

GABELLI MARIO J

Form 4

January 18, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GABELLI MARIO J

(Last) (First) (Middle)

C/O GAMCO INVESTORS,
INC, ONE CORPORATE CENTER

(Street)

RYE, NY 10580

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GDL FUND [GDL]

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

01/16/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below)

Control Person of Adviser

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Shares, Par Value \$0.001	01/16/2018		P		9,000	A	\$ 9.91	170,064 ⁽¹⁾	I	GGCP, Inc. ⁽²⁾
Common Shares, Par Value \$0.001								710,119.32 ⁽¹⁾	I	Associated Capital Group, Inc. ⁽³⁾
Common Shares, Par Value \$0.001								7,174.2 ⁽¹⁾	I	Gabelli & Company Investment Advisers.

Inc. ⁽⁴⁾

Common Shares, Par Value \$0.001	323,776.25 ⁽¹⁾	D	
Common Shares, Par Value \$0.001	800,000	I	G.research, Inc. ⁽⁵⁾
Common Shares, Par Value \$0.001	52,541.28 ⁽¹⁾	I	MJG IV Limited Partnership ⁽⁶⁾
Common Shares, Par Value \$0.001	38,549.6 ⁽¹⁾	I	GPJ Retirement Partners ⁽⁷⁾

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

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(9-02)

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
	X	X		

GABELLI MARIO J
C/O GAMCO INVESTORS, INC
ONE CORPORATE CENTER
RYE, NY 10580

Control Person of
Adviser

Signatures

Douglas R. Jamieson as Attorney-in-Fact for Mario J.
Gabelli

01/18/2018

__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) Total includes shares acquired through dividend reinvestment subsequent to the initial purchase.

The shares reported reflect the total shares owned by GGCP, Inc. (GGCP). Mario J. Gabelli is the Chief Executive Officer, a director, and the controlling shareholder of GGCP. Mr. Gabelli has less than a 100% interest in GGCP and disclaims beneficial ownership of the shares held by it which are in excess of his indirect pecuniary interest.

(3) The shares reported reflect the total shares owned by Associated Capital Group, Inc. (AC). Mario J. Gabelli is the Executive Chairman and controlling shareholder of AC. Mr. Gabelli has less than a 100% interest in ACG and disclaims beneficial ownership of the shares held by it which are in excess of his indirect pecuniary interest.

(4) The shares reported reflect the total shares owned by Gabelli & Company Investment Advisers, Inc. (GCIA), a majority owned subsidiary of GAMCO. Mr. Gabelli has less than a 100% interest in GCIA and disclaims beneficial ownership of the shares held by this entity which are in excess of his indirect pecuniary interest.

(5) G.research, a wholly owned subsidiary of GCIA, 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.

(6) The shares reported reflect the total shares owned by MJG IV Limited Partnership, a limited partnership for which Mr. Gabelli serves as a general partner. Mr. Gabelli has less than a 100% interest in the entity and disclaims beneficial ownership of the shares held by this entity which are in excess of his indirect pecuniary interest.

(7) The shares reported reflect the total shares owned by GPJ Retirement Partners, LLC, a limited liability company. Mr. Gabelli has less than a 100% interest in the entity and disclaims beneficial ownership of the shares held by this entity which are in excess of his indirect pecuniary interest.

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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