

Kayne Anderson MLP Investment CO  
Form PRE 14A  
April 22, 2008

**Table of Contents**

**SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Sec. 240.14a-11(c) or Sec. 240.14a-12

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.
    1. Title of each class of securities to which transactions applies:
    2. Aggregate number of securities to which transaction applies:
    3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
    4. Proposed maximum aggregate value of transaction:
    5. Total fee paid:
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    6. Amount Previously Paid:
    7. Form, Schedule or Registration Statement No.:
    8. Filing Party:
    9. Date Filed:
-

**Table of Contents**

**1800 Avenue of the Stars, Second Floor  
Los Angeles, CA 90067  
1-877-657-3863/MLP-FUND**

May 7, 2008

Dear Fellow Stockholder:

You are cordially invited to attend the fourth annual meeting of stockholders of Kayne Anderson MLP Investment Company (the Company) on Tuesday, June 17, 2008 at 8:00 a.m. Pacific Time at 1800 Avenue of the Stars, Second Floor, Los Angeles, CA 90067.

The matters scheduled for consideration at the meeting are the election of one director of the Company and a proposal to authorize the Company to sell shares of its common stock for less than net asset value per share, subject to certain conditions, as more fully discussed in the enclosed proxy statement.

Enclosed with this letter are answers to questions you may have about the proposals, the formal notice of the meeting, the proxy statement, which gives detailed information about the proposals and why the Board of Directors recommends that you vote to approve them, and an actual written proxy for you to sign and return. If you have any questions about the enclosed proxy or need any assistance in voting your shares, please call 1-877-657-3863/MLP-FUND.

Your vote is important. Please complete, sign, and date the enclosed proxy card and return it in the enclosed envelope. This will ensure that your vote is counted, even if you cannot attend the meeting in person.

Sincerely,

Kevin S. McCarthy  
CEO and President

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**TABLE OF CONTENTS**

|  |    |
|--|----|
| <u>ANSWERS TO SOME IMPORTANT QUESTIONS</u>   | 1  |
| <u>NOTICE OF 2008 ANNUAL MEETING OF STOCKHOLDERS</u>                               | 2  |
| <u>GENERAL INFORMATION</u>   | 3  |
| <u>PROPOSAL ONE: ELECTION OF DIRECTORS</u>   | 4  |
| <u>NOMINEE FOR DIRECTOR WHO IS NOT AN INTERESTED PERSON</u>                        | 4  |
| <u>REMAINING DIRECTOR WHO IS AN INTERESTED PERSON</u>                              | 5  |
| <u>REMAINING DIRECTORS WHO ARE NOT INTERESTED PERSONS</u>                          | 5  |
| <u>INFORMATION ABOUT EXECUTIVE OFFICERS</u>  | 6  |
| <u>SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS</u>              | 7  |
| <u>EXECUTIVE COMPENSATION</u>  | 9  |
| <u>DIRECTOR COMPENSATION</u>   | 9  |
| <u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>                     | 10 |
| <u>COMMITTEES OF THE BOARD OF DIRECTORS</u>  | 10 |
| <u>PROPOSAL TWO: APPROVAL TO SELL SHARES OF COMMON STOCK BELOW NET ASSET VALUE</u> | 12 |
| <u>OTHER MATTERS</u>   | 15 |
| <u>INDEPENDENT ACCOUNTING FEES AND POLICIES</u>                                    | 15 |
| <u>MORE INFORMATION ABOUT THE MEETING</u>  | 16 |
| <u>AUDIT COMMITTEE REPORT</u>  | 18 |
| <u>INVESTMENT ADVISER</u>  | 18 |
| <u>ADMINISTRATOR</u>   | 18 |
| <u>STOCKHOLDER COMMUNICATIONS</u>  | 19 |
| <u>STOCKHOLDER PROPOSALS</u>   | 19 |
| <u>APPENDIX A PRELIMINARY PROXY CARD</u>   |    |

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**Table of Contents**

**ANSWERS TO SOME IMPORTANT QUESTIONS**

**Q. WHAT AM I BEING ASKED TO VOTE FOR ON THIS PROXY?**

A. This proxy contains two proposals:

Proposal One the election of one Class I Director to serve until the Company's 2011 Annual Meeting of Stockholders and until his successor is duly elected and qualified. The director currently serving in Class I is Gerald I. Isenberg. Mr. Isenberg's initial term will expire at the Company's 2008 Annual Meeting of Stockholders, and the Company's Board of Directors has nominated Mr. Isenberg for reelection at the meeting. Approval of Proposal One requires the affirmative vote of the holders of the Company's common stock and preferred stock outstanding as of the record date, voting together as a single class.

Proposal Two a proposal to authorize the Company to sell shares of its common stock at a price less than net asset value per share, subject to certain conditions, for a period expiring on the date of the Company's 2009 Annual Meeting of Stockholders. Approval of Proposal Two requires: (1) the affirmative vote of a majority of all common stockholders of record as of the record date and (2) the affirmative vote of a majority of the votes cast by the holders of common stock and preferred stock, voting together as a single class.

**Q. HOW DOES THE BOARD OF DIRECTORS SUGGEST THAT I VOTE?**

A. The Board of Directors of the Company unanimously recommends that you vote FOR all proposals on the enclosed proxy card.

**Q. HOW CAN I VOTE?**

A. If your shares are held in Street Name by a broker or bank, you will receive information regarding how to instruct your bank or broker to vote your shares. If you are a stockholder of record, you may authorize the persons named as proxies on the enclosed proxy card to cast the votes you are entitled to cast at the meeting by completing, signing, dating and returning the enclosed proxy card. Stockholders of record or their duly authorized proxies also may vote in person if able to attend the meeting. However, even if you plan to attend the meeting, we urge you to return your proxy card. That will ensure that your vote is cast should your plans change.

This information summarizes information that is included in more detail in the proxy statement. We urge you to read the proxy statement carefully.  
If you have questions, call 1-877-657-3863/MLP-FUND.

**Table of Contents**

**1800 Avenue of the Stars, Second Floor  
Los Angeles, CA 90067  
1-877-657-3863/MLP-FUND**

**NOTICE OF 2008 ANNUAL MEETING OF STOCKHOLDERS**

To the Stockholders of Kayne Anderson MLP Investment Company:

NOTICE IS HEREBY GIVEN that the 2008 Annual Meeting of Stockholders of Kayne Anderson MLP Investment Company, a Maryland corporation (the Company), will be held on Tuesday, June 17, 2008 at 8:00 a.m. Pacific Time at 1800 Avenue of the Stars, Second Floor, Los Angeles, CA 90067, to consider and vote on the following matters as more fully described in the accompanying proxy statement:

1. To elect one Class I Director of the Company, such director to hold office until the 2011 Annual Meeting of Stockholders and until his successor is duly elected and qualified;
2. To approve a proposal to authorize the Company to sell shares of its common stock at a price less than net asset value per share; and
3. To transact any other business that may properly come before the meeting or any adjournment or postponement thereof.

Stockholders of record as of the close of business on April 18, 2008 are entitled to notice of and to vote at the meeting (or any adjournment or postponement of the meeting).

By Order of the Board of Directors of the Company,

David J. Shladovsky  
Secretary

May 7, 2008  
Los Angeles, California

**Table of Contents**

**1800 Avenue of the Stars, Second Floor  
Los Angeles, CA 90067  
1-877-657-3863/MLP-FUND**

**PROXY STATEMENT**

**2008 ANNUAL MEETING OF STOCKHOLDERS  
JUNE 17, 2008**

This proxy statement is being sent to you by the Board of Directors of Kayne Anderson MLP Investment Company, a Maryland corporation (the Company, we, us, or our ). The Board of Directors is asking you to complete, sign, date and return the enclosed proxy card, permitting your votes to be cast at the annual meeting (the Annual Meeting ) of stockholders called to be held on June 17, 2008 at 8:00 a.m. Pacific Time at 1800 Avenue of the Stars, Second Floor, Los Angeles, California 90067. Stockholders of record at the close of business on April 18, 2008 (the Record Date ) are entitled to vote at the Annual Meeting. You are entitled to one vote for each share of common stock and one vote for each share of preferred stock you hold on each matter on which holders of such shares are entitled to vote. This proxy statement and enclosed proxy are first being mailed to stockholders on or about May 19, 2008.

**You should have received our Annual Report to stockholders for the fiscal year ended November 30, 2007. If you would like another copy of the Annual Report, please write us at the address shown at the top of this page or call us at 1-877-657-3863/MLP-FUND. The report will be sent to you without charge. Our reports can be accessed on our website ([www.kaynefunds.com](http://www.kaynefunds.com)) or on the Securities and Exchange Commission's (the SEC ) website ([www.sec.gov](http://www.sec.gov)).**

KA Fund Advisors, LLC ( KAFA ), a subsidiary of Kayne Anderson Capital Advisors, L.P. ( KACALP and together with KAFA, Kayne Anderson ), externally manages and advises us pursuant to our investment management agreement. KAFA is registered as an investment adviser under the Investment Advisers Act of 1940, as amended. Kayne Anderson is a leading investor in both public and private energy companies. At February 29, 2008, Kayne Anderson managed approximately \$9 billion, including \$8 billion in securities of energy companies. Kayne Anderson may be contacted at the address listed above.

**Table of Contents****PROPOSAL ONE****ELECTION OF DIRECTORS**

Under our charter, our Board of Directors (the Board) is divided into three classes (Class I, Class II and Class III) of approximately equal size. Currently we have five directors. Each class of directors will hold office for a three-year term. However, the initial directors of the three classes have initial terms of one, two and three years, respectively, and the initial directors will hold office until their successors are duly elected and qualified. The director currently serving in Class I is Gerald I. Isenberg. Mr. Isenberg's initial term will expire at the Annual Meeting, and the Board has nominated Mr. Isenberg for reelection at the Annual Meeting to serve for a term of three years (until the 2011 Annual Meeting of Stockholders) and until his successor has been duly elected and qualified.

Steven C. Good and Kevin S. McCarthy are currently serving terms which will expire at the 2009 Annual Meeting of Stockholders and until their successors are duly elected and qualified. Anne K. Costin and William H. Shea, Jr. are currently serving terms which will expire at the 2010 Annual Meeting of Stockholders and until their successors are duly elected and qualified.

Pursuant to the terms of our auction rate preferred stock (the Preferred Stock), the holders of Preferred Stock are entitled as a class, to the exclusion of the holders of our common stock, \$.001 par value per share (the Common Stock), to elect two directors of the Company (the Preferred Directors). The Board of Directors has designated Steven C. Good and William H. Shea, Jr. as the Preferred Directors. The terms of our Preferred Stock further provide that the remaining nominees shall be elected by holders of Common Stock and Preferred Stock voting together as a single class. Therefore, the holders of our Common Stock and Preferred Stock, voting together as a single class, are being asked to vote for Mr. Isenberg as a Class I Director of the Company.

The Board knows of no reason why the nominee listed below will be unable to serve, and the nominee has consented to serve if elected. If the nominee is unable to serve or for good cause will not serve because of an event not now anticipated, the persons named as proxies may vote for another person designated by the Board. The persons named as proxies on the accompanying proxy card intend to vote at the Annual Meeting (unless otherwise directed) FOR the election of Mr. Isenberg as our director.

The following tables set forth the nominee's and each remaining director's name and age; position(s) with us and length of time served; principal occupation during the past five years; and other directorships currently held by the nominee and each remaining director. The address for the nominee, directors and officers is 1800 Avenue of the Stars, Second Floor, Los Angeles, CA 90067. All of our directors currently serve on the Board of Directors of Kayne Anderson Energy Total Return Fund, Inc. (KYE), a closed-end investment company registered under the Investment Company Act of 1940, as amended (the 1940 Act), that is advised by KAFA.

**NOMINEE FOR DIRECTOR WHO IS NOT AN INTERESTED PERSON:**

| <b>Name<br/>(Age)</b> | <b>Position(s) Held<br/>with Us</b> | <b>Proposed Term<br/>of Office/<br/>Term of<br/>Service</b> | <b>Principal Occupations<br/>During Past Five Years</b> | <b>Number of<br/>Portfolios in<br/>Fund Complex<br/>Overseen by<br/>Director</b> | <b>Other<br/>Directorships<br/>Held by<br/>Director</b> |
|-----------------------|-------------------------------------|---|---|--|---|
|                       |                                     |   |   |  |   |



|                         |          |   |   |   |  |
|-------------------------|----------|---|---|---|--|
| Gerald I. Isenberg (67) | Director | 3-year term (until the 2011 Annual Meeting of Stockholders)/ served since June 2005 | Adjunct Professor and Tenured Professor at the University of Southern California School of Cinema-Television since 2007 and 1995, respectively. Chief Financial Officer of Teecino Caffè Inc., a privately owned beverage manufacturer and distributor. Board member of Kayne Anderson Rudnick Mutual Funds <sup>(1)</sup> from 1998 to 2002. | 2 | KYE; Teecino Caffè Inc.; the Caucus for Television Producers, Writers & Directors Foundation; Partners for Development |
|-------------------------|----------|---|---|---|--|

<sup>(1)</sup> The investment adviser to the Kayne Anderson Rudnick Mutual Funds, Kayne Anderson Rudnick Investment Management, LLC, formerly was an affiliate of Kayne Anderson.

**Table of Contents****REMAINING DIRECTOR WHO IS AN INTERESTED PERSON:**

| <b>Name<br/>(Age)</b>                       | <b>Position(s)<br/>Held with<br/>Us</b>                                   | <b>Term of<br/>Office/<br/>Time of<br/>Service</b>   | <b>Principal Occupations<br/>During Past Five Years</b>  | <b>Number<br/>of<br/>Portfolios<br/>in<br/>Fund<br/>Complex<br/>Overseen<br/>by<br/>Director</b> | <b>Other<br/>Directorships<br/>Held by<br/>Director</b>  |
|---|---|--|--|--|--|
| Kevin S. McCarthy <sup>(1)(2)</sup><br>(48) | Chairman of the Board of Directors; President and Chief Executive Officer | 3-year term as a director (until the 2009 Annual Meeting of Stockholders), elected annually as an officer/served since inception | Senior Managing Director of KACALP since June 2004 and of KAFA since 2006. Global President and Chief Executive Officer of KYE and KED since inception (KYE inception in 2005 and KED inception in 2006). Head of Energy at UBS Securities LLC from November 2000 to May 2004. | 3  | KYE; KED; Range Resources Corporation (oil and gas company); Clearwater Natural Resources, LLC; Direct Fuel Partners, L.P. |

(1) Mr. McCarthy is an interested person of the Company by virtue of his employment relationship with Kayne Anderson.

(2) Mr. McCarthy currently serves on the Board of Directors of Kayne Anderson Energy Development Company ( KED ), a closed-end investment company registered under the 1940 Act that is managed by KAFA.

**REMAINING DIRECTORS WHO ARE NOT INTERESTED PERSONS:**

| <b>Name<br/>(Age)</b>                 | <b>Position(s) Held with<br/>Us</b> | <b>Term of<br/>Office/<br/>Time of<br/>Service</b> | <b>Principal Occupations<br/>During Past Five Years</b>                           | <b>Number of<br/>Portfolios in<br/>Fund Complex<br/>Overseen by<br/>Director</b> | <b>Other<br/>Directorships<br/>Held by<br/>Director</b> |
|---------------------------------------|-------------------------------------|--|---|--|---|
| Anne K. Costin <sup>(1)</sup><br>(58) | Director                            | 3-year term (until the 2010 Annual Meeting of      | Professor at the Amsterdam Institute of Finance. Adjunct Professor in the Finance | 2  | KYE   |

|  |          |  |   |   |  |
|--|----------|--|---|---|--|
|  |          | Stockholders)/<br>served since<br>inception  | and Economics<br>Department of Columbia<br>University Graduate<br>School of Business in New<br>York from 2004 through<br>2007. As of March 1,<br>2005, retired after a<br>28-year career at<br>Citigroup. During her last<br>five years at Citigroup, she<br>was Managing Director<br>and Global Deputy Head<br>of the Project & Structured<br>Trade Finance product<br>group within Citigroup's<br>Investment Banking<br>Division. |   |  |
| Steven C.<br>Good<br>(65)                      | Director | 3-year term<br>(until the 2009<br>Annual<br>Meeting of<br>Stockholders)/<br>served since<br>inception  | Senior partner at Good<br>Swartz Brown & Berns<br>LLP, which offers<br>accounting, tax and<br>business advisory services<br>to middle market private<br>and publicly-traded<br>companies, their owners<br>and their management.<br>Founded Block, Good and<br>Gagerman in 1976, which<br>later evolved in stages into<br>Good Swartz Brown &<br>Berns LLP.  | 2 | KYE; OSI<br>Systems, Inc.<br>(specialized<br>electronic<br>products); Big<br>Dog Holdings,<br>Inc. (consumer<br>products); and<br>California<br>Pizza Kitchen,<br>Inc. |
| William H.<br>Shea, Jr. <sup>(2)</sup><br>(53) | Director | 3-year term<br>(until the 2010<br>Annual<br>Meeting of<br>Stockholders)/<br>served since<br>March 2008 | Private investor since June<br>2007. From September<br>2000 to June 2007,<br>President, Chief Executive<br>Officer and Director<br>(Chairman from May 2004<br>to June 2007) of Buckeye<br>Partners, L.P. (pipeline<br>transportation and refined<br>petroleum products<br>company). From May<br>2004 to June 2007,<br>President, Chief Executive<br>Officer and Chairman of<br>Buckeye GP Holdings,<br>L.P. and its predecessors    | 2 | KYE; Penn<br>Virginia Corp.<br>(natural gas<br>and oil<br>company)   |

**Table of Contents**

- (1) Due to her ownership of securities issued by one of the underwriters in certain of our previous securities offerings, Ms. Costin, in the future, may be treated as an interested person during any subsequent offerings of our securities if the relevant offering is underwritten by the underwriter in which Ms. Costin owns securities.
- (2) On March 31, 2008, a Class III Director, Michael C. Morgan, resigned as a director of the Company. The Board unanimously elected William H. Shea, Jr. to fill the vacancy for the remainder of Mr. Morgan's initial term expiring at the 2010 Annual Meeting of Stockholders.

**INFORMATION ABOUT EXECUTIVE OFFICERS**

The preceding table gives information regarding Mr. McCarthy, our President and Chief Executive Officer. The following table sets forth each of our other officer's name and age; position(s) with us and length of time served; principal occupation during the past five years; and directorships held by each such officer. All of our officers currently serve in identical offices with KYE, a closed-end investment company registered under the 1940 Act, that is advised by KAFA.

**Non-Director Officers**

| <b>Name<br/>(Age)</b>       | <b>Position(s)<br/>Held with<br/>Us</b>           | <b>Term of<br/>Office/<br/>Time of<br/>Service</b> | <b>Principal Occupations<br/>During Past Five Years</b>   | <b>Number of<br/>Portfolios<br/>in<br/>Fund<br/>Complex<br/>Overseen<br/>by<br/>Officer</b> | <b>Directorships<br/>Held by<br/>Officer</b> |
|-----------------------------|---|--|---|---|--|
| Terry A. Hart<br>(38)       | Chief Financial Officer and Treasurer             | Elected annually/ served since December 2005       | Chief Financial Officer and Treasurer of KYE since December 2005 and of KED since September 2006. Director of Structured Finance, Assistant Treasurer, Senior Vice President and Controller of Dynegey, Inc. from 2000 to 2005. | 3   | None   |
| David J. Shladovsky<br>(47) | Secretary and Chief Compliance Officer            | Elected annually/ served since inception           | Managing Director and General Counsel of KACALP since 1997 and of KAFA since 2006. Secretary and Chief Compliance Officer of KYE since 2005 and of KED since 2006.  | 3   | None   |
| J.C. Frey<br>(39)           | Vice President, Assistant Treasurer and Assistant | Elected annually/ served as Assistant              | Senior Managing Director of KACALP since 2004 and of KAFA since 2006, and Managing Director of KACALP since 2001.   | 3   | None   |

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|                     |                |   |  |                           |
|---------------------|----------------|---|--|---------------------------|
|                     | Secretary      | Treasurer and Assistant Secretary since inception, served as Vice President since June 2005 | Portfolio Manager of KACALP since 2000, Portfolio Manager, Vice President, Assistant Secretary and Assistant Treasurer of KYE since 2005 and of KED since 2006.  |                           |
| James C. Baker (35) | Vice President | Elected annually/ served since June 2005  | Senior Managing Director of KACALP and KAFA since February 2008, Managing Director of KACALP and KAFA since December 2004 and 2006, respectively. Vice President of KYE since 2005 and of KED since 2006. Director in Planning and Analysis at El Paso Corporation from April 2004 to December 2004. Director at UBS Securities LLC (energy investment banking group) from 2002 to 2004 and Associate Director from 2000 to 2002 | 3 ProPetro Services, Inc. |

The directors who are not interested persons, as defined in the 1940 Act, of Kayne Anderson or our underwriters in offerings of our securities from time to time as defined in the 1940 Act are referred to herein as Independent Directors. Unless noted otherwise, references to our Independent Directors include Ms. Costin. None of our Independent Directors (other than Mr. Isenberg), nor any of their immediate family members, has ever been a director, officer or employee of Kayne Anderson or its affiliates. From 1998 to 2002, Mr. Isenberg was a

**Table of Contents**

board member of Kayne Anderson Rudnick Mutual Funds, whose investment adviser, Kayne Anderson Rudnick Investment Management, LLC, may formerly have been deemed an affiliate of Kayne Anderson.

**SECURITY OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS**

The following table sets forth as of February 29, 2008 the number of shares of our Common Stock beneficially owned by each of our current directors and executive officers as a group, and certain beneficial owners, according to information furnished to us by such persons. Based on statements publicly filed with the SEC, as of February 29, 2008 we are aware of no person who beneficially owns more than five percent of our outstanding Common Stock. Beneficial ownership is determined in accordance with Rule 13d-3 under the Securities Act of 1934, as amended (the 1934 Act ) and, unless indicated otherwise, includes voting or investment power with respect to the securities.

| Name of Beneficial Owner of<br>Common Stock                        | Amount of<br>Beneficial<br>Ownership | Percent<br>of<br>Class <sup>(1)</sup> |
|--|--------------------------------------|---------------------------------------|
| <b>Independent Directors</b>                                       |                                      |                                       |
| Gerald I. Isenberg   | 1,000                                | *                                     |
| Anne K. Costin   | 2,000                                | *                                     |
| Steven C. Good   | 2,000                                | *                                     |
| William H. Shea, Jr. <sup>(2)</sup>                                | 0                                    | *                                     |
| <b>Interested Director</b>   |                                      |                                       |
| Kevin S. McCarthy  | 41,397                               | *                                     |
| <b>Executive Officers</b>  |                                      |                                       |
| Terry A. Hart  | 1,665                                | *                                     |
| David. J. Shladovsky   | 9,709                                | *                                     |
| J.C. Frey  | 16,986                               | *                                     |
| James C. Baker   | 8,479                                | *                                     |
| <b>All Directors and Executive Officers as a Group (9 persons)</b> | <b>83,236</b>                        | <b>*</b>                              |

\* Less than 1% of class.

<sup>(1)</sup> Based on 43,431,362 shares outstanding as of February 29, 2008.

<sup>(2)</sup> As of February 29, 2008, Mr. Shea had not yet been elected a director of the Company.

**Table of Contents**

The following table sets forth the dollar range of our equity securities beneficially owned by our directors and the nominee as of February 29, 2008:

| <b>Director or Nominee</b>               | <b>Dollar Range<sup>(1)</sup> of<br/>Our Equity<br/>Securities</b> | <b>Aggregate<br/>Dollar Range<sup>(1)</sup> of Equity<br/>Securities in All<br/>Registered Investment<br/>Companies<sup>(2)</sup> Overseen<br/>or to be Overseen by<br/>Director or Nominee in<br/>Family of Investment<br/>Companies as of<br/>February 29, 2008</b> |
|--|--|---|
| <b>Independent Directors and Nominee</b> |  |   |
| Anne K. Costin                           | \$50,001-\$100,000   | Over \$100,000  |
| Steven C. Good                           | \$50,001-\$100,000   | Over \$100,000  |
| Gerald I. Isenberg                       | \$10,001-\$50,000  | \$50,001-\$100,000  |
| William H. Shea, Jr.                     | None   | None  |
| <b>Interested Director</b>               |  |   |
| Kevin S. McCarthy                        | Over \$100,000   | Over \$100,000  |

<sup>(1)</sup> Dollar ranges are as follows: none; \$1-\$10,000; \$10,001-\$50,000; \$50,001-\$100,000; over \$100,000.

<sup>(2)</sup> As of February 29, 2008, the directors and nominee (except for Mr. Shea) also oversee KYE an investment company managed by KAFA. Mr. Shea became a director of KYE on March 31, 2008.

As of February 29, 2008, the Independent Directors (other than Mr. Isenberg as noted in the table below) and their respective immediate family members did not own beneficially or of record any class of securities of Kayne Anderson or any person directly or indirectly controlling, controlled by, or under common control with Kayne Anderson. As of that same date, the Independent Directors (other than Ms. Costin) did not own beneficially or of record any class of securities of the underwriters of the offerings of our Common Stock and our Series A, B, C, D, E and F auction rate securities or any person directly or indirectly controlling, controlled by, or under common control with such underwriters. As of February 29, 2008, Ms. Costin owned securities issued by one of such underwriters in the offerings of our Common Stock and our Series A, B, C, D, E and F auction rate securities and may continue to own securities in such issuer at the time of any future offering of our securities in which such company could be considered for participation as an underwriter. Accordingly, Ms. Costin was treated as an interested person of the Company as defined in the 1940 Act during and until the completion of the offerings of our Common Stock and our Series A, B, C, D, E and F auction rate securities, and, in the future, may be treated as an interested person during subsequent offerings of our securities if the relevant offering is underwritten by the company in which Ms. Costin owns securities.

The table below sets forth information about securities owned by the directors and nominee and their respective immediate family members, as of February 29, 2008, in entities directly or indirectly controlling, controlled by, or under common control with, our investment adviser or underwriters.

| <b>Director</b>    | <b>Name of Owners and Relationships to Director</b> | <b>Company</b>   | <b>Title of Class</b> | <b>Value of Securities</b> | <b>Percent of Class</b> |
|--------------------|---|--|-----------------------|----------------------------|-------------------------|
| Gerald I. Isenberg | Self  | Kayne Anderson Capital Income Partners (QP), L.P. <sup>(1)</sup> | Partnership units     | \$ 1,264,936               | 0.2%                    |

<sup>(1)</sup> KACALP may be deemed to control this fund by virtue of its role as the fund's general partner.

As of February 29, 2008, certain officers of Kayne Anderson, including all our officers, own, in the aggregate, approximately \$7.2 million of our Common Stock.



**Table of Contents**

**EXECUTIVE COMPENSATION**

Pursuant to an investment management agreement between KAFA (our external manager) and us, our external manager is responsible for supervising the investments and reinvestments of our assets. Our external manager, at its own expense, maintains staff and employs personnel as it determines is necessary to perform its obligations under the investment management agreement. We pay various management fees to our external manager for its advisory and other services performed under the investment management agreement.

Our executive officers who manage our regular business are employees of our external manager or its affiliates. Accordingly, we do not pay any salaries, bonuses or other compensation to our executive officers. We do not have employment agreements with our executive officers. We do not provide pension or retirement benefits, perquisites, or other personal benefits to our executive officers. We do not maintain any compensation plans under which our equity securities are authorized for issuance. We do not have arrangements to make payments to our executive officers upon their termination or in the event of a change in control of the Company.

The investment management agreement does not require our external manager to dedicate specific personnel to fulfilling its obligation to us under the investment management agreement, or require personnel to dedicate a specific amount of time. In their capacities as executive officers or employees of our external manager or its affiliates, they devote a portion of their time to our affairs as required for the performance of the duties of our external manager under the investment management agreement.

Our executive officers are compensated by our external manager. We understand that our external manager takes into account the performance of the Company as a factor in determining the compensation of certain of its senior managers, and such compensation may be increased depending on the Company's performance. In addition to compensation for services performed for the Company, certain of our executive officers may receive compensation for services performed for various investment funds of our external manager. However, our external manager cannot segregate and identify that portion of the compensation awarded to, earned by or paid to our executive officers that relates exclusively to their services to us.

**DIRECTOR COMPENSATION**

Our directors and officers who are interested persons by virtue of their employment by Kayne Anderson, including all our executive officers, serve without any compensation from us. Each of our Independent Directors receives a \$25,000 annual retainer for serving as a director. In addition, our Independent Directors receive fees for each meeting attended, as follows: \$2,500 per Board meeting; \$1,500 per Audit Committee meeting; and \$500 for other committee meetings. Committee meeting fees are not paid unless the meeting is held on a day when there is not a Board meeting and the meeting exceeds 15 minutes in duration. The Independent Directors are reimbursed for expenses incurred as a result of attendance at meetings of the Board of Directors and its committees.

The following table sets forth the compensation paid by us during the fiscal year ended November 30, 2007 to the Independent Directors. No compensation is paid to directors who are interested persons. We have no retirement or pension plans or any compensation plans under which our equity securities were authorized for issuance.

**Director Compensation Table**

**Total**

| Name                                     | <b>Total<br/>Compensation<br/>from Us</b> | <b>Compensation from<br/>the<br/>Fund Complex<sup>(1)</sup></b> |
|--|---|---|
| <b>Independent Directors and Nominee</b> |   |   |
| Anne K. Costin                           | \$ 43,500                                 | \$ 84,500   |
| Steven C. Good                           | \$ 42,500                                 | \$ 82,500   |
| Gerald I. Isenberg                       | \$ 46,000                                 | \$ 89,500   |
| William H. Shea, Jr. <sup>(2)</sup>      | None                                      | None  |
| <b>Interested Director</b>               |   |   |
| Kevin S. McCarthy                        | None                                      | None  |

\* Less than 1% of class.

<sup>(1)</sup> As of November 30, 2007, the directors also oversee KYE, an investment company managed by KAFA.

<sup>(2)</sup> As of November 30, 2007, Mr. Shea had not yet been elected a director of the Company.

**Table of Contents**

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 30(h) of Investment Company Act of 1940 and Section 16(a) of the 1934 Act require our directors and executive officers, investment adviser, affiliated persons of the investment advisor and persons who own more than 10% of a registered class of our equity securities to file forms reporting their affiliation with us and reports of ownership and changes in ownership of our shares with the SEC and the New York Stock Exchange (the NYSE ). Those persons and entities are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. Based on a review of those forms furnished to us, we believe that our directors and officers, Kafa and affiliated persons of Kafa have complied with all applicable Section 16(a) filing requirements during the last fiscal year. To the knowledge of our management, no person owns beneficially more than 10% of a class of our equity securities.

**COMMITTEES OF THE BOARD OF DIRECTORS**

Our Board currently has three standing committees: the Audit Committee, the Valuation Committee and the Nominating Committee.

*Audit Committee.* Messrs. Good, Shea, and Isenberg serve on the Audit Committee. The Audit Committee operates under a written charter (the Audit Committee Charter ) adopted and approved by the Board and was established in accordance with Section 3(a)(58)(A) of the 1934 Act. The Audit Committee Charter conforms to the applicable listing standards of the NYSE. The Audit Committee Charter is available on our website ([www.kaynefunds.com](http://www.kaynefunds.com)). The Audit Committee approves and recommends to the Board the election, retention or termination of independent auditors; approves services to be rendered by the auditors; monitors the auditors performance; reviews the results of our audit; determines whether to recommend to the Board that our audited financial statements be included in our Annual Report; and responds to other matters as outlined in the Audit Committee Charter. Each audit committee member is independent under the applicable NYSE listing standard.

*Valuation Committee.* Ms. Costin and Messrs. McCarthy and Isenberg serve on the Valuation Committee. The Valuation Committee is responsible for the oversight of our valuation procedures and the valuation of our securities in accordance with such procedures. The Valuation Committee operates under a written charter adopted and approved by the Board, a copy of which is available on our website ([www.kaynefunds.com](http://www.kaynefunds.com)).

*Nominating Committee.* Ms. Costin and Messrs. Good and Isenberg are members of the Nominating Committee. None of the members of the Nominating Committee are interested persons of the Company as defined in the 1940 Act (other than as previously noted for Ms. Costin). The Nominating Committee is responsible for appointing and nominating Independent Directors to our Board. Each Nominating Committee member is independent under the applicable NYSE listing standard. The committee operates under a written charter adopted and approved by the Board, a copy of which is available on our website ([www.kaynefunds.com](http://www.kaynefunds.com)). The Nominating Committee has not established specific, minimum qualifications that must be met by an individual for the Committee to recommend that individual for nomination as a director. The Nominating Committee expects to seek referrals for candidates to consider for nomination from a variety of sources, including current directors, our management, our investment adviser and counsel, and may also engage a search firm to identify or evaluate or assist in identifying or evaluating candidates. As set forth in the Nominating Committee Charter, in evaluating candidates for a position on the Board, the Committee considers a variety of factors, including, as appropriate:

the candidate's knowledge in matters relating to the investment company industry;

any experience possessed by the candidate as a director or senior officer of public companies;

the candidate's educational background;

the candidate's reputation for high ethical standards and personal and professional integrity;

any specific financial, technical or other expertise possessed by the candidate, and the extent to which such expertise would complement the Board's existing mix of skills and qualifications;

**Table of Contents**

the candidate's perceived ability to contribute to the ongoing functions of the Board, including the candidate's ability and commitment to attend meetings regularly and work collaboratively with other members of the Board;

the candidate's ability to qualify as an independent director for purposes of the 1940 Act, the candidate's independence from our service providers and the existence of any other relationships that might give rise to a conflict of interest or the appearance of a conflict of interest; and

such other factors as the Committee determines to be relevant in light of the existing composition of the Board and any anticipated vacancies or other transitions (*e.g.*, whether or not a candidate is an audit committee financial expert under the federal securities laws).

Prior to making a final recommendation to the Board, the Nominating Committee may conduct personal interviews with the candidates it concludes are the most qualified. The Nominating Committee met with Mr. Shea before recommending to the Board that he be nominated to stand for election as a director.

If there is no vacancy on the Board, the Board will not actively seek recommendations from other parties, including stockholders. When a vacancy on the Board occurs and nominations are sought to fill such vacancy, the Nominating Committee may seek nominations from those sources it deems appropriate in its discretion, including our stockholders.

The Nominating Committee considers nominees properly recommended by stockholders. To submit a recommendation for nomination as a candidate for a position on the Board, stockholders shall mail such recommendation to the Secretary of the Company, at our address, 1800 Avenue of the Stars, Second Floor, Los Angeles, California 90067. Such recommendation shall include the following information: (a) evidence of stock ownership of the person or entity recommending the candidate (if submitted by one of our stockholders); (b) a full description of the proposed candidate's background, including his or her education, experience, current employment, and date of birth; (c) names and addresses of at least three professional references for the candidate; (d) information as to whether the candidate is an interested person in relation to us, as such term is defined in the 1940 Act, and such other information that may be considered to impair the candidate's independence; and (e) any other information that may be helpful to the Nominating Committee in evaluating the candidate. Any such recommendation must contain sufficient background information concerning the candidate to enable the Nominating Committee to make a proper judgment as to the candidate's qualifications. If a recommendation is received with satisfactorily completed information regarding a candidate during a time when a vacancy exists on the Board or during such other time as the Nominating Committee is accepting recommendations, the recommendation will be forwarded to the Chair of the Nominating Committee and will be evaluated in the same manner as other candidates for nomination. Recommendations received at any other time will be kept on file until such time as the Nominating Committee is accepting recommendations, at which point they may be considered for nomination.

**Board of Director and Committee Meetings Held**

The following table shows the number of meetings held for the Company during the fiscal year ended November 30, 2007:

|                     |    |
|---------------------|----|
| Board of Directors  | 5  |
| Audit Committee     | 2  |
| Valuation Committee | 11 |
| Table of Contents   | 21 |

During the 2007 fiscal year, all directors attended at least 75% of the aggregate of (1) the total number of meetings of the Board and (2) the total number of meetings held by all committees of the Board on which they served. We do not currently have a policy with respect to board member attendance at annual meetings. All of the directors then serving attended our 2007 Annual Meeting of Stockholders.

**BOARD RECOMMENDATION**

THE BOARD OF DIRECTORS OF THE COMPANY, INCLUDING ALL OF THE INDEPENDENT DIRECTORS, UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF GERALD ISENBERG AS A CLASS I DIRECTOR.

**Table of Contents**

**PROPOSAL TWO**

**APPROVAL TO SELL SHARES OF COMMON STOCK BELOW NET ASSET VALUE**

The 1940 Act prohibits us from selling shares of our Common Stock at a price below the current net asset value per share of such stock, except with the consent of a majority of our common stockholders or under certain other circumstances. Pursuant to this provision, we are seeking the consent of a majority of our common stockholders so that we may, in one or more public or private offerings of our Common Stock, sell shares of our Common Stock at a price below its then-current net asset value per share, subject to certain conditions discussed below. If approved, the authorization would be effective for a period expiring on the date of our 2009 Annual Meeting of Stockholders, which is expected to be held in June 2009.

Generally, equity securities sold in public securities offerings are priced based on market prices, rather than net asset value per share. We are seeking the approval of a majority of our common stockholders of record to offer and sell shares of our Common Stock at prices that may be less than net asset value so as to permit the flexibility in pricing that market conditions generally require.

Our Common Stock has traded both at a premium and at a discount in relation to its net asset value. Although our Common Stock has traded at a premium above net asset value, there can be no assurance that our Common Stock will not trade at a discount in the future. The continued development of alternatives to us as a vehicle for investment in a portfolio of MLPs, including other publicly traded investment companies and private funds, may reduce or eliminate any tendency of our Common Stock to trade at a premium in the future. Shares of closed-end investment companies frequently trade at a discount from net asset value. Without the approval of a majority of our common stockholders to sell stock at prices below its current net asset value per share, we would be precluded from selling shares of our Common Stock to raise capital during periods where the market price for our Common Stock is below its current net asset value.

We believe that having the ability to issue our Common Stock below net asset value in certain instances will benefit all of our stockholders. We expect that we will be periodically presented with attractive opportunities to acquire securities that require us to make an investment commitment quickly. Because we generally attempt to remain fully invested and do not intend to maintain cash for the purpose of making these investments, we may be unable to capitalize on investment opportunities presented to us unless we quickly raise capital. The market value of our Common Stock may periodically fall below its net asset value, which is not uncommon for closed-end investment companies like us. If this were to occur, absent the approval of this proposal by a majority of common stockholders, we will not be able to effectively access capital markets to enable us to take advantage of attractive investment opportunities.

**Table of Contents**

The following table sets forth a comparison of our net asset value per share and the comparable closing price of our Common Stock, as reported on the NYSE as of the last day of each of our fiscal quarters.

| <b>Date</b>        | <b>Net Asset Value</b>     | <b>Closing Price</b> |
|--------------------|----------------------------|----------------------|
| February 29, 2008  | \$ 28.41                   | \$ 29.55             |
| November 30, 2007  | \$ 30.08                   | \$ 28.27             |
| August 31, 2007    | \$ 31.40                   | \$ 32.66             |
| May 31, 2007       | \$ 34.13                   | \$ 34.17             |
| February 28, 2007  | \$ 30.97                   | \$ 32.91             |
| November 30, 2006  | \$ 28.99                   | \$ 31.39             |
| August 31, 2006    | \$ 27.37                   | \$ 27.68             |
| May 31, 2006       | \$ 26.48                   | \$ 25.78             |
| February 28, 2006  | \$ 25.48                   | \$ 25.43             |
| November 30, 2005  | \$ 25.07                   | \$ 24.33             |
| August 31, 2005    | \$ 26.63                   | \$ 27.60             |
| May 31, 2005       | \$ 25.19                   | \$ 26.00             |
| February 28, 2005  | \$ 25.27                   | \$ 26.05             |
| November 30, 2004  | \$ 23.91                   | \$ 24.90             |
| September 27, 2004 | \$ 23.70 <sup>(1)(2)</sup> |                      |

<sup>(1)</sup> Our Common Stock began trading on the NYSE on September 28, 2004.

<sup>(2)</sup> Initial public offering price of \$25.00 per share, less underwriting discounts of \$1.25 per share and offering costs of \$0.05 per share.

If this proposal is approved, we do not anticipate selling our Common Stock below its net asset value unless we have identified attractive near-term investment opportunities that Kayne Anderson reasonably believes will lead to a long-term increase in net asset value. In determining whether or not to sell additional shares of our Common Stock at a price below the net asset value per share, the Board will have duties to act in the best interest of the Company and its stockholders. Further, to the extent we issue shares of our Common Stock below net asset value in a publicly registered transaction, our market capitalization and the amount of our publicly tradable Common Stock will increase, thus affording all common stockholders greater liquidity.

We will only sell shares of our Common Stock at a price below net asset value per share if all of the following conditions are met:

1. The per share offering price, before deduction of underwriting fees, commissions and offering expenses, will not be less than the net asset value per share of our stock, as determined at any time within 2 business days of pricing of the Common Stock to be sold in the offering.
2. Immediately following the offering, after deducting offering expenses and underwriting fees and commissions, the net asset value per share of our Common Stock, as determined at any time within 2 business days of pricing of the Common Stock to be sold, would not have been diluted by greater than a total of 1% of such value per share of all outstanding Common Stock. We will not be subject to a maximum number of shares that can be sold or a defined minimum sales price per share in any offering so long as the aggregate number of shares offered and the price at



which such shares are sold together would not result in dilution of the net asset value per share of our Common Stock in excess of the 1% limitation.

3. A majority of our Independent Directors makes a determination, based on information and a recommendation from Kayne Anderson, that Kayne Anderson reasonably expects that the investment(s) to be made with the net proceeds of such issuance will lead to a long-term increase in net asset value.

Before voting on this proposal or giving proxies with regard to this matter, common stockholders should consider the potentially dilutive effect of the issuance of shares of our Common Stock at less than net asset value per

**Table of Contents**

share on the net asset value per outstanding share of Common Stock. Any sale of Common Stock at a price below net asset value would result in an immediate dilution to existing common stockholders and could potentially cause the further erosion on the net asset value per share. The 1940 Act establishes a connection between common share sale price and net asset value because when stock is sold at a sale price below net asset value per share, the resulting increase in the number of outstanding shares is not accompanied by a proportionate increase in the net assets of the issuer. Common stockholders should also consider that holders of our Common Stock have no subscription, preferential or preemptive rights to additional shares of the Common Stock proposed to be authorized for issuance, and thus any future issuance of Common Stock will dilute such stockholders' holdings of Common Stock as a percentage of shares outstanding.

The issuance of the additional shares of Common Stock will also have an effect on the gross amount of management fees paid by us to KAFA. Our investment advisory agreement with KAFA provides for a management fee payable to KAFA as compensation for managing our investment portfolios computed as a percentage of assets under management. The increase in our asset base that would result from any issuance of shares of Common Stock proposed to be authorized by common stockholders in this proposal would increase our assets under management, and would cause a corresponding increase in the gross amount of management fees paid to KAFA, but would not increase or decrease the management fee as a percentage of assets under management. However, by increasing the size of our asset base and number of shares outstanding, we may be able to reduce our fixed expenses both as a percentage of total assets and on a per share basis.

**BOARD RECOMMENDATION**

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS OF THE COMPANY VOTE FOR THE PROPOSAL TO ALLOW THE COMPANY TO SELL SHARES OF ITS COMMON STOCK AT A PRICE BELOW NET ASSET VALUE PER SHARE, SUBJECT TO CERTAIN CONDITIONS.

**Table of Contents**

**OTHER MATTERS**

The Board knows of no other matters that are intended to be brought before the meeting. If other matters are properly presented at the Annual Meeting, the proxies named in the enclosed form of proxy will vote on those matters in their sole discretion.

**INDEPENDENT ACCOUNTING FEES AND POLICIES**

**Audit and Related Fees**

*Audit Fees.* The aggregate fees billed to us by PricewaterhouseCoopers LLP during our fiscal years 2007 and 2006 for professional services rendered with respect to the audit of our financial statements were \$239,000 and \$221,000, respectively.

*Audit-Related Fees.* We were not billed by PricewaterhouseCoopers LLP for any fees for assurance and related services reasonably related to the performance of the audits of our annual financial statements for either of the past two fiscal years.

*Tax Fees.* For professional services for tax compliance, tax advice and tax planning for our fiscal years 2007 and 2006, we were billed by PricewaterhouseCoopers LLP for fees in the amounts of \$178,000 and \$170,000, respectively.

*All Other Fees.* We were not billed by PricewaterhouseCoopers LLP for any fees for services other than those described above during either of the past two fiscal years.

*Aggregate Non-Audit Fees.* We were not billed by PricewaterhouseCoopers LLP for any amounts for any non-audit services during either of the past two fiscal years. In addition, neither Kayne Anderson nor any entity controlling, controlled by, or under common control with Kayne Anderson that provides ongoing services to us, was billed by PricewaterhouseCoopers LLP for any non-audit services during either of the past two fiscal years.

**Audit Committee Pre-Approval Policies and Procedures**

Before the auditor is (i) engaged by us to render audit, audit related or permissible non-audit services to us or (ii) with respect to non-audit services to be provided by the auditor to Kayne Anderson or any entity in the investment company complex, if the nature of the services provided relate directly to our operations or financial reporting, either: (a) the Audit Committee shall pre-approve such engagement; or (b) such engagement shall be entered into pursuant to pre-approval policies and procedures established by the Audit Committee. Any such policies and procedures must be detailed as to the particular service and not involve any delegation of the Audit Committee's responsibilities to Kayne Anderson. The Audit Committee may delegate to one or more of its members the authority to grant pre-approvals. The pre-approval policies and procedures shall include the requirement that the decisions of any member to whom authority is delegated under this provision shall be presented to the full Audit Committee at its next scheduled meeting. Under certain limited circumstances, pre-approvals are not required if certain *de minimis* thresholds are not exceeded, as such thresholds are set forth by the Audit Committee and in accordance with applicable SEC rules and regulations.

For engagements with PricewaterhouseCoopers LLP, the Audit Committee approved in advance all audit services and non-audit services that PricewaterhouseCoopers LLP provided to us and to Kayne Anderson (with respect to our

operations and financial reporting). None of the services rendered by PricewaterhouseCoopers LLP to us or Kayne Anderson were pre-approved by the Audit Committee pursuant to the pre-approval exception under Rule 2.01(c)(7)(i)(C) or Rule 2.01(c)(7)(ii) of Regulation S-X. The Audit Committee has considered whether the provision of non-audit services rendered by PricewaterhouseCoopers LLP to Kayne Anderson and any entity controlling, controlled by, or under common control with Kayne Anderson that were not required to be pre-approved by the Audit Committee is compatible with maintaining PricewaterhouseCoopers LLP's independence.

**Table of Contents**

**Appointment of Independent Auditors**

The Board of Directors has appointed PricewaterhouseCoopers LLP, an independent registered public accounting firm, as independent auditors to audit our books and records for our current fiscal year. A representative of PricewaterhouseCoopers LLP will be present at the Annual Meeting to make a statement, if such representative so desires, and to respond to stockholders' questions. PricewaterhouseCoopers LLP has informed us that it has no direct or indirect material financial interest in us or Kayne Anderson.

**MORE INFORMATION ABOUT THE MEETING**

Outstanding Stock. At the Record Date, we had the following numbers of shares of stock issued and outstanding:

| <b>Shares of Common Stock</b> | <b>Shares of Preferred Stock</b> |
|-------------------------------|----------------------------------|
| 43,431,362                    | 3,000                            |

To the knowledge of our management, as of February 29, 2008: there were no entities holding beneficially more than 5% of our outstanding Common Stock; none of our directors owned 1% or more of our outstanding Common Stock; and our officers and directors owned, as a group, less than 1% of our outstanding Common Stock.

How Proxies Will Be Voted. All proxies solicited by the Board of Directors that are properly executed and received at or prior to the Annual Meeting, and that are not revoked, will be voted at the Annual Meeting. Votes will be cast in accordance with the instructions marked on the enclosed proxy card. If no instructions are specified, the persons named as proxies will cast such votes FOR the proposals. We know of no other matters to be presented at the Annual Meeting. However, if another proposal is properly presented at the Annual Meeting, the votes entitled to be cast by the persons named as proxies on the enclosed proxy card will cast such votes in their sole discretion.

How To Vote. If your shares are held in Street Name by a broker or bank, you will receive information regarding how to instruct your bank or broker to cast your votes. If you are a stockholder of record, you may authorize the persons named as proxies to cast the votes you are entitled to cast at the meeting by completing, signing, dating and returning the enclosed proxy card. Stockholders of record or their duly authorized proxies may vote in person if able to attend the Annual Meeting.

Expenses and Solicitation of Proxies. The expenses of preparing, printing and mailing the enclosed proxy card, the accompanying notice and this proxy statement, tabulation expenses and all other costs in connection with the solicitation of proxies will be borne by us. We may also reimburse banks, brokers and others for their reasonable expenses in forwarding proxy solicitation material to the beneficial owners of our shares. In order to obtain the necessary quorum at the meeting, additional solicitation may be made by mail, telephone, telegraph, facsimile or personal interview by our representatives, Kayne Anderson, our transfer agent, or by brokers or their representatives or by a solicitation firm that may be engaged by us to assist in proxy solicitations. If a proxy solicitor is retained by us, the costs associated with all proxy solicitation are not anticipated to exceed \$4,000. We will not pay any of our representatives or Kayne Anderson any additional compensation for their efforts to supplement proxy solicitation.

Dissenters' or Appraisal Rights. Our stockholders have no dissenters' or appraisal rights.

Revoking a Proxy. At any time before it has been voted, you may revoke your proxy by: (1) sending a letter revoking your proxy to the Secretary of the Company at our offices located at 1800 Avenue of the Stars, Second Floor, Los Angeles, CA 90067; (2) properly executing and sending a later-dated proxy; or (3) attending the Annual Meeting,

requesting return of any previously delivered proxy, and voting in person.

*Quorum and Adjournment.* The presence, in person or by proxy, of holders of shares entitled to cast a majority of the votes entitled to be cast (without regard to class) constitutes a quorum for the purposes of the Annual Meeting. If a quorum is not present in person or by proxy at the Annual Meeting, the chairman of the Annual Meeting may adjourn the meeting to a date not more than 120 days after the original Record Date without notice other than announcement at the Annual Meeting.

**Table of Contents**

*Required Vote.*

**Proposal One** The election of Mr. Isenberg as a Class I Director requires the affirmative vote of the holders of a majority of shares of Common Stock and Preferred Stock outstanding as of the Record Date, voting together as a single class. For the purposes of determining whether the majority of the votes entitled to be cast by the common and preferred stockholders voting together as a single class has elected a nominee, each common share and each preferred share is entitled to one vote. For purposes of the vote on the election of Mr. Isenberg as a Class I Director, abstentions, if any, will have the same effect as votes against the election of Mr. Isenberg, although they will be considered present for purposes of determining the presence of a quorum at the Annual Meeting. Because brokers are permitted by applicable regulations to vote shares as to which instructions have not been received from the beneficial owners or the persons entitled to vote in uncontested elections of directors, it is anticipated that there will be few, if any, broker non-votes in connection with Proposal One. However, broker non-votes, if any, will have the same effect as a vote against the nominee, although they would be considered present for purposes of determining a quorum.

**Proposal Two** The approval of a proposal to authorize the Company to sell shares of its Common Stock at a price less than net asset value per share requires: (1) the affirmative vote of a majority of all common stockholders of record as of the Record Date and (2) the affirmative vote of a majority of the votes cast by the holders of Common Stock and Preferred Stock outstanding as of the Record Date, voting together as a single class. For the purpose of determining whether a majority of the common stockholders of record approved this proposal, abstentions and broker non-votes, if any, will have the effect of a vote against Proposal Two. For the purpose of determining whether a majority of votes cast approved this proposal, abstentions and broker non-votes, if any, will have no effect on the outcome.

**Table of Contents**

**AUDIT COMMITTEE REPORT**

The Audit Committee of the Board of the Company is responsible for assisting the Board in monitoring (1) the accounting and reporting policies and procedures of the Company, (2) the quality and integrity of the Company's financial statements, (3) the Company's compliance with regulatory requirements, and (4) the independence and performance of the Company's independent auditors and any internal auditors. Among other responsibilities, the Audit Committee reviews, in its oversight capacity, the Company's annual financial statements with both management and the independent auditors and the Audit Committee meets periodically with the independent auditors and any internal auditors to consider their evaluation of the Company's financial and internal controls. The Audit Committee also selects, retains, evaluates and may replace the Company's independent auditors and determines their compensation, subject to ratification of the Board, if required. The Audit Committee is currently composed of three directors. The Audit Committee operates under a written charter (the Audit Committee Charter) adopted and approved by the Board, a copy of which is available on the Company's website ([www.kaynefunds.com](http://www.kaynefunds.com)). Each committee member is independent as defined by NYSE listing standards.

The Audit Committee, in discharging its duties, has met with and held discussions with management and the Company's independent auditors and any internal auditors. The Audit Committee has reviewed and discussed the Company's audited financial statements with management. Management has represented to the independent auditors that the Company's financial statements were prepared in accordance with generally accepted accounting principles. The Audit Committee has also discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61 (Communications with Audit Committees). The Company's independent auditors provided to the Audit Committee the written disclosures and the letter required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and the Audit Committee discussed with representatives of the independent auditors their firm's independence. As provided in the Audit Committee Charter, it is not the Audit Committee's responsibility to determine, and the considerations and discussions referenced above do not ensure, that the Company's financial statements are complete and accurate and presented in accordance with generally accepted accounting principles.

Based on the Audit Committee's review and discussions with management and the independent auditors, the representations of management and the report of the independent auditors to the Audit Committee, the committee has recommended that the Board include the audited financial statements in the Company's Annual Report on Form N-CSR for the fiscal year ended November 30, 2007 with the SEC.

**Submitted by the Audit Committee:**

Steven C. Good  
Gerald I. Isenberg  
William H. Shea, Jr.

**INVESTMENT ADVISER**

KA Fund Advisors, LLC is our investment adviser. Its principal office is located at 717 Texas Avenue, Suite 3100, Houston, Texas 77002.

**ADMINISTRATOR**



Bear Stearns Funds Management Inc. (the Administrator ) provides certain administrative services for us, including but not limited to preparing and maintaining books, records, and tax and financial reports, and monitoring compliance with regulatory requirements. The Administrator is located at 383 Madison Avenue, 23rd Floor, New York, New York 10179.

**Table of Contents**

**STOCKHOLDER COMMUNICATIONS**

Stockholders may send communications to the Board of Directors. Communications should be addressed to the Secretary of the Company at our principal offices at 1800 Avenue of the Stars, Second Floor, Los Angeles, CA 90067. The Secretary will forward any communications received directly to the Board of Directors. We do not have a policy with regard to Board attendance at annual meetings. The Annual Meeting is our fourth annual meeting.

**STOCKHOLDER PROPOSALS**

Our current Bylaws provide that in order for a stockholder to nominate a candidate for election as a director at an annual meeting of stockholders or propose business for consideration at such meeting, written notice containing the information required by the current Bylaws must be delivered to the Secretary of the Company at 1800 Avenue of the Stars, Second Floor, Los Angeles, California 90076, not later than 5:00 p.m. Pacific Time on the 120th day, and not earlier than the 150th day, prior to the first anniversary of the date of mailing of the notice for the preceding year's annual meeting; *provided, however* that in the event that the date of the annual meeting is advanced or delayed by more than 30 days from the first anniversary of the date of the preceding year's annual meeting (and in the case of the first annual meeting of stockholders), notice by the stockholder to be timely must be so delivered not earlier than the 150th day prior to the date of such annual meeting and not later than 5:00 p.m. Pacific Time on the later of the 120th day prior to the date of such annual meeting or the tenth day following the day on which public announcement of the date of such meeting is first made. Accordingly, a stockholder nomination or proposal intended to be considered at the 2009 Annual Meeting must be received by the Secretary of the Company on or after December 20, 2008, and prior to 5:00 p.m. Pacific Time on January 19, 2009. However, under the rules of the SEC, if a stockholder wishes to submit a proposal for possible inclusion in our 2009 proxy statement pursuant to Rule 14a-8(e) of the 1934 Act, we must receive it not less than 120 calendar days before the anniversary of the date our proxy statement was released to stockholders for the previous year's annual meeting. Accordingly, a stockholder's proposal under Rule 14a-8(e) must be received by us on or before January 19, 2009 in order to be included in our proxy statement and proxy card for the 2009 Annual Meeting. All nominations and proposals must be in writing.

By Order of the Board of Directors

David J. Shladovsky  
Secretary

May 7, 2008

**Table of Contents**

**APPENDIX A**

**PROXY PRELIMINARY COPY**

**KAYNE ANDERSON MLP INVESTMENT COMPANY  
PROXY SOLICITED BY THE BOARD OF DIRECTORS FOR  
THE 2008 ANNUAL MEETING OF STOCKHOLDERS JUNE 17, 2008**

The undersigned stockholder of Kayne Anderson MLP Investment Company, a Maryland corporation (the Company), hereby appoints David J. Shladovsky and J.C. Frey, or either of them, as proxies for the undersigned, with full power of substitution in each of them, to attend the 2008 Annual Meeting of Stockholders of the Company (the Annual Meeting) to be held at 1800 Avenue of the Stars, Second Floor, Los Angeles, CA, on June 17, 2008, at 8:00 a.m. Pacific Time and any adjournment or postponement thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at such Annual Meeting and otherwise to represent the undersigned at the Annual Meeting with all powers possessed by the undersigned if personally present at the Annual Meeting. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting and the accompanying Proxy Statement, the terms of each of which are incorporated by reference, and revokes any proxy heretofore given with respect to such Annual Meeting.

**The votes entitled to be cast by the undersigned will be cast as instructed below. If this Proxy is executed but no instruction is given, the votes entitled to be cast by the undersigned will be cast for each of the proposals. Additionally, the votes entitled to be cast by the undersigned will be cast in the discretion of the Proxy holder on any other matter that may properly come before the Annual Meeting or any adjournment or postponement thereof.**

**YOUR VOTE IS IMPORTANT. PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY PROMPTLY USING THE ENCLOSED POSTMARKED ENVELOPE.**

**6 PLEASE DETACH AT PERFORATION BEFORE MAILING 6**

**KAYNE ANDERSON MLP INVESTMENT COMPANY  
ANNUAL MEETING PROXY CARD**

**AUTHORIZED SIGNATURES**

**THIS SECTION MUST BE COMPLETED**

Please sign exactly as your name appears. If the shares are held jointly, each holder should sign. When signing as an attorney, executor, administrator, trustee, guardian, officer of a corporation or other entity or in another representative capacity, please indicate your full title under signature(s).

Signature

Date

Signature(s)(if held jointly):

Date

*(continued from reverse side)*

**Table of Contents**

**PROXY PRELIMINARY COPY**

**KAYNE ANDERSON MLP INVESTMENT COMPANY  
ANNUAL MEETING PROXY CARD**

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED  
BELOW**

**AND, IF NO CHOICE IS INDICATED, WILL BE VOTED FOR EACH PROPOSAL.**

1. THE ELECTION OF ONE CLASS I DIRECTOR FOR A TERM OF THREE YEARS AND UNTIL HIS SUCCESSOR IS ELECTED AND QUALIFIED.

- FOR THE NOMINEE LISTED BELOW       WITHHOLD FROM THE NOMINEE LISTED BELOW

NOMINEE:      GERALD I. ISENBERG

2. THE APPROVAL OF A PROPOSAL TO AUTHORIZE THE COMPANY TO SELL SHARES OF ITS COMMON STOCK AT A PRICE LESS THAN NET ASSET VALUE PER SHARE.

- FOR                                       AGAINST                                       ABSTAIN

3. TO VOTE AND OTHERWISE REPRESENT THE UNDERSIGNED ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF IN THE DISCRETION OF THE PROXY HOLDER.