

TORTOISE ENERGY INFRASTRUCTURE CORP
 Form 4
 October 10, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Athene Holding Ltd

2. Issuer Name and Ticker or Trading Symbol
 TORTOISE ENERGY
 INFRASTRUCTURE CORP [TYG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/23/2014

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

96 PITTS BAY ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PEMBROKE, D0 HM08

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Series C Mandatory Redeemable Preferred Stock | 06/23/2014 | | J ⁽¹⁾ | | 250,000 | A | \$ 0 (1) 250,000 | See footnote (1) |
| Series D Mandatory Redeemable Preferred Stock | 10/09/2014 | | P | | 480,000 | A | \$ 10 480,000 | See footnote (1) |
| Series E Mandatory | 10/09/2014 | | P | | 280,000 | A | \$ 10 280,000 | See footnote |

Redeemable Preferred Stock (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Athene Holding Ltd
96 PITTS BAY ROAD
PEMBROKE, D0 HM08

X

ATHENE ANNUITY & LIFE ASSURANCE Co
400 BROOKFIELD PARKWAY
GREENVILLE, SC 29607

X

Athene Annuity & Life Assurance Co of New York
69 LYDECKER STREET
NYACK, NY 10960

X

Athene Annuity & Life Co
7700 MILLS CIVIC PARKWAY
WEST DES MOINES, IA 50266

X

Athene USA Corp
7700 MILLS CIVIC PARWAY
WEST DES MOINES, IA 50266

X

Signatures

[see signatures attached as Exhibit
99.2]

10/10/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.