

Kayne Anderson MLP Investment CO

Form N-30B-2

October 30, 2014

**Table of Contents**

*MLP Investment Company*

**KYN Quarterly Report**

August 31, 2014

**Table of Contents**

**CONTENTS**

	<b>Page</b>
<u>Management Discussion</u>	1
<u>Schedule of Investments</u>	6
<u>Statement of Assets and Liabilities</u>	9
<u>Statement of Operations</u>	10
<u>Statement of Changes in Net Assets Applicable to Common Stockholders</u>	11
<u>Statement of Cash Flows</u>	13
<u>Financial Highlights</u>	14
<u>Notes to Financial Statements</u>	18
<u>Repurchase Disclosure</u>	38

**CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS:** This report of Kayne Anderson MLP Investment Company ( the Company ) contains forward-looking statements as defined under the U.S. federal securities laws. Generally, the words believe, expect, intend, estimate, anticipate, project, will and similar expressions identify forward-looking statements, which generally are not historical in nature. Forward-looking statements are subject to certain risks and uncertainties that could cause actual results to materially differ from the Company's historical experience and its present expectations or projections indicated in any forward-looking statements. These risks include, but are not limited to, changes in economic and political conditions; regulatory and legal changes; master limited partnership ( MLP ) industry risk; leverage risk; valuation risk; interest rate risk; tax risk; and other risks discussed in the Company's filings with the Securities and Exchange Commission ( SEC ). You should not place undue reliance on forward-looking statements, which speak only as of the date they are made. The Company undertakes no obligation to update or revise any forward-looking statements made herein. There is no assurance that the Company's investment objectives will be attained.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****MANAGEMENT DISCUSSION****(UNAUDITED)****Company Overview**

Kayne Anderson MLP Investment Company is a non-diversified, closed-end fund that commenced operations in September 2004. Our investment objective is to obtain a high after-tax total return by investing at least 85% of our total assets in energy-related master limited partnerships and their affiliates ( MLPs ) and in other companies that operate assets used in the gathering, transporting, processing, storing, refining, distributing, mining or marketing of natural gas, natural gas liquids, crude oil, refined petroleum products or coal (collectively with MLPs, Midstream Energy Companies ).

As of August 31, 2014, we had total assets of \$8.2 billion, net assets applicable to our common stock of \$4.5 billion (net asset value of \$41.27 per share), and 109.3 million shares of common stock outstanding.

Our investments are principally in equity securities issued by MLPs, but we also may invest in debt securities of MLPs and equity/debt securities of other Midstream Energy Companies. As of August 31, 2014, we held \$8.2 billion in equity investments and no debt investments.

**Recent Events**

On October 29, 2014, we completed a private placement of \$200 million of unsecured notes ( Notes ) and \$25 million of mandatory redeemable preferred shares ( MRP Shares ) with institutional investors. Net proceeds from such offerings will be used to refinance existing indebtedness (including the redemption of the \$60 million Series M Notes which mature on November 4, 2014), to make new portfolio investments and for general corporate purposes.

**Our Top Ten Portfolio Investments**

Listed below are our top ten portfolio investments by issuer as of August 31, 2014.

	<b>Holding</b>	<b>Sector</b>	<b>Amount (\$ millions)</b>	<b>Percent of Long-Term Investments</b>
1.	Enterprise Products Partners L.P.	Midstream MLP	\$ 755.1	9.2%
2.	Regency Energy Partners LP	Midstream MLP	496.8	6.1
3.	Kinder Morgan Management, LLC <sup>(1)</sup>	Midstream MLP	496.7	6.1
4.	MarkWest Energy Partners, L.P.	Midstream MLP	465.5	5.7
5.	Plains All American Pipeline, L.P.	Midstream MLP	416.4	5.1
6.	Williams Partners L.P.	Midstream MLP	413.3	5.0
7.	Energy Transfer Partners, L.P.	Midstream MLP	399.0	4.9
8.	DCP Midstream Partners, LP	Midstream MLP	356.2	4.4
9.	ONEOK Partners, L.P.	Midstream MLP	347.7	4.2
10.	Crestwood Midstream Partners LP	Midstream MLP	251.9	3.1
			<b>\$ 4,398.6</b>	<b>53.8%</b>

(1) On August 10, 2014, Kinder Morgan, Inc. ( KMI ) announced that it will acquire all of the outstanding equity securities of Kinder Morgan Management, LLC ( KMR ), Kinder Morgan Energy Partners, L.P. ( KMP ) and El Paso Pipeline Partners, L.P. ( EPB ). At August 31, 2014,

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in addition to our KMR shares, we owned shares of KMI (\$58.2 million), common units of KMP (\$187.4 million) and common units of EPB (\$220.5 million).

**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**MANAGEMENT DISCUSSION**

**(UNAUDITED)**

**Results of Operations For the Three Months Ended August 31, 2014**

*Investment Income.* Investment income totaled \$13.8 million for the quarter and consisted of net dividends and distributions on our investments. We received \$96.5 million of dividends and distributions, of which \$82.1 million was treated as return of capital and \$0.6 million was treated as distributions in excess of cost basis. Return of capital was decreased by \$0.5 million due to the 2013 tax reporting information that we received in the fiscal third quarter 2014. We received \$7.9 million of paid-in-kind dividends during the quarter, which are not included in investment income, but are reflected as an unrealized gain.

*Operating Expenses.* Operating expenses totaled \$44.9 million, including \$25.8 million of net investment management fees (net of fee waiver of \$1.0 million), \$12.1 million of interest expense (including non-cash amortization of new issuance premium and debt offering costs of \$0.7 million) and \$1.1 million of other operating expenses. Preferred stock distributions for the quarter were \$5.9 million (including non-cash amortization of offering costs of \$0.3 million).

*Net Investment Loss.* Our net investment loss totaled \$21.3 million and included a current tax expense of \$2.9 million and deferred tax benefit of \$12.7 million.

*Net Realized Gains.* We had net realized gains from our investments of \$32.9 million, net of \$11.7 million of current tax benefit and \$30.9 million of deferred tax expense.

*Net Change in Unrealized Gains.* We had a net increase in our unrealized gains of \$519.2 million. The net change consisted of a \$822.7 million increase in our unrealized gains on investments and a deferred tax expense of \$303.5 million.

*Net Increase in Net Assets Resulting from Operations.* We had an increase in net assets resulting from operations of \$530.8 million. This increase was comprised of a net investment loss of \$21.3 million, net realized gains of \$32.9 million and net increase in unrealized gains of \$519.2 million, as noted above.

**Distributions to Common Stockholders**

We pay quarterly distributions to our common stockholders, funded generally by net distributable income ( NDI ) generated from our portfolio investments. NDI is the amount of income received by us from our portfolio investments less operating expenses, subject to certain adjustments as described below. NDI is not a financial measure under the accounting principles generally accepted in the United States of America ( GAAP ). Refer to the Reconciliation of NDI to GAAP section below for a reconciliation of this measure to our results reported under GAAP.

Income from portfolio investments includes (a) cash dividends and distributions, (b) paid-in-kind dividends received (i.e., stock dividends), (c) interest income from debt securities and commitment fees from private investments in public equity ( PIPE investments ) and (d) net premiums received from the sale of covered calls.

Operating expenses include (a) investment management fees paid to our investment adviser, (b) other expenses (mostly comprised of fees paid to other service providers), (c) interest expense and preferred stock distributions and (d) current and deferred income tax expense/benefit on net investment income/loss.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****MANAGEMENT DISCUSSION****(UNAUDITED)****Net Distributable Income (NDI)**

(amounts in millions, except for per share amounts)

	<b>Three Months Ended August 31, 2014</b>
<b>Distributions and Other Income from Investments</b>	
Dividends and Distributions <sup>(1)</sup>	\$ 96.5
Paid-In-Kind Dividends <sup>(1)</sup>	7.9
Net Premiums Received from Call Options Written	0.3
<b>Total Distributions and Other Income from Investments</b>	<b>104.7</b>
<b>Expenses</b>	
Investment Management Fee, net	(25.8)
Other Expenses	(1.1)
Interest Expense	(11.6)
Preferred Stock Distributions	(5.6)
Income Tax Benefit, net	9.8
<b>Net Distributable Income (NDI)</b>	<b>\$ 70.4</b>
<b>Weighted Shares Outstanding</b>	<b>109.2</b>
<b>NDI per Weighted Share Outstanding</b>	<b>\$ 0.644</b>
<b>Adjusted NDI per Weighted Share Outstanding<sup>(2)</sup></b>	<b>\$ 0.644</b>
<b>Distributions paid per Common Share<sup>(3)</sup></b>	<b>\$ 0.650</b>

(1) See Note 2 (Investment Income) to the Financial Statements for additional information regarding paid-in-kind and non-cash dividends and distributions.

(2) There were no adjustments to NDI during the quarter.

(3) The distribution of \$0.65 per share for the third quarter of fiscal 2014 was paid on October 10, 2014. Payment of future distributions is subject to Board of Directors approval, as well as meeting the covenants of our debt agreements and terms of our preferred stock. In determining our quarterly distribution to common stockholders, our Board of Directors considers a number of factors that include, but are not limited to:

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NDI and adjusted NDI generated in the current quarter;

Expected NDI over the next twelve months; and

Realized and unrealized gains generated by the portfolio.

On September 17, 2014, we declared a quarterly distribution of \$0.65 per common share for the third quarter of fiscal 2014 (a total distribution of \$71.0 million). The distribution represents an increase of 1.6% from the prior quarter's distribution and an increase of 9.2% from the distribution for the quarter ended August 31, 2013.

**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**MANAGEMENT DISCUSSION**

**(UNAUDITED)**

**Reconciliation of NDI to GAAP**

The difference between distributions and other income from investments in the NDI calculation and total investment income as reported in our Statement of Operations is reconciled as follows:

GAAP recognizes that a significant portion of the cash distributions received from MLPs is characterized as a return of capital and therefore excluded from investment income, whereas the NDI calculation includes the return of capital portion of such distributions.

GAAP recognizes distributions received from MLPs that exceed the cost basis of our securities to be realized gains and are therefore excluded from investment income, whereas the NDI calculation includes these distributions.

NDI includes the value of paid-in-kind dividends and distributions, whereas such amounts are not included as investment income for GAAP purposes, but rather are recorded as unrealized gains upon receipt.

NDI includes commitment fees from PIPE investments, whereas such amounts are generally not included in investment income for GAAP purposes, but rather are recorded as a reduction to the cost of the investment.

We may hold debt securities from time to time. Certain of our investments in debt securities may be purchased at a discount or premium to the par value of such security. When making such investments, we consider the security's yield to maturity, which factors in the impact of such discount (or premium). Interest income reported under GAAP includes the non-cash accretion of the discount (or amortization of the premium) based on the effective interest method. When we calculate interest income for purposes of determining NDI, in order to better reflect the yield to maturity, the accretion of the discount (or amortization of the premium) is calculated on a straight-line basis to the earlier of the expected call date or the maturity of the debt security.

We may sell covered call option contracts to generate income or to reduce our ownership of certain securities that we hold. In some cases, we are able to repurchase these call option contracts at a price less than the call premium that we received, thereby generating a profit. The premium we receive from selling call options, less (i) the premium that we pay to repurchase such call option contracts and (ii) the amount by which the market price of an underlying security is above the strike price at the time a new call option is written (if any), is included in NDI. For GAAP purposes, premiums received from call option contracts sold are not included in investment income. See Note 2 Significant Accounting Policies for a full discussion of the GAAP treatment of option contracts.

The treatment of expenses included in NDI also differs from what is reported in the Statement of Operations as follows:

The non-cash amortization or write-offs of capitalized debt issuance costs, new issuance premiums and preferred stock offering costs related to our financings is included in interest expense and distributions on mandatory redeemable preferred stock for GAAP purposes, but is excluded from our calculation of NDI.



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NDI may also include recurring payments (or receipts) on interest rate swap contracts or the amortization of termination payments on interest rate swap contracts entered into in anticipation of an offering of Notes or MRP Shares. The termination payments on interest rate swap contracts are amortized over the term of the Notes or MRP Shares issued. For GAAP purposes, these amounts are included in the realized gains/losses section of the Statement of Operations.

**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**MANAGEMENT DISCUSSION**

**(UNAUDITED)**

**Liquidity and Capital Resources**

Total leverage outstanding at August 31, 2014 of \$2,025 million was comprised of \$1,295 million of Notes, \$81 million outstanding under our unsecured revolving credit facility (the Credit Facility), \$150 million outstanding under our unsecured term loan (the Term Loan) and \$499 million of MRP Shares. Total leverage represented 25% of total assets at August 31, 2014. As of October 23, 2014, we had \$99 million and \$150 million borrowed under our Credit Facility and Term Loan, respectively, and we had \$1.6 million of cash.

Our Credit Facility has total commitments of \$250 million and matures on March 4, 2016. The interest rate varies between LIBOR plus 1.60% and LIBOR plus 2.25%, depending on our asset coverage ratios. Outstanding loan balances accrue interest daily at a rate equal to LIBOR plus 1.60% based on current asset coverage ratios. We pay a fee of 0.30% per annum on any unused amounts of the Credit Facility.

Our Term Loan has a total commitment of \$150 million and matures on February 18, 2019. Borrowings under the Term Loan bear interest at a rate of LIBOR plus 1.30%. On September 24, 2014, we amended our Term Loan to allow amounts borrowed under the Term Loan to be repaid and subsequently reborrowed. We pay a fee of 0.25% per annum on any unused amounts of the Term Loan.

We had \$1,295 million of Notes outstanding at August 31, 2014. On October 29, 2014, we completed a private placement of \$200 million of Notes. The proceeds will be used to refinance existing indebtedness (including the redemption of our \$60 million Series M Notes which mature on November 4, 2014), to make new portfolio investments and for general corporate purposes. The remaining Notes mature between 2015 and 2025.

As of August 31, 2014, we had \$499 million of MRP Shares outstanding. On October 29, 2014, we completed a private placement offering of \$25 million of Series I MRP Shares. The MRP Shares outstanding are subject to mandatory redemption at various dates from 2017 through 2022.

At August 31, 2014, our asset coverage ratios under the Investment Company Act of 1940, as amended (the 1940 Act), were 428% for debt and 323% for total leverage (debt plus preferred stock). Our long-term target asset coverage ratio with respect to our debt is 375%, but at times we may be above or below our target depending on market conditions.

As of August 31, 2014, our total leverage consisted of both fixed rate (73%) and floating rate (27%) obligations. At such date, the weighted average interest/dividend rate on our total leverage was 3.37%.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****SCHEDULE OF INVESTMENTS****AUGUST 31, 2014****(amounts in 000 s)****(UNAUDITED)**

Description	No. of Shares/Units	Value
<b>Long-Term Investments 181.5%</b>		
<b>Equity Investments<sup>(1)</sup> 181.5%</b>		
<b>Midstream MLP<sup>(2)</sup> 153.3%</b>		
Access Midstream Partners, L.P.	3,732	\$ 240,151
Arc Logistics Partners LP	1,006	26,208
Atlas Pipeline Partners, L.P.	1,246	46,030
Buckeye Partners, L.P.	2,579	203,731
Crestwood Midstream Partners LP	10,785	251,930
DCP Midstream Partners, LP	6,296	356,239
El Paso Pipeline Partners, L.P. <sup>(3)</sup>	5,305	220,492
Enable Midstream Partners, LP	862	22,098
Enbridge Energy Management, L.L.C. <sup>(4)</sup>	1,844	66,070
Enbridge Energy Partners, L.P.	6,024	218,787
Energy Transfer Partners, L.P. <sup>(5)</sup>	6,945	398,990
EnLink Midstream Partners, LP	5,992	185,704
Enterprise Products Partners L.P. <sup>(5)</sup>	18,585	755,112
EQT Midstream Partners, LP	170	16,605
Global Partners LP	2,068	89,078
Holly Energy Partners, L.P.	752	27,276
Kinder Morgan Energy Partners, L.P. <sup>(3)</sup>	1,944	187,361
Kinder Morgan Management, LLC <sup>(3)(4)</sup>	5,082	496,661
Magellan Midstream Partners, L.P.	2,822	236,829
MarkWest Energy Partners, L.P. <sup>(6)</sup>	5,838	465,472
Martin Midstream Partners L.P.	176	6,903
Midcoast Energy Partners, L.P.	1,969	44,297
Niska Gas Storage Partners LLC	1,412	20,343
ONEOK Partners, L.P.	5,850	347,675
PBF Logistics LP	219	5,471
Plains All American Pipeline, L.P. <sup>(6)</sup>	6,948	416,369
QEP Midstream Partners, LP	1,134	29,488
Regency Energy Partners LP	15,064	496,826
Southcross Energy Partners, L.P.	469	10,359
Sprague Resources LP	1,539	40,095
Summit Midstream Partners, LP	1,591	87,967
Sunoco Logistics Partners L.P.	865	42,813
Tallgrass Energy Partners, LP	635	27,175
Targa Resources Partners L.P.	2,566	190,915
VTTI Energy Partners LP <sup>(7)</sup>	286	7,836
Western Gas Partners, LP	2,819	218,431
Williams Partners L.P.	7,797	413,301
		6,917,088

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<b>Midstream Company</b>	<b>8.4%</b>		
Kinder Morgan, Inc. <sup>(3)</sup>		1,447	58,248
ONEOK, Inc.		829	58,168
Plains GP Holdings, L.P. Unregistered <sup>(4)(8)(9)</sup>		6,402	191,452
Targa Resources Corp.		218	30,427
The Williams Companies, Inc.		708	42,083
			380,378

See accompanying notes to financial statements.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****SCHEDULE OF INVESTMENTS****AUGUST 31, 2014****(amounts in 000 s)****(UNAUDITED)**

Description	No. of Shares/Units	Value
<b>Shipping MLP 5.2%</b>		
Capital Product Partners L.P.	2,723	\$ 29,785
Capital Products Partners L.P. Class B Units <sup>(10)</sup>	3,030	33,152
Dynagas LNG Partners LP	964	23,318
Golar LNG Partners LP	1,474	56,143
Höegh LNG Partners LP <sup>(7)</sup>	286	7,404
KNOT Offshore Partners LP	362	10,155
Navios Maritime Partners L.P.	282	5,549
Teekay Offshore Partners L.P.	1,911	67,343
		232,849
<b>General Partner MLP 4.8%</b>		
Alliance Holdings GP L.P.	1,998	143,523
Crestwood Equity Partners LP	2,273	28,987
Energy Transfer Equity, L.P.	394	23,908
Western Gas Equity Partners, LP	307	18,417
		214,835
<b>Upstream MLP &amp; Income Trust 3.6%</b>		
BreitBurn Energy Partners L.P.	1,397	31,975
Enduro Royalty Trust	300	3,951
EV Energy Partners, L.P.	516	21,555
Legacy Reserves LP	1,168	35,912
Linn Co, LLC	67	2,091
LRR Energy, L.P.	803	15,389
Mid-Con Energy Partners, LP	2,291	51,276
		162,149
<b>Other 6.2%</b>		
AmeriGas Partners, L.P.	223	10,327
Clearwater Trust <sup>(6)(8)(11)</sup>	N/A	740
Compressco Partners, L.P.	1,165	31,438
Exterran Partners, L.P.	2,524	73,193
Foresight Energy LP	2,014	38,240
Natural Resource Partners L.P.	398	6,315
Northern Tier Energy LP	271	7,105
Seadrill Partners LLC	388	13,384
SunCoke Energy Partners, L.P.	1,906	57,690
Transocean Partners LLC <sup>(7)</sup>	331	9,423

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USA Compression Partners, LP	1,123	29,383
Westlake Chemical Partners LP <sup>(7)</sup>	134	4,053
		281,291
<b>Total Long-Term Investments (Cost \$4,110,350)</b>		8,188,590
<b>Liabilities</b>		
<b>Debt</b>		(1,526,000)
<b>Mandatory Redeemable Preferred Stock at Liquidation Value</b>		(499,000)
<b>Deferred Tax Liability</b>		(1,645,781)
<b>Other Liabilities</b>		(53,554)
<b>Total Liabilities</b>		(3,724,335)

See accompanying notes to financial statements.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****SCHEDULE OF INVESTMENTS****AUGUST 31, 2014****(amounts in 000 s)****(UNAUDITED)**

Description	Value
<b>Current Tax Asset</b>	\$ 9,079
<b>Other Assets</b>	37,899
<b>Total Liabilities in Excess of Other Assets</b>	<b>(3,677,357)</b>
<b>Net Assets Applicable to Common Stockholders</b>	<b>\$ 4,511,233</b>

- (1) Unless otherwise noted, equity investments are common units/common shares.
- (2) Includes limited liability companies.
- (3) On August 10, 2014, Kinder Morgan, Inc. announced that it will acquire all of the outstanding equity securities of Kinder Morgan Management, LLC, Kinder Morgan Energy Partners, L.P. and El Paso Pipeline Partners, L.P.
- (4) Dividends are paid-in-kind.
- (5) In lieu of cash distributions, the Company has elected to receive distributions in additional units through the partnership's dividend reinvestment program.
- (6) The Company believes that it is an affiliate of Clearwater Trust, MarkWest Energy Partners, L.P., Plains All American Pipeline, L.P. and Plains GP Holdings, L.P. ( Plains GP ). See Note 5 Agreements and Affiliations.
- (7) Security is not currently paying cash distributions but is expected to pay cash distributions within the next 12 months.
- (8) Fair valued security, restricted from public sale. See Notes 2, 3 and 7 in Notes to Financial Statements.
- (9) The Company holds an interest in Plains AAP, L.P. ( PAA GP ), which controls the general partner of Plains All American, L.P. The Company's ownership of PAA GP is exchangeable into shares of Plains GP (which trades on the NYSE under the ticker PAGP) on a one-for-one basis at the Company's option. See Note 3 Fair Value.

- (10) Class B Units are convertible on a one-for-one basis into common units of Capital Product Partners L.P. ( CPLP ) and are senior to the common units in terms of liquidation preference and priority of distributions. The Class B Units pay quarterly cash distributions of \$0.21375 per unit and are convertible at any time at the option of the holder. If CPLP increases the quarterly cash distribution per common unit, the distribution per Class B Unit will increase by an equal amount. If CPLP does not redeem the Class B Units by May 2022, then the distribution increases by 25% per quarter to a maximum of \$0.33345 per unit. CPLP may require that the Class B Units convert into common units after May 2015 if the common unit price exceeds \$11.70 per unit, and the Class B Units are callable after May 2017 at a price of \$9.27 per unit and after May 2019 at \$9.00 per unit.
- (11) The Company owns an interest in the Creditors Trust of Miller Bros. Coal, LLC ( Clearwater Trust ) consisting of a coal royalty interest and certain other assets. See Notes 5 and 7 in Notes to Financial Statements.

See accompanying notes to financial statements.



**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****STATEMENT OF ASSETS AND LIABILITIES****AUGUST 31, 2014****(amounts in 000 s, except share and per share amounts)****(UNAUDITED)**

<b>ASSETS</b>	
Investments at fair value:	
Non-affiliated (Cost \$3,842,106)	\$ 7,114,557
Affiliated (Cost \$268,244)	1,074,033
<b>Total investments (Cost \$4,110,350)</b>	<b>8,188,590</b>
Cash	3,620
Deposits with brokers	251
Receivable for securities sold	17,693
Dividends and distributions receivable	450
Current tax asset	9,079
Deferred debt and preferred stock offering costs and other assets	15,885
<b>Total Assets</b>	<b>8,235,568</b>
<b>LIABILITIES</b>	
Payable for securities purchased	13,636
Investment management fee payable	25,777
Accrued directors' fees and expenses	119
Accrued expenses and other liabilities	14,022
Deferred income tax liability	1,645,781
Credit facility	81,000
Term loan	150,000
Notes	1,295,000
Mandatory redeemable preferred stock, \$25.00 liquidation value per share (19,960,000 shares issued and outstanding)	499,000
<b>Total Liabilities</b>	<b>3,724,335</b>
<b>NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS</b>	<b>\$ 4,511,233</b>
<b>NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS CONSIST OF</b>	
Common stock, \$0.001 par value (109,297,777 shares issued and outstanding, 180,040,000 shares authorized)	\$ 109
Paid-in capital	2,202,561
Accumulated net investment loss, net of income taxes, less dividends	(833,706)
Accumulated realized gains, net of income taxes	571,863
Net unrealized gains, net of income taxes	2,570,406
<b>NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS</b>	<b>\$ 4,511,233</b>
<b>NET ASSET VALUE PER COMMON SHARE</b>	<b>\$ 41.27</b>

See accompanying notes to financial statements.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****STATEMENT OF OPERATIONS**

(amounts in 000 s)

(UNAUDITED)

	For the Three Months Ended August 31, 2014	For the Nine Months Ended August 31, 2014
<b>INVESTMENT INCOME</b>		
<b>Income</b>		
Dividends and distributions:		
Non-affiliated investments	\$ 85,720	\$ 244,226
Affiliated investments	10,794	31,213
Total dividends and distributions	96,514	275,439
Return of capital	(82,060)	(235,874)
Distributions in excess of cost basis	(621)	(2,340)
Total Investment Income	13,833	37,225
<b>Expenses</b>		
Investment management fees, before investment management fee waiver	26,795	72,446
Administration fees	336	978
Professional fees	149	465
Reports to stockholders	152	357
Directors' fees and expenses	121	349
Custodian fees	107	275
Insurance	50	165
Other expenses	231	639
Total expenses before fee waiver, interest expense, preferred distributions and taxes	27,941	75,674
Investment management fee waiver	(1,018)	(2,363)
Interest expense and amortization of premium and offering costs	12,163	33,954
Distributions on mandatory redeemable preferred stock and amortization of offering costs	5,880	16,732
Total expenses before taxes	44,966	123,997
<b>Net Investment Loss Before Taxes</b>	(31,133)	(86,772)
Current tax expense	(2,865)	(2,366)
Deferred income tax benefit	12,663	29,696
<b>Net Investment Loss</b>	(21,335)	(59,442)
<b>REALIZED AND UNREALIZED GAINS (LOSSES)</b>		
<b>Net Realized Gains</b>		
Investments non-affiliated	51,569	125,807
Investments affiliated	12	12
Options	530	1,024
Interest rate swap contracts		(2,045)
Current income tax benefit	11,735	10,971
Deferred income tax expense	(30,953)	(57,029)

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Net Realized Gains	32,893	78,740
<b>Net Change in Unrealized Gains</b>		
Investments non-affiliated	667,412	1,277,919
Investments affiliated	155,320	197,707
Options	11	
Deferred income tax expense	(303,515)	(544,591)
Net Change in Unrealized Gains	519,228	931,035
<b>Net Realized and Unrealized Gains</b>	<b>552,121</b>	<b>1,009,775</b>
<b>NET INCREASE IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS RESULTING FROM OPERATIONS</b>	<b>\$ 530,786</b>	<b>\$ 950,333</b>

See accompanying notes to financial statements.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****STATEMENT OF CHANGES IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS**

(amounts in 000 s, except share amounts)

	<b>For the Nine Months Ended August 31, 2014 (Unaudited)</b>	<b>For the Fiscal Year Ended November 30, 2013</b>
<b>OPERATIONS</b>		
Net investment loss, net of tax <sup>(1)</sup>	\$ (59,442)	\$ (69,851)
Net realized gains, net of tax	78,740	202,524
Net change in unrealized gains, net of tax	931,035	603,798
<b>Net Increase in Net Assets Resulting from Operations</b>	<b>950,333</b>	<b>736,471</b>
<b>DIVIDENDS AND DISTRIBUTIONS TO COMMON STOCKHOLDERS<sup>(1)</sup></b>		
Dividends	(38,026) <sup>(2)</sup>	(144,672) <sup>(3)</sup>
Distributions - return of capital	(161,262) <sup>(2)</sup>	(70,129) <sup>(3)</sup>
<b>Dividends and Distributions to Common Stockholders</b>	<b>(199,288)</b>	<b>(214,801)</b>
<b>CAPITAL STOCK TRANSACTIONS</b>		
Issuance of common stock offering of 8,296,180 and 11,249,151 shares of common stock, respectively	307,698	392,861
Underwriting discounts and offering expenses associated with the issuance of common stock	(12,013)	(15,534)
Issuance of 582,938 and 738,095 shares of common stock from reinvestment of dividends and distributions, respectively	20,587	24,098
<b>Net Increase in Net Assets Applicable to Common Stockholders from Capital Stock Transactions</b>	<b>316,272</b>	<b>401,425</b>
<b>Total Increase in Net Assets Applicable to Common Stockholders</b>	<b>1,067,317</b>	<b>923,095</b>
<b>NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS</b>		
Beginning of period	3,443,916	2,520,821
End of period	\$ 4,511,233	\$ 3,443,916

- (1) Distributions on the Company's mandatory redeemable preferred stock ( MRP Shares ) are treated as an operating expense under GAAP and are included in the calculation of net investment loss. See Note 2 - Significant Accounting Policies. The character of the distribution in the amount of \$15,774 paid to MRP shareholders during the nine months ended August 31, 2014 as dividend income (qualified dividend income) is based solely on the Company's operating results during the period and does not reflect the expected results during the remainder of the fiscal year. The actual characterization of the MRP Shares distributions made during the period will not be determinable until after the end of the fiscal year when the Company can determine earnings and profits. Therefore, the characterization may differ from the preliminary estimates. Distributions in the amount of \$19,545 paid to MRP shareholders for the fiscal year ended November 30, 2013 were characterized as dividend income (eligible to be treated as qualified dividend income). This characterization is based on the Company's earnings and profits.

See accompanying notes to financial statements.

**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**STATEMENT OF CHANGES IN NET ASSETS APPLICABLE TO COMMON STOCKHOLDERS**

**(amounts in 000 s, except share amounts)**

- (2) The characterization of the distributions paid to common stockholders for the nine months ended August 31, 2014 as either dividend income (eligible to be treated as qualified dividend income) or distributions (return of capital) is based solely on the Company's operating results during the period and does not reflect the expected results during the remainder of the fiscal year. The actual characterization of the common stock distributions made during the current year will not be determinable until after the end of the fiscal year when the Company can determine earnings and profits. Therefore, the characterization may differ from the preliminary estimates.
- (3) Distributions paid to common stockholders for the fiscal year ended November 30, 2013 are characterized as either dividends (eligible to be treated as qualified dividend income) or distributions (return of capital). This characterization is based on the Company's earnings and profits.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****STATEMENT OF CASH FLOWS****FOR THE NINE MONTHS ENDED AUGUST 31, 2014****(amounts in 000 s)****(UNAUDITED)**

<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	
Net increase in net assets resulting from operations	\$ 950,333
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:	
Return of capital distributions	235,874
Distributions in excess of cost basis	2,340
Net realized gains	(124,798)
Net unrealized gains	(1,475,626)
Purchase of long-term investments	(1,192,957)
Proceeds from sale of long-term investments	596,742
Decrease in deposits with brokers	1,060
Increase in receivable for securities sold	(8,633)
Decrease in interest, dividends and distributions receivable	1,333
Increase in current tax asset	(9,079)
Amortization of deferred debt offering costs	2,074
Amortization of mandatory redeemable preferred stock offering costs	958
Increase in other assets	(68)
Increase in payable for securities purchased	11,703
Increase in investment management fee payable	5,560
Increase in accrued directors' fees and expenses	13
Decrease in accrued expenses and other liabilities	(6,670)
Decrease in current tax liability	(3,730)
Increase in deferred tax liability	571,923
<b>Net Cash Used in Operating Activities</b>	<b>(441,648)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>	
Increase in borrowings under credit facility	12,000
Increase in borrowings under term loan	150,000
Issuance of shares of common stock, net of offering costs	295,685
Proceeds from offering of Notes	215,000
Proceeds from offering on mandatory redeemable preferred stock	50,000
Redemption of Notes	(95,000)
Costs associated with issuance of term loan	(1,350)
Costs associated with offering of Notes, net of new issuance premium	(1,924)
Costs associated with offering of mandatory redeemable preferred stock	(699)
Cash distributions paid to common stockholders	(178,701)
<b>Net Cash Provided by Financing Activities</b>	<b>445,011</b>
<b>NET INCREASE IN CASH</b>	<b>3,363</b>
<b>CASH BEGINNING OF PERIOD</b>	<b>257</b>
<b>CASH END OF PERIOD</b>	<b>\$ 3,620</b>



Supplemental disclosure of cash flow information:

Non-cash financing activities not included herein consisted of reinvestment of distributions of \$20,587 pursuant to the Company's dividend reinvestment plan.

During the nine months ended August 31, 2014, interest paid was \$38,975 and income tax paid was \$4,204.

The Company received \$60,701 of paid-in-kind and non-cash dividends and distributions during the nine months ended August 31, 2014. See Note 2 Significant Accounting Policies.

See accompanying notes to financial statements.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****FINANCIAL HIGHLIGHTS**

(amounts in 000 s, except share and per share amounts)

	For the Nine Months Ended August 31, 2014 (Unaudited)	For the Fiscal Year Ended November 30,	
		2013	2012
<b>Per Share of Common Stock<sup>(1)</sup></b>			
Net asset value, beginning of period	\$ 34.30	\$ 28.51	\$ 27.01
Net investment income (loss) <sup>(2)</sup>	(0.56)	(0.73)	(0.71)
Net realized and unrealized gain (loss)	9.36	8.72	4.27
<b>Total income (loss) from operations</b>	<b>8.80</b>	<b>7.99</b>	<b>3.56</b>
Dividends and distributions auction rate preferred <sup>(4)(3)</sup>			
Common dividends <sup>(3)</sup>	(0.36)	(1.54)	(1.54)
Common distributions return of capital <sup>(4)</sup>	(1.52)	(0.75)	(0.55)
<b>Total dividends and distributions common</b>	<b>(1.88)</b>	<b>(2.29)</b>	<b>(2.09)</b>
Underwriting discounts and offering costs on the issuance of auction rate preferred stock			
Effect of issuance of common stock	0.05	0.09	0.02
Effect of shares issued in reinvestment of distributions			0.01
<b>Total capital stock transactions</b>	<b>0.05</b>	<b>0.09</b>	<b>0.03</b>
Net asset value, end of period	\$ 41.27	\$ 34.30	\$ 28.51
Market value per share of common stock, end of period	\$ 41.02	\$ 37.23	\$ 31.13
Total investment return based on common stock market value <sup>(4)</sup>	16.1% <sup>(5)</sup>	28.2%	19.3%
<b>Supplemental Data and Ratios<sup>(6)</sup></b>			
Net assets applicable to common stockholders, end of period	\$ 4,511,233	\$ 3,443,916	\$ 2,520,821
Ratio of expenses to average net assets			
Management fees (net of fee waiver)	2.4%	2.4%	2.4%
Other expenses	0.1	0.1	0.2
Subtotal	2.5	2.5	2.6
Interest expense and distributions on mandatory redeemable preferred stock <sup>(2)</sup>	1.8	2.1	2.4
Income tax expense	19.6	14.4	7.2
<b>Total expenses</b>	<b>23.9%</b>	<b>19.0%</b>	<b>12.2%</b>
Ratio of net investment income (loss) to average net assets <sup>(2)</sup>	(2.1)%	(2.3)%	(2.5)%
Net increase (decrease) in net assets to common stockholders resulting from operations to average net assets	24.8% <sup>(5)</sup>	24.3%	11.6%

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Portfolio turnover rate		8.5% <sup>(5)</sup>	21.2%	20.4%
Average net assets	\$	3,838,729	\$ 3,027,563	\$ 2,346,249
Notes outstanding, end of period		1,295,000	1,175,000	890,000
Credit facility outstanding, end of period		81,000	69,000	19,000
Term loan outstanding, end of period		150,000		
Auction rate preferred stock, end of period				
Mandatory redeemable preferred stock, end of period		499,000	449,000	374,000
Average shares of common stock outstanding		106,594,007	94,658,194	82,809,687
Asset coverage of total debt <sup>(7)</sup>		428.3%	412.9%	418.5%
Asset coverage of total leverage (debt and preferred stock) <sup>(8)</sup>		322.8%	303.4%	296.5%
Average amount of borrowings per share of common stock during the period <sup>(1)</sup>	\$	12.93	\$ 11.70	\$ 10.80

See accompanying notes to financial statements.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****FINANCIAL HIGHLIGHTS**

(amounts in 000 s, except share and per share amounts)

	For the Fiscal Year Ended November 30,			
	2011	2010	2009	2008
<b>Per Share of Common Stock<sup>(1)</sup></b>				
Net asset value, beginning of period	\$ 26.67	\$ 20.13	\$ 14.74	\$ 30.08
Net investment income (loss) <sup>(2)</sup>	(0.69)	(0.44)	(0.33)	(0.73)
Net realized and unrealized gain (loss)	2.91	8.72	7.50	(12.56)
<b>Total income (loss) from operations</b>	<b>2.22</b>	<b>8.28</b>	<b>7.17</b>	<b>(13.29)</b>
Dividends and distributions – auction rate preferred <sup>(4)(3)</sup>			(0.01)	(0.10)
Common dividends <sup>(3)</sup>	(1.26)	(0.84)		
Common distributions – return of capital <sup>1)</sup>	(0.72)	(1.08)	(1.94)	(1.99)
<b>Total dividends and distributions – common</b>	<b>(1.98)</b>	<b>(1.92)</b>	<b>(1.94)</b>	<b>(1.99)</b>
Underwriting discounts and offering costs on the issuance of auction rate preferred stock				
Effect of issuance of common stock	0.09	0.16	0.12	
Effect of shares issued in reinvestment of distributions	0.01	0.02	0.05	0.04
<b>Total capital stock transactions</b>	<b>0.10</b>	<b>0.18</b>	<b>0.17</b>	<b>0.04</b>
Net asset value, end of period	\$ 27.01	\$ 26.67	\$ 20.13	\$ 14.74
Market value per share of common stock, end of period	\$ 28.03	\$ 28.49	\$ 24.43	\$ 13.37
Total investment return based on common stock market value <sup>(4)</sup>	5.6%	26.0%	103.0%	(48.8)%
<b>Supplemental Data and Ratios<sup>(6)</sup></b>				
Net assets applicable to common stockholders, end of period	\$ 2,029,603	\$ 1,825,891	\$ 1,038,277	\$ 651,156
Ratio of expenses to average net assets				
Management fees (net of fee waiver)	2.4%	2.1%	2.1%	2.2%
Other expenses	0.2	0.2	0.4	0.3
Subtotal	2.6	2.3	2.5	2.5
Interest expense and distributions on mandatory redeemable preferred stock <sup>(2)</sup>	2.3	1.9	2.5	3.4
Income tax expense	4.8	20.5	25.4	<sup>(9)</sup>
<b>Total expenses</b>	<b>9.7%</b>	<b>24.7%</b>	<b>30.4%</b>	<b>5.9%</b>
Ratio of net investment income (loss) to average net assets <sup>(2)</sup>	(2.5)%	(1.8)%	(2.0)%	(2.8)%
Net increase (decrease) in net assets to common stockholders resulting from operations to average net assets	7.7%	34.6%	43.2%	(51.2)%
Portfolio turnover rate	22.3%	18.7%	28.9%	6.7%

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Average net assets	\$ 1,971,469	\$ 1,432,266	\$ 774,999	\$ 1,143,192
Notes outstanding, end of period	775,000	620,000	370,000	304,000
Credit facility outstanding, end of period				
Term loan outstanding, end of period				
Auction rate preferred stock, end of period			75,000	75,000
Mandatory redeemable preferred stock, end of period	260,000	160,000		
Average shares of common stock outstanding	72,661,162	60,762,952	46,894,632	43,671,666
Asset coverage of total debt <sup>(7)</sup>	395.4%	420.3%	400.9%	338.9%
Asset coverage of total leverage (debt and preferred stock) <sup>(8)</sup>	296.1%	334.1%	333.3%	271.8%
Average amount of borrowings per share of common stock during the period <sup>(1)</sup>	\$ 10.09	\$ 7.70	\$ 6.79	\$ 11.52

See accompanying notes to financial statements.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****FINANCIAL HIGHLIGHTS**

(amounts in 000 s, except share and per share amounts)

	For the Fiscal Year Ended November 30,			For the Period September 28, 2004 <sup>(10)</sup> through November 30, 2004
	2007	2006	2005	
<b>Per Share of Common Stock<sup>(1)</sup></b>				
Net asset value, beginning of period	\$ 28.99	\$ 25.07	\$ 23.91	\$ 23.70 <sup>(11)</sup>
Net investment income (loss) <sup>(2)</sup>	(0.73)	(0.62)	(0.17)	0.02
Net realized and unrealized gain (loss)	3.58	6.39	2.80	0.19
Total income (loss) from operations	2.85	5.77	2.63	0.21
Dividends and distributions auction rate preferred <sup>(4)(3)</sup>	(0.10)	(0.10)	(0.05)	
Common dividends <sup>(3)</sup>	(0.09)		(0.13)	
Common distributions return of capital <sup>(4)</sup>	(1.84)	(1.75)	(1.37)	
Total dividends and distributions common	(1.93)	(1.75)	(1.50)	
Underwriting discounts and offering costs on the issuance of auction rate preferred stock			(0.03)	
Effect of issuance of common stock	0.26		0.11	
Effect of shares issued in reinvestment of distributions	0.01			
Total capital stock transactions	0.27		0.08	
Net asset value, end of period	\$ 30.08	\$ 28.99	\$ 25.07	\$ 23.91
Market value per share of common stock, end of period	\$ 28.27	\$ 31.39	\$ 24.33	\$ 24.90
Total investment return based on common stock market value <sup>(4)</sup>	(4.4)%	37.9%	3.7%	(0.4)% <sup>(5)</sup>
<b>Supplemental Data and Ratios<sup>(6)</sup></b>				
Net assets applicable to common stockholders, end of period	\$ 1,300,030	\$ 1,103,392	\$ 932,090	\$ 792,836
Ratio of expenses to average net assets				
Management fees (net of fee waiver)	2.3%	3.2%	1.2%	0.8%
Other expenses	0.2	0.2	0.3	0.4
Subtotal	2.5	3.4	1.5	1.2
Interest expense and distributions on mandatory redeemable preferred stock <sup>(2)</sup>	2.3	1.7	0.8	0.0
Income tax expense	3.5	13.8	6.4	3.5
Total expenses	8.3%	18.9%	8.7%	4.7%
Ratio of net investment income (loss) to average net assets <sup>(2)</sup>	(2.3)%	(2.4)%	(0.7)%	0.5%

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Net increase (decrease) in net assets to common stockholders resulting from operations to average net assets	7.3%	21.7%	10.0%	0.9% <sup>(5)</sup>
Portfolio turnover rate	10.6%	10.0%	25.6%	11.8% <sup>(5)</sup>
Average net assets	\$ 1,302,425	\$ 986,908	\$ 870,672	\$ 729,280
Notes outstanding, end of period	505,000	320,000	260,000	
Credit facility outstanding, end of period	97,000	17,000		
Term loan outstanding, end of period				
Auction rate preferred stock, end of period	75,000	75,000	75,000	
Mandatory redeemable preferred stock, end of period				
Average shares of common stock outstanding	41,134,949	37,638,314	34,077,731	33,165,900
Asset coverage of total debt <sup>(7)</sup>	328.4%	449.7%	487.3%	
Asset coverage of total leverage (debt and preferred stock) <sup>(8)</sup>	292.0%	367.8%	378.2%	
Average amount of borrowings per share of common stock during the period <sup>(1)</sup>	\$ 12.14	\$ 8.53	\$ 5.57	

See accompanying notes to financial statements.

**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**FINANCIAL HIGHLIGHTS**

**(amounts in 000 s, except share and per share amounts)**

- (1) Based on average shares of common stock outstanding.
- (2) Distributions on the Company's MRP Shares are treated as an operating expense under GAAP and are included in the calculation of net investment income (loss). See Note 2 Significant Accounting Policies.
- (3) The characterization of the distribution paid for the nine months ended August 31, 2014 is based solely on the Company's operating results during the period and does not reflect the expected results during the remainder of the fiscal year. The information presented for each of the other periods is a characterization of the total distributions paid to preferred stockholders and common stockholders as either a dividend (eligible to be treated as qualified dividend income) or a distribution (return of capital) and is based on the Company's earnings and profits.
- (4) Total investment return is calculated assuming a purchase of common stock at the market price on the first day and a sale at the current market price on the last day of the period reported. The calculation also assumes reinvestment of distributions at actual prices pursuant to the Company's dividend reinvestment plan.
- (5) Not annualized.
- (6) Unless otherwise noted, ratios are annualized.
- (7) Calculated pursuant to section 18(a)(1)(A) of the 1940 Act. Represents the value of total assets less all liabilities not represented by unsecured notes (Notes) or any other senior securities representing indebtedness and MRP Shares divided by the aggregate amount of Notes and any other senior securities representing indebtedness. Under the 1940 Act, the Company may not declare or make any distribution on its common stock nor can it incur additional indebtedness if, at the time of such declaration or incurrence, its asset coverage with respect to senior securities representing indebtedness would be less than 300%. For purposes of this test, the Credit Facility and the Term Loan are considered senior securities representing indebtedness.
- (8) Calculated pursuant to section 18(a)(2)(A) of the 1940 Act. Represents the value of total assets less all liabilities not represented by Notes, any other senior securities representing indebtedness and preferred stock divided by the aggregate amount of Notes, any other senior securities representing indebtedness and preferred stock. Under the 1940 Act, the Company may not declare or make any distribution on its common stock nor can it issue additional preferred stock if at the time of such declaration or issuance, its asset coverage with respect to all senior securities would be less than 200%. In addition to the limitations under the 1940 Act, the Company, under the terms of its MRP Shares, would not be able to declare or pay any distributions on its common stock if such declaration would cause its asset coverage with respect to all senior securities to be less than 225%. For purposes of these tests, the Credit Facility and the Term Loan are considered senior securities representing indebtedness.



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- (9) For the fiscal year ended November 30, 2008, the Company accrued deferred income tax benefits of \$339,991 (29.7% of average net assets) primarily related to unrealized losses on investments. Realization of a deferred tax benefit was dependent on whether there would be sufficient taxable income of the appropriate character within the carryforward periods to realize a portion or all of the deferred tax benefit. Because it could not have been predicted whether the Company would incur a benefit in the future, a deferred income tax benefit of 0% was assumed.
  
- (10) Commencement of operations.
  
- (11) Initial public offering price of \$25.00 per share less underwriting discounts of \$1.25 per share and offering costs of \$0.05 per share.

See accompanying notes to financial statements.

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**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**NOTES TO FINANCIAL STATEMENTS**

**(amounts in 000 s, except number of option contracts, share and per share amounts)**

**(UNAUDITED)**

**1. Organization**

Kayne Anderson MLP Investment Company (the Company) was organized as a Maryland corporation on June 4, 2004, and is a non-diversified closed-end management investment company registered under the Investment Company Act of 1940, as amended (the 1940 Act). The Company's investment objective is to obtain a high after-tax total return by investing at least 85% of its net assets plus any borrowings (total assets) in energy-related master limited partnerships and their affiliates (collectively, MLPs), and in other companies that, as their principal business, operate assets used in the gathering, transporting, processing, storing, refining, distributing, mining or marketing of natural gas, natural gas liquids (including propane), crude oil, refined petroleum products or coal (collectively with MLPs, Midstream Energy Companies). The Company commenced operations on September 28, 2004. The Company's shares of common stock are listed on the New York Stock Exchange, Inc. (NYSE) under the symbol KYN.

**2. Significant Accounting Policies**

**A. Use of Estimates** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ materially from those estimates.

**B. Cash and Cash Equivalents** Cash and cash equivalents include short-term, liquid investments with an original maturity of three months or less and include money market fund accounts.

**C. Calculation of Net Asset Value** The Company determines its net asset value no less frequently than as of the last day of each month based on the most recent close of regular session trading on the NYSE, and makes its net asset value available for publication monthly. Currently, the Company reports its net asset value on a weekly basis. Net asset value is computed by dividing the value of the Company's assets (including accrued interest and distributions and current and deferred income tax assets), less all of its liabilities (including accrued expenses, distributions payable, current and deferred accrued income taxes, and any borrowings) and the liquidation value of any outstanding preferred stock, by the total number of common shares outstanding.

**D. Investment Valuation** Readily marketable portfolio securities listed on any exchange other than the NASDAQ Stock Market, Inc. (NASDAQ) are valued, except as indicated below, at the last sale price on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the most recent bid and ask prices on such day. Securities admitted to trade on the NASDAQ are valued at the NASDAQ official closing price. Portfolio securities traded on more than one securities exchange are valued at the last sale price on the business day as of which such value is being determined at the close of the exchange representing the principal market for such securities.

Equity securities traded in the over-the-counter market, but excluding securities admitted to trading on the NASDAQ, are valued at the closing bid prices. Debt securities that are considered bonds are valued by using the mean of the bid and ask prices provided by an independent pricing service. For debt securities that are considered bank loans, the fair market value is determined by using the mean of the bid and ask prices provided by the agent or syndicate bank or principal market maker. When price quotes are not available, fair market value will be based on prices of comparable securities. In certain cases, the Company may not be able to purchase or sell debt securities at the quoted prices due to the lack of liquidity for these securities.

Exchange-traded options and futures contracts are valued at the last sales price at the close of trading in the market where such contracts are principally traded or, if there was no sale on the applicable exchange on such day, at the mean between the quoted bid and ask price as of the close of such exchange.



Table of Contents

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

(UNAUDITED)

The Company holds securities that are privately issued or otherwise restricted as to resale. For these securities, as well as any other portfolio security held by the Company for which reliable market quotations are not readily available, valuations are determined in a manner that most accurately reflects fair value of the security on the valuation date. Unless otherwise determined by the Board of Directors, the following valuation process is used for such securities:

**Investment Team Valuation.** The applicable investments are valued by senior professionals of KAFA who are responsible for the portfolio investments. The investments will be valued monthly with new investments valued at the time such investment was made.

**Investment Team Valuation Documentation.** Preliminary valuation conclusions will be determined by senior management of KAFA. Such valuations and supporting documentation is submitted to the Valuation Committee (a committee of the Company's Board of Directors) and the Board of Directors on a quarterly basis.

**Valuation Committee.** The Valuation Committee meets to consider the valuations submitted by KAFA at the end of each quarter. Between meetings of the Valuation Committee, a senior officer of KAFA is authorized to make valuation determinations. All valuation determinations of the Valuation Committee are subject to ratification by the Board of Directors at its next regular meeting.

**Valuation Firm.** Quarterly, a third-party valuation firm engaged by the Board of Directors reviews the valuation methodologies and calculations employed for these securities, unless the aggregate fair value of such security is less than 0.1% of total assets.

**Board of Directors Determination.** The Board of Directors meets quarterly to consider the valuations provided by KAFA and the Valuation Committee and ratify valuations for the applicable securities. The Board of Directors considers the report provided by the third-party valuation firm in reviewing and determining in good faith the fair value of the applicable portfolio securities.

At August 31, 2014, the Company held 5.0% of its net assets applicable to common stockholders (2.7% of total assets) in securities valued at fair value pursuant to procedures adopted by the Board of Directors, with fair value of \$225,344. See Note 3 Fair Value and Note 7 Restricted Securities.

**E. Repurchase Agreements** From time to time, the Company has agreed to purchase securities from financial institutions subject to the seller's agreement to repurchase them at an agreed-upon time and price (repurchase agreements). The financial institutions with whom the Company enters into repurchase agreements are banks and broker/dealers which KAFA considers creditworthy. The seller under a repurchase agreement is required to maintain the value of the securities as collateral, subject to the agreement, at not less than the repurchase price plus accrued interest. KAFA monitors daily the mark-to-market of the value of the collateral, and, if necessary, requires the seller to maintain additional securities so that the value of the collateral is not less than the repurchase price. Default by or bankruptcy of the seller would, however, expose the Company to possible loss because of adverse market action or delays in connection with the disposition of the underlying securities. As of August 31, 2014, the Company did not have any repurchase agreements.

**F. Short Sales** A short sale is a transaction in which the Company sells securities it does not own (but has borrowed) in anticipation of or to hedge against a decline in the market price of the securities. To complete a short sale, the Company may arrange through a broker to borrow the securities to be delivered to the buyer. The proceeds received by the Company for the short sale are retained by the broker until the Company replaces the borrowed securities. In borrowing the securities to be delivered to the buyer, the Company becomes obligated to replace the

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securities borrowed at their market price at the time of replacement, whatever the price may be.

The Company's short sales, if any, are fully collateralized. The Company is required to maintain assets consisting of cash or liquid securities equal in amount to the liability created by the short sale. These assets are

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

**(UNAUDITED)**

adjusted daily to reflect changes in the value of the securities sold short. The Company is liable for any dividends or distributions paid on securities sold short.

The Company may also sell short against the box (*i.e.*, the Company enters into a short sale as described above while holding an offsetting long position in the security which it sold short). If the Company enters into a short sale against the box, the Company would segregate an equivalent amount of securities owned as collateral while the short sale is outstanding. During the nine months ended August 31, 2014, the Company did not engage in any short sales.

**G. Security Transactions** Security transactions are accounted for on the date these securities are purchased or sold (trade date). Realized gains and losses are reported on an identified cost basis.

**H. Return of Capital Estimates** Distributions received from the Company's investments in MLPs and other securities generally are comprised of income and return of capital. The Company records investment income and return of capital based on estimates made at the time such distributions are received. The Company estimates that 90% of the MLP distributions received will be treated as a return of capital. Such estimates for MLPs and other investments are based on historical information available from each investment and other industry sources. These estimates may subsequently be revised based on information received from MLPs after their tax reporting periods are concluded.

The return of capital portion of the distributions is a reduction to investment income that results in an equivalent reduction in the cost basis of the associated investments and increases net realized gains (losses) and net change in unrealized gains (losses). If the cash distributions received by the Company exceed its cost basis (*i.e.* its cost basis is zero), the distributions are treated as realized gains.

The Company includes all cash distributions received on its Statement of Operations and reduces its investment income by (i) the estimated return of capital and (ii) the distributions in excess of cost basis. For the nine months ended August 31, 2014, the Company had \$235,874 of return of capital and \$2,340 of cash distributions that were in excess of cost basis. The cash distributions that were in excess of basis were treated as realized gains.

In accordance with GAAP, the return of capital cost basis reductions for the Company's MLP investments are limited to the total amount of the cash distributions received from such investments. For income tax purposes, the cost basis reductions for the Company's MLP investments typically exceed cash distributions received from such investments due to allocated losses from these investments. See Note 6 Income Taxes. The following table sets forth the Company's estimated total return of capital portion of the distributions received from its investments.

	<b>For the Three Months Ended August 31, 2014</b>	<b>For the Nine Months Ended August 31, 2014</b>
Return of capital portion of dividends and distributions received	85%	86%
Return of capital attributable to net realized gains (losses)	\$ 10,394	\$ 26,923
Return of capital attributable to net change in unrealized gains (losses)	71,666	208,951
Total return of capital	\$ 82,060	\$ 235,874

For the three and nine months ended August 31, 2014, the Company estimated the return of capital portion of distributions received to be \$82,576 (86%) and \$236,390 (86%), respectively. These amounts were decreased by \$516 due to the 2013 tax reporting information received by

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the Company in the fiscal third quarter 2014. As a result, the return of capital percentages for the three and nine months ended August 31, 2014 were 85% and 86%, respectively. In addition, for the three and nine months ended August 31, 2014, the Company estimated the cash

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

(UNAUDITED)

distributions that were in excess of cost basis to be \$801 and \$2,520, respectively. These amounts were decreased by \$180 due to the 2013 tax reporting information received by the Company in the fiscal third quarter 2014.

*I. Investment Income* The Company records dividends and distributions on the ex-dividend date. Interest income is recognized on the accrual basis, including amortization of premiums and accretion of discounts. When investing in securities with payment in-kind interest, the Company will accrue interest income during the life of the security even though it will not be receiving cash as the interest is accrued. To the extent that interest income to be received is not expected to be realized, a reserve against income is established.

Debt securities that the Company may hold will typically be purchased at a discount or premium to the par value of the security. The non-cash accretion of a discount to par value increases interest income while the non-cash amortization of a premium to par value decreases interest income. The accretion of a discount and amortization of a premium are based on the effective interest method. The amount of these non-cash adjustments, if any, can be found in the Company's Statement of Cash Flows. The non-cash accretion of a discount increases the cost basis of the debt security, which results in an offsetting unrealized loss. The non-cash amortization of a premium decreases the cost basis of the debt security, which results in an offsetting unrealized gain. To the extent that par value is not expected to be realized, the Company discontinues accruing the non-cash accretion of the discount to par value of the debt security.

The Company receives paid-in-kind and non-cash dividends and distributions in the form of additional units or shares from the investments listed in the table below. For paid-in-kind dividends, the additional units are not reflected in investment income during the period received but are recorded as unrealized gains upon receipt. Non-cash distributions are reflected in investment income because the Company has the option to receive its distributions in cash or in additional units of the security. During the three and nine months ended August 31, 2014, the Company received the following paid-in-kind and non-cash dividends and distributions.

	<b>For the Three Months Ended August 31, 2014</b>	<b>For the Nine Months Ended August 31, 2014</b>
<b><u>Paid-in-kind dividends</u></b>		
Enbridge Energy Management, L.L.C.	\$ 960	\$ 2,657
Kinder Morgan Management, LLC	6,944	20,506
	7,904	23,163
<b><u>Non-cash distributions</u></b>		
Energy Transfer Partners, L.P.	6,437	18,224
Enterprise Products Partners L.P.	6,622	19,314
	13,059	37,538
<b>Total paid-in-kind and non-cash dividends and distributions</b>	<b>\$ 20,963</b>	<b>\$ 60,701</b>

*J. Distributions to Stockholders* Distributions to common stockholders are recorded on the ex-dividend date. Distributions to MRP shareholders are accrued on a daily basis as described in Note 12 Preferred Stock. As required by the Distinguishing Liabilities from Equity topic of the Financial Accounting Standards Board ( FASB ) Accounting Standards Codification (ASC 480), the Company includes the accrued distributions



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on its MRP Shares as an operating expense due to the fixed term of this obligation. For tax purposes the payments made to the holders of the Company's MRP Shares are treated as dividends or distributions.

The characterization of the distributions paid to preferred and common stockholders for the nine months ended August 31, 2014 as either a dividend (eligible to be treated as qualified dividend income) or a distribution (return of capital) is based solely on the Company's operating results during the period and does not reflect the expected results during the remainder of the fiscal year. The actual characterization of the preferred and common

**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**NOTES TO FINANCIAL STATEMENTS**

**(amounts in 000 s, except number of option contracts, share and per share amounts)**

**(UNAUDITED)**

stock distributions made during the current year will not be determinable until after the end of the fiscal year when the Company can determine earnings and profits and, therefore, the characterization may differ from the preliminary estimates.

**K. Partnership Accounting Policy** The Company records its pro-rata share of the income (loss) and capital gains (losses), to the extent of distributions it has received, allocated from the underlying partnerships and adjusts the cost basis of the underlying partnerships accordingly. These amounts are included in the Company's Statement of Operations.

**L. Federal and State Income Taxation** The Company, as a corporation, is obligated to pay federal and state income tax on its taxable income. The Company invests its assets primarily in MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner in the MLPs, the Company includes its allocable share of the MLP's taxable income or loss in computing its own taxable income. Deferred income taxes reflect (i) taxes on unrealized gains (losses), which are attributable to the difference between fair value and tax basis, (ii) the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and (iii) the net tax benefit of accumulated net operating and capital losses. To the extent the Company has a deferred tax asset, consideration is given as to whether or not a valuation allowance is required. The need to establish a valuation allowance for deferred tax assets is assessed periodically by the Company based on the Income Tax Topic of the FASB Accounting Standards Codification (ASC 740), that it is more likely than not that some portion or all of the deferred tax asset will not be realized. In the assessment for a valuation allowance, consideration is given to all positive and negative evidence related to the realization of the deferred tax asset. This assessment considers, among other matters, the nature, frequency and severity of current and cumulative losses, forecasts of future profitability (which are highly dependent on future cash distributions from the Company's MLP holdings), the duration of statutory carryforward periods and the associated risk that operating and capital loss carryforwards may expire unused.

The Company may rely to some extent on information provided by the MLPs, which may not necessarily be timely, to estimate taxable income allocable to the MLP units held in the portfolio and to estimate the associated deferred tax liability. Such estimates are made in good faith. From time to time, as new information becomes available, the Company modifies its estimates or assumptions regarding the deferred tax liability.

The Company's policy is to classify interest and penalties associated with underpayment of federal and state income taxes, if any, as income tax expense on its Statement of Operations. For the three and nine months ended August 31, 2014, the Company did not have any interest or penalties associated with the underpayment of any income taxes. Tax years subsequent to fiscal year 2009 remain open and subject to examination by the federal and state tax authorities.

**M. Derivative Financial Instruments** The Company may utilize derivative financial instruments in its operations.

**Interest rate swap contracts.** The Company may use hedging techniques such as interest rate swaps to mitigate potential interest rate risk on a portion of the Company's leverage. Such interest rate swaps would principally be used to protect the Company against higher costs on its leverage resulting from increases in interest rates. The Company does not hedge any interest rate risk associated with portfolio holdings. Interest rate transactions the Company uses for hedging purposes expose it to certain risks that differ from the risks associated with its portfolio holdings. A decline in interest rates may result in a decline in the value of the swap contracts, which, everything else being held constant, would result in a decline in the net assets of the Company. In addition, if the counterparty to an interest rate swap defaults, the Company would not be able to use the anticipated net receipts under the interest rate swap to offset its cost of financial leverage.

Interest rate swap contracts are recorded at fair value with changes in value during the reporting period, and amounts accrued under the agreements, included as unrealized gains or losses in the Statement of Operations. Monthly cash settlements under the terms of the interest rate swap agreements or termination payments are recorded



**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**NOTES TO FINANCIAL STATEMENTS**

**(amounts in 000 s, except number of option contracts, share and per share amounts)**

**(UNAUDITED)**

as realized gains or losses in the Statement of Operations. The Company generally values its interest rate swap contracts based on dealer quotations, if available, or by discounting the future cash flows from the stated terms of the interest rate swap agreement by using interest rates currently available in the market. See Note 8 Derivative Financial Instruments.

**Option contracts.** The Company is also exposed to financial market risks including changes in the valuations of its investment portfolio. The Company may purchase or write (sell) call options. A call option on a security is a contract that gives the holder of the option, in return for a premium, the right to buy from the writer of the option the security underlying the option at a specified exercise price at any time during the term of the option.

The Company would realize a gain on a purchased call option if, during the option period, the value of such securities exceeded the sum of the exercise price, the premium paid and transaction costs; otherwise the Company would realize either no gain or a loss on the purchased call option. The Company may also purchase put option contracts. If a purchased put option is exercised, the premium paid increases the cost basis of the securities sold by the Company.

The Company may also write (sell) call options with the purpose of generating realized gains or reducing its ownership of certain securities. If the Company writes a call option on a security, the Company has the obligation upon exercise of the option to deliver the underlying security upon payment of the exercise price. The Company will only write call options on securities that the Company holds in its portfolio (*i.e.*, covered calls).

When the Company writes a call option, an amount equal to the premium received by the Company is recorded as a liability and is subsequently adjusted to the current fair value of the option written. Premiums received from writing options that expire unexercised are treated by the Company on the expiration date as realized gains from investments. If the Company repurchases a written call option prior to its exercise, the difference between the premium received and the amount paid to repurchase the option is treated as a realized gain or loss. If a call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether the Company has realized a gain or loss. The Company, as the writer of an option, bears the market risk of an unfavorable change in the price of the security underlying the written option. See Note 8 Derivative Financial Instruments.

N. **Indemnifications** Under the Company's organizational documents, its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Company. In addition, in the normal course of business, the Company enters into contracts that provide general indemnification to other parties. The Company's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Company that have not yet occurred, and may not occur. However, the Company has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote.

**3. Fair Value**

The Fair Value Measurement Topic of the FASB Accounting Standards Codification (ASC 820) defines fair value as the price at which an orderly transaction to sell an asset or to transfer a liability would take place between market participants under current market conditions at the measurement date. As required by ASC 820, the Company has performed an analysis of all assets and liabilities (other than deferred taxes) measured at fair value to determine the significance and character of all inputs to their fair value determination. Inputs are the assumptions, along with considerations of risk, that a market participant would use to value an asset or a liability. In general, observable inputs are based on market data that is readily available, regularly distributed and verifiable that the Company obtains from independent, third-party sources. Unobservable inputs are developed by the Company based on its own assumptions of how market participants would value an asset or a liability.

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Accounting Standards Update ( ASU ) No. 2011-04 Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs amends ASC 820. The amended guidance

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

**(UNAUDITED)**

clarifies the wording used to describe many requirements in accounting literature for fair value measurement and disclosure to establish consistency between U.S. GAAP and International Financial Reporting Standards ( IFRSs ).

ASU No. 2011-04 requires the inclusion of additional disclosures on assumptions used by the Company to determine fair value. Specifically, for assets measured at fair value using significant unobservable inputs (Level 3), ASU No. 2011-04 requires that the Company (i) describe the valuation process, (ii) disclose quantitative information about unobservable inputs and (iii) provide a qualitative discussion about the sensitivity of the fair value measurement to changes in the unobservable inputs and inter-relationships between the inputs.

The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into the following three broad categories.

*Level 1* Valuations based on quoted unadjusted prices for identical instruments in active markets traded on a national exchange to which the Company has access at the date of measurement.

*Level 2* Valuations based on quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets. Level 2 inputs are those in markets for which there are few transactions, the prices are not current, little public information exists or instances where prices vary substantially over time or among brokered market makers.

*Level 3* Model derived valuations in which one or more significant inputs or significant value drivers are unobservable. Unobservable inputs are those inputs that reflect the Company's own assumptions that market participants would use to price the asset or liability based on the best available information.

The following table presents the Company's assets measured at fair value on a recurring basis at August 31, 2014, and the Company presents these assets by security type and description on its Schedule of Investments or on its Statement of Assets and Liabilities. Note that the valuation levels below are not necessarily an indication of the risk or liquidity associated with the underlying investment.

	Total	Quoted Prices in Active Markets (Level 1)	Prices with Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
<b>Assets at Fair Value</b>				
Equity investments	\$ 8,188,590	\$ 7,963,246	\$	\$ 225,344

The Company did not have any liabilities that were measured at fair value on a recurring basis using significant unobservable inputs (Level 3) at August 31, 2014. For the nine months ended August 31, 2014, there were no transfers between Level 1 and Level 2.

As of August 31, 2014, the Company had Notes outstanding with aggregate principal amount of \$1,295,000 and 19,960,000 shares of MRP Shares outstanding with a total liquidation value of \$499,000. See Note 11 Notes and Note 12 Preferred Stock.

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Of the \$499,000 of MRP Shares, Series E (\$120,000 liquidation value), Series F (\$125,000 liquidation value) and Series G (\$50,000 liquidation value) are publicly traded on the NYSE. As a result, the Company categorizes these series of MRP Shares as Level 1. Of the \$1,295,000 Notes, the Series HH Notes (\$250,000) are registered and are freely tradable. The Company categorizes the Series HH Notes as a Level 2 security. The remaining four series of preferred stock (the Series A, B, C and H MRP Shares) and the remaining Notes were issued in private placements to institutional investors and are not listed on any exchange or automated quotation system. As such, the Company categorizes all of the remaining Notes (\$1,045,000 aggregate principal amount) and Series A, B, C and H of the MRP Shares (\$204,000 aggregate liquidation value) as Level 3 and determines the fair value of these instruments based on estimated market yields and credit spreads for comparable instruments with similar maturity, terms and structure.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

**(UNAUDITED)**

The Company records these instruments on its Statement of Assets and Liabilities at principal amount or liquidation value. As of August 31, 2014, the estimated fair values of these leverage instruments are as follows.

<b>Instrument</b>	<b>Principal Amount/ Liquidation Value</b>	<b>Fair Value</b>
Notes (Series M, O and Q through GG and II through KK)	\$ 1,045,000	\$ 1,080,200
Notes (Series HH)	\$ 250,000	\$ 252,500
MRP Shares (Series A, B, C and H)	\$ 204,000	\$ 216,200
MRP Shares (Series E, F and G)	\$ 295,000	\$ 296,876

The following tables present the Company's assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the three and nine months ended August 31, 2014.

<b>Three Months Ended August 31, 2014</b>		<b>Equity Investments</b>
Balance	May 31, 2014	\$ 201,084
Purchases		
Issuances		
Transfers out to Level 1 and 2		
Realized gains (losses)		
Unrealized gains, net		24,260
Balance	August 31, 2014	\$ 225,344

<b>Nine Months Ended August 31, 2014</b>		<b>Equity Investments</b>
Balance	November 30, 2013	\$ 167,516
Purchases		
Issuances		
Transfers out to Level 1 and 2		
Realized gains (losses)		
Unrealized gains, net		57,828
Balance	August 31, 2014	\$ 225,344

The \$24,260 and \$57,828 of unrealized gains presented in the tables above for the three and nine months ended August 31, 2014 relate to investments that are still held at August 31, 2014, and the Company includes these unrealized gains on the Statement of Operations Net Change in Unrealized Gains.



**Valuation Techniques and Unobservable Inputs**

Unless otherwise determined by the Board of Directors, the Company values its private investments in public equity ( PIPE ) investments that are convertible into or otherwise will become publicly tradeable (e.g., through subsequent registration or expiration of a restriction on trading) based on the market value of the publicly-traded security less a discount. This discount is initially equal to the discount negotiated at the time the Company agrees to a purchase price. To the extent that such securities are convertible or otherwise become publicly traded within a time frame that may be reasonably determined, this discount will be amortized on a straight line basis over such estimated time frame.

The Company's investment in Plains AAP, L.P. ( PAA GP ), which controls the general partner of Plains All American, L.P., is valued as a PIPE investment. The Company's ownership of PAA GP is exchangeable into shares of Plains GP Holdings, L.P. ( Plains GP ) on a one-for-one basis at the Company's option. Plains GP completed its initial public offering in October 2013 and in connection with the offering, the Company agreed to a 15-month lock-up on any Plains GP shares it receives in exchange for its ownership in PAA GP (lock-up expires in January 2015). During the 15-month lock-up period, the Company is valuing its investment in

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

(UNAUDITED)

PAA GP on an as exchanged basis based on the public market value of Plains GP less a discount because of the lack of liquidity.

One of the Company's private investments is Class B Units of Capital Product Partners L.P. (CPLP). The Class B Units are convertible units (convertible on a one-for-one basis into common units) and are senior to CPLP's common units in terms of liquidation preference and priority of distributions. The Company's Board of Directors has determined that it is appropriate to value the Class B Units using a convertible pricing model. This model takes into account the attributes of the Class B Units, including the preferred dividend, conversion ratio and call features, to determine the estimated value of such units. In using this model, the Company estimates (i) the credit spread for CPLP's Class B Units, which is based on credit spreads for companies in a similar line of business as CPLP and (ii) the expected volatility for CPLP's common units, which is based on CPLP's historical volatility. The Company applies a discount to the value derived from the convertible pricing model to account for an expected discount in market prices for convertible securities relative to the values calculated using pricing models. To the extent this resulting price per Class B Unit is less than the public market price for CPLP's common units at such time, the public market price is used for the Class B Units.

The Company's other private investment is an interest in the Creditors Trust of Miller Bros. Coal, LLC (Clearwater Trust), which is a privately held entity. Clearwater Trust has an overriding royalty interest in certain coal reserves that were sold as part of the reorganization of Clearwater Natural Resources, LP. The Company uses a discounted cash flow analysis to value Clearwater Trust using projections provided to the Company by the entities mining such coal reserves as well as internally developed estimates. The Company develops multiple scenarios and probability weights such scenarios to determine its valuation. These projections are sensitive to changes in assumptions specific to Clearwater Trust as well as estimated levels of production for the entities mining the reserves and general assumptions for the coal industry. Generally, a decrease in the cash flow projections or an increase in the equity rate of return (discount rate) selected by the Company will result in a decrease in the fair value of Clearwater Trust.

Due to the inherent uncertainty of determining the fair value of investments that do not have a readily available market value, the fair value of the Company's investments may fluctuate from period to period. Additionally, the fair value of the Company's investments may differ from the values that would have been used had a ready market existed for such investments and may differ materially from the values that the Company may ultimately realize.

The following table summarizes the significant unobservable inputs that the Company used to value its portfolio investments categorized as Level 3 as of August 31, 2014:

**Quantitative Table for Valuation Techniques**

Assets at Fair Value	Fair Value	Valuation Technique	Unobservable Inputs	Range		
				Low	High	Average
Equity securities of public companies (PIPE) valued based on a discount to market value	\$ 191,452	- Discount to publicly-traded securities	- Current discount	3.1%	3.1%	3.1%
Equity securities of public companies	33,152	- Convertible pricing model	- Credit spread - Volatility	6.0% 25.0%	6.5% 30.0%	6.3% 27.5%

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valued based on pricing			- Discount for marketability	8.0%	8.0%	8.0%
model						
Equity securities of private trust	740	- Discounted cash flow	- Equity rate of return	25%	25%	25%
<b>Total</b>	<b>\$ 225,344</b>					

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

(UNAUDITED)

**4. Concentration of Risk**

The Company's investments are concentrated in the energy sector. The focus of the Company's portfolio within the energy sector may present more risks than if the Company's portfolio were broadly diversified across numerous sectors of the economy. A downturn in the energy sector would have a larger impact on the Company than on an investment company that does not concentrate in energy. The performance of securities in the energy sector may lag the performance of other industries or the broader market as a whole. Additionally, to the extent that the Company invests a relatively high percentage of its assets in the securities of a limited number of issuers, the Company may be more susceptible than a more widely diversified investment company to any single economic, political or regulatory occurrence. At August 31, 2014, the Company had the following investment concentrations.

Category	Percent of Long-Term Investments
Securities of energy companies	99.9%
Equity securities	100.0%
Securities of MLPs <sup>(1)</sup>	95.3%
Largest single issuer	9.2%
Restricted securities	2.8%

- (1) Securities of MLPs consist of energy-related partnerships and their affiliates (including affiliates of MLPs that own general partner interests or, in some cases subordinated units, registered or unregistered common units, or other limited partner units in a MLP) and partnerships that elected to be taxed as a corporation for federal income tax purposes.

**5. Agreements and Affiliations**

*A. Administration Agreement* The Company has entered into an administration and accounting agreement with Ultimus Fund Solutions, LLC ( Ultimus ), which may be amended from time to time. Pursuant to the agreement, Ultimus will provide certain administrative and accounting services for the Company. The agreement has an initial term of two years (expiring on November 14, 2015) and has automatic one-year renewals unless earlier terminated by either party as provided under the terms of the agreement.

*B. Investment Management Agreement* The Company has entered into an investment management agreement with KAFA under which KAFA, subject to the overall supervision of the Company's Board of Directors, manages the day-to-day operations of, and provides investment advisory services to, the Company. For providing these services, KAFA receives an investment management fee from the Company. On September 17, 2014, the Company renewed its agreement with KAFA for a period of one year. The agreement will expire on December 11, 2015 and may be renewed annually thereafter upon approval of the Company's Board of Directors (including a majority of the Company's directors who are not interested persons of the Company, as such term is defined in the 1940 Act). In conjunction with this renewal, the Company amended and extended its fee waiver agreement with KAFA for an additional one-year term expiring on December 11, 2015. The fee waiver agreement provides for a management fee of 1.375% on average total assets up to \$4,500,000, a fee of 1.25% on average total assets between \$4,500,000 and \$9,500,000, a fee of 1.125% on average total assets between \$9,500,000 and \$14,500,000, and a fee of 1.0% on average total assets in excess of \$14,500,000. For the nine months ended August 31, 2014, the Company paid management fees at an annual rate of 1.32% of the Company's average quarterly total assets (as defined in the investment management agreement).

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For purposes of calculating the management fee the average total assets for each quarterly period are determined by averaging the total assets at the last day of that quarter with the total assets at the last day of the prior quarter. The Company's total assets are equal to the Company's gross asset value (which includes assets attributable to the Company's use of preferred stock, commercial paper or notes and other borrowings and excludes any net deferred tax asset), minus the sum of the Company's accrued and unpaid dividends and

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**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**NOTES TO FINANCIAL STATEMENTS**

**(amounts in 000 s, except number of option contracts, share and per share amounts)**

**(UNAUDITED)**

distributions on any outstanding common stock and accrued and unpaid dividends and distributions on any outstanding preferred stock and accrued liabilities (other than liabilities associated with borrowing or leverage by the Company and any accrued taxes, including, a deferred tax liability). Liabilities associated with borrowing or leverage by the Company include the principal amount of any borrowings, commercial paper or notes issued by the Company, the liquidation preference of any outstanding preferred stock, and other liabilities from other forms of borrowing or leverage such as short positions and put or call options held or written by the Company.

*C. Portfolio Companies* From time to time, the Company may control or may be an affiliate of one or more of its portfolio companies, as each of these terms is defined in the 1940 Act. In general, under the 1940 Act, the Company would be presumed to control a portfolio company if the Company and its affiliates owned 25% or more of its outstanding voting securities and would be an affiliate of a portfolio company if the Company and its affiliates owned 5% or more of its outstanding voting securities. The 1940 Act contains prohibitions and restrictions relating to transactions between investment companies and their affiliates (including the Company's investment adviser), principal underwriters and affiliates of those affiliates or underwriters.

The Company believes that there are several factors that determine whether or not a security should be considered a voting security in complex structures such as limited partnerships of the kind in which the Company invests. The Company also notes that the Securities and Exchange Commission (the SEC) staff has issued guidance on the circumstances under which it would consider a limited partnership interest to constitute a voting security. Under most partnership agreements, the management of the partnership is vested in the general partner, and the limited partners, individually or collectively, have no rights to manage or influence management of the partnership through such activities as participating in the selection of the managers or the board of the limited partnership or the general partner. As a result, the Company believes that many of the limited partnership interests in which it invests should not be considered voting securities. However, it is possible that the SEC staff may consider the limited partner interests the Company holds in certain limited partnerships to be voting securities. If such a determination were made, the Company may be regarded as a person affiliated with and controlling the issuer(s) of those securities for purposes of Section 17 of the 1940 Act.

In making such a determination as to whether to treat any class of limited partnership interests the Company holds as a voting security, the Company considers, among other factors, whether or not the holders of such limited partnership interests have the right to elect the board of directors of the limited partnership or the general partner. If the holders of such limited partnership interests do not have the right to elect the board of directors, the Company generally has not treated such security as a voting security. In other circumstances, based on the facts and circumstances of those partnership agreements, including the right to elect the directors of the general partner, the Company has treated those securities as voting securities. If the Company does not consider the security to be a voting security, it will not consider such partnership to be an affiliate unless the Company and its affiliates own more than 25% of the outstanding securities of such partnership. Additionally, certain partnership agreements give common unitholders the right to elect the partnership's board of directors, but limit the amount of voting securities any limited partner can hold to no more than 4.9% of the partnership's outstanding voting securities (*i.e.*, any amounts held in excess of such limit by a limited partner do not have voting rights). In such instances, the Company does not consider itself to be an affiliate if it owns more than 5% of such partnership's common units.

There is no assurance that the SEC staff will not consider that other limited partnership securities that the Company owns and does not treat as voting securities are, in fact, voting securities for the purposes of Section 17 of the 1940 Act. If such determination were made, the Company will be required to abide by the restrictions on control or affiliate transactions as proscribed in the 1940 Act. The Company or any portfolio company that it controls, and its affiliates, may from time to time engage in certain of such joint transactions, purchases, sales and loans in reliance upon and in compliance with the conditions of certain exemptive rules promulgated by the SEC. The Company cannot make assurances, however, that it would be able to satisfy the conditions of these rules with

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

**(UNAUDITED)**

respect to any particular eligible transaction, or even if the Company were allowed to engage in such a transaction, that the terms would be more or as favorable to the Company or any company that it controls as those that could be obtained in arm's length transaction. As a result of these prohibitions, restrictions may be imposed on the size of positions that may be taken for the Company or on the type of investments that it could make.

As of August 31, 2014, the Company believes that MarkWest Energy Partners, L.P. meets the criteria described above and is therefore considered an affiliate of the Company.

*Clearwater Trust* At August 31, 2014, the Company held approximately 63% of the Clearwater Trust. The Company believes that it is an affiliate of the trust under the 1940 Act by virtue of its majority interest in the trust.

*Plains GP Holdings, L.P., Plains AAP, L.P. and Plains All American Pipeline, L.P.* Robert V. Sinnott is Chief Executive Officer of Kayne Anderson Capital Advisors, L.P. ( KACALP ), the managing member of KAFA. Mr. Sinnott also serves as a director of (i) PAA GP Holdings LLC, which is the general partner of Plains GP Holdings L.P. ( Plains GP ) and (ii) Plains All American GP LLC ( Plains All American GP ), which controls the general partner of Plains All American Pipeline, L.P. ( PAA ). Members of senior management of KACALP and KAFA and various affiliated funds managed by KACALP, including the Company, own shares of Plains GP as well as interests in Plains AAP, L.P. ( PAA GP ) (which are exchangeable into shares of Plains GP as described in Note 3 Fair Value). The Company believes that it is an affiliate of Plains GP and PAA under the 1940 Act by virtue of (i) the Company's and other affiliated Kayne Anderson funds' ownership interest in Plains GP and PAA GP and (ii) Mr. Sinnott's participation on the boards of Plains GP and Plains All American GP.

**6. Income Taxes**

The Company's taxes include current and deferred income taxes. Current income taxes reflect the estimated income tax liability or asset of the Company as of a measurement date. Deferred income taxes reflect (i) taxes on net unrealized gains, which are attributable to the difference between fair market value and tax basis, (ii) the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and (iii) the net tax benefit of accumulated net operating losses.

As of August 31, 2014, the components of the Company's tax assets and liabilities are as follows:

Current tax asset	\$ 9,079
Deferred tax assets:	
Net operating loss carryforwards Federal	74,983
Net operating loss carryforwards State	6,171
AMT credit carryforwards	7,588
Deferred tax liabilities:	
Net unrealized gains on investment securities	(1,734,523)
Total deferred tax liability, net	\$ (1,645,781)

At August 31, 2014, the Company had a current tax asset of \$9,079 which is primarily a result of a federal income tax refund of \$9,172 related to fiscal 2013. The Company's actual alternative minimum tax ( AMT ) liability was \$9,172 less than its estimate at November 30, 2013. The difference between the estimate and the actual amount resulted in a refund and a \$9,172 reduction to the Company's AMT credit carryforwards.

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At August 31, 2014, the Company had federal net operating loss carryforwards of \$220,641 (deferred tax asset of \$74,983). Realization of the deferred tax assets and net operating loss carryforwards are dependent, in part, on generating sufficient taxable income prior to expiration of the loss carryforwards. The federal net operating loss carryforwards have expiration dates ranging from 2030 to 2034. In addition, the Company has state net operating loss carryforwards of \$209,435 (deferred tax asset of \$6,171). These state net operating loss carryforwards have expiration dates ranging from the current year to 2034.



**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

**(UNAUDITED)**

At August 31, 2014, the Company had AMT credit carryforwards of \$7,588. AMT credits can be used to reduce regular tax to the extent that regular tax exceeds the AMT in a future year. AMT credits do not expire.

The Company primarily invests in equity securities issued by MLPs, which generally are treated as partnerships for federal income tax purposes. As a limited partner of MLPs, the Company includes its allocable share of such MLPs' income or loss in computing its own taxable income or loss. Additionally, the Company reduces the GAAP and tax cost basis of its MLP investments by the cash distributions received, and increases or decreases the tax cost basis of its MLP investments by its allocable share of the MLP's income or loss. The Company reduced its GAAP and tax cost basis by \$285,333 associated with cash distributions received from MLP investments during 2013. During the nine months ended August 31, 2014, the Company had additional tax cost basis reductions of \$280,842 due to fiscal 2013 net allocated losses from its MLP investments.

Although the Company currently has a net deferred tax liability, it periodically reviews the recoverability of its deferred tax assets based on the weight of available evidence. When assessing the recoverability of its deferred tax assets, significant weight is given to the effects of potential future realized and unrealized gains on investments and the period over which these deferred tax assets can be realized, as the expiration dates for the federal capital and operating loss carryforwards range from five to twenty years.

Based on the Company's assessment, it has determined that it is more likely than not that its deferred tax assets will be realized through future taxable income of the appropriate character. Accordingly, no valuation allowance has been established for the Company's deferred tax assets. The Company will continue to assess the need for a valuation allowance in the future. Significant declines in the fair value of its portfolio of investments may change the Company's assessment regarding the recoverability of its deferred tax assets and may result in a valuation allowance. If a valuation allowance is required to reduce any deferred tax asset in the future, it could have a material impact on the Company's net asset value and results of operations in the period it is recorded.

Total income taxes were different from the amount computed by applying the federal statutory income tax rate of 35% to the net investment loss and realized and unrealized gains (losses) on investments before taxes as follows:

	<b>For the Three Months Ended August 31, 2014</b>	<b>For the Nine Months Ended August 31, 2014</b>
Computed federal income tax at 35%	\$ 295,303	\$ 529,779
State income tax, net of federal tax	15,807	29,185
Non-deductible distributions on MRP Shares and other	1,825	4,355
Total income tax expense (benefit)	\$ 312,935	\$ 563,319

At August 31, 2014, the cost basis of investments for federal income tax purposes was \$3,509,271. The cost basis for federal income tax purposes is \$601,079 lower than the cost basis for GAAP reporting purposes primarily due to the additional basis adjustments attributable to the Company's share of the allocated income or losses from its MLP investments. At August 31, 2014, gross unrealized appreciation and depreciation of investments for federal income tax purposes were as follows:

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Gross unrealized appreciation of investments	\$ 4,682,796
Gross unrealized depreciation of investments	(3,477)
Net unrealized appreciation of investments	\$ 4,679,319

### 7. Restricted Securities

From time to time, certain of the Company's investments may be restricted as to resale. For instance, private investments that are not registered under the Securities Act of 1933, as amended, cannot be offered for public

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

**(UNAUDITED)**

sale in a non-exempt transaction without first being registered. In other cases, certain of the Company's investments have restrictions such as lock-up agreements that preclude the Company from offering these securities for public sale.

At August 31, 2014, the Company held the following restricted investments:

Investment	Acquisition Date	Type of Restriction	Number of Units (in 000 s)	Cost Basis (GAAP)	Fair Value	Fair Value Per Unit	Percent of Net Assets	Percent of Total Assets
<b>Level 3 Investments<sup>(1)</sup></b>								
Capital Products Partners L.P.								
Class B Units	(2)	(3)	3,030	\$ 22,954	\$ 33,152	\$ 10.94	0.7%	0.4%
Clearwater Trust								
Trust Interest	(4)	(5)	N/A	2,810	740	N/A		
Plains GP Holdings, L.P.								
Common Units	(2)	(6)	6,402	23,015	191,452	\$ 29.90	4.3	2.3
Total				\$ 48,779	\$ 225,344		5.0%	2.7%

(1) Securities are valued using inputs reflecting the Company's own assumptions as more fully described in Note 2 Significant Accounting Policies and Note 3 Fair Value.

(2) Security was acquired at various dates in prior fiscal years.

(3) Unregistered or restricted security of a publicly-traded company.

(4) The Company holds an interest in the Clearwater Trust consisting of cash and a coal royalty interest. See Note 5 Agreements and Affiliations.

(5) Unregistered security of a private trust.

(6) The Company holds an interest in PAA GP, which controls the general partner of Plains All American, L.P. The Company's ownership of PAA GP is exchangeable into shares of Plains GP (which trades on the NYSE under the ticker PAGP) on a one-for-one basis at the Company's option. The Company agreed to a 15-month lock-up on any Plains GP shares it receives in exchange for its ownership in PAA GP (lock-up expires in January 2015). See Note 3 Fair Value.

**8. Derivative Financial Instruments**

As required by the Derivatives and Hedging Topic of the FASB Accounting Standards Codification (ASC 815), the following are the derivative instruments and hedging activities of the Company. There were no outstanding options at August 31, 2014. See Note 2 Significant Accounting Policies.

**Option Contracts** Transactions in option contracts for the three and nine months ended August 31, 2014 were as follows:

<b>Three Months Ended August 31, 2014</b>	<b>Number of Contracts</b>	<b>Premium</b>
<b>Call Options Written</b>		
Options outstanding at May 31, 2014	7,448	\$ 564
Options written	4,196	654
Options subsequently repurchased <sup>(1)</sup>	(3,228)	(346)
Options exercised	(5,307)	(303)
Options expired	(3,109)	(569)
Options outstanding at August 31, 2014		\$

(1) The price at which the Company subsequently repurchased the options was \$385 which resulted in a net realized loss of \$39.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

**(UNAUDITED)**

Nine Months Ended August 31, 2014	Number of Contracts	Premium
<b>Call Options Written</b>		
Options outstanding at November 30, 2013		\$
Options written	26,666	2,712
Options subsequently repurchased <sup>(1)</sup>	(6,728)	(749)
Options exercised	(14,809)	(1,246)
Options expired	(5,129)	(717)
Options outstanding at August 31, 2014		\$

(1) The price at which the Company subsequently repurchased the options was \$442, which resulted in net realized gains of \$307.

**Interest Rate Swap Contracts** The Company may enter into interest rate swap contracts to partially hedge itself from increasing expense on its leverage resulting from increasing interest rates. At the time the interest rate swap contracts reach their scheduled termination, there is a risk that the Company would not be able to obtain a replacement transaction or that the terms of the replacement transaction would not be as favorable as on the expiring transaction. In addition, if the Company is required to terminate any swap contract early, then the Company could be required to make a termination payment. As of August 31, 2014, the Company did not have any interest rate swap contracts outstanding.

During the second quarter of fiscal 2014, the Company entered into interest rate swap contracts (\$142,500 notional amount) in anticipation of a private placement of Notes. On April 11, 2014, these interest rate swap contracts were terminated and resulted in a \$2,045 realized loss.

The Company did not have any derivative instruments outstanding as of August 31, 2014. The following tables set forth the effect of the Company's derivative instruments on the Statement of Operations.

Derivatives Not Accounted for as Hedging Instruments	Location of Gains/(Losses) on Derivatives Recognized in Income	For the Three Months Ended August 31, 2014	
		Net Realized Gains/(Losses) on Derivatives Recognized in Income	Change in Unrealized Gains/(Losses) on Derivatives Recognized in Income
Call options written	Options	\$ 530	\$ 11

Derivatives Not Accounted for as Hedging Instruments	Location of Gains/(Losses) on Derivatives Recognized in Income	For the Nine Months Ended August 31, 2014	
		Net Realized	

		Gains/(Losses) on Derivatives Recognized in Income	Change in Unrealized Gains/(Losses) on Derivatives Recognized in Income
Call options written	Options	\$ 1,024	\$
Interest rate swap contracts	Interest rate swap contracts	(2,045)	
		\$ (1,021)	\$

**9. Investment Transactions**

For the nine months ended August 31, 2014, the Company purchased and sold securities in the amounts of \$1,192,957 and \$596,742 (excluding short-term investments and options).

**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

(UNAUDITED)

**10. Credit Facility and Term Loan**

At August 31, 2014, the Company had a \$250,000 unsecured revolving credit facility (the Credit Facility ). The Credit Facility has a three-year term, maturing on March 4, 2016. Under the Credit Facility, the interest rate varies between LIBOR plus 1.60% and LIBOR plus 2.25%, depending on the Company s asset coverage ratios. Outstanding loan balances accrue interest daily at a rate equal to one-month LIBOR plus 1.60% based on current asset coverage ratios. The Company pays a fee of 0.30% per annum on any unused amounts of the Credit Facility.

For the nine months ended August 31, 2014, the average amount outstanding under the Credit Facility was \$122,106 with a weighted average interest rate of 1.69%. As of August 31, 2014, the Company had \$81,000 outstanding under the Credit Facility at an interest rate of 1.76%.

On February 18, 2014, the Company entered into a \$150,000 unsecured term loan (the Term Loan ). The Term Loan has a five-year commitment maturing on February 18, 2019, and borrowings under the Term Loan will bear interest at a rate of LIBOR plus 1.30%. The Company pays a fee of 0.25% per annum on any unused amount of the Term Loan. From the initial borrowing on June 13, 2014 through August 31, 2014, the average amount outstanding under the Term Loan was \$122,788 with a weighted average interest rate of 1.55%. As of August 31, 2014, the Company had \$150,000 outstanding under the Term Loan at an interest rate of 1.55%. On September 24, 2014, the Company amended its Term Loan. See Financial Highlights for the Company s asset coverage ratios under the 1940 Act. See Note 14 Subsequent Events.

**11. Notes**

At August 31, 2014, the Company had \$1,295,000 aggregate principal amount of Notes outstanding.

On February 7, 2014, the Company completed an offering of \$75,000 of Notes in a private offering pursuant to Rule 144A under the Securities Act. The Notes were issued under the same indenture as the \$175,000 of the Series HH floating rate Notes issued by the Company on August 22, 2013. A portion of the proceeds from the offering were used on February 18, 2014, to redeem the Series N Notes (\$50,000), due on November 4, 2014.

On April 30, 2014, the Company completed a private placement of \$140,000 of Notes. There were two fundings in connection with the transaction: (a) \$80,000 on April 30, 2014 (the April Funding ) and (b) the remaining \$60,000 on July 30, 2014 (the July Funding ). Proceeds from the April Funding were used to refinance \$45,000 principal amount of the Series P Notes due May 7, 2015, to make new portfolio investments and for general corporate purposes. Proceeds from the July Funding were used to make new portfolio investments and for general corporate purposes.

On October 29, 2014, the Company completed a private placement of \$200,000 of Notes. See Note 14 Subsequent Events.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

(UNAUDITED)

The table below sets forth the key terms of each series of the Notes at August 31, 2014.

Series	Principal Outstanding, November 30, 2013	Principal Redeemed	Principal Issued	Principal Outstanding, August 31, 2014	Estimated Fair Value August 31, 2014	Fixed/Floating Interest Rate	Maturity Date
M	\$ 60,000			\$ 60,000	\$ 60,900	4.560%	11/4/14
N	50,000	50,000				3-month LIBOR + 185 bps	11/4/14
O	65,000			65,000	66,800	4.210%	5/7/15
P	45,000	45,000				3-month LIBOR + 160 bps	5/7/15
Q	15,000			15,000	15,400	3.230%	11/9/15
R	25,000			25,000	26,300	3.730%	11/9/17
S	60,000			60,000	64,800	4.400%	11/9/20
T	40,000			40,000	43,500	4.500%	11/9/22
U	60,000			60,000	60,300	3-month LIBOR + 145 bps	5/26/16
V	70,000			70,000	72,900	3.710%	5/26/16
W	100,000			100,000	107,600	4.380%	5/26/18
X	14,000			14,000	14,100	2.460%	5/3/15
Y	20,000			20,000	20,500	2.910%	5/3/17
Z	15,000			15,000	15,500	3.390%	5/3/19
AA	15,000			15,000	15,500	3.560%	5/3/20
BB	35,000			35,000	36,400	3.770%	5/3/21
CC	76,000			76,000	79,600	3.950%	5/3/22
DD	75,000			75,000	75,400	2.740%	4/16/19
EE	50,000			50,000	50,300	3.200%	4/16/21
FF	65,000			65,000	65,800	3.570%	4/16/23
GG	45,000			45,000	45,400	3.670%	4/16/25
HH	175,000		75,000	250,000 <sup>(1)</sup>	252,500	3-month LIBOR + 125 bps <sup>(2)</sup>	8/19/16
II			30,000	30,000	30,100	2.880%	7/30/19
JJ			30,000	30,000	30,400	3.460%	7/30/21
KK			80,000	80,000	82,700	3.930%	7/30/24
	\$ 1,175,000	\$ 95,000	\$ 215,000	\$ 1,295,000	\$ 1,332,700		

(1) On January 10, 2014, the Company concluded an exchange offer of the original \$175,000 unregistered Notes for registered Notes with holders of \$174,700 Series HH Notes that elected to exchange their notes. On June 6, 2014, the Company concluded an exchange offer of the \$75,000 unregistered Notes for registered Notes with holders of \$74,900 Series HH Notes that elected to exchange their notes.

(2) The \$75,000 tranche of Notes were offered at a price of 100.232% plus accrued interest, which results in an effective interest rate of LIBOR plus 1.15%.



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Holders of the fixed rate Notes are entitled to receive cash interest payments semi-annually (on June 19 and December 19) at the fixed rate. Holders of the floating rate Notes are entitled to receive cash interest payments quarterly (on March 19, June 19, September 19 and December 19) at the floating rate. During the nine months ended August 31, 2014, the weighted average interest rate on the outstanding Notes was 3.16%.

As of August 31, 2014, each series of Notes was rated AAA by FitchRatings. In the event the credit rating on any series of Notes falls below A- , the interest rate on such series will increase by 1% during the period of time such series is rated below A- . The Company is required to maintain a current rating from one rating agency with respect to each series of Notes.

The Notes were issued in private placement offerings to institutional investors and are not listed on any exchange or automated quotation system. The Notes contain various covenants related to other indebtedness,

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

(UNAUDITED)

liens and limits on the Company's overall leverage. Under the 1940 Act and the terms of the Notes, the Company may not declare dividends or make other distributions on shares of its common stock or make purchases of such shares if, at any time of the declaration, distribution or purchase, asset coverage with respect to the outstanding Notes would be less than 300%.

The Notes are redeemable in certain circumstances at the option of the Company. The Notes are also subject to a mandatory redemption to the extent needed to satisfy certain requirements if the Company fails to meet an asset coverage ratio required by law and is not able to cure the coverage deficiency by the applicable deadline, or fails to cure a deficiency as stated in the Company's rating agency guidelines in a timely manner.

The Notes are unsecured obligations of the Company and, upon liquidation, dissolution or winding up of the Company, will rank: (1) senior to all of the Company's outstanding preferred shares; (2) senior to all of the Company's outstanding common shares; (3) on a parity with any unsecured creditors of the Company and any unsecured senior securities representing indebtedness of the Company; and (4) junior to any secured creditors of the Company.

At August 31, 2014, the Company was in compliance with all covenants under the Notes agreements.

**12. Preferred Stock**

At August 31, 2014, the Company had 19,960,000 shares of MRP Shares outstanding, with a total liquidation value of \$499,000 (\$25.00 per share). On April 30, 2014, the Company completed a private offering of 2,000,000 shares of Series H MRP Shares at a price of \$25.00 per share. Net proceeds from the offering were (\$50,000 liquidation value) used primarily to make new portfolio investments and for general corporate purposes. On October 29, 2014, the Company completed a private placement of \$25,000 of MRP Shares. See Note 14 – Subsequent Events.

The table below sets forth the key terms of each series of the MRP Shares at August 31, 2014.

Series	Liquidation Value November 30, 2013	Liquidation Value Shares Issued	Liquidation Value August 31, 2014	Estimated Fair Value August 31, 2014	Rate	Maturity Redemption Date
A	\$ 104,000		\$ 104,000	\$ 111,800	5.57%	5/7/17
B	8,000		8,000	8,400	4.53%	11/9/17
C	42,000		42,000	45,400	5.20%	11/9/20
E <sup>(1)</sup>	120,000		120,000	121,296	4.25%	4/1/19
F <sup>(2)</sup>	125,000		125,000	124,800	3.50%	4/15/20
G <sup>(3)</sup>	50,000		50,000	50,780	4.60%	10/1/21
H		50,000	50,000	50,600	4.06%	7/30/21
	\$ 449,000	\$ 50,000	\$ 499,000	\$ 513,076		

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- (1) Series E MRP Shares are publicly traded on the NYSE under the symbol KYNPRE . The fair value is based on the price of \$25.27 on August 31, 2014.
- (2) Series F MRP Shares are publicly traded on the NYSE under the symbol KYNPRF . The fair value is based on the price of \$24.96 as of August 31, 2014.
- (3) Series G MRP Shares are publicly traded on the NYSE under the symbol KYNPRG . The fair value is based on the price of \$25.39 as of August 31, 2014.

Holders of the series A, B, C and H MRP Shares are entitled to receive cumulative cash dividend payments on the first business day following each quarterly period (February 28, May 31, August 31 and November 30). Holders of the series E, F and G MRP Shares are entitled to receive cumulative cash dividend payments on the first business day of each month.

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

(UNAUDITED)

The table below outlines the terms of each series of MRP Shares. The dividend rate on the Company's MRP Shares will increase if the credit rating is downgraded below A by FitchRatings. Further, the annual dividend rate for all series of MRP Shares will increase by 4.0% if no ratings are maintained, and the annual dividend rate will increase by 5.0% if the Company fails to make dividend or certain other payments. The Company is required to maintain a current rating from one rating agency with respect to each series of MRP Shares.

	Series A, B, C and H	Series E, F and G
Rating as of August 31, 2014 (FitchRatings)	AA	AA
Ratings Threshold	A	A
Method of Determination	Lowest Credit Rating	Highest Credit Rating
Increase in Annual Dividend Rate	0.5% to 4.0%	0.75% to 4.0%

The MRP Shares rank senior to all of the Company's outstanding common shares and on parity with any other preferred stock. The MRP Shares are redeemable in certain circumstances at the option of the Company and are also subject to a mandatory redemption if the Company fails to meet a total leverage (debt and preferred stock) asset coverage ratio of 225% or fails to maintain its basic maintenance amount as stated in the Company's rating agency guidelines.

Under the terms of the MRP Shares, the Company may not declare dividends or pay other distributions on shares of its common stock or make purchases of such shares if, at any time of the declaration, distribution or purchase, asset coverage with respect to total leverage would be less than 225%.

The holders of the MRP Shares have one vote per share and will vote together with the holders of common stock as a single class except on matters affecting only the holders of MRP Shares or the holders of common stock. The holders of the MRP Shares, voting separately as a single class, have the right to elect at least two directors of the Company.

At August 31, 2014, the Company was in compliance with the asset coverage and basic maintenance requirements of its MRP Shares.

**13. Common Stock**

On September 24, 2013, the Company commenced an at-the-market offering program (or ATM program). This ATM program enables the Company to sell newly issued shares of common stock at the market prices through ordinary brokers' transactions. During the nine months ended August 31, 2014, the Company issued 296,180 shares of common stock pursuant to the ATM program at an average price of \$38.14 per share (gross proceeds of \$11,298). The Company pays the sales agent a total commission of up to 2% of the gross sales price per share for shares sold pursuant to the program.

On February 25, 2014, the Company completed a public offering of 8,000,000 shares of common stock at a price of \$37.05 per share. At August 31, 2014, the Company had 180,040,000 shares of common stock authorized and 109,297,777 shares outstanding. As of that date, KACALP owned 4,000 shares. Transactions in common shares for the nine months ended August 31, 2014 were as follows:

Shares outstanding at November 30, 2013	100,418,659
Shares issued through reinvestment of distributions	582,938
Shares issued in connection with the offerings of common stock	8,296,180

Shares outstanding at August 31, 2014

109,297,777

**14. Subsequent Events**

On September 17, 2014, the Company declared its quarterly distribution of \$0.65 per common share for the third quarter of fiscal 2014 for a total quarterly distribution payment of \$71,044. The distribution was paid on

**Table of Contents****KAYNE ANDERSON MLP INVESTMENT COMPANY****NOTES TO FINANCIAL STATEMENTS**

(amounts in 000 s, except number of option contracts, share and per share amounts)

**(UNAUDITED)**

October 10, 2014 to common stockholders. Of this total, pursuant to the Company's dividend reinvestment plan, \$7,088 was reinvested into the Company through the issuance of 194,987 shares of common stock.

On September 24, 2014, the Company amended the Term Loan to allow amounts borrowed under the Term Loan to be repaid and subsequently reborrowed. The Company pays a fee of 0.25% per annum on any unused amounts of the Term Loan.

On October 29, 2014, the Company completed a private placement of \$200,000 of Notes and \$25,000 of MRP Shares with institutional investors. Net proceeds from such offerings will be used to refinance existing indebtedness (including the redemption of the Company's \$60,000 Series M Notes which mature on November 4, 2014), to make new portfolio investments and for general corporate purposes.

The table below sets forth the key terms of the Notes and MRP Shares:

<b>Security</b>	<b>Amount</b>	<b>Rate</b>	<b>Maturity Date</b>
<b>Notes</b>			
Series LL	\$ 50,000	2.89%	10/29/20
Series MM	40,000	3.26%	10/29/22
Series NN	20,000	3.37%	10/29/23
Series OO	90,000	3.46%	10/29/24
	\$ 200,000		
<b>MRP Shares</b>			
Series I	\$ 25,000	3.86%	10/29/22

In anticipation of the Notes and MRP Shares offerings, the Company entered into interest rate swap contracts (\$150,000 notional amount). In conjunction with the pricing of the private placements on October 10, 2014, the Company terminated the interest rate swap contracts, which resulted in realized losses of \$2,306.

The Company has performed an evaluation of subsequent events through the date the financial statements were issued and has determined that no additional items require recognition or disclosure.

**Table of Contents**

**KAYNE ANDERSON MLP INVESTMENT COMPANY**

**REPURCHASE DISCLOSURE**

**(UNAUDITED)**

Notice is hereby given in accordance with Section 23(c) of the 1940 Act, that the Company may from time to time purchase shares of its common and preferred stock and its Notes in the open market or in privately negotiated transactions.

**Table of Contents**

**Directors and Corporate Officers**

Kevin S. McCarthy	Chairman of the Board of Directors, President and Chief Executive Officer
Anne K. Costin	Director
Steven C. Good	Director
Gerald I. Isenberg	Director
William H. Shea, Jr.	Director
Terry A. Hart	Chief Financial Officer and Treasurer
David J. Shladovsky	Secretary
Michael O Neil	Chief Compliance Officer
J.C. Frey	Executive Vice President, Assistant Secretary and Assistant Treasurer
James C. Baker	Executive Vice President
Ron M. Logan, Jr.	Senior Vice President
Jody C. Meraz	Vice President

**Investment Adviser**

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Houston, TX 77002

1800 Avenue of the Stars, Third Floor  
Los Angeles, CA 90067

**Administrator**

Ultimus Fund Solutions, LLC  
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Cincinnati, OH 45246

**Stock Transfer Agent and Registrar**

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Brooklyn, NY 11219

(888) 888-0317

**Custodian**

JPMorgan Chase Bank, N.A.  
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Dallas, TX 75254

**Independent Registered Public Accounting Firm**

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601 S. Figueroa Street, Suite 900  
Los Angeles, CA 90017

**Legal Counsel**

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San Francisco, CA 94105

Please visit us on the web at <http://www.kaynefunds.com> or call us toll-free at 1-877-657-3863.

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