

Edgar Filing: ClearBridge Energy MLP Total Return Fund Inc. - Form SC 13D

ClearBridge Energy MLP Total Return Fund Inc.
Form SC 13D
April 06, 2015

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO.)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

ClearBridge Energy MLP Total Return Fund Inc.
(NAME OF ISSUER)

Mandatory Redeemable Preferred Shares
(TITLE OF CLASS OF SECURITIES)

18469P4#2
(CUSIP NUMBER)

Steve Katz
Babson Capital Management LLC
1500 Main Street, PO Box 15189
Springfield, MA 01115-5190
(413) 226-1000

Donald Griffith
Massachusetts Mutual Life Insurance Company
1295 State Street
Springfield, Massachusetts 01111
(800) 767-1000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 26, 2015
(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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1 NAMES OF REPORTING PERSONS:
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Massachusetts Mutual Life Insurance Company
04-1590850

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF THE DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEM 2(d) or 2(e)

Not Applicable

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

240(1)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

240(1)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

240(1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES []

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

34.3%(2)

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Springfield, MA, 01111. The principal office for Babson Capital is located at 1500 Main Street, Suite 2800, Springfield, MA, 01115.

(c) The principal business of MassMutual is that of a diversified financial services organization providing financial products and services that include mutual funds, money management, trust services, retirement planning products, life insurance, annuities, disability income insurance, and long-term care insurance. The officers and directors of MassMutual, who are all citizens of the United States, are as follows:

Officers:

Roger W. Crandall, Chairman, President and Chief Executive Officer
Robert M. Casale, Executive Vice President and Chief Information Officer
M. Timothy Corbett, Executive Vice President and Chief Investment Officer
Michael R. Fanning, Executive Vice President, U.S. Insurance Group
Debra A. Palermino, Executive Vice President, Human Resources
Mark D. Roellig, Executive Vice President and General Counsel
Michael T. Rollings, Executive Vice President and Chief Financial Officer
Elaine A. Sarsynski, Executive Vice President, Retirement Services
Elizabeth A. Ward, Executive Vice President and Chief Enterprise Risk Officer

Board of Directors:

Roger W. Crandall
Mark T. Bertolini
Cristobal I. Conde
Kathleen A. Corbet
James H. DeGraffenreidt, Jr.
Patricia Diaz Dennis
Robert A. Essner
Isabella D. Goren
Raymond W. LeBoeuf
Jeffrey M. Leiden, M.D., Ph.D.
Cathy E. Minehan
Marc F. Racicot
Laura J. Sen
William T. Spitz
H. Todd Stitzer

The principal business of Babson Capital is that of an entrepreneurial capital management firm focused on creating innovative investment strategies and solutions for sophisticated investors. The officers and managers of Babson Capital, who are all citizens of the United States, are as follows:

Officers:

Thomas M. Finke, Chairman and Chief Executive Officer
Clifford M. Noreen, President and Managing Director
Russell D. Morrison, Vice Chairman and Managing Director
Bernadette M. Clegg, Chief Financial Officer, Treasurer and Managing Director
Paul J. Thompson, Chief Operating Officer and Managing Director
Susan A. Moore, Chief Administrative Officer and Managing Director
Christopher A. DeFrancis, Co-General Counsel, Chief Compliance Officer and Managing Director
Shelden M. Francis, Co-General Counsel, Secretary and Managing Director
Eric A. Ennes, Global Controller and Managing Director
Anthony Sciacca, Managing Director
Richard F. Buckley, Managing Director, Senior Counsel and Assistant Secretary

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the Issuer.

(b) MassMutual has shared power with Babson Capital to vote and dispose of 240 Mandatory Redeemable Preferred Shares for which it is deemed the beneficial owner. Babson Capital has shared power with MassMutual to vote and dispose of 240 Mandatory Redeemable Preferred Shares for which it is deemed the beneficial owner.

- (c) Not Applicable.
- (d) Not Applicable.
- (e) Not Applicable.

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Item 6 Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer:

Babson Capital, in its capacity as investment adviser, holds in certain advisory accounts owned (directly or indirectly) or controlled by MassMutual, certain senior notes of the Issuer.

Item 7 Material to be Filed as Exhibits:

Not Applicable.

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SIGNATURE

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

Dated: March 31, 2015

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

By: _____

Name: Donald Griffith
Title: Vice President

BABSON CAPITAL MANAGEMENT LLC

By: _____

Name: Melissa LaGrant
Title: Managing Director

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AGREEMENT REGARDING THE JOINT FILING OF
SCHEDULE 13D

The undersigned hereby agree that the statement on Schedule 13D to which this Agreement is annexed as Exhibit 1 is filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Act of 1934, as amended.

Dated: March 31, 2015

MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY

By:

Name: Donald Griffith
Title: Vice President

BABSON CAPITAL MANAGEMENT LLC

By:

Name: Melissa LaGrant
Title: Managing Director