

COHEN & STEERS INFRASTRUCTURE FUND INC  
Form DEFA14A  
April 08, 2015

**SCHEDULE 14A**

**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

Filed by the Registrant       Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

**Cohen & Steers Infrastructure Fund, Inc.**

**(Name of Registrant as Specified in Its Charter)**

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

.. Fee paid previously with preliminary materials.

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

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Important Information Enclosed About Your Fund

Cohen & Steers Infrastructure Fund, Inc.

Annual Joint Meeting of Stockholders

April 23, 2015 at 10 a.m. Eastern time

280 Park Avenue, 10<sup>th</sup> floor

New York, NY 10017

The Board of Directors of Cohen & Steers Infrastructure Fund, Inc. (UTF) unanimously recommends that stockholders of UTF vote **FOR** the proposal to revise UTF's fundamental investment restriction with respect to concentrating investments in an industry as follows:

**Current Restriction**

The Fund may not invest more than 25% of its managed assets in securities of issuers in any one industry, except for the utility industry.

**Proposed Amended Restriction**

The Fund may not invest more than 25% of its managed assets in securities of issuers in any one industry, except for securities in infrastructure companies.

The Board recommends that you vote **FOR** the revised investment restriction for the following reasons:

The amended restriction is intended to more closely align the concentration policy of UTF with the change to UTF's name and investment objective which was approved by stockholder in 2009;

Increase UTF's investment flexibility to allow UTF to invest in infrastructure companies more broadly; and

Reduce administrative and compliance burdens.

**What happens if the proposed revision is approved?**

If the proposed amended restriction is approved, UTF will have the ability to invest in infrastructure companies more broadly. The Advisor believes that this will allow UTF to take better advantage of attractive investment opportunities and/or respond to changing regulations or market developments in the future.

**How can I vote?**

In addition to voting by mail by returning the enclosed proxy card(s), you may also authorize your vote by either touch-tone telephone or online via the Internet, as follows:

**To vote by touch-tone telephone:**

- (1) Read the Proxy Statement and have your proxy card at hand.
- (2) Call the toll-free number that appears on your proxy card.
- (3) Enter the control number set out on the proxy card and follow the simple instructions.

**To vote by Internet:**

- (1) Read the Proxy Statement and have your proxy card at hand.
- (2) Go to the website that appears on your proxy card.
- (3) Enter the control number set out on the proxy card and follow the simple instructions.

If you need more information or have any questions on how to cast your vote, please call Broadridge Financial Solutions, Inc., the Funds proxy solicitor, at 855-928-4495.

**Your vote is important.**

**Please vote promptly to avoid the expense of additional solicitation.**

*The proxy materials sent to you contain important information regarding the proposals that you and other shareholders are being asked to consider. Please read the materials carefully. Copies of the Proxy Statement and other documents filed with the Securities and Exchange Commission (SEC) are available on the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, free copies of the Proxy Statement and other documents filed with the SEC can be obtained by visiting the Funds' website at [www.cohenandsteers.com](http://www.cohenandsteers.com), by calling 800-330-7348, or by writing to a Fund at 280 Park Avenue, New York, New York 10017.*

**Your vote is important.**

**Please vote promptly to avoid the expense of additional solicitation.**

## Your Clients' Votes are Important

The Board of Directors of Cohen & Steers Infrastructure Fund, Inc. (UTF) unanimously recommends that stockholders of UTF vote **FOR** the proposal to revise UTF's fundamental investment restriction with respect to concentrating investments in an industry as follows:

### **Current Restriction**

The Fund may not invest more than 25% of its managed assets in securities of issuers in any one industry, except for the utility industry.

### **Proposed Amended Restriction**

The Fund may not invest more than 25% of its managed assets in securities of issuers in any one industry, except for securities in infrastructure companies.

The Board recommends that your clients vote **FOR** the revised investment restriction for the following reasons:

The amended restriction is intended to more closely align the concentration policy of UTF with the change to UTF's name and investment objective which was approved by stockholder in 2009;

Increase UTF's investment flexibility to allow UTF to invest in infrastructure companies more broadly; and

Reduce administrative and compliance burdens.

## **What happens if the proposed revision is approved?**

If the proposed amended restriction is approved, UTF will have the ability to invest in infrastructure companies more broadly. The Advisor believes that this will allow UTF to take better advantage of attractive investment opportunities and/or respond to changing regulations or market developments in the future.

## **How your clients can Vote?**

In addition to voting by mail by returning their proxy card(s), your client may also authorize their vote by either touch-tone telephone or online via the Internet, as follows:

### **To vote by touch-tone telephone:**

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- (1) Read the Proxy Statement and have their proxy card at hand.
- (2) Go to the website that appears on their proxy card.
- (3) Enter the control number set out on the proxy card and follow the simple instructions.

If you need more information or have any questions on how to cast your vote, please call Broadridge Financial Solutions, Inc., the Funds proxy solicitor, at 855-928-4495.

**Please forward the below materials to your clients and encourage them to vote before April 23, 2015!**

Important Information About Your Fund Cohen & Steers Infrastructure Fund, Inc.

Proxy Statement

*The proxy materials sent to you contain important information regarding the proposals that you and other shareholders are being asked to consider. Please read the materials carefully. Copies of the Proxy Statement and other documents filed with the Securities and Exchange Commission (SEC) are available on the SEC's web site at [www.sec.gov](http://www.sec.gov). In addition, free copies of the Proxy Statement and other documents filed with the SEC can be obtained by visiting the Funds website at [www.cohenandsteers.com](http://www.cohenandsteers.com), by calling 800-330-7348, or by writing to a Fund at 280 Park Avenue, New York, New York 10017.*

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