

LMP CAPITAL & INCOME FUND INC.  
Form SC TO-C  
March 09, 2011

As filed with the Securities and Exchange Commission on March 9, 2011.

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities  
Exchange Act of 1934**

(Amendment No. )

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**LMP Capital and Income Fund Inc.**

(Name of Subject Company (issuer))

**LMP CAPITAL AND INCOME FUND INC.**

(Name of Filing Person (offeror))

**COMMON STOCK,  
\$0.001 PAR VALUE PER SHARE**  
(Title of Class of Securities)

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**50208A102**

(CUSIP Number of Class of Securities)

**ROBERT I. FRENKEL  
SECRETARY  
LMP CAPITAL AND INCOME FUND INC.  
100 FIRST STAMFORD PLACE, 7TH FLOOR  
STAMFORD, CONNECTICUT 06902  
(203) 703-7046**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

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**Copy to:  
SARAH E. COGAN, ESQ.  
SIMPSON THACHER & BARTLETT LLP  
425 LEXINGTON AVENUE  
NEW YORK, NEW YORK 10017  
(212) 455-2000**

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**CALCULATION OF FILING FEE**

**TRANSACTION VALUATION**  
N/A

**AMOUNT OF FILING FEE**  
N/A

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

third party tender offer subject to Rule 14d-1

going-private transaction subject to Rule 13e-3

issuer tender offer subject to Rule 13e-4

amendment to Schedule 13D under Rule 13d-2

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Check the following box if the filing is a final amendment reporting the results of the tender offer.

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**Items 1 11.**

Not applicable

**Item 12. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Text of press release issued on March 9, 2011.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.