

LMP CAPITAL & INCOME FUND INC.

Form SC TO-C

December 29, 2011

As filed with the Securities and Exchange Commission on December 29, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE TO**  
**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**LMP Capital and Income Fund Inc.**

(Name of Subject Company (issuer))

**LMP Capital and Income Fund Inc.**

(Name of Filing Person (offeror))

**Common Stock \$0.001 Par Value Per Share**

(Title of Class of Securities)

**50208A102**

(CUSIP Number of Class of Securities)

**ROBERT I. FRENKEL**

**SECRETARY**

**LMP CAPITAL AND INCOME FUND INC.**

**100 FIRST STAMFORD PLACE, 7TH FLOOR**

**STAMFORD, CONNECTICUT 06902**

**(203) 703-7046**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)**

**Copy to:**

**Sarah E. Cogan, Esq.**

**Simpson Thacher & Bartlett LLP**

**425 Lexington Avenue**

**New York, New York, 10017**

**(212) 455-2000**

**CALCULATION OF FILING FEE**

**Transaction Valuation**  
Not Applicable

**Amount of Filing Fee**  
Not Applicable

.. Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:  
Form or Registration No.:

Not applicable  
Not applicable

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Filing Party:  
Date Filed:

Not applicable  
Not applicable

Check box the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

third party tender offer subject to Rule 14d-1  
 issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3  
 amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

ITEMS 1-11.

Not Applicable.

ITEM 12. EXHIBITS

| <b>EXHIBIT NO.</b> | <b>DESCRIPTION</b>                         |
|--------------------|--|
| 99.1               | Press release issued on December 29, 2011. |

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not Applicable.