

FIDUCIARY/CLAYMORE MLP OPPORTUNITY FUND

Form POS EX

November 06, 2009

As filed with the Securities and Exchange Commission on November 6, 2009

Securities Act File No. 333-148949

Investment Company Act File No. 811-21652

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-2

Registration Statement under the Securities Act of 1933

Pre-Effective Amendment No.

Post-Effective Amendment No. 1

and/or

Registration Statement under the Investment Company Act of 1940

Amendment No. 7

FIDUCIARY/CLAYMORE MLP OPPORTUNITY FUND

(Exact Name of Registrant as Specified in Charter)

2455 CORPORATE WEST DRIVE

LISLE, ILLINOIS 60532

(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: **(630) 505-3700**

KEVIN M. ROBINSON

CLAYMORE ADVISORS, LLC

2455 CORPORATE WEST DRIVE

LISLE, ILLINOIS 60532

(Name and Address of Agent for Service)

COPIES TO:

THOMAS A. HALE

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

155 NORTH WACKER DRIVE

CHICAGO, ILLINOIS 60606

Approximate date of proposed public offering: from time to time after the effective date of this Registration Statement.

Edgar Filing: FIDUCIARY/CLAYMORE MLP OPPORTUNITY FUND - Form POS EX

If any securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, as amended, other than securities offered in connection with a dividend reinvestment plan, check the following box. X

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File Nos. 333-148949 and 811-21652) of Fiduciary/Claymore MLP Opportunity Fund (the Registration Statement) is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the Securities Act), solely for the purpose of filing exhibits to the Registration Statement. Accordingly, this Post-Effective Amendment No. 1 consists only of a facing page, this explanatory note and Part C of the Registration Statement on Form N-2 setting forth the exhibits to the Registration Statement. This Post-Effective Amendment No. 1 does not modify any other part of the Registration Statement. Pursuant to Rule 462(d) under the Securities Act, this Post-Effective Amendment No. 1 shall become effective immediately upon filing with the Securities and Exchange Commission. The contents of the Registration Statement are hereby incorporated by reference.

PART C

OTHER INFORMATION

Item 25. Financial Statements And Exhibits

- (1) Financial Statements

Incorporated by reference into Part B of the Registration Statement, as described in the Statement of Additional Information, are the Registrant's:

(i) audited financial statements, notes to such financial statements and the report of independent registered public accounting firm thereon, by reference to the Registrant's Annual Report for the period ended November 30, 2008, as contained in the Registrant's Form N-CSR filed with the Securities and Exchange Commission (the Commission) on February 6, 2009;

(ii) unaudited financial statements and notes to such financial statements, by reference to the Registrant's Semi-Annual Report for the period ended May 31, 2009, as contained in the Registrant's Form N-CSRS filed with the Commission on August 5, 2009.

(2) Exhibits

- (a) Agreement and Declaration of Trust of Registrant(2)
- (b) Amended and Restated By-Laws of Registrant(4)
- (c) Not applicable
- (d) Form of Specimen Share Certificate(2)
- (e) Dividend Reinvestment Plan of Registrant(2)
- (f) Not applicable
- (g) (i) Form of Advisory Agreement between Registrant and Claymore Advisors, LLC (the Adviser)(2)
- (ii) Form of Sub-Advisory Agreement among Registrant, Claymore Advisors, LLC and Fiduciary Asset Management, LLC (the Sub-Adviser)(2)
- (h) (i) Form of Sales Agreement(4)
- (ii) Form of Sales Agreement between Registrant and Cantor Fitzgerald & Co. (*)
- (i) Not applicable
- (j) Form of Custody Agreement(2)
- (k) (i) Form of Stock Transfer Agency Agreement(2)
- (ii) Form of Fund Accounting Agreement(2)

Edgar Filing: FIDUCIARY/CLAYMORE MLP OPPORTUNITY FUND - Form POS EX

- (iii) Administration Agreement (4)

- (iv) Committed Facility Agreement between Registrant and BNP Prime Brokerage, Inc. (formerly, Bank of America, N.A. London Branch/Banc of America Finance Services Inc.) (BNP Prime Brokerage) (4)

- (v) Amendment No. 1 to Committed Facility Agreement between Registrant and BNP Prime Brokerage (4)

- (vi) Account Agreement between Registrant and BNP Prime Brokerage (4)

- (vii) Special Custody and Pledge Agreement among Registrant, BNP Prime Brokerage and The Bank of New York (4)
- (viii) Letter pursuant to Committed Facility Agreement between Registrant and BNP Prime Brokerage (5)

- (l) (i) Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP(4)
(ii) Opinion and Consent of Skadden, Arps, Slate, Meagher & Flom LLP (*)