

Nuveen Short Duration Credit Opportunities Fund
Form N-2/A
October 09, 2015

As filed with the U.S. Securities and Exchange Commission on October 9, 2015

1933 Act File No. 333-206449

1940 Act File No. 811-22518

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-2

(Check appropriate box or boxes)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Pre-Effective Amendment No. 1

Post-Effective Amendment No.

and/or

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940

Amendment No. 8

Nuveen Short Duration Credit Opportunities Fund

(Exact name of Registrant as Specified in Charter)

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333 West Wacker Drive, Chicago, Illinois 60606

(Address of Principal Executive Offices)

(Number, Street, City, State, Zip Code)

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

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Approximate Date of Proposed Public Offering:

As soon as practicable after the effective date of this Registration Statement.

If the 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, other than securities offered in connection with a dividend reinvestment plan, check the following box. "

It is proposed that this filing will become effective (check appropriate box)

" When declared effective pursuant to section 8(c)

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

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Title of Securities Being Registered	Amount Being Registered	Proposed Maximum Offering Price Per Unit⁽²⁾	Proposed Maximum Aggregate Offering Price⁽²⁾	Amount of Registration Fee⁽³⁾
Term Preferred Shares, Series _____	1,000 Shares ⁽¹⁾	\$1,000	\$1,000,000	\$116.20

- (1) The Fund will offer up to _____ Term Preferred Shares, Series _____, at an offering price of \$1,000 per share.
 (2) Estimated solely for the purpose of calculating the registration fee.
 (3) Previously paid.

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 that specifically states this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such dates as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

The information in this 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 prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus dated _____, 2015

PROSPECTUS

\$

Nuveen Short Duration Credit Opportunities Fund

TERM PREFERRED SHARES

Shares, Series 2020

Liquidation Preference \$1,000 Per Share

The Offering. *Nuveen Short Duration Credit Opportunities Fund (the Fund) is offering _____ Term Preferred Shares, Series 2020 (Term Preferred Shares), with a liquidation preference of \$1,000 per share. The Fund intends to use the net proceeds from the sale of Term Preferred Shares to increase the Fund's leverage.*

The Fund. *This prospectus sets forth concisely information about the Fund that a prospective investor should know before investing, and should be retained for future reference. The Fund is a diversified, closed-end management investment company. The Fund's investment objective is to provide current income and the potential for capital appreciation.*

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Unlisted Shares. The Term Preferred Shares are not listed or traded on any securities exchange.

*Investing in Term Preferred Shares involves risks. See **Risk Factors** beginning on page 55. Certain of these risks are summarized in Prospectus Summary Special Risk Considerations beginning on page 11 of this prospectus.*

Neither the Securities and Exchange Commission (SEC) nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

PRICE \$1,000 A SHARE

	<u>Price to Public</u>	<u>Underwriting Discounts and Commissions</u>	<u>Estimated Offering Costs⁽¹⁾</u>	<u>Proceeds, after expenses, to the Fund</u>
Per Share	\$1,000	\$7.50	\$	\$
Total	\$	\$	\$	\$

⁽¹⁾ Total expenses of issuance and distribution, excluding underwriting discounts and commissions, are estimated to be \$. The Fund has agreed to pay, from its own assets, an upfront structuring fee to . See Underwriter on page 79 of this prospectus.

Book-Entry Only. It is expected that the Term Preferred Shares will be delivered to the underwriter in book-entry form only, through the facilities of The Depository Trust Company, on or about , 2015.

CUSIP No.

, 2015

(continued from previous page)

Investment Strategies. The Fund seeks to achieve its investment objective by investing, under normal circumstances, at least 70% of its Managed Assets (as defined on page 7) in adjustable rate corporate debt instruments. The Fund's portfolio will be invested primarily in below investment grade adjustable rate corporate debt instruments (commonly referred to as junk bonds), including senior secured loans, second lien loans, and other adjustable rate corporate debt instruments. The Fund cannot assure you that it will achieve its investment objective.

Leverage. The Fund utilizes structural leverage obtained through borrowings. The issuance of the Term Preferred Shares will increase the Fund's structural leverage. In addition to structural leverage, the Fund employs financial leverage to seek to enhance its potential current income and capital appreciation over time. The Fund may utilize derivatives such as credit default swaps, interest rate swaps and total return swaps that have the economic effect of financial leverage by creating additional investment exposure. See The Fund's Investments. There is no assurance that the Fund's leveraging strategy will be successful. Leverage involves special risks. See Risk Factors Fund Level Risks Leverage Risk.

Dividend Rate:

Series 2020 Term Preferred Shares

The dividend rate payable on the Term Preferred Shares on any date will be determined in accordance with the Fund's Statement Establishing and Fixing the Rights and Preferences of Term Preferred Shares (the Statement) and with reference to the following table:

<u>Date</u>	<u>Dividend Rate</u>
From and including the Date of Original Issue to but excluding , 2016	x.xxx%
From and including , 2016 to but excluding , 2017	x.xxx%
From and including , 2017 to but excluding , 2018	x.xxx%
From and including , 2018 to but excluding , 2019	x.xxx%
From and including , 2019 to but excluding , 2020	x.xxx%

See Description of Term Preferred Shares Dividends and Dividend Periods.

Dividends. Dividends on the Term Preferred Shares will be payable monthly. The first dividend period for the Term Preferred Shares will commence on the date of original issuance of Term Preferred Shares and end on , 2015 and each subsequent dividend period will be a calendar month (or the portion thereof occurring prior to the redemption of such Term Preferred Shares). Dividends will be paid on the first business day of the month next following a dividend period and upon redemption of the Term Preferred Shares (each payment date a Dividend Payment Date). Dividends with respect to any monthly dividend period will be declared and paid to holders of record of Term Preferred Shares as their names shall appear on the registration books of the Fund at the close of business on the day immediately preceding such Dividend Payment Date (or, if such day is not a business day, the next preceding business day).

Redemption. The Fund is required to redeem the Term Preferred Shares on , 2020 unless earlier redeemed or repurchased by the Fund. In addition, Term Preferred Shares are subject to optional redemption by the Fund in certain circumstances. Term Preferred Shares will be subject to redemption at the option of the Fund, subject to payment of a premium through , 2016, and at their liquidation preference thereafter. See Description of Term Preferred Shares Redemption.

Priority of Payment. *The Fund has entered into a credit agreement with State Street Bank and Trust Company (the Credit Agreement), and has an outstanding balance. See Use of Leverage. The rights of lenders, such as State Street Bank and Trust Company, and any other creditors to receive payments of interest on and repayments of principal of any borrowings are senior to the rights of holders of Term Preferred Shares and the Fund's common shares, with respect to the payment of dividends and other distributions, and upon liquidation. The Fund may not be permitted to declare dividends and other distributions with respect to the Term Preferred Shares and the Fund's common shares or redeem Term Preferred Shares unless at such time, the Fund meets certain asset coverage requirements and no event of default or other circumstance exists under the Credit Agreement that would limit or otherwise block the declaration of dividends or other distributions or payments in redemption. Term Preferred Shares, however, will be senior securities that represent stock of the Fund and are senior, with priority in all respects, to the Fund's common shares as to payments of dividends and as to distribution of assets upon dissolution, liquidation or winding up of the affairs of the Fund. The Fund may issue additional preferred shares on parity with Term Preferred Shares, subject to certain limitations. The Fund may not issue additional classes of shares that are senior to Term Preferred Shares and other outstanding preferred shares of the Fund as to payments of dividends or as to distribution of assets upon dissolution, liquidation or winding up of the affairs of the Fund. See Description of Term Preferred Shares.*

(continued from previous page)

Redemption and Paying Agent. *The redemption and paying agent for Term Preferred Shares will be [State Street Bank and Trust Company, Canton, Massachusetts].*

You should read this prospectus, which contains important information about the Fund, before deciding whether to invest in Term Preferred Shares and retain it for future reference. A Statement of Additional Information, dated _____, 2015, and as it may be supplemented, containing additional information about the Fund has been filed with the SEC and is incorporated by reference in its entirety into this prospectus. You may request a free copy of the Statement of Additional Information, the table of contents of which is on page 82 of this prospectus, annual and semi-annual reports to shareholders, when available, and other information about the Fund, and make shareholder inquiries by calling (800) 257-8787 or by writing to the Fund, or from the Fund's website (www.nuveen.com). The information contained in, or that can be accessed through, the Fund's website is not part of this prospectus. You also may obtain a copy of the Statement of Additional Information (and other information regarding the Fund) from the SEC's website (www.sec.gov).

Term Preferred Shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency.

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You should rely only on the information contained or incorporated by reference into this prospectus. The Fund has not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. The Fund is not making an offer of Term Preferred Shares in any state where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus. The Fund's business, financial condition and prospects may have changed since that date. The Fund will update this prospectus to reflect any material changes to the disclosures herein.

PROSPECTUS SUMMARY

This is only a summary. You should review the more detailed information contained elsewhere in this prospectus and in the Statement of Additional Information, dated _____, 2015, and as it may be supplemented (the SAI), including the Fund's Statement Establishing and Fixing the Rights and Preferences of Term Preferred Shares (the Statement), attached as Appendix A to the SAI, prior to making an investment in the Fund, especially the information set forth under the heading Risk Factors.

The Fund

Nuveen Short Duration Credit Opportunities Fund (the Fund) is a diversified, closed-end management investment company. The Fund's common shares, \$.01 par value (Common Shares), are traded on the New York Stock Exchange (the NYSE) under the symbol JSD. See Description of Outstanding Shares and Debt Common Shares. As of July 31, 2015, the Fund had 10,095,286 Common Shares outstanding and net assets applicable to Common Shares of \$188,031,360. The Fund commenced investment operations on May 25, 2011.

The Offering

The Fund is offering _____ Term Preferred Shares, Series 2020 (Series 2020 Term Preferred Shares or Term Preferred Shares), at a purchase price of \$1,000 per share. Term Preferred Shares are being offered by _____, acting as underwriter. See Underwriter. The Fund intends to use the net proceeds from the sale of Term Preferred Shares to increase the Fund's leverage. The first issuance date of the Term Preferred Shares upon the closing of this offering is referred to herein as the Date of Original Issue.

Priority of Payment

The Fund has entered into a credit agreement with State Street Bank and Trust Company (the Credit Agreement), and has an outstanding balance. See Use of Leverage. The rights of lenders, such as State Street Bank and Trust Company, and any other creditors to receive payments of interest on and repayments of principal of any borrowings are senior to the rights of holders of Term Preferred Shares and Common Shares (each, a Shareholder), with respect to the payment of dividends and other distributions, and upon liquidation.

Under the Credit Agreement, the Fund may not be permitted to declare dividends and other distributions with respect to the Term Preferred Shares and Common Shares or redeem Term Preferred Shares unless at such time, the Fund meets certain asset coverage requirements and no event of default or other circumstance exists under the Credit Agreement that would limit or otherwise block the declaration of dividends or other distributions or payments in redemption. In particular, the Fund may not declare a dividend on the Term Preferred Shares, or make a redemption payment in such shares, in the event that Asset Coverage (as defined below) is less than 225%. Additionally, under the Credit Agreement, the Fund cannot (i) permit the aggregate amount of total liabilities that are senior securities

representing indebtedness to exceed 33 $\frac{1}{3}$ % of the Fund's adjusted net assets immediately after giving effect to any Borrowings (as defined below), (ii) at any time permit the aggregate amount of total liabilities that are senior securities representing indebtedness to exceed 38% of the Fund's adjusted net assets, (iii) at any time that Borrowings are outstanding under the Credit Agreement, fail to have Asset Coverage of at least 225%, or (iv) at any time that Borrowings are outstanding under the Credit Agreement, permit the Preferred Adjusted Asset Coverage (as defined below) to be less than 200%. As used herein, Preferred Adjusted Asset Coverage means [Asset Coverage, excluding the liquidation preference of any preferred shares for which an irrevocable deposit sufficient to pay the full redemption price for such preferred shares has been made]. If the Fund defaults on these obligations under the Credit Agreement, the Fund is required to immediately prepay the principal amount of any Borrowings under the Credit Agreement (together with accrued interest thereon) and take other action to immediately cure such default. If any Borrowings under the Credit Agreement are outstanding and the Fund fails to have Asset Coverage of at least 225% as of the close of business on any Business Day on which Asset Coverage is required to be calculated, the Fund must, no later than the close of business on the twentieth Business Day (as defined below) following such event, prepay any Borrowings such that the Fund regains Asset Coverage of at least 225%. No Borrowings under the Credit Agreement may be used to make an irrevocable deposit to pay the redemption price for any preferred shares.

Term Preferred Shares will be senior securities that constitute stock of the Fund and are senior, with priority in all respects, to the Fund's Common Shares as to payments of dividends and as to distribution of assets upon dissolution, liquidation or winding up of the affairs of the Fund. The Fund may not issue additional classes of shares that are senior to the Term Preferred Shares as to payments of dividends and as to distribution of assets upon dissolution, liquidation or winding up of the affairs of the Fund.

Who May Want to Invest

You should consider your investment goals, time horizons and risk tolerance before investing in Term Preferred Shares. An investment in Term Preferred Shares is not appropriate for all investors and is not intended to be a complete investment program. Term Preferred Shares are designed as a short-term investment to help achieve the after-tax income and capital preservation goals of investors, and not as a trading vehicle. Term Preferred Shares may be an appropriate investment for you if you are seeking:

Consistent monthly dividends;

Return of your capital investment after a limited term of approximately five years;

A security that benefits from significant over-collateralization and related protective provisions; and

A short-term fixed income investment with potentially less price volatility than longer-dated fixed income securities.

However, keep in mind that you will need to assume the risks associated with an investment in Term Preferred Shares and the Fund. See Risk Factors.

Dividend Rate

Term Preferred Shares pay a dividend at an initial rate of % per annum of the \$1,000 liquidation preference per share, subject to adjustment as set forth below and in accordance with the Statement (the Dividend Rate). The Dividend Rate will not in any event be lower than the initial % Dividend Rate.

The Dividend Rate payable on the Term Preferred Shares on any date will be determined with reference to the following table:

<u>Date</u>	<u>Dividend Rate</u>
From and including the Date of Original Issue to but excluding , 2016	x.xxx%
From and including , 2016 to but excluding , 2017	x.xxx%
From and including , 2017 to but excluding , 2018	x.xxx%
From and including , 2018 to but excluding , 2019	x.xxx%
From and including , 2019 to but excluding , 2020	x.xxx%

See Description of Term Preferred Shares Dividends and Dividend Periods Dividend Rate.

Dividend Payments

The holders of Term Preferred Shares will be entitled to receive cumulative cash dividends and other distributions on each such share, when, as and if declared by, or under authority granted by, the Board of Trustees of the Fund (the Board of Trustees), out of funds legally available for payment. Dividends on the Term Preferred Shares will be payable monthly. The first dividend period for the Term Preferred Shares will commence on the Date of Original Issue of Term Preferred Shares and end on , 2015 and each subsequent dividend period will be a calendar month (or the portion thereof occurring prior to the redemption of such Term Preferred Shares) (each dividend period a Dividend Period). Dividends will be paid on the first Business Day of the month next following a Dividend Period and upon redemption of the Term Preferred Shares (each payment date a Dividend Payment Date). Dividends with respect to any monthly Dividend Period will be declared and paid to holders of record of Term Preferred Shares as their names shall appear on the registration books of the Fund at the close of business on the day immediately preceding such Dividend Payment Date (or, if such day is not a Business Day, the next preceding Business Day). See Description of Term Preferred Shares Dividends and Dividend Periods.

Business Day means any day (a) other than a day on which commercial banks in The City of New York, New York are required or authorized by law or executive order to close and (b) on which the NYSE is not closed.

On account of the foregoing provisions, only the holders of Term Preferred Shares on the record date for a Dividend Period will be entitled to receive dividends and other distributions payable with respect to such Dividend Period, and holders of Term Preferred Shares who sell shares before such a record date and purchasers of Term Preferred Shares who purchase shares after such a record date should take the effect of the foregoing provisions into account in evaluating the price to be received or paid for such Term Preferred Shares.

Term Redemption

The Fund is required to provide for the mandatory redemption of all outstanding Term Preferred Shares on _____, 2020 at a redemption price equal to \$1,000 per share plus an amount equal to accumulated but unpaid dividends thereon (whether or not earned or declared but excluding interest thereon) to (but excluding) the redemption date (the Term Redemption Price) out of funds legally available therefore [and to the extent permitted by any credit agreement in effect on such date]. No amendment, alteration or repeal of the obligations of the Fund to redeem all of the Term Preferred Shares on _____, 2020 can be effected without the unanimous vote or consent of the holders of Term Preferred Shares outstanding at such time. See Description of Term Preferred Shares Redemption and Voting Rights.

Asset Coverage and Corrective

Action

If the Fund fails to have Asset Coverage (as defined under Asset Coverage below) of at least 225% as of the close of business on any Business Day on which such Asset Coverage is required to be calculated and such failure is not cured as of the close of business on the date that is 30 calendar days following such Business Day (the Asset Coverage Cure Date), the Fund will, to the extent permitted by the Investment Company Act of 1940, as amended (the 1940 Act) and Massachusetts law [and pursuant to the terms and conditions of any credit agreement, loan agreement, credit facility or other agreement representing borrowings of the Fund that is in effect at such time,] by the close of business on the Business Day next following such Asset Coverage Cure Date, determine (i) the Corrective Action (as defined below) to be taken to cause the Fund to regain Asset Coverage; (ii) if applicable, the identity and market value of assets of the Fund to be sold in connection with a Corrective Action; and (iii) the date, which date will not be later than 20 Business Days following such Asset Coverage Cure Date, on which the Fund will regain Asset Coverage. As used herein, Corrective Action means, for the purpose of allowing the Fund to comply with the Asset Coverage requirements, (a) the irrevocable deposit with the

Redemption and Paying Agent (as defined below) of certain securities described in the Statement to fund the redemption of Term Preferred Shares; (b) the repayment of indebtedness of the Fund; (c) corrective trades involving Fund assets; or (d) any combination of the actions described in clauses (a) through (c) above. If Term Preferred Shares are to be redeemed in such an event, they will be redeemed out of funds legally available therefore [and to the extent permitted by any credit agreement in effect on such date] at a redemption price equal to their \$1,000 liquidation preference per share plus accumulated but unpaid dividends thereon (whether or not declared, but excluding interest thereon) to (but excluding) the date fixed for such redemption (the Asset Coverage Redemption Price). Corrective trades described above may be made at a time when it would be disadvantageous for the Fund to do so.

Optional Redemption

Term Preferred Shares will be subject to optional redemption (in whole or, from time to time, in part) at the sole option of the Fund out of funds legally available therefor [and to the extent permitted by any credit agreement in effect on such date], at the redemption price per share equal to the sum of the \$1,000 liquidation preference per share plus (i) a premium of 0.5% of the liquidation preference (with no such premium on or after , 2016) and (ii) an amount equal to accumulated but unpaid dividends thereon (whether or not earned or declared but excluding interest thereon) to (but excluding) the date fixed for such redemption. See Description of Term Preferred Shares Redemption Optional Redemption.

Federal and State Income Taxes

The Fund has elected to be treated, and intends to continue to qualify each year, as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended (the Code). As a regulated investment company, the Fund generally does not expect to be subject to federal income tax. The Fund has received an opinion from its tax counsel that for federal income tax purposes, the Term Preferred Shares will be treated as equity in the Fund. See Tax Matters.

Ratings

The Fund will use commercially reasonable efforts to cause at least one rating agency with respect to the Term Preferred Shares (each a Rating Agency and collectively the Rating Agencies) to publish a credit rating with respect to Term Preferred Shares for so long as Term Preferred Shares are outstanding. The Board of Trustees has the right to terminate the designation of any of the Rating Agencies for purposes of the Term Preferred Shares, provided that at least one Rating Agency continues to maintain a rating with respect to the Term Preferred Shares. The Board of Trustees has initially designated each of Moody's Investor Services, Inc. (Moody's) and Fitch Ratings, Inc. (Fitch) as a Rating Agency.

Asset Coverage

If the Fund fails to maintain at least 225% asset coverage as of the close of business on each Business Day, and such failure is not cured as of the Asset Coverage Cure Date, the Fund shall be required to take Corrective Action as provided above. Asset Coverage for Term Preferred Shares is calculated pursuant to Section 18(h) of the 1940 Act, as in effect on the date of the Statement, and is determined on the basis of values calculated as of a time within 48 hours (only including Business Days) preceding each daily determination (Asset Coverage). See Description of Term Preferred Shares Asset Coverage.

The Fund estimates that on the Date of Original Issue, the Asset Coverage, based on the composition of its portfolio as of _____, 2015, and after giving effect to (i) the issuance of Term Preferred Shares offered hereby (\$ _____), and (ii) \$ _____ of underwriting discounts and commissions and estimated offering costs for such Term Preferred Shares, will be _____%.

Voting Rights

Except as otherwise provided in the Fund's Declaration of Trust, the Statement or as otherwise required by law, (i) each holder of Term Preferred Shares shall be entitled to one vote for each Term Preferred Share held by such holder on each matter submitted to a vote of Shareholders of the Fund and (ii) the holders of outstanding preferred shares, including the Term Preferred Shares, and of Common Shares (Common Shares and Term Preferred Shares shall hereinafter be referred to together as the Shares) shall vote together as a single class; provided that holders of preferred shares, including the Term Preferred Shares, voting separately as a class, shall elect at least two of the Fund's trustees and will elect a majority of the Fund's trustees to the extent the Fund fails to pay dividends on any preferred shares, including the Term Preferred Shares, in an amount equal to two full years of dividends on that stock. See Description of Term Preferred Shares Voting Rights.

Liquidation Preference

The liquidation preference of Term Preferred Shares will be \$1,000 per share (the Liquidation Preference). In the event of any liquidation, dissolution or winding up of the affairs of the Fund, whether voluntary or involuntary, the holders of Term Preferred Shares will be entitled to receive a liquidation distribution per share equal to the Liquidation Preference plus an amount equal to all unpaid dividends and other distributions accumulated to (but excluding) the date fixed for distribution or payment (whether or not earned or declared by the Fund, but excluding interest thereon). See Description of Term Preferred Shares Liquidation Rights.

Investment Objective and Policies

The Fund's investment objective is to provide current income and the potential for capital appreciation. The Fund cannot assure you that it will achieve its investment objective.

The Fund's portfolio will be invested primarily in below investment grade adjustable rate corporate debt instruments, including senior secured loans, second lien loans, and other adjustable rate corporate debt instruments. Under normal market circumstances, the Fund invests at least 70% of its Managed Assets in adjustable rate senior loans and second lien loans. Managed Assets means the total assets of the Fund, minus the sum of its accrued liabilities (other than Fund liabilities incurred for the express purpose of creating leverage). Total assets for this purpose shall include assets attributable to the Fund's use of effective leverage (whether or not those assets are reflected in the Fund's financial statements for purposes of generally accepted accounting principles). See The Fund's Investments for additional information on the types of securities in which the Fund may invest. Senior loans and second lien loans are made to U.S. and non-U.S. corporations, partnerships and other business entities (Borrowers, and each, a Borrower) that operate in various industries and geographic regions. Senior loans, second lien loans and other adjustable rate instruments pay interest at rates which are determined periodically at short-term intervals on the basis of an adjustable base lending rate, primarily the London Interbank Offered Rate (LIBOR), plus a premium, and are therefore regarded as having short-term durations. In addition, the Fund may make limited tactical investments in high yield debt and other debt instruments as described herein.

The Fund also may enter into tactical short positions consisting primarily of high yield debt. The high yield debt instruments may have intermediate-term or even long-term durations, but investments in those instruments will not be made in a manner that will cause the Fund's average portfolio duration (including the effect of leverage) to exceed two years. Short selling involves selling instruments that may be owned, and if not owned, borrowing the same instruments for delivery to the purchaser, with an obligation to replace the borrowed instruments at a later date. Short selling allows the short seller to profit from declines in market prices to the extent such declines exceed the transaction costs and the costs of borrowing the instruments.

Substantially all of the Fund's portfolio likely will be invested in corporate debt instruments that are, at the time of investment, rated below investment grade or unrated but judged by the portfolio managers to be of comparable quality. A debt instrument is considered investment grade quality if it is rated within the four highest letter grades (BBB or Baa or better) by at least one nationally recognized statistical rating organization (NRSRO) that rates such instrument (even if it is rated lower by another), or if it is unrated but judged to be of comparable quality by the portfolio managers. Debt instruments of below investment grade quality are regarded as having predominately speculative characteristics with respect to capacity to pay interest and repay principal and are commonly referred to as junk

bonds or high yield debt, which implies higher price volatility and default risk than investment grade instruments of comparable terms and duration. See Risk Factors Issuer Level Risks Issuer Credit Risk , Risk Factors Issuer Level Risks Below Investment Grade Risk and Risk Factors Security Level Risks Short Exposure Risk.

The Fund uses leverage to seek to enhance current income and capital appreciation.

Under normal circumstances:

The Fund invests at least 70% of its Managed Assets in adjustable rate corporate debt instruments, including senior secured loans, second lien loans, and other adjustable rate corporate debt instruments.

The Fund may make limited tactical investments in high yield debt and other debt instruments as described herein in an aggregate amount of up to 30% of its Managed Assets.

No more than 30% of the Fund's Managed Assets may be invested in debt instruments that are, at the time of investment, rated CCC+ or Caa1 or below by any NRSRO or that are unrated but judged by the portfolio managers to be of comparable quality.

The Fund may enter into tactical short positions, consisting primarily of high yield debt, either directly or through the use of derivatives, including credit default swaps, creating a negative investment exposure or hedging existing long (positive) investment exposure in a notional amount up to 20% of its Managed Assets.

The Fund may invest up to 20% of its Managed Assets in debt instruments of non-U.S. issuers (which term for purposes of this prospectus includes Borrowers) that are U.S. dollar or non-U.S. dollar denominated. The Fund's investments in debt instruments of non-U.S. issuers may include debt instruments located, or conducting their business, in emerging market countries.

The Fund may invest up to 10% of its Managed Assets in securities of other open- or closed-end investment companies (including exchange traded funds (ETFs)) that invest primarily in securities of the types in which the Fund may invest directly.

See The Fund's Investments Investment Objective, and Investment Policies.

The Fund may enter into certain derivative transactions, such as credit default swaps and interest rate swaps, as a hedging technique to protect against potential adverse changes in the market value of portfolio instruments. The Fund also may use derivatives to attempt to protect the net asset value (NAV) of the Fund, to facilitate the sale of certain portfolio instruments, to manage the Fund's effective

interest rate exposure, and as a temporary substitute for purchasing or selling particular instruments. The Fund also may enter into derivative transactions such as total return swaps on an underlying index to create investment exposure to the extent such transactions may facilitate implementation of the Fund's investment strategy.

Under normal market circumstances, the Fund will maintain an average duration of two years or less for its portfolio (including the effect of leverage, but after the effect of derivatives used to shorten duration). In this prospectus, average duration and average portfolio duration are each defined to be the modified duration of the Fund's portfolio, which is the measure of a debt instrument's or a portfolio's price sensitivity with respect to changes in market yields adjusted to reflect the effect of the Fund's effective leverage. When the average duration of the portfolio is expected to be longer than two years, the Fund will use interest rate swaps, interest rate futures or other derivative instruments to shorten such duration. Prices of instruments with shorter durations tend to be less sensitive to interest rate changes than instruments with longer durations. In general, the value of a portfolio of instruments with a shorter duration can be expected to be less sensitive to interest rate changes than a portfolio with a longer duration. For example, the price of a bond with an effective duration of two years will rise (fall) two percent for every one percent decrease (increase) in its yield, and the price of a five-year duration bond will rise (fall) five percent for a one percent decrease (increase) in its yield.

During temporary defensive periods or in order to keep the Fund's cash fully invested, including during the period when the net proceeds of the offering of Term Preferred Shares are first being invested, the Fund may deviate from its investment policies and objective. During such periods, the Fund may invest up to 100% of its Managed Assets in short-term investments, including high quality, short-term securities, or may invest in short-, intermediate-, or long-term U.S. Treasury securities. There can be no assurance that such strategies will be successful. For a more complete discussion of the Fund's portfolio composition, see The Fund's Investments.

Swap

Prior to the closing date of this offering, the Fund expects to enter into an interest rate swap with [redacted] that seeks to convert the economic impact of the dividend payable by the Fund on the Term Preferred Shares to a variable rate exposure. Under the swap, the Fund would receive a fixed payment at a rate equal to the applicable dividend rate being paid by the Fund on the Term Preferred Shares and in turn pay a fixed spread to the one-month LIBOR index. [redacted] has the right, but not the obligation, to terminate the swap agreement at any time after [redacted], 201[redacted]. Settlement of the swap is contingent on the closing of the Term Preferred Shares offering. The swap termination date is not contractually tied to the redemption of the Term Preferred Shares. Terms and conditions of the swap may be modified by the mutual written agreement of the Fund and [redacted].

Investment Adviser

Nuveen Fund Advisors, LLC (Nuveen Fund Advisors), the Fund's investment adviser, is responsible for determining the Fund's overall investment strategy and its implementation. Nuveen Fund Advisors, a registered investment adviser, is a wholly-owned subsidiary of Nuveen Investments, Inc. (Nuveen Investments). Founded in 1898, Nuveen Investments and its affiliates had approximately \$230 billion of assets under management as of June 30, 2015. See Management of the Fund Investment Adviser, Sub-Adviser and Portfolio Managers.

Nuveen Investments is a wholly-owned subsidiary of TIAA-CREF. TIAA-CREF is a national financial services organization with approximately \$869 billion in assets under management as of June 30, 2015, and is the leading provider of retirement services in the academic, research, medical and cultural fields. Nuveen Investments operates as a separate subsidiary within TIAA-CREF's asset management business.

Sub-Adviser

Symphony Asset Management, LLC (Symphony) serves as the Fund's investment sub-adviser and is an affiliate of Nuveen Fund Advisors. Symphony is a registered investment adviser. Symphony oversees the day-to-day investment operations of the Fund.

Use of Leverage

In addition to offering Term Preferred Shares, the Fund employs leverage through borrowing (Borrowings). The Fund has entered into a \$95,000,000 Credit Agreement with State Street Bank and Trust Company. It is expected that the borrowing capacity under the Credit Agreement will be reduced to \$85,200,000 on or about October 19, 2015. The term of the Credit Agreement currently ends on [August 4, 2016]. The Fund has the right to augment or replace the Credit Agreement with a new credit agreement in the future, and any such augmented or replacement credit agreement may contain terms that are materially different than the terms contained in the existing Credit Agreement, including terms that limit payments to holders of Term Preferred Shares. As of July 31, 2015, the Fund's outstanding balance on these Borrowings under the Credit Agreement was \$85,200,000. For the fiscal year ended July 31, 2015, the average daily balance outstanding and the average annual interest rate on these Borrowings were \$85,132,055 and 0.87%, respectively. This credit facility is secured by substantially all of the assets of the Fund. Issuance of Term Preferred Shares will increase the Fund's leverage.

Leverage involves special risks. See Risk Factors Fund Level Risks Leverage Risk. There is no assurance that the Fund's leveraging strategy will be successful. See Use of Leverage.

The Fund pays a management fee to Nuveen Fund Advisors (which in turn pays a portion of its fee to the Fund's sub-adviser, Symphony) based on a percentage of Managed Assets. Managed Assets for this

purpose includes the proceeds realized and managed from the Fund's use of leverage as set forth in the Fund's investment management agreement. Nuveen Fund Advisors will be responsible for using leverage to pursue the Fund's investment objective, and will base its decision regarding whether and how much leverage to use for the Fund based on its assessment of whether such use of leverage will advance the Fund's investment objective. However, a decision to increase the Fund's leverage will have the effect, all other things being equal, of increasing Managed Assets and therefore Nuveen Fund Advisors' and Symphony's fees. Thus, Nuveen Fund Advisors and Symphony may have a conflict of interest in determining whether to increase the Fund's use of leverage. Nuveen Fund Advisors will seek to manage that potential conflict by only increasing the Fund's use of leverage when it determines that such increase is in the best interest of the Fund and is consistent with the Fund's investment objective, and by periodically reviewing the Fund's performance and use of leverage with the Board of Trustees.

Unlisted Shares

The Term Preferred Shares are not listed or traded on any securities exchange.