

ClearBridge Energy MLP Total Return Fund Inc.  
Form 8-A12B  
June 20, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**ClearBridge Energy MLP Total Return Fund Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation

or organization)

**45-4960969**  
(I.R.S. Employer

Identification No.)

620 Eighth Avenue, 49th Floor, New York, New York

10018

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(Address of principal executive offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of each class	Name of each exchange on which
to be so registered <b>Common Stock, par value \$0.001</b>	each class is to be registered <b>New York Stock Exchange</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: **333-180738**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The shares (the "Shares") to be registered hereunder are shares of common stock, \$0.001 par value per share of ClearBridge Energy MLP Total Return Fund Inc. (the "Registrant"). A description of the Shares is contained under the heading "Description of Shares" in the prospectus to be included in an amendment to the Registrant's registration statement on Form N-2, which registration statement was filed under the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, on April 13, 2012 (Registration No. 333-180738 and 811-22693, respectively), and such description is incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits, no exhibits are filed herewith or incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CLEARBRIDGE ENERGY MLP TOTAL RETURN  
FUND INC.

By: /s/ George Hoyt  
Name: George Hoyt  
Title: Assistant Secretary

Date: June 19, 2012