

TORTOISE ENERGY INFRASTRUCTURE CORP
Form N-14 8C/A
March 28, 2014
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As filed with the Securities and Exchange Commission on March 28, 2014

Securities Act File No. 333-193874

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

FORM N-14
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Pre-Effective Amendment No. 2
Post-Effective Amendment No. ___
(Check appropriate box or boxes)

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TORTOISE ENERGY INFRASTRUCTURE CORPORATION

(Exact name of registrant as specified in charter)

11550 Ash Street, Suite 300

Leawood, Kansas 66211

(Address of Principal Executive Offices)

Telephone Number: (913) 981-1020

(Area Code and Telephone Number)

Terry C. Matlack

11550 Ash Street, Suite 300

Leawood, Kansas 66211

(Name and Address of Agent for Service)

Copies to:

Steven F. Carman

Eric J. Gervais

Husch Blackwell LLP

4801 Main Street, Suite 1000

Kansas City, Missouri 64112

Approximate Date of Proposed Offering: As soon as practicable after this Registration Statement is declared effective.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of	Amount Being	Proposed	Proposed	Amount of
Securities Being Registered	Registered⁽¹⁾	Offering Price	Aggregate	Registration Fee
Common Stock, \$0.001 par value per share	19,281,469 shares	per Unit ⁽¹⁾ \$44.81 ⁽²⁾	Offering Price ⁽¹⁾ \$864,002,626	\$111,283.54 ⁽³⁾

Mandatory Redeemable Preferred Shares, 3.95% Series C, \$0.001 par value per share	5,000,000 shares	\$ 10.00	\$ 50,000,000	\$6,440.00 ⁽³⁾
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- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) Net asset value per share of common stock on March 21, 2014.
- (3) Previously paid.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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EXPLANATORY NOTE

This Joint Proxy Statement/Prospectus is organized as follows:

1. Letter to Stockholders of Tortoise Energy Infrastructure Corporation (TYG), Tortoise Energy Capital Corporation (TYY) and Tortoise North American Energy Corporation (TYN), each a Maryland corporation and registered closed-end management investment company
2. Questions and Answers to Stockholders of TYG, TYY and TYN
3. Notice of Joint Annual Meeting of TYG, TYY and TYN
4. Joint Proxy Statement/Prospectus for TYG, TYY and TYN
5. Merger Statement of Additional Information regarding the proposed Mergers of TYY and TYN with and into TYG
6. Part C Information
7. Exhibits

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TORTOISE ENERGY INFRASTRUCTURE CORPORATION

TORTOISE ENERGY CAPITAL CORPORATION

TORTOISE NORTH AMERICAN ENERGY CORPORATION

, 2014

Dear Fellow Stockholders:

I want to share with you the details of an important Joint Proxy Statement/Prospectus that is enclosed and requires your action. It is being sent to you because you own shares of either Tortoise Energy Infrastructure Corporation (TYG), Tortoise Energy Capital Corporation (TYY) and/or Tortoise North American Energy Corporation (TYN), each a Maryland corporation.

The annual meeting of the stockholders of TYG, TYY and TYN (each a Fund and together the Funds) will be held at 10:00 a.m., Central Time, on May 28, 2014 (the Meeting) at 11550 Ash Street, Suite 300, Leawood, Kansas 66211.

At the Meeting, in addition to routine matters customarily considered at the annual meetings of the Funds:

Stockholders of each of TYY and TYN will be asked to consider and approve a proposal authorizing the merger of their respective Fund into TYG; and

Stockholders of TYG will be asked to consider and approve the mergers, including the issuance of additional common shares of TYG in connection with the mergers.

The Board of Directors of each Fund has recommended the mergers because each Fund has the same investment objective and similar investment strategies and portfolios, and it is believed that the mergers will benefit stockholders of each Fund. Some of the anticipated benefits of the mergers include (i) positive potential impact to distributable cash flow, (ii) the opportunity for enhanced long-term market liquidity, (iii) operational cost savings through greater economies of scale and reduced management fees and (iv) greater financial flexibility through a larger balance sheet.

The Board of Directors of each Fund believes that each proposal is in the best interests of that Fund and its stockholders and unanimously recommends **that you vote FOR** each proposal.

The enclosed materials explain the proposals to be voted on at the Meeting in more detail, and I encourage you to review them carefully. **No matter how large or small your Fund holdings, your vote is extremely important.** You may vote in person at the Meeting or you may authorize a proxy to vote your shares using one of the methods below or by following the instructions on your proxy card:

By touch-tone telephone; simply dial the toll-free number located on the enclosed proxy card. Please be sure to have your proxy card available at the time of the call;

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By internet; please log on to the voting website detailed on the enclosed proxy card. Again, please have your proxy card handy at the time you plan on voting; or

By returning the enclosed proxy card in the postage-paid envelope

If you should have any questions about the Meeting agenda or voting, please call our proxy agent, AST Fund Solutions at 1-866-751-6315. Please note, at a reasonable time after the mailing has completed and our records indicate that you have not voted at that time, you may be contacted by AST Fund Solutions to confirm receipt of the proxy material and review your voting options.

On behalf of the Funds and your fellow stockholders, I thank you for your prompt vote on these important matters.

Sincerely,

Terry C. Matlack
Chief Executive Officer
Tortoise Energy Infrastructure Corporation
Tortoise Energy Capital Corporation
Tortoise North American Energy Corporation

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Although it is recommended that you read the complete Joint Proxy Statement/Prospectus accompanying this

Questions and Answers section, a brief overview of the issues to be voted on has been provided below for your convenience. In this Questions and Answers section, (i) the merger of Tortoise Energy Capital Corporation (TYY) into Tortoise Energy Infrastructure Corporation (TYG) is referred to as the TYY Merger, (ii) the merger of Tortoise North American Energy Corporation (TYN) into TYG is referred to as the TYN Merger and (iii) the TYY Merger and the TYN Merger are collectively referred to as the Mergers. TYG, TYY and TYN are each also referred to in this section as a Fund and are referred to collectively as the Funds. TYG following the Mergers is referred to in this section as the Combined Fund. Approval of the TYY Merger is not a condition to the approval of the TYN Merger, and approval of the TYN Merger is not a condition to the approval of the TYY Merger.

The anticipated positive impacts of the Mergers are set forth below. No assurance can be given that the anticipated positive impacts of the Mergers will be achieved. In addition, this Joint Proxy Statement/Prospectus serves as a prospectus of TYG in connection with the issuance of additional shares of common stock, par value \$0.001 per share, of TYG (TYG Common Shares) and shares of Series C Mandatory Redeemable Preferred Shares, par value \$0.001 per share, of TYG (TYG Preferred Shares) in the Mergers. For information regarding the risks associated with an investment in TYG, see Risk Factors and Special Considerations.

Questions Regarding the Mergers**Q: Why are the Mergers being recommended by the Board of Directors?**

A: The Board of Directors of each Fund has recommended the Mergers given the Funds have the same investment objectives and similar investment strategies and it is believed that the Mergers will benefit the stockholders of the Funds. Each Fund has an investment objective of providing a high level of total return with an emphasis on current distributions and primarily invests in midstream energy infrastructure master limited partnerships (MLPs). Under normal circumstances, TYG invests at least 90% of its total assets (including assets obtained through leverage) in securities of energy infrastructure companies and invests at least 70% of its total assets in equity securities of MLPs. Under normal circumstances, TYY invests at least 80% of its net assets, plus any borrowings for investment purposes, in equity securities of entities in the energy sector and at least 80% of its total assets (including assets obtained through leverage) in equity securities of MLPs and their affiliates in the energy infrastructure sector. Under normal circumstances, TYN invests at least 80% of its total assets (including assets obtained through leverage) in equity securities of companies in the energy sector with their primary operations in North America. The Combined Fund will continue to pursue the current investment objective and strategy of TYG. The table below shows the portfolio mix of each Fund and on a pro forma basis.

	TYG	TYY	TYN	Pro Forma Combined Fund
Crude oil / refined products pipeline MLPs	47.3%	44.9%	39.7%	45.9%
Natural gas / natural gas liquids pipeline MLPs	35.2%	36.7%	34.9%	35.7%
Gathering & processing MLPs	17.5%	18.4%	16.9%	17.8%
Oil & gas production MLPs	0.0%	0.0%	6.2%	0.5%
Other	0.0%	0.0%	2.3%	0.1%

As of February 28, 2014. Pipeline MLPs transport natural gas, natural gas liquids, crude oil or refined petroleum products. Gathering & processing MLPs gather and process natural gas as well as transport, fractionate (separate) and store natural gas liquids. Oil & gas production MLPs produce crude oil and natural gas. Other includes marine oil and gas transporters and drillers.

Table of Contents**Q: What are the benefits of the proposed Mergers?**

A: After careful consideration, the Board of Directors of each Fund and the Funds' investment adviser, Tortoise Capital Advisors, L.L.C. (the Adviser), believe that the Mergers will benefit the stockholders of the Funds for the reasons noted below:

Positive potential impact to distributable cash flow and distributions

We expect that the Combined Fund will have a similar distribution policy as the standalone Funds currently have, with no adverse impact expected to the payment of quarterly distributions to the Combined Fund's common stockholders. Additionally, we believe that there is potential for aggregate distribution growth going forward as a result of anticipated accretion to distributable cash flow. Assuming the Mergers are completed as proposed, the Adviser intends to recommend that the Board of Directors of the Combined Fund approve a distribution of not less than \$0. per TYG Common Share (\$2. annualized) for the fiscal 3rd quarter of 2014, based on the Combined Fund's expected distributions from investments, the lower anticipated operating expenses per share, and the expected costs of leverage.

Opportunity for enhanced long-term market liquidity

The larger market capitalization of the Combined Fund may provide an opportunity for enhanced market liquidity over the long-term. Greater market liquidity may lead to a narrowing of bid-ask spreads and reduce price movements on a trade-to-trade basis. The table below illustrates the market capitalization of each Fund and on a pro forma basis.

Market capitalization (\$ in millions)			Pro Forma
TYG	TYY	TYN	Combined Fund
\$1,288	\$650	\$180	\$2,118

As of February 28, 2014. Assumes Mergers occurred on February 28, 2014 with all else being equal.

Operating cost savings through greater economies of scale and reduced management fees

It is anticipated that the Combined Fund will have a lower operating expense level with estimated aggregate cost savings of approximately \$1.5 million annually recognized in the Combined Fund through operating cost savings and reduced management fees. The Funds incur both fixed expenses (e.g., board fees, printing fees, legal and auditing services) and variable expenses (e.g., administrative, fund accounting and custodial services). Many of these fixed expenses are duplicative between the Funds. There will also be an opportunity to reduce variable expenses over time in a Combined Fund by taking advantage of lower fees associated with higher asset levels and greater combined economies of scale.

Additionally, effective at the time of the Mergers, the Combined Fund will implement a tiered fee schedule which is expected to result in a lower effective management fee for the Combined Fund. The following table shows the annual management fee as a percentage of average monthly Managed Assets* before and after the Mergers.

Management fees as % of Managed Assets*

	Current		
TYG	TYT	TYN	Pro Forma Combined Fund
0.95%	0.95%	1.00%	0.95% of Managed Assets up to \$2.5 billion
			0.90% of Managed Assets between \$2.5 billion and \$3.5 billion
			0.85% of Managed Assets above \$3.5 billion
			<i>Based on combined Managed Assets of \$3.7 billion as of February 28, 2014, it is estimated the effective rate of the Combined Fund will be approximately 0.93%.</i>

* Managed Assets defined as total assets (including any assets attributable to any leverage that may be outstanding but excluding any net deferred tax assets) minus the sum of accrued liabilities other than (1) net

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deferred tax liabilities, (2) debt entered into for purposes of leverage and (3) the aggregate liquidation preference of any outstanding preferred stock. Assumes the Mergers occurred on February 28, 2014 with all else being equal.

Leverage impact

The amount of leverage as a percentage of total assets following the Mergers is not expected to significantly change from that of each Fund on a standalone basis. The larger asset base of the Combined Fund may provide: (i) greater financial flexibility through a larger balance sheet, (ii) access to more attractive leverage terms and (iii) a wider range of leverage alternatives. The table below illustrates the leverage of each Fund and on a pro forma basis.

	TYG	TYY	TYN	Pro Forma Combined Fund
Leverage (\$ in millions)	\$ 454	\$ 235	\$ 51	\$ 740
Leverage as % of total assets	19.8%	19.9%	17.9%	19.7%

As of February 28, 2014. Assumes Mergers occurred on February 28, 2014 with all else being equal.

Q: How will the Mergers affect me?

A: TYG stockholders will remain stockholders of TYG. TYG and TYN stockholders will become stockholders of TYG. TYG and TYN will be merged with and into TYG, the assets and liabilities of TYG and TYN will be combined with the assets and liabilities of TYG and TYG and TYN will cease their separate existence under Maryland law.

Q: How many shares of TYG will stockholders own following the Mergers?

A: TYG stockholders: Your currently issued and outstanding shares of common and preferred stock of TYG will remain outstanding.

TYG common stockholders: Your outstanding TYG common shares will be multiplied by an exchange rate determined by dividing the TYG net asset value (NAV) per share by the TYG NAV per share (less in each case, the TYG Merger costs for each of TYG and TYG). No fractional TYG Common Shares will be issued in the TYG Merger; instead TYG stockholders will receive cash in an amount equal to the value of the fractional TYG Common Shares that they would otherwise have received.

TYG preferred stockholders: You will receive, on a one-for-one basis, newly issued TYG Preferred Shares having identical terms as the TYG preferred shares you held immediately prior to the closing of the TYG Merger.

TYN stockholders: Your outstanding TYN common shares will be multiplied by an exchange rate determined by dividing the TYN NAV per share by the TYG NAV per share (less in each case, the TYN Merger costs for each of TYN and TYG). No fractional TYG Common Shares will be issued in the TYN Merger; instead TYN stockholders will receive cash in an amount equal to the value of the fractional TYG Common Shares that they would otherwise have received.

Q: How will the net asset values utilized in calculating the exchange rate be determined?

A: The exchange rate will be determined based on each Fund's respective net asset value per share as of the business day prior to the closing of the Mergers. The net asset value of a share of common stock of each Fund will be

calculated as follows:

The value of the total assets (the value of the securities held plus any cash or other assets, including interest, dividends or distributions accrued but not yet received and the value of any net deferred tax asset computed in accordance with U.S. Generally Accepted Accounting Principles)

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Minus:

all liabilities (including accrued expenses and accumulated and unpaid distributions and any current and net deferred tax liabilities)

accumulated and unpaid distributions on and the aggregate liquidation preference amount of any outstanding preferred stock

accrued and unpaid interest payments on and the aggregate principal amount of any outstanding indebtedness

any distributions payable on the common stock

the Fund's share of the Merger costs

Divided by:

The total number of shares of common stock outstanding at such time.

Q: Will I have to pay any sales load, commission or other similar fees in connection with the Mergers?

A: You will pay no sales loads or commissions in connection with the Mergers. However, the Funds will bear the costs associated with the proposed Mergers (whether or not the Mergers are consummated). Costs specific to a particular Fund will be expensed to such Fund, while non-specific costs will be allocated on a pro rata basis based upon each Fund's net assets. Costs related to the Mergers are currently estimated to be approximately \$610,000 or 0.03% of net assets, which equates to \$370,000 or \$0.013 per share for TYG, \$190,000 or \$0.010 per share for TYY and \$50,000 or \$0.008 per share for TYN as of February 28, 2014. The Adviser expects that the increased distributable cash flow resulting from anticipated reduced operating expenses and management fees should allow the recovery of the projected costs of the Mergers borne by the Funds within approximately nine months from the closing of the Mergers.

Q: Are the Mergers expected to be a taxable event for Fund stockholders?

A: No. The Mergers are intended to qualify as tax-free for federal income tax purposes. This means it is expected that stockholders will recognize no gain or loss for federal income tax purposes as a result of the Mergers, except that gain or loss may be recognized with respect to cash received in lieu of fractional TYG Common Shares.

Q: How will the deferred tax assets/liabilities of the Funds be treated in the Mergers?

A: As tax-paying entities, each Fund records a deferred tax asset (an amount that can be used to offset future taxable income) or a deferred tax liability (a tax due in the future). As of February 28, 2014, each Fund had a net deferred tax liability. These deferred tax liabilities are attributable to realized and unrealized gains on investments. Any net

deferred tax liability is included in each Fund's NAV under GAAP and will be reflected in the exchange rate for the Merger. Additionally, the effective tax rate for the Combined Fund will be dependent upon the operating results of its underlying portfolio and as such it is expected that over time it may differ slightly from that of the standalone Funds.

Q: Who do we expect to vote on the Mergers?

A: Stockholders are being asked to vote on proposals relating to the Mergers of the Funds. As laid out in the tables below, the proposals vary, depending on the Fund.

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TYG stockholders

Voting Proposals

Approval of Merger of TYY into TYG, including the issuance of additional TYG Common Shares to TYY stockholders

Stockholders Entitled to Vote

Common and Preferred (voting as a class)

Approval of Merger of TYN into TYG, including the issuance of additional TYG Common Shares to TYN stockholders

Common and Preferred (voting as a class)

TTY stockholders

Voting Proposal

Approval of Merger of TYY into TYG

Stockholders Entitled to Vote

Common and Preferred (voting as a class)

Approval of Merger of TYY into TYG

Preferred (voting as a separate class)

TYN stockholders

Voting Proposal

Approval of Merger of TYN into TYG

Stockholders Entitled to Vote

Common

Q: Why is the vote of TYG stockholders being solicited in connection with the Mergers?

A: Although TYG will continue its legal existence and operations after the Mergers, Maryland law and the rules of the NYSE (on which TYG's common stock is listed) require TYG's stockholders to approve the Mergers and the issuance of additional TYG Common Shares, respectively, because the number of TYG Common Shares to be issued in the Mergers will be, upon issuance, in excess of 20 percent of the number of shares of TYG common stock outstanding prior to the Mergers.

Q: What happens if the stockholders of TYG do not approve the Mergers, including the issuance of additional TYG Common Shares in connection with the Mergers?

A: If the TYY Merger, including the issuance of TYG Common Shares, is approved, but the TYN Merger, including the issuance of TYG Common Shares is not approved (or vice versa), then only the approved Merger will take place. If neither the TYY Merger nor the TYN Merger is approved, the Mergers will not occur and TYG will continue its investment activities in the normal course.

Q: What happens if TYY stockholders or TYN stockholders do not approve the Mergers?

A: If the TYY Merger is approved but the TYN Merger is not approved (or vice versa) then only the approved Merger will take place. If neither the TYY Merger nor the TYN Merger is approved, then neither Merger will take place. As

noted above, the Mergers also require the approval of TYG stockholders.

Q: What is the timetable for the Mergers?

A: If the stockholder voting and other conditions to closing are satisfied, the Mergers are expected to take effect on or about June 20, 2014 or as soon as practicable thereafter.

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General Questions

Q: What other proposals are being considered at the Meeting?

A: Stockholders of TYG, TYY, and TYN will be asked to:

consider and vote upon a proposal to elect two directors of their Fund;

consider and vote upon a proposal to authorize the flexibility to their Fund to sell its common shares for less than net asset value, subject to certain conditions;

consider and vote upon a proposal to ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of their Fund for its fiscal year ending November 30, 2014; and

consider and vote upon the transaction of any other business as may properly come before the Meeting, including the adjournment or postponement thereof.

Q: How does the Board of Directors of my Fund suggest that I vote?

A: After careful consideration, the Board of Directors of each Fund recommends that you vote **FOR** each of the items proposed for your Fund.

Q: How do I vote my shares?

A: You may vote in person at the Meeting or you may authorize a proxy to vote your shares using one of the methods below or by following the instructions on your proxy card:

By touch-tone telephone; simply dial the toll-free number located on the enclosed proxy card. Please be sure to have your proxy card available at the time of the call;

By internet; please log on to the voting website detailed on the enclosed proxy card. Again, please have your proxy card handy at the time you plan on voting; or

By returning the enclosed proxy card in the postage-paid envelope

Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to vote at the Meeting, you must obtain from the record holder a proxy issued in your name. However, even if you plan to attend the Meeting, we urge you to authorize a proxy to vote your shares in advance of the Meeting. That will ensure that your vote is counted should your plans change.

Q: Who do I contact for further information?

A: You may contact Pam Kearney (Investor Relations) toll-free at (866) 362-9331 for further information.

Q: Will anyone contact me?

A: You may receive a call from AST Fund Solutions, the proxy solicitor hired by your Fund, to verify that you received your proxy materials, to answer any questions you may have about the proposals and to encourage you to authorize your proxy. We recognize the inconvenience of the proxy solicitation process and would not impose it on you if we did not believe that the matters being proposed were important. Once your vote has been registered with the proxy solicitor, your name will be removed from the solicitor's follow-up contact list.

Your vote is very important. We encourage you as a stockholder to participate in your Fund's governance by authorizing a proxy to vote your shares as soon as possible. If enough stockholders fail to cast their votes, your Fund may not be able to hold its meeting or the vote on each issue, and will be required to incur additional solicitation costs in order to obtain sufficient stockholder participation.

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TORTOISE ENERGY INFRASTRUCTURE CORPORATION

TORTOISE ENERGY CAPITAL CORPORATION

TORTOISE NORTH AMERICAN ENERGY CORPORATION

11550 Ash Street, Suite 300

Leawood, Kansas 66211

NOTICE OF JOINT ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON MAY 28, 2014

Notice is hereby given that a joint annual meeting of stockholders (the Meeting) of Tortoise Energy Infrastructure Corporation (TYG), Tortoise Energy Capital Corporation (TYY) and Tortoise North American Energy Corporation (TYN), each a Maryland corporation, will be held at 11550 Ash Street, Suite 300, Leawood, Kansas 66211 on May 28, 2014 at 10:00 a.m., Central Time, for the following purposes, each as more fully described in the Joint Proxy Statement/Prospectus:

1. Mergers

For stockholders of TYY:

- (i) to consider and vote upon a proposal to approve the merger of TYY with and into TYG.

For stockholders of TYN:

- (i) to consider and vote upon a proposal to approve the merger of TYN with and into TYG.

For stockholders of TYG:

- (i) to consider and vote upon a proposal to approve the merger of TYY with and into TYG, including the issuance of additional shares of common stock of TYG in connection therewith; and

- (ii) to consider and vote upon a proposal to approve the merger of TYN with and into TYG, including the issuance of additional shares of common stock of TYG in connection therewith.

2. Annual Meeting Matters

For stockholders of TYG, TYY and TYN:

- (i) to consider and vote upon a proposal to elect two directors of their Fund to serve until the 2017 annual meeting of Stockholders and until their successors are duly elected and qualify;
- (ii) to consider and vote upon a proposal to authorize flexibility to their Fund to sell its common shares for less than net asset value, subject to certain conditions;
- (iii) to consider and vote upon a proposal to ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of their Fund for its fiscal year ending November 30, 2014; and
- (iv) to consider and vote upon the transaction of any other business as may properly come before the Meeting, including the adjournment or postponement thereof.

Stockholders of record as of the close of business on March 25, 2014 are entitled to notice of, and to vote at, the Meeting or any adjournment or postponement thereof.

The Board of Directors of TYG, TYY and TYN unanimously recommends stockholders vote FOR each proposal involving their Fund.

Whether or not you expect to attend the Meeting, please authorize a proxy to vote your shares of stock by following the detailed instructions provided on your proxy or voting instruction card.

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IN ORDER TO AVOID THE ADDITIONAL EXPENSE OF FURTHER SOLICITATION, THE BOARDS OF DIRECTORS ASK THAT YOU VOTE PROMPTLY, NO MATTER HOW MANY SHARES OF STOCK YOU OWN.

For the Boards of Directors,

Diane M. Bono

Secretary

Tortoise Energy Infrastructure Corporation

Tortoise Energy Capital Corporation

Tortoise North American Energy Corporation

, 2014

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The information contained in this Joint Proxy Statement/Prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

Subject to completion, dated March 28, 2014

JOINT PROXY STATEMENT/PROSPECTUS

TORTOISE ENERGY INFRASTRUCTURE CORPORATION

TORTOISE ENERGY CAPITAL CORPORATION

TORTOISE NORTH AMERICAN ENERGY CORPORATION

11550 Ash Street, Suite 300

Leawood, Kansas 66211

(913) 981-1020

JOINT ANNUAL MEETING OF STOCKHOLDERS

, 2014

This Joint Proxy Statement/Prospectus is furnished to you as a stockholder of Tortoise Energy Infrastructure Corporation (TYG), Tortoise Energy Capital Corporation (TYY) and/or Tortoise North American Energy Corporation (TYN), each a Maryland corporation registered as a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). A joint annual meeting of stockholders of TYG, TYY and TYN (the Meeting) will be held at 11550 Ash Street, Suite 300, Leawood, Kansas 66211 on May 28, 2014, at 10:00 a.m., Central Time, to consider and vote on the items listed below and discussed in greater detail elsewhere in this Joint Proxy Statement/Prospectus. TYG, TYY and TYN are each sometimes referred to herein as a Fund and are sometimes referred to herein collectively as the Funds.

Even if you plan to attend the Meeting, the Board of Directors of each of TYG, TYY and TYN requests that you authorize a proxy to vote your shares of stock as described in the enclosed proxy or voting instruction card so that your vote will be counted if you later decide not to attend the Meeting. The approximate mailing date of this Joint Proxy Statement/Prospectus and accompanying form of proxy is April 8, 2014.

MEETING

The purposes of the Meeting are:

1. Mergers

For stockholders of TYY:

- (i) to consider and vote upon a proposal to approve the merger of TYY with and into TYG (the TYY Merger).

For stockholders of TYN:

- (i) to consider and vote upon a proposal to approve the merger of TYN with and into TYG (the TYN Merger).

For stockholders of TYG:

- (i) to consider and vote upon a proposal to approve the TYY Merger, including the issuance of additional shares of common stock of TYG in connection with the TYY Merger; and

- (ii) to consider and vote upon a proposal to approve the TYN Merger, including the issuance of additional shares of common stock of TYG in connection with the TYN Merger.

2. Annual Meeting Matters

For stockholders of TYG, TYY and TYN:

- (i) to consider and vote upon a proposal to elect two directors of their Fund to serve until the 2017 annual meeting of stockholders and until their successors are duly elected and qualify;

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- (ii) to consider and vote upon a proposal to authorize flexibility to their Fund to sell its common shares for less than net asset value, subject to certain conditions;
- (iii) to consider and vote upon a proposal to ratify the selection of Ernst & Young LLP as the independent registered public accounting firm of their Fund for its fiscal year ending November 30, 2014; and
- (iv) to consider and vote upon the transaction of any other business as may properly come before the Meeting, including the adjournment or postponement thereof.

Stockholders of record as of the close of business on March 25, 2014 are entitled to notice of, and to vote at, the Meeting or any adjournment or postponement thereof.

The following table presents information about the stockholders entitled to vote on each of the matters. Each stockholder is entitled to one vote for each share of common stock and/or preferred stock owned by such stockholder.

Stockholders Entitled to Vote

Mergers

TYY common and preferred stockholders, voting as a class (*TYY Merger*)

TYY preferred stockholders, voting as a separate class (*TYY Merger*)

TYN common stockholders (*TYN Merger*)

TYG common and preferred stockholders, voting as a class (*TYY & TYN Mergers*)

Annual Meeting Matters

1. Election of the following individuals as directors of their Fund to serve until the 2017 annual meeting of stockholders and until their successors are duly elected and qualify:

Conrad S. Ciccotello	TYG common and preferred stockholders, voting as a class
	TYY common and preferred stockholders, voting as a class
	TYN common stockholders
Terry C. Matlack	TYG common and preferred stockholders, voting as a class
	TYY common and preferred stockholders, voting as a class
	TYN common stockholders

2. Approval of a proposal to authorize flexibility to their Fund to sell its common shares for less than net asset value, subject to certain conditions

TYG common and preferred stockholders, voting as a class

TYY common and preferred stockholders, voting as a class

TYN common stockholders

3. Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm of their Fund for the fiscal year ending November 30, 2014

TYG common and preferred stockholders, voting as a class

TYY common and preferred stockholders, voting as a class

TYN common stockholders

4. To consider and vote upon the transaction of any other business as may properly come before the meeting, including the adjournment or postponement thereof.

TYG common and preferred stockholders, voting as a class

TYY common and preferred stockholders, voting as a class

TYN common stockholders

The Agreement and Plan of Merger between TYG and TYY is sometimes referred to herein as the TYY Merger Agreement. The Agreement and Plan of Merger between TYG and TYN is sometimes referred to herein as the TYN Merger Agreement. The TYY Merger and the TYN Merger are sometimes collectively referred to herein as the Mergers and the TYY Merger Agreement and the TYN Merger Agreement are sometimes

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collectively referred to herein as the Merger Agreements. TYG following the Mergers is sometimes referred to herein as the Combined Fund. The Board of Directors of each Fund has determined that including these proposals in one Joint Proxy Statement/Prospectus will reduce costs and is in the best interests of each Fund and its stockholders.

ADDITIONAL INFORMATION

This Joint Proxy Statement/Prospectus sets forth the information stockholders of each Fund should know before voting on the proposals for their Fund and constitutes an offering of common and preferred stock of TYG. Please read it carefully and retain it for future reference. A Merger Statement of Additional Information, dated _____, 2014, relating to this Joint Proxy Statement/Prospectus (the Merger Statement of Additional Information) has been filed with the Securities and Exchange Commission (the SEC) and is incorporated herein by reference. Copies of each Fund's most recent annual report and quarterly report can be obtained on a web site maintained by the Funds' investment adviser, Tortoise Capital Advisors, L.L.C. (the Adviser) at www.tortoiseadvisors.com. In addition, each Fund will furnish, without charge, a copy of the Merger Statement of Additional Information, its most recent annual report and any more recent quarterly report to any stockholder upon request. Any such request should be directed to the Adviser by calling 866-362-9331 or by writing to the respective Fund at its principal executive offices at 11550 Ash Street, Suite 300, Leawood, Kansas 66211. The telephone number of the principal executive offices of the Funds is 913-981-1020.

The Funds are subject to certain informational requirements of the Securities Exchange Act of 1934 and in accordance therewith file reports, proxy statements, proxy materials and other information with the SEC. Materials filed with the SEC can be reviewed and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 or downloaded from the SEC's web site at www.sec.gov. Information on the operation of the SEC's Public Reference Room may be obtained by calling the SEC at (202) 551-8090. You may also request copies of these materials, upon payment at the prescribed rates of a duplicating fee, by electronic request to the SEC's e-mail address (publicinfo@sec.gov) or by writing the Public Reference Branch, Office of Consumer Affairs and Information Services, SEC, Washington, DC, 20549-0102.

The currently outstanding shares of common stock of TYG are listed on the New York Stock Exchange (NYSE) under the ticker symbol TYG and will continue to be so listed subsequent to the Mergers. The currently outstanding shares of preferred stock of TYG are listed on the NYSE under the ticker symbol TYG Pr B and will continue to be so listed subsequent to the Mergers. It is expected that the newly issued common and preferred stock of TYG issued in connection with the Mergers will be listed on the NYSE. The currently outstanding shares of common stock of TYY and TYN are each also listed on the NYSE under the ticker symbols TYY and TYN, respectively, and the currently outstanding shares of preferred stock of TYY are listed on the NYSE under the ticker symbol TYY Pr C. Reports, proxy statements and other information concerning TYG, TYY and TYN may be inspected at the offices of the NYSE, 20 Broad Street, New York, NY 10005.

This Joint Proxy Statement/Prospectus serves as a prospectus of TYG in connection with the issuance of common and preferred stock of TYG in the Mergers. No person has been authorized to give any information or make any representation not contained in this Joint Proxy Statement/Prospectus and, if so given or made, such information or representation must not be relied upon as having been authorized. This Joint Proxy Statement/Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which, or to any person to whom, it is unlawful to make such offer or solicitation.

THE SEC HAS NOT APPROVED OR DISAPPROVED THESE SECURITIES OR PASSED UPON THE ADEQUACY OF THIS JOINT PROXY STATEMENT/PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Joint Proxy Statement/Prospectus is , 2014.

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