

Edgar Filing: ELLSWORTH FUND LTD - Form DEFR14A

ELLSWORTH FUND LTD
Form DEFR14A
December 04, 2006

SCHEDULE 14A INFORMATION
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES
EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)

Filed by the Registrant [X]
Filed by a party other than the Registrant []
Check the appropriate box:
 [] Preliminary Proxy Statement [] Confidential, for use
of the Commission
Only (as permitted by
Rule 14a-6(e)(2))
 [X] Definitive Proxy Statement
 [] Definitive Additional Materials
 [] Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240
14a-12

ELLSWORTH FUND LTD.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required
 [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1)
and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed
pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the
filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

 [] Fee paid previously with preliminary materials.
 [] Check box if any part of the fee is offset as provided by Exchange Act
Rule 0-11(a)(2) and identify the filing for which the offsetting fee was
paid previously. Identify the previous filing by registration statement
number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

Edgar Filing: ELLSWORTH FUND LTD - Form DEFR14A

(3) Filing Party:

(4) Date Filed:

ELLSWORTH FUND LTD.
65 MADISON AVENUE
MORRISTOWN, NEW JERSEY 07960

AMENDMENT TO PROXY STATEMENT FOR THE
ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD
JANUARY 12, 2007

December 1, 2006

Ellsworth Fund Ltd.'s (the "Trust") definitive proxy statement (the "Proxy Statement"), first distributed to shareholders beginning on November 28, 2006, relating to the Trust's 2007 annual meeting of shareholders to be held on January 12, 2007, is amended as follows. First, the information in the table following the second paragraph under the Trustees' Compensation section on page 10 of such Proxy Statement is amended to read as follows:

The following table shows the compensation that was paid to the trustees solely by the Trust as well as by the Fund Complex as a whole (which consists of two registered investment companies, the Trust and Bancroft Fund) during the 2006 fiscal year.

	Aggregate Compensation From Trust -----	Total Compensation From Fund Complex -----
Thomas H. Dinsmore	\$ -0-	\$ -0-
Jane D. O'Keefe	\$ -0-	\$ -0-
Gordon F. Ahalt	\$20,000	\$40,000
Elizabeth C. Bogan, Ph.D.	\$21,000	\$42,500
Donald M. Halsted, Jr.	\$20,500	\$41,500
Duncan O. McKee	\$16,500	\$33,000
Robert J. McMullan	\$19,000	\$38,500
Nicolas W. Platt	\$18,000	\$36,000

Second, the information set forth in the "*" following the table under the Security Ownership of Management section on page 11 of the Proxy Statement is amended to indicate that the Trust's trustees and officers beneficially own 0.9% of the Trust's shares rather than 0.09% of the Trust's shares, as was reported in the Proxy Statement.