

OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Athene Holding Ltd</u> <hr/> (Last) (First) (Middle) <u>96 PITTS BAY ROAD</u> <hr/> (Street) <u>PEMBROKE D0 HM08</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/02/2013</u>	3. Issuer Name and Ticker or Trading Symbol <u>TORTOISE ENERGY CAPITAL CORP [ TYY ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>

**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)
Senior Notes	\$17,800,000	I	See footnote <sup>(1)</sup>

**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: 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			

1. Name and Address of Reporting Person * <u>Athene Holding Ltd</u> <hr/> (Last) (First) (Middle) <u>96 PITTS BAY ROAD</u> <hr/> (Street) <u>PEMBROKE D0 HM08</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person * <u>ATHENE ANNUITY &amp; LIFE ASSURANCE Co</u> <hr/> (Last) (First) (Middle) <u>400 BROOKFIELD PARKWAY</u> <hr/> (Street) <u>GREENVILLE SC 29607</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person * <u>Athene Annuity &amp; Life Co</u> <hr/> (Last) (First) (Middle) <u>7700 MILLS CIVIC PARKWAY</u> <hr/> (Street) <u>WEST DES MOINES IA 50266</u> <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person \*

[Athene USA Corp](#)

(Last) (First) (Middle)

7700 MILLS CIVIC PARWAY

(Street)

WEST DES MOINES IA 50266

(City) (State) (Zip)

**Explanation of Responses:**

1. See Exhibit 99.1.

[See signatures attached as Exhibit 99.2](#) [04/28/2014](#)

\*\* Signature of Reporting Person Date

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

\* 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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

- (1) The amount reported includes an aggregate of \$17,800,000 principal amount of senior notes (the “Notes”) of Tortoise Energy Capital Corp., a closed-end management investment company registered under the Investment Company Act of 1940, all of which are held of record by Athene Annuity and Life Company (“AAIA”).

Athene Annuity & Life Assurance Company (“Athene Annuity”) is the sole shareholder of AAIA. Athene USA Corporation (“AUSA”) is the sole shareholder of Athene Annuity. Athene Holding Ltd. (“Athene Holding”) is the sole shareholder of AUSA. Athene Holding acquired AUSA (formerly known as Aviva USA Corporation) and AAIA (formerly known as Aviva Life and Annuity Company), on October 2, 2013. Prior to the acquisition by Athene Holding, AAIA had purchased \$11,800,000 principal amount of the Notes on December 21, 2007 and \$6,000,000 principal amount of the Notes on September 17, 2013.

Each of Athene Holding, AUSA, and Athene Annuity disclaims beneficial ownership of the Notes held of record by AAIA, in each case except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The address of Athene Annuity is 400 Brookfield Parkway, Greenville, South Carolina 29607. The address of AAIA and AUSA is 7700 Mills Civic Parkway, West Des Moines, Iowa 50266. The address of Athene Holding is 96 Pitts Bay Road, Pembroke, Bermuda HM08.

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**This Statement on Form 3 is filed by:** (i) Athene Annuity & Life Assurance Company, (ii) Athene Annuity and Life Company, (iii) Athene USA Corporation, and (iv) Athene Holding Ltd.

**Name of Designated Filer:** Athene Holding Ltd.

**Date of Event Requiring Statement:** October 2, 2013

**Issuer Name and Ticker or Trading Symbol:** Tortoise Energy Capital Corp./TYY

Dated: April 28, 2014

ATHENE ANNUITY & LIFE ASSURANCE COMPANY

By: /s/ John Golden

Name: John Golden

Title: Executive Vice President, Corporate

ATHENE ANNUITY AND LIFE COMPANY

By: /s/ John Golden

Name: John Golden

Title: Executive Vice President, Corporate

ATHENE USA CORPORATION

By: /s/ John Golden

Name: John Golden

Title: Executive Vice President, Corporate

ATHENE HOLDING LTD.

By: /s/ Tab Shanafelt

Name: Tab Shanafelt

Title: Chief Legal Officer and Secretary

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