

NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2

Form N-14 8C

September 16, 2011

As filed with the Securities and Exchange Commission on September 16, 2011

File No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-14

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

.. Pre-Effective Amendment No. _____

.. Post-Effective Amendment No. _____

NUVEEN GEORGIA DIVIDEND ADVANTAGE

MUNICIPAL FUND 2

(Exact Name of Registrant as Specified in Charter)

333 West Wacker Drive

Chicago, Illinois 60606

(Address of Principal Executive Offices, Zip Code)

Registrant's Telephone Number, including Area Code (800) 257-8787

Kevin J. McCarthy

Vice President and Secretary

Nuveen Investments

333 West Wacker Drive

Chicago, Illinois 60606

(Name and Address of Agent for Service)

Copy to:

Deborah Bielicke Eades

Vedder Price P.C.

222 North LaSalle Street

Chicago, Illinois 60601

Eric F. Fess

Chapman and Cutler LLP

111 West Monroe Street

Chicago, Illinois 60603

Approximate date of proposed public offering: As soon as practicable after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities Being Registered	Amount Being Registered(1)	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Shares, \$.01 Par Value Per Share	50,000	\$14.14(2)	\$707,000.00(2)	\$82.09
MuniFund Term Preferred Shares, Series 2015 # 2	10 Shares	\$10.00	\$100.00	\$0.01
MuniFund Term Preferred Shares, Series 2015 # 3	10 Shares	\$10.00	\$100.00	\$0.01

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- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) Net asset value per share of common shares on September 15, 2011.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, action pursuant to said Section 8(a), may determine.

IMPORTANT NOTICE TO SHAREHOLDERS OF
NUVEEN GEORGIA PREMIUM INCOME MUNICIPAL FUND
NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND AND
NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2
(EACH A FUND AND COLLECTIVELY, THE FUNDS)

OCTOBER , 2011

Although we recommend that you read the complete Joint Proxy Statement/Prospectus, for your convenience, we have provided a brief overview of the issues to be voted on.

Q. Why am I receiving this Joint Proxy Statement/Prospectus?

A. You are receiving this Joint Proxy Statement/Prospectus in connection with the annual shareholders meeting of the Funds. The following proposals will be considered:

the election of Board members for each Fund (the list of specific nominees is contained in the enclosed Joint Proxy Statement/Prospectus);

the reorganization of your Fund; and

the elimination of the current fundamental investment policy and adoption of a new fundamental investment policy regarding each Fund's ability to make loans.

Proposals Regarding the Reorganizations

Q. What actions have the Board of Trustees approved?

A. Each Fund's Board of Trustees (the Board) has approved a series of mergers of single-state municipal closed-end funds, including the reorganization of each of Nuveen Georgia Premium Income Municipal Fund and Nuveen Georgia Dividend Advantage Municipal Fund (each, an Acquired Fund and collectively, the Acquired Funds) into Nuveen Georgia Dividend Advantage Municipal Fund 2 (the Acquiring Fund) (each a Reorganization and collectively, the Reorganizations).

Q. Why has the Board of Trustees of each Fund recommended these proposals?

A. The Acquiring Fund and the Acquired Funds have substantially similar investment objectives and policies, and substantially similar portfolio compositions. The Funds are managed by the same portfolio manager. The proposed Reorganizations are intended to result in lower operating expenses as a result of the larger size of the combined fund and to enhance the secondary trading market for common shares of the Funds. The Board has determined that the proposed Reorganizations would be in the best interests of each Fund.

Q. What are the potential benefits of the Reorganizations to common shareholders?

A. The investment adviser and the Board believe that the proposed Reorganizations are expected to offer the following potential benefits to common shareholders of the Funds:

Lower fees and operating expenses per common share (excluding costs of leverage) from greater economies of scale as the combined fund's size results in a lower effective management fee rate and allows fixed operating expenses to be spread over a larger asset base.

Improved secondary market trading as the combined fund's greater market liquidity may lead to narrower bid-ask spreads and smaller trade-to-trade price movements, and higher common share net earnings and enhanced total returns over time may lead to higher common share market prices relative to net asset value.

Increased flexibility in managing the structure and costs of leverage over time.

Q. How will preferred shareholders be impacted by the Reorganizations?

A. Upon the closing of the Reorganizations, shareholders of MuniFund Term Preferred Shares of an Acquired Fund will receive, in exchange for each of their MuniFund Term Preferred Shares held immediately prior to the Reorganization, one MuniFund Term Preferred Share of a new series of the Acquiring Fund with substantially similar terms to the Acquired Fund's MuniFund Term Preferred Shares exchanged therefor (MuniFund Term Preferred Shares are referred to herein as "MTP Shares"). Among other terms, the new series of MTP Shares will have the same fixed per annum dividend rate, mandatory redemption term and liquidation preference as the Acquired Fund MTP Shares held immediately prior to the Reorganization. The Acquiring Fund's optional redemption right with respect to each new series of MTP Shares will be substantially the same as the Acquired Fund's rights as of the closing date of the Reorganization, with respect to the corresponding Acquired Fund MTP Shares.

As of the date of this Proxy Statement/Prospectus, the Acquiring Fund and Acquired Funds had substantially similar levels of preferred shares outstanding. Preferred shareholders of the Acquiring Fund and Acquired Funds are expected to benefit from the larger size of the combined fund due to the larger combined fund's ability to invest in a more diverse pool of securities.

Q. Will the Reorganizations impact Fund distributions to common shareholders?

The Reorganizations are not expected to adversely impact distributions to common shareholders and may result in a higher distribution rate.

Q. Do the Funds have similar investment objectives and policies?

A. The Funds have substantially similar (but not identical) investment objectives, policies and risks, and are managed by the same portfolio manager. Each Fund invests primarily in municipal securities exempt from federal and Georgia income tax. Each Fund emphasizes investment grade municipal securities. Each Fund is a leveraged closed-end management investment company, and currently engages in leverage through the issuance of preferred shares and through the use of inverse floaters. The Nuveen Georgia Dividend Advantage Municipal Fund is a non-diversified fund, while each of the other Funds is a diversified fund.

The Nuveen Georgia Premium Income Municipal Fund is subject to certain investment restrictions that are not applicable to Nuveen Georgia Dividend Advantage Fund or Nuveen Georgia Dividend Advantage Fund 2, which are discussed in the Joint Proxy Statement/Prospectus.

Q. What specific proposals will I be asked to vote on in connection with a proposed Reorganization?

- A.** Generally, shareholders of each Acquired Fund will be asked to vote on an Agreement and Plan of Reorganization with common and preferred shareholders voting as a single class and preferred shareholders voting separately. Additionally, preferred shareholders of the Acquiring Fund will be asked to vote separately on an Agreement and Plan of Reorganization. All shareholders of the Acquiring Fund will also be asked to vote on the issuance of common shares in connection with the Reorganizations, with common and preferred shareholders voting as a single class.

Q. Will shareholders of the Acquired Funds receive new shares in exchange for their current shares?

- A.** Yes. Upon the closing of a Reorganization, the Acquired Fund will transfer substantially all of its assets to the Acquiring Fund in exchange for common and preferred shares of the Acquiring Fund, and the assumption by the Acquiring Fund of substantially all of the liabilities of the Acquired Fund. The Acquired Fund will then be liquidated, dissolved and terminated in accordance with its Declaration of Trust.

Acquired Fund shareholders will become shareholders of the Acquiring Fund. Holders of common shares will receive newly issued common shares of the Acquiring Fund (with cash being issued in lieu of fractional Acquiring Fund shares), the aggregate net asset value of which will be equal to the aggregate net asset value of the common shares of the Acquired Fund held immediately prior to the Reorganization (including for this purpose fractional Acquiring Fund shares to which shareholders would be entitled). Holders of MTP Shares of each Acquired Fund will receive on a one-for-one basis newly issued MTP Shares of the Acquiring Fund, in exchange for MTP Shares of the Acquired Fund held immediately prior to the Reorganization.

Current shareholders of the Acquiring Fund will remain shareholders of the Acquiring Fund.

Q. Do the Reorganizations constitute a taxable event for the Acquired Fund shareholders?

- A.** No. Each Reorganization is intended to qualify as a reorganization for federal income tax purposes. It is expected that you will recognize no gain or loss for federal income tax purposes as a direct result of a Reorganization, except that gain or loss may be recognized with respect to any cash received in lieu of fractional Acquiring Fund shares being issued. Prior to the closing of the Reorganizations, each Acquired Fund expects to declare a distribution of all of its net investment income and net capital gains, if any. Such a distribution may be taxable to an Acquired Fund's shareholders for federal income tax purposes. To the extent that portfolio securities are sold in connection with the Reorganizations, an Acquired Fund may realize capital gains or losses. However, it is not expected that any significant portfolio sales will occur in connection with the Reorganizations (less than ___% of assets).

Q. What will happen if the required shareholder approvals in connection with a Reorganization are obtained for one Fund but not other Funds?

A. The closing of the Reorganizations is contingent upon certain conditions being satisfied or waived. Shareholders of each Acquired Fund, voting separately, must approve the Reorganization of their Fund into the Acquiring Fund. The Acquiring Fund also must obtain the shareholder approvals described in this Joint Proxy Statement/Prospectus with respect to the Reorganizations in order for the Reorganizations to occur. Because the closing of the Reorganizations is contingent on all of the Acquired Funds and the Acquiring Fund satisfying (or obtaining the waiver of) their respective closing conditions, it is possible that your Fund's Reorganization will not occur, even if shareholders of your Fund approve the Reorganization and your Fund satisfies all of its closing conditions. If the shareholder approvals are not obtained, each Fund's Board may take such actions as it deems in the best interests of the Fund including conducting additional solicitations with respect to the proposals or continuing to operate the Funds as stand-alone funds.

Q. Will I have to pay any direct fees or expenses in connection with the Reorganizations?

A. No. The Reorganizations are expected to result in cost savings for each Fund. In light of such anticipated savings, the costs of the Reorganizations will be allocated between the Funds ratably based on the projected cost savings to each Fund during the first year following the Reorganizations and paid out of such Fund's net assets. Common shareholders will indirectly bear the costs of the Reorganizations.

Q. What is the timetable for the Reorganizations?

A. If the shareholder voting and other conditions to closing are satisfied (or waived), the Reorganizations are expected to take effect on or about February 3, 2012 or as soon as practicable thereafter.

Q. How does the Board recommend that I vote on the Reorganizations?

A. After careful consideration, the Board has determined that the Reorganizations are in the best interests of each Fund and recommends that you vote FOR your Fund's proposal(s).

Proposal Regarding New Fundamental Investment Policy

Q. What are the potential benefits of the new fundamental investment policy for common shareholders of the Funds?

A. Investment policies currently vary across otherwise-similar Nuveen municipal closed-end funds, reflecting evolving markets and guidelines as the different funds were launched over the past 20 years. As part of a continuing broader "best practices" initiative, which began approximately three years ago, all Nuveen municipal closed-end funds, including the Funds, are seeking to adopt a uniform set of investment policies that reflect municipal market and regulatory developments over time. The proposed new fundamental investment policy would permit each Fund to make loans to the extent permitted by the securities laws (the "New Investment Policy"). Among other things, this change is intended to provide each Fund the flexibility to make loans in circumstances where a municipal issuer is in distress, if the investment adviser believes that doing so would both:

facilitate a timely workout of the issuer's situation in a manner which benefits that Fund; and

be the best choice for reducing the likelihood or severity of loss on the Fund's investment.

Conforming and updating these investment policies is intended to benefit common shareholders by increasing portfolio manager efficiency and flexibility to take advantage of a wide range of appropriate opportunities in the municipal bond markets in pursuit of the Fund's investment objectives.

Q. What are the potential benefits of the New Investment Policy for preferred shareholders of the Funds?

A. The potential benefits to preferred shareholders are increased flexibility in diversifying portfolio risks and optimizing returns on current investments in order to pursue the preservation of and possible growth of capital which, if successful, will help to sustain and build net asset value and therefore, asset coverage levels for preferred shares.

Q. What actions are required in order to implement the New Investment Policy?

A. In order to implement the New Investment Policy and obtain the potential benefits described above, shareholders are being asked to approve the elimination of an existing fundamental policy and the implementation of a new replacement fundamental policy.

Q. What happens if shareholders do not approve the elimination of the fundamental investment policy and/or do not approve the New Investment Policy?

A. A Fund will not be able to implement the New Investment Policy as discussed above unless shareholders approve both proposals. The Fund would likely incur further expenses to solicit additional shareholder participation, and may experience potential disruptions to its investment operations. Each Fund's Board urges you to vote without delay in order to avoid the potential for higher costs and/or disruptions to portfolio operations.

To the extent an Acquired Fund's shareholders do not approve the New Investment Policy but approve the Reorganization, it is possible the Acquired Fund's shareholders will be subject to the New Investment Policy following the completion of the Reorganization even though they did not vote to approve the New Investment Policy. Conversely, if the Acquiring Fund's shareholders do not approve the New Investment Policy, it is possible that shareholders of an Acquired Fund that approved the Reorganization and the New Investment Policy may not benefit from the New Investment Policy.

Q. Was there a particular catalyst or portfolio concern prompting this proposal?

A. This proposal is part of a broader policy initiative undertaken by Nuveen for the past several years. There are currently no identified credit situations within the complex where this option is intended or targeted. As stated in the Joint Proxy Statement/Prospectus, this policy change proposal reflects the broader intent to provide Nuveen's municipal closed-end funds, including the Funds, the same portfolio management flexibility already available to other funds with similar investment objectives within the Nuveen complex.

Q. Does this proposal reflect a growing concern on Nuveen's part over the state of municipal issuers?

A. Nuveen's portfolio management and research team is actively engaged in monitoring both macro issues impacting the municipal bond market and individual credit holdings held by the various funds. The team regularly comments on the strength of the municipal bond market as well as providing in-depth research articles.

Providing a Fund with the option of making loans to help facilitate a timely workout of a distressed issuer's situation merely provides the Fund with an additional tool to help preserve shareholder value and, importantly, should not be viewed as a commentary on the state of the municipal bond market.

Q. Have the Nuveen municipal closed-end funds participated in loans to municipal issuers in the past?

- A.** Though such a loan situation in the municipal market is rare, it represents a more common workout practice in the corporate bond market. The most recent situation in which a Nuveen fund with the flexibility to do so made a loan to an issuer facing a credit workout situation occurred approximately eight years ago. Since that time, a limited number of funds having a policy permitting the making of loans have considered doing so in particular workout situations, but have taken other actions in pursuit of maximizing shareholder value.

General

Q. Who do I call if I have questions?

- A.** If you need any assistance, or have any questions regarding the proposal or how to vote your shares, please call Computershare Fund Services, your proxy solicitor, at (866) XXX-XXXX, weekdays during its business hours of 7:00 a.m. to 7:00 p.m. Central time. Please have your proxy materials available when you call.

Q. How do I vote my shares?

- A.** You may vote by mail, by telephone or over the Internet:

To vote by mail, please mark, sign, date and mail the enclosed proxy card. No postage is required if mailed in the United States.

To vote by telephone, please call the toll-free number located on your proxy card and follow the recorded instructions, using your proxy card as a guide.

To vote over the Internet, go to the Internet address provided on your proxy card and follow the instructions, using your proxy card as a guide.

Q. Will anyone contact me?

- A.** You may receive a call from Computershare Fund Services, the proxy solicitor hired by your Fund, to verify that you received your proxy materials, to answer any questions you may have about the proposals and to encourage you to vote your proxy.

We recognize the inconvenience of the proxy solicitation process and would not impose on you if we did not believe that the matters being proposed were important. Once your vote has been registered with the proxy solicitor, your name will be removed from the solicitor's follow-up contact list.

Your vote is very important. We encourage you as a shareholder to participate in your Fund's governance by returning your vote as soon as possible. If enough shareholders fail to cast their votes, your Fund may not be able to hold its meeting or the vote on each issue, and will be required to incur additional solicitation costs in order to obtain sufficient shareholder participation.

OCTOBER , 2011

NUVEEN GEORGIA PREMIUM INCOME MUNICIPAL FUND (NPG, NPG PrC),

NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NZX, NZX PrC) AND NUVEEN GEORGIA DIVIDEND
ADVANTAGE MUNICIPAL FUND 2 (NKG, NKG PrC)

(EACH A FUND AND COLLECTIVELY, THE FUNDS)

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 16, 2011

To the Shareholders:

Notice is hereby given that the Annual Meeting of Shareholders (the Annual Meeting) of Nuveen Georgia Dividend Advantage Municipal Fund 2 (Dividend Advantage or Acquiring Fund), and Nuveen Georgia Premium Income Municipal Fund (Premium Income) and Nuveen Georgia Dividend Advantage Municipal Fund (Dividend Advantage) (each an Acquired Fund and collectively, the Acquired Funds), will be held in the offices of Nuveen Investments, Inc. (Nuveen or Nuveen Investments) 333 West Wacker Drive, Chicago, Illinois 60606, on Friday, December 16, 2011, at 2:00 p.m., Central time, for the following purposes:

1. Election of Board Members. For shareholders of each Fund, to elect five (5) Board Members as follows:
 - (a) three (3) Board members to be elected by the holders of common shares and preferred shares voting as a single class; and
 - (b) two (2) Board members to be elected by the holders of preferred shares only, voting separately as a single class.

2. Agreement and Plan of Reorganization. The shareholders of each Fund, voting as set forth below, for an Agreement and Plan of Reorganization pursuant to which the Acquired Fund would (i) transfer substantially all of its assets to the Acquiring Fund in exchange solely for common shares and preferred shares of the Acquiring Fund, and the Acquiring Fund's assumption of substantially all of the liabilities of the Acquired Fund, (ii) distribute such shares of the Acquiring Fund to the common shareholders and preferred shareholders of the Acquired Fund (with cash being issued in lieu of fractional common shares), and (iii) liquidate, dissolve and terminate in accordance with the Acquired Fund's Declaration of Trust.

Shareholders of Premium Income

- (a)(i) The common and preferred shareholders voting as a single class to approve the Agreement and Plan of Reorganization.
- (a)(ii) The preferred shareholders voting separately as a single class to approve the Agreement and Plan of Reorganization.

Shareholders of Dividend Advantage

- (b)(i) The common and preferred shareholders voting as a single class to approve the Agreement and Plan of Reorganization.

(b)(ii) The preferred shareholders voting separately as a single class to approve the Agreement and Plan of Reorganization.

Shareholders of Dividend Advantage 2

(c)(i) The preferred shareholders voting separately as a single class to approve the Agreement and Plan of Reorganization.

3. Approval of Issuance of Common Shares by the Acquiring Fund.

Shareholders of Dividend Advantage 2:

(a)(i) The common and preferred shareholders voting as a single class to approve the issuance of additional common shares in connection with each Reorganization pursuant to the Agreement and Plan of Reorganization.

4. Updated Investment Policy.

(a)(i) For shareholders of each Fund, with common and preferred shares voting as a single class, to approve the elimination of each Fund's existing fundamental investment policy related to the Fund's ability to make loans.

(a)(ii) For shareholders of each Fund, the preferred shares voting as a single class, to approve the elimination of each Fund's existing fundamental investment policy related to the Fund's ability to make loans.

(b)(i) For shareholders of each Fund, with common and preferred shares voting as a single class, to approve a new fundamental investment policy related to the Fund's ability to make loans.

(b)(ii) For shareholders of each Fund, the preferred shares voting as a single class, to approve a new fundamental investment policy related to the Fund's ability to make loans.

5. To transact such other business as may properly come before the Annual Meeting.

Only shareholders of record as of the close of business on September 19, 2011 are entitled to notice of and to vote at the Annual Meeting or adjournments or postponements thereof.

All shareholders are cordially invited to attend the Annual Meeting. In order to avoid delay and additional expense for the Funds, and to assure that your shares are represented, please vote as promptly as possible, whether or not you plan to attend the Annual Meeting. You may vote by mail, by telephone or over the Internet.

To vote by mail, please mark, sign, date and mail the enclosed proxy card. No postage is required if mailed in the United States.

To vote by telephone, please call the toll-free number located on your proxy card and follow the recorded instructions, using your proxy card as a guide.

To vote over the Internet, go to the Internet address provided on your proxy card and follow the instructions, using your proxy card as a guide.

Kevin J. McCarthy

Vice President and Secretary

The Nuveen Funds

The information contained in this Joint Proxy Statement/Prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This Joint Proxy Statement/Prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where such offer or sale is not permitted.

NUVEEN FUNDS

333 WEST WACKER DRIVE

CHICAGO, ILLINOIS 60606

(800) 257-8787

Subjection to completion, dated , 2011

JOINT PROXY STATEMENT/PROSPECTUS

NUVEEN GEORGIA PREMIUM INCOME MUNICIPAL FUND (NPG, NPG PrC),

NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NZX, NZX PrC) AND

NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND 2 (NKG, NKG PrC)

(EACH A FUND AND COLLECTIVELY, THE FUNDS)

OCTOBER , 2011

This Joint Proxy Statement/Prospectus is being furnished to the shareholders of Nuveen Georgia Dividend Advantage Municipal Fund 2 (Dividend Advantage 2 or Acquiring Fund), and the shareholders of Nuveen Georgia Premium Income Municipal Fund (Premium Income) and Nuveen Georgia Dividend Advantage Municipal Fund (Dividend Advantage) (each an Acquired Fund and collectively, the Acquired Funds), each a closed-end management investment company, in connection with the solicitation of proxies by each Fund s Board of Trustees (each a Board and each Trustee a Board Member) for use at the Annual Meeting of Shareholders of each Fund to be held on Friday, December 16, 2011, at 2:00 p.m., Central time, and at any and all adjournments or postponements thereof (each an Annual Meeting and collectively, the Annual Meetings) to consider the proposals listed below and discussed in greater detail elsewhere in this Joint Proxy Statement/Prospectus. The enclosed proxy and this Joint Proxy Statement/Prospectus are first being sent to shareholders of the Funds on or about October , 2011. Shareholders of record of the Funds as of the close of business on September 19, 2011 are entitled to notice of, and to vote at, the Annual Meeting and any and all adjournments or postponements thereof.

This Joint Proxy Statement/Prospectus explains concisely what you should know before voting on the proposals described in this Joint Proxy Statement/Prospectus or investing in the Acquiring Fund. Please read it carefully and keep it for future reference.

The securities offered by this Joint Proxy Statement/Prospectus have not been approved or disapproved by the Securities and Exchange Commission (SEC), nor has the SEC passed upon the accuracy or adequacy of this Joint Proxy Statement/Prospectus. Any representation to the contrary is a criminal offense.

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On the matters coming before each Annual Meeting as to which a choice has been specified by shareholders on the accompanying proxy card, the shares will be voted accordingly where such proxy card is properly executed, timely received and not properly revoked (pursuant to the instructions below). If a proxy is returned and no choice is specified, the shares will be voted **FOR** the proposals. Shareholders of a Fund who execute proxies may revoke them at any time before they are voted by

filing with that Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person. Merely attending the Annual Meeting, however, will not revoke any previously submitted proxy.

The Board of each Fund has determined that the use of this Joint Proxy Statement/Prospectus for the Annual Meeting is in the best interests of each Fund and its shareholders in light of the similar matters being considered and voted on by the shareholders.

The following table indicates which shareholders are solicited to vote with respect to each matter:

Matter		Common Shares	Preferred Shares⁽¹⁾
1(a)	For each Fund, with common and preferred shares voting as a single class, to elect three (3) Board Members.	X	X
1(b)	For each Fund, the preferred shareholders voting separately as a single class, to elect two (2) Board Members.		X
2(a)(i)	For Premium Income, the common and preferred shareholders voting as a single class, to approve the Agreement and Plan of Reorganization.	X	X
2(a)(ii)	For Premium Income, the preferred shareholders voting separately as a single class, to approve the Agreement and Plan of Reorganization.		X
2(b)(i)	For Dividend Advantage, the common and preferred shareholders voting as a single class, to approve the Agreement and Plan of Reorganization.	X	X
2(b)(ii)	For Dividend Advantage, the preferred shareholders voting separately as a single class, to approve the Agreement and Plan of Reorganization.		X
2(c)	For the Acquiring Fund, the preferred shareholders voting as a single class, to approve the Agreement and Plan of Reorganization.		X
3(a)	For the Acquiring Fund, the common and preferred shareholders voting as a single class, to approve the issuance of additional common shares in connection with the Agreement and Plan of Reorganization.	X	X
4(a)(i)	For each Fund, with common and preferred shares voting as a single class, to approve the elimination of the Fund's fundamental investment policy relating to the Fund's ability to make loans.	X	X

Matter		Common Shares	Preferred Shares ⁽¹⁾
4(a)(ii)	For each Fund, the preferred shareholders voting separately as a single class, to approve the elimination of the Fund's fundamental investment policy relating to the Fund's ability to make loans.		X
4(b)(i)	For each Fund, with common and preferred shares voting as a single class, to approve a new fundamental investment policy relating to the Fund's ability to make loans.	X	X
4(b)(ii)	For each Fund, the preferred shareholders voting separately as a single class, to approve a new fundamental investment policy relating to the Fund's ability to make loans.		X

(1) The outstanding preferred shares for each Fund are MuniFund Term Preferred Shares. MuniFund Term Preferred Shares are referred to herein as MTP Shares.

Those persons who were shareholders of record at the close of business on September 19, 2011 will be entitled to one vote for each share held and a proportionate fractional vote for each fractional share held.

As of September 19, 2011, the shares of the Funds issued and outstanding were as follows:

Fund Ticker Symbol*	Common Shares	Preferred Shares Ticker Symbol	MTP Shares
Dividend Advantage 2, NKG		NKG PrC	
Premium Income, NPG		NPG PrC	
Dividend Advantage, NZX		NZX PrC	

* Each Fund's common shares are listed on the NYSE Amex. Dividend Advantage's Preferred Shares are listed on the NYSE Amex. The Acquiring Fund and Premium Income's MTP Shares are listed on the New York Stock Exchange (NYSE). The reorganizations seek to combine three Funds that have substantially similar (but not identical) investment objectives, policies and risks to achieve certain economies of scale and other operational efficiencies for the Funds (each a Reorganization and collectively, the Reorganizations). The Agreement and Plan of Reorganization by and among each Acquired Fund and Acquiring Fund (the Agreement) provides for (i) the Acquiring Fund's acquisition of substantially all of the assets of each Acquired Fund in exchange for newly issued common shares of the Acquiring Fund, par value \$0.01 per share (Acquiring Fund Common Shares), and newly issued MTP Shares of the Acquiring Fund, with a par value of \$0.01 per share and liquidation preference of \$10 per share (Acquiring Fund MTP Shares), and the Acquiring Fund's assumption of substantially all of the liabilities of each Acquired Fund, and (ii) the pro rata distribution of the Acquiring Fund Common Shares and Acquiring Fund MTP Shares received by each Acquired Fund to its common and preferred shareholders, as part of the liquidation, dissolution and termination of each Acquired Fund in accordance with its Declaration of Trust. No fractional Acquiring Fund Common Shares will be issued to an Acquired Fund's shareholders and, in lieu of such fractional shares, an Acquired Fund's shareholders will receive cash. The aggregate net asset value of Acquiring Fund Common Shares (and

cash issued in lieu of fractional shares) received by each Acquired Fund in a Reorganization will equal the aggregate net asset value of Acquired Fund common shares held by shareholders of such Acquired Fund immediately prior to the Reorganization. Prior to the closing of the Reorganizations, the net asset value of each Acquired Fund and Acquiring Fund will be reduced by the costs of the Reorganization borne by such Fund. Preferred shareholders of each Acquired Fund will receive the same number of Acquiring Fund MTP Shares having substantially the same terms as the outstanding MTP Shares of the Acquired Fund (Acquired Fund MTP Shares) held by such preferred shareholders immediately prior to the Reorganization. The preferred shareholders of an Acquired Fund will receive the following new classes of MTP Shares of the Acquiring Fund:

Acquired Fund	Acquired Fund MTP Shares Outstanding	Acquiring Fund Shares To Be Received In Reorganization
Premium Income Fund	MTP Shares, Series 2015 Fixed Dividend Rate: 2.65% Term Redemption Date: 3/1/2015	MTP Shares, Series 2015 # 2 Fixed Dividend Rate: 2.65% Term Redemption Date: 3/1/2015
Dividend Advantage Fund	MTP Shares, Series 2015 Fixed Dividend Rate: 2.65% Term Redemption Date: 3/1/2015	MTP Shares Series 2015 # 3 Fixed Dividend Rate: 2.65% Term Redemption Date: 3/1/2015

Each new series of the Acquiring Fund MTP Shares will have the same fixed per annum dividend rate, mandatory redemption term and liquidation preference as the Acquired Fund MTP Shares for which it will be exchanged. The optional redemption right for the Acquiring Fund for each new series of MTP Shares will be substantially the same as the Acquired Fund s rights as of the closing of the Reorganization with respect to the corresponding Acquired Fund MTP Shares. *See* Proposal No. 2 Information About the Reorganizations Description of MTP Shares Issued by the Acquiring Fund. The aggregate liquidation preference of the Acquiring Fund MTP Shares received in the Reorganization will equal the aggregate liquidation preference of the corresponding Acquired Fund MTP Shares held immediately prior to the Reorganization. The Acquiring Fund will continue to operate after the Reorganization as a registered closed-end investment company with the investment objectives and policies described in this Joint Proxy Statement/Prospectus.

With respect to each Reorganization, the Reorganization is required to be approved by the affirmative vote of the holders of a majority of the outstanding shares of the Acquired Fund s common shares and preferred shares, voting as a single class, by the affirmative vote of a majority of the Acquired Fund s outstanding preferred shares, voting separately as a single class, and by the affirmative vote of a majority of the Acquiring Fund s preferred shareholders, voting separately as a single class. In addition, common and preferred shareholders of the Acquiring Fund voting as a single class are being asked to approve the issuance of additional common shares of the Acquiring Fund in connection with the Reorganization.

The closing of the Reorganizations is contingent upon certain conditions being satisfied or waived. Shareholders of each Acquired Fund, voting separately, must approve the Reorganization of their Fund into the Acquiring Fund. The Acquiring Fund also must obtain the shareholder approvals described in this Joint Proxy Statement/Prospectus with respect to the Reorganizations in order for the Reorganizations to occur. Because the closing of the Reorganizations is contingent on all of the Acquired Funds and the Acquiring Fund satisfying (or obtaining the waiver of) their respective closing conditions, it is possible your Fund s Reorganization will not occur, even if shareholders of your Fund approve the Reorganization and your Fund satisfies all of its closing conditions. If the requisite shareholder approvals are not obtained, the Boards of the Funds may take such actions as they deem in

the best interest of the Funds including conducting additional solicitations with respect to the proposals or continuing to operate the Funds as stand-alone funds.

To the extent shareholders of an Acquired Fund do not approve the proposals relating to the new fundamental investment policy but approve the Reorganization, it is possible the Acquired Fund's shareholders will be subject to the new fundamental investment policy following the completion of the Reorganization even though they did not vote to approve the new fundamental investment policy. Conversely, if the Acquiring Fund does not approve the new fundamental investment policy, it is possible that shareholders of an Acquired Fund that approved the Reorganization may not benefit from the new fundamental investment policy.

This Joint Proxy Statement/Prospectus concisely sets forth the information shareholders of the Funds should know before voting on the proposals and constitutes an offering of common shares and MTP Shares, Series 2015 # 2 and 2015 # 3, of the Acquiring Fund only. Please read it carefully and retain it for future reference.

The following documents have been filed with the SEC and are incorporated into this Joint Proxy Statement/Prospectus by reference:

- (i) the Statement of Additional Information relating to the proposed Reorganization, dated October 1, 2011 (the Reorganization SAI);
- (ii) the audited financial statements and related independent registered public accounting firm's report for the Acquiring Fund and the financial highlights for the Acquiring Fund contained in the Fund's Annual Report for the fiscal year ended May 31, 2011; and
- (iii) the audited financial statements and related independent registered public accounting firm's report for each Acquired Fund and the financial highlights for each Acquired Fund contained in the Fund's Annual Report for the fiscal year ended May 31, 2011.

No other parts of the Funds' Annual Reports are incorporated by reference herein.

Copies of the foregoing may be obtained without charge by calling or writing the Funds at the telephone number or address shown below. If you wish to request a copy of the Reorganization SAI, please ask for the Reorganization SAI. In addition, the Acquiring Fund will furnish, without charge, a copy of its most recent Annual Report to a shareholder upon request. Any such request should be directed to the Acquiring Fund by calling (800) 257-8787 or by writing the Acquiring Fund at 333 West Wacker Drive, Chicago, Illinois 60606.

The Funds are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the 1934 Act), and the Investment Company Act of 1940, as amended (the 1940 Act), and in accordance therewith file reports and other information with the SEC. Reports, proxy statements, registration statements and other information filed by the Funds, including the Registration Statement relating to the Acquiring Fund on Form N-14 of which this Joint Proxy Statement/Prospectus is a part, may be inspected without charge and copied (for a duplication fee at prescribed rates) at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549 or at the SEC's New York Regional Office (3 World Financial Center, Suite 400, New York, New York 10281) or Chicago Regional Office (175 W. Jackson Boulevard, Suite 900, Chicago, Illinois 60604). You may call the SEC at (202) 551-8090 for information about the operation of the public reference room. You

may obtain copies of this information, with payment of a duplication fee, by electronic request at the following e-mail address: publicinfo@sec.gov, or by writing the SEC's Public Reference Branch, Office of Consumer Affairs and Information Services, Securities and Exchange Commission, Washington, D.C. 20549. You may also access reports and other information about the Funds on the EDGAR database on the SEC's Internet site at <http://www.sec.gov>.

Each Fund's common shares are listed on the NYSE Amex. Each Fund's MTP Shares are listed on the NYSE except for MTP Shares of Dividend Advantage, which are listed on the NYSE Amex. Reports, proxy statements and other information concerning the Funds can be inspected at the offices of the NYSE or NYSE Amex, 11 Wall Street, New York, New York 10005.

This Joint Proxy Statement/Prospectus serves as a prospectus of the Acquiring Fund in connection with the issuance of the Acquiring Fund Common Shares and MTP Shares in each Reorganization. No person has been authorized to give any information or make any representation not contained in this Joint Proxy Statement/Prospectus and, if so given or made, such information or representation must not be relied upon as having been authorized. This Joint Proxy Statement/Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction in which, or to any person to whom, it is unlawful to make such offer or solicitation.

JOINT PROXY STATEMENT/PROSPECTUS

OCTOBER , 2011

NUVEEN GEORGIA PREMIUM INCOME MUNICIPAL FUND (NPG, NPG PrC),

**NUVEEN GEORGIA DIVIDEND ADVANTAGE MUNICIPAL FUND (NZX, NZX PrC) AND NUVEEN GEORGIA DIVIDEND
ADVANTAGE MUNICIPAL FUND 2 (NKG, NKG PrC)**

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