

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 <sup>(1)</sup>               |   | 38,939  | A  | \$ 50 38,939  | D                             |
| Series C Cumulative Puttable and Callable Preferred Shares | 03/29/2018                           |  | J <sup>(1)</sup>               |   | 1,346   | A  | \$ 50 1,346   | I                             |
|  |                                      |  |                                |   |   |  |   | Trust Accounts <sup>(2)</sup> |

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

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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