

TORTOISE ENERGY INFRASTRUCTURE CORP

Form 8-A12B

December 04, 2012

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

TORTOISE ENERGY INFRASTRUCTURE CORPORATION

(Exact name of registrant as specified in its charter)

Maryland  
(State of incorporation or  
organization)

20-0384222  
(I.R.S. Employer  
Identification No.)

11550 Ash Street, Suite 300,  
Leawood, Kansas  
(Address of principal executive  
offices)

66211  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
to be so registered

Name of each  
exchange on which  
each class is to be  
registered

Series B Mandatory Redeemable  
Preferred Shares, \$10.00  
liquidation  
preference per share

New York Stock  
Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A(c), check the following box. ☐

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A(d), check the following box. ☐

Securities Act registration statement file number to which this form relates: 333-165006

Securities to be registered pursuant to Section 12(g) of the Act: Not Applicable

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description of the Registrant's Series B Mandatory Redeemable Preferred Shares, \$10.00 liquidation preference per share, registered hereunder is incorporated by reference from the description thereof set forth under the captions "Description of Mandatory Redeemable Preferred Shares" and "Description of Securities – Preferred Stock" in the Registration Statement on Form N-2 (Registration Nos. 333-165006 and 811-21462) filed by the Registrant with the Securities and Exchange Commission, as amended, including any form of Prospectus filed pursuant to Rule 497 under the Securities Act of 1933, as amended.

Item 2. Exhibits.

1. The Registrant's Articles of Amendment and Restatement are hereby incorporated by reference to Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-2, filed on January 30, 2004 (File Nos. 333-110143 and 811-21462).

2. The Registrant's Articles of Amendment are hereby incorporated by reference to Post-Effective Amendment No. 9 to the Registrant's Registration Statement on Form N-2, filed on December 4, 2012 (File Nos. 333-165006 and 811-21462).

3. The Registrant's Amended and Restated Bylaws are hereby incorporated by reference to Post-Effective Amendment No. 9 to the Registrant's Registration Statement on Form N-2, filed on December 4, 2012 (File Nos. 333-165006 and 811-21462).

4. The Registrant's form of common stock certificate is hereby incorporated by reference to Registrant's Registration Statement on Form N-2, filed on September 14, 2007 (File Nos. 333-146095 and 811-21462).

5. The Registrant's Articles Supplementary are hereby incorporated by reference to Post-Effective Amendment No. 7 to Registrant's Registration Statement on Form N-2, filed on December 10, 2009 (File Nos. 333-146095 and 811-21462).

6. The form of Moody's Rating Guidelines applicable to the Registrant's Mandatory Redeemable Preferred Shares are hereby incorporated by reference to Appendix A of the Statement of Additional Information filed with Post-Effective Amendment No 6 to the Registrant's Registration Statement on Form N-2, filed on March 28, 2012 (File Nos. 333-146095 and 811-21462).

7. The form of Fitch Rating Guidelines applicable to the Registrant's Mandatory Redeemable Preferred Shares are hereby incorporated by reference to Appendix A of the Statement of Additional Information filed with Post-Effective Amendment No. 6 to Registrant's Registration Statement on Form N-2, filed on March 28, 2012 (File Nos. 333-146095 and 811-21462).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

TORTOISE ENERGY INFRASTRUCTURE  
CORPORATION

By: /s/ P. Bradley Adams  
P. Bradley Adams  
Chief Financial Officer

Date: December 4, 2012