ClearBridge Energy MLP Total Return Fund Inc.
Form N-CSR
January 28, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED

MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-22693

ClearBridge Energy MLP Total Return Fund Inc.

(Exact name of registrant as specified in charter)

620 Eighth Avenue, 49th Floor, New York, NY 10018

(Address of principal executive offices) (Zip code)

Robert I. Frenkel, Esq.

Legg Mason & Co., LLC

100 First Stamford Place

Stamford, CT 06902

(Name and address of agent for service)

Registrant s telephone number, including area code: (888)777-0102

Date of fiscal year end: November 30

Date of reporting period: November 30, 2013

ITEM 1. REPORT TO STOCKHOLDERS.

The **Annual Report** to Stockholders is filed herewith.

Annual Report November 30, 2013

CLEARBRIDGE

ENERGY MLP TOTAL

RETURN FUND INC. (CTR)

What s inside

Fund objective

The Fund s investment objective is to provide a high level of total return, consisting of cash distributions and capital appreciation.

Letter from the chairman

Dear Shareholder,

We are pleased to provide the annual report of ClearBridge Energy MLP Total Return Fund Inc. for the twelve-month reporting period ended November 30, 2013. Please read on for a detailed look at prevailing economic and market conditions during the Fund s reporting period and to learn how those conditions have affected Fund performance.

As always, we remain committed to providing you with excellent service and a full spectrum of investment choices. We also remain committed to supplementing the support you receive from your financial advisor. One way we accomplish this is through our website, www.lmcef.com. Here you can gain immediate access to market and investment information, including:

Fund prices and performance,

Market insights and commentaries from our portfolio managers, and

A host of educational resources.

We look forward to helping you meet your financial goals.

Sincerely,

Kenneth D. Fuller

Chairman, President and Chief Executive Officer

December 27, 2013

Investment commentary

Economic review

The U.S. economy continued to grow over the twelve months ended November 30, 2013 (the reporting period). Looking back, U.S. gross domestic product (GDP)[i] growth, as reported by the U.S. Department of Commerce, was an anemic 0.1% during the fourth quarter of 2012. This weakness was partially driven by moderating private inventory investment and federal government spending. Economic growth then accelerated, as first quarter 2013 GDP growth was 1.1%, supported by strengthening consumer spending. GDP growth in the second quarter further improved to 2.5%. This was partially due to increases in exports and non-residential fixed investments, along with a smaller decline in federal government spending versus the previous quarter. The U.S. Department of Commerce s final reading for third quarter 2013 GDP growth, released after the reporting period ended, was 4.1%. Stronger growth was driven, in part, by an increase in private inventory investment, a deceleration in imports and accelerating state and local government spending.

The U.S. job market improved during the reporting period, although unemployment remained elevated from a historical perspective. When the period began, unemployment, as reported by the U.S. Department of Labor, was 7.8%. Unemployment fell to 7.7% in February 2013 and edged lower over much of the next seven months to reach 7.2% in September 2013. After rising to 7.3% in October, unemployment then fell to 7.0% in November, its lowest reading since November 2008. Falling unemployment during the period was partially due to a decline in the workforce participation rate, which was 63% in November, close to its lowest level since 1978.

While sales of existing-homes have declined in recent months given rising mortgage rates, home prices continued to move higher. According to the National Association of Realtors (NAR), existing-home sales fell 4.3% on a seasonally adjusted basis in November 2013 versus the previous month and were 1.2% lower than in November 2012. However, the NAR reported that the median existing-home price for all housing types was $196,300 in November 2013, up 9.4% from November 2012. The inventory of homes available for sale in November 2013 was 0.9% lower than the previous month at a 5.1 month supply at the current sales pace and was 5.0% higher than in November 2012.

The manufacturing sector expanded during the majority of the reporting period, although it experienced a temporary soft patch. Based on the Institute for Supply Management s Purchasing Managers Index (PMI)[ii], manufacturing expanded during the first five months of the reporting period. It then contracted in May 2013, with a PMI of 49.0 (a reading below 50 indicates a contraction, whereas a reading above 50 indicates an expansion). This represented the PMI s lowest reading since June 2009. However, this was a short-term setback, as the PMI rose over the next six months and was 57.3 in November, the best reading since April 2011.

The Federal Reserve Board (Fed)[iii] took a number of actions as it sought to meet its dual mandate of fostering maximum employment and price stability. As has been the case since December 2008, the Fed kept the federal funds rate[iv] at a historically low range between zero and 0.25%. At its

Investment commentary (cont d)

meeting in December 2012, the Fed announced that it would continue purchasing $40 billion per month of agency mortgage-backed securities (MBS), as well as initially purchasing $45 billion per month of longer-term Treasuries. At its meeting that ended on June 19, 2013, the Fed did not make any material changes to its official policy statement. However, in a press conference following the meeting, Fed Chairman Bernanke said the Committee currently anticipates that it would be appropriate to moderate the monthly pace of purchases later this year; and if the subsequent data remain broadly aligned with our current expectations for the economy, we would continue to reduce the pace of purchases in measured steps through the first half of next year, ending purchases around midyear. In a surprise to many investors, at its meeting that ended on September 18, 2013, the Fed did not taper its asset purchase program and said that it decided to await more evidence that progress will be sustained before adjusting the pace of its purchases. Fed Chairman Bernanke also brought up the potential for a partial government shutdown on October 1 and the debt ceiling debate as reasons for maintaining its current policy. As expected, at its meeting that concluded on October 30, 2013, the Fed maintained its asset purchase program. Finally, at the Fed s meeting that concluded on December 18, 2013, after the reporting period ended, the Fed announced that it would begin reducing its monthly asset purchases, saying In light of the cumulative progress toward maximum employment and the improvement in the outlook for labor market conditions, the Committee decided to modestly reduce the pace of its asset purchases. Beginning in January, the Committee will add to its holdings of agency mortgage-backed securities at a pace of $35 billion per month rather than $40 billion per month, and will add to its holdings of longer-term Treasury securities at a pace of $40 billion per month rather than $45 billion per month.

As always, thank you for your confidence in our stewardship of your assets.

Sincerely,

Kenneth D. Fuller

Chairman, President and Chief Executive Officer

December 27, 2013

All investments are subject to risk including the possible loss of principal. Past performance is no guarantee of future results.

[i] Gross domestic product (GDP) is the market value of all final goods and services produced within a country in a given period of time.

[ii] The Institute for Supply Management s PMI is based on a survey of purchasing executives who buy the raw materials for manufacturing at more than 350 companies. It offers an early reading on the health of the manufacturing sector.

[iii] The Federal Reserve Board (Fed) is responsible for the formulation of policies designed to promote economic growth, full employment, stable prices and a sustainable pattern of international trade and payments.

[iv] The federal funds rate is the rate charged by one depository institution on an overnight sale of immediately available funds (balances at the Federal Reserve) to another depository institution; the rate may vary from depository institution to depository institution and from day to day.

Fund overview

Q. What is the Fund s investment strategy?

A. The Fund s investment objective is to provide a high level of total return, consisting of cash distributions and capital appreciation. The Fund seeks to achieve its objective by investing primarily in energy master limited partnerships (MLPs). Under normal market conditions, the Fund will invest at least 80% of its Managed Assets in energy MLPs (the 80% policy). For purposes of the 80% policy, the Fund considers investments in MLPs to include investments that offer economic exposure to public and private MLPs in the form of MLP equity securities, securities of entities holding primarily general partner or managing member interests in MLPs, securities that are derivatives of interests in MLPs, including I-Shares, exchange-traded funds that primarily hold MLP interests and debt securities of MLPs. Energy entities are engaged in the business of exploring, developing, producing, gathering, transporting, processing, storing, refining, distributing, mining or marketing natural gas, natural gas liquids (including propane), crude oil, refined petroleum products or coal. Managed Assets means net assets plus the amount of any borrowings and assets attributable to any preferred stock of the Fund that may be outstanding.

ClearBridge Investments, LLC is the Fund s subadviser. The portfolio managers primarily responsible for overseeing the day-to-day management of the Fund are Richard A. Freeman, Michael Clarfeld, CFA, Chris Eades, and Peter Vanderlee, CFA.

Q. What were the overall market conditions during the Fund s reporting period?

A. Major U.S. indices rose steadily throughout the past year, setting new highs repeatedly. The early weeks of 2013 echoed the beginning of 2012 as stocks posted double-digit returns, pushing the major indices to all-time highs despite widespread commentary about low growth, stubbornly high unemployment, the European debt crisis and tightening government budgets.

During the second calendar quarter of 2013, equity market volatility increased, as U.S. Treasury yields increased from multi-decade lows and mortgage rates rose. In May, the Federal Reserve Board (Fed)[i] indicated that quantitative easing programs may be wound down, colloquially referred to as tapering. Although the Fed s monetary policy-setting committee left the target short-term interest rate unchanged and maintained the unprecedented $85 billion-a-month bond-buying program, Fed Chairman Ben Bernanke s indication that the central bank could start to reduce asset purchases later in 2013 sent markets, particularly fixed income markets, lower.

Stocks bottomed in late June as investors looked past the timing of Fed policy action, tensions surrounding the Syrian chemical weapons attacks and the Congressional budget debate. In mid-September, the Fed surprised many investors by announcing plans to maintain its current accommodative policy. Though stocks rallied on the decision, they quickly reverted as House Republicans and the Democrat-controlled Senate squabbled over the 2014 budget and spending authorizations. Congress remained deadlocked, ultimately resulting in a sixteen-day

Fund overview (cont d)

partial government shutdown which sent equity markets down. Equities recovered after Congress ended the partial government shutdown as investors believed that the shutdown fiasco would cause the Fed to delay tapering and therefore extend the duration of the quantitative easing.

Major equity indices continued their ascent in November and the S&P 500 Index[ii] and Dow Jones Industrial Average (DJIA [iii]) for the first time ever topped 1,800 and 16,000, respectively, and the NASDAQ Composite Index[iv] breached the 4,000 threshold for the first time since the tech bubble bust. The S&P 500 Index was up 29.1% year-to-date through the end of November and on pace for its best year since 2003. U.S. gross domestic product (GDP [v]) grew at an annualized rate of 4.1% in the third quarter, up from 2.5% in the second quarter and significantly above economists original estimate of 2.0%. Meanwhile, the Department of Labor reported that U.S. employers hired over 400K workers in October and November, dropping the unemployment rate to 7.0% in November, the lowest level since 2008. While the improving economic data is clearly positive, its strength brings the taper question to the fore and therefore could present headwinds to the markets.

Despite a strong 21.6% return, as measured by the Alerian MLP Index[vi], energy MLP stocks lagged the broader U.S. equity market over the reporting period. After a subdued 2012, MLPs entered the year like a coiled spring and surged more than 20% in the first four months of 2013, outperforming the S&P 500 Index by over 800 bps. However, since the taper talk began, the group has been largely range-bound as investors have feared that rising interest rates will retard stock performance for the group. While the future direction of interest rates is anyone s guess, we actually believe that MLPs should perform relatively well in a rising rate environment given their historically strong cash flow growth, which should provide a powerful offset to rising rates. Further, we continue to see MLPs as well-positioned over the intermediate to longer term given the energy production growth we expect to see in the United States in the years ahead.

U.S. oil production was up 16% year-over-year during the first eight months of 2013, while total energy production was up 3%. We expect this growth trajectory to continue, positioning MLP stocks well to continue to deliver growing cash flows to investors. 2013 has played out largely as we expected and we continue to see opportunities for distribution growth in 2014 for names we consider in our investable universe.

Q. How did we respond to these changing market conditions?

A. As the market moved higher and several Fund positions appreciated significantly, we harvested gains and redeployed the proceeds to what we believed to be more attractive opportunities. During the year we saw something of a bifurcation in MLP stocks as investors swarmed to the highest growing MLPs and away from the slower growers. This behavior drove high-growth MLPs up sharply and drove their distribution rates down significantly many below 4%. Directionally we have incrementally found ourselves reducing our weighting to these highest-growth, highest-valued securities and rotating towards some of the historically lower-growth MLPs with relatively higher distribution rates.

We have been very consistent in our investment approach and our investment philosophy remains unchanged. We have continued to focus on well-capitalized companies, with what we believe are strong asset bases, fee-based revenue streams, long-term contracts, limited direct commodity exposure and attractive partnership structures that are well-positioned for growth. We focus on midstream assets and generally avoid E&P MLPs, variable pay MLPs and other commodity price sensitive MLPs.

Performance review

For the twelve months ended November 30, 2013, ClearBridge Energy MLP Total Return Fund Inc. returned 23.39% based on its net asset value (NAV[vii])and 17.34% based on its New York Stock Exchange (NYSE) market price per share. The Lipper Energy MLP Closed-End Funds Category Average[viii] returned 22.29% over the same time frame. Please note that Lipper performance returns are based on each fund s NAV.

During the twelve-month period, the Fund made distributions to shareholders totaling $1.32 per share, which included a return of capital of $1.05 per share. The Fund has generated sufficient current year earnings and profits for tax purposes from gains realized on the sale of its MLP investments such that approximately 20% of the distributions paid during the current year will be treated as dividend income. The remainder represents a return of capital. Because the Fund is taxed as a C Corporation, the distributions paid by the Fund are considered to be dividend income to the extent that the distributions are paid out of the Fund s current net income and realized capital gains. The performance table shows the Fund s twelve-month total return based on its NAV and market price as of November 30, 2013. **Past performance is no guarantee of future results.**

Performance Snapshot as of November 30, 2013 (unaudited)	
Price Per Share	12-Month Total Return*
$22.79 (NAV)	23.39%
$21.90 (Market Price)	17.34%

All figures represent past performance and are not a guarantee of future results.

*** Total returns are based on changes in NAV or market price, respectively. Returns reflect the deduction of all Fund expenses, including management fees, operating expenses, and other Fund expenses. Returns do not reflect the deduction of brokerage commissions or taxes that investors may pay on distributions or the sale of shares.**

Total return assumes the reinvestment of all distributions, including returns of capital, at NAV.

Total return assumes the reinvestment of all distributions, including returns of capital, in additional shares in accordance with the Fund s Dividend Reinvestment Plan.

Q. What were the leading contributors to performance?

A. Seven of the eight sub-sectors in which the Fund is invested contributed positively to absolute performance, led by the Gathering/Processing, Diversified Energy Infrastructure and Liquids Transportation & Storage sub-sectors. In terms of individual Fund holdings, leading contributors to performance for the period included Access Midstream Partners LP, MarkWest Energy Partners LP, Energy Transfer Equity LP, EQT Midstream Partners LP and Targa Resources Partners LP.

Fund overview (cont d)

Q. What were the leading detractors from performance?

A. Overall, the Exploration & Production sub-sector detracted from absolute performance. In terms of individual Fund holdings, leading detractors from performance for the period included positions in Linn Energy LLC, Eagle

Rock Energy Partners LP, Kinder Morgan Energy Partners LP, NuStar GP Holdings LLC and Boardwalk Pipeline Partners LP.

Q. Were there any significant changes to the Fund during the reporting period?

A. During the reporting period, we established several new Fund positions, including Kinder Morgan Energy Partners LP, KNOT Offshore Partners LP, a private placement in NGL Energy Partners LP, Delek Logistics Partners LP and World Point Terminals LP. We also sold out of several holdings, notably Copano Energy LLC, Linn Energy LLC, PVR Partners LP, NuStar GP Holdings LLC, and Eagle Rock Energy Partners LP.

Looking for additional information?

The Fund is traded under the symbol CTR and its closing market price is available in most newspapers under the NYSE listings. The daily NAV is available on-line under the symbol XCTRX on most financial websites. *Barron s* and the *Wall Street Journal s* Monday edition both carry closed-end fund tables that provide additional information. In addition, the Fund issues a quarterly press release that can be found on most major financial websites as well as www.lmcef.com.

In a continuing effort to provide information concerning the Fund, shareholders may call 1-888-777-0102 (toll free), Monday through Friday from 8:00 a.m. to 5:30 p.m. Eastern Time, for the Fund s current NAV, market price and other information.

Thank you for your investment in ClearBridge Energy MLP Total Return Fund Inc. As always, we appreciate that you have chosen us to manage your assets and we remain focused on achieving the Fund s investment goals.

Sincerely,

Michael Clarfeld, CFA

Portfolio Manager

ClearBridge Investments, LLC

Chris Eades

Portfolio Manager

ClearBridge Investments, LLC

Richard A. Freeman

Portfolio Manager

ClearBridge Investments, LLC

Peter Vanderlee, CFA

Portfolio Manager

ClearBridge Investments, LLC

December 13, 2013

RISKS: All investments are subject to risk, including the risk of loss. MLP distributions are not guaranteed and there is no assurance that all distributions will be tax deferred. Investments in MLP securities are subject to unique risks. The Fund s concentration of investments in energy related MLPs subject it to the risks of MLPs and the energy sector, including the risks of declines in energy and commodity prices, decreases in energy demand, adverse weather conditions, natural or other disasters, changes in government regulation, and changes in tax laws. Leverage may result in greater volatility of NAV and the market price of common shares and increases a shareholder s risk of loss. Derivative instruments can be illiquid, may disproportionately increase losses, and have a potentially large impact on Fund performance. The Fund may invest in small capitalization or illiquid securities which can increase the risk and volatility of the Fund.

Portfolio holdings and breakdowns are as of November 30, 2013 and are subject to change and may not be representative of the portfolio managers current or future investments. The Fund s top ten holdings (as a percentage of net assets) as of November 30, 2013 were: MarkWest Energy Partners LP (10.0%), Enterprise Products Partners LP (8.7%), Plains All American Pipeline LP (8.3%), Williams Partners LP (7.8%), Access Midstream Partners LP (7.0%), Kinder Morgan Management LLC (6.8%), Targa Resources Partners LP (6.8%), DCP Midstream Partners LP (5.7%), Energy Transfer Partners LP (5.1%) and Buckeye Partners LP (4.6%). Please refer to pages 8 through 9 for a list and percentage breakdown of the Fund s holdings.

The mention of sector breakdowns is for informational purposes only and should not be construed as a recommendation to purchase or sell any securities. The information provided regarding such sectors is not a sufficient basis upon which to make an investment decision. Investors seeking financial advice regarding the appropriateness of investing in any securities or investment strategies discussed should consult their financial professional. The Fund s top five sector holdings (as a percentage of net assets) as of November 30, 2013 were: Gathering/Processing (48.2%), Diversified Energy Infrastructure (42.6%), Liquids Transportation & Storage (25.8%), Natural Gas Transportation & Storage (8.4%) and Shipping (7.3%). The Fund s portfolio composition is subject to change at any time.

All investments are subject to risk including the possible loss of principal. Past performance is no guarantee of future results. All index performance reflects no deduction for fees, expenses or taxes. Please note that an investor cannot invest directly in an index.

The information provided is not intended to be a forecast of future events, a guarantee of future results or investment advice. Views expressed may differ from those of the firm as a whole.

Fund overview (cont d)

[i] The Federal Reserve Board (Fed) is responsible for the formulation of policies designed to promote economic growth, full employment, stable prices and a sustainable pattern of international trade and payments.

[ii] The S&P 500 Index is an unmanaged index of 500 stocks and is generally representative of the performance of larger companies in the U.S.

[iii] The Dow Jones Industrial Average (DJIA) is a widely followed measurement of the stock market. The average is comprised of thirty stocks that represent leading companies in major industries. These stocks, widely held by both individual and institutional investors, are considered to be all blue-chip companies.

[iv] The NASDAQ Composite Index is a market-value weighted index, which measures all securities listed on the NASDAQ stock market.

[v] Gross domestic product (GDP) is the market value of all final goods and services produced within a country in a given period of time.

[vi] The Alerian MLP Index is a composite of the fifty most prominent energy master limited partnerships (MLPs) and is calculated using a float-adjusted, capitalization-weighted methodology.

[vii] Net asset value (NAV) is calculated by subtracting total liabilities and outstanding preferred stock (if any) from the closing value of all securities held by the Fund (plus all other assets) and dividing the result (total investments) by the total number of the common shares outstanding. The NAV fluctuates with changes in the market prices of securities in which the Fund has invested. However, the price at which an investor may buy or sell shares of the Fund is the Fund s market price as determined by supply of and demand for the Fund s shares.

[viii] Lipper, Inc., a wholly-owned subsidiary of Reuters, provides independent insight on global collective investments. Returns are based on the twelve-month period ended November 30, 2013, including the reinvestment of all distributions, including returns of capital, if any, calculated among the 13 funds in the Fund s Lipper category.

Fund at a glance (unaudited)

Investment breakdown (%) as a percent of total investments

The bar graph above represents the composition of the Fund s investments as of November 30, 2013 and November 30, 2012. The Fund is actively managed. As a result, the composition of the Fund s investments is subject to change at any time.

Schedule of investments

November 30, 2013

ClearBridge Energy MLP Total Return Fund Inc.

Security	Shares/ Units	Value
Master Limited Partnerships 143.0%		
Crude/Refined Products Pipelines 2.9%		
Kinder Morgan Energy Partners LP	306,250	$ *25,103,312*
Diversified Energy Infrastructure 42.6%		
Energy Transfer Equity LP	470,060	35,146,386
Energy Transfer Partners LP	822,460	44,544,433
Enterprise Products Partners LP	1,207,080	76,009,827
Genesis Energy LP	641,910	33,302,291
Kinder Morgan Management LLC	778,117	59,580,419
ONEOK Partners LP	505,685	27,084,489
Plains GP Holdings LP, Class A Shares	485,000	11,397,500 *
Regency Energy Partners LP	699,170	17,045,765
Williams Partners LP	1,323,360	68,007,470
Total Diversified Energy Infrastructure		*372,118,580*
Gathering/Processing 48.2%		
Access Midstream Partners LP	1,092,050	61,340,448
Crestwood Midstream Partners LP	1,598,868	36,198,372
Crosstex Energy LP	800,000	21,312,000
DCP Midstream Partners LP	1,024,628	49,366,577
EQT Midstream Partners LP	375,000	20,621,250
Exterran Partners LP	438,870	12,213,752
MarkWest Energy Partners LP	1,262,280	87,185,680
Midcoast Energy Partners LP	600,000	10,794,000 *
NGL Energy Partners LP	450,900	14,000,959 (a)
Southcross Energy Partners LP	293,681	5,691,538
Summit Midstream Partners LP	619,140	20,790,721
Targa Resources Partners LP	1,155,960	59,011,758
Western Gas Partners LP	350,000	22,288,000
Total Gathering/Processing		*420,815,055*
General Partner 2.3%		
Crestwood Equity Partners LP	1,314,530	*20,217,471*
Global Infrastructure 1.9%		
Brookfield Infrastructure Partners LP	439,910	