

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-I/A

Issuer tender offer statement [amend]

Filing Date: **2013-01-11**  
SEC Accession No. [0000894189-13-000145](#)

([HTML Version](#) on [secdatabase.com](#))

SUBJECT COMPANY

**Cushing MLP Infrastructure Fund**

CIK: [1498753](#) | IRS No.: [320299923](#) | State of Incorporation: **DE** | Fiscal Year End: **1130**  
Type: **SC TO-I/A** | Act: **34** | File No.: [005-86932](#) | Film No.: **13525790**

Mailing Address  
*8117 PRESTON ROAD  
SUITE 440  
DALLAS TX 75225*

Business Address  
*8117 PRESTON ROAD  
SUITE 440  
DALLAS TX 75225  
214-635-1660*

FILED BY

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**United States  
Securities and Exchange Commission  
Washington, D.C. 20549**

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**SCHEDULE TO**

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934  
(Amendment No. 1)

**The Cushing<sup>®</sup> MLP Infrastructure Fund**  
(Name of Issuer)

**The Cushing<sup>®</sup> MLP Infrastructure Fund**  
(Name of Person Filing Statement)

Common Units  
(Title of Class of Securities)

N/A  
(CUSIP Number of Class of Securities)

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**Jerry V. Swank  
Cushing<sup>®</sup> MLP Asset Management, LP  
8117 Preston Road, Suite 440  
Dallas, Texas 75225**

(Name, Address, and Telephone Numbers of Person Authorized to Receive Notices and Communications  
on Behalf of Filing Person)

**Copies to:**

Philip H. Harris, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, New York 10036

**Calculation of Filing Fee:**

<b>Transaction Valuation</b>	<b>Amount of Filing Fee</b>
\$7,592,537 <sup>(a)</sup>	\$1,035.62 <sup>(b)</sup>

(a) Calculated at the estimated aggregate maximum purchase price to be paid for Common Units in the offer, based on the net asset value per Common Unit, as of September 28, 2012, the most recently determined net asset value prior to the commencement of the Offer.

(b) Calculated at \$136.40 per \$1,000,000 of the Transaction Valuation.

T Check the 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: \$1,035.62  
Filing Party: The Cushing® MLP Infrastructure Fund  
Form or Registration No.: SC-TO-I  
Date Filed: October 17, 2012

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

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

- £ third party tender offer subject to Rule 14d-1.
- T 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. T

This Amendment No. 1 to the Issuer Tender Offer Statement on Schedule TO (the "Statement") of The Cushing® MLP Infrastructure Fund (the "Fund") relating to an offer to purchase (the "Offer") up to 40% of common units of beneficial interest ("Common Units") in the Fund pursuant to tenders by holders of Common Units of the Fund ("Unitholders") on the terms and subject to the conditions set forth in the Offer to Repurchase filed as Exhibit (a)(1)(i), originally filed with the Securities and Exchange Commission on October 17, 2012, constitutes the final amendment pursuant to Rule 13e-4(c)(4) under the Securities Exchange Act of 1934.

The following information is furnished pursuant to Rule 13e-4(c)(4):

The Offer terminated at 5:00 p.m., Central time, on November 16, 2012 (the "Expiration Date").

Pursuant to the Offer, 78.37780 Common Units were tendered and accepted by the Fund.

Payment of the repurchase price was made in the form of a Repurchase Instrument issued on or about November 17, 2012 to each Unitholder whose tendered Common Units were accepted for repurchase by the Fund.

The Valuation Date for the Repurchase Instrument was December 31, 2012.

On or about January 10, 2013, the Fund paid Unitholder whose tendered Common Units were accepted for repurchase by the Fund \$55,590.81 collectively, representing the cumulative amount payable under the Repurchase Instruments.

**Signature**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE CUSHING® MLP INFRASTRUCTURE FUND

By: /s/ Jerry V.  
Swank  
Name: Jerry V. Swank  
Title: Trustee, Chief Executive  
Officer,  
and President

January 11, 2013

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