

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

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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
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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

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RBC Capital Markets, LLC  
One Beacon St., 24<sup>th</sup> 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

16. Has the fund distributed any  
assets to its shareholders in  
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

(c) Were the distributions made  
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 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

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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