

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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> _____ (Last) (First) (Middle) <u>96 PITTS BAY ROAD</u> _____ (Street) <u>PEMBROKE D0 HM08</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CLEARBRIDGE AMERICAN ENERGY MLP FUND INC. [CBA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/16/2016</u>	
	4. 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 checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Senior Secured Notes	02/16/2016		J ⁽¹⁾		6,403,630	D	(1)	\$35,677,368	I	See footnote ⁽¹⁾
Senior Secured Notes	02/23/2016		J ⁽¹⁾		5,305,865	D	(1)	\$30,371,503	I	See footnote ⁽¹⁾
Senior Secured Notes	02/24/2016		J ⁽¹⁾		2,012,569	D	(1)	\$28,358,933	I	See footnote ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person * <u>Athene Holding Ltd</u> _____ (Last) (First) (Middle) <u>96 PITTS BAY ROAD</u> _____ (Street) <u>PEMBROKE D0 HM08</u> _____ (City) (State) (Zip)
1. Name and Address of Reporting Person * <u>ATHENE ANNUITY & LIFE ASSURANCE Co</u> _____ (Last) (First) (Middle) <u>400 BROOKFIELD PARKWAY</u> _____ (Street) <u>GREENVILLE SC 29607</u> _____ (City) (State) (Zip)

1. Name and Address of Reporting Person *		
Athene Annuity & Life Co		
(Last)	(First)	(Middle)
7700 MILLS CIVIC PARKWAY		
(Street)		
WEST DES MOINES	IA	50266
(City)	(State)	(Zip)

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.

[\[see signatures attached as Exhibit 99.2\]](#) 02/25/2016

** 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 4 (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) This Form 4 is being filed to report the redemption by ClearBridge American Energy MLP Fund Inc., a closed-end management investment company registered under the Investment Company Act of 1940 (the “Issuer”), of the Issuer’s senior secured notes (the “Notes”) pursuant to the following transactions:

On February 16, 2016, \$1,526,350 principal amount of Notes was redeemed from Athene Annuity & Life Assurance Company (“Athene Annuity”) and \$4,877,280 principal amount of Notes was redeemed from Athene Annuity and Life Company, formerly known as Aviva Life and Annuity Company (“AAIA”), for an aggregate redemption amount of \$6,403,630 principal amount of Notes.

On February 23, 2016, \$1,264,690 principal amount of Notes was redeemed from Athene Annuity and \$4,041,175 principal amount of Notes was redeemed from AAIA for an aggregate redemption amount of \$5,305,865 principal amount of Notes.

On February 24, 2016, \$479,710 principal amount of Notes was redeemed from Athene Annuity and \$1,532,859 principal amount of Notes was redeemed from AAIA for an aggregate redemption amount of \$2,012,569 principal amount of Notes.

In each case, the Notes were redeemed at a purchase price equal to 102% of the respective principal amounts. Following the reported transactions, Athene Annuity was the holder of record of \$6,759,552 principal amount of the Notes and AAIA was the holder of record of \$21,599,381 principal amount of the Notes.

Athene Annuity is the sole shareholder of AAIA. Athene USA Corporation (“AUSA”) is the sole shareholder of Athene Annuity, and Athene Holding Ltd. (“Athene Holding”) is the sole shareholder of AUSA.

Athene Annuity disclaims beneficial ownership of the Notes held of record by AAIA, AAIA disclaims beneficial ownership of the Notes held of record by Athene Annuity, and each of Athene Holding and AUSA disclaims beneficial ownership of the Notes held of record by Athene Annuity or 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, 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.

This Statement on Form 4 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: February 16, 2016

Issuer Name and Ticker or Trading Symbol: ClearBridge American Energy MLP Fund Inc. [CBA]

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: Senior Vice President, Legal and Secretary
