

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.  
 Form 4  
 October 24, 2013

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SUN LIFE FINANCIAL INC

(Last) (First) (Middle)

SUN LIFE ASSURANCE CO OF CANADA, 150 KING STREET WEST SUITE 1400

(Street)

TORONTO, A6 M5H 1J9

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC. [KMF]

3. Date of Earliest Transaction (Month/Day/Year)  
 08/02/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

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

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

| 1. Title of Security (Instr. 3)                | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4)           |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| Series A Mandatory Redeemable Preferred Shares | 08/02/2013                           |  | S                              | 40,000 D  | \$ 0 (1) 560,000  | I  | By Sun Life Assurance Company of Canada (2) |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

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

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

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SUN LIFE FINANCIAL INC<br>SUN LIFE ASSURANCE CO OF CANADA<br>150 KING STREET WEST SUITE 1400<br>TORONTO, A6 M5H 1J9 |               | X         |         |       |
| Sun Life Assurance CO of Canada<br>150 KING STREET WEST<br>TORONTO, A6 M5H 1J9                                      |               | X         |         |       |

## Signatures

/s/ Stephen C. Peacher  
10/24/2013  
\*\*Signature of Reporting Person Date

/s/ Angelo Manioudakis  
10/24/2013  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities are no longer indirectly owned by Sun Life Financial Inc. as a result of the sale of 100% of the common stock of the owner of the securities, Sun Life Assurance Company of Canada (U.S.), to Delaware Life Holdings LLC on August 2, 2013.

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(2) Shares are owned by Sun Life Assurance Company of Canada, a 100% owned subsidiary of Sun Life Financial Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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