

Salient MLP & Energy Infrastructure Fund
Form N-8F
December 15, 2014
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-8F

Application Pursuant to Section 8(f) of the
Investment Company Act of 1940 (“Act”)
and Rule 8f-1 Thereunder for Order Declaring
that a Registered Investment Company has Ceased
to be an Investment Company under the Act

I. General Identifying
Information

Reason fund is applying to
deregister (check only one;
1. 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.)

Name of fund: Salient MLP

2. & Energy Infrastructure
Fund

3. Securities and Exchange
Commission File No.:

811-22530

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

Initial
Application Amendment

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

4265 San Felipe, 8th Floor
Houston, TX 77027

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

Pablo Javier Man
K&L Gates LLP
State Street Financial
Center
One Lincoln Street

1

Boston, MA 02111
(617) 951-9209

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]:

Salient Capital Advisors, LLC 4265 San Felipe, 8th Floor Houston, TX 77027 (713) 993-4675	U.S. Bancorp Fund Services, LLC 615 East Michigan Street Milwaukee, WI 53202
--	---

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):

Delaware

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:

Salient Capital Advisors, LLC
4265 San Felipe, 8th Floor
Houston, TX 77027
(713) 993-4675

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

Stifel, Nicolaus & Company,
Incorporated
237 Park Avenue
New York, NY 10017

2

RBC Capital Markets, LLC
One Beacon St., 24th Floor
Boston, MA 02108

Morgan Keegan &
Company, Inc.
50 N. Front Street
Memphis, TN 38103

Oppenheimer & Co., Inc.
300 Madison Avenue
New York, NY 10017

Robert W. Baird & Co.
Incorporated
800 Maryland Avenue
St. Louis, MO 63105

BB&T Capital Markets, a
division of Scott &
Stringfellow, LLC
901 East Byrd Street., Ste
300
Richmond, VA 23219

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

- (a) Depositor’s name(s)
and address(es):
- (b) Trustee’s name(s) and
address(es):

Not applicable.

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)?

[] [x]
Yes No

If Yes, for each UIT state:
Name(s):

File No.:

811-_____

Business Address:

Not applicable.

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

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

April 15, 2014 and May 20,
2014

If No, explain:

Did the fund obtain approval
from the shareholders
concerning the decision to
(b) engage in a Merger,
Liquidation or
Abandonment of
Registration?

]
~~Yes~~
No

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

November 13, 2014

If No, explain:

II. Distributions to Shareholders

Has the fund distributed any
assets to its shareholders in
16. connection with the Merger or
Liquidation?

[]
Yes No

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

November 17, 2014

(b) Were the distributions made
on the basis of net assets?

]
~~Yes~~
No

Were the distributions made
(c) pro rata based on share
ownership?

]
Yes

If No to (b) or (c) above,
describe the method of
distributions to

(d) shareholders. For Mergers,
provide the exchange
ratio(s) used and explain
how it was calculated:

Liquidations
(e) only: Not
applicable.

Were any distributions to
shareholders made in kind?

[]
] No
Yes

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

Closed-end funds
only:
17. Has the fund issued
senior securities?

Yes No

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

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

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

[] Yes
 [x] No

If Yes,

Describe the type and amount of each asset

(a) 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?

[] No
 [x] Yes

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

Yes
 No

If Yes,

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

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

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

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

- (i) Legal expenses:
\$84,525
- (ii) Accounting
expenses: \$5,000
Other expenses
- (iii) (list and identify
separately): \$0
Total expenses
- (iv) (sum of lines
(i)-(iii)
above): \$89,525

(b) How were those
expenses allocated?

The acquiring fund,
Salient Midstream &
MLP Fund, and
Salient MLP &
Energy Infrastructure
Fund (each a "Fund")
each bore expenses
incurred in
connection with the
reorganization.
Expenses specific to

one or each of the Funds were expensed as incurred while non-fund specific expenses were allocated on a pro rata basis based upon net assets.

(c) Who paid those expenses?

Each of Salient Midstream & MLP Fund and Salient MLP & Energy Infrastructure Fund paid those expenses in the manner described in Question 22(b), above.

(d) How did the fund pay for unamortized expenses (if any)?
Not applicable.

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

6

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

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

[
] [x] No
Yes

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

VI. Mergers Only

State the name of the fund surviving the
26. (a) Merger:
Salient
Midstream &
MLP Fund

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

811-22626

(c) If the merger or reorganization

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

333-198304
Form 497
(Appendix A)
September 30,
2014

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

Not applicable.

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 Salient MLP & Energy Infrastructure Fund, (ii) he is President and Chief Executive Officer of Salient MLP & Energy Infrastructure Fund, and (iii) all actions by shareholders, trustees, 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/ Gregory A. Reid
Gregory A. Reid
President and Chief
Executive Officer
Salient Midstream &
MLP Fund
Salient MLP &
Energy Infrastructure
Fund