

ClearBridge Energy MLP Fund Inc.  
Form 8-A12B  
June 08, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**ClearBridge Energy MLP Opportunity Fund Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of incorporation or organization)

**45-1474578**  
(I.R.S. Employer Identification No.)

**620 Eighth Avenue, 49th Floor, New York, New York**  
(Address of principal executive offices)

**10018**  
(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>Common Stock, par value \$0.001</b>	<b>New York Stock Exchange, Inc.</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-173338

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The shares (the "Shares") to be registered hereunder are shares of common stock, \$0.001 par value per share of ClearBridge Energy MLP Opportunity Fund Inc. (the "Registrant"). A description of the Shares is contained under the heading "Description of Shares" in the prospectus to be included in an amendment to the Registrant's registration statement on Form N-2, which registration statement was filed under the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, on April 6, 2011 (Registration Nos. 333-173338 and 811-22546, respectively), and such description is incorporated herein by reference.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits, no exhibits are filed herewith or incorporated herein by reference.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

CLEARBRIDGE ENERGY MLP OPPORTUNITY FUND INC.

By: */s/* R. JAY GERKEN  
Name: **R. Jay Gerken**  
Title: **Chairman, Chief Executive Officer, President**

Date: June 8, 2011