Salient Midstream & MLP Fund Form N-PX August 13, 2015

#### **UNITED STATES**

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **FORM N-PX**

# ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED

#### MANAGEMENT INVESTMENT COMPANY

**Investment Company Act file number: 811-22626** 

### SALIENT MIDSTREAM & MLP FUND

(Exact name of registrant as specified in charter)

4265 SAN FELIPE, SUITE 800

**HOUSTON, TEXAS 77027** 

(Address of principal executive offices) (Zip code)

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George Zornada, Esq.

**K&L** Gates

**State Street Financial Center** 

**One Lincoln Street** 

Boston, Ma 02111

(Name and address of agent for service)

Registrant s telephone number, including area code: (713) 993-4001

Date of fiscal year end: November 30

Date of reporting period: July 1, 2014 through June 30, 2015

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant s proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

## PROXY VOTING RECORD

## **FOR PERIOD JULY 1, 2014 TO JUNE 30, 2015**

### Salient Midstream & MLP Fund

## CAPITAL PRODUCT PARTNERS L.P.

Security	Y11082107	Meeting Type	Annual
Ticker Symbol	CPLP	<b>Meeting Date</b>	21-Aug-2014
ISIN	MHY110821078	Agenda	934061780 - Management

		Proposed		For/Against
Item	Proposal	by	Vote	Management
1.	ELECTION OF ONE CLASS I DIRECTOR UNTIL THE	Management	For	For
	2017 ANNUAL MEETING: PIERRE DE			
	DEMANDOLX-DEDONS			
2.	PROPOSAL TO APPROVE THE FOURTH	Management	Against	Against
	AMENDMENT TO THE SECOND AMENDED AND			
	RESTATED AGREEMENT OF LIMITED			
	PARTNERSHIP OF CAPITAL PRODUCT PARTNERS			
	L.P. TO REVISE THE TARGET DISTRIBUTIONS TO			
	HOLDERS OF INCENTIVE DISTRIBUTION RIGHTS.			
3.	PROPOSAL TO APPROVE AN AMENDMENT AND	Management	For	For
	RESTATEMENT OF CAPITAL PRODUCT PARTNERS	_		
	L.P. 2008 OMNIBUS INCENTIVE COMPENSATION			
	PLAN AMENDED JULY 22, 2010 TO INCREASE THE			
	MAXIMUM NUMBER OF RESTRICTED UNITS			
	AUTHORIZED FOR ISSUANCE THEREUNDER FROM			
	800,000 TO 1,650,000.			

### GOLAR LNG PARTNERS LP

**Security** Y2745C102 **Meeting Type** Annual

**Ticker Symbol GMLP Meeting Date** 19-Sep-2014

**ISIN** MHY2745C1021 Agenda 934063758 - Management

**Proposed** For/Against Item Proposal by Vote Management

TO ELECT CARL E. STEEN AS A CLASS II Management For For

DIRECTOR OF THE PARTNERSHIP WHOSE TERM

WILL EXPIRE AT THE 2017 ANNUAL MEETING OF

LIMITED PARTNERS.

### SEADRILL PARTNERS LLC

Security Y7545W109 Meeting Type Annual

Ticker Symbol SDLP Meeting Date 26-Sep-2014

ISIN MHY7545W1093 Agenda 934065788 - Management

Proposed For/Against

Item Proposal by Vote Management

1. TO ELECT HARALD THORSTEIN AS A CLASS I Management For For

DIRECTOR OF THE COMPANY WHOSE TERM WILL EXPIRE AT THE 2017 ANNUAL MEETING OF

MEMBERS.

### DYNAGAS LNG PARTNERS LP

SecurityY2188B108Meeting TypeAnnualTicker SymbolDLNGMeeting Date23-Oct-2014

ISIN MHY2188B1083 Agenda 934076337 - Management

			Proposed		For/Against
Item 1.	-	posal ECTOR	<b>by</b> Management	Vote	Management
	1	EVANGELOS VLAHOULIS		For	For
	2	ALEXIOS RODOPOULOS		For	For
	3	LEVON DEDEGIAN		For	For
2.	YOU ACO IND	APPROVE THE APPOINTMENT OF ERNST & UNG (HELLAS) CERTIFIED AUDITORS COUNTANTS S.A. AS THE PARTNERSHIP S EPENDENT AUDITORS FOR THE FISCAL YEAR DING DECEMBER 31, 2014	Management	For	For

## KINDER MORGAN MANAGEMENT, LLC

Security 49455U100 Meeting Type Special

Ticker Symbol KMR Meeting Date 20-Nov-2014

**ISIN** US49455U1007 **Agenda** 934091719 - Management

		Proposed		For/Against
Item	Proposal	by	Vote	Management
1.	TO APPROVE THE KMR MERGER AGREEMENT.	Management	Abstain	Against
2.	TO APPROVE THE KMR ADJOURNMENT	Management	Abstain	Against
	PROPOSAL.			
3.	TO APPROVE THE KMP MERGER AGREEMENT.	Management	Abstain	Against
4.	TO APPROVE THE KMP ADJOURNMENT	Management	Abstain	Against
	PROPOSAL.			-

## KINDER MORGAN, INC.

Security 49456B101 Meeting Type Special

**Ticker Symbol** KMI **Meeting Date** 20-Nov-2014

**ISIN** US49456B1017 **Agenda** 934091721 - Management

		Proposed		For/Against
Item	Proposal TO APPROVE AN AMENDMENT OF THE	by	Vote	Management
1.	TO APPROVE AN AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF KMI TO	Management	Abstain	Against
	INCREASE THE NUMBER OF AUTHORIZED			
	SHARES OF CLASS P COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OF KMI FROM			
	2,000,000,000 TO 4,000,000,000.			
2.	TO APPROVE THE ISSUANCE OF SHARES OF KMI	Management	Abstain	Against
	COMMON STOCK IN THE PROPOSED KMP, KMR			
	AND EPB MERGERS.			
3.	TO APPROVE THE ADJOURNMENT OF THE	Management	Abstain	Against
	SPECIAL MEETING, IF NECESSARY TO SOLICIT			
	ADDITIONAL PROXIES IF THERE ARE NOT			
	SUFFICIENT VOTES TO ADOPT THE FOREGOING			
	PROPOSALS AT THE TIME OF THE SPECIAL			
	MEETING.			

### NAVIOS MARITIME PARTNERS L.P.

Security Y62267102 Meeting Type Annual

Ticker Symbol NMM Meeting Date 21-Nov-2014

**ISIN** MHY622671029 **Agenda** 934087102 - Management

		Proposed		For/Against	
Item 1.	Proposal DIRECTOR	<b>by</b> Management	Vote	Management	
	1 SERAFEIM KRIEMPARDIS		For	For	
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS AS THE COMPANY SINDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Management S	For	For	

## MAGELLAN MIDSTREAM PARTNERS, L.P.

Security 559080106 Meeting Type Annual

Ticker Symbol MMP Meeting Date 23-Apr-2015

**ISIN** US5590801065 **Agenda** 934133086 - Management

			Proposed		For/Against
Item 1.	_	posal ECTOR	<b>by</b> Management	Vote	Management
	1	ROBERT G. CROYLE		For	For
	2	STACY P. METHVIN		For	For
	3	BARRY R. PEARL		For	For
2.		/ISORY RESOLUTION TO APPROVE CUTIVE COMPENSATION	Management	For	For
3.		TIFICATION OF APPOINTMENT OF EPENDENT AUDITOR	Management	For	For

### **SPECTRA ENERGY CORP**

Security 847560109 Meeting Type Annual

Ticker Symbol SE Meeting Date 28-Apr-2015

**ISIN** US8475601097 **Agenda** 934141095 - Management

		Proposed		For/Against
Item	Proposal	by	Vote	Management
1A.	ELECTION OF DIRECTOR: GREGORY L. EBEL	Management	For	For
1B.	ELECTION OF DIRECTOR: F. ANTHONY COMPER	Management	For	For
1C.	ELECTION OF DIRECTOR: AUSTIN A. ADAMS	Management	For	For
1D.	ELECTION OF DIRECTOR: JOSEPH ALVARADO	Management	For	For
1E.	ELECTION OF DIRECTOR: PAMELA L. CARTER	Management	For	For
1F.	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT JR	Management	For	For
1G.	ELECTION OF DIRECTOR: PETER B. HAMILTON	Management	For	For
1H.	ELECTION OF DIRECTOR: MIRANDA C. HUBBS	Management	For	For
1I.	ELECTION OF DIRECTOR: MICHAEL MCSHANE	Management	For	For
1J.	ELECTION OF DIRECTOR: MICHAEL G. MORRIS	Management	For	For
1K.	ELECTION OF DIRECTOR: MICHAEL E.J. PHELPS	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF	Management	For	For
	DELOITTE & TOUCHE LLP AS SPECTRA ENERGY			
	CORP S INDEPENDENT REGISTERED PUBLIC			
	ACCOUNTING FIRM FOR FISCAL YEAR 2015.			
3.	AN ADVISORY RESOLUTION TO APPROVE	Management	For	For
	EXECUTIVE COMPENSATION.			
4.	SHAREHOLDER PROPOSAL CONCERNING	Shareholder	Against	For
	DISCLOSURE OF POLITICAL CONTRIBUTIONS.			
5.	SHAREHOLDER PROPOSAL CONCERNING	Shareholder	Against	For
	DISCLOSURE OF LOBBYING ACTIVITIES.			

## NRG YIELD, INC.

Security	62942X108	Meeting Type	Annual
Ticker Symbol	NYLD	<b>Meeting Date</b>	05-May-2015
ISIN	US62942X1081	Agenda	934150107 - Management

			Proposed		For/Against
Item 1.		<b>posal</b> ECTOR	<b>by</b> Management	Vote	Management
	1	DAVID CRANE		Withheld	Against
	2	JOHN F. CHLEBOWSKI		For	For
	3	KIRKLAND B. ANDREWS		Withheld	Against
	4	BRIAN R. FORD		For	For
	5	MAURICIO GUTIERREZ		Withheld	Against
	6	FERRELL P. MCCLEAN		For	For
	7	CHRISTOPHER S. SOTOS		Withheld	Against
2A.	TO CEF	APPROVE THE ADOPTION OF AMENDMENTS THE COMPANY S AMENDED AND RESTATED RTIFICATE OF INCORPORATION TO ESTABLISH E CLASS C COMMON STOCK AND CLASS D MMON STOCK.	Management	For	For
2B.	TO TO	APPROVE THE ADOPTION OF AMENDMENTS THE COMPANY S AMENDED AND RESTATED RTIFICATE OF INCORPORATION TO RECTUATE THE STOCK SPLIT.	Management	For	For
3.	TO	APPROVE THE AMENDED AND RESTATED 2013 JITY INCENTIVE PLAN.	Management	For	For
4.	TO THE	RATIFY THE APPOINTMENT OF KPMG LLP AS E COMPANY S INDEPENDENT REGISTERED BLIC ACCOUNTING FIRM FOR THE 2015 FISCAL	Management	For	For

## KINDER MORGAN, INC.

Security 49456B101 Meeting Type Annual

Ticker Symbol KMI Meeting Date 07-May-2015

**ISIN** US49456B1017 **Agenda** 934149813 - Management

	Prope		Proposed		For/Against
Item 1.		posal ECTOR	<b>by</b> Management	Vote	Management
	1	RICHARD D. KINDER		For	For
	2	STEVEN J. KEAN		For	For
	3	TED A. GARDNER		For	For
	4	ANTHONY W. HALL, JR.		For	For
	5	GARY L. HULTQUIST		For	For
	6	RONALD L. KUEHN, JR.		For	For
	7	DEBORAH A. MACDONALD		For	For
	8	MICHAEL J. MILLER		For	For
	9	MICHAEL C. MORGAN		For	For
	10	ARTHUR C. REICHSTETTER		For	For
	11	FAYEZ SAROFIM		For	For
	12	C. PARK SHAPER		For	For
	13	WILLIAM A. SMITH		For	For
	14	JOEL V. STAFF		For	For
	15	ROBERT F. VAGT		For	For
	16	PERRY M. WAUGHTAL		For	For
2.		PROVAL OF THE KINDER MORGAN, INC. 2015 ENDED AND RESTATED STOCK INCENTIVE AN.	Management	For	For
3.	API	PROVAL OF THE AMENDED AND RESTATED NUAL INCENTIVE PLAN OF KINDER MORGAN,	Management	For	For
4.	AD	 VISORY VOTE TO APPROVE EXECUTIVE MPENSATION.	Management	For	For
5.		ΓΙFICATION OF THE SELECTION OF CEWATERHOUSECOOPERS LLP AS OUR	Management	For	For

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	INDEPENDENT REGISTERED PUBLIC			
_	ACCOUNTING FIRM FOR 2015.			г.
6.	APPROVAL OF THE AMENDED AND RESTATED	Management	For	For
	CERTIFICATE OF INCORPORATION OF KINDER			
7.	MORGAN, INC. STOCKHOLDER PROPOSAL RELATING TO A	Shareholder	Against	For
7.	REPORT ON OUR COMPANY S RESPONSE TO	Shareholder	Against	гог
	CLIMATE CHANGE.			
8.	STOCKHOLDER PROPOSAL RELATING TO A	Shareholder	Against	For
	REPORT ON METHANE EMISSIONS.			
9.	STOCKHOLDER PROPOSAL RELATING TO AN	Shareholder	For	Against
	ANNUAL SUSTAINABILITY REPORT.			

## **BUCKEYE PARTNERS, L.P.**

Security118230101Meeting TypeAnnualTicker SymbolBPLMeeting Date02-Jun-2015

**ISIN** US1182301010 **Agenda** 934192333 - Management

			Proposed		For/Against
Item 1.	Proposal DIRECTOR		<b>by</b> Management	Vote	Management
	1	PIETER BAKKER		For	For
	2	BARBARA M. BAUMANN		For	For
	3	MARK C. MCKINLEY		For	For
	4	DONALD W. NIEMIEC		For	For
2.	THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS BUCKEYE PARTNERS, L.P. S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2015.		Management	For	For

### MARKWEST ENERGY PARTNERS LP

Security570759100Meeting TypeAnnualTicker SymbolMWEMeeting Date03-Jun-2015

**ISIN** US5707591005 **Agenda** 934199274 - Management

	Propose		Proposed		For/Against
Item 1.	Proposal DIRECTOR		<b>by</b> Management	Vote	Management
	1	FRANK M. SEMPLE		For	For
	2	DONALD D. WOLF		For	For
	3	MICHAEL L. BEATTY		For	For
	4	WILLIAM A BRUCKMANN III		For	For
	5	DONALD C. HEPPERMANN		For	For
	6	RANDALL J. LARSON		For	For
	7	ANNE E. FOX MOUNSEY		For	For
	8	WILLIAM P. NICOLETTI		For	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE PARTNERSHIP S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.		Management	For	For

### **SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: Salient Midstream & MLP Fund

By: /s/ Greg A. Reid Greg A. Reid

President and Chief Executive Officer

Date: August 13, 2015