

GABELLI DIVIDEND & INCOME TRUST
Form SC 13D/A
June 02, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 4)

The GDL Fund
(Name of Issuer)

Common Shares
(Title of Class of Securities)

361570104
(CUSIP Number)

David Goldman
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 29, 2014
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 361570104

Names of reporting persons
 I.R.S. identification nos. of above persons
 (entities only)
 1 GAMCO Asset Management
 Inc.
 I.D. No. 13-4044521

Check the appropriate box if a member of a
 2 group (SEE INSTRUCTIONS) (a)

(b)
 3 Sec use only

Source of funds (SEE INSTRUCTIONS)
 4 00-Funds of investment advisory clients

Check box if disclosure of legal proceedings is
 5 required pursuant to items 2 (d) or 2 (e)

Citizenship or place of organization
 6 New York

Number Of :7 Sole voting power

Shares : 16,823 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 16,823 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount beneficially owned by each
 reporting person

16,823 (Item 5)

12 Check box if the aggregate amount in row (11)
excludes certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented by amount in row
(11)

0.08%

14 Type of reporting person (SEE
INSTRUCTIONS)
IA, CO

2

CUSIP No. 361570104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities
only)
Gabelli Securities, Inc.

2 I.D. No. 13-3379374
Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

3 (b)
Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
00-Client Funds

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Delaware

Number Of : 7 Sole voting power

Shares : 7,174 (Item 5)

Beneficially : 8 Shared voting power

Owned : None

By Each : 9 Sole dispositive power

Reporting : 7,174 (Item 5)

Person : 10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

7,174 (Item 5)
12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)
13 Percent of class represented
by amount in row (11)

0.04%
14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO, IA

3

CUSIP No. 361570104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities
only)
Gabelli Foundation, Inc.

2 I.D. No. 94-2975159
Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS)
(a)

(b)
3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
WC
5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
NV

Number Of :7 Sole voting power

Shares : 20,998 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 20,998 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 20,998 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 0.10%
Type of reporting person
(SEE INSTRUCTIONS)
00-Private Foundation

4

CUSIP No. 361570104

Names of reporting persons
 I.R.S. identification nos. of above persons
 (entities only)

1 MJG-IV Limited I.D.
 Partnership
 No. 13-3191826
 Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)
 3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 See Item 3

5 Check box if disclosure of legal proceedings
 is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 New York

Number Of :7 Sole voting power

Shares : 42,463 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 42,463 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount beneficially owned by each reporting person

42,463 (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)

13 Percent of class represented by amount in row (11)

0.21%

14

Type of reporting person (SEE
INSTRUCTIONS)

PN

5

CUSIP No. 361570104

1 Names of reporting persons
 I.R.S. identification nos. of above
 persons (entities only)
 GAMCO Investors,
 Inc.
 I.D. No. 13-4007862
 Check the appropriate box if a
 member of a group (SEE
 INSTRUCTIONS)

2 (a)

(b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 WC

5 Check box if disclosure of legal
 proceedings is required pursuant
 to items 2 (d) or 2 (e)

6 Citizenship or place of
 organization
 Delaware

Number Of :7 Sole voting power

Shares : 1,129,467 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 1,129,467 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount beneficially
 owned by each reporting person

1,129,467 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented by
amount in row (11)

5.95%

14 Type of reporting person (SEE
INSTRUCTIONS)
HC, CO

6

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CUSIP No. 361570104

Names of reporting persons
I.R.S. identification nos. of above
persons (entities only)
1 GGCP, Inc.

I.D. No. 13-3056041
Check the appropriate box if a member
of a group (SEE
2 INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
None

5 Check box if disclosure of legal
proceedings is required pursuant to
items 2 (d) or 2 (e)

6 Citizenship or place of organization
New York

Number Of :7 Sole voting power

Shares : 130,212 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 130,212 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount beneficially owned
by each reporting person

130,212 (Item 5)

12 Check box if the aggregate amount in
row (11) excludes certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented by amount
in row (11)

0.64%

14 Type of reporting person (SEE
INSTRUCTIONS)
HC, CO

7

CUSIP No. 361570104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities
only)

Mario J. Gabelli

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS)

(a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
USA

Number Of :⁷ Sole voting power

Shares : 206,468 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 206,468 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

206,468 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

1.01%

14 Type of reporting person
(SEE INSTRUCTIONS)

IN

8

Item 1. Security and Issuer

This Amendment No. 4 to Schedule 13D on the Common Shares of The GDL Fund (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D"), which was originally filed on January 31, 2007. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, Inc. ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P., Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust

Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust by Gabelli, The GAMCO Natural Resources Gold & Income Trust by Gabelli, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli SRI Fund, Inc., and The Gabelli Healthcare & Wellness^{Rx} Trust, (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Strategic Value and GAMCO Merger Arbitrage), a UCITS III vehicle. Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mitessm Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

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 Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$2,273,680 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GGCP used approximately \$116,375 of working capital to purchase the additional Securities reported by it. GBL used approximately \$1,106,360 of working capital to purchase the additional Securities reported by it. Mario Gabelli used approximately \$836,824 of funds of a private entity to purchase the additional Securities reported by it. Foundation used approximately \$140,306 of working capital to purchase the additional Securities reported by it. MJG-IV used approximately \$73,815 of funds of a private entity to purchase the additional Securities reported by it.

Item 5. Interest In Securities Of The Issuer

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Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 1,643,605 shares, representing 8.02% of the 20,489,851 shares outstanding as reported by the Issuer on May 29, 2014. The Reporting Persons beneficially own those Securities as follows:

| Name | Shares of Common Stock | % of Class of Common |
|---------------|---------------------------|-------------------------|
| GAMCO | 16,823 | 0.08% |
| GSI | 7,174 | 0.04% |
| Foundation | 20,998 | 0.10% |
| GBL | 1,129,467 | 5.95% |
| GGCP | 130,212 | 0.64% |
| MJG-IV | 42,463 | 0.21% |
| Mario Gabelli | 206,468 | 1.01% |

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by G.research. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except the voting power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 30, 2014

GGCP, INC.
MARIO J. GABELLI
GABELLI FOUNDATION, INC.
MJG-IV LIMITED PARTNERSHIP

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson
Attorney-in-Fact

GAMCO ASSET MANAGEMENT INC.
GAMCO INVESTORS, INC.
GABELLI SECURITIES, INC.

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson
President & Chief Operating Officer – GAMCO Investors, Inc.
President – GAMCO Asset Management Inc.
President – Gabelli Securities, Inc.

Schedule I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.
Directors:

Mario J. Gabelli
Chief Executive
Officer of GGCP,
Inc., and
Chairman &
Chief Executive
Officer of
GAMCO
Investors, Inc.;
Director/Trustee
of all registered
investment
companies
advised by
Gabelli Funds,
LLC.

Marc J. Gabelli
Chairman of The
LGL Group, Inc.
2525 Shader
Road
Orlando, FL
32804

Matthew R. Gabelli
Vice President –
Trading
G.research, Inc.
One Corporate
Center
Rye, NY 10580

Charles C. Baum
Secretary &
Treasurer
United Holdings
Co., Inc.
2545 Wilkens
Avenue
Baltimore, MD
21223

Fredric V. Salerno

Chairman;
Former Vice
Chairman and
Chief Financial
Officer
Verizon
Communications

Officers:

| | |
|------------------|--------------------------------------------------------------------------|
| Mario J. Gabelli | Chief Executive Officer and Chief Investment Officer |
| Marc J. Gabelli | President Vice President, Assistant Secretary and Controller |
| Silvio A. Berni | |

GGCP Holdings LLC
Members:

| | |
|------------------|-----------------------|
| GGCP, Inc. | Manager and Member |
| Mario J. Gabelli | Member |

GAMCO Investors, Inc.
Directors:

| | |
|---------------------|-----------------------------------------------------------------------------------------------------------------------------------------|
| Edwin L. Artzt | Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202 |
| Raymond C. Avansino | |
| Richard L. Bready | Chairman & Chief Executive Officer E.L. Wiegand Foundation 165 West Liberty Street Reno, NV 89501 |

| | |
|---------------------|------------------------------------------------------------------------------------------------------------------------------------|
| | Former Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903 |
| | See above |
| Mario J. Gabelli | Director c/o GAMCO Investors, Inc. One Corporate Center Rye, NY 10580 |
| Elisa M. Wilson | |
| Eugene R. McGrath | Former Chairman and Chief Executive Officer Consolidated Edison, Inc. 4 Irving Place New York, NY 10003 |
| Robert S. Prather | Former President & Chief Operating Officer Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319 |
| Officers: | |
| Mario J. Gabelli | Chairman and Chief Executive Officer |
| Douglas R. Jamieson | President and Chief Operating Officer |
| Henry G. Van der Eb | |
| Bruce N. Alpert | Senior Vice President |
| Agnes Mullady | |
| Robert S. Zuccaro | Senior Vice President |

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| | |
|------------------|------------------------------------------------------------------|
| Kevin Handwerker | Senior Vice President |
| | Executive Vice President and Chief Financial Officer |
| | Executive Vice President, General Counsel and Secretary |

GAMCO Asset Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

| | |
|------------------|-------------------------------------------------------------------------------------|
| Mario J. Gabelli | Chief Executive Officer and Chief Investment Officer – Value Portfolios |
|------------------|-------------------------------------------------------------------------------------|

| | |
|---------------------|-------------------------------------------------------------------|
| Douglas R. Jamieson | President, Chief Operating Officer and Managing Director |
|---------------------|-------------------------------------------------------------------|

| | |
|-------------------|----------------------------|
| Robert S. Zuccaro | Chief Financial Officer |
|-------------------|----------------------------|

| | |
|---------------|-------------------------------------------------------------------|
| David Goldman | General Counsel, Secretary & Chief Compliance Officer |
|---------------|-------------------------------------------------------------------|

Gabelli Funds, LLC
Officers:

| | |
|------------------|---------------------------------------------------|
| Mario J. Gabelli | Chief Investment Officer – Value Portfolios |
| Bruce N. Alpert | Executive Vice President and |

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Chief Operating
Officer

Agnes Mullady

President and
Chief Operating
Officer – Open
End Fund
Division

Robert S. Zuccaro

Chief Financial
Officer

David Goldman

General Counsel

Teton Advisors, Inc.
Directors:

Howard F. Ward

Chairman of the
Board

Nicholas F. Galluccio

Chief Executive
Officer and
President

Vincent J. Amabile

John Tesoro

Officers:

Howard F. Ward

See above

Nicholas F. Galluccio

See above

Robert S. Zuccaro

Chief Financial
Officer

David Goldman

General Counsel

Tiffany Hayden

Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake

President of W.
R. Blake & Sons,
Inc.
196-20 Northern
Boulevard
Flushing, NY
11358

Douglas G. DeVivo

DeVivo Asset
Management
Company LLC
P.O. Box 2048
Menlo Park, CA
94027

Douglas R. Jamieson

President

Daniel R. Lee

Managing
Partner of
Creative Casinos,
LLC
10801 W.
Charleston Blvd.,
Suite 420
Las Vegas, NV
89135

William C. Mattison, Jr.

Officers:

See above

Douglas R. Jamieson

Chief Financial
Officer

Robert S. Zuccaro

Controller

Diane M. LaPointe

General Counsel
and Secretary

David M. Goldman

Joel Torrance

Chief
Compliance
Officer

G.research, Inc.

Directors:

Irene Smolicz

Senior Trader –
G.research, Inc.

Daniel M. Miller

Chairman

Officers:

Daniel M. Miller

See above

Cornelius V. McGinity

President

Bruce N. Alpert

Vice President

Diane M. LaPointe

Controller and
Financial &

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Douglas R. Jamieson Operations
Principal

David M. Goldman Secretary

Josephine D. LaFauci Assistant
Secretary

Chief
Compliance
Officer

Gabelli Foundation, Inc.
Officers:

Mario J. Gabelli Chairman,
Trustee & Chief
Investment
Officer

Elisa M. Wilson President

Marc J. Gabelli Trustee

Matthew R. Gabelli Trustee

Michael Gabelli Trustee

MJG-IV Limited Partnership
Officers:

Mario J. Gabelli General Partner

SCHEDULE II
INFORMATION WITH RESPECT TO
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

| | SHARES PURCHASED | AVERAGE |
|-----------------------------|------------------|----------|
| DATE | SOLD(-) | PRICE(2) |
| COMMON STOCK – THE GDL FUND | | |
| MARIO J. GABELLI | | |
| 5/29/14 | 14,435 | 10.8500 |
| 5/28/14 | 10,000 | 10.8525 |
| 5/27/14 | 11,000 | 10.8500 |
| 5/23/14 | 11,700 | 10.8389 |
| GAMCO ASSET MANAGEMENT INC. | | |
| 3/31/14 | 1,000 | 11.0400 |

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON NYSE.

(2) PRICE EXCLUDES COMMISSION.