

Prudential Retirement Insurance &amp; Annuity Co

Form 4

December 14, 2017

**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 \*  
**PRUDENTIAL 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)  
**751 BROAD ST,**  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
**12/13/2017**

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

**NEWARK, NJ 07102**

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

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

(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)
Series E Mandatory Redeemable Preferred Stock	12/13/2017		P	1,600,000 A \$ 25	\$ 1,600,000	I <sup>(1)</sup>	By Pruden Retirement Insurance a Annuity Company, wholly-ow subsidiary the Report P
3.18% Senior Notes, Series	12/13/2017		P	29,000,000 A \$ 29,000,000	\$ 29,000,000	I <sup>(2)</sup>	By Pruden Retirement Insurance a

# Edgar Filing: Prudential Retirement Insurance & Annuity Co - Form 4

N, due  
December  
13, 2024

3.18%  
Senior  
Notes, Series  
N, due  
December  
13, 2024

12/13/2017

P 3,000,000 A \$ 3,000,000 \$ 3,000,000 I

Annuity  
Company,  
wholly-ow  
subsidiary  
the Report  
P

By The  
Prudential  
Insurance  
Company o  
America, a  
wholly-ow  
subsidiary  
the Report  
Person

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PRUDENTIAL FINANCIAL INC  
751 BROAD ST  
NEWARK, NJ 07102

X

X

Reporting Owners

Prudential Retirement Insurance & Annuity Co  
prudential retirement insurance and Annu  
280 Trumbull Street  
Hartford, CT 06103

## Signatures

Prudential Financial, Inc., By: /s/ Richard Baker, Second Vice President

12/14/2017

Signature of Reporting Person

Date \_\_\_\_\_

Prudential Retirement Insurance and Annuity Company, By: /s/ Brian N. Thomas, Vice President

12/14/2017

          \*\*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) Preferred stock owned directly by Prudential Retirement Insurance and Annuity Company, a ten percent owner of a class, and indirectly owned by Prudential Financial, Inc., its parent holding company.
- (2) These notes are owned directly by Prudential Retirement Insurance and Annuity Company, a ten percent owner of a class, and indirectly owned by Prudential Financial, Inc., its parent holding company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.