

GABELLI DIVIDEND & INCOME TRUST
Form SC 13D/A
November 19, 2018

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 02)*

Gabelli Dividend & Income Trust

(Name of Issuer)

Auction Rate Preferred

(Title of Class of Securities)

36242H

(CUSIP Number)

Bank of America Corporation, Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North
Carolina 28255 Phone : 9802544395

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 15, 2018

(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.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 BANK OF AMERICA CORP /DE/
56-0906609

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o
(b) x

SEC USE ONLY

SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
2(e) or 2(f)

x

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

0

SHARED VOTING POWER

6,283

SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

6,283

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,283

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

52.17%

TYPE OF REPORTING PERSON

HC

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Blue Ridge Investments, L.L.C.
56-1970824

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o
(b) x

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f) o

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

5,771

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

5,771

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,771

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

48.41%

14 TYPE OF REPORTING PERSON

OO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Bank of America, NA
94-1687665

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

SEC USE ONLY

SOURCE OF FUNDS

OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

SOLE VOTING POWER

0

SHARED VOTING POWER

262

SOLE DISPOSITIVE POWER

0

SHARED DISPOSITIVE POWER

262

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

262

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.20%

TYPE OF REPORTING PERSON

BK

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Merrill Lynch, Pierce, Fenner & Smith Inc.
13-5674085

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

2

SEC USE ONLY

3

SOURCE OF FUNDS

4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 250

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 250

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 250

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 2.10%

TYPE OF REPORTING PERSON

14 BD

Item 1. Security and Issuer

This Amendment of the Reporting Persons' (as defined below) statement on Schedule 13D (this "Amendment") relates to shares of auction rate preferred securities ("ARPS") of Gabelli Dividend & Income Trust (the "Issuer"). This Amendment is being filed by the Reporting Persons as a result of Issuer's redemption of ARPS from ARPS holders that reduced the number of outstanding ARPS and increased the Reporting Persons ownership in the ARPS. The Issuer's principal executive offices are located at One Corporate Center, Rye NY 10580.

All series of ARPS issued by the Issuer that vote together as a single class are treated as one class.

Item 2. Identity and Background

(a) This Amendment is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i. Bank of America Corporation ("BAC")
- ii. Bank of America, N.A. ("BANA")
- iii. Blue Ridge Investments, L.L.C. ("Blue Ridge")
- iv. Merrill Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS")

This Amendment relates to the ARPS that were held for the account of BANA, Blue Ridge and MLPFS.

(b) The address of the principal business office of BAC is:

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255

The address of the principal business office of BANA is:

101 South Tryon Street
Charlotte, North Carolina 28255

The address of the principal business office of Blue Ridge is:

214 North Tryon Street
Charlotte, North Carolina 28255

The address of the principal business office of MLPFS is:

One Bryant Park
New York, New York 10036

(c) BAC, through its wholly-owned subsidiaries, BANA, Blue Ridge and MLPFS is engaged in providing a diverse range of financial services and products. Since settlements with the Securities and Exchange Commission and certain state agencies in 2008, MLPFS and certain predecessors have worked with their customers and issuers of auction rate preferred securities to provide liquidity to the auction rate preferred securities market. This has included purchasing auction rate preferred securities from their customers and

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working with issuers so that they are able to redeem outstanding auction rate preferred securities. BAC's efforts to work with issuers continue and may include working with the Issuer in the future.

- (d) Other than as set forth on Schedule II, during the last five years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the Listed Persons, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person 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 laws, or finding any violation with respect to such laws.
- (e) Other than as set forth on Schedule II, during the last five years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the Listed Persons, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person 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 laws, or finding any violation with respect to such laws.
- (f) BAC - Delaware
BANA - United States
Blue Ridge - Delaware
MLPFS - Delaware

Information concerning each executive officer, director and controlling person (the "Listed Persons") of the Reporting Persons is listed on Schedule I attached hereto, and is incorporated by reference herein. To the knowledge of the Reporting Persons, all of the Listed Persons are citizens of the United States, other than as otherwise specified on Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

No funds of the Reporting Persons were used in the redemption of the ARP Shares.

Item 4. Purpose of Transaction

On November 15, 2018, the Reporting Persons beneficial ownership increased due to a change in the number of ARPS outstanding as a result of the Issuer's redemption of ARPS from ARPS holders.

The Reporting Persons have not acquired the subject securities with any purpose, or with the effect of, changing or influencing control of the issuer, or in connection with or as a participant in any transaction having that purpose or effect.

- (a)
- (b)
- (c)
- (d)
- (e)
- (f)

- (g)
- (h)
- (i)
- (j)

Item 5. Interest in Securities of the Issuer

- (a) The responses of the Reporting Persons to Rows (7) through (11) of the cover pages of this Statement are incorporated herein by reference.
- (b) The responses of the Reporting Persons to Rows (7) through (11) of the cover pages of this Statement are incorporated herein by reference.
- (c) No transactions were effected by the Reporting Persons during the past sixty days.

| Transaction Date | Shares or Units Purchased (Sold) | Price Per Share or Unit |
|------------------|----------------------------------|-------------------------|
|------------------|----------------------------------|-------------------------|

- (d) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, ARPS that may be deemed to be beneficially owned by the Reporting Persons.
- (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The responses of the Reporting Persons under Item 4 hereof are incorporated herein by reference.

Item 7. Material to Be Filed as Exhibits

Exhibit Description of Exhibit

99.1 Joint Filing Agreement

99.2 Power of Attorney

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.

Bank of America Corporation

November 19, 2018

By: /s/ Ronnie Ojera
Attorney-in-fact

Bank of America, N.A.

November 19, 2018

By: /s/ Ronnie Ojera
Vice President

Blue Ridge Investments, L.L.C.

November 19, 2018

By: /s/ Lizbeth Applebaum
Managing Director

Merrill Lynch, Pierce, Fenner & Smith Incorporated

November 19, 2018

By: /s/ Ronnie Ojera
Vice President

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)
