

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

**TORTOISE ENERGY CAPITAL CORPORATION**

(Name of Issuer)

**Mandatory Redeemable Preferred C Stock**

(Title of Class of Securities)

**89148J203**

(CUSIP Number)

**December 31, 2012**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 89148J203

13G

1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
ATHENE ANNUITY & LIFE ASSURANCE COMPANY

2. Check the Appropriate Box if a Group

- (a)   
(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
DELAWARE

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
250,000

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
250,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
250,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
5.0%

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12. Type of Reporting Person (See Instructions)  
IC

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2

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CUSIP No. 89148J203

13G

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1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
ATHENE USA CORPORATION

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2. Check the Appropriate Box if a Group

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
IOWA

---

5. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
250,000

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
250,000

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
250,000

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)  
5.0%

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12. Type of Reporting Person (See Instructions)  
HC

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3

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CUSIP No. 89148J203

13G

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1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
ATHENE HOLDING LTD.

---

2. Check the Appropriate Box if a Group

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
BERMUDA

---

5. Sole Voting Power  
0

---

Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
250,000

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
250,000

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
250,000

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11. Percent of Class Represented by Amount in Row (9)  
5.0%

---

12. Type of Reporting Person (See Instructions)  
HC

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CUSIP No. 89148J203

13G

1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
ATHENE ASSET MANAGEMENT, L.P.

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2. Check the Appropriate Box if a Group

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
CAYMAN ISLANDS

---

5. Sole Voting Power  
0

---

Number of Shares Beneficially Owned by Each Reporting Person With:

6. Shared Voting Power  
450,000

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
450,000

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
450,000

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11. Percent of Class Represented by Amount in Row (9)  
9.0%

---

12. Type of Reporting Person (See Instructions)  
IA

---

5

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CUSIP No. 89148J203

13G

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1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
AAM GP LTD.

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2. Check the Appropriate Box if a Group

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
CAYMAN ISLANDS

---

5. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
450,000

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
450,000

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
450,000

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11. Percent of Class Represented by Amount in Row (9)  
9.0%

---

12. Type of Reporting Person (See Instructions)  
CO

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6

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CUSIP No. 89148J203

13G

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1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
APOLLO LIFE ASSET LTD.

---

2. Check the Appropriate Box if a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
CAYMAN ISLANDS

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
450,000

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
450,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
450,000

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)  
9.0%

12. Type of Reporting Person (See Instructions)  
CO

CUSIP No. 89148J203

13G

1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
APOLLO CAPITAL MANAGEMENT, L.P.

2. Check the Appropriate Box if a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization  
DELAWARE

5. Sole Voting Power  
0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
450,000

7. Sole Dispositive Power  
0

8. Shared Dispositive Power  
450,000
- 
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
450,000
- 
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 
11. Percent of Class Represented by Amount in Row (9)  
9.0%
- 
12. Type of Reporting Person (See Instructions)  
PN
- 

8

CUSIP No. 89148J203

13G

1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
APOLLO CAPITAL MANAGEMENT GP, LLC
- 
2. Check the Appropriate Box if a Group  
(a)   
(b)
- 
3. SEC Use Only
- 
4. Citizenship or Place of Organization  
DELAWARE
- 
5. Sole Voting Power  
0
- 
- Number of Shares Beneficially Owned by Each Reporting Person With:
6. Shared Voting Power  
450,000
- 
7. Sole Dispositive Power  
0
- 
8. Shared Dispositive Power  
450,000
- 
9. Aggregate Amount Beneficially Owned by Each Reporting Person  
450,000
- 
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
- 
11. Percent of Class Represented by Amount in Row (9)  
9.0%
- 
12. Type of Reporting Person (See Instructions)  
OO
- 

9

CUSIP No. 89148J203

13G

1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
APOLLO MANAGEMENT HOLDINGS, L.P.

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2. Check the Appropriate Box if a Group

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
DELAWARE

---

5. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With:

6. Shared Voting Power  
450,000

---

7. Sole Dispositive Power  
0

---

8. Shared Dispositive Power  
450,000

---

9. Aggregate Amount Beneficially Owned by Each Reporting Person  
450,000

---

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

---

11. Percent of Class Represented by Amount in Row (9)  
9.0%

---

12. Type of Reporting Person (See Instructions)  
PN

---

10

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CUSIP No. 89148J203

13G

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1. Names of Reporting Persons  
I.R.S. Identification No. of Above Persons (Entities Only)  
APOLLO MANAGEMENT HOLDINGS GP, LLC

---

2. Check the Appropriate Box if a Group

(a)

(b)

---

3. SEC Use Only

---

4. Citizenship or Place of Organization  
DELAWARE

---

5. Sole Voting Power  
0

---

Number of  
Shares  
Beneficially  
Owned by

6. Shared Voting Power  
450,000

---

Each Reporting Person With:

- |     |  |
|-----|--|
| 7.  | Sole Dispositive Power<br>0  |
| 8.  | Shared Dispositive Power<br>450,000  |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person<br>450,000  |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="checkbox"/> |
| 11. | Percent of Class Represented by Amount in Row (9)<br>9.0%  |
| 12. | Type of Reporting Person (See Instructions)<br>OO  |

11

CUSIP No. 89148J203

13G

- Item 1**
- |     |   |
|-----|---|
| (a) | Name of Issuer<br>Tortoise Energy Capital Corporation   |
| (b) | Address of Issuer's Principal Executive Offices<br>11550 Ash Street, Suite 300, Leawood, Kansas 66211 |

- Item 2**
- (a) Name of Person Filing
- This Schedule 13G is being filed by: (i) Athene Annuity & Life Assurance Company ("Athene Annuity"); (ii) Athene USA Corporation (formerly known as Aviva USA Corporation, "AUSA"); (iii) Athene Holding Ltd. ("Athene Holding"); (iv) Athene Asset Management, L.P. ("AAM"); (v) AAM GP Ltd. ("AAM GP"); (vi) Apollo Life Asset Ltd. ("Apollo Life"); (vii) Apollo Capital Management, L.P. ("Capital Management"); (viii) Apollo Capital Management GP, LLC ("Capital Management GP"); (ix) Apollo Management Holdings, L.P. ("Management Holdings"); and (x) Apollo Management Holdings GP, LLC ("Management Holdings GP"). Athene Annuity, AUSA, Athene Holding, AAM, AAM GP, Apollo Life, Capital Management, Capital Management GP, Management Holdings and Management Holdings GP are collectively referred to herein as the "Reporting Persons."

Athene Annuity holds shares of the Mandatory Redeemable Preferred C Stock ("Preferred C Stock") of the Issuer. AUSA is the sole shareholder of Athene Annuity, and Athene Holding is the sole shareholder of AUSA. AAM serves as the investment manager for Athene Annuity pursuant to an investment management agreement between AAM and Athene Annuity. AAM GP is the general partner of AAM. Apollo Life is the sole shareholder of AAM GP, and Capital Management is the sole shareholder of Apollo Life. Capital Management GP is the general partner of Capital Management. Management Holdings is the sole member and manager of Capital Management GP, and Management Holdings GP is the general partner of Management Holdings. The number of shares reported as beneficially owned by AAM includes 200,000 shares of the Issuer's Preferred C Stock held by other unaffiliated insurers for which AAM serves as an investment manager pursuant to an investment management agreement. These shares are therefore also included in the shares shown as beneficially owned by Capital Management, Capital Management GP, Holdings and Holdings GP in section (a) of Item 4, and sections (b) and (c) of Item 4 below.

Athene Annuity acquired the 250,000 shares of the Issuer's Preferred C Stock held by it on April 12, 2012. AUSA was acquired by Athene Holding on October 2, 2013, after the acquisition of the shares of Preferred C Stock shares by Athene Annuity.

12

CUSIP No. 89148J203

13G

- Athene Annuity disclaims beneficial ownership of all shares of Preferred C Stock included in this report that are not held of record by Athene Annuity, and AUSA, Athene Holding, AAM, AAM GP, Apollo Life, Capital Management, Capital Management GP, Management Holdings and Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the managers, as well as executive officers, of Management Holdings GP, each disclaim beneficial ownership of all shares of Preferred C Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- |     |  |
|-----|--|
| (b) | Address of Principal Business Office or, if none, Residence<br>The address of Athene Annuity is 400 Brookfield Parkway, Greenville, South Carolina 29607. The address of AUSA is 7700 Mills Civic Parkway, West Des Moines, Iowa 50266. The address of Athene Holding is 96 Pitts Bay Road, Pembroke, Bermuda HM08. The address of AAM, AAM GP and Apollo Life is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, Grand Cayman, KY1-9005 Cayman Islands. The address of Capital Management, Capital Management GP, Management Holdings and Management Holdings GP is 9 West 57th St., 43rd Floor, New York, New York 10019. |
| (c) | Citizenship:<br>Athene Annuity & Life Assurance Company: Delaware<br>Athene USA Corporation: Iowa  |



Athene Holding Ltd.:	Bermuda
Athene Asset Management, L.P.:	Cayman Islands
AAM GP Ltd.:	Cayman Islands
Apollo Life Asset Ltd.:	Cayman Islands
Apollo Capital Management, L.P.:	Delaware
Apollo Capital Management GP, LLC:	Delaware
Apollo Management Holdings, L.P.:	Delaware
Apollo Management Holdings GP, LLC:	Delaware

- (d) Title of Class of Securities:  
Mandatory Redeemable Preferred C Stock
- (e) CUSIP Number:  
89148J203

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with §13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership:**

- (a) Amount beneficially owned:

Athene Annuity & Life Assurance Company:	250,000
Athene USA Corporation:	250,000
Athene Holding Ltd.:	250,000
Athene Asset Management, L.P.:	450,000
AAM GP Ltd.:	450,000
Apollo Life Asset Ltd.:	450,000
Apollo Capital Management, L.P.:	450,000
Apollo Capital Management GP, LLC:	450,000
Apollo Management Holdings, L.P.:	450,000
Apollo Management Holdings GP, LLC:	450,000

- (b) Percent of class:

Athene Annuity & Life Assurance Company:	5.0%
Athene USA Corporation:	5.0%
Athene Holding Ltd.:	5.0%
Athene Asset Management, L.P.:	9.0%
AAM GP Ltd.:	9.0%
Apollo Life Asset Ltd.:	9.0%
Apollo Capital Management, L.P.:	9.0%
Apollo Capital Management GP, LLC:	9.0%
Apollo Management Holdings, L.P.:	9.0%
Apollo Management Holdings GP, LLC:	9.0%

Calculation of percentage of beneficial ownership is based on 5,000,000 outstanding shares of the Issuer's Preferred C Stock as of August 31, 2012, as reported by the Issuer on its Form N-30B-2 filed on October 24, 2012.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

None of the Reporting Persons has the sole power to vote or direct the vote for any of the shares of Preferred C Stock.

(ii) Shared power to vote or to direct the vote:

Athene Annuity & Life Assurance Company:	250,000
Athene USA Corporation:	250,000
Athene Holding Ltd.:	250,000
Athene Asset Management, L.P.:	450,000
AAM GP Ltd.:	450,000
Apollo Life Asset Ltd.:	450,000
Apollo Capital Management, L.P.:	450,000
Apollo Capital Management GP, LLC:	450,000
Apollo Management Holdings, L.P.:	450,000
Apollo Management Holdings GP, LLC:	450,000

(iii) Sole power to dispose or to direct the disposition of:

None of the Reporting Persons has the sole power to dispose or to direct the disposition of any of the shares of Preferred C Stock.

(iv) Shared power to dispose or to direct the disposition of:

Athene Annuity & Life Assurance Company:	250,000
Athene USA Corporation:	250,000
Athene Holding Ltd.:	250,000
Athene Asset Management, L.P.:	450,000
AAM GP Ltd.:	450,000
Apollo Life Asset Ltd.:	450,000
Apollo Capital Management, L.P.:	450,000
Apollo Capital Management GP, LLC:	450,000
Apollo Management Holdings, L.P.:	450,000
Apollo Management Holdings GP, LLC:	450,000

**Item 5 Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6 Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

15

CUSIP No. 89148J203

13G

**Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8 Identification and Classification of Members of the Group**

Not Applicable

**Item 9 Notice of Dissolution of Group**

Not Applicable

16

CUSIP No. 89148J203

13G

**Item 10 Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

**SIGNATURE**

After reasonable 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.

ATHENE ANNUITY & LIFE ASSURANCE 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

ATHENE ASSET MANAGEMENT, L.P.

By: AAM GP Ltd.,  
its general partner  
  
By: /s/ John Golden  
Name: John Golden  
Title: Executive Vice President and General Counsel

AAM GP LTD.

By: /s/ John Golden  
Name: John Golden  
Title: Executive Vice President and General Counsel

17

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CUSIP No. 89148J203

13G

APOLLO LIFE ASSET LTD.

By: /s/ Cindy Michel  
Name: Cindy Michel  
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC  
its general partner  
  
By: /s/ Cindy Michel  
Name: Cindy Michel  
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Cindy Michel  
Name: Cindy Michel  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner  
  
By: /s/ Cindy Michel  
Name: Cindy Michel  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Cindy Michel  
Name: Cindy Michel  
Title: Vice President

18

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JOINT FILING AGREEMENT  
PURSUANT TO RULE 13d-1(k)

The undersigned each acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate. This Joint Filing Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same agreement.

Dated: April 28, 2014

ATHENE ANNUITY & LIFE ASSURANCE 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

ATHENE ASSET MANAGEMENT, L.P.

By: AAM GP Ltd.  
its general partner

By: /s/ John Golden  
Name: John Golden  
Title: Executive Vice President and General Counsel

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AAM GP LTD.

By: /s/ John Golden  
Name: John Golden  
Title: Executive Vice President and General Counsel

APOLLO LIFE ASSET LTD.

By: /s/ Cindy Michel  
Name: Cindy Michel  
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC  
its general partner

By: /s/ Cindy Michel  
Name: Cindy Michel  
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Cindy Michel  
Name: Cindy Michel

Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Cindy Michel

Name: Cindy Michel

Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Cindy Michel

Name: Cindy Michel

Title: Vice President

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