

COHEN & STEERS REIT & PREFERRED INCOME FUND INC

Form 5

February 13, 2014

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362

Expires: January 31, 2015

Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
STEERS ROBERT HAMILTON

2. Issuer Name and Ticker or Trading Symbol
COHEN & STEERS REIT & PREFERRED INCOME FUND INC [RNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2013

280 PARK AVENUE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

NEW YORK, NY 10017

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	12/24/2013	Â	G	15 (1) D \$ 0	187,210	D	Â
Common Stock, par value \$0.001	12/30/2013	Â	G	15 (1) D \$ 0	187,195	D	Â

per share										
Common Stock, par value \$0.001 per share	12/30/2013	Â	G	15 ⁽¹⁾	D	\$ 0	187,180	D	Â	
Common Stock, par value \$0.001 per share	12/31/2013	Â	J	12,895 ⁽²⁾	A	\$ 0	200,075	D	Â	
Common Stock, par value \$0.001 per share	12/31/2013	Â	J	89 ⁽³⁾	A	\$ 0	1,336	I	By Spouse ⁽⁴⁾	
Common Stock, par value \$0.001 per share	12/31/2013	Â	J	856 ⁽³⁾	A	\$ 0	12,821.9012	I	In Children's Account ⁽⁵⁾	
Common Stock, par value \$0.001 per share	12/31/2013	Â	J	1,458 ⁽²⁾	A	\$ 0	24,399	I	By Foundation ⁽⁶⁾	

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.

SEC 2270
(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. of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEERS ROBERT HAMILTON 280 PARK AVENUE NEW YORK, NY 10017	Â	Â	Â Co-Chairman	Â

Signatures

Tina M. Payne,
Attorney-in-Fact

02/13/2014

__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) Shares were gifted to the reporting person's godchildren for no monetary compensation.
- (2) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2013 reporting year.
- (3) Shares were acquired through dividend reinvestments at various prices at fair market value throughout the 2013 reporting year; the account balance has been adjusted as a result of reconciliation of prior transactions in the account.
- (4) The reporting person disclaims beneficial ownership of the securities in the spouse's account, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (5) The reporting person disclaims beneficial ownership of the securities in the children's account, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (6) The reporting person disclaims beneficial ownership of the securities in the Grandview Steers Foundation account, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

ALIGN="center">PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Civitas Solutions, Inc. (the Company) with the Commission, are incorporated in this Registration Statement by reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017, filed with the Commission on December 12, 2017;
- (b) The portions of our Definitive Proxy Statement on Schedule 14A filed on January 20, 2017 that are incorporated by reference into Part III of our Annual Report on Form 10-K for the fiscal year ended September 30, 2016;
- (c) the Company's Current Reports on Form 8-K, filed with the Commission on October 26, 2017 and November 24, 2017; and

(d) The description of the Company's common stock contained in the Company's Registration Statement on Form 8-A filed with the Commission on September 16, 2014, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendments or reports filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (other than Current Reports on Form 8-K furnished pursuant to Item 2.02 and Item 7.01 of Form 8-K, including any exhibits included with such information that are related to such items) after the date of this Registration Statement, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents; *provided, however*, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit Number	Description
4.1	<u>Amended and Restated Certificate of Incorporation of Civitas Solutions, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (No. 333-196281), filed with the Commission on August 27, 2014).</u>
4.2	<u>Amended and Restated Bylaws of Civitas Solutions, Inc. (incorporated by reference to Exhibit 3.2 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (No. 333-196281), filed with the Commission on August 27, 2014).</u>
4.3	<u>Specimen Common Stock Certificate of Civitas Solutions, Inc. (incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (No. 333-196281), filed with the Commission on August 27, 2014).</u>
4.4	<u>Civitas Solutions, Inc. 2014 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.24 to Amendment No. 3 to the Registrant's Registration Statement on Form S-1 (No. 333-196281), filed with the Commission on August 27, 2014).</u>
5.1*	<u>Opinion of Kirkland & Ellis LLP</u>
23.1*	<u>Consent of Deloitte & Touche LLP</u>
23.2*	<u>Consent of Kirkland & Ellis LLP (included in Exhibit 5.1)</u>
24.1*	<u>Powers of Attorney (included on signature page hereto)</u>

* Filed herewith.

Item 9. Undertakings.

(a) The undersigned Company hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

(2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Company will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Explanation of Responses:

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, State of Massachusetts, on December 12, 2017.

CIVITAS SOLUTIONS, INC.

By: /s/ Bruce F. Nardella
Name: Bruce F. Nardella
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each officer and director of Civitas Solutions, Inc. whose signature appears below hereby severally constitutes and appoints Bruce F. Nardella, Denis M. Holler and Gina L. Martin, and each of them individually (with full power to each of them to act alone), with full power of substitution and resubstitution, his or her true and lawful attorney-in fact and agent, with full powers to each of them to sign for us, in our names and in the capacities indicated below, this Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and any and all amendments to this Registration Statement (including post-effective amendments), granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as each of them might or could do in person, and hereby ratifying and confirming all that said attorneys, and each of them, or their substitute or substitutes, may lawfully do or cause to be done by virtue of this power of attorney. This power of attorney may be executed in counterparts and all capacities to sign any and all amendments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on December 12, 2017.

Signature	Title
/s/ Bruce F. Nardella	President, Chief Executive Officer and Director
Bruce F. Nardella	(principal executive officer)
/s/ Denis M. Holler	Chief Financial Officer
Denis M. Holler	(principal financial officer and principal accounting officer)
/s/ Chris A. Durbin	Director

Chris A. Durbin

/s/ James L. Elrod, Jr.

Director

James L. Elrod, Jr.

/s/ Patrick M. Gray

Director

Patrick M. Gray

Signature	Title
/s/ Pamela F. Lenehan	Director
Pamela F. Lenehan	
/s/ Gregory S. Roth	Director
Gregory S. Roth	
/s/ Guy Sansone	Director
Guy Sansone	
/s/ Mary Ann Tocio	Director
Mary Ann Tocio	