

TORTOISE MLP FUND, INC.  
 Form 4/A  
 November 21, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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)

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

(Street)

TORONTO, A6 M5H 1J9

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/31/2013

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

4. If Amendment, Date Original Filed(Month/Day/Year)  
 10/24/2013

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 or (D) Price   |   |  |   |
| 4.29% Senior Notes Series D due 12/15/2020 | 07/31/2013                           |  | J                              | 1,000,000 A \$ 1,079,960  | 13,000,000  | I  | See footnote. (1)                                     |

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SUN LIFE FINANCIAL INC<br>SUN LIFE ASSURANCE CO OF CANADA<br>150 KING STREET WEST SUITE 1400<br>TORONTO, A6 M5H 1J9 |               | X         |         |       |

## Signatures

Stephen C. Peacher, signer for Sun Life Financial Inc. and Sun Life and Health Insurance Company (U.S.) 11/21/2013

\_\_Signature of Reporting Person Date

John T. Donnelly, signer for Sun Life Financial Inc. and Sun Life and Health Insurance Company (U.S.) 11/21/2013

\_\_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).  
\$12,000,000 directly owned by Sun Life Assurance Company of Canada, a wholly-owned subsidiary of Sun Life Financial Inc. and  
(1) \$1,000,000 directly owned by Sun Life and Health Insurance Company (U.S.), an indirectly wholly-owned subsidiary of Sun Life Financial Inc.

### Remarks:

Sun Life and Health Insurance Company (U.S.), an indirectly wholly-owned subsidiary of Sun Life Financial Inc., purchased S  
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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