

KAYNE ANDERSON MIDSTREAM/ENERGY FUND, INC.
Form N-PX
July 27, 2018

OMB APPROVAL

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT

INVESTMENT COMPANY

Investment Company Act file number 811-22467

Kayne Anderson Midstream/Energy Fund, Inc.

(Exact name of registrant as specified in charter)

811 Main Street, 14th Floor Houston, Texas 77002

(Address of principal executive offices) (Zip code)

Michael O'Neil

KA Fund Advisors, LLC

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

(Name and address of agent for service)

Registrant's telephone number, including area code: (310) 282-7905

Date of fiscal year end: November 30

Date of reporting period: July 1, 2017 – June 30, 2018

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss. 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. PROXY VOTING RECORD.

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors); and
- (i) Whether the registrant cast its vote for or against management.

SIGNATURES

[See General Instruction F]

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Kayne Anderson Midstream/Energy Fund, Inc.

By (Signature and
Title)* /s/ Kevin S. McCarthy

Kevin S. McCarthy,

Chairman and Chief Executive Officer

Date July 25, 2018

*Print the name and title of each signing officer under his or her signature.

Kayne Anderson Midstream/Energy Fund Inc.

Proxy Voting Record

July 1, 2017 - June 30, 2018

Issuer	Symbol	CUSIP	Meeting Date	Matter:	Proposed by (I)ssuer or (S)hrhldr	Vote Cast?	How Voted
KNOT OFFSHORE PARTNERS LP	KNOP	Y48125101	08/09/17	1 TO ELECT: HANS PETTER AAS AS A CLASS IV DIRECTOR OF KNOT OFFSHORE PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2021 ANNUAL MEETING OF LIMITED PARTNERS.	I	YES	FO
HOEGH LNG PARTNERS LP	HMLP	Y3262R100	9/15/2017	1 TO ELECT: DAVID SPIVAK AS A CLASS III DIRECTOR OF HOEGH LNG PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2021 ANNUAL MEETING OF LIMITED PARTNERS.	I	YES	FO
WESTERN GAS PARTNERS, LP	WES	958254104	10/17/2017	1 TO APPROVE: THE WESTERN GAS PARTNERS, LP 2017 LONG-TERM INCENTIVE PLAN (THE LTIP PROPOSAL)	I	YES	FO
				2 TO APPROVE: THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY OR	I	YES	FO

APPROPRIATE, TO SOLICIT
ADDITIONAL PROXIES IN THE
EVENT THERE ARE NOT
SUFFICIENT VOTES AT THE
TIME OF THE SPECIAL
MEETING TO APPROVE THE
LTIP PROPOSAL

**GOLAR LNG
PARTNERS LP**

GLMP Y2745C102 9/27/2017 1

TO ELECT:

I

YES FO

CARL STEEN AS A CLASS II
DIRECTOR OF THE
PARTNERSHIP WHOSE TERM
WILL EXPIRE AT THE 2020
ANNUAL MEETING OF
LIMITED PARTNERS.

**DYNAGAS LNG
PARTNERS LP**

DLNG Y2188B108 12/07/17 1

TO ELECT:

I

YES FO

LEVON DEDEGIAN AS A
CLASS III DIRECTOR TO
SERVE FOR A THREE-YEAR
TERM UNTIL THE 2020
ANNUAL MEETING OF
LIMITED PARTNERS

2

TO APPROVE:

I

YES FO

THE APPOINTMENT OF ERNST
& YOUNG (HELLAS)
CERTIFIED AUDITORS
ACCOUNTANTS S.A. AS THE
PARTNERSHIP'S
INDEPENDENT AUDITORS FOR
THE FISCAL YEAR ENDING
DECEMBER 31, 2017

**ARC LOGISTICS
PARTNERS LP**

ARCX 03879N101 12/18/2017 1

APPROVE

I

YES FO

APPROVE THE PURCHASE
AGREEMENT AND PLAN OF
MERGER DATED AS OF
AUGUST 29, 2017, BY AND
AMONG ZENITH ENERGY U.S.,
L.P., ZENITH ENERGY U.S. GP,
LLC, ZENITH ENERGY U.S.
LOGISTICS HOLDINGS, LLC,

ZENITH ENERGY U.S.
 LOGISTICS, LLC, ARC
 LOGISTICS PARTNERS LP, ARC
 LOGISTICS GP LLC,
 LIGHTFOOT CAPITAL
 PARTNERS, LP AND ...(DUE TO
 SPACE LIMITS, SEE PROXY
 STATEMENT FOR FULL
 PROPOSAL).

NEXTERA ENERGY PARTNERS, LP	NEP	65341B106	12/21/17	1A	ELECTION OF DIRECTOR:	I	YES	FO	
					SUSAN D. AUSTIN				
				1B	ELECTION OF DIRECTOR:	I	YES	FO	
					PETER H. KIND				
				1C	ELECTION OF DIRECTOR:	I	YES	FO	
	JAMES L. ROBO								
				1D	ELECTION OF DIRECTOR:	I	YES	FO	
					JAMES N. SUCIU				
				2	RATIFICATION OF:	I	YES	FO	
					APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY PARTNERS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017				
				3	APPROVAL:	I	YES	FO	
					BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY PARTNERS' COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT				
				4	NON-BINDING ADVISORY VOTE:	I	YES	3 Y	
					ON THE FREQUENCY OF FUTURE UNITHOLDER				

NON-BINDING ADVISORY
VOTES ON THE
COMPENSATION OF NEXTERA
ENERGY PARTNERS' NAMED
EXECUTIVE OFFICERS

**MAGELLAN
MIDSTREAM
PARTNERS, L.P.**

MMP 559080106 4/26/2018 1

DIRECTOR: I

YES FO

ROBERT G. CROYLE
STACY P. METHVIN
BARRY R. PEARL

2 **ADVISORY RESOLUTION TO APPROVE:** I

YES FO

EXECUTIVE COMPENSATION

3 **RATIFICATION OF:** I

YES FO

APPOINTMENT OF
INDEPENDENT AUDITOR

**TRANSCANADA
CORPORATION**

TRP 89353D107 04/27/18 1

DIRECTOR: I

YES FO

KEVIN E. BENSON
STÉPHAN CRÉTIER
RUSSELL K. GIRLING
S. BARRY JACKSON
JOHN E. LOWE
PAULA ROSPUT REYNOLDS
MARY PAT SALOMONE
INDIRA V. SAMARASEKERA
D. MICHAEL G. STEWART
SIIM A. VANASELJA
THIERRY VANDAL

2 **RESOLUTION TO APPOINT:** I

YES FO

KPMG LLP, CHARTERED
PROFESSIONAL
ACCOUNTANTS AS AUDITORS
AND AUTHORIZE THE
DIRECTORS TO FIX THEIR

REMUNERATION.

3 **RESOLUTION TO ACCEPT:** I YES FO
 TRANSCANADA'S APPROACH
 TO EXECUTIVE
 COMPENSATION, AS
 DESCRIBED IN THE
 MANAGEMENT INFORMATION
 CIRCULAR.

4 **RESOLUTION TO CONSIDER:** I YES FO
 THE SHAREHOLDER
 PROPOSAL REGARDING
 CLIMATE CHANGE
 DISCLOSURE, AS SET FORTH
 IN SCHEDULE A OF THE
 MANAGEMENT INFORMATION
 CIRCULAR.

**MACQUARIE
 INFRASTRUCTURE
 CORPORATION**

MIC 55608B105 05/16/18

1a **Election of:** I YES FO
 NORMAN H. BROWN, JR.

1b **Election of:** I YES FO
 GEORGE W. CARMANY, III

1c **Election of:** I YES FO
 JAMES HOOKE

1d **Election of:** I YES FO
 RONALD KIRK

1e **Election of:** I YES FO
 H.E. (JACK) LENTZ

1f **Election of:** I YES FO
 OUMA SANANIKONE

2 **The ratification of** I YES FO

THE SELECTION OF KPMG LLP
AS OUR INDEPENDENT
AUDITOR FOR THE FISCAL
YEAR ENDING DECEMBER 31,
2018.

3 **The approval:** I YES FO
ON AN ADVISORY BASIS, OF
EXECUTIVE COMPENSATION.

**PEMBINA
PIPELINE
CORPORATION**

PBA 706327103 05/04/18 1

1 **DIRECTOR:** I YES FO

ANNE MARIE N. AINSWORTH
DOUG ARNELL
MICHAEL H. DILGER
RANDALL J. FINDLAY
MAUREEN E. HOWE
GORDON J. KERR
DAVID M.B. LEGRESLEY
ROBERT B. MICHALESKI
LESLIE A. O'DONOGHUE
BRUCE D. RUBIN
JEFFREY T. SMITH
HENRY W. SYKES

2 **TO APPOINT:** I YES FO
KPMG LLP, CHARTERED
PROFESSIONAL
ACCOUNTANTS, AS THE
AUDITORS OF THE
CORPORATION FOR THE
ENSUING FINANCIAL YEAR
AT A REMUNERATION TO BE
FIXED BY MANAGEMENT.

3 **TO ACCEPT:** I YES FO
THE APPROACH TO
EXECUTIVE COMPENSATION
AS DISCLOSED IN THE
ACCOMPANYING
MANAGEMENT PROXY

CIRCULAR.

KINDER MORGAN, INC.	KMI	49456B101	5/9/2018	1a	ELECTION OF DIRECTOR: RICHARD D. KINDER	I	YES	FO
				1b	ELECTION OF DIRECTOR: STEVEN J. KEAN	I	YES	FO
				1c	ELECTION OF DIRECTOR: KIMBERLY A. DANG	I	YES	FO
				1d	ELECTION OF DIRECTOR: TED A. GARDNER	I	YES	FO
				1e	ELECTION OF DIRECTOR: ANTHONY W. HALL, JR.	I	YES	FO
				1f	ELECTION OF DIRECTOR: GARY L. HULTQUIST	I	YES	FO
				1g	ELECTION OF DIRECTOR: RONALD L. KUEHN, JR.	I	YES	FO
				1h	ELECTION OF DIRECTOR: DEBORAH A. MACDONALD	I	YES	FO
				1i	ELECTION OF DIRECTOR: MICHAEL C. MORGAN	I	YES	FO
				1j	ELECTION OF DIRECTOR: ARTHUR C. REICHSTETTER	I	YES	FO
				1k	ELECTION OF DIRECTOR: FAYEZ SAROFIM	I	YES	FO
				1l	ELECTION OF DIRECTOR: C. PARK SHAPER	I	YES	FO

1m	ELECTION OF DIRECTOR: WILLIAM A. SMITH	I	YES	FO
1n	ELECTION OF DIRECTOR: JOEL V. STAFF	I	YES	FO
1o	ELECTION OF DIRECTOR: ROBER F. VAGT	I	YES	FO
1p	ELECTION OF DIRECTOR: PERRY M. WAUGHTAL	I	YES	FO
2	RATIFICATION OF: THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2018	I	YES	FO
3	APPROVAL, ON AN ADVISORY BASIS, OF: THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THE PROXY STATEMENT	I	YES	FO
4	FREQUENCY WITH: WHICH WE WILL HOLD AN ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	I	YES	3 Y
5	STAKEHOLDER PROPOSAL: RELATING TO A REPORT ON METHANE EMISSIONS	S	YES	AG
6	STAKEHOLDER PROPOSAL: RELATING TO AN ANNUAL SUSTAINABILITY REPORT	S	YES	AG

				7	STAKEHOLDER PROPOSAL:	S	YES	AG
					RELATING TO AN ASSESSMENT OF THE LONG-TERM PORTFOLIO IMPACTS OF SCENARIOS CONSISTENT WITH GLOBAL CLIMATE CHANGE POLICIES			
ENBRIDGE INC.	ENB	29250N105	5/9/2018	1	DIRECTOR:	I	YES	FO
					PAMELA L. CARTER C. P. CAZALOT, JR. MARCEL R. COUTU GREGORY L. EBEL J. HERB ENGLAND CHARLES W. FISCHER V. M. KEMPSTON DARKES MICHAEL MCSHANE AL MONACO MICHAEL E.J. PHELPS DAN C. TUTCHER CATHERINE L. WILLIAMS			
				2	APPOINT:	I	YES	FO
					PRICEWATERHOUSECOOPERS LLP AS AUDITORS AT REMUNERATION TO BE FIXED BY THE BOARD OF DIRECTORS.			
				3	ADVISORY VOTE TO:	I	YES	FO
					APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS.			
				4	ADVISORY VOTE ON:	I	YES	1 Y
					THE FREQUENCY OF SAY ON PAY VOTES.			

GASLOG PARTNERS LP	GLOP	Y2687W108	5/11/2018	1	TO ELECT:	I	YES	FO
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DANIEL R. BRADSHAW AS A CLASS III DIRECTOR TO SERVE FOR A THREE-YEAR TERM UNTIL THE 2021 ANNUAL MEETING OR UNTIL HIS SUCCESSOR HAS BEEN ELECTED OR APPOINTED.

2 **TO RATIFY:** I YES FO
 THE APPOINTMENT OF DELOITTE LLP AS OUR INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018.

THE WILLIAMS COMPANIES, INC.

WMB 969457100 5/10/2018

1a **ELECTION OF:** I YES FO
 ALAN S. ARMSTRONG

1b **ELECTION OF:** I YES FO
 STEPHEN W. BERGSTROM

1c **ELECTION OF:** I YES FO
 STEPHEN I. CHAZEN

1d **ELECTION OF:** I YES FO
 CHARLES I. COGUT

1e **ELECTION OF:** I YES FO
 KATHLEEN B. COOPER

1f **ELECTION OF:** I YES FO
 MICHAEL A. CREEL

1g **ELECTION OF:** I YES FO
 PETER A. RAGAUS

1h **ELECTION OF:** I YES FO
 SCOTT D. SHEFFIELD

1i **ELECTION OF:** I YES FO
MURRAY D. SMITH

1j **ELECTION OF:** I YES FO
WILLIAM H. SPENCE

2 **RATIFICATION OF:** I YES FO
ERNST & YOUNG LLP AS
AUDITORS FOR 2018.

3 **APPROVAL:** I YES FO
BY NONBINDING ADVISORY
VOTE, OF THE COMPANY'S
EXECUTIVE COMPENSATION.

**PLAINS GP
HOLDINGS, L.P.**

PAGP 72651A207 5/15/18

1 **DIRECTOR:** I YES FO
BOBBY S. SHACKOULS
CHRISTOPHER M. TEMPLE

2 **RATIFICATION OF:** I YES FO
THE APPOINTMENT OF
PRICEWATERHOUSECOOPERS
LLP AS OUR INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING FIRM FOR 2018.

3 **THE APPROVAL:** I YES FO
ON A NON-BINDING
ADVISORY BASIS, OF OUR
NAMED EXECUTIVE OFFICER
COMPENSATION.

4 **NON-BINDING ADVISORY
VOTE:** I YES 1 Y
ON THE FREQUENCY WITH
WHICH FUTURE ADVISORY
VOTES TO APPROVE OUR
NAMED EXECUTIVE OFFICER
COMPENSATION SHOULD BE
HELD.

**SEMGROUP
CORPORATION**

SEMG 81663A105 5/16/18

1 **DIRECTOR:** I YES FO
 RONALD A. BALLSCHMIEDE
 SARAH M. BARPOULIS
 CARLIN G. CONNER
 KARL F. KURZ
 JAMES H. LYTAL
 WILLIAM J. MCADAM
 THOMAS R. MCDANIEL

2 **TO APPROVE:** I YES FO
 ON A NON-BINDING
 ADVISORY BASIS, THE
 COMPENSATION OF THE
 COMPANY'S NAMED
 EXECUTIVE OFFICERS.

3 **RATIFICATION OF:** I YES FO
 GRANT THORNTON LLP AS
 INDEPENDENT REGISTERED
 PUBLIC ACCOUNTING FIRM
 FOR 2018.

4 **TO APPROVE:** I YES FO
 AN AMENDMENT TO THE
 COMPANY'S AMENDED AND
 RESTATED CERTIFICATE OF
 INCORPORATION, AS
 AMENDED, TO INCREASE THE
 NUMBER OF AUTHORIZED
 SHARES OF CLASS A COMMON
 STOCK.

**TARGA
RESOURCES CORP.**

TRGP 87612G101 5/24/18

1.1 **ELECTION OF:** I YES FO
 ROBERT B. EVANS

1.2 **ELECTION OF:** I YES FO
 JOE BOB PERKINS

1.3 **ELECTION OF:** I YES FO
 ERSHEL C. REDD JR

2 **RATIFICATION OF:** I YES FO
 SELECTION OF INDEPENDENT
 ACCOUNTANTS

3 **ADVISORY VOTE TO:** I YES FO
 APPROVE EXECUTIVE
 COMPENSATION

ONEOK, INC. OKE 682680103 5/23/18 1A **ELECTION OF:** I YES FO
 BRIAN L. DERKSEN

1B **ELECTION OF:** I YES FO
 JULIE H. EDWARDS

1C **ELECTION OF:** I YES FO
 JOHN W. GIBSON

1D **ELECTION OF:** I YES FO
 RANDALL J. LARSON

1E **ELECTION OF:** I YES FO
 STEVEN J. MALCOLM

1F **ELECTION OF:** I YES FO
 JIM W. MOGG

1G **ELECTION OF:** I YES FO
 PATTYE L. MOORE

1H **ELECTION OF:** I YES FO
 GARY D. PARKER

1I **ELECTION OF:** I YES FO
 EDUARDO A. RODRIGUEZ

1J **ELECTION OF:** I YES FO

TERRY K. SPENCER

- | | | | | |
|---|--|---|-----|----|
| 2 | RATIFICATION OF: | I | YES | FO |
| | THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ONEOK, INC. FOR THE YEAR ENDING DECEMBER 31, 2018. | | | |
| 3 | APPROVE: | I | YES | FO |
| | THE ONEOK, INC. EQUITY INCENTIVE PLAN. | | | |
| 4 | AN ADVISORY VOTE TO: | I | YES | FO |
| | APPROVE ONEOK, INC.'S EXECUTIVE COMPENSATION. | | | |

HOEGH LNG PARTNERS LP

HMLP Y3262R100 6/6/2018

- | | | | | |
|---|--|---|-----|----|
| 1 | TO ELECT: | I | YES | FO |
| | MORTEN HOEGH AS A CLASS IV DIRECTOR OF HOEGH LNG PARTNERS LP, WHOSE TERM WILL EXPIRE AT THE 2022 ANNUAL MEETING OF LIMITED PARTNERS. | | | |

BUCKEYE PARTNERS, L.P.

BPL 118230101 6/5/18

- | | | | | |
|---|--|---|-----|----|
| 1 | DIRECTOR: | I | YES | FO |
| | PIETER BAKKER
BARBARA M. BAUMANN
MARK C. MCKINLEY | | | |
| 2 | AMENDMENT OF: | I | YES | FO |
| | PARTNERSHIP AGREEMENT TO REMOVE PROVISIONS THAT PREVENT GENERAL PARTNER FROM CAUSING BUCKEYE PARTNERS, L.P. TO ISSUE ANY CLASS OR SERIES OF LIMITED PARTNERSHIP INTERESTS HAVING | | | |

PREFERENCES OR OTHER
SPECIAL OR SENIOR RIGHTS
OVER THE LP UNITS WITHOUT
THE PRIOR APPROVAL OF
UNITHOLDERS HOLDING AN
AGGREGATE OF AT LEAST
TWO-THIRDS OF THE
OUTSTANDING LP UNITS.

- 3 **THE RATIFICATION OF:** I YES FO
THE SELECTION OF DELOITTE
& TOUCHE LLP AS BUCKEYE
PARTNERS, L.P.'S
INDEPENDENT REGISTERED
PUBLIC ACCOUNTANTS FOR
2018.
- 4 **THE APPROVAL:** I YES FO
IN AN ADVISORY VOTE, OF
THE COMPENSATION OF
BUCKEYE'S NAMED
EXECUTIVE OFFICERS AS
DESCRIBED IN OUR PROXY
STATEMENT PURSUANT TO
ITEM 402 OF REGULATION S-K.