

Kayne Anderson MLP Investment CO

Form 497

January 15, 2010

Table of Contents

PROSPECTUS SUPPLEMENT
(To Prospectus dated April 17, 2009)

JANUARY 14, 2010

5,500,000 Shares

Common Stock
\$23.61 per share

We are offering 5,500,000 shares of our common stock. We are a non-diversified, closed-end management investment company that began investment activities on September 28, 2004. Our investment objective is to obtain a high after-tax total return by investing at least 85% of our total assets in energy-related master limited partnerships and their affiliates (collectively, "MLPs"), and in other companies that, as their principal business, operate assets used in the gathering, transporting, processing, storing, refining, distributing, mining or marketing of natural gas, natural gas liquids (including propane), crude oil, refined petroleum products or coal (collectively with MLPs, "Midstream Energy Companies"). This prospectus supplement, together with the accompanying prospectus dated April 17, 2009, sets forth the information that you should know before investing.

Our currently outstanding shares of common stock are, and the common stock offered by this prospectus supplement and accompanying prospectus, subject to notice of issuance, will be, listed on the New York Stock Exchange under the symbol "KYN". The last reported sale price of our common stock on January 13, 2010 was \$25.28 per share. The net asset value per share of our common stock at the close of business on January 13, 2010 was \$21.46.

This investment involves risks. See "Risk Factors" beginning on page 10 of the accompanying prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Public offering price	\$ 23.61	\$ 129,855,000
Underwriting discounts and commissions	\$ 0.94	\$ 5,170,000
Proceeds, before expenses, to us	\$ 22.67	\$ 124,685,000

The underwriters may also purchase up to an additional 825,000 shares of our common stock at the public offering price, less underwriting discounts and commissions, payable by us to cover over-allotments, if any, within 45 days from the date of this prospectus supplement. If the underwriters exercise the option in full, the total underwriting discounts and commissions will be \$5,945,500, and the total proceeds, before expenses, to us will be \$143,387,750.

The underwriters are offering the shares of common stock as set forth under "Underwriting". Delivery of the shares of common stock will be made on or about January 20, 2010.

Joint Book Running Managers

UBS Investment Bank

BofA Merrill Lynch

Citi

Morgan Stanley

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, which we refer to collectively as the Prospectus. This prospectus supplement and the accompanying prospectus set forth certain information about us that a prospective investor should carefully consider before making an investment in our securities. This prospectus supplement, which describes the specific terms of this offering, also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus. The accompanying prospectus gives more general information, some of which may not apply to this offering. If the description of this offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information contained in this prospectus supplement; provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date and incorporated by reference into the accompanying prospectus or prospectus supplement, the statement in the incorporated document having the later date modifies or supersedes the earlier statement. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted or where the person making the offer or sale is not qualified to do so or to any person to whom it is not permitted to make such offer or sale. The information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus is accurate only as of the respective dates on their front covers, regardless of the time of delivery of this prospectus supplement, the accompanying prospectus, or the sale of the common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

TABLE OF CONTENTS

Prospectus Supplement

<u>Cautionary Notice Regarding Forward-Looking Statements</u>	ii
<u>Prospectus Supplement Summary</u>	S-1
<u>Use of Proceeds</u>	S-6
<u>Capitalization</u>	S-7
<u>Underwriting</u>	S-8
<u>Legal Matters</u>	S-10
<u>Where You Can Find More Information</u>	S-10
Unaudited Financial Statements as of and for the Nine Months Ended August 31, 2009	F-1

Prospectus

Prospectus Summary	1
Forward-Looking Statements	4
Kayne Anderson MLP Investment Company	5
Fees and Expenses	6
Financial Highlights	8
Market and Net Asset Value Information	8
Use of Proceeds	9
Risk Factors	10
Distributions	25
Dividend Reinvestment Plan	26
Investment Objective and Policies	28
Use of Leverage	33
Management	36
Net Asset Value	41

Description of Capital Stock	43
Description of Preferred Stock	46
Description of Debt Securities	48
Our Structure; Common Stock Repurchases and Change in Our Structure	50
Tax Matters	52
Plan of Distribution	55
Transfer Agent and Dividend-Paying Agent	58
Administrator, Custodian and Fund Accountant	58
Legal Matters	58
Table of Contents of Our Statement of Additional Information	59
Financial Statements as of and for the Year Ended November 30, 2008	G-1

Table of Contents

You should read this prospectus supplement and the accompanying prospectus before deciding whether to invest and retain it for future reference. A statement of additional information, dated April 17, 2009 (SAI), as supplemented from time to time, containing additional information about us, has been filed with the Securities and Exchange Commission (SEC) and is incorporated by reference in its entirety into this prospectus supplement. You may request a free copy of our SAI by calling (877) 657-3863/MLP-FUND, or by writing to us. Electronic copies of the accompanying prospectus, our stockholder reports and our SAI are also available on our website (<http://www.kaynefunds.com>). You may also obtain copies of these documents (and other information regarding us) from the SEC 's web site (<http://www.sec.gov>).

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the SAI contain forward-looking statements. All statements other than statements of historical facts included in this prospectus that address activities, events or developments that we expect, believe or anticipate will or may occur in the future are forward-looking statements including, in particular, the statements about our plans, objectives, strategies and prospects regarding, among other things, our financial condition, results of operations and business. We have identified some of these forward-looking statements with words like believe, may, could, might, forecast, possible, potential, project, will, intend, plan, predict, anticipate, estimate, approximate or continue and other words and terms of similar meaning and the negative of such terms. Such forward-looking statements may be contained in this prospectus supplement as well as in the accompanying prospectus. These forward-looking statements are based on current expectations about future events affecting us and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Many factors mentioned in our discussion in this prospectus supplement and the accompanying prospectus, including the risks outlined under Risk Factors, will be important in determining future results. In addition, several factors that could materially affect our actual results are the ability of the MLPs and other Midstream Energy Companies in which we invest to achieve their objectives, our ability to source favorable private investments, the timing and amount of distributions and dividends from the MLPs and other Midstream Energy Companies in which we intend to invest, the dependence of our future success on the general economy and its impact on the industries in which we invest and other factors discussed in our periodic filings with the SEC.

Although we believe that the expectations reflected in our forward-looking statements are reasonable, we do not know whether our expectations will prove correct. They can be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. The factors identified above are believed to be important factors, but not necessarily all of the important factors, that could cause our actual results to differ materially from those expressed in any forward-looking statement. Unpredictable or unknown factors could also have material adverse effects on us. Since our actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements, we cannot give any assurance that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition. All forward-looking statements included in this prospectus supplement, the accompanying prospectus, or the SAI are expressly qualified in their entirety by the foregoing cautionary statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of such documents. We do not undertake any obligation to update, amend or clarify these forward-looking statements or the risk factors contained therein, whether as a result of new information, future events or otherwise, except as may be required under the federal securities laws. We acknowledge that, notwithstanding the foregoing statements, the Private Securities Litigation Reform Act of 1995 does not apply to investment companies such as us.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

This summary provides an overview of selected information and does not contain all of the information you should consider before investing in our common stock. You should read carefully the entire prospectus supplement, the accompanying prospectus, including the section entitled "Risk Factors" and the financial statements and related notes, before making an investment decision.

THE COMPANY

Kayne Anderson MLP Investment Company, a Maryland corporation, is a non-diversified, closed-end management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"). Our investment objective is to obtain a high after-tax total return by investing at least 85% of our total assets in MLPs and other Midstream Energy Companies. We also must comply with the SEC's rule regarding investment company names, which requires us, under normal market conditions, to invest at least 80% of our total assets in MLPs so long as "MLP" is in our name. Our currently outstanding shares of common stock are, and the shares of common stock sold pursuant to this prospectus supplement and accompanying prospectus, subject to notice of issuance, will be listed on the New York Stock Exchange ("NYSE") under the symbol "KYN".

We began investment activities in September 2004 following our initial public offering. As of December 31, 2009, we had net assets applicable to our common stock of approximately \$1.1 billion and total assets of approximately \$1.7 billion.

INVESTMENT ADVISER

KA Fund Advisors, LLC, or KAFA, is our investment adviser, responsible for implementing and administering our investment strategy. KAFA is a subsidiary of Kayne Anderson Capital Advisors, L.P. ("KACALP") and together with KAFA, ("Kayne Anderson"), a SEC-registered investment adviser. As of November 30, 2009, Kayne Anderson and its affiliates managed approximately \$8.0 billion, including approximately \$4.0 billion in MLPs and other Midstream Energy Companies. Kayne Anderson has invested in MLPs and other Midstream Energy Companies since 1998. We believe that Kayne Anderson has developed an understanding of the MLP market that enables it to identify and take advantage of public MLP investment opportunities. In addition, Kayne Anderson's senior professionals have developed a strong reputation in the energy sector and have many long-term relationships with industry managers, which we believe gives Kayne Anderson an important advantage in sourcing and structuring private investments.

Table of Contents**PORTFOLIO INVESTMENTS**

Our investments in the securities of MLPs and other Midstream Energy Companies are principally in equity securities issued by MLPs. Generally, we invest in equity securities of (i) master limited partnerships, including preferred, common and subordinated units and general partner interests, (ii) owners of such interests in master limited partnerships, and (iii) other Midstream Energy Companies. We may also invest in debt securities of MLPs and other Midstream Energy Companies with varying maturities of up to 30 years.

We are permitted to invest up to 50% of our total assets in unregistered or otherwise restricted securities of MLPs and other Midstream Energy Companies, including securities issued by private companies. We may invest up to 15% of our total assets in any single issuer.

We are permitted to invest up to 20% of our total assets in debt securities of MLPs and other Midstream Energy Companies, including below investment grade debt securities rated, at the time of investment, at least B3 by Moody's Investors Service, Inc., or Moody's, B- by Standard & Poor's or Fitch Ratings, or Fitch, or, if unrated, determined by Kayne Anderson to be of comparable quality. In addition, up to one-quarter of our permitted investments in debt securities (or up to 5% of our total assets) may include unrated debt securities of private companies.

As of December 31, 2009, we held \$1.7 billion in equity investments and \$32 million in fixed income investments. As of that date, we held restricted securities with a fair market value of \$4 million. Our top 10 largest holdings by issuer as of that date were:

	Company	Sector	Type of Securities	Amount (\$ millions)	Percent of Total Investments
1.	Plains All American Pipeline, L.P.	Midstream MLP	Common Units	152.0	8.9%
2.	Enterprise Products Partners L.P.	Midstream MLP	Common Units	130.3	7.6%
3.	Magellan Midstream Partners, L.P.	Midstream MLP	Common Units	127.5	7.4%
4.	Inergy, L.P.	Propane MLP	Common Units	118.4	6.9%
5.	Kinder Morgan Management, LLC	MLP Affiliate	Common Shares	106.3	6.2%
6.	MarkWest Energy Partners, L.P.	Midstream MLP	Common Units and Senior Notes	98.1	5.7%
7.	Copano Energy, L.L.C.	Midstream MLP	Common Units and Senior Notes	83.9	4.9%
8.	Energy Transfer Partners, L.P.	Midstream MLP	Common Units	81.0	4.7%
9.	Energy Transfer Equity, L.P.	General Partner MLP	Common Units	73.3	4.3%
10.	Enbridge Energy Partners, L.P.	Midstream MLP	Common Units	71.3	4.2%

Table of Contents

RECENT DEVELOPMENTS

Auction Rate Preferred Stock

As of November 30, 2009, we had 3,000 shares of our Series D Auction Rate Preferred Stock (the ARP Shares) outstanding, totaling \$75 million. Holders of the ARP Shares are entitled to receive cash dividend payments at an annual rate that may vary for each rate period. The ARP Shares have a liquidation preference of \$25,000 per share. Since February 14, 2008, there have been more ARP Shares offered for sale than there were buyers of the ARP Shares, and as a result, the auctions for the ARP Shares have failed. Consequently, the dividend rate on the ARP Shares has been set at the maximum rate. Based on our current credit ratings, the maximum rate is equal to 200% of the greater of (a) the AA Composite Commercial Paper Rate or (b) the applicable LIBOR. The dividend rate as of January 7, 2010 was 0.416%.

In addition, on December 14, 2009, an investment advisory firm claiming to represent owners of 31.5% of our outstanding ARP Shares filed a Schedule 13D, or a Beneficial Ownership Report, with the SEC, disclosing its intention to nominate a candidate for election by the ARP Shares to our Board of Directors at the next annual meeting of stockholders. That nomination was formally made in a letter to our Secretary, also dated December 14, 2009. The Nominating Committee of our Board of Directors has not yet made a recommendation with respect to such nominee. Based on that letter and prior communications with officers of the Company, the aforementioned firm may seek to influence the timing and terms of our repurchase of the ARP Shares. In such 13D filing, that firm disclosed that it purchased a portion of such ARP Shares in private transactions at a discount to the liquidation preference after the auctions related to the ARP Shares began to fail in February 2008.

On December 16, 2009, we announced that our Board of Directors is actively considering refinancing alternatives for the ARP Shares. We and our Board of Directors have been in discussions with our underwriters, as well as with certain large preferred shareholders, to develop a solution that balances the interests of both common and preferred shareholders.

We continue to explore alternatives for the repurchase or redemption of the ARP Shares. It is our goal to repurchase or redeem the ARP Shares during 2010. However, such repurchase or redemption will be dependent upon many factors, including accessing new preferred equity on acceptable terms. There can be no assurance as to whether or when such repurchase or redemption will occur.

Moody's Credit Rating

On December 23, 2009, Moody's Investor Service (Moody's) announced that it has placed on review for possible downgrade our senior notes, rated Aaa, and our ARP Shares, rated Aa2. Moody's placed the senior notes and preferred shares of other closed-end funds that invest in MLPs on review for possible downgrade on that same date. Moody's action was prompted by concerns regarding each closed-end fund's exposure to the MLP asset class. We plan to work with Moody's to address their concerns about MLPs. No assurances can be made that our effort to address their concerns will be successful, but we do not anticipate that any such downgrade will have a material impact on us.

Table of Contents**DISTRIBUTIONS**

We have paid distributions to common stockholders every fiscal quarter since inception. Cumulative distributions paid since inception total \$9.58 per share and our distribution rate has increased by 28% from an indicative quarterly rate of \$0.375 per share to our most recent quarterly distribution of \$0.48 per share to be paid to common stockholders on January 15, 2010). We intend to continue to pay quarterly distributions to our common stockholders. Our next regularly scheduled quarterly distribution will be for our fiscal quarter ending February 28, 2010 and, if approved by our Board of Directors, will be paid to common stockholders on or about April 15, 2010. Payment of future distributions is subject to approval by our Board of Directors, as well as meeting the covenants of our senior debt and the asset coverage requirements of the 1940 Act. The distributions we have paid since inception are as follows:

Payment Date	Distribution per Share (\$)
January 15, 2010(1)	0.4800
October 9, 2009	0.4800
July 10, 2009	0.4800
April 17, 2009	0.4800
January 9, 2009	0.5000
October 10, 2008	0.5000
July 11, 2008	0.5000
April 11, 2008	0.4975
January 11, 2008	0.4950
October 12, 2007	0.4900
July 12, 2007	0.4900
April 13, 2007	0.4800
January 12, 2007	0.4700
October 13, 2006	0.4500
July 13, 2006	0.4400
April 13, 2006	0.4300
January 12, 2006	0.4250
October 14, 2005	0.4200
July 15, 2005	0.4150
April 15, 2005	0.4100
January 14, 2005	0.2500(2)

(1) On December 15, 2009, we declared a distribution of \$0.48 per share to be paid on January 15, 2010 to stockholders of record on January 6, 2010.

(2) Represents a partial payment for approximately two months. The indicative quarterly rate was \$0.375 per share.

Table of Contents

THE OFFERING

Common stock we are offering	5,500,000 shares
Common stock to be outstanding after this offering	57,079,541 shares(1)
Use of proceeds after expenses	We estimate that our net proceeds from this offering after expenses without exercise of the over-allotment option will be approximately \$124 million. We intend to use the net proceeds to make investments in portfolio companies in accordance with our investment objective and for general corporate purposes. See Use of Proceeds.
Risk factors	See Risk Factors and other information included in the accompanying prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.
NYSE Symbol	KYN

(1) The number of shares outstanding after the offering assumes the underwriters' over-allotment option is not exercised. If the over-allotment option is exercised in full, we will issue and sell an additional 825,000 shares.

The shareholder transaction expenses can be summarized as follows:

Underwriting discounts and commissions (as a percentage of offering price)	3.98%
Net offering expenses borne by us (as a percentage of offering price)	0.15%
Dividend reinvestment plan fees(2)	None

(2) You will pay brokerage charges if you direct American Stock Transfer & Trust Company, as agent for our common stockholders, to sell your common stock held in a dividend reinvestment account.

Table of Contents

USE OF PROCEEDS

We estimate that the net proceeds from the sale of the 5,500,000 shares of common stock that we are offering will be approximately \$124 million, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters exercise their over-allotment option in full, we estimate that our net proceeds from this offering will be approximately \$143 million, after deducting the underwriting discounts and commissions and estimated offering expenses payable by us.

We intend to use the net proceeds of the offering to make investments in portfolio companies in accordance with our investment objective and policies and for general corporate purposes.

Pending such investments, we anticipate (i) either investing the proceeds in short-term securities issued by the U.S. government or its agencies or instrumentalities or in high quality, short-term or long-term debt obligations or money market instruments and (ii) repaying all or a portion of the indebtedness owed under our existing unsecured revolving credit facility. A delay in the anticipated use of proceeds could lower returns, reduce our distribution to common stockholders and reduce the amount of cash available to make dividend and interest payments on preferred stock and debt securities, respectively.

As of the date of this prospectus, we had approximately \$15 million aggregate principal amount outstanding on our credit facility. Amounts repaid under our credit facility will remain available for future borrowings. Outstanding balances under the credit facility accrue interest daily at a rate equal to the one-month LIBOR plus 2.25% per annum based on current asset coverage ratios. The interest rate may vary between LIBOR plus 2.25% and LIBOR plus 3.50% depending on asset coverage ratios. We will pay a fee equal to a rate of 0.50% per annum on any unused amounts of the credit facility. As of the date of this prospectus supplement, the current rate is 2.49%.

S-6

Table of Contents**CAPITALIZATION**

The following table sets forth our capitalization (i) as of August 31, 2009, (ii) as adjusted to give effect to the issuance of \$110 million of senior notes on November 4, 2009 and (iii) as further adjusted to give effect to the common shares offered hereby. As indicated below, common stockholders will bear the offering costs associated with this offering.

	As of August 31, 2009		
	Actual	As Adjusted	As Further Adjusted
	(In thousands, except share and per share data)		
	(Unaudited)		
Cash and cash equivalents	\$ 0	\$ 0	\$ 122,484(1)
Short-Term Debt:			
Unsecured revolving credit facility	\$ 2,000	\$ 2,000	\$ 0
Long-Term Debt:			
Senior Notes Series G(2)	\$ 75,000	\$ 75,000	\$ 75,000
Senior Notes Series H(2)	20,000	0	0
Senior Notes Series I(2)	60,000	60,000	60,000
Senior Notes Series J(2)	24,000	0	0
Senior Notes Series K(2)	125,000	125,000	125,000
Senior Notes Series M(2)	0	60,000	60,000
Senior Notes Series N(2)	0	50,000	50,000
Total Long-Term Debt:	\$ 304,000	\$ 370,000	\$ 370,000
Preferred Stock:			
Series D Auction Rate Preferred Stock, \$0.001 par value per share, liquidation value \$25,000 per share (3,000 shares issued and outstanding, 10,000 shares authorized)(2)	\$ 75,000	\$ 75,000	\$ 75,000
Common Stockholders Equity:			
Common stock, \$0.001 par value per share, 199,990,000 shares authorized (51,294,195 shares issued and outstanding; 57,079,541 shares issued and outstanding as further adjusted)(2)(3)(4)	\$ 51	\$ 51	\$ 57
Paid-in capital(5)	903,842	903,842	1,028,321
Accumulated net investment loss, net of income taxes, less dividends	(115,589)	(115,589)	(115,589)
Accumulated realized gains on investments and interest rate swap contracts, net of income taxes	43,931	43,931	43,931
Net unrealized gains on investments and interest rate swap contracts, net of income taxes	91,840	91,840	91,840
Net assets applicable to common Stockholders	\$ 924,075	\$ 924,075	\$ 1,048,560

- (1) *As described under Use of Proceeds, we intend to use the net proceeds from this offering to make investments in portfolio companies in accordance with our investment objective and policies and for general corporate purposes. Pending such investments, we anticipate (i) either investing the proceeds in short-term securities issued by the U.S. government or its agencies or instrumentalities or in high quality, short-term or long-term debt obligations or money market instruments, and (ii) repaying all or a portion of the indebtedness owed under our existing unsecured revolving credit facility.*
- (2) *We do not hold any of these outstanding securities for our account.*
- (3) *This does not include shares that may be issued in connection with the underwriters over-allotment option.*
- (4) *On October 9, 2009, we issued 285,346 shares of common stock pursuant to our dividend reinvestment plan.*
- (5) *As further adjusted, additional paid-in capital reflects the proceeds of the issuance of shares of common stock offered hereby (\$129,855), less \$0.001 par value per share of common stock (\$6), less the underwriting discounts and commissions (\$5,170) and less the net estimated offering costs borne by us (\$200) related to the issuance of the shares.*

S-7

Table of Contents**UNDERWRITING**

We are offering the shares of our common stock described in this prospectus supplement through the underwriters named below. UBS Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Morgan Stanley & Co. Incorporated are the joint book-running managers of the offering. We have entered into an underwriting agreement with the underwriters. Subject to the terms and conditions of the underwriting agreement, each of the underwriters has severally agreed to purchase the number of shares of common stock listed next to its name in the following table.

Underwriters	Number of Shares
UBS Securities LLC	1,375,00
Merrill Lynch, Pierce, Fenner & Smith Incorporated	1,375,00
Citigroup Global Markets Inc.	1,375,00
Morgan Stanley & Co. Incorporated	1,375,00
Total	5,500,000

The underwriting agreement provides that the obligations of the underwriters to purchase the shares included in this offering are subject to approval of legal matters by counsel and to other conditions. The underwriting agreement provides that the underwriters must buy all of the shares if they buy any of them. However, the underwriters are not required to take or pay for the shares covered by the underwriters' over-allotment option described below.

Our common stock is offered subject to a number of conditions, including:

- Ø receipt and acceptance of our common stock by the underwriters; and
- Ø the underwriters' right to reject orders in whole or in part.

In connection with this offering, certain of the underwriters or securities dealers may distribute prospectuses electronically.

OVER-ALLOTMENT OPTION

We have granted the underwriters an option to buy up to an aggregate of 825,000 additional shares of common stock. The underwriters may exercise this option solely for the purpose of covering over-allotments, if any, made in connection with this offering. The underwriters have 45 days from the date of this prospectus supplement to exercise this option. If the underwriters exercise this option, they will each purchase additional shares approximately in proportion to the amounts specified in the table above.

COMMISSIONS AND DISCOUNTS

Shares sold by the underwriters to the public will be offered at the public offering price set forth on the cover page of this prospectus supplement. Any shares sold by the underwriters to securities dealers may be sold at a discount of up

to \$0.57 per share from the public offering price. Any of these securities dealers may resell any shares purchased from the underwriters to other brokers or dealers at a discount of up to \$0.10 from the public offering price. Sales of shares made outside of the U.S. may be made by affiliates of the underwriters. If all of the shares are not sold at the public offering price, the underwriters may change the offering price and the other selling terms. Upon execution of the underwriting agreement, the underwriters will be obligated to purchase the shares at the prices and upon the terms stated therein and, as a result, will thereafter bear any risk associated with changing the offering price to the public and other selling terms. Investors must pay for their shares of common stock on or before January 20, 2010.

S-8

Table of Contents

The following table shows the per share and total underwriting discounts and commissions we will pay to the underwriters assuming both no exercise and full exercise of the underwriters' option to purchase up to an additional 825,000 shares of common stock.

	No Exercise	Full Exercise
Per share	\$ 0.94	\$ 0.94
Total	\$ 5,170,000	\$ 5,945,500

We estimate that the total expenses of this offering payable by us, not including the underwriting discounts and commissions, will be approximately \$200,000.

NO SALES OF SIMILAR SECURITIES

We, Kayne Anderson and certain officers of Kayne Anderson, including all of our officers, and our directors who own shares of our common stock and/or purchase shares of our common stock in this offering, have entered into lock-up agreements with the underwriters. Under these agreements, subject to certain exceptions, we and each of these persons may not, without the prior written consent of UBS Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Morgan Stanley & Co. Incorporated, offer, sell, contract to sell or otherwise dispose of, directly or indirectly, or hedge our common stock or securities convertible into or exchangeable or exercisable for our common stock for a period of 60 days after the date of this prospectus supplement. In the event that either (x) during the last 17 days of the 60-day period referred to above, we issue an earnings release or (y) prior to the expiration of such 60 days, we announce that we will release earnings during the 16-day period beginning on the last day of such 60-day period, the restrictions described above shall continue to apply until the expiration of the 18-day period beginning on the date of the earnings or the press release.

We have agreed to indemnify the underwriters against certain liabilities, including certain liabilities under the Securities Act. If we are unable to provide this indemnification, we have agreed to contribute to payments the underwriters may be required to make in respect of those liabilities.