

BOULDER GROWTH & INCOME FUND
 Form 4/A
 May 05, 2015

FORM 4

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

OMB APPROVAL

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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 *
 FISCHER BRENDON J

2. Issuer Name and Ticker or Trading Symbol
 BOULDER GROWTH & INCOME FUND [BIF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 2344 SPRUCE STREET, SUITE A
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/20/2015

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

BOULDER, CO 80302
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/24/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/20/2015 | | P(1) | | 2,574 | A | <u>(2)</u> <u>(3)</u> 4,874 |
| Common Stock | 03/20/2015 | | P(1) | | 2,194 | A | <u>(2)</u> <u>(4)</u> 7,068 |
| Common Stock | 03/20/2015 | | P(1) | | 10,309 | A | <u>(2)</u> <u>(5)</u> 17,377 |

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

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number.

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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------------------|
| | Director | 10% Owner | Officer | Other |
| FISCHER BRENDON J 2344 SPRUCE STREET SUITE A BOULDER, CO 80302 | | | | Portfolio Manager |

Signatures

/s/ Brendon Fischer 05/05/2015

**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) On March 20, 2015, Boulder Total Return Fund, Inc. ("BTF"), The Denali Fund Inc. ("DNY") and First Opportunity Fund, Inc. ("FOFI") reorganized into Boulder Growth & Income Fund, Inc. ("BIF") (the "Reorganization") pursuant to that certain Agreement and Plan of Reorganization, dated as of March 5, 2015 (the "Agreement"). Pursuant to the Agreement, BIF acquired all of the assets and liabilities of BTF, DNY and FOFI in exchange for common shares of BIF (the "BIF Shares").
- The Reorganization occurred based on the relative net asset values ("NAV") of BIF, BTF, DNY and FOFI as of the close of regular trading on the New York Stock Exchange on March 20, 2015. At such time, BIF reported net assets of \$273,608,352.67 and a NAV per share of \$10.73; BTF reported net assets of \$413,286,769.95 and a NAV per share of \$33.50; DNY reported net assets of \$108,819,429.37 and a NAV per share of \$26.18; and FOFI reported net assets of \$342,875,845.30 and a NAV per share of \$11.93. Holders of BTF shares received 3.121182 BIF Shares for each BTF share owned, holders of DNY shares received 2.439214 BIF Shares for each DNY share owned; and holders of FOFI shares received 1.111719 BIF Shares for each FOFI share owned. Fractional shares were paid in cash.
- (3)

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In connection with the Reorganization, Mr. Fischer received 2,574 BIF Shares (and cash for fractional shares, if any) for his 825 shares of BTF.

- (4) In connection with the Reorganization, Mr. Fischer received 2,194 BIF Shares (and cash for fractional shares, if any) for his 900 shares of DNY.
- (5) In connection with the Reorganization, Mr. Fischer received 10,309 BIF Shares (and cash for fractional shares, if any) for his 9,275 shares of FOFL.

Remarks:

This Form 4/A (this "Amendment") is being filed by the Reporting Person to amend and restate in its entirety the Form 4 original.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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