

ClearBridge Energy MLP Fund Inc.  
Form N-2MEF  
June 24, 2010

As filed with the Securities and Exchange Commission on June 25, 2010

1933 Act File No. 333-

1940 Act File No. 811-22405

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

Washington, D.C. 20549

**FORM N-2**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*  
Pre-Effective Amendment No.  
Post-Effective Amendment No.  
and/or

x  
..  
..

**REGISTRATION STATEMENT**

*UNDER*

*THE INVESTMENT COMPANY ACT OF 1940*  
Amendment No. [ ]

x  
..

**ClearBridge Energy MLP Fund Inc.**

(Exact Name of Registrant as Specified in Charter)

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55 Water Street

New York, New York 10041

(Address of Principal Executive Offices)

(888) 777-0102

(Registrant's Telephone Number, Including Area Code)

R. Jay Gerken

Legg Mason & Co., LLC

620 Eighth Avenue, 49th Floor

New York, New York 10018

(Name and Address of Agent for Service)

*Copies to:*

Sarah E. Cogan

Robert I. Frenkel

David Wohl, Esq.

Simpson Thacher & Bartlett LLP

Legg Mason & Co., LLC

Weil, Gotshal & Manges LLP

425 Lexington Avenue

300 First Stamford Place

767 Fifth Avenue

New York, NY 10017

Stamford, CT 06902

New York, NY 10153

**Approximate Date of Proposed Public Offering:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. "

It is proposed that this filing will become effective when declared effective (check appropriate box):

" when declared effective pursuant to Section 8(c).

If appropriate, check the following box:

" This post-effective amendment designates a new effective date for a previously filed registration statement.

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- x This form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933 and the Securities Act registration statement number of the earlier effective registration statement for the same offering is 333-166021.

### CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities Being Registered	Amount Being Registered (1)(2)	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$0.001 par value	933,000 Shares	\$20.00	\$18,660,000.00	\$1,330.46

(1) Estimated solely for purpose of calculating the registration fee.

(2) Includes Common Stock that may be offered to the Underwriters pursuant to an option to cover over-allotments.

EXPLANATORY NOTE

**Rule 462(b) Filing**

This Registration Statement is being filed with respect to the registration of additional Common Stock, \$0.001 par value per share, of ClearBridge Energy MLP Fund Inc., a corporation organized under the laws of the State of Maryland (the Registrant), pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form N-2 (Reg. No. 333-166021) filed by the Registrant with the Securities and Exchange Commission, as amended, and declared effective on June 24, 2010, are incorporated herein by reference.

Any required consents are listed on the Exhibit Index attached hereto and filed herewith.

**PART C**

**OTHER INFORMATION**

**Item 25. Financial Statements and Exhibits**

Registrant has not conducted any business as of the date of this filing, other than in connection with its organization. Financial Statements (including the Report of Independent Registered Public Accounting Firm and the Notes to Financial Statements) indicating that the Registrant has met the net worth requirements of Section 14(a) of the of the Investment Company Act of 1940, as amended, were filed in Pre-effective Amendment No. 2 to the Registration Statement on Form N-2 (File No. 333-166021) and are incorporated by reference herein.

- (2) Exhibits
  - (a) Articles of Incorporation, dated March 31, 2010(1)
  - (a) By-Laws(1)
  - (c) Not Applicable
  - (d) Articles V and VIII of Registrant's Articles of Incorporation are incorporated herein by reference.
  - (e) Form of Dividend Reinvestment Plan(1)
  - (f) Not Applicable
  - (g) (1) Form of Management Agreement(1)
  - (g) (2) Form of Subadvisory Agreement(1)
  - (h) (1) Form of Underwriting Agreement(1)
  - (h) (2) Form of Master Agreement Among Underwriters(1)
  - (h) (3) Form of Master Selected Dealer Agreement(1)
  - (h) (4) Form of Structuring Fee Agreement with Citigroup Global Markets Inc.(1)
  - (h) (5) Form of Marketing and Structuring Fee Agreement with Morgan Stanley & Co. Incorporated(1)
  - (h) (6) Form of Additional Compensation Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated(1)
  - (h) (7) Form of Structuring Fee Agreement between with Ameriprise Financial Services, Inc.(1)
  - (i) Not Applicable
  - (j) Custodian Services Agreement with State Street Bank and Trust Company(1)
  - (k) Transfer Agency and Services Agreement with American Stock Transfer & Trust Company LLC(1)
  - (l) (1) Opinion and Consent of Simpson Thacher & Bartlett LLP(2)
  - (l) (2) Opinion and Consent of DLA Piper LLP (US)(2)
  - (m) Not Applicable
  - (n) Consent of Independent Registered Public Accounting Firm(2)
  - (o) Not Applicable
  - (p) Subscription Agreement(1)
  - (q) Not Applicable
  - (r) (1) Code of Ethics of the Fund and LMPFA(1)

- (r) (2) Code of Ethics of ClearBridge(1)
- (s) Powers of Attorney(1)

- (1) Previously filed on Form N-2 Registration Statement (File No. 333-166021) and incorporated by reference herein.
- (2) Filed herewith.

**Item 26. Marketing Arrangements**

See the Form of Underwriting Agreement, the Form of Master Agreement Among Underwriters, the Form of Master Selected Dealer Agreement, Form of Structuring Fee Agreement with Citigroup Global Markets Inc., Form of Marketing and Structuring Fee Agreement with Morgan Stanley & Co. Incorporated, Form of Additional Compensation Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Form of Structuring Fee Agreement with Ameriprise Financial Services, Inc. filed as Exhibit (h)(1), Exhibit (h)(2), Exhibit (h)(3), Exhibit (h)(4), Exhibit (h)(5), Exhibit (h)(6) and Exhibit (h)(7), respectively, to the Registration Statement previously filed on Form N-2 (File No. 333-166021).

**Item 27. Other Expenses of Issuance and Distribution**

The following table sets forth the estimated expenses to be incurred in connection with the offering (including the expenses for the Common Stock registered in the previously filed on Form N-2 (File No. 333-166021) are as follows:

SEC registration fees	\$ 90,455
Listing fees	40,000
Financial Industry Regulatory Authority fees	76,000
Printing and engraving expenses	400,000
Accounting fees and expenses	20,500
Legal fees and expenses	525,000
<b>Total</b>	<b>\$ 1,151,955</b>

**Item 28. Persons Controlled by or Under Common Control with Registrant**

None.

**Item 29. Number of Holders of Securities**

At May 10, 2010

Title of Class	Number of Record Holders
Common Stock, par value \$0.001 per share	1

**Item 30. Indemnification**

Sections 1-3 of Article VII of the Registrant's Articles of Incorporation, filed as Exhibit (a) to the Registration Statement previously filed on Form N-2 (File No. 333-166021), provide that:

To the maximum extent permitted by Maryland statutory or decisional law, as amended or interpreted, no current or former director or officer of the Registrant shall have any liability to the Registrant or its stockholders for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Registrant whether or not such person is a director or officer at the time of any

proceeding in which liability is asserted.

The Registrant shall indemnify and advance expenses to its currently acting and its former directors to the fullest extent that indemnification of directors is permitted by Maryland law. The Registrant shall indemnify and advance expenses to its officers to the same extent as its directors and may do so to such further extent as is

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consistent with law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such By-Laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. This indemnification applies to events occurring at the time a person serves as a director or officer of the Registrant whether or not such person is a director or officer at the time of any proceeding in which liability is asserted.

No provision of the Registrant's Articles of Incorporation shall be effective to protect or purport to protect any director or officer of the Registrant against any liability to the Registrant or its security holders to which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

Section 10 of the Form of Underwriting Agreement filed as Exhibit (h)(1) to the Registration Statement previously filed on Form N-2 (File No. 333-166021) provides for each of the parties thereto, including the Registrant and the underwriters, to indemnify the others, their directors, officers, agents, affiliates and persons who control them against certain liabilities in connection with the offering described herein, including liabilities under the federal securities laws.

Insofar as indemnification for liability arising under the Securities Act of 1933, as amended (the Securities Act), may be permitted to trustees, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a trustee, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such trustee, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

#### **Item 31. Business and Other Connections of Adviser**

The descriptions of LMPFA and ClearBridge under the caption Management of the Fund in the Prospectus and Statement of Additional Information of the Registration Statement previously filed on Form N-2 (File No. 333-166021) are incorporated by reference herein. Information as to the directors and officers of LMPFA and ClearBridge, together with information as to any other business, profession, vocation or employment of a substantial nature engaged in by the directors and officers of LMPFA and ClearBridge in the last two years, is included in their respective applications for registration as an investment adviser on Form ADV (File Nos. 801-66785, 801-64710, respectively) filed under the Investment Advisers Act of 1940, as amended, and is incorporated herein by reference.

#### **Item 32. Location of Accounts and Records**

The accounts and records of the Registrant are maintained at the office of the Registrant at 55 Water Street, New York, New York 10041.

#### **Item 33. Management Services**

Not applicable.

#### **Item 34. Undertakings**

(1) Registrant undertakes to suspend the offering of shares until the prospectus is amended, if subsequent to the effective date of this registration statement, its net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement or its net asset value increases to an amount greater than its net proceeds as stated in the prospectus.

(2) Not applicable.



(3) Not applicable.

(4) Not applicable.

(5) Registrant undertakes that, for the purpose of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of the Registration Statement in reliance upon Rule 430A and contained in the form of prospectus filed by the Registrant pursuant Rule 497(h) shall be deemed to be a part of the Registration Statement as of the time it was declared effective.

Registrant undertakes that, for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus will be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering thereof.

(6) Registrant undertakes to send by first class mail or other means designed to ensure equally prompt delivery within two business days of receipt of a written or oral request, any Statement of Additional Information.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the "1933 Act") and the Investment Company Act of 1940, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on the 24th day of June 2010.

CLEARBRIDGE ENERGY MLP FUND INC.

By: /s/ R. Jay Gerken  
Chairman, Chief Executive Officer and President

Pursuant to the requirements of the 1933 Act, this Registration Statement has been signed by the following person in the capacity and on the date indicated.

Signature	Title	Date
/s/ R. Jay Gerken R. Jay Gerken	Chairman, Chief Executive Officer, President and Director (Principal Executive Officer)	June 24, 2010
/s/ Kaprel Ozsolak Kaprel Ozsolak	Chief Financial Officer (Principal Financial and Accounting Officer)	June 24, 2010
/s/ Carol L. Colman* Carol L. Colman	Director	
/s/ Daniel P. Cronin* Daniel P. Cronin	Director	
/s/ Paolo M. Cucchi* Paolo M. Cucchi	Director	
/s/ Leslie H. Gelb* Leslie H. Gelb	Director	
/s/ William R. Hutchinson* William R. Hutchinson	Director	
/s/ Dr. Riordan Roett* Dr. Riordan Roett	Director	
/s/ Jeswald W. Salacuse* Jeswald W. Salacuse	Director	

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\*By: /s/ R. Jay Gerken

R. Jay Gerken

As Agent or Attorney-in-fact

June 24, 2010

The original powers of attorney authorizing R. Jay Gerken, Kaprel Oszolak, Robert I. Frenkel and William J. Renahan to execute this Registration Statement, and any amendments thereto, for the directors of the Registrant on whose behalf this Registration Statement is filed have been executed and were previously filed as Exhibit (s) on the Registration Statement previously filed on Form N-2 (File No. 333-166021).

**Schedule of Exhibits to Form N-2**

<b>Exhibit No.</b>	<b>Exhibit</b>
(1)(1)	Opinion and Consent of Simpson Thacher & Bartlett LLP
(1)(2)	Opinion and Consent of DLA Piper LLP (US)
(n)	Consent of Independent Registered Public Accounting Firm