

Edgar Filing: Salient MLP & Energy Infrastructure Fund - Form N-PX

Salient MLP & Energy Infrastructure Fund  
Form N-PX  
August 14, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22530

NAME OF REGISTRANT: Salient MLP & Energy Infrastructure  
Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 4265 San Felipe, Suite 800  
Houston, TX 77027

NAME AND ADDRESS OF AGENT FOR SERVICE: Gregory A. Reid  
4265 San Felipe, Suite 800  
Houston, TX 77027

REGISTRANT'S TELEPHONE NUMBER: (713) 993-4675

DATE OF FISCAL YEAR END: 11/30

DATE OF REPORTING PERIOD: 07/01/2013 to 06/30/2014

Salient MLP & Energy Infrastructure Fund

BUCKEYE PARTNERS, L.P.

Agen

Security: 118230101  
Meeting Type: Annual  
Meeting Date: 03-Jun-2014  
Ticker: BPL  
ISIN: US1182301010

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FORREST E. WYLIE BARBARA J. DUGANIER JOSEPH A. LASALA, JR. MARTIN A. WHITE	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014.	Mgmt	For

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3.	THE APPROVAL, IN AN ADVISORY VOTE, OF THE COMPENSATION OF BUCKEYE'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN OUR PROXY STATEMENT PURSUANT TO ITEM 402 OF REGULATION S-K.	Mgmt	Against
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GOLAR LNG PARTNERS LP

Agen

Security: Y2745C102  
 Meeting Type: Annual  
 Meeting Date: 20-Sep-2013  
 Ticker: GMLP  
 ISIN: MHY2745C1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1	TO ELECT BART VELDHUIZEN AS A CLASS I DIRECTOR OF THE PARTNERSHIP WHOSE TERM WILL EXPIRE AT THE 2016 ANNUAL MEETING OF LIMITED PARTNERS.	Mgmt	For

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KINDER MORGAN, INC.

Agen

Security: 49456B101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2014  
 Ticker: KMI  
 ISIN: US49456B1017

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RICHARD D. KINDER STEVEN J. KEAN ANTHONY W. HALL, JR. DEBORAH A. MACDONALD MICHAEL J. MILLER MICHAEL C. MORGAN FAYEZ SAROFIM C. PARK SHAPER JOEL V. STAFF JOHN M. STOKES ROBERT F. VAGT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	RATIFICATION OF THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For

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3.	STOCKHOLDER PROPOSAL RELATING TO A REPORT ON OUR COMPANY'S RESPONSE TO CLIMATE CHANGE.	Shr	Against
4.	STOCKHOLDER PROPOSAL RELATING TO A REPORT ON METHANE EMISSIONS AND PIPELINE MAINTENANCE.	Shr	Against
5.	STOCKHOLDER PROPOSAL RELATING TO AN ANNUAL SUSTAINABILITY REPORT.	Shr	For

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 LINNCO, LLC

Agen

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 Security: 535782106  
 Meeting Type: Annual  
 Meeting Date: 16-Dec-2013  
 Ticker: LNCO  
 ISIN: US5357821066  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	APPROVAL OF THE ISSUANCE OF LINNCO, LLC ("LINNCO") COMMON SHARES TO THE STOCKHOLDERS OF BERRY PETROLEUM COMPANY ("BERRY"), PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 3, 2013, AND AMENDMENT NO. 2 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 13, 2013, BY AND AMONG BERRY, BACCHUS HOLDCO, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF BERRY ("HOLDCO"), BACCHUS ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Mgmt	For
2.	APPROVAL OF CERTAIN AMENDMENTS TO THE LIMITED LIABILITY COMPANY AGREEMENT OF LINNCO THAT WILL BE IN EFFECT ONLY FOR PURPOSES OF THE TRANSACTIONS DESCRIBED IN THE JOINT PROXY STATEMENT/ PROSPECTUS, INCLUDING (1) TO PERMIT LINNCO TO ACQUIRE MORE THAN ONE LINN UNIT FOR EACH LINNCO COMMON SHARE THAT IT ISSUES IN CONNECTION WITH THE TRANSACTIONS DESCRIBED IN THE JOINT PROXY STATEMENT/PROSPECTUS, (2) TO PROVIDE THAT THE CONTRIBUTION BY LINNCO TO LINN OF ASSETS THAT LINNCO RECEIVES IN SUCH ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Mgmt	For
3.	APPROVAL OF CERTAIN AMENDMENTS TO THE LIMITED LIABILITY COMPANY AGREEMENT OF LINNCO AS DESCRIBED ABOVE THAT WILL CONTINUE TO BE IN EFFECT AFTER THE CLOSING OF THE TRANSACTIONS DESCRIBED IN THE JOINT	Mgmt	For

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PROXY STATEMENT/PROSPECTUS (INCLUDING FOR PURPOSES OF ANY SIMILAR TRANSACTIONS IN THE FUTURE) .

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|-----|---|--|--|
| 4.  | DIRECTOR<br>GEORGE A. ALCORN<br>DAVID D. DUNLAP<br>MARK E. ELLIS<br>MICHAEL C. LINN<br>JOSEPH P. MCCOY<br>JEFFREY C. SWOVELAND  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For |
| 5.  | APPROVAL OF THE RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT FOR LINN FOR 2013.   | Mgmt   | For                                    |
| 6.  | APPROVAL OF THE ISSUANCE OF LINN UNITS TO LINNCO IN EXCHANGE FOR THE CONTRIBUTION OF BERRY TO LINN PURSUANT TO THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT AND THE CONTRIBUTION AGREEMENT DATED FEBRUARY 20, 2013, BY AND BETWEEN LINNCO AND LINN, AS AMENDED BY AMENDMENT NO. 1 TO CONTRIBUTION AGREEMENT, DATED AS OF NOVEMBER 3, 2013. | Mgmt   | For                                    |
| 7.  | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE LINN ENERGY, LLC AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN (THE "LTIP"), WHICH INCREASES THE TOTAL NUMBER OF LINN UNITS AUTHORIZED TO BE ISSUED UNDER THE LTIP FROM 12,200,000 UNITS TO 21,000,000 UNITS.   | Mgmt   | For                                    |
| 8.  | APPROVAL OF ANY ADJOURNMENT OF THE LINN ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ALL OF THE PROPOSALS VOTED ON BY THE LINN UNITHOLDERS AT THE LINN ANNUAL MEETING.  | Mgmt   | For                                    |
| 9.  | APPROVAL OF THE RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT FOR LINNCO FOR 2013.   | Mgmt   | For                                    |
| 10. | APPROVAL OF ANY ADJOURNMENT OF THE LINNCO ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ALL OF THE FOREGOING PROPOSALS.  | Mgmt   | For                                    |

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LINNCO, LLC

Agen

Security: 535782106  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: LNCO  
 ISIN: US5357821066

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MARK E. ELLIS DAVID D. DUNLAP STEPHEN J. HADDEN MICHAEL C. LINN JOSEPH P. MCCOY JEFFREY C. SWOVELAND	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT OF LINN FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	TO PROVIDE A NON-BINDING ADVISORY VOTE APPROVING LINN'S EXECUTIVE COMPENSATION PROGRAM.	Mgmt	Against
4.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT OF LINNCO, LLC ("LINNCO") FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

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 MACQUARIE INFRASTRUCTURE CO. LLC

Agen

Security: 55608B105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: MIC  
 ISIN: US55608B1052  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR NORMAN H. BROWN, JR. GEORGE W. CARMANY, III H.E. (JACK) LENTZ OUMA SANANIKONE WILLIAM H. WEBB	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld
2.	THE RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	THE APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	THE APPROVAL OF THE 2014 INDEPENDENT DIRECTORS EQUITY PLAN.	Mgmt	For

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MARKWEST ENERGY PARTNERS LP

Agen

Security: 570759100  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2014  
 Ticker: MWE  
 ISIN: US5707591005

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FRANK M. SEMPLE DONALD D. WOLF W.A. BRUCKMANN III MICHAEL L. BEATTY CHARLES K. DEMPSTER DONALD C. HEPPERMAN RANDALL J. LARSON ANNE E. FOX MOUNSEY WILLIAM P. NICOLETTI	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE PARTNERSHIP'S NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PARTNERSHIP'S PROXY STATEMENT FOR THE 2014 ANNUAL MEETING OF COMMON UNITHOLDERS.	Mgmt	Against
3	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE PARTNERSHIP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

NAVIOS MARITIME PARTNERS L.P.

Agen

Security: Y62267102  
 Meeting Type: Annual  
 Meeting Date: 04-Dec-2013  
 Ticker: NMM  
 ISIN: MHY622671029

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DIMITRIS P. GKOURAS	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Mgmt	For

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NRG YIELD, INC.

Agen

Security: 62942X108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: NYLD  
 ISIN: US62942X1081

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DAVID CRANE JOHN F. CHLEBOWSKI KIRKLAND B. ANDREWS BRIAN R. FORD MAURICIO GUTIERREZ FERRELL P. MCCLEAN CHRISTOPHER S. SOTOS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld For Withheld For Withheld For Withheld
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.	Mgmt	For

THE WILLIAMS COMPANIES, INC.

Agen

Security: 969457100  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: WMB  
 ISIN: US9694571004

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ALAN S. ARMSTRONG	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOSEPH R. CLEVELAND	Mgmt	For
1C.	ELECTION OF DIRECTOR: KATHLEEN B. COOPER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN A. HAGG	Mgmt	For
1E.	ELECTION OF DIRECTOR: JUANITA H. HINSHAW	Mgmt	For
1F.	ELECTION OF DIRECTOR: RALPH IZZO	Mgmt	For
1G.	ELECTION OF DIRECTOR: FRANK T. MACINNIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: ERIC W. MANDELBLATT	Mgmt	For
1I.	ELECTION OF DIRECTOR: STEVEN W. NANCE	Mgmt	For
1J.	ELECTION OF DIRECTOR: MURRAY D. SMITH	Mgmt	For
1K.	ELECTION OF DIRECTOR: JANICE D. STONEY	Mgmt	For

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1L.	ELECTION OF DIRECTOR: LAURA A. SUGG	Mgmt	For
2.	APPROVAL OF THE AMENDMENT TO THE WILLIAMS COMPANIES, INC. 2007 INCENTIVE PLAN.	Mgmt	For
3.	APPROVAL OF THE AMENDMENT TO THE WILLIAMS COMPANIES, INC. 2007 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
4.	RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS FOR 2014.	Mgmt	For
5.	APPROVAL, BY NONBINDING ADVISORY VOTE, OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

Salient MLP & Energy Infrastructure Fund - C-Corporation

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 ENTERPRISE PRODUCTS PARTNERS L.P.

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 Agen

Security: 293792107  
 Meeting Type: Special  
 Meeting Date: 30-Sep-2013  
 Ticker: EPD  
 ISIN: US2937921078  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2008 ENTERPRISE PRODUCTS LONG-TERM INCENTIVE PLAN.	Mgmt	For
2.	PROPOSAL TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE EPD UNIT PURCHASE PLAN.	Mgmt	For

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 LINN ENERGY, LLC

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 Agen

Security: 536020100  
 Meeting Type: Annual  
 Meeting Date: 16-Dec-2013  
 Ticker: LINE  
 ISIN: US5360201009  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR GEORGE A. ALCORN DAVID D. DUNLAP MARK E. ELLIS MICHAEL C. LINN JOSEPH P. MCCOY JEFFREY C. SWOVELAND	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For



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|----|---|------|-----|
| 2. | RATIFICATION OF THE SELECTION OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANT FOR LINN FOR 2013.   | Mgmt | For |
| 3. | APPROVAL OF THE ISSUANCE OF LINN UNITS TO LINNCO, LLC ("LINNCO") IN EXCHANGE FOR THE CONTRIBUTION OF BERRY PETROLEUM COMPANY ("BERRY") TO LINN PURSUANT TO THE TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF FEBRUARY 20, 2013, AS AMENDED BY AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 3, 2013, AND AMENDMENT NO. 2 TO AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 13, 2013, BY AND AMONG BERRY, BACCHUS HOLDCO, INC., A DIRECT WHOLLY OWNED SUBSIDIARY OF ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Mgmt | For |
| 4. | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE LINN ENERGY, LLC AMENDED AND RESTATED LONG-TERM INCENTIVE PLAN (THE "LTIP"), WHICH INCREASES THE TOTAL NUMBER OF LINN UNITS AUTHORIZED TO BE ISSUED UNDER THE LTIP FROM 12,200,000 UNITS TO 21,000,000 UNITS.   | Mgmt | For |
| 5. | APPROVAL OF ANY ADJOURNMENT OF THE LINN ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF ALL OF THE PROPOSALS VOTED ON BY THE LINN UNITHOLDERS AT THE LINN ANNUAL MEETING.  | Mgmt | For |

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MAGELLAN MIDSTREAM PARTNERS, L.P.

Agen

Security: 559080106  
Meeting Type: Annual  
Meeting Date: 24-Apr-2014  
Ticker: MMP  
ISIN: US5590801065

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JAMES C. KEMPNER MICHAEL N. MEARS JAMES R. MONTAGUE	Mgmt Mgmt Mgmt	For For For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR	Mgmt	For

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PLAINS ALL AMERICAN PIPELINE, L.P.

Agen

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Security: 726503105  
Meeting Type: Special  
Meeting Date: 19-Nov-2013  
Ticker: PAA  
ISIN: US7265031051  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	PROPOSAL TO APPROVE THE PLAINS ALL AMERICAN 2013 LONG-TERM INCENTIVE PLAN.	Mgmt	For
2.	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF DEEMED NECESSARY OR APPROPRIATE BY OUR GENERAL PARTNER, TO SOLICIT ADDITIONAL PROXIES.	Mgmt	For

\* Management position unknown

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Salient MLP & Energy Infrastructure Fund  
By (Signature) /s/ Gregory A. Reid  
Name Gregory A. Reid  
Title President  
Date 08/12/2014