

GABELLI MARIO J
Form 4
April 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GABELLI MARIO J

(Last) (First) (Middle)

C/O GAMCO INVESTORS,
INC, ONE CORPORATE CENTER

(Street)

RYE, NY 10580

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GDL FUND [GDL.C]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Control Person of Adviser

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Series C Cumulative Puttable and Callable Preferred Shares	03/29/2018		J ⁽¹⁾		38,939	A	\$ 50 38,939	D
Series C Cumulative Puttable and Callable Preferred Shares	03/29/2018		J ⁽¹⁾		1,346	A	\$ 50 1,346	I
								Trust Accounts ⁽²⁾

Series C Cumulative Puttable and Callable Preferred Shares	03/29/2018	J ⁽³⁾	225,000	A	\$ 50	225,000	I	E3M 2016, LLC ⁽⁴⁾
Series C Cumulative Puttable and Callable Preferred Shares	03/29/2018	J ⁽¹⁾	268	A	\$ 50	268	I	GPJ Retirement Partners ⁽⁵⁾
Series C Cumulative Puttable and Callable Preferred Shares	03/29/2018	J ⁽¹⁾	536	A	\$ 50	536	I	Investment Partnerships ⁽⁶⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X		

GABELLI MARIO J
C/O GAMCO INVESTORS, INC
ONE CORPORATE CENTER
RYE, NY 10580

Control Person of
Adviser

Signatures

Douglas R. Jamieson as Attorney-in-Fact for Mario J.
Gabelli

04/03/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person acquired these Series C preferred shares through a primary and pro-rata oversubscription allocation based on the exercise of preferred share purchase rights.
 - (2) The shares reported reflect the total shares owned by trust accounts for which Mario J. Gabelli serves as trustee.
 - (3) The reporting person acquired these Series C preferred shares through a primary allocation based on the exercise of preferred share purchase rights
 - (4) E3M 2016 is a limited liability company owned entirely by Mr. Gabelli.
- The shares reported reflect the total shares owned by GPJ Retirement Partners, LLC, a limited liability company. Mr. Gabelli has less than a 100% interest in the entity and disclaims beneficial ownership of the shares held by this entity which are in excess of his indirect pecuniary interest.
- (6) Shares are owned by MJG Associates and Gabelli Fund, LDC. MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the investment adviser of Gabelli Fund, LDC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.