

ClearBridge MLP & Midstream Fund Inc.
Form SC 13G/A
February 13, 2019

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(AMENDMENT NO. 4)*

CLEARBRIDGE ENERGY MLP FUND INC.
(Name of Issuer)

Series A Mandatory Redeemable Preferred Stock
(Title of Class of Securities)

1846922#7
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

1

Sun Life Financial Inc.

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Canada

SOLE VOTING POWER

5

41

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

41

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

41

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE

10

INSTRUCTIONS)

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

78.85%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

HC, CO

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Name of Issuer:

Item 1(a).

ClearBridge Energy MLP Fund Inc.

Address of Issuer's Principal Executive Offices:

Item 1(b). 620 Eighth Avenue, 49th Floor

New York, NY 10018

USA

Name of Person Filing:

Item 2(a).

Sun Life Financial Inc.

Address of Principal Business Office or, if none, Residence:

Item 2(b).

1 York Street

Toronto, Ontario, Canada M5J 0B6

Citizenship:

Item 2(c).

Canada

Title of Class of Securities:

Item 2(d).

Series A Mandatory Redeemable Preferred Stock

CUSIP Number:

Item 2(e).

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Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is a(n):

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E);
- (f) Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J);
Group, in accordance with Section 240.13d-1(b)(1)(ii)(K).
- (k) If filing as a non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____.

Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of Item the issuer identified in Item 1.

4.

The percentages used herein are calculated based upon the shares issued and outstanding as of November 30, 2018 as reported on the Form N-CSR filed with the Securities and Exchange Commission for the Period ended November 30, 2018.

Amount beneficially owned:

(a)
41

(b) Percent of class:

78.85%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 41

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 41

(iv) Shared power to dispose or to direct the disposition of: 0

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Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Ownership of More Than Five Percent on Behalf of Another Person.

Item 6.

Not Applicable.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

7.

Sun Life Assurance Company of Canada; classification: insurance company.

Identification and Classification of Members of the Group.

Item 8.

Not Applicable.

Notice of Dissolution of Group.

Item 9.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2019

SUN LIFE FINANCIAL INC.

By: /s/ John T. Donnelly
Name: John T. Donnelly
Title: Authorized Signatory

By: /s/ Randolph B. Brown
Name: Randolph B. Brown
Title: Authorized Signatory