

ALLIANCEBERNSTEIN NATIONAL MUNICIPAL INCOME FUND

Form SC 13G/A

September 23, 2015

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

AllianceBernstein National Municipal Income Fund
(Name of Issuer)

Auction Rate Preferred
(Title of Class of Securities)

01864V401
01864V203
01864V302
01864V500
(CUSIP Number)

September 1, 2015
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ý Rule 13d-1(b)
.. Rule 13d-1(c)
.. Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

CUSIP No. 01864V401
(See Item 2(e))

13G

Page 2 of 5 Pages

1. NAME OF REPORTING PERSON

RIVERNORTH CAPITAL MANAGEMENT, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ..
(b) ..

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

5. SOLE VOTING POWER

0

NUMBER OF
SHARES

6. SHARED VOTING POWER

BENEFICIALLY

0

OWNED BY
EACH

7. SOLE DISPOSITIVE POWER

REPORTING
PERSON WITH:

0

8. SHARED DISPOSITIVE POWER

0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ..

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12. TYPE OF REPORTING PERSON

IA

CUSIP No. 01864V401
(See Item 2(e))

13G

Page 3 of 5 Pages

Item 1(a). Name of Issuer:

AllianceBernstein National Municipal Income Fund

Item 1(b). Address of Issuer's Principal Executive Offices:

1345 Avenue of the Americas
New York, NY 10105

Item 2(a). Name of Person Filing:

RiverNorth Capital Management, LLC

Item 2(b). Address of Principal Business Office or, if none, Residence:

325 N. LaSalle Street
Suite 645
Chicago, IL 60654-7030

Item 2(c). Citizenship:

Delaware Limited Liability Company

Item 2(d). Title of Class of Securities:

Auction Rate Preferred

Item 2(e). CUSIP Number:

01864V401
01864V203
01864V302
01864V500

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- | | | |
|-----|----|--|
| (a) | .. | Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o); |
| (b) | .. | Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c); |
| (c) | .. | Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c); |

- | | | |
|-----|----|---|
| (d) | .. | Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8); |
| (e) | ý | An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); |
| (f) | .. | An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); |
| (g) | .. | A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G); |
| (h) | .. | A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); |
| (i) | .. | A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); |
-

CUSIP No. 01864V401
(See Item 2(e))

13G

Page 4 of 5 Pages

- (j) .. A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0%
- (c) Number of shares as to which such person has:
- (i) Sole power to vote or direct the vote: 0
- (ii) Shared power to vote or direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following ☒ x

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Each of RiverNorth Capital Partners, LP, RiverNorth Institutional Partners, LP and RiverNorth Municipal Partners, LP have the right to receive the proceeds from the sale of the securities reported herein.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 01864V401
(See Item 2(e))

13G

Page 5 of 5 Pages

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.

September 23, 2015
Date

/s/Marcus Collins
Signature

Marcus Collins, Chief Compliance Officer
Name and Title

