

Edgar Filing: LMP REAL ESTATE INCOME FUND INC. - Form SC 13D

LMP REAL ESTATE INCOME FUND INC.

Form SC 13D

January 15, 2015

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
1/5/2015

1. NAME OF REPORTING PERSON  
Bulldog Investors, LLC

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]  
b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
DE

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7. SOLE VOTING POWER  
362,032

8. SHARED VOTING POWER  
325,096

9. SOLE DISPOSITIVE POWER  
362,032

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10. SHARED DISPOSITIVE POWER  
325,096

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
687,128 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES  
[]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
6.01%

14. TYPE OF REPORTING PERSON  
IA

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1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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362,032

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[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

6.01%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

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12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
6.01%

14. TYPE OF REPORTING PERSON  
IN

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1. NAME OF REPORTING PERSON  
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP  a  
 b

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

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PURSUANT TO ITEMS 2(d) AND 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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687,128 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

6.01%

14. TYPE OF REPORTING PERSON

IN

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Item 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of Common Stock of LMP Real Estate Income Fund Inc. ("RIT or the "Issuer").

The principal executive offices of RIT are located at

620 Eighth Avenue  
49th FL  
New York, NY 10018

Item 2. IDENTITY AND BACKGROUND

(a) This statement is filed on behalf of Bulldog Investors, LLC, (a Delaware Limited Liability Company), Phillip Goldstein, Andrew Dakos and Steven Samuels.

(b) The business address of the reporting persons is Park 80 West-Plaza Two, 250 Pehle Ave., Suite 708, Saddle Brook, NJ 07663.

(c) Bulldog Investors, LLC is a registered investment adviser. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

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(d) n/a

(e) n/a

(f) Each of Messrs. Goldstein, Dakos and Samuels is a citizen of the United States.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATIONS

Shares of the Issuer have been accumulated on behalf of clients of Bulldog Investors, LLC.

### ITEM 4. PURPOSE OF TRANSACTION

The issuer's common stock has traded at a double-digit discount to net asset value for more than a year. The filing persons believe that shareholders should be afforded an opportunity to realize liquidity at net asset value for their shares via a self-tender offer, open-ending or liquidation. To achieve that goal, the filing persons may consider taking various actions including nominating directors and conducting a tender offer for shares of the issuer.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the N-CSR filed on February 26, 2014, there were 11,441,022 shares of common stock outstanding as of December 31, 2013. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of January 14, 2015, Bulldog Investors, LLC is deemed to be the beneficial owner of 687,128 shares of RIT (representing 6.01% of RIT's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 687,128 shares of RIT include 362,032 shares (representing 3.16% of RIT's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Mr. Samuels exercise control: Opportunity Partners LP, Calapasas West Partners LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd., Full Value Partners, LP, Opportunity Income Plus, LP, and MCM Opportunity Partners, LP (collectively, "Bulldog Investors Group of Funds"). Bulldog Investors Group of Funds may be deemed to constitute a group. All other shares included in the aforementioned 687,128 shares of RIT beneficially owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 325,096 shares (representing 2.85% of RIT's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 362,032 shares. Bulldog Investors, LLC has shared power to dispose of and vote 325,096 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of RIT's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

c) During the past 60 days the following shares of RIT were purchased:

Date:	Shares:	Price:
11/24/14	5,401	11.9837
11/25/14	21,100	12.0166
11/26/14	2,790	12.0886
11/28/14	10,544	12.2477

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12/01/14	1,800	12.2200
12/08/14	600	12.2693
12/09/14	9,097	12.2530
12/10/14	6,273	12.2977
12/12/14	9,900	12.2547
12/17/14	3,280	12.0793
12/22/14	7,265	12.3823
01/02/15	794	12.4980
01/05/15	16,484	12.5358
01/06/15	5,600	12.6763
01/07/15	1,900	12.8280
01/09/15	36,800	12.9031
01/12/15	44,662	12.9616
01/13/15	400	12.9513
01/14/15	11,656	13.0318

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

See exhibit 1

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.

Dated: 1/15/2015

By: /S/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

By: /S/ Steven Samuels  
Name: Steven Samuels

Bulldog Investors, LLC  
By: /s/ Andrew Dakos  
Andrew Dakos, Member

Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.

Exhibit 1:

Agreement to Make Joint Filing

Agreement made as of the 15th day of January, 2015, by and among

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Bulldog Investors, LLC, Phillip Goldstein, Andrew Dakos, and Steven Samuels.

WHEREAS, Rule 13d-1(k)(1) under the Securities Exchange Act of 1934 provides that whenever two or more persons are required to file a statement containing the information required by Schedule 13D with respect to the same securities, only one such statement need be filed, so long as, among other things, such filing includes as an exhibit an agreement among such persons that such a statement is filed on behalf of each of them;

WHEREAS, in connection with certain holdings of LMP Real Estate Income Fund (RIT), each of the parties to this Agreement is required to file a statement containing the information required by Schedule 13D with respect to the same holdings of RIT;

NOW THEREFORE, the parties hereby agree that one statement containing the information required by Schedule 13D shall be filed on behalf of each party hereto.

IN WITNESS WHEREOF, this Agreement has been duly executed by the parties hereto as of the day and year first written above.

By:/s/ Phillip Goldstein  
Phillip Goldstein

By:/s/ Andrew Dakos  
Andrew Dakos

BULLDOG INVESTORS, LLC

By: /s/ Steven Samuels  
Steven Samuels

By: /s/ Andrew Dakos  
Andrew Dakos, Member