

ClearBridge Energy MLP Fund Inc.
Form SC 13G/A
February 16, 2016
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

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,
2015
(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

⁵ 150

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

⁶ 0

SOLE DISPOSITIVE POWER

⁷ 150

SHARED DISPOSITIVE POWER

⁸ 0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

150

CHECK IF THE AGGREGATE
AMOUNT IN ROW

10

(9) EXCLUDES CERTAIN
SHARES

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 9

11

78.95%

TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)

12

HC

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Item 1(a). Name of
Issuer:

ClearBridge
Energy
MLP
Fund Inc.

Item 1(b). Address of
Principal
Executive
Offices:

620 Eighth
Avenue,
49th Floor
New York,
NY 10018
USA

Item 2(a). Name of
Person
Filing:

Sun Life
Financial
Inc.

Item 2(b). Address of
Principal
Business
Office, or, if
None,
Residence:

150 King
Street West
Toronto,
Ontario,
Canada
M5H 1J9

Item 2(c). Citizenship:

Canada

Title of
Item 2(d). Class of
Securities:

Series A
Mandatory
Redeemable
Preferred
Stock

Item 2(e). CUSIP
Number:

1846922#7

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is
a:

- (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) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A 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 § 240.240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership.

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

The percentages used herein are calculated based upon the shares issued and outstanding as of November 30, 2015 as reported on the Form N-CSR filed with the Securities and Exchange Commission for the Period ended November 30, 2015.

(a) Amount beneficially owned: 150

(b) Percent of class: 78.95%

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

(i) Sole power to vote or to direct the vote: 150

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

(iii)
Sole
power
to
dispose
or to
direct
the
disposition
of: 150

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

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 5 percent of the class of securities, check the following:

Item
6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item
7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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

Item
8. Identification and Classification of Members of the Group.

Not Applicable.

Item
9. Notice of Dissolution of Group.

Not Applicable.

Item
10. Certifications.

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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SIGNATURE

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

Date: February 16, 2016

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

By: /s/ Stephen Peacher
Title: Authorized
Signatory