

Madaus Martin D  
Form 3  
July 28, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Madaus Martin D		(Month/Day/Year)	METTLER TOLEDO INTERNATIONAL INC/ [MTD]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1900 POLARIS PARKWAY			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
COLUMBUS, OH 43240			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date			
		Title	Amount or Number of Shares		

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Madaus Martin D 1900 POLARIS PARKWAY COLUMBUS, OH 43240	X	^	^	^

# Signatures

James Bellerjeau, Attorney  
in Fact 07/28/2009

\*Signature of Reporting Person Date

# Explanation of Responses:

## No securities are beneficially owned

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

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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*IT Services 0.6%*

Paychex Inc.

29,000 1,572,380

*Semiconductors & Semiconductor Equipment 3.4%*

Intel Corp.

152,500 4,817,475 <sup>(a)</sup>

Maxim Integrated Products Inc.

67,000 2,543,320 <sup>(a)</sup>

Microchip Technology Inc.

34,000 1,757,120

*Total Semiconductors & Semiconductor Equipment*

9,117,915

*Software 2.6%*

## Edgar Filing: Madaus Martin D - Form 3

Microsoft Corp.

133,000 7,049,000 <sup>(a)</sup>

*Technology Hardware, Storage & Peripherals 0.6%*

Apple Inc.

17,250 1,722,585

**Total Information Technology**

**21,204,880 Materials 0.9%**

*Containers & Packaging 0.9%*

International Paper Co.

61,000 2,571,760 Telecommunication Services 7.4%

*Diversified Telecommunication Services 5.8%*

AT&T Inc.

206,000 8,064,900 <sup>(a)</sup>

Verizon Communications Inc.

153,000 7,787,700 <sup>(a)</sup>

*Total Diversified Telecommunication Services*

*15,852,600*

See Notes to Financial Statements.

## Schedule of investments (unaudited) (cont d)

May 31, 2016

### LMP Capital and Income Fund Inc.

	Shares	Value
Security		
<i>Wireless Telecommunication Services 1.6%</i>		
Vodafone Group PLC, ADR	125,000	\$ 4,248,750 <sup>(a)</sup>
<b>Total Telecommunication Services</b>		<b>20,101,350</b>
<i>Utilities 3.6%</i>		
<i>Electric Utilities 3.0%</i>		
Great Plains Energy Inc.	114,000	3,326,520 <sup>(a)</sup>
PPL Corp.	128,000	4,933,120 <sup>(a)</sup>
<i>Total Electric Utilities</i>		<i>8,259,640</i>
<i>Multi-Utilities 0.6%</i>		
CenterPoint Energy Inc.	69,000	1,554,570
<b>Total Utilities</b>		<b>9,814,210</b>
<b>Total Common Stocks (Cost \$134,289,131)</b>		<b>175,311,317</b>
	Rate	
<b>Convertible Preferred Stocks 14.2%</b>		
<i>Energy 2.2%</i>		
<i>Oil, Gas &amp; Consumable Fuels 2.2%</i>		
Anadarko Petroleum Corp.	7.500%	157,000
<b>Financials 6.5%</b>		<b>6,123,000</b>
<i>Real Estate Investment Trusts (REITs) 6.5%</i>		
American Tower Corp.	5.250%	32,000
American Tower Corp.	5.500%	13,550
Welltower Inc.	6.500%	82,800
Weyerhaeuser Co.	6.375%	151,000
<b>Total Financials</b>		<b>17,691,808</b>
<i>Health Care 2.9%</i>		
<i>Pharmaceuticals 2.9%</i>		
Allergan PLC	5.500%	9,250
<b>Industrials 0.5%</b>		
<i>Machinery 0.5%</i>		
Stanley Black & Decker Inc.	6.250%	11,000
<b>Utilities 2.1%</b>		<b>1,300,200</b>
<i>Electric Utilities 2.1%</i>		
Exelon Corp.	6.500%	121,000
<b>Total Convertible Preferred Stocks (Cost \$39,493,422)</b>		<b>5,713,620 <sup>(a)</sup></b>
<b>Investments in Underlying Funds 8.0%</b>		<b>38,641,733</b>
<i>Financials 8.0%</i>		
<i>Capital Markets 8.0%</i>		
Ares Capital Corp.	342,000	5,075,280 <sup>(a)(b)</sup>
FS Investment Corp.	350,000	3,097,500 <sup>(b)</sup>

See Notes to Financial Statements.

## LMP Capital and Income Fund Inc.

	Shares	Value
Security		
<i>Capital Markets continued</i>		
Golub Capital BDC Inc.	300,000	\$ 5,205,000 <sup>(a)(b)</sup>
TCP Capital Corp.	331,000	4,839,220 <sup>(a)(b)</sup>
TriplePoint Venture Growth BDC Corp.	327,000	3,525,060 <sup>(a)(b)</sup>
<b>Total Investments in Underlying Funds (Cost \$25,269,004)</b>		<b>21,742,060</b>

	Shares/Units	
<b>Master Limited Partnerships 32.3%</b>		
<i>Diversified Energy Infrastructure 11.9%</i>		
Energy Transfer Partners LP	366,000	13,271,160 <sup>(a)</sup>
Enterprise Products Partners LP	448,000	12,436,480 <sup>(a)</sup>
Genesis Energy LP	106,000	3,993,020
Plains GP Holdings LP, Class A Shares	285,000	2,676,150 <sup>(a)</sup>
<i>Total Diversified Energy Infrastructure</i>		<i>32,376,810</i>
<i>Financials 1.6%</i>		
Blackstone Group LP	168,000	4,399,920 <sup>(a)</sup>
<i>Global Infrastructure 0.8%</i>		
Brookfield Infrastructure Partners LP	49,000	2,095,240
<i>Liquids Transportation &amp; Storage 8.6%</i>		
Buckeye Partners LP	90,000	6,472,800 <sup>(a)</sup>
Enbridge Energy Partners LP	432,000	9,391,680
Magellan Midstream Partners LP	40,000	2,802,000
PBF Logistics LP	135,000	2,941,650 <sup>(a)</sup>
Tesoro Logistics LP	14,513	713,314
World Point Terminals LP	73,000	1,115,440
<i>Total Liquids Transportation &amp; Storage</i>		<i>23,436,884</i>
<i>Natural Gas Transportation &amp; Storage 1.3%</i>		
Hoegh LNG Partners LP	197,420	3,531,844 <sup>(a)</sup>
<i>Offshore 1.0%</i>		
Dynagas LNG Partners LP	193,000	2,757,970 <sup>(a)</sup>
<i>Oil, Gas &amp; Consumable Fuels 0.2%</i>		
Green Plains Partners LP	31,670	456,048
<i>Oil/Refined Products 4.3%</i>		
CrossAmerica Partners LP	90,000	2,070,000 <sup>(a)</sup>
MPLX LP	159,000	5,072,100 <sup>(a)</sup>
Sunoco LP	82,000	2,719,940 <sup>(a)</sup>
VTTI Energy Partners LP	97,000	1,969,100
<i>Total Oil/Refined Products</i>		<i>11,831,140</i>
<i>Petrochemicals 0.1%</i>		
Westlake Chemical Partners LP	17,700	406,923

See Notes to Financial Statements.

## Schedule of investments (unaudited) (cont d)

May 31, 2016

### LMP Capital and Income Fund Inc.

	Shares/Units	Value
Security		
<i>Refining 0.3%</i>		
Western Refining Logistics LP	32,960	\$ 778,185
<i>Shipping 2.2%</i>		
Golar LNG Partners LP	180,000	3,061,800 <sup>(a)</sup>
KNOT Offshore Partners LP	158,000	2,926,160
<i>Total Shipping</i>		5,987,960
<b>Total Master Limited Partnerships (Cost \$86,563,544)</b>		<b>88,058,924</b>
	Rate	Shares
Preferred Stocks 1.6%		
Utilities 1.6%		
<i>Electric Utilities 1.6%</i>		
NextEra Energy Inc. (Cost \$4,052,556)	6.371%	72,000
<b>Total Investments 120.4% (Cost \$289,667,657#)</b>		<b>4,351,680</b>
Liabilities in Excess of Other Assets (20.4)%		(55,647,176)
<b>Total Net Assets 100.0%</b>		<b>\$ 272,458,538</b>

(a) All or a portion of this security is pledged as collateral pursuant to the loan agreement (See Note 5).

(b) Security is a business development company (See Note 1).

# Aggregate cost for federal income tax purposes is substantially the same.

#### Abbreviation used in this schedule:

ADR American Depositary Receipts

See Notes to Financial Statements.

## Statement of assets and liabilities (unaudited)

May 31, 2016

<b>Assets:</b>	
Investments, at value (Cost \$289,667,657)	\$ 328,105,714
Cash	25,735,920
Dividends receivable	1,082,224
Receivable for securities sold	355,693
Prepaid expenses	16,956
<b>Total Assets</b>	<b>355,296,507</b>
<b>Liabilities:</b>	
Loan payable (Note 5)	75,000,000
Payable for securities purchased	7,419,276
Investment management fee payable	247,219
Interest payable	24,972
Directors' fees payable	4,881
Accrued expenses	141,621
<b>Total Liabilities</b>	<b>82,837,969</b>
<b>Total Net Assets</b>	<b>\$ 272,458,538</b>
<b>Net Assets:</b>	
Par value (\$0.001 par value; 17,983,331 shares issued and outstanding; 100,000,000 shares authorized)	\$ 17,983
Paid-in capital in excess of par value	373,231,008
Overdistributed net investment income	(3,095,664)
Accumulated net realized loss on investments	(136,132,364)
Net unrealized appreciation on investments and foreign currencies	38,437,575
<b>Total Net Assets</b>	<b>\$ 272,458,538</b>
<b>Shares Outstanding</b>	<b>17,983,331</b>
<b>Net Asset Value</b>	<b>\$15.15</b>

See Notes to Financial Statements.

## Statement of operations (unaudited)

For the Six Months Ended May 31, 2016

<b>Investment Income:</b>	
Dividends and distributions	\$ 9,211,577
Return of capital (Note 1(g))	(3,449,075)
<b>Net Dividends and Distributions</b>	<b>5,762,502</b>
Less: Foreign taxes withheld	(2,330)
<b>Total Investment Income</b>	<b>5,760,172</b>
<b>Expenses:</b>	
Investment management fee (Note 2)	1,404,289
Interest expense (Note 5)	407,991
Audit and tax fees	46,698
Transfer agent fees	43,631
Directors' fees	31,264
Legal fees	24,406
Fund accounting fees	15,063
Shareholder reports	13,376
Stock exchange listing fees	10,639
Franchise tax	6,500
Insurance	2,727
Custody fees	438
Miscellaneous expenses	5,598
<b>Total Expenses</b>	<b>2,012,620</b>
<b>Net Investment Income</b>	<b>3,747,552</b>
<b>Realized and Unrealized Gain (Loss) on Investments (Notes 1 and 3):</b>	
Net Realized Gain (Loss) From:	
Investment transactions	(18,818,381)
REIT distributions	288,933
<b>Net Realized Loss</b>	<b>(18,529,448)</b>
Change in Net Unrealized Appreciation (Depreciation) From:	
Investments	23,008,313
Foreign currencies	818
<b>Change in Net Unrealized Appreciation (Depreciation)</b>	<b>23,009,131</b>
<b>Net Gain on Investments and Foreign Currency Transactions</b>	<b>4,479,683</b>
<b>Increase in Net Assets From Operations</b>	<b>\$ 8,227,235</b>

See Notes to Financial Statements.



## Statements of changes in net assets

For the Six Months Ended May 31, 2016 (unaudited)  
and the Year Ended November 30, 2015

	2016	2015
<b>Operations:</b>		
Net investment income	\$ 3,747,552	\$ 10,355,059
Net realized gain (loss)	(18,529,448)	19,314,119
Change in net unrealized appreciation (depreciation)	23,009,131	(82,399,600)
<i>Increase (Decrease) in Net Assets From Operations</i>	<i>8,227,235</i>	<i>(52,730,422)</i>
<b>Distributions to Shareholders From (Note 1):</b>		
Net investment income	(11,149,665)	(20,141,330)
<i>Decrease in Net Assets From Distributions to Shareholders</i>	<i>(11,149,665)</i>	<i>(20,141,330)</i>
<i>Decrease in Net Assets</i>	<i>(2,922,430)</i>	<i>(72,871,752)</i>
<b>Net Assets:</b>		
Beginning of period	275,380,968	348,252,720
<b>End of period*</b>	<b>\$ 272,458,538</b>	<b>\$ 275,380,968</b>
*Includes (overdistributed) undistributed net investment income, respectively, of:	\$(3,095,664)	\$4,306,449

See Notes to Financial Statements.

## Statement of cash flows (unaudited)

For the Six Months Ended May 31, 2016

### Increase (Decrease) in Cash:

#### Cash Provided (Used) by Operating Activities:

Net increase in net assets resulting from operations	\$ 8,227,235
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided (used) by operating activities:	
Purchases of portfolio securities	(46,072,272)
Sales of portfolio securities	57,356,268
Return of capital	3,449,075
Investment transaction adjustments, net	1,360,839
Decrease in receivable for securities sold	855,754
Increase in dividends receivable	(8,124)
Increase in prepaid expenses	(7,884)
Increase in payable for securities purchased	4,096,171
Increase in investment management fee payable	6,258
Decrease in Directors' fees payable	(3,636)
Increase in interest payable	6,400
Decrease in accrued expenses	(36,013)
Net realized loss on investments	18,818,381
Change in net unrealized appreciation (depreciation) of investments	(23,008,313)
<i>Net Cash Provided by Operating Activities*</i>	<i>25,040,139</i>
<b>Cash Flows from Financing Activities:</b>	
Distributions paid on common stock	(11,149,665)
<i>Net Cash Used in Financing Activities</i>	<i>(11,149,665)</i>
<b>Net Increase in Cash</b>	<b>13,890,474</b>
Cash at Beginning of Period	11,845,446
Cash at End of Period	\$ 25,735,920

\*Included in operating expenses is cash of \$401,591 paid for interest on borrowings.

See Notes to Financial Statements.

## Financial highlights

For a share of capital stock outstanding throughout each year ended November 30, unless otherwise noted:

	2016 <sup>1,2</sup>	2015 <sup>1</sup>	2014 <sup>1</sup>	2013 <sup>1</sup>	2012 <sup>1</sup>	2011 <sup>3</sup>	2010 <sup>4</sup>
Net asset value, beginning of period	\$15.31	\$19.37	\$17.53	\$14.43	\$13.36	\$13.70	\$12.44
<b>Income (loss) from operations:</b>							
Net investment income	0.21	0.58	1.12	0.72	0.75	0.86	0.54
Net realized and unrealized gain (loss)	0.25	(3.52)	1.84	3.50	1.41	(0.73)	1.26
<i>Total income (loss) from operations</i>	<i>0.46</i>	<i>(2.94)</i>	<i>2.96</i>	<i>4.22</i>	<i>2.16</i>	<i>0.13</i>	<i>1.80</i>
<b>Less distributions from:</b>							
Net investment income	(0.62) <sup>5</sup>	(1.12)	(1.12)	(0.61)	(1.12)	(0.58)	(0.54)
Return of capital				(0.51)			
<i>Total distributions</i>	<i>(0.62)</i>	<i>(1.12)</i>	<i>(1.12)</i>	<i>(1.12)</i>	<i>(1.12)</i>	<i>(0.58)</i>	<i>(0.54)</i>
Increase in net asset value due to shares repurchased in tender offer					0.03	0.11	
Net asset value, end of period	\$15.15	\$15.31	\$19.37	\$17.53	\$14.43	\$13.36	\$13.70
Market price, end of period	\$12.75	\$12.80	\$17.27	\$15.91	\$13.90	\$12.23	\$12.45
<i>Total return, based on NAV<sup>6,7</sup></i>	<i>3.31%</i>	<i>(15.80)%</i>	<i>17.43%</i>	<i>30.37%</i>	<i>17.02%<sup>8</sup></i>	<i>1.84%<sup>8</sup></i>	<i>14.83%</i>
<i>Total return, based on Market Price<sup>9</sup></i>	<i>4.81%</i>	<i>(20.38)%</i>	<i>16.04%</i>	<i>23.50%</i>	<i>23.69%</i>	<i>2.80%</i>	<i>26.18%</i>
Net assets, end of period (000s)	\$272,459	\$275,381	\$348,253	\$315,244	\$259,491	\$266,273	\$410,458
<b>Ratios to average net assets:</b>							
Gross expenses	1.58% <sup>10</sup>	1.35%	1.44%	1.41%	1.61%	1.53% <sup>10</sup>	1.49%
Net expenses	1.58 <sup>10</sup>	1.35	1.44	1.41	1.61	1.53 <sup>10</sup>	1.49
Net investment income	2.93 <sup>10</sup>	3.27	6.07	4.41	5.28	5.94 <sup>10</sup>	4.29
<b>Portfolio turnover rate</b>	<b>14%</b>	<b>30%</b>	<b>27%</b>	<b>38%</b>	<b>51%</b>	<b>79%<sup>11</sup></b>	<b>49%<sup>11</sup></b>
<b>Supplemental data:</b>							
Loan Outstanding, End of Period (000s)	75,000	75,000	100,000	77,000	77,000	73,000	100,000
Asset Coverage Ratio for Loan Outstanding <sup>12</sup>	463%	467%	448%	509%	437%	465%	511%
Asset Coverage, per \$1,000 Principal							
Amount of Loan Outstanding <sup>12</sup>	\$4,633	\$4,672	\$4,483 <sup>13</sup>	\$5,094 <sup>13</sup>	\$4,370 <sup>13</sup>	\$4,648 <sup>13</sup>	\$5,105 <sup>13</sup>
Weighted Average Loan (000s)	\$75,000	\$69,096	\$93,614	\$77,000	\$75,686	\$92,757	\$73,589
Weighted Average Interest Rate on Loan	1.09%	0.90%	0.81%	0.84%	0.91%	0.91%	1.62%

<sup>1</sup> Per share amounts have been calculated using the average shares method.

<sup>2</sup> For the six months ended May 31, 2016 (unaudited).

<sup>3</sup> For the period January 1, 2011 to November 30, 2011.

<sup>4</sup> For the year ended December 31.

See Notes to Financial Statements.

## Financial highlights (cont d)

<sup>5</sup> The actual source of the Fund's current fiscal year distributions may be from net investment income, return of capital or a combination of both. Shareholders will be informed of the tax characteristics of the distributions after the close of the fiscal year.

<sup>6</sup> Performance figures may reflect compensating balance arrangements, fee waivers and/or expense reimbursements. In the absence of compensating balance arrangements, fee waivers and/or expense reimbursements, the total return would have been lower. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

<sup>7</sup> The total return calculation assumes that distributions are reinvested at NAV. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

<sup>8</sup> The total return reflects an increase in net asset value due to shares repurchased in tender offers. Absent these tender offers, the total return would have been 16.78% for the year ended November 30, 2012 and 1.00% for the period ended November 30, 2011.

<sup>9</sup> The total return calculation assumes that distributions are reinvested in accordance with the Fund's dividend reinvestment plan. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

<sup>10</sup> Annualized.

<sup>11</sup> Excluding mortgage dollar roll transactions. If mortgage dollar roll transactions had been included, the portfolio turnover rate would have been 115% for the period ended November 30, 2011 and 111% for the year ended December 31, 2010.

<sup>12</sup> Represents value of net assets plus the loan outstanding at the end of the period divided by the loan outstanding at the end of the period.

<sup>13</sup> Added to conform to current period presentation.

[See Notes to Financial Statements.](#)

12 LMP Capital and Income Fund Inc. 2016 Semi-Annual Report

## Notes to financial statements (unaudited)

### 1. Organization and significant accounting policies

LMP Capital and Income Fund Inc. (the Fund) was incorporated in Maryland on November 12, 2003 and is registered as a non-diversified, closed-end management investment company under the Investment Company Act of 1940, as amended (the 1940 Act). The Board of Directors authorized 100 million shares of \$0.001 par value common stock. The Fund's investment objective is total return with an emphasis on income. The Fund invests in a broad range of equity and fixed-income securities of both U.S. and foreign issuers. The Fund will vary its allocation between equity and fixed-income securities depending on the investment manager's view of economic, market or political conditions, fiscal and monetary policy and security valuation.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP). Estimates and assumptions are required to be made regarding assets, liabilities and changes in net assets resulting from operations when financial statements are prepared. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ. Subsequent events have been evaluated through the date the financial statements were issued.

**(a) Investment valuation.** Equity securities for which market quotations are available are valued at the last reported sales price or official closing price on the primary market or exchange on which they trade. The valuations for fixed income securities (which may include, but are not limited to, corporate, government, municipal, mortgage-backed, collateralized mortgage obligations and asset-backed securities) and certain derivative instruments are typically the prices supplied by independent third party pricing services, which may use market prices or broker/dealer quotations or a variety of valuation techniques and methodologies. The independent third party pricing services use inputs that are observable such as issuer details, interest rates, yield curves, prepayment speeds, credit risks/spreads, default rates and quoted prices for similar securities. Short-term fixed income securities that will mature in 60 days or less are valued at amortized cost, unless it is determined that using this method would not reflect an investment's fair value. When the Fund holds securities or other assets that are denominated in a foreign currency, the Fund will normally use the currency exchange rates as of 4:00 p.m. (Eastern Time). If independent third party pricing services are unable to supply prices for a portfolio investment, or if the prices supplied are deemed by the manager to be unreliable, the market price may be determined by the manager using quotations from one or more broker/dealers or at the transaction price if the security has recently been purchased and no value has yet been obtained from a pricing service or pricing broker. When reliable prices are not readily available, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded, but before the Fund calculates its net asset value, the Fund values these securities as determined in accordance with procedures approved by the Fund's Board of Directors.

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## Notes to financial statements (unaudited) (cont d)

The Board of Directors is responsible for the valuation process and has delegated the supervision of the daily valuation process to the Legg Mason North Atlantic Fund Valuation Committee (the Valuation Committee). The Valuation Committee, pursuant to the policies adopted by the Board of Directors, is responsible for making fair value determinations, evaluating the effectiveness of the Fund's pricing policies, and reporting to the Board of Directors. When determining the reliability of third party pricing information for investments owned by the Fund, the Valuation Committee, among other things, conducts due diligence reviews of pricing vendors, monitors the daily change in prices and reviews transactions among market participants.

The Valuation Committee will consider pricing methodologies it deems relevant and appropriate when making fair value determinations. Examples of possible methodologies include, but are not limited to, multiple of earnings; discount from market of a similar freely traded security; discounted cash-flow analysis; book value or a multiple thereof; risk premium/yield analysis; yield to maturity; and/or fundamental investment analysis. The Valuation Committee will also consider factors it deems relevant and appropriate in light of the facts and circumstances. Examples of possible factors include, but are not limited to, the type of security; the issuer's financial statements; the purchase price of the security; the discount from market value of unrestricted securities of the same class at the time of purchase; analysts' research and observations from financial institutions; information regarding any transactions or offers with respect to the security; the existence of merger proposals or tender offers affecting the security; the price and extent of public trading in similar securities of the issuer or comparable companies; and the existence of a shelf registration for restricted securities.

For each portfolio security that has been fair valued pursuant to the policies adopted by the Board of Directors, the fair value price is compared against the last available and next available market quotations. The Valuation Committee reviews the results of such back testing monthly and fair valuation occurrences are reported to the Board of Directors quarterly.

The Fund uses valuation techniques to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

GAAP establishes a disclosure hierarchy that categorizes the inputs to valuation techniques used to value assets and liabilities at measurement date. These inputs are summarized in the three broad levels listed below:

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

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Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)  
The inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used in valuing the Fund's assets carried at fair value:

Description	ASSETS			Total
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Long-term investments :				
Common stocks	\$ 175,311,317			\$ 175,311,317
Convertible preferred stocks	38,641,733			38,641,733
Investments in underlying funds	21,742,060			21,742,060
Master limited partnerships	88,058,924			88,058,924
Preferred stocks	4,351,680			4,351,680
<b>Total investments</b>	<b>\$ 328,105,714</b>			<b>\$ 328,105,714</b>

See Schedule of Investments for additional detailed categorizations.

**(b) Business development companies.** The Fund may invest in securities of closed-end investment companies that have elected to be treated as a business development company under the 1940 Act. A business development company operates similar to an exchange-traded fund and represents a portfolio of securities. The Fund may purchase a business development company to gain exposure to the securities in the underlying portfolio. The risks of owning a business development company generally reflect the risks of owning the underlying securities. Business development companies have expenses that reduce their value.

**(c) Repurchase agreements.** The Fund may enter into repurchase agreements with institutions that its subadviser has determined are creditworthy. Each repurchase agreement is recorded at cost. Under the terms of a typical repurchase agreement, the Fund acquires a debt security subject to an obligation of the seller to repurchase, and of the Fund to resell, the security at an agreed-upon price and time, thereby determining the yield during the Fund's holding period. When entering into repurchase agreements, it is the Fund's policy that its custodian or a third party custodian, acting on the Fund's behalf, take possession of the underlying collateral securities, the market value of which, at all times, at least equals the principal amount of the repurchase transaction, including accrued interest. To the extent that any repurchase transaction maturity exceeds one business day, the value of the collateral is marked-to-market and measured against the value of the agreement in an effort to ensure the adequacy of the collateral. If the counterparty defaults, the Fund generally has the right to use the collateral to satisfy the terms of the repurchase transaction. However, if the market value of the collateral declines during the period in which

## Notes to financial statements (unaudited) (cont d)

the Fund seeks to assert its rights or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited.

**(d) Foreign currency translation.** Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the respective dates of such transactions.

The Fund does not isolate that portion of the results of operations resulting from fluctuations in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Net realized foreign exchange gains or losses arise from sales of foreign currencies, including gains and losses on forward foreign currency contracts, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the values of assets and liabilities, other than investments in securities, on the date of valuation, resulting from changes in exchange rates.

Foreign security and currency transactions may involve certain considerations and risks not typically associated with those of U.S. dollar denominated transactions as a result of, among other factors, the possibility of lower levels of governmental supervision and regulation of foreign securities markets and the possibility of political or economic instability.

**(e) Master limited partnerships.** The Fund may invest without limit in the securities of both energy and non-energy Master Limited Partnerships (MLPs), so long as no more than 25% of the Fund's total assets are invested in MLPs that are treated for U.S. federal tax purposes as qualified publicly traded partnerships. This 25% limitation applies generally to MLPs that focus on commodity and energy-related industries. Entities commonly referred to as MLPs are generally organized under state law as limited partnerships or limited liability companies. To be treated as a partnership for U.S. federal income tax purposes, an MLP whose units are traded on a securities exchange must receive at least 90% of its income from qualifying sources such as interest, dividends, real estate rents, gain from the sale or disposition of real property, income and gain from mineral or natural resources activities, income and gain from the transportation or storage of certain fuels, and, in certain circumstances, income and gain from commodities or futures, forwards and options with respect to commodities. Mineral or natural resources activities include exploration, development, production, processing, mining, refining, marketing and transportation (including pipelines) of oil and gas, minerals, geothermal energy, fertilizer, timber or



industrial source carbon dioxide. An MLP consists of a general partner and limited partners (or in the case of MLPs organized as limited liability companies, a managing member and members). The general partner or managing member typically controls the operations and management of the MLP and has an ownership stake in the partnership. The limited partners or members, through their ownership of limited partner or member interests, provide capital to the entity, are intended to have no role in the operation and management of the entity and receive cash distributions. The MLPs themselves generally do not pay U.S. federal income taxes. Thus, unlike investors in corporate securities, direct MLP investors are generally not subject to double taxation (i.e., corporate level tax and tax on corporate dividends). Currently, most MLPs operate in the energy and/or natural resources sector.

**(f) Partnership accounting policy.** The Fund 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 accordingly adjusts the cost basis of the underlying partnerships for return of capital. These amounts are included in the Fund's Statement of Operations.

**(g) Return of capital estimates.** Distributions received from the Fund's investments in MLPs generally are comprised of income and return of capital and distributions received from the Fund's investments in Real Estate Investment Trusts ( REITs ) generally are comprised of income, realized capital gains and return of capital. The Fund records investment income, realized capital gains and return of capital based on estimates made at the time such distributions are received. Such estimates are based on historical information available from each MLP or REIT and other industry sources. These estimates may subsequently be revised based on information received from the MLPs and REITs after their tax reporting periods are concluded.

**(h) Foreign investment risks.** The Fund's investments in foreign securities may involve risks not present in domestic investments. Since securities may be denominated in foreign currencies, may require settlement in foreign currencies or pay interest or dividends in foreign currencies, changes in the relationship of these foreign currencies to the U.S. dollar can significantly affect the value of the investments and earnings of the Fund. Foreign investments may also subject the Fund to foreign government exchange restrictions, expropriation, taxation or other political, social or economic developments, all of which affect the market and/or credit risk of the investments.

**(i) Security transactions and investment income.** Security transactions are accounted for on a trade date basis. Interest income, adjusted for amortization of premium and accretion of discount, is recorded on the accrual basis. Dividend income is recorded on the ex-dividend date. Foreign dividend income is recorded on the ex-dividend date or as soon as practicable after the Fund determines the existence of a dividend declaration after exercising reasonable due diligence. The cost of investments sold is determined by use of the specific identification method. To the extent any issuer defaults or a credit event occurs that impacts the issuer, the Fund may halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default or credit event.

## Notes to financial statements (unaudited) (cont'd)

**(j) Distributions to shareholders.** Distributions from net investment income by the Fund, if any, are declared and paid on a quarterly basis. The actual source of the Fund's current fiscal year distributions may be from net investment income, return of capital or a combination of both. Shareholders will be informed of the tax characteristics of the distributions after the close of the fiscal year. The Fund intends to distribute all of its net investment income earned each quarter and any cash received during the quarter from its investments in MLPs and REITs. The Fund intends to distribute the cash received from MLPs and REITs even if all or a portion of that cash may represent a return of capital to the Fund. The Fund may distribute additional amounts if required under the income tax regulations. Distributions of net realized gains, if any, are declared at least annually. Pursuant to its Managed Distribution Policy, the Fund intends to make regular quarterly distributions to shareholders at a fixed rate per common share, which rate may be adjusted from time to time by the Fund's Board of Directors. Under the Fund's Managed Distribution Policy, if, for any quarterly distribution, the value of the Fund's net investment income and net realized capital gain is less than the amount of the distribution, the difference will be distributed from the Fund's net assets (and may constitute a return of capital). The Board of Directors may modify, terminate or suspend the Managed Distribution Policy at any time, including when certain events would make part of the return of capital taxable to shareholders. Any such modification, termination or suspension could have an adverse effect on the market price of the Fund's shares. Distributions to shareholders of the Fund are recorded on the ex-dividend date and are determined in accordance with income tax regulations, which may differ from GAAP.

**(k) Cash flow information.** The Fund invests in securities and distributes dividends from net investment income and net realized gains, which are paid in cash and may be reinvested at the discretion of shareholders. These activities are reported in the Statement of Changes in Net Assets and additional information on cash receipts and cash payments are presented in the Statement of Cash Flows.

**(l) Compensating balance arrangements.** The Fund has an arrangement with its custodian bank whereby a portion of the custodian's fees is paid indirectly by credits earned on the Fund's cash on deposit with the bank.

**(m) Federal and other taxes.** It is the Fund's policy to comply with the federal income and excise tax requirements of the Internal Revenue Code of 1986 (the Code), as amended, applicable to regulated investment companies. Accordingly, the Fund intends to distribute its taxable income and net realized gains, if any, to shareholders in accordance with timing requirements imposed by the Code. Therefore, no federal or state income tax provision is required in the Fund's financial statements.

The Fund may invest up to 25% of its total assets in MLPs, that are treated as qualified publicly traded partnerships for federal income tax purpose. As a limited partner in the MLPs, the Fund reports its allocable share of the MLP's taxable income in computing its own taxable income. The distributions paid by the MLPs generally do not constitute income for tax purposes. Each MLP may allocate losses to the Fund which are generally not

deductible in computing the Fund's taxable income until such time as that particular MLP either generates income to offset those losses or the Fund disposes of units in that MLP. This may result in the Fund's taxable income being substantially different than its book income in any given year. As a result, the Fund may have insufficient taxable income to support its distributions paid resulting in a return of capital to shareholders. A return of capital distribution is generally not treated as taxable income to shareholders and instead reduces a shareholder's basis in their shares of the Fund.

Management has analyzed the Fund's tax positions taken on income tax returns for all open tax years and has concluded that as of November 30, 2015, no provision for income tax is required in the Fund's financial statements. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state departments of revenue.

Under the applicable foreign tax laws, a withholding tax may be imposed on interest, dividends and capital gains at various rates.

**(n) Reclassification.** GAAP requires that certain components of net assets be reclassified to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share.

## 2. Investment management agreement and other transactions with affiliates

Legg Mason Partners Fund Advisor, LLC ( LMPFA ) is the Fund's investment manager. ClearBridge Investments, LLC ( ClearBridge ), Western Asset Management Company ( Western Asset ) and Western Asset Management Company Limited ( Western Asset Limited ) are the Fund's subadvisers. LMPFA, ClearBridge, Western Asset and Western Asset Limited are wholly-owned subsidiaries of Legg Mason, Inc. ( Legg Mason ).

LMPFA provides administrative and certain oversight services to the Fund. The Fund pays LMPFA an investment management fee, calculated daily and paid monthly, at an annual rate of 0.85% of the Fund's average daily net assets plus the proceeds of any outstanding borrowings used for leverage and any proceeds from the issuance of preferred stock.

LMPFA delegates to the subadvisers the day-to-day portfolio management of the Fund. ClearBridge provides investment advisory services to the Fund by both determining the allocation of the Fund's assets between equity and fixed-income investments and performing the day-to-day management of the Fund's investments in equity securities. Western Asset provides advisory services to the Fund by performing the day-to-day management of the Fund's fixed-income investments. For its services, LMPFA pays the subadvisers 70% of the net management fee it receives from the Fund. This fee will be divided on a pro rata basis, based on assets allocated to each subadviser, from time to time.

Western Asset Limited provides certain advisory services to the Fund relating to currency transactions and investments in non-U.S. dollar denominated securities. Western Asset Limited does not receive any compensation from the Fund. In turn, Western Asset pays

## Notes to financial statements (unaudited) (cont d)

Western Asset Limited a subadvisory fee of 0.30% on the assets managed by Western Asset Limited.

During periods in which the Fund utilizes financial leverage, the fees paid to LMPFA will be higher than if the Fund did not utilize leverage because the fees are calculated as a percentage of the Fund's assets, including those investments purchased with leverage.

All officers and one Director of the Fund are employees of Legg Mason or its affiliates and do not receive compensation from the Fund.

### 3. Investments

During the six months ended May 31, 2016, the aggregate cost of purchases and proceeds from sales of investments (excluding short-term investments) were as follows:

Purchases	\$ 46,072,272
Sales	57,356,268

At May 31, 2016, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were substantially as follows:

Gross unrealized appreciation	\$ 54,767,067
Gross unrealized depreciation	(16,329,010)
<b>Net unrealized appreciation</b>	<b>\$ 38,438,057</b>

### 4. Derivative instruments and hedging activities

During the six months ended May 31, 2016, the Fund did not invest in derivative instruments.

### 5. Loan

The Fund has a revolving credit agreement with Pershing LLC, which allows the Fund to borrow up to an aggregate amount of \$110,000,000 and renews daily for a 180-day term unless notice to the contrary is given to the Fund. The interest on the loan is calculated at a variable rate based on the one-month LIBOR, plus any applicable margin. If the Fund borrows less than 60% of the aggregate amount of the loan (i.e., 60% of \$110,000,000, or \$66,000,000), the Fund will be charged interest as if the Fund had borrowed \$66,000,000. To the extent of the borrowing outstanding, the Fund is required to maintain collateral in a special custody account at the Fund's custodian on the behalf of Pershing, LLC. The Fund's credit agreement contains customary covenants that, among other things, may limit the Fund's ability to pay distributions in certain circumstances, incur additional debt, change its fundamental investment policies and engage in certain transactions, including mergers and consolidations, and require asset coverage ratios in addition to those required by the 1940 Act. In addition, the credit agreement may be subject to early termination under certain conditions and may contain other provisions that could limit the Fund's ability to utilize borrowing under the agreement. Interest expense related to the loan for the six months ended May 31, 2016 was \$407,991. For the six months ended May 31, 2016, the Fund had an average daily loan balance outstanding of \$75,000,000 and the weighted average

interest rate was 1.09%. At May 31, 2016, the Fund had \$75,000,000 of borrowings outstanding per this credit agreement.

**6. Distributions subsequent to May 31, 2016**

The following distribution has been declared by the Fund's Board of Directors and is payable subsequent to the period end of this report:

Record Date	Payable Date	Amount
6/17/2016	6/24/2016	\$ 0.3100

**7. Stock repurchase program**

On November 16, 2015, the Fund announced that the Fund's Board of Directors (the Board) had authorized the Fund to repurchase in the open market up to approximately 10% of the Fund's outstanding common stock when the Fund's shares are trading at a discount to net asset value. The Board has directed management of the Fund to repurchase shares of common stock at such times and in such amounts as management reasonably believes may enhance stockholder value. The Fund is under no obligation to purchase shares at any specific discount levels or in any specific amounts. During the six months ended May 31, 2016, the Fund did not repurchase any shares.

**8. Capital loss carryforward**

As of November 30, 2015, the Fund had the following net capital loss carryforward remaining:

Year of Expiration	Amount
11/30/2017	\$ (110,452,438)
11/30/2018	(3,245,411)
	\$ (113,697,849)

These amounts will be available to offset any future taxable capital gains, except that under applicable tax rules, deferred capital losses of \$3,298,714 which have no expiration date, must be used first to offset any such gains.

## Additional shareholder information (unaudited)

### Results of annual meeting of shareholders

The Annual Meeting of Shareholders of LMP Capital and Income Fund Inc. was held on March 24, 2016 for the purpose of considering and voting upon the election of Directors. The following table provides information concerning the matter voted upon at the Meeting:

### Election of directors

Nominees	Votes For	Votes Withheld
Leslie H. Gelb	15,799,551	682,395
William R. Hutchinson	15,831,530	650,416
Jane Trust	15,849,843	632,103

At May 31, 2016, in addition to Leslie H. Gelb, William R. Hutchinson and Jane Trust, the other Directors of the Fund were as follows:

Robert D. Agdern

Carol L. Colman

Daniel P. Cronin

Paolo M. Cucchi

Eileen A. Kamerick

Riordan Roett

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## Dividend reinvestment plan (unaudited)

Unless you elect to receive distributions in cash, all distributions, on your Common Shares will be automatically reinvested by Computershare Inc., as agent for the Common Shareholders (the Plan Agent ), in additional Common Shares under the Dividend Reinvestment Plan (the Plan ). You may elect not to participate in the Plan by contacting the Plan Agent. If you do not participate, you will receive all cash distributions paid by check mailed directly to you by American Stock Transfer & Trust Company as dividend paying agent.

If you participate in the Plan, the number of Common Shares you will receive will be determined as follows:

(1) If the market price of the Common Shares on the record date (or, if the record date is not a New York Stock Exchange trading day, the immediately preceding trading day) for determining shareholders eligible to receive the relevant distribution (the determination date ) is equal to or exceeds the net asset value per share of the Common Shares, the Fund will issue new Common Shares at a price equal to the greater of (a) the net asset value per share at the close of trading on the Exchange on the determination date or (b) 95% of the market price per share of the Common Shares on the determination date.

(2) If the net asset value per share of the Common Shares exceeds the market price of the Common Shares on the determination date, the Plan Agent will receive the distribution in cash and will buy Common Shares in the open market, on the Exchange or elsewhere, for your account as soon as practicable commencing on the trading day following the determination date and terminating no later than the earlier of (a) 30 days after the distribution payment date, or (b) the record date for the next succeeding distribution to be made to the Common Shareholders; except when necessary to comply with applicable provisions of the federal securities laws. If during this period: (i) the market price rises so that it equals or exceeds the net asset value per share of the Common Shares at the close of trading on the Exchange on the determination date before the Plan Agent has completed the open market purchases or (ii) if the Plan Agent is unable to invest the full amount eligible to be reinvested in open market purchases, the Plan Agent will cease purchasing Common Shares in the open market and the Fund shall issue the remaining Common Shares at a price per share equal to the greater of (a) the net asset value per share at the close of trading on the Exchange on the determination date or (b) 95% of the then current market price per share.

The Plan Agent maintains all participants' accounts in the Plan and gives written confirmation of all transactions in the accounts, including information you may need for tax records. Common Shares in your account will be held by the Plan Agent in non-certified form. Any proxy you receive will include all Common Shares you have received under the Plan.

## Dividend reinvestment plan (unaudited) (cont d)

You may withdraw from the Plan by notifying the Plan Agent in writing at Computershare Inc., 211 Quality Circle, Suite 210, College Station, TX 77845-4470. Such withdrawal will be effective immediately if notice is received by the Plan Agent not less than ten business days prior to any dividend or distribution record date; otherwise such withdrawal will be effective as soon as practicable after the Plan Agent's investment of the most recently declared dividend or distribution on the Common Shares. The Plan may be terminated by the Fund upon notice in writing mailed to Common Shareholders at least 30 days prior to the record date for the payment of any dividend or distribution by the Fund for which the termination is to be effective. Upon any termination, you will be sent a certificate or certificates for the full Common Shares held for you under the Plan and cash for any fractional Common Shares. You may elect to notify the Plan Agent in advance of such termination to have the Plan Agent sell part or all of your shares on your behalf. The Plan Agent is authorized to deduct brokerage charges actually incurred for this transaction from the proceeds.

There is no service charge for reinvestment of your dividends or distributions in Common Shares. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases. Because all dividends and distributions will be automatically reinvested in additional Common Shares, this allows you to add to your investment through dollar cost averaging, which may lower the average cost of your Common Shares over time.

Automatically reinvesting dividends and distributions does not mean that you do not have to pay income taxes due upon receiving dividends and distributions.

The Fund reserves the right to amend or terminate the Plan if, in the judgment of the Board of Directors, the change is warranted. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. Additional information about the Plan and your account may be obtained from the Plan Agent at 1-888-888-0151.



LMP

## Capital and Income Fund Inc.

### Directors

Robert D. Agdern

Carol L. Colman

Daniel P. Cronin

Paolo M. Cucchi

Leslie H. Gelb

William R. Hutchinson

Eileen A. Kamerick

Riordan Roett

Jane Trust

*Chairman*

### Officers

Jane Trust

*President and Chief Executive Officer*

Richard F. Sennett

*Principal Financial Officer*

Ted P. Becker

*Chief Compliance Officer*

Jenna Bailey

*Identity Theft Prevention Officer*

Robert I. Frenkel

*Secretary and Chief Legal Officer*

Thomas C. Mandia

*Assistant Secretary*

Steven Frank

Explanation of Responses:

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### *Treasurer*

Jeanne M. Kelly

### *Senior Vice President*

\* Effective March 14, 2016, Computershare Inc. serves as the Fund's transfer agent.

### **LMP Capital and Income Fund Inc.**

620 Eighth Avenue

49th Floor

New York, NY 10018

### **Investment manager**

Legg Mason Partners Fund Advisor, LLC

### **Subadvisers**

ClearBridge Investments, LLC

Western Asset Management Company

Western Asset Management Company Limited

### **Custodian**

State Street Bank and Trust Company

1 Lincoln Street

Boston, MA 02111

### **Transfer agent**

Computershare Inc.\*

211 Quality Circle, Suite 210

College Station, TX 77845-4470

### **Independent registered public accounting firm**

KPMG LLP

345 Park Avenue

New York, NY 10154

Explanation of Responses:

**Legal counsel**

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, NY 10017

**New York Stock Exchange Symbol**

SCD

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## Legg Mason Funds Privacy and Security Notice

### Your Privacy and the Security of Your Personal Information is Very Important to the Legg Mason Funds

This Privacy and Security Notice (the **Privacy Notice**) addresses the Legg Mason Funds' privacy and data protection practices with respect to nonpublic personal information the Funds receive. The Legg Mason Funds include any funds sold by the Funds' distributor, Legg Mason Investor Services, LLC, as well as Legg Mason-sponsored closed-end funds and certain closed-end funds managed or sub-advised by Legg Mason or its affiliates. The provisions of this Privacy Notice apply to your information both while you are a shareholder and after you are no longer invested with the Funds.

### The Type of Nonpublic Personal Information the Funds Collect About You

The Funds collect and maintain nonpublic personal information about you in connection with your shareholder account. Such information may include, but is not limited to:

Personal information included on applications or other forms;

Account balances, transactions, and mutual fund holdings and positions;

Online account access user IDs, passwords, security challenge question responses; and

Information received from consumer reporting agencies regarding credit history and creditworthiness (such as the amount of an individual's total debt, payment history, etc.).

### How the Funds Use Nonpublic Personal Information About You

The Funds do not sell or share your nonpublic personal information with third parties or with affiliates for their marketing purposes, or with other financial institutions or affiliates for joint marketing purposes, unless you have authorized the Funds to do so. The Funds do not disclose any nonpublic personal information about you except as may be required to perform transactions or services you have authorized or as permitted or required by law. The Funds may disclose information about you to:

Employees, agents, and affiliates on a **need to know** basis to enable the Funds to conduct ordinary business or comply with obligations to government regulators;

Service providers, including the Funds' affiliates, who assist the Funds as part of the ordinary course of business (such as printing, mailing services, or processing or servicing your account with us) or otherwise perform services on the Funds' behalf, including companies that may perform marketing services solely for the Funds;

The Funds' representatives such as legal counsel, accountants and auditors; and

Fiduciaries or representatives acting on your behalf, such as an IRA custodian or trustee of a grantor trust.

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## Legg Mason Funds Privacy and Security Notice (cont d)

Except as otherwise permitted by applicable law, companies acting on the Funds' behalf are contractually obligated to keep nonpublic personal information the Funds provide to them confidential and to use the information the Funds share only to provide the services the Funds ask them to perform.

The Funds may disclose nonpublic personal information about you when necessary to enforce their rights or protect against fraud, or as permitted or required by applicable law, such as in connection with a law enforcement or regulatory request, subpoena, or similar legal process. In the event of a corporate action or in the event a Fund service provider changes, the Funds may be required to disclose your nonpublic personal information to third parties. While it is the Funds' practice to obtain protections for disclosed information in these types of transactions, the Funds cannot guarantee their privacy policy will remain unchanged.

### Keeping You Informed of the Funds' Privacy and Security Practices

The Funds will notify you annually of their privacy policy as required by federal law. While the Funds reserve the right to modify this policy at any time they will notify you promptly if this privacy policy changes.

### The Funds' Security Practices

The Funds maintain appropriate physical, electronic and procedural safeguards designed to guard your nonpublic personal information. The Funds' internal data security policies restrict access to your nonpublic personal information to authorized employees, who may use your nonpublic personal information for Fund business purposes only.

Although the Funds strive to protect your nonpublic personal information, they cannot ensure or warrant the security of any information you provide or transmit to them, and you do so at your own risk. In the event of a breach of the confidentiality or security of your nonpublic personal information, the Funds will attempt to notify you as necessary so you can take appropriate protective steps. If you have consented to the Funds using electronic communications or electronic delivery of statements, they may notify you under such circumstances using the most current email address you have on record with them.

In order for the Funds to provide effective service to you, keeping your account information accurate is very important. If you believe that your account information is incomplete, not accurate or not current, or if you have questions about the Funds' privacy practices, write the Funds using the contact information on your account statements, email the Funds by clicking on the Contact Us section of the Funds' website at [www.leggmason.com](http://www.leggmason.com), or contact the Fund at 1-888-777-0102.

**NOT PART OF THE SEMI-ANNUAL REPORT**

LMP Capital and Income Fund Inc.

LMP Capital and Income Fund Inc.

620 Eighth Avenue

49th Floor

New York, NY 10018

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that from time to time the Fund may purchase, at market prices, shares of its stock.

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission ( SEC ) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington D.C., and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. To obtain information on Form N-Q from the Fund, shareholders can call 1-888-777-0102.

Information on how the Fund voted proxies relating to portfolio securities during the prior 12-month period ended June 30th of each year and a description of the policies and procedures that the Fund uses to determine how to vote proxies related to portfolio transactions are available (1) without charge, upon request, by calling 1-888-777-0102, (2) at [www.lmcef.com](http://www.lmcef.com) and (3) on the SEC's website at [www.sec.gov](http://www.sec.gov).

This report is transmitted to the shareholders of LMP Capital and Income Fund Inc. for their information. This is not a prospectus, circular or representation intended for use in the purchase of shares of the Fund or any securities mentioned in this report.

Computershare Inc.

211 Quality Circle, Suite 210

College Station, TX 77845-4470

**FD04219 7/16 SR16-2810**

ITEM 2. CODE OF ETHICS.

Not Applicable.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not Applicable.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not Applicable.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not Applicable.

ITEM 6. SCHEDULE OF INVESTMENTS.

Included herein under Item 1.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END  
MANAGEMENT INVESTMENT COMPANIES.

Not Applicable.

ITEM 8 INVESTMENT PROFESSIONALS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

(a) Not applicable.

(b) Effective July 1, 2016, the individuals responsible for day-to-day portfolio management, development of investment strategy, oversight and coordination of the Fund are Peter Vanderlee, Mark McAllister, Tatiana Thibodeau, S. Kenneth Leech, Michael C. Buchanan, Ryan Brist, Mark Lindbloom and Chia-Liang Lian. These investment professionals, all of whom are employed by ClearBridge Investments, LLC or Western Asset Management Company, work together with a broader investment management team.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT  
COMPANY AND AFFILIATED PURCHASERS.

Not Applicable.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not Applicable.

Explanation of Responses:



ITEM 11. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive officer and principal financial officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act")) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.

- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

ITEM 12. EXHIBITS.

(a) (1) Not Applicable.  
Exhibit99.CODE ETH

(a) (2) Certifications pursuant to section 302 of the Sarbanes-Oxley Act of 2002 attached hereto.  
Exhibit99.CERT

(b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit99.906CERT

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this Report to be signed on its behalf by the undersigned, there unto duly authorized.

**LMP Capital and Income Fund Inc.**

By: /s/ Jane Trust  
Jane Trust  
Chief Executive Officer

Date: July 25, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Jane Trust  
Jane Trust  
Chief Executive Officer

Date: July 25, 2016

By: /s/ Richard F. Sennett  
Richard F. Sennett  
Principal Financial Officer

Date: July 25, 2016