

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

ClearBridge Energy MLP Opportunity 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 Opportunity Fund Inc.  
(NAME OF ISSUER)

Mandatory Redeemable Preferred Shares  
(TITLE OF CLASS OF SECURITIES)

18469P4#4  
(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

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS

WC

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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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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	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)

14 TYPE OF REPORTING PERSON

IA

(1) Babson Capital, in its capacity as investment adviser, may be deemed to be the beneficial owner of 240 Mandatory Redeemable Preferred Shares, which are held in certain advisory accounts owned (directly or indirectly) or controlled by MassMutual.

(2) The referenced securities are preferred equity securities which the Reporting Persons are informed, represent, in the aggregate, 34.29% of the preferred equity securities of the Issuer. The percentage that appears in row 13 has been rounded up from 34.29% to the nearest tenth of a percent in accordance with the instruction to Rule 13d-101.

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Item 1. Security and Issuer:

This statement relates to the Mandatory Redeemable Preferred Shares of ClearBridge Energy MLP Opportunity Fund Inc. The Issuer's principal offices are located at 620 Eighth Avenue, 49th Floor, New York 10018.

Item 2. Identity and Background:

(a) This statement is filed by the entities listed below, all of whom together are referred to herein as the "Reporting Persons".

- (i) Massachusetts Mutual Life Insurance Company ("MassMutual")
- (ii) Babson Capital Management LLC ("Babson Capital")

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(b) MassMutual's principal office is located at 1295 State Street, 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



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Form N-2 filed on March 27,2015, such securities represent, in the aggregate, approximately 34.3% of the preferred equity securities of 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:

