

TORTOISE ENERGY INFRASTRUCTURE CORP

Form 8-A12B

December 10, 2009

**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
TORTOISE ENERGY INFRASTRUCTURE CORPORATION
(Exact name of registrant as specified in its charter)**

Maryland
(State of incorporation or organization)

20-0384222
(I.R.S. Employer Identification No.)

11550 Ash Street, Suite 300, Leawood, Kansas
(Address of principal executive offices)
Securities to be registered pursuant to Section 12(b) of the Act:

66211
(Zip Code)

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Mandatory Redeemable Preferred Shares,
\$10.00 liquidation preference per share

New York Stock Exchange

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: 333-146095

Securities to be registered pursuant to Section 12(g) of the Act: Not Applicable

INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The description of the Registrant's Mandatory Redeemable Preferred Shares, \$10.00 liquidation preference per share, registered hereunder is incorporated by reference from the description thereof set forth under the captions

Description of Mandatory Redeemable Preferred Shares and Description of Capital Stock Preferred Stock in the Registration Statement on Form N-2 (Registration Nos. 333-146095 and 811-21462) filed by the Registrant with the Securities and Exchange Commission, as amended, including any form of Prospectus filed pursuant to Rule 497 under the Securities Act of 1933, as amended.

Item 2. Exhibits.

1. The Registrant's Articles of Incorporation are hereby incorporated by reference to Registrant's Registration Statement on Form N-2, filed on October 31, 2003 (File Nos. 333-110143 and 811-21462).

2. The Registrant's Articles of Amendment and Restatement are hereby incorporated by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2, filed on January 30, 2004 (File Nos. 333-110143 and 811-21462).

3. The Registrant's Amended and Restated Bylaws are hereby incorporated by reference to Post-Effective Amendment No. 4 to the Registrant's Registration Statement on Form N-2, filed on February 26, 2009 (File Nos. 333-146095 and 811-21462).

4. The Registrant's form of common stock certificate is hereby incorporated by reference to Registrant's Registration Statement on Form N-2, filed on September 14, 2007 (File Nos. 333-146095 and 811-21462).

5. The Registrant's Articles Supplementary are hereby incorporated by reference to Post-Effective Amendment No. 7 to Registrant's Registration Statement on Form N-2, filed on December 10, 2009 (File Nos. 333-146095 and 811-21462).

6. The form of Moody's Rating Guidelines applicable to the Registrant's Mandatory Redeemable Preferred Shares are hereby incorporated by reference to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2, filed on January 25, 2008 (File Nos. 333-146095 and 811-21462).

7. The form of Fitch Rating Guidelines applicable to the Registrant's Mandatory Redeemable Preferred Shares are hereby incorporated by reference to Post-Effective Amendment No. 7 to Registrant's Registration Statement on Form N-2, filed on December 10, 2009 (File Nos. 333-146095 and 811-21462).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

TORTOISE ENERGY INFRASTRUCTURE
CORPORATION

By: /s/ Terry C. Matlack
Terry C. Matlack
Chief Financial Officer

Date: December 10, 2009

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