered       | Amount<br>Being<br>Registered(1)(2)(3) | Proposed<br>Maximum<br>Offering Price<br>Per Unit | Proposed<br>Maximum<br>Aggregate<br>Offering Price(2) | Amount of<br>Registration Fee |
|---|--|---|---|-------------------------------|
| Common Stock, \$0.001 par value per share (3) |  |   | \$28,735,000  | \$3,294                       |

- (1) The Registrant previously registered common stock and preferred stock with an aggregate offering price not to exceed \$500,000,000 on a Registration Statement on Form N-2 filed with the U.S. Securities and Exchange Commission (File Nos. 333-177550 and 811-21593) as amended, and declared effective on February 16, 2012. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional indeterminate number of shares of the Registrant's common stock which shall have an aggregate offering price not to exceed \$28,735,000 is hereby being registered hereunder. The proposed maximum offering price will be determined, from time to time, by the Registrant in connection with the issuance by the Registrant of the shares of common stock registered hereunder.
- (2) Estimated pursuant to Rule 457(o) under the Securities Act of 1933, as amended, solely for the purpose of determining the registration fee. Represents the registration fee only for the additional amount of securities of the Registrant being registered hereby. The Registrant previously registered securities pursuant to a Registration Statement on Form N-2 (File Nos. 333-177550 and 811-21593), as amended, for which a fee of \$57,300 was paid.
- (3) Includes shares of common stock that the underwriters have the option to purchase solely to cover over-allotments, if any.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act of 1933, as amended.**

**EXPLANATORY NOTE**

**Rule 462(b) Filing**

This registration statement is being filed to register an additional \$28,735,000 worth of shares of common stock, \$0.001 par value per share, of Kayne Anderson MLP Investment Company, a corporation organized under the laws of the State of Maryland (the Registrant), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of our registration statement on Form N-2, as amended (File Nos. 333-177550 and 811-21593) which was declared effective on February 16, 2012, including all amendments, supplements and exhibits thereto and all information incorporated by reference therein, other than the exhibits included herein.

The required opinions and consents are listed on the Exhibit Index attached to and filed with this registration statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, and the State of Texas, on the 2nd day of August, 2012.

KAYNE ANDERSON MLP INVESTMENT  
COMPANY

By: /s/ KEVIN S. MCCARTHY  
Kevin S. McCarthy  
Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

| Signature                | Title  | Date           |
|--------------------------|--|----------------|
| /s/ KEVIN S. MCCARTHY    | Chairman of the Board, Chief Executive Officer   | August 2, 2012 |
| Kevin S. McCarthy        | and President<br><i>(Principal Executive Officer)</i>  |                |
| /s/ TERRY A. HART        | Chief Financial Officer and Treasurer  | August 2, 2012 |
| Terry A. Hart            | <i>(Principal Executive Officer)</i>   |                |
| /s/ ANNE K. COSTIN*      | Director   | August 2, 2012 |
| Anne K. Costin           |  |                |
| /s/ STEVEN C. GOOD*      | Director   | August 2, 2012 |
| Steven C. Good           |  |                |
| /s/ GERALD I. ISENBERG*  | Director   | August 2, 2012 |
| Gerald I. Isenberg       |  |                |
| /s/ WILLIAM H. SHEA*     | Director   | August 2, 2012 |
| William I. Shea          |  |                |
| * By /s/ DAVID A. HEARTH | Attorney-in-Fact (Pursuant to Powers of Attorney previously filed and referenced in the Exhibit Index) | August 2, 2012 |
| David A. Hearth          |  |                |

**INDEX TO EXHIBITS**

| <b>Exhibit Number</b> | <b>Description of Document</b>  |
|-----------------------|---|
| (l)                   | Opinion of Venable LLP dated August 2, 2012 with respect to the legality of the shares of Common Stock being registered is filed herewith.  |
| (n)(1)                | Consent of Venable LLP (included in Exhibit(l))   |
| (n)(2)                | Consent of PricewaterhouseCoopers, the Registrant's Independent Accounting Firm is filed herewith.  |
| (s)                   | Powers of attorney authorizing David A. Hearth to execute this registration statement, and any amendments thereto, for the named officers and directors of the Registrant on whose behalf this registration statement is filed have been executed and were previously filed as Exhibit (s) to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 333-177550 and 811-21593) filed on February 9, 2012 and are incorporated herein by this reference. |