

KAYNE ANDERSON ENERGY DEVELOPMENT CO

Form N-8F/A

October 09, 2018

As filed with the Securities and Exchange Commission on October 9, 2018

1940 Act File No. 811-22435

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-8F

Application for Deregistration of Certain Registered Investment Companies

I. General Identifying Information

1. Reason fund is applying to deregister (check *only one*; for descriptions, *see* Instruction 1 above):

Merger

Liquidation

Abandonment of Registration

(Note: Abandonments of Registration answer *only* questions 1 through 15, 24 and 25 of this form and complete verification at the end of the form.)

Election of status as a Business Development Company

(Note: Business Development Companies answer *only* questions 1 through 10 of this form and complete verification at the end of the form.)

2. Name of fund: Kayne Anderson Energy Development Company

3. Securities and Exchange Commission File No.: 811-22435

4. Is this an initial Form N-8F or an amendment to a previously filed Form N-8F?

Initial Application

Amendment

5. Address of Principal Executive Office (include No. & Street, City, State, Zip Code):

811 Main Street, 14th Floor, Houston, Texas 77002

6. Name, address and telephone number of individual the Commission staff should contact with any questions regarding this form:

R. William Burns III, Esq.

Paul Hastings LLP

600 Travis Street, Suite 5800

Houston, TX 77002

(713) 860-7352

7. Name, address and telephone number of individual or entity responsible for maintenance and preservation of fund records in accordance with rules 31a-1 and 31a-2 under the Act [17 CFR 270.31a-1, .31a-2]:

KA Fund Advisors, LLC (the fund's investment advisor since its inception), 811 Main Street, 14th Floor, Houston, Texas 77002, (713) 493-2020

NOTE: Once deregistered, a fund is still required to maintain and preserve the records described in rules 31a-1 and 31a-2 for the periods specified in those rules.

8. Classification of fund (check only one):

Management company;

Unit investment trust; or

Face-amount certificate company.

9. Subclassification if the fund is a management company (check only one):

Open-end

Closed-end

10. State law under which the fund was organized or formed (*e.g.*, Delaware, Massachusetts):

Maryland

11. Provide the name and address of each investment adviser of the fund (including sub-advisers) during the last five years, even if the fund's contracts with those advisers have been terminated:

KA Fund Advisors, LLC, 811 Main Street, 14th Floor, Houston, Texas 77002

12. Provide the name and address of each principal underwriter of the fund during the last five years, even if the fund's contracts with those underwriters have been terminated:

N/A

13. If the fund is a unit investment trust (UIT) provide:

(a) Depositor's name(s) and address(es): N/A

(b) Trustee's name(s) and address(es): N/A

14. Is there a UIT registered under the Act that served as a vehicle for investment in the fund (*e.g.*, an insurance company separate account)?

Yes

No

If Yes, for each UIT state:

Name(s):

File No.: 811-

Business Address:

15. (a) Did the fund obtain approval from the board of directors concerning the decision to engage in a Merger, Liquidation or Abandonment of Registration?
- Yes No

If Yes, state the date on which the board vote took place: February 5, 2018

If No, explain:

- (b) Did the fund obtain approval from the shareholders concerning the decision to engage in a Merger, Liquidation or Abandonment of Registration?
- Yes No

If Yes, state the date on which the shareholder vote took place: July 31, 2018

If No, explain:

II. Distributions to Shareholders

16. Has the fund distributed any assets to its shareholders in connection with the Merger or Liquidation?
Yes No

(a) If Yes, list the date(s) on which the fund made those distributions: August 6, 2018

(b) Were the distributions made on the basis of net assets?
Yes No

(c) Were the distributions made *pro rata* based on share ownership?
Yes No

(d) If No to (b) or (c) above, describe the method of distributions to shareholders. For Mergers, provide the exchange ratio(s) used and explain how it was calculated:

In connection with the reorganization, the fund's outstanding common stock was exchanged for newly-issued shares of common stock of Kayne Anderson MLP/Midstream Investment Company (KYN), the surviving fund in the transaction. The aggregate net asset value (NAV) of KYN's shares of common stock received by the fund's common shareholders was equal to the aggregate NAV of their holdings of the fund's common stock as determined as of the close of business on August 3, 2018, less the applicable costs of the reorganization.

The fund's NAV per common share as of August 3, 2018 was \$19.23730865, and KYN's NAV per common share as of August 3, 2018 was \$20.02174016. Accordingly, common shareholders of the fund received 0.96082101 common shares of KYN for each share of the fund (with cash for resulting fractional KYN shares), representing the quotient of the fund's NAV per common share divided by KYN's NAV per common share.

Also as part of the reorganization, each holder of the fund's Series A Mandatory Redeemable Preferred Shares received an equivalent number of KYN's Series K Mandatory Redeemable Preferred Shares in exchange. The aggregate liquidation preference of KYN's Series K Mandatory Redeemable Preferred Shares was equal to the aggregate liquidation preference of the fund's Series A Mandatory Redeemable Preferred Shares that were exchanged. KYN's replacement preferred shares have substantially identical terms and conditions as the preferred shares for which they were exchanged.

(e) *Liquidations only:* N/A
Were any distributions to shareholders made in kind?

Yes No

If Yes, indicate the percentage of fund shares owned by affiliates, or any other affiliation of shareholders:

17. *Closed-end funds only:*

Has the fund issued senior securities?

Yes No

If Yes, describe the method of calculating payments to senior securityholders and distributions to other shareholders:

Please see the response to Question 16(d).

18. Has the fund distributed ***all*** of its assets to the fund's shareholders?

Yes No

If No,

(a) How many shareholders does the fund have as of the date this form is filed?

(b) Describe the relationship of each remaining shareholder to the fund:

19. Are there any shareholders who have not yet received distributions in complete liquidation of their interests?

Yes No

If Yes, describe briefly the plans (if any) for distributing to, or preserving the interests of, those shareholders:

III. Assets and Liabilities

20. Does the fund have any assets as of the date this form is filed?
(See question 18 above)

Yes No

If Yes,

(a) Describe the type and amount of each asset retained by the fund as of the date this form is filed:

(b) Why has the fund retained the remaining assets?

(c) Will the remaining assets be invested in securities?

Yes No

21. Does the fund have any outstanding debts (other than face-amount certificates if the fund is a face-amount certificate company) or any other liabilities?

Yes No

If Yes,

(a) Describe the type and amount of each debt or other liability:

(b) How does the fund intend to pay these outstanding debts or other liabilities?

IV. Information About Event(s) Leading to Request for Deregistration

22. (a) List the expenses incurred in connection with the Merger or Liquidation:

(i) Legal expenses: \$410,000 (estimated)

(ii) Accounting expenses: \$37,000 (estimated)

(iii)

Other expenses (list and identify separately): Printing and proxy expenses \$195,000 (estimated), transfer agent expenses \$5,000 (estimated), insurance expenses \$19,000 (estimated), leverage refinancing expenses \$150,000 (estimated), credit rating expenses \$13,000 (estimated), stock exchange listing expenses \$45,000 (estimated)

(iv) Total expenses (sum of lines (i)-(iii) above): \$874,000 (estimated)

(b) How were those expenses allocated?

Expenses were allocated between the funds party to the transaction on a pro rata basis based upon net assets.

Who paid those expenses? The fund and KYN bore the costs of the transaction, as described in the response to 22(b)

(c) How did the fund pay for unamortized expenses (if any)?

N/A

23. Has the fund previously filed an application for an order of the Commission regarding the Merger or Liquidation?

Yes No

If Yes, cite the release numbers of the Commission's notice and order or, if no notice or order has been issued, the file number and date the application was filed:

V. Conclusion of Fund Business

24. Is the fund a party to any litigation or administrative proceeding?

Yes No

If Yes, describe the nature of the litigation or proceeding and the position taken by the fund in that litigation.

25. Is the fund now engaged, or intending to engage, in any business activities other than those necessary for winding up its affairs?

Yes No

If Yes, describe the nature and extent of those activities:

VI. Mergers Only

26. (a) State the name of the fund surviving the Merger: Kayne Anderson MLP/Midstream Investment Company

(b) State the Investment Company Act file number of the fund surviving the Merger: 811-21593

(c) If the merger or reorganization agreement has been filed with the Commission, state the file number(s), form type used and the date the agreement was filed:

A Form of Agreement and Plan of Reorganization was filed as Appendix A to the Registration Statement on Form N-148C of Kayne Anderson MLP Investment Company, initially filed on March 20, 2018 (File No. 333-223795) and the Joint Proxy Statement/Prospectus dated as of May 30, 2018.

(d) If the merger or reorganization agreement has **not** been filed with the Commission, provide a copy of the agreement as an exhibit to this form.

VERIFICATION

The undersigned states that (i) he has executed this Form N-8F application for an order under section 8(f) of the Investment Company Act of 1940 on behalf of Kayne Anderson Energy Development Company, (ii) he is the Chief Financial Officer and Treasurer of Kayne Anderson Energy Development Company and (iii) all actions by shareholders, directors, and any other body necessary to authorize the undersigned to execute and file this Form N-8F application have been taken. The undersigned also states that the facts set forth in this Form N-8F application are true to the best of his knowledge, information, and belief.

/s/ Terry A. Hart

Name: Terry A. Hart

Title: Chief Financial Officer and Treasurer

Kayne Anderson Energy Development
Company