

TORTOISE MLP FUND, INC.  
Form 4  
October 24, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
SUN LIFE 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)

3. Date of Earliest Transaction (Month/Day/Year)  
08/02/2013

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

SUN LIFE ASSURANCE CO OF CANADA, 150 KING STREET WEST SUITE 1400

(Street)

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

TORONTO, A6 M5H 1J9

(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)	
4.29% Senior Notes Series D due Dec. 15, 2020	08/02/2013		S	1,000,000	D \$ 0 <sup>(1)</sup>	12,000,000	I	By Sun Life Assurance Company of Canada <sup>(2)</sup>
2.48% Senior Notes Series A	08/02/2013		S	0	D \$ 0 <sup>(1)</sup>	10,000,000	I	By Sun Life Assurance Company of Canada

due Dec.  
15, 2020

(2)

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

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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 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

SUN LIFE FINANCIAL INC  
SUN LIFE ASSURANCE CO OF CANADA  
150 KING STREET WEST SUITE 1400  
TORONTO, A6 M5H 1J9

X

Sun Life Assurance CO of Canada  
150 KING STREET WEST  
TORONTO, A6 M5H 1J9

X

## Signatures

/s/ Stephen C.  
Peacher

10/24/2013

\*\*Signature of Reporting Person

Date

/s/ Angelo  
Manioudakis

10/24/2013

\*\*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) Securities are no longer indirectly owned by Sun Life Financial Inc. as a result of the sale of 100% of the common stock of the owner of the securities, Sun Life Assurance Company of Canada (U.S.), to Delaware Life Holdings LLC on August 2, 2013.
- (2) Shares are owned by Sun Life Assurance Company of Canada, a 100% owned subsidiary of Sun Life Financial Inc.

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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