TORTOISE ENERGY INFRASTRUCTURE CORP
Form 497
January 22, 2010

**Filed pursuant to Rule 497(c) and (h) under
the Securities Act of 1933, as Amended
File no. 333-146095**

PROSPECTUS SUPPLEMENT
(To prospectus dated May 8, 2009)

2,750,000 Shares

Tortoise Energy Infrastructure Corporation

Common Stock

We are offering 2,750,000 shares of our common stock. We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded master limited partnerships (MLPs) in the energy infrastructure sector. Our investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. We are a nondiversified, closed-end management investment company. This prospectus supplement, together with the accompanying prospectus dated May 8, 2009, sets forth the information that you should know before investing.

Our currently outstanding shares of common stock are, and the shares offered in this prospectus supplement and accompanying prospectus will be, listed on the New York Stock Exchange under the symbol TYG. The last reported sale price of our common stock on January 21, 2010 was $30.65 per share. The net asset value (NAV) per share of our common stock at the close of business on January 21, 2010 was $28.22.

Investing in our common stock involves risks that are described in the Risk Factors section beginning on page 31 of the accompanying prospectus.

	Per Share	Total
Public offering price	$ 30.50	$ 83,875,000
Underwriting discount	$ 1.22	$ 3,355,000
Proceeds, before offering expenses, to us(1)	$ 29.28	$ 80,520,000

(1) The aggregate offering expenses are estimated to be $245,000, all of which will be borne by us.

We have granted the underwriters the option to purchase up to an additional 412,500 shares of common stock from us at the public offering price, less the underwriting discount, to cover over-allotments, if any, within 45 days from the date of this prospectus supplement. If the underwriters exercise their overallotment option, the total public offering price will be $96,456,250 and the total underwriting discount will be $3,858,250. The proceeds to us will then be $92,598,000, before deducting offering expenses.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares will be ready for delivery to purchasers on or about January 26, 2010.

Joint Book-Running Managers

UBS Investment Bank **BofA Merrill Lynch**

Co-Managers

Barclays Capital **Oppenheimer & Co.** **RBC Capital Markets** **Wunderlich Securities**

The date of this prospectus supplement is January 21, 2010.

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You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and in the statement of additional information. We have not, and the underwriters have not, authorized anyone to provide you with different information. We are not making an offer of these securities where the offer is not permitted. The information appearing in this prospectus supplement, the accompanying prospectus and in the statement of additional information is accurate only as of

the dates on their respective covers. Our business, financial condition and prospects may have changed since such dates. We will advise investors of any material changes to the extent required by applicable law.

Cautionary notice regarding forward-looking statements

This prospectus supplement, the accompanying prospectus and the statement of additional information contain forward-looking statements. Forward-looking statements can be identified by the words may, will, intend, expect, estimate, continue, plan, anticipate, and similar terms and the negative of such terms. Such forward-looking statements may be contained in this prospectus supplement as well as in the accompanying prospectus. By their nature, all forward-looking statements involve risks and uncertainties, and actual results could differ materially from those contemplated by the forward-looking statements. Several factors that could materially affect our actual results are the performance of the portfolio of securities we hold, the conditions in the U.S. and international financial, petroleum and other markets, the price at which our shares will trade in the public markets and other factors discussed in our periodic filings with the Securities and Exchange Commission (the SEC).

Although we believe that the expectations expressed in our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and are subject to inherent risks and uncertainties, such as those disclosed in the Risk Factors section of the prospectus accompanying this prospectus supplement. All forward-looking statements contained or incorporated by reference in this prospectus supplement or the accompanying prospectus are made as of the date of this prospectus supplement or the accompanying prospectus, as the case may be. Except for our ongoing obligations under the federal securities laws, we do not intend, and we undertake no obligation, to update any forward-looking statement. The forward-looking statements contained in this prospectus supplement and the accompanying prospectus are excluded from the safe harbor protection provided by Section 27A of the Securities Act of 1933 (the 1933 Act).

Currently known risk factors that could cause actual results to differ materially from our expectations include, but are not limited to, the factors described in the Risk Factors section of the prospectus accompanying this prospectus supplement. We urge you to review carefully these sections for a more complete discussion of the risks of an investment in our common stock.

Summary

This summary contains basic information about us and the offering but does not contain all of the information that is important to your investment decision. You should read this summary together with the more detailed information contained elsewhere in this prospectus supplement and accompanying prospectus and in the statement of additional information, especially the information set forth under the heading Risk Factors beginning on page 31 of the accompanying prospectus. When used in this prospectus supplement, the terms we, us, and our refer to Tortoise Energy Infrastructure Corporation, unless specified otherwise.

THE COMPANY

We seek to provide our stockholders with an efficient vehicle to invest in a portfolio of publicly traded MLPs in the energy infrastructure sector. Our investment objective is to seek a high level of total return with an emphasis on current distributions paid to stockholders. For purposes of our investment objective, total return includes capital appreciation of, and all distributions received from, securities in which we invest regardless of the tax character of the distributions. Similar to the tax characterization of distributions made by MLPs to unitholders, a significant portion of our distributions to stockholders are expected to be treated as a return of capital to stockholders.

We are a nondiversified, closed-end management investment company. We commenced operations in February 2004 following our initial public offering. We were the first publicly traded investment company offering access to a portfolio of MLPs. As of the date of this prospectus supplement, we have outstanding $73 million of our Mandatory Redeemable Preferred Stock due December 31, 2019 (the Tortoise Preferred Shares) and approximately $170 million of our privately placed Senior Notes (the Tortoise Notes).

We have established an unsecured credit facility with U.S. Bank N.A. serving as a lender and the lending syndicate agent on behalf of other lenders participating in the credit facility, which currently allows us to borrow up to $70 million. Outstanding balances under the credit facility generally accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 2.00%, with a fee of 0.25% on any unused balance of the credit facility. As of the date of this prospectus supplement, the current rate is 2.23%. The credit facility remains in effect through June 20, 2010. We may draw on the facility from time to time in accordance with our investment policies. As of the date of this prospectus supplement, we have outstanding approximately $18.4 million under the credit facility. We have a fiscal year ending November 30.

We expect to distribute substantially all of our distributable cash flow (DCF) to holders of common stock through quarterly distributions. DCF is the amount we receive as cash or paid-in-kind distributions from MLPs or their affiliates, and interest payments received on debt securities owned by us, less current or anticipated operating expenses, current taxes on our taxable income, and leverage costs paid by us (including leverage costs of the Tortoise Notes and Tortoise Preferred Shares). Our Board of Directors adopted a policy to target distributions to common stockholders in an amount of at least 95% of DCF on an annual basis.

INVESTMENT ADVISER

Tortoise Capital Advisors, L.L.C. (the Adviser) serves as our investment adviser. The Adviser specializes in managing portfolios of investments in MLPs and other energy companies. The Adviser was formed in October 2002 to provide portfolio management services to institutional and high-net-worth investors seeking professional management of their MLP investments. As of December 31, 2009, the Adviser had approximately $2.8 billion of client assets under management. The Adviser s investment committee is comprised of five portfolio managers. See Management of the

Company in the accompanying prospectus.

The Adviser also serves as the investment adviser to Tortoise Energy Capital Corporation, Tortoise North American Energy Corporation, Tortoise Capital Resources Corporation, and Tortoise Power and Energy Infrastructure Fund, Inc., which are also publicly traded, closed-end management investment companies, as well as private accounts.

The principal business address of the Adviser is 11550 Ash Street, Suite 300, Leawood, Kansas 66211.

PORTFOLIO INVESTMENTS

We invest primarily in securities of energy infrastructure companies. Energy infrastructure companies engage in the business of transporting, processing, storing, distributing or marketing natural gas, natural gas liquids (primarily propane), coal, crude oil or refined petroleum products, or exploring, developing, managing or producing such commodities. Under normal circumstances, we invest at least 90% of our total assets (including assets we obtain through leverage) in securities of energy infrastructure companies and at least 70% of our total assets in equity securities of MLPs.

We have adopted the following additional nonfundamental investment policies.

Ø We may invest up to 30% of our total assets in restricted securities, primarily through direct placements.

Ø We may invest up to 25% of our total assets in debt securities of energy infrastructure companies, including securities rated below investment grade (commonly referred to as junk bonds). Below investment grade debt securities will be rated at least B3 by Moody s Investors Service, Inc. (Moody s) and at least B- by Standard & Poor s Ratings Group at the time of purchase, or comparably rated by another statistical rating organization or if unrated, determined to be of comparable quality by the Adviser.

Ø We will not invest more than 10% of total assets in any single issuer.

Ø We will not engage in short sales.

See Investment Objective and Principal Investment Strategies in the accompany prospectus.

As of December 31, 2009, our unaudited portfolio investments were approximately $1.1 billion. Our top 10 holdings by issuer as of that date were:

	Name	Market Value (in millions)	Percentage of Investment Securities[1]
1.	Enterprise Products Partners L.P.	$ 97.3	9.1%
2.	Kinder Morgan Management, LLC	90.2	8.4%
3.	Enbridge Energy Partners, L.P.	83.6	7.8%
4.	Energy Transfer Partners, L.P.	80.9	7.5%
5.	Magellan Midstream Partners, L.P.	68.4	6.4%
6.	Inergy, L.P.	65.6	6.1%
7.	Plains All American Pipeline, L.P.	61.7	5.7%
8.	Sunoco Logistics Partners L.P.	53.4	5.0%
9.	Boardwalk Pipeline Partners, LP	51.2	4.8%

10.	TC PipeLines, LP		45.0	4.2%
	Total	$	697.3	65.0%

(1) Percent of investments and cash equivalents.

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NAV HISTORY

The following table sets forth our NAV per share of our common stock as of the end of each month since August 31, 2009.

Month Ending	**NAV**
September 30, 2009	$ 23.92
October 31, 2009	$ 24.62
November 30, 2009	$ 25.53
December 31, 2009	$ 27.38

RECENT DEVELOPMENTS

Adviser Transaction. On September 15, 2009, the Adviser announced that senior management of the Adviser had acquired, along with Mariner Holdings, LLC (Mariner), all of the ownership interests in the Adviser (the Transaction). As part of the Transaction, Mariner purchased a majority stake in the Adviser, with the intention to provide growth capital and resources and provide the Adviser with a complementary strategic partner in the asset management business. Mariner is an independent investment firm with affiliates focused on wealth and asset management.

On September 11, 2009, our stockholders approved, and on September 15, 2009, effective upon the closing of the Transaction we entered into, a new Investment Advisory Agreement with the Adviser (the Current Investment Advisory Agreement). The terms of the Current Investment Advisory Agreement are substantially identical to the terms of the Investment Advisory Agreement formerly in place between us and the Adviser (the Former Investment Advisory Agreement), except for the effective and termination dates, and simply continue the relationship between us and the Adviser. The advisory fee we pay to the Adviser under the Current Investment Advisory Agreement has not changed from the amount paid under the Former Investment Advisory Agreement.

On September 15, 2009, effective upon the consummation of the Transaction, Terry Matlack resigned from our Board of Directors in order to comply with a safe harbor under Section 15(f) of the Investment Company Act of 1940 (the 1940 Act). Mr. Matlack remains a Managing Director of the Adviser, a member of the Adviser s Investment Committee and our Chief Financial Officer.

Our portfolio management, investment objectives and policies, and investment processes did not change as a result of the Transaction or entering into the Current Investment Advisory Agreement. The current Managing Directors of the Adviser continue to serve as the Investment Committee of the Adviser responsible for the investment management of our portfolio. The Adviser retained its name and other personnel currently providing services to us and remains located at 11550 Ash Street, Suite 300, Leawood, Kansas 66211.

The business and affairs of the Adviser are currently managed by its five Managing Directors David J. Schulte (also our Chief Executive Officer and President), Terry C. Matlack (also our Chief Financial Officer), H. Kevin Birzer (also a director and our Chairman of the Board), Zachary A. Hamel (also our Senior Vice President), and Kenneth P. Malvey (also our Senior Vice President and Treasurer).

Common Stock Distribution. On September 1, 2009, we paid a distribution in the amount of $0.54 per common share. On November 30, 2009, we paid a distribution in the amount of $0.54 per common share.

Credit Facility Extension. On June 19, 2009, we entered into an amendment of our unsecured credit facility with U.S. Bank N.A. and a lending syndicate effective as of June 20, 2009. The amended credit agreement provides for a $70 million revolving credit facility and extends the term of the credit facility until June 20, 2010. During the extension, outstanding balances will accrue interest at a variable annual rate equal to the one-month LIBOR rate plus 2.00% and unused balances of the credit facility will accrue a non-use fee equal to an annual rate of 0.25%.

Issuance of Mandatory Redeemable Preferred Stock. On December 14, 2009, we issued $65 million of our Tortoise Preferred Shares. On December 21, 2009, we issued an additional $8 million of our Tortoise Preferred Shares pursuant to the underwriters exercise of their overallotment option. Distributions on the Tortoise Preferred Shares are payable monthly at a rate of 6.25% per annum. We must redeem the Tortoise Preferred Shares on December 31, 2019. We may redeem the Tortoise Preferred Shares prior to December 31, 2019 under certain circumstances. The Tortoise Preferred Shares are rated AA and A1 by Fitch Ratings (Fitch) and Moody s, respectively.

Change to Leverage Target. On December 16, 2009, our Board of Directors reduced our leverage target to 25% of our total assets (previously 33% of our total assets) at the time of incurrence and also approved a policy permitting temporary increases in the amount of leverage we may use from 25% of our total assets to up to 30% of our total assets at the time of incurrence, provided that (i) such leverage is consistent with the limits set forth in the 1940 Act and (ii) that we expect to reduce such increased leverage over time in an orderly fashion.

Issuance of Series F & G Tortoise Notes. On December 21, 2009, we issued $59,975,000 in aggregate principal amount of our Series F and Series G Tortoise Notes to a single holder. The $29,975,000 Series F Tortoise Notes are due December 21, 2012 and bear interest at 4.5% per annum. The $30,000,000 Series G Tortoise Notes are due December 21, 2016 and bear interest at 5.85% per annum. The Series F and G Tortoise Notes are rated AAA by Fitch.

Full Redemption of Auction Rate Securities. On December 21, 2009, we used the proceeds from the issuance of our Tortoise Preferred Shares and Series F and G Tortoise Notes to redeem all $70 million of our outstanding Auction Rate Preferred Stock and all $60 million of our outstanding Auction Rate Senior Notes.

THE OFFERING

Common stock offered by the Company	2,750,000 shares(1)
Shares outstanding after the offering	26,845,987 shares(1)
Use of proceeds	We estimate that our net proceeds from this offering after expenses without exercise of the overallotment option will be approximately $80,275,000. We intend to use the net proceeds of this offering to invest in energy infrastructure companies in accordance with our investment objective and policies or for working capital purposes. Pending such investments, we anticipate (i) repaying short-term debt outstanding under our credit facility and/or (ii) investing in short-term securities issued by the U.S. government or its agencies or instrumentalities or in short-term debt obligations or money market instruments. See Use of Proceeds.
Risk factors	See the section titled Risk Factors and other information included in the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.
New York Stock Exchange symbol	TYG

(1) The number of shares offered and outstanding after the offering assumes the underwriters overallotment option is not exercised. If the overallotment option is exercised in full, we will issue and sell an additional 412,500 shares and have 27,258,487 shares outstanding following the offering.

Stockholder transaction expenses:	
Underwriting discount (as a percentage of offering price)	**4.00%**
Offering expenses borne by us (as a percentage of offering price)	0.29%
Dividend reinvestment plan fees(1)	None

(1) Stockholders will pay a transaction fee plus brokerage charges if they direct the Plan Agent to sell common stock held in a dividend reinvestment account. See Automatic Dividend Reinvestment and Cash Purchase Plan in the accompanying prospectus.

Example This example replaces the example as set forth on page 9 of the accompanying prospectus with respect to this offering.

The following example illustrates the expenses that common stockholders would pay on a $1,000 investment in common stock assuming (1) an underwriting discount of 4.00% and offering expenses of 0.29% of the offering price; (2) total annual expenses of 4.69% of net assets attributable to shares of common stock; (3) a 5% annual return; and (4) all distributions are reinvested at net asset value:

	1 Year	3 Years	5 Years	10 Years
Total Expenses Paid by Common Stockholders(1)	$ 88	$ 178	$ 269	$ 499

(1) Includes deferred income tax expense.

The example should not be considered a representation of future expenses. Actual expenses may be greater or less than those assumed. Moreover, our actual rate of return may be greater or less than the hypothetical 5% return shown in the example.

Use of proceeds

We estimate that we will receive net proceeds from this offering of approximately $80,275,000 after deducting the underwriting discount and our estimated offering expenses, or $92,353,000 if the underwriters exercise their overallotment option in full. We intend to use the net proceeds of this offering to invest in energy infrastructure companies in accordance with our investment objective and policies or for working capital purposes. Pending such investments, we anticipate (i) repaying short-term debt outstanding under our credit facility and/or (ii) investing in short-term securities issued by the U.S. government or its agencies or instrumentalities or in short-term debt obligations or money market instruments.

Capitalization

The following table sets forth our capitalization: (i) as of August 31, 2009, (ii) pro forma to reflect the subsequent borrowing under our credit facility through the date of this prospectus supplement, the issuance of Tortoise Preferred Shares in the amount of $65,000,000 on December 14, 2009, the issuance of Tortoise Preferred Shares in the amount of $8,000,000 on December 21, 2009 pursuant to the underwriters exercise of their overallotment option, the issuance of Series F & G Tortoise Notes in an aggregate amount of $59,975,000 on December 21, 2009, the redemption of all $70,000,000 of our outstanding Auction Rate Preferred Stock on December 21, 2009, the redemption of all $60,000,000 of our outstanding Auction Rate Senior Notes on December 21, 2009, the issuance of 302,000 shares of common stock under our at-the-market offering program during the period from September 1, 2009 through the date of this prospectus supplement and the issuance of an aggregate of 134,593 shares of common stock pursuant to our dividend reinvestment plan on September 1, 2009 and November 30, 2009; and (iii) pro forma as adjusted to reflect the issuance of the common shares offered hereby. As indicated below, common stockholders will bear the offering costs associated with this offering.

	Actual August 31, 2009 (unaudited)	Pro Forma (unaudited)	Pro Forma as Adjusted (unaudited)
Cash and cash equivalents	$ 425,783	$ 124,244	$ 61,999,244
Short-term debt:			
Unsecured credit facility: $70,000,000 available(1)	4,400,000	18,400,000	
Long-term debt:			
Tortoise Notes, denominations of $25,000 or any multiple thereof(2)	170,000,000	169,975,000	169,975,000
Preferred Stock:			
Tortoise Preferred Shares, $25,000 stated value per share at liquidation; 10,400 shares authorized/2,800 shares issued and outstanding actual; no shares outstanding pro forma and pro forma as adjusted(2)	70,000,000		
Mandatory Redeemable Preferred Shares, $10.00 stated value per share at liquidation; no shares authorized/outstanding actual; 7,475,000 shares authorized/7,300,000 outstanding pro forma and pro forma as adjusted(2)		73,000,000	73,000,000
Net Assets Applicable to Common Stockholders Consist of:			
Capital Stock, $0.001 par value, 100,000,000 common shares authorized; 23,659,394 common shares issued and outstanding actual; 24,095,987 common shares issued and outstanding pro forma; 26,845,987 common shares issued and outstanding pro forma as adjusted(2)	23,659	24,096(3)	26,846(3)(5)
Additional paid-in capital	400,809,251	412,294,919(4)	492,567,169(4)(6)
Common stock subscribed	312,297	312,297	312,297

Subscriptions receivable	(312,297)	(312,297)	(312,297)
Accumulated net investment loss, net of income taxes	(35,808,080)	(35,808,080)	(35,808,080)
Undistributed realized gain, net of income taxes	25,084,073	25,084,073	25,084,073
Net unrealized appreciation of investments, net of income taxes	152,113,633	152,113,633	152,113,633
Net assets applicable to common stockholders	$ 542,222,536	$ 553,708,641	$ 633,983,641

(1) *We have an unsecured credit facility with U.S. Bank, N.A. and a lending syndicate that allows us to borrow up to $70 million. The amended credit facility expires on June 20, 2010. As of the date of this prospectus supplement, we had $18.4 million borrowed under our credit facility.*

(2) *None of these outstanding shares/notes are held by us or for our account.*

Capitalization

(3) *Reflects the issuance of 302,000 shares of common stock (aggregate par value $302) under our at-the-market offering program during the period from September 1, 2009 through the date of this prospectus supplement and the issuance of 134,593 shares of common stock (aggregate par value $135) pursuant to our dividend reinvestment plan on September 1, 2009 and November 30, 2009.*

(4) *Reflects the issuance of 302,000 shares of common stock during the period from September 1, 2009 through the date of this prospectus supplement in an aggregate amount of $8,080,294 less $0.001 par value per share ($302) and the issuance of 134,593 shares of common stock pursuant to our dividend reinvestment plan on September 1, 2009 and November 30, 2009 in an aggregate amount of $3,405,811 less $0.001 par value per share ($135).*

(5) *Pro forma as adjusted common stock reflects the issuance of 2,750,000 shares of common stock offered hereby (aggregate par value $2,750).*

(6) *Pro forma as adjusted additional paid-in capital reflects the proceeds from the issuance of shares of common stock offered hereby ($83,875,000), less $0.001 par value per share of common stock ($2,750), less the underwriting discount and offering costs ($3,600,000).*

Financial highlights

Information contained in the table below under the heading Per Common Share Data and Supplemental Data and Ratios shows our per common share operating performance. Except when noted, the information in this table is derived from our financial statements audited by Ernst & Young LLP, whose report on such financial statements is contained in our 2008 Annual Report and incorporated by reference into the statement of additional information, both of which are available from us upon request. The information as of August 31, 2009 and for the period from December 1, 2008 through August 31, 2009 appears in our unaudited interim financial statements as filed with the SEC in our most recent stockholder report for the period ended August 31, 2009. See Where You Can Find More Information in this prospectus supplement.

Period from December 1, 2008 through August 31, 2009 (unaudited)	Year ended November 30, 2008	Year ended November 30, 2007	Year ended November 30, 2006	Year ended November 30, 2005	Period from February 27, 2004[1] through November 30, 2004