

Nuveen Credit Strategies Income Fund  
Form N-Q  
June 27, 2014

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT**

**INVESTMENT COMPANY**

Investment Company Act file number 811-21333

**Nuveen Credit Strategies Income Fund**

(Exact name of registrant as specified in charter)

**333 West Wacker Drive, Chicago, Illinois 60606**

(Address of principal executive offices) (Zip code)

**Kevin J. McCarthy Vice President and Secretary**

**333 West Wacker Drive, Chicago, Illinois 60606**

(Name and address of agent for service)

Registrant's telephone number, including area code: 312-917-7700

Date of fiscal year

end: 7/31

Date of reporting period: 4/30/2014

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.



**Item 1. Schedule of Investments**

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**Portfolio of Investments (Unaudited)**  
**Nuveen Credit Strategies Income Fund (JQC)**  
 April 30, 2014

| Principal Amount (000) | Description (1)  | Coupon (4) | Maturity (2) | Ratings (3) | Value        |
|------------------------|--|------------|--------------|-------------|--------------|
|                        | <b>LONG-TERM INVESTMENTS- 135.5% (91.8% of Total Investments)</b>                    |            |              |             |              |
|                        | <b>VARIABLE RATE SENIOR LOAN INTERESTS - 100.9% (68.4% of Total Investments) (4)</b> |            |              |             |              |
|                        | <b>Aerospace &amp; Defense - 0.1% (0.1% of Total Investments)</b>                    |            |              |             |              |
| \$ 1,469               | Hamilton Sundstrand, Term Loan, First Lien   | 4.000%     | 12/13/19     | B+          | \$ 1,465,371 |
|                        | <b>Airlines - 3.7% (2.5% of Total Investments)</b>                                   |            |              |             |              |
| 7,444                  | American Airlines, Inc., Term Loan   | 3.750%     | 6/27/19      | Ba2         | 7,436,775    |
| 16,788                 | Delta Air Lines, Inc., Term Loan B1  | 3.500%     | 10/18/18     | Ba1         | 16,745,531   |
| 27,322                 | Delta Air Lines, Inc., Term Loan B   | 3.500%     | 4/20/17      | BB+         | 27,270,977   |
| 51,554                 | Total Airlines   |            |              |             | 51,453,283   |
|                        | <b>Auto Components - 0.9% (0.6% of Total Investments)</b>                            |            |              |             |              |
| 12,841                 | Schaeffler AG, Term Loan C   | 4.250%     | 1/27/17      | Ba2         | 12,889,102   |
| 105                    | Tomkins, LLC / Tomkins, Inc., Term Loan B2   | 3.750%     | 9/29/16      | BB          | 104,956      |
| 12,946                 | Total Auto Components  |            |              |             | 12,994,058   |
|                        | <b>Automobiles - 1.8% (1.2% of Total Investments)</b>                                |            |              |             |              |
| 25,698                 | Chrysler Group LLC, Term Loan B  | 3.500%     | 5/24/17      | BB+         | 25,697,705   |
|                        | <b>Capital Markets - 0.7% (0.4% of Total Investments)</b>                            |            |              |             |              |
| 9,112                  | RPI Finance Trust, Term Loan B3  | 3.250%     | 11/09/18     | Baa2        | 9,131,364    |
|                        | <b>Chemicals - 3.3% (2.3% of Total Investments)</b>                                  |            |              |             |              |
| 13,594                 | Ineos US Finance LLC, Cash Dollar, Term Loan   | 3.750%     | 5/04/18      | BB-         | 13,488,467   |
| 25,229                 | Univar, Inc., Term Loan  | 5.000%     | 6/30/17      | B+          | 25,219,920   |
| 7,928                  | US Coatings Acquisition, Term Loan B   | 4.000%     | 2/01/20      | B+          | 7,917,106    |
| 46,751                 | Total Chemicals  |            |              |             | 46,625,493   |
|                        | <b>Commercial Services &amp; Supplies - 3.3% (2.3% of Total Investments)</b>         |            |              |             |              |
| 9,875                  | ADS Waste Holdings, Inc., Initial Term Loan, Tranche B2                              | 3.750%     | 10/09/19     | B+          | 9,814,308    |
| 890                    | CCS Income Trust, Term Loan, First Lien  | 6.250%     | 5/12/18      | B-          | 878,331      |
| 36,000                 | Millennium Laboratories, Inc., Tranche B, Term Loan, DD1                             | 5.250%     | 4/16/21      | B+          | 35,853,516   |
| 46,765                 | Total Commercial Services & Supplies   |            |              |             | 46,546,155   |
|                        | <b>Communications Equipment - 1.1% (0.7% of Total Investments)</b>                   |            |              |             |              |
| 15,009                 | Telesat Canada Inc., Term Loan B   | 3.500%     | 3/28/19      | BB-         | 14,983,465   |
|                        | <b>Computers &amp; Peripherals - 1.8% (1.2% of Total Investments)</b>                |            |              |             |              |
| 25,870                 | Dell, Inc., Term Loan B  | 4.500%     | 4/29/20      | BB+         | 25,808,921   |
|                        | <b>Consumer Finance - 0.3% (0.2% of Total Investments)</b>                           |            |              |             |              |
| 3,500                  | First Data Corporation, Extended Term Loan   | 4.152%     | 3/23/18      | B+          | 3,500,728    |
|                        | <b>Containers &amp; Packaging - 1.6% (1.1% of Total Investments)</b>                 |            |              |             |              |
| 22,543                 | Reynolds Group Holdings, Inc., Incremental US Term Loan, First Lien                  | 4.000%     | 12/01/18     | B+          | 22,586,919   |
|                        | <b>Diversified Consumer Services - 4.4% (3.0% of Total Investments)</b>              |            |              |             |              |
| 10,348                 | Cengage Learning Acquisitions, Inc., Exit Term Loan                                  | 7.000%     | 3/31/20      | B+          | 10,506,727   |
| 9,665                  | Ceridian Corporation, New Replacement Term Loan                                      | 4.402%     | 8/14/15      | B1          | 9,683,356    |
| 30,526                 | Hilton Hotels Corporation, Term Loan B2  | 3.500%     | 10/26/20     | BB          | 30,464,836   |
| 11,651                 | Laureate Education, Inc., Term Loan B  | 5.000%     | 6/15/18      | B1          | 11,516,027   |

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|        |  |        |          |     |  |            |
|--------|--|--------|----------|-----|--|------------|
| 62,190 | Total Diversified Consumer Services  |        |          |     |  | 62,170,946 |
|        | <b>Diversified Financial Services - 0.3% (0.2% of Total Investments)</b>         |        |          |     |  |            |
| 3,960  | Ocwen Financial Corporation, Term Loan B   | 5.000% | 2/15/18  | B+  |  | 3,982,893  |
|        | <b>Diversified Telecommunication Services - 4.8% (3.2% of Total Investments)</b> |        |          |     |  |            |
| 20,440 | Intelsat Jackson Holdings, S.A., Tranche B2, Term Loan                           | 3.750% | 6/30/19  | BB- |  | 20,461,290 |
| 20,790 | WideOpenWest Finance LLC, Term Loan B  | 4.750% | 4/01/19  | Ba3 |  | 20,858,212 |
| 9,614  | Ziggo N.V., Term Loan B1, WI/DD  | TBD    | TBD      | BB- |  | 9,460,233  |
| 6,196  | Ziggo N.V., Term Loan B2, WI/DD  | TBD    | TBD      | BB- |  | 6,096,353  |
| 10,190 | Ziggo N.V., Term Loan B3, Delayed Draw, WI/DD                                    | TBD    | TBD      | BB- |  | 10,026,323 |
| 67,230 | Total Diversified Telecommunication Services                                     |        |          |     |  | 66,902,411 |
|        | <b>Energy Equipment &amp; Services - 1.9% (1.3% of Total Investments)</b>        |        |          |     |  |            |
| 9,925  | Drill Rigs Holdings, Inc., Tranche B1, Term Loan                                 | 6.000% | 3/31/21  | B+  |  | 10,067,672 |
| 4,546  | Offshore Group Investment Limited, Term Loan B                                   | 5.000% | 10/25/17 | B-  |  | 4,535,628  |
| 11,880 | Vantage Drilling Company, Term Loan B  | 5.750% | 3/28/19  | B-  |  | 11,904,746 |
| 26,351 | Total Energy Equipment & Services  |        |          |     |  | 26,508,046 |
|        | <b>Food &amp; Staples Retailing - 2.6% (1.7% of Total Investments)</b>           |        |          |     |  |            |
| 8,108  | Albertson's LLC, Term Loan B1  | 4.250% | 3/21/16  | BB- |  | 8,138,809  |
| 5,290  | Albertson's LLC, Term Loan B2  | 4.750% | 3/21/19  | BB- |  | 5,316,866  |
| 12,968 | BJ's Wholesale Club, Inc., Replacement Loan, First Lien                          | 4.500% | 9/26/19  | B-  |  | 12,971,105 |
| 7,500  | BJ's Wholesale Club, Inc., Replacement Loan, Second Lien                         | 8.500% | 3/26/20  | CCC |  | 7,668,082  |
| 1,964  | Supervalu, Inc., New Term Loan   | 4.500% | 3/21/19  | B+  |  | 1,961,206  |
| 35,830 | Total Food & Staples Retailing   |        |          |     |  | 36,056,068 |
|        | <b>Food Products - 4.1% (2.8% of Total Investments)</b>                          |        |          |     |  |            |
| 33,050 | H.J Heinz Company, Term Loan B2  | 3.500% | 6/05/20  | BB  |  | 33,134,958 |
| 1,372  | NPC International, Inc., Term Loan B   | 4.000% | 12/28/18 | Ba3 |  | 1,373,715  |
| 22,788 | US Foods, Inc., Incremental Term Loan  | 4.500% | 3/31/19  | B2  |  | 22,847,720 |
| 57,210 | Total Food Products  |        |          |     |  | 57,356,393 |
|        | <b>Health Care Equipment &amp; Supplies - 4.5% (3.1% of Total Investments)</b>   |        |          |     |  |            |
| 10,789 | Kinetic Concepts, Inc., Term Loan D1   | 4.000% | 5/04/18  | BB- |  | 10,804,388 |
| 7,469  | Onex Carestream Finance LP, Term Loan, First Lien                                | 5.000% | 6/07/19  | B+  |  | 7,498,273  |
| 11,672 | Onex Carestream Finance LP, Term Loan, Second Lien                               | 9.500% | 12/07/19 | B-  |  | 11,934,330 |
| 32,589 | United Surgical Partners International, Inc., Incremental Term Loan              | 4.750% | 4/03/19  | B1  |  | 32,806,420 |
| 62,519 | Total Health Care Equipment & Supplies   |        |          |     |  | 63,043,411 |
|        | <b>Health Care Providers &amp; Services - 5.9% (4.0% of Total Investments)</b>   |        |          |     |  |            |
| 36,799 | Community Health Systems, Inc., Term Loan D, DD1                                 | 4.250% | 1/27/21  | BB  |  | 36,959,735 |
| 443    | Community Health Systems, Inc., Term Loan E                                      | 3.469% | 1/25/17  | BB  |  | 443,878    |
| 13,825 | DaVita, Inc., New Term Loan B2   | 4.000% | 11/01/19 | Ba2 |  | 13,880,452 |
| 24,254 | Golden Living, Term Loan   | 5.000% | 5/04/18  | B   |  | 23,951,271 |
| 369    | HCA, Inc., Tranche B5, Term Loan   | 2.900% | 3/31/17  | BB  |  | 369,321    |
| 7,611  | National Mentor Holdings, Inc., Term Loan B                                      | 4.750% | 1/31/21  | B1  |  | 7,634,632  |
| 83,301 | Total Health Care Providers & Services   |        |          |     |  | 83,239,289 |
|        | <b>Hotels, Restaurants &amp; Leisure - 2.9% (2.0% of Total Investments)</b>      |        |          |     |  |            |
| 1,887  | CCM Merger, Inc., Term Loan  | 5.000% | 3/01/17  | B+  |  | 1,888,147  |
| 9,623  | Landry's Restaurants, Inc., Term Loan B  | 4.000% | 4/24/18  | BB- |  | 9,644,115  |
| 3,441  | MGM Resorts International, Term Loan B   | 3.500% | 12/20/19 | BB  |  | 3,425,233  |
| 8,978  |  | 4.250% | 10/18/20 | Ba2 |  | 8,961,789  |

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|         |  |        |          |      |             |
|---------|--|--------|----------|------|-------------|
|         | Scientific Games Corporation, Term Loan B                                  |        |          |      |             |
| 17,259  | Station Casino LLC, Term Loan B  | 4.250% | 3/02/20  | B1   | 17,264,114  |
| 41,188  | Total Hotels, Restaurants & Leisure  |        |          |      | 41,183,398  |
|         | <b>Household Durables - 0.9% (0.6% of Total Investments)</b>               |        |          |      |             |
| 13,090  | Serta Simmons Holdings LLC, Term Loan                                      | 4.250% | 10/01/19 | B+   | 13,122,314  |
|         | <b>Insurance - 1.3% (0.9% of Total Investments)</b>                        |        |          |      |             |
| 10,945  | Hub International Holdings, Inc., Initial Term Loan                        | 4.250% | 10/02/20 | B1   | 10,940,895  |
| 7,900   | USI Holdings Corporation, Initial Term Loan                                | 4.250% | 12/27/19 | B1   | 7,880,549   |
| 18,845  | Total Insurance  |        |          |      | 18,821,444  |
|         | <b>Internet Software &amp; Services - 1.9% (1.3% of Total Investments)</b> |        |          |      |             |
| 26,663  | Sabre Inc., Term Loan  | 4.250% | 2/18/19  | B1   | 26,656,954  |
|         | <b>IT Services - 0.4% (0.3% of Total Investments)</b>                      |        |          |      |             |
| 5,821   | Zayo Group LLC, Term Loan B  | 4.000% | 7/02/19  | B1   | 5,816,059   |
|         | <b>Leisure Equipment &amp; Products - 0.8% (0.5% of Total Investments)</b> |        |          |      |             |
| 2,932   | 24 Hour Fitness Worldwide, Inc., Term Loan B                               | 5.000% | 4/22/16  | Ba3  | 2,947,673   |
| 7,543   | Bombardier Recreational Products, Inc., Term Loan                          | 4.000% | 1/30/19  | B+   | 7,524,784   |
| 10,475  | Total Leisure Equipment & Products   |        |          |      | 10,472,457  |
|         | <b>Machinery - 0.4% (0.3% of Total Investments)</b>                        |        |          |      |             |
| 5,970   | Rexnord LLC, Term Loan B   | 4.000% | 8/21/20  | BB-  | 5,959,427   |
|         | <b>Media - 10.1% (6.8% of Total Investments)</b>                           |        |          |      |             |
| 8,268   | Acquisitions Cogeco Cable II L.P., Term Loan B                             | 3.250% | 11/30/19 | BB   | 8,199,227   |
| 566     | Charter Communications Operating Holdings LLC, Term Loan F                 | 3.000% | 1/03/21  | Baa3 | 557,418     |
| 1,505   | Clear Channel Communications, Inc., Tranche B, Term Loan                   | 3.800% | 1/29/16  | CCC+ | 1,493,752   |
| 3,535   | Clear Channel Communications, Inc., Tranche D, Term Loan                   | 6.900% | 1/30/19  | CCC+ | 3,511,517   |
| 1,358   | Clear Channel Communications, Inc., Term Loan E                            | 7.650% | 7/30/19  | CCC+ | 1,361,841   |
| 35,894  | Cumulus Media, Inc., Term Loan B   | 4.250% | 12/23/20 | B+   | 35,894,456  |
| 32,860  | EMI Music Publishing LLC, Term Loan B                                      | 3.750% | 6/29/18  | BB-  | 32,797,915  |
| 12,250  | Interactive Data Corporation, Term Loan B, WI/DD                           | TBD    | TBD      | B+   | 12,259,567  |
| 5,970   | Springer Science & Business Media, Inc., Term Loan                         | 5.000% | 8/14/20  | B    | 5,979,952   |
| 34,770  | Tribune Company, Term Loan B   | 4.000% | 12/27/20 | BB-  | 34,692,123  |
| 4,335   | Univision Communications, Inc., Replacement Term Loan, First Lien          | 4.000% | 3/01/20  | B+   | 4,318,790   |
| 141,311 | Total Media  |        |          |      | 141,066,558 |
|         | <b>Multiline Retail - 1.2% (0.8% of Total Investments)</b>                 |        |          |      |             |
| 16,650  | Hudson's Bay Company, Term Loan B, First Lien                              | 4.750% | 11/04/20 | BB   | 16,798,285  |
|         | <b>Oil, Gas, &amp; Consumable Fuels - 1.8% (1.2% of Total Investments)</b> |        |          |      |             |
| 4,463   | Crestwood Holdings LLC, Term Loan B  | 7.000% | 6/19/19  | B    | 4,537,060   |
| 4,834   | Fieldwood Energy LLC, Term Loan, First Lien                                | 3.875% | 9/28/18  | Ba2  | 4,821,393   |
| 11,935  | Fieldwood Energy LLC, Term Loan, Second Lien                               | 8.375% | 9/30/20  | B2   | 12,340,549  |
| 2,917   | Samson Investment Company, Tranche 1, Term Loan, Second Lien               | 5.000% | 9/25/18  | B1   | 2,923,048   |
| 24,149  | Total Oil, Gas, & Consumable Fuels   |        |          |      | 24,622,050  |
|         | <b>Pharmaceuticals - 7.0% (4.8% of Total Investments)</b>                  |        |          |      |             |
| 34,710  | Pharmaceutical Product Development, Inc., Term Loan B, First Lien          | 4.000% | 12/01/18 | Ba3  | 34,701,315  |
| 17,810  | Quintiles Transnational Corp., Term Loan B3                                | 3.750% | 6/08/18  | BB   | 17,801,458  |

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|                     |  |         |          |      |                      |
|---------------------|--|---------|----------|------|----------------------|
| 16,294              | Salix Pharmaceuticals, LTD., Term Loan   | 4.250%  | 1/02/20  | Ba1  | 16,388,791           |
| 17,915              | Valeant Pharmaceuticals International, Inc., Term Loan E                           | 3.750%  | 8/05/20  | Ba1  | 17,931,625           |
| 9,850               | Valeant Pharmaceuticals International, Inc., Tranche B, Term Loan C2               | 3.750%  | 12/11/19 | BBB- | 9,842,967            |
| 1,478               | Valeant Pharmaceuticals International, Inc., Tranche B, Term Loan D2               | 3.750%  | 2/13/19  | BBB- | 1,476,577            |
| 98,057              | Total Pharmaceuticals  |         |          |      | 98,142,733           |
|                     | <b>Real Estate Investment Trust - 4.3% (2.9% of Total Investments)</b>             |         |          |      |                      |
| 29,408              | iStar Financial, Inc., Term Loan, Tranche A2, First Lien                           | 7.000%  | 3/19/17  | BB-  | 30,952,007           |
| 7,266               | iStar Financial, Inc., Term Loan   | 4.500%  | 10/15/17 | BB-  | 7,300,082            |
| 17,355              | Realogy Corporation, Initial Term Loan B   | 3.750%  | 3/05/20  | BB   | 17,333,559           |
| 4,373               | Walter Investment Management Corporation, Tranche B, Term Loan, First Lien         | 4.750%  | 12/18/20 | B+   | 4,346,541            |
| 58,402              | Total Real Estate Investment Trust   |         |          |      | 59,932,189           |
|                     | <b>Real Estate Management &amp; Development - 1.6% (1.1% of Total Investments)</b> |         |          |      |                      |
| 22,062              | Capital Automotive LP, Term Loan, Tranche B1                                       | 4.000%  | 4/10/19  | Ba2  | 22,094,642           |
|                     | <b>Semiconductors &amp; Equipment - 4.1% (2.8% of Total Investments)</b>           |         |          |      |                      |
| 31,000              | Avago Technologies, Term Loan B, WI/DD   | TBD     | TBD      | BBB- | 31,108,996           |
| 25,778              | Freescale Semiconductor, Inc., Term Loan, Tranche B4                               | 4.250%  | 2/28/20  | B1   | 25,777,894           |
| 56,778              | Total Semiconductors & Equipment   |         |          |      | 56,886,890           |
|                     | <b>Software - 12.6% (8.5% of Total Investments)</b>                                |         |          |      |                      |
| 3,814               | Activision Blizzard, Inc., Term Loan B   | 3.250%  | 10/12/20 | BBB  | 3,813,750            |
| 5,841               | Blackboard, Inc., Term Loan B3   | 4.750%  | 10/04/18 | B+   | 5,874,404            |
| 39,900              | BMC Software, Inc., Initial Term Loan  | 5.000%  | 9/10/20  | B1   | 39,887,551           |
| 29,813              | Datatel Parent Corp, Term Loan B1  | 4.000%  | 7/19/18  | B+   | 29,835,848           |
| 17,093              | Emdeon Business Services LLC, Term Loan B2   | 3.750%  | 11/02/18 | BB-  | 17,080,000           |
| 20,384              | Infor Global Solutions Intermediate Holdings, Ltd., Term Loan B5                   | 3.750%  | 6/03/20  | Ba3  | 20,272,694           |
| 790                 | IPC Systems, Inc., Extended Term Loan, Tranche B1, First Lien                      | 7.750%  | 7/31/17  | B1   | 792,704              |
| 6,365               | IPC Systems, Inc., Term Loan, Second Lien  | 5.402%  | 6/01/15  | CCC  | 6,269,806            |
| 1,478               | IPC Systems, Inc., Term Loan, Tranche C, First Lien                                | 7.750%  | 7/31/17  | B1   | 1,483,041            |
| 18,169              | Kronos Incorporated, Initial Term Loan, Second Lien                                | 9.750%  | 4/30/20  | CCC  | 18,827,971           |
| 15,000              | Misys PLC, Term Loan, Second Lien  | 12.000% | 6/12/19  | CCC+ | 17,231,250           |
| 4,794               | SunGard Data Systems, Inc., Term Loan E  | 4.000%  | 3/08/20  | BB   | 4,804,487            |
| 10,000              | Vertafore, Inc., Term Loan, Second Lien  | 9.750%  | 10/27/17 | CCC+ | 10,178,130           |
| 173,441             | Total Software   |         |          |      | 176,351,636          |
|                     | <b>Specialty Retail - 1.0% (0.7% of Total Investments)</b>                         |         |          |      |                      |
| 7,971               | Burlington Coat Factory Warehouse Corporation, Term Loan B2                        | 4.250%  | 2/23/17  | BB-  | 8,006,146            |
| 846                 | Gardner Denver, Inc., Term Loan  | 4.250%  | 7/30/20  | B1   | 845,173              |
| 1,741               | Jo-Ann Stores, Inc., Term Loan, First Lien   | 4.000%  | 3/16/18  | B+   | 1,732,735            |
| 2,892               | Michaels Stores, Inc. Term Loan, First Lien  | 3.750%  | 1/28/20  | BB-  | 2,892,758            |
| 13,450              | Total Specialty Retail   |         |          |      | 13,476,812           |
|                     | <b>Trading Companies &amp; Distributors - 1.5% (1.0% of Total Investments)</b>     |         |          |      |                      |
| 20,632              | HD Supply, Inc., Term Loan   | 4.000%  | 6/28/18  | B+   | 20,634,646           |
| <b>\$ 1,406,792</b> | <b>Total Variable Rate Senior Loan Interests (cost \$1,399,218,869)</b>            |         |          |      | <b>1,412,091,413</b> |

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| Shares | Description (1)  | Value      |
|--------|--|------------|
|        | <b>COMMON STOCKS - 9.5% (6.4% of Total Investments)</b>                      |            |
|        | <b>Aerospace &amp; Defense - 0.2% (0.2% of Total Investments)</b>            |            |
| 6,408  | BE Aerospace Inc., (5)   | \$ 562,430 |
| 6,267  | Boeing Company   | 808,568    |
| 24,649 | GenCorp Inc., (5)  | 432,836    |
| 6,602  | Honeywell International Inc.   | 613,326    |
| 8,528  | United Technologies Corporation  | 1,009,118  |
|        | Total Aerospace & Defense  | 3,426,278  |
|        | <b>Air Freight &amp; Logistics - 0.0% (0.0% of Total Investments)</b>        |            |
| 5,838  | United Parcel Service, Inc., Class B   | 575,043    |
|        | <b>Auto Components - 0.0% (0.0% of Total Investments)</b>                    |            |
| 9,889  | Delphi Automotive PLC  | 660,981    |
|        | <b>Automobiles - 0.0% (0.0% of Total Investments)</b>                        |            |
| 9,112  | Winnebago Industries Inc., (5)   | 217,777    |
|        | <b>Banks - 0.1% (0.1% of Total Investments)</b>                              |            |
| 6,696  | Banner Corporation   | 264,760    |
| 20,720 | BBCN Bancorp Inc.  | 319,295    |
| 15,700 | Pacwest Bancorp.   | 618,109    |
| 11,540 | Trico Bancshares   | 279,845    |
| 17,307 | United Community Banks, Inc., (5)  | 279,508    |
| 6,369  | Wintrust Financial Corporation   | 285,459    |
|        | Total Banks  | 2,046,976  |
|        | <b>Beverages - 0.2% (0.1% of Total Investments)</b>                          |            |
| 8,806  | Coca Cola Enterprises Inc.   | 400,145    |
| 13,460 | Coca-Cola Company  | 549,033    |
| 5,066  | Constellation Brands, Inc., Class A, (5)                                     | 404,469    |
| 7,536  | Crimson Wine Group Limited   | 66,995     |
| 13,958 | PepsiCo, Inc.  | 1,198,853  |
|        | Total Beverages  | 2,619,495  |
|        | <b>Biotechnology - 0.3% (0.2% of Total Investments)</b>                      |            |
| 2,137  | Alexion Pharmaceuticals Inc., (5)  | 338,073    |
| 8,175  | Amgen Inc.   | 913,556    |
| 2,795  | Biogen Idec Inc., (5)  | 802,500    |
| 3,607  | Celgene Corporation, (5)   | 530,265    |
| 16,312 | Emergent BioSolutions, Inc., (5)   | 429,984    |
| 13,192 | Gilead Sciences, Inc., (5)   | 1,035,440  |
| 4,085  | ISIS Pharmaceuticals, Inc., (5)  | 108,702    |
| 25,240 | Progenics Pharmaceuticals, Inc., (5)   | 89,097     |
| 2,519  | Vertex Pharmaceuticals Inc., (5)   | 170,536    |
|        | Total Biotechnology  | 4,418,153  |
|        | <b>Building Products - 0.0% (0.0% of Total Investments)</b>                  |            |
| 6,432  | Allegion PLC   | 317,419    |
| 3,746  | Trex Company Inc., (5)   | 294,136    |
|        | Total Building Products  | 611,555    |
|        | <b>Capital Markets - 0.2% (0.1% of Total Investments)</b>                    |            |
| 3,776  | Affiliated Managers Group Inc., (5)  | 748,403    |
| 24,830 | American Capital Limited   | 372,202    |
| 3,780  | Ameriprise Financial, Inc.   | 421,961    |
| 14,814 | Charles Schwab Corporation   | 393,312    |
| 14,755 | Manning & Napier Inc.  | 245,228    |
| 5,270  | RCS Capital Corporation  | 181,288    |
| 1,924  | Virtus Investment Partners Inc., (5)   | 355,921    |
|        | Total Capital Markets  | 2,718,315  |
|        | <b>Chemicals - 0.3% (0.2% of Total Investments)</b>                          |            |
| 11,649 | LyondellBasell Industries NV   | 1,077,533  |
| 11,388 | Methanex Corporation   | 706,056    |
| 5,161  | Minerals Technologies Inc.   | 307,028    |
| 2,546  | Monsanto Company   | 281,842    |
| 3,165  | PPG Industries, Inc.   | 612,807    |
| 13,316 | Westlake Chemical Corporation  | 948,099    |
|        | Total Chemicals  | 3,933,365  |
|        | <b>Commercial Services &amp; Supplies - 0.1% (0.1% of Total Investments)</b> |            |
| 24,946 | CECO Environmental Corporation   | 396,392    |
| 6,616  | Clean Harbors, Inc., (5)   | 396,960    |
| 8,146  | G&K Services, Inc.   | 431,249    |
|        | Total Commercial Services & Supplies   | 1,224,601  |
|        | <b>Communications Equipment - 0.2% (0.1% of Total Investments)</b>           |            |
| 19,497 | CommScope Holding Company Inc.   | 520,180    |
| 4,043  | F5 Networks, Inc., (5)   | 425,202    |

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| 16,984  | Finisar Corporation, (5)   | 444,132    |
| 11,641  | QUALCOMM, Inc.   | 916,263    |
|         | Total Communications Equipment   | 2,305,777  |
|         | <b>Computers &amp; Peripherals - 0.3% (0.2% of Total Investments)</b>            |            |
| 6,133   | Apple, Inc.  | 3,619,022  |
|         | <b>Consumer Finance - 0.1% (0.0% of Total Investments)</b>                       |            |
| 12,574  | Discover Financial Services  | 702,887    |
|         | <b>Containers &amp; Packaging - 0.1% (0.0% of Total Investments)</b>             |            |
| 11,401  | Myers Industries, Inc.   | 213,199    |
| 10,916  | Owens-Illinois, Inc., (5)  | 346,910    |
| 3,852   | Packaging Corp. of America   | 256,659    |
|         | Total Containers & Packaging   | 816,768    |
|         | <b>Diversified Consumer Services - 1.1% (0.7% of Total Investments)</b>          |            |
| 4,352   | Ascent Media Corporation, (5)  | 299,287    |
| 401,635 | Cengage Learning Holdings II LP, (5)   | 14,609,472 |
|         | Total Diversified Consumer Services  | 14,908,759 |
|         | <b>Diversified Financial Services - 0.1% (0.1% of Total Investments)</b>         |            |
| 3,024   | IntercontinentalExchange Group Inc.  | 618,227    |
| 7,347   | Moody's Corporation  | 576,740    |
|         | Total Diversified Financial Services   | 1,194,967  |
|         | <b>Diversified Telecommunication Services - 0.1% (0.1% of Total Investments)</b> |            |
| 23,753  | Verizon Communications Inc.  | 1,109,978  |
|         | <b>Electric Utilities - 0.1% (0.1% of Total Investments)</b>                     |            |
| 8,397   | El Paso Electric Company   | 317,575    |
| 26,648  | Portland General Electric Company  | 891,909    |
|         | Total Electric Utilities   | 1,209,484  |
|         | <b>Electrical Equipment - 0.1% (0.1% of Total Investments)</b>                   |            |
| 9,737   | Ametek Inc.  | 513,335    |
| 9,649   | Generac Holdings Inc., (5)   | 568,133    |
| 5,396   | Rockwell Automation, Inc.  | 643,095    |
| 13,933  | Thermon Group Holdings Inc., (5)   | 331,884    |
|         | Total Electrical Equipment   | 2,056,447  |
|         | <b>Electronic Equipment &amp; Instruments - 0.1% (0.1% of Total Investments)</b> |            |
| 1,800   | Anixter International Inc., (5)  | 176,364    |
| 14,546  | Newport Corporation, (5)   | 271,719    |
| 6,139   | SYNNEX Corporation, (5)  | 413,646    |
| 10,229  | Vishay Precision Group Inc., (5)   | 166,017    |
|         | Total Electronic Equipment & Instruments   | 1,027,746  |
|         | <b>Energy Equipment &amp; Services - 0.2% (0.1% of Total Investments)</b>        |            |
| 7,477   | ERA Group Incorporated, (5)  | 213,468    |
| 9,480   | Halliburton Company  | 597,904    |
| 3,980   | Oceaneering International Inc.   | 291,654    |
| 9,220   | Pioneer Energy Services Corporation, (5)   | 138,023    |
| 13,076  | RPC Inc.   | 290,679    |
| 12,424  | Schlumberger Limited   | 1,261,657  |
|         | Total Energy Equipment & Services  | 2,793,385  |
|         | <b>Food &amp; Staples Retailing - 0.2% (0.1% of Total Investments)</b>           |            |
| 9,392   | Costco Wholesale Corporation   | 1,086,467  |
| 11,224  | Fresh Market Inc.  | 416,410    |
| 5,660   | Walgreen Co.   | 384,314    |
| 4,030   | Wal-Mart Stores, Inc.  | 321,231    |
|         | Total Food & Staples Retailing   | 2,208,422  |
|         | <b>Food Products - 0.2% (0.1% of Total Investments)</b>                          |            |
| 15,618  | Dean Foods Company   | 247,389    |
| 9,740   | General Mills, Inc.  | 516,415    |
| 4,213   | Hershey Foods Corporation  | 405,459    |
| 8,978   | Kraft Foods Inc.   | 510,489    |
| 3,876   | Mead Johnson Nutrition Company, Class A Shares                                   | 342,096    |
| 5,280   | Post Holdings Inc., (5)  | 275,933    |
| 13,395  | WhiteWave Foods Company, (5)   | 370,908    |
|         | Total Food Products  | 2,668,689  |
|         | <b>Health Care Equipment &amp; Supplies - 0.2% (0.1% of Total Investments)</b>   |            |
| 10,318  | Baxter International, Inc.   | 751,047    |
| 2,880   | Becton, Dickinson and Company  | 325,526    |
| 14,070  | Derma Sciences Inc., (5)   | 145,484    |
| 9,822   | DexCom, Inc., (5)  | 318,626    |
| 6,541   | Insulet Corporation, (5)   | 246,138    |
| 13,990  | Merit Medical Systems, Inc., (5)   | 180,051    |
| 15,551  | Veracyte Inc., (5)   | 199,208    |
|         | Total Health Care Equipment & Supplies   | 2,166,080  |

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| <b>Health Care Providers &amp; Services - 0.3% (0.2% of Total Investments)</b> |  |           |
| 22,062   | Bioscrip, Inc., (5)                                      | 152,669   |
| 11,964   | Capital Senior Living Corporation, (5)                   | 295,870   |
| 6,151  | Express Scripts, Holding Company, (5)                    | 409,534   |
| 9,446  | HCA Holdings Inc., (5)                                   | 491,192   |
| 6,402  | McKesson HBOC Inc.                                       | 1,083,154 |
| 5,927  | Owens and Minor Inc.                                     | 198,792   |
| 30,575   | Select Medical Corporation                               | 426,827   |
| 12,153   | Surgical Care Affiliates Inc., (5)                       | 357,055   |
| 7,792  | Team Health Holdings Inc., (5)                           | 377,756   |
| 28,527   | Universal American Corporation, (5)                      | 204,539   |
| 5,163  | Wellcare Health Plans Inc., (5)                          | 348,348   |
|  | Total Health Care Providers & Services                   | 4,345,736 |
| <b>Health Care Technology - 0.0% (0.0% of Total Investments)</b>               |  |           |
| 9,780  | MedAssets Inc., (5)                                      | 223,277   |
| <b>Hotels, Restaurants &amp; Leisure - 0.2% (0.1% of Total Investments)</b>    |  |           |
| 11,570   | ClubCorp Holdings Inc.                                   | 217,979   |
| 8,100  | Dunkin Brands Group Inc.                                 | 368,631   |
| 10,247   | Marriott International, Inc., Class A                    | 593,609   |
| 5,485  | Marriott Vacations World, (5)                            | 298,823   |
| 18,133   | Penn National Gaming, Inc.                               | 202,364   |
| 6,261  | Starbucks Corporation                                    | 442,152   |
| 6,847  | Wyndham Worldwide Corporation                            | 488,465   |
|  | Total Hotels, Restaurants & Leisure                      | 2,612,023 |
| <b>Household Durables - 0.1% (0.0% of Total Investments)</b>                   |  |           |
| 11,656   | Brookfield Residential Properties Inc.                   | 228,574   |
| 4,682  | Whirlpool Corporation                                    | 718,125   |
|  | Total Household Durables                                 | 946,699   |
| <b>Household Products - 0.1% (0.1% of Total Investments)</b>                   |  |           |
| 14,319   | Colgate-Palmolive Company                                | 963,669   |
| 3,928  | Kimberly-Clark Corporation                               | 440,918   |
|  | Total Household Products                                 | 1,404,587 |
| <b>Industrial Conglomerates - 0.0% (0.0% of Total Investments)</b>             |  |           |
| 6,273  | Carlisle Companies Inc.                                  | 515,954   |
| <b>Insurance - 0.2% (0.2% of Total Investments)</b>                            |  |           |
| 24,897   | American Equity Investment Life Holding Company          | 580,598   |
| 7,982  | Argo Group International Holdings Inc.                   | 354,560   |
| 20,666   | Fidelity & Guaranty Life                                 | 443,079   |
| 10,181   | Hanover Insurance Group Inc.                             | 595,079   |
| 23,394   | Hilltop Holdings Inc., (5)                               | 522,622   |
| 11,450   | Primerica Inc.   | 525,441   |
|  | Total Insurance  | 3,021,379 |
| <b>Internet &amp; Catalog Retail - 0.2% (0.1% of Total Investments)</b>        |  |           |
| 4,084  | Amazon.com, Inc., (5)                                    | 1,242,067 |
| 966  | priceline.com Incorporated, (5)                          | 1,118,387 |
|  | Total Internet & Catalog Retail                          | 2,360,454 |
| <b>Internet Software &amp; Services - 0.3% (0.2% of Total Investments)</b>     |  |           |
| 2,239  | Equinix Inc., (5)  | 420,507   |
| 18,402   | Facebook Inc., Class A Shares, (5)                       | 1,100,072 |
| 5,692  | Google Inc., Class A, (5)                                | 3,044,537 |
| 1,707  | LinkedIn Corporation, Class A Shares                     | 261,973   |
|  | Total Internet Software & Services                       | 4,827,089 |
| <b>IT Services - 0.4% (0.3% of Total Investments)</b>                          |  |           |
| 10,445   | Cardtronics Inc., (5)                                    | 349,699   |
| 8,963  | Cognizant Technology Solutions Corporation, Class A, (5) | 429,373   |
| 9,569  | CSG Systems International Inc.                           | 252,239   |
| 18,761   | Evertec Inc.   | 441,634   |
| 3,092  | FleetCor Technologies Inc.                               | 352,890   |
| 5,046  | International Business Machines Corporation (IBM)        | 991,388   |
| 15,593   | MasterCard, Inc.   | 1,146,865 |
| 8,897  | VeriFone Holdings Inc., (5)                              | 297,516   |
| 3,982  | Visa Inc.  | 806,793   |
| 4,329  | WEX Inc., (5)  | 415,454   |
|  | Total IT Services  | 5,483,851 |
| <b>Leisure Equipment &amp; Products - 0.0% (0.0% of Total Investments)</b>     |  |           |
| 4,051  | Brunswick Corporation                                    | 162,810   |
| <b>Machinery - 0.3% (0.2% of Total Investments)</b>                            |  |           |
| 11,523   | Actuant Corporation                                      | 390,169   |
| 14,581   | Barnes Group Inc.  | 561,660   |
| 1,656  | Cummins Inc.   | 249,808   |

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| 11,236 | Donaldson Company, Inc.  | 472,923   |
| 4,439  | IDEX Corporation   | 331,016   |
| 9,359  | John Bean Technologies Corporation   | 271,317   |
| 6,903  | Lincoln Electric Holdings Inc.   | 461,189   |
| 28,483 | Meritor Inc., (5)  | 338,093   |
| 36,010 | Mueller Water Products Inc.  | 328,411   |
| 9,573  | Sun Hydraulics Corporation   | 391,344   |
| 7,375  | Wabtec Corporation   | 549,806   |
|        | Total Machinery  | 4,345,736 |
|        | <b>Marine - 0.0% (0.0% of Total Investments)</b>                                   |           |
| 1,610  | Kirby Corporation, (5)   | 161,998   |
|        | <b>Media - 0.6% (0.4% of Total Investments)</b>                                    |           |
| 5,600  | CBS Outdoor Americas Inc.  | 164,080   |
| 12,648 | Cinemark Holdings Inc.   | 374,634   |
| 24,751 | Comcast Corporation, Class A   | 1,281,112 |
| 60,049 | Cumulus Media, Inc., (5)   | 384,914   |
| 4,030  | DirectTV, (5)  | 312,728   |
| 8,714  | Lions Gate Entertainment Corporation, Equity                                       | 231,182   |
| 6,273  | Scripps Networks Interactive, Class A Shares                                       | 470,914   |
| 15,203 | Starz, Class A   | 490,601   |
| 4,060  | Time Warner Cable, Class A   | 574,328   |
| 22,352 | Tribune Company, (5)   | 1,737,868 |
| 17,987 | Tribune Company, (5), (6)  | -         |
| 10,437 | Viacom Inc., Class B   | 886,936   |
| 11,039 | Walt Disney Company  | 875,834   |
|        | Total Media  | 7,785,131 |
|        | <b>Metals &amp; Mining - 0.0% (0.0% of Total Investments)</b>                      |           |
| 17,950 | SunCoke Energy Inc., (5)   | 374,617   |
|        | <b>Multiline Retail - 0.0% (0.0% of Total Investments)</b>                         |           |
| 10,416 | Macy's, Inc.   | 598,191   |
|        | <b>Oil, Gas, &amp; Consumable Fuels - 0.3% (0.2% of Total Investments)</b>         |           |
| 6,810  | Carrizo Oil & Gas, Inc., (5)   | 374,686   |
| 25,537 | DHT Maritime Inc.  | 199,444   |
| 7,290  | Enlink Midstream LLC   | 257,556   |
| 3,804  | EOG Resources, Inc.  | 372,792   |
| 4,320  | EQT Corporation  | 470,837   |
| 5,733  | Oasis Petroleum Inc., (5)  | 266,642   |
| 2,016  | Pioneer Natural Resources Company  | 389,632   |
| 8,316  | SemGroup Corporation, A Shares   | 531,226   |
| 6,299  | SM Energy Company  | 466,945   |
| 5,140  | Targa Resources Corporation  | 555,069   |
|        | Total Oil, Gas, & Consumable Fuels   | 3,884,829 |
|        | <b>Paper &amp; Forest Products - 0.0% (0.0% of Total Investments)</b>              |           |
| 4,093  | Clearwater Paper Corporation, (5)  | 251,269   |
| 16,417 | KapStone Paper and Packaging Corp., (5)  | 433,080   |
|        | Total Paper & Forest Products  | 684,349   |
|        | <b>Pharmaceuticals - 0.3% (0.2% of Total Investments)</b>                          |           |
| 13,591 | AbbVie Inc.  | 707,819   |
| 5,345  | Actavis Inc., (5)  | 1,092,144 |
| 4,449  | Allergan, Inc.   | 737,822   |
| 12,008 | Bristol-Myers Squibb Company   | 601,481   |
| 1,252  | Jazz Pharmaceuticals, Inc., (5)  | 168,895   |
| 2,918  | Mallinckrodt PLC, (5)  | 207,849   |
|        | Total Pharmaceuticals  | 3,516,010 |
|        | <b>Real Estate Investment Trust - 0.2% (0.1% of Total Investments)</b>             |           |
| 14,038 | Chesapeake Lodging Trust   | 378,886   |
| 34,950 | DiamondRock Hospitality Company  | 428,837   |
| 2,950  | EastGroup Properties Inc.  | 186,588   |
| 28,175 | iStar Financial Inc., (5)  | 418,681   |
| 4,503  | PS Business Parks Inc.   | 386,222   |
| 27,030 | Resource Capital Corporation   | 148,665   |
| 2,575  | Simon Property Group, Inc.   | 445,990   |
|        | Total Real Estate Investment Trust   | 2,393,869 |
|        | <b>Real Estate Management &amp; Development - 0.0% (0.0% of Total Investments)</b> |           |
| 2,380  | Altisource Portfolio Solutions SA  | 246,830   |
| 8,898  | CBRE Group Inc., (5)   | 237,043   |
|        | Total Real Estate Management & Development   | 483,873   |
|        | <b>Road &amp; Rail - 0.2% (0.1% of Total Investments)</b>                          |           |
| 3,670  | Genesee & Wyoming Inc., (5)  | 363,367   |
| 3,791  | Kansas City Southern Industries  | 382,436   |

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| 7,450  | Union Pacific Corporation  |  |  |  | 1,418,704          |
|        | Total Road & Rail  |  |  |  | 2,164,507          |
|        | <b>Semiconductors &amp; Equipment - 0.2% (0.1% of Total Investments)</b>       |  |  |  |                    |
| 9,173  | Avago Technologies Limited   |  |  |  | 582,486            |
| 18,551 | Intel Corporation  |  |  |  | 495,126            |
| 12,040 | MA-COM Technology Solutions Holdings Incorporated, (5)                         |  |  |  | 210,820            |
| 26,404 | Spansion Inc., Class A, (5)  |  |  |  | 470,783            |
| 9,202  | Xilinx, Inc.   |  |  |  | 434,242            |
|        | Total Semiconductors & Equipment   |  |  |  | 2,193,457          |
|        | <b>Software - 0.5% (0.4% of Total Investments)</b>                             |  |  |  |                    |
| 11,155 | Allot Communications, Limited  |  |  |  | 152,154            |
| 6,478  | Aspen Technology Inc., (5)   |  |  |  | 278,489            |
| 32,884 | Cadence Design Systems, Inc., (5)  |  |  |  | 511,675            |
| 15,231 | Manhattan Associates Inc., (5)   |  |  |  | 480,233            |
| 10,695 | Mentor Graphics Corporation  |  |  |  | 221,387            |
| 72,781 | Microsoft Corporation  |  |  |  | 2,940,350          |
| 37,710 | Oracle Corporation   |  |  |  | 1,541,583          |
| 18,240 | Parametric Technology Corporation, (5)   |  |  |  | 645,149            |
| 11,435 | Salesforce.com, Inc., (5)  |  |  |  | 590,618            |
| 11,190 | TiVo, Inc., (5)  |  |  |  | 132,713            |
|        | Total Software   |  |  |  | 7,494,351          |
|        | <b>Specialty Retail - 0.2% (0.2% of Total Investments)</b>                     |  |  |  |                    |
| 10,903 | CST Brands Inc.  |  |  |  | 355,765            |
| 18,796 | Home Depot, Inc.   |  |  |  | 1,494,470          |
| 7,660  | Lithia Motors Inc.   |  |  |  | 568,985            |
| 4,799  | O Reilly Automotive Inc., (5)  |  |  |  | 714,043            |
| 2,740  | Restoration Hardware Holdings Incorporated, (5)                                |  |  |  | 170,949            |
|        | Total Specialty Retail   |  |  |  | 3,304,212          |
|        | <b>Textiles, Apparel &amp; Luxury Goods - 0.2% (0.2% of Total Investments)</b> |  |  |  |                    |
| 8,366  | Kate Spade & Company, (5)  |  |  |  | 290,886            |
| 6,836  | Michael Kors Holdings Limited, (5)   |  |  |  | 623,443            |
| 8,137  | Movado Group Inc.  |  |  |  | 319,621            |
| 8,617  | Nike, Inc., Class B  |  |  |  | 628,610            |
| 3,043  | Ralph Lauren Corporation   |  |  |  | 460,619            |
| 9,000  | VF Corporation   |  |  |  | 549,810            |
| 11,283 | Wolverine World Wide Inc.  |  |  |  | 317,052            |
|        | Total Textiles, Apparel & Luxury Goods   |  |  |  | 3,190,041          |
|        | <b>Thriffs &amp; Mortgage Finance - 0.1% (0.1% of Total Investments)</b>       |  |  |  |                    |
| 9,441  | First Defiance Financial Corporation   |  |  |  | 255,096            |
| 19,570 | NMI Holdings Inc., Class A Shares  |  |  |  | 222,120            |
| 14,914 | Oritani Financial Corporation  |  |  |  | 221,175            |
| 16,554 | PennyMac Financial Services Inc., (5)  |  |  |  | 262,712            |
|        | Total Thriffs & Mortgage Finance   |  |  |  | 961,103            |
|        | <b>Tobacco - 0.0% (0.0% of Total Investments)</b>                              |  |  |  |                    |
| 3,564  | Philip Morris International  |  |  |  | 304,473            |
|        | <b>Trading Companies &amp; Distributors - 0.1% (0.1% of Total Investments)</b> |  |  |  |                    |
| 11,527 | CAI International Inc., (5)  |  |  |  | 250,712            |
| 13,412 | H&E Equipment Services, Inc., (5)  |  |  |  | 517,033            |
| 4,352  | Watsco Inc.  |  |  |  | 447,864            |
|        | Total Trading Companies & Distributors   |  |  |  | 1,215,609          |
|        | <b>Total Common Stocks (cost \$126,555,767)</b>                                |  |  |  | <b>132,201,165</b> |

| Principal Amount (000) | Description (1)  | Coupon | Maturity | Ratings (3) | Value             |
|------------------------|--|--------|----------|-------------|-------------------|
|                        | <b>CONVERTIBLE BONDS - 1.1% (0.7% of Total Investments)</b>                |        |          |             |                   |
|                        | <b>Internet Software &amp; Services - 1.1% (0.7% of Total Investments)</b> |        |          |             |                   |
| \$ 15,000              | Yahoo! Inc., Convertible Bond, 144A  | 0.000% | 12/01/18 | BB+         | \$ 15,346,875     |
| \$ 15,000              | <b>Total Convertible Bonds (cost \$15,490,182)</b>                         |        |          |             | <b>15,346,875</b> |

| Principal Amount (000) | Description (1)  | Coupon | Maturity | Ratings (3) | Value        |
|------------------------|--|--------|----------|-------------|--------------|
|                        | <b>CORPORATE BONDS - 22.6% (15.3% of Total Investments)</b>                  |        |          |             |              |
|                        | <b>Chemicals - 0.6% (0.4% of Total Investments)</b>                          |        |          |             |              |
| \$ 7,500               | Hexion US Finance  | 6.625% | 4/15/20  | B1          | \$ 7,790,625 |
|                        | <b>Commercial Services &amp; Supplies - 0.3% (0.2% of Total Investments)</b> |        |          |             |              |
| 3,900                  | NES Rental Holdings Inc., 144A   | 7.875% | 5/01/18  | CCC+        | 4,153,500    |
|                        | <b>Communications Equipment - 0.3% (0.2% of Total Investments)</b>           |        |          |             |              |
| 5,000                  | Avaya Inc., 144A   | 7.000% | 4/01/19  | B1          | 4,975,000    |

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|  |   |         |          |      |                    |
|--|---|---------|----------|------|--------------------|
| <b>Diversified Consumer Services - 0.7% (0.5% of Total Investments)</b>          |   |         |          |      |                    |
| 1,078  | Ceridian Corporation  | 12.250% | 11/15/15 | CCC  | 1,088,780          |
| 8,500  | Ceridian Corporation  | 11.250% | 11/15/15 | CCC  | 8,606,250          |
| 9,578  | Total Diversified Consumer Services                         |         |          |      | 9,695,030          |
| <b>Diversified Telecommunication Services - 1.8% (1.3% of Total Investments)</b> |   |         |          |      |                    |
| 22,750   | WideOpenWest Finance Capital Corporation                    | 10.250% | 7/15/19  | CCC+ | 25,707,500         |
| <b>Electronic Equipment &amp; Instruments - 0.1% (0.1% of Total Investments)</b> |   |         |          |      |                    |
| 1,200  | Kemet Corporation   | 10.500% | 5/01/18  | B-   | 1,257,000          |
| <b>Health Care Equipment &amp; Supplies - 3.7% (2.5% of Total Investments)</b>   |   |         |          |      |                    |
| 1,000  | Convatec Finance International SA, 144A                     | 8.250%  | 1/15/19  | B-   | 1,022,500          |
| 19,000   | Kinetic Concepts  | 12.500% | 11/01/19 | CCC+ | 22,135,000         |
| 25,460   | Tenet Healthcare Corporation                                | 8.125%  | 4/01/22  | B3   | 28,260,600         |
| 45,460   | Total Health Care Equipment & Supplies                      |         |          |      | 51,418,100         |
| <b>Health Care Providers &amp; Services - 0.9% (0.6% of Total Investments)</b>   |   |         |          |      |                    |
| 450  | Capella Healthcare Inc.                                     | 9.250%  | 7/01/17  | B    | 475,875            |
| 12,000   | Community Health Systems, Inc.                              | 6.875%  | 2/01/22  | B    | 12,435,000         |
| 12,450   | Total Health Care Providers & Services                      |         |          |      | 12,910,875         |
| <b>Hotels, Restaurants &amp; Leisure - 0.2% (0.1% of Total Investments)</b>      |   |         |          |      |                    |
| 2,000  | MGM Resorts International Inc.                              | 7.750%  | 3/15/22  | B+   | 2,321,000          |
| <b>Insurance - 0.8% (0.5% of Total Investments)</b>                              |   |         |          |      |                    |
| 10,000   | Hockey Merger Sub 2 Inc., 144A                              | 7.875%  | 10/01/21 | CCC+ | 10,675,000         |
| <b>Media - 4.3% (2.9% of Total Investments)</b>                                  |   |         |          |      |                    |
| 10,609   | Clear Channel Communications, Inc.                          | 9.000%  | 12/15/19 | CCC+ | 11,298,585         |
| 36,054   | Clear Channel Communications, Inc.                          | 14.000% | 2/01/21  | CCC- | 36,955,775         |
| 300  | Clear Channel Communications, Inc.                          | 9.000%  | 3/01/21  | CCC+ | 318,750            |
| 10,000   | McGraw-Hill Global Education Holdings, 144A                 | 9.750%  | 4/01/21  | BB   | 11,450,000         |
| 56,963   | Total Media   |         |          |      | 60,023,110         |
| <b>Oil, Gas, &amp; Consumable Fuels - 0.5% (0.4% of Total Investments)</b>       |   |         |          |      |                    |
| 5,000  | Oasis Petroleum Inc., 144A                                  | 6.875%  | 3/15/22  | B+   | 5,425,000          |
| 2,000  | Oasis Petroleum Inc.  | 6.875%  | 1/15/23  | B+   | 2,165,000          |
| 7,000  | Total Oil, Gas, & Consumable Fuels                          |         |          |      | 7,590,000          |
| <b>Pharmaceuticals - 1.7% (1.1% of Total Investments)</b>                        |   |         |          |      |                    |
| 9,000  | Jaguar Holding Company I, 144A                              | 9.375%  | 10/15/17 | CCC+ | 9,405,000          |
| 12,887   | Salix Pharmaceuticals Limited, 144A                         | 6.000%  | 1/15/21  | B    | 13,821,308         |
| 21,887   | Total Pharmaceuticals                                       |         |          |      | 23,226,308         |
| <b>Software - 1.1% (0.7% of Total Investments)</b>                               |   |         |          |      |                    |
| 5,000  | BMC Software Finance Inc., 144A                             | 8.125%  | 7/15/21  | CCC+ | 5,237,500          |
| 2,000  | Emdeon Inc.   | 11.000% | 12/31/19 | CCC+ | 2,310,000          |
| 3,000  | Infor Us Inc.   | 11.500% | 7/15/18  | B-   | 3,465,000          |
| 3,375  | Infor Us Inc.   | 9.375%  | 4/01/19  | B-   | 3,788,438          |
| 13,375   | Total Software  |         |          |      | 14,800,938         |
| <b>Specialty Retail - 1.3% (0.9% of Total Investments)</b>                       |   |         |          |      |                    |
| 7,000  | 99 Cents Only Stores  | 11.000% | 12/15/19 | CCC+ | 7,910,000          |
| 9,500  | Claire's Stores, Inc., 144A                                 | 9.000%  | 3/15/19  | B2   | 9,880,000          |
| 1,200  | Claire's Stores, Inc.                                       | 10.500% | 6/01/17  | CCC  | 1,164,000          |
| 17,700   | Total Specialty Retail                                      |         |          |      | 18,954,000         |
| <b>Trading Companies &amp; Distributors - 1.2% (0.8% of Total Investments)</b>   |   |         |          |      |                    |
| 14,650   | HD Supply Inc.  | 11.500% | 7/15/20  | CCC+ | 17,396,875         |
| <b>Wireless Telecommunication Services - 3.1% (2.1% of Total Investments)</b>    |   |         |          |      |                    |
| 2,500  | Sprint Corporation, 144A                                    | 7.250%  | 9/15/21  | BB-  | 2,725,000          |
| 32,000   | Sprint Corporation, 144A                                    | 7.875%  | 9/15/23  | BB-  | 35,280,000         |
| 5,000  | T-Mobile USA Inc.   | 6.250%  | 4/01/21  | BB   | 5,325,000          |
| 39,500   | Total Wireless Telecommunication Services                   |         |          |      | 43,330,000         |
| <b>\$ 290,913</b>  | <b>Total Corporate Bonds (cost \$291,353,171)</b>           |         |          |      | <b>316,224,861</b> |
| <b>Shares Description (1)</b>  |   |         |          |      |                    |
| <b>EQUITY-LINKED CERTIFICATES - 0.7% (0.5% of Total Investments)</b>             |   |         |          |      |                    |
| 88,000   | Barclays Bank PLC, Equity-Linked Note, 144A                 |         |          | \$   | 9,851,600          |
|  | <b>Total Equity-Linked Certificates (cost \$10,033,760)</b> |         |          |      | <b>9,851,600</b>   |

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| Shares  | Description (1)  | Value                |
|---------|--|----------------------|
|         | <b>STRUCTURED NOTES - 0.7% (0.5% of Total Investments)</b> |                      |
| 132,000 | Barclays Bank PLC  | \$ 9,522,480         |
|         | <b>Total Structured Notes (cost \$10,024,080)</b>          | <b>9,522,480</b>     |
|         | <b>Total Long-Term Investments (cost \$1,852,675,829)</b>  | <b>1,895,238,394</b> |

| Principal Amount (000) | Description (1)   | Coupon | Maturity | Value                   |
|------------------------|---|--------|----------|-------------------------|
| \$ 169,860             | <b>SHORT-TERM INVESTMENTS - 12.1% (8.2% of Total Investments)</b>   |        |          |                         |
|                        | Repurchase Agreement with Fixed Income Clearing Corporation, dated 4/30/14, repurchase price \$169,859,898, collateralized by \$173,260,000 U.S. Treasury Notes, 0.104%, due 4/30/16, value \$173,260,000 | 0.000% | 5/01/14  | \$ 169,859,898          |
|                        | <b>Total Short-Term Investments (cost \$169,859,898)</b>  |        |          | <b>169,859,898</b>      |
|                        | <b>Total Investments (cost \$2,022,535,727)</b>   |        |          | <b>2,065,098,292</b>    |
|                        | - 147.6%  |        |          |                         |
|                        | <b>Borrowings - (42.2)% (7), (8)</b>  |        |          | <b>(591,000,000)</b>    |
|                        | <b>Other Assets Less Liabilities - (5.4)% (9)</b>   |        |          | <b>(74,627,514)</b>     |
|                        | <b>Net Assets Applicable to Common Shares - 100%</b>  |        |          | <b>\$ 1,399,470,778</b> |

Investments in Derivatives as of April 30, 2014

Interest Rate Swaps outstanding:

| Counterparty   | Notional Amount | Fund Pay/Receive Floating Rate | Floating Rate Index | Fixed Rate (Annualized) | Fixed Rate Payment Frequency | Termination Date | Unrealized Appreciation (Depreciation) (9) |
|----------------|-----------------|--------------------------------|---------------------|-------------------------|------------------------------|------------------|--|
| Morgan Stanley | \$ 103,075,000  | Receive                        | 1-Month USD-LIBOR   | 2.064%                  | Monthly                      | 3/21/16          | \$ (3,269,453)                             |

Fair Value Measurements

Fair value is defined as the price that the Funds would receive upon selling an investment or transferring a liability in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. A three-tier hierarchy is used to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The following is a summary of the three-tiered hierarchy of valuation input levels.

Level 1 Inputs are unadjusted and prices are determined using quoted prices in active markets for identical securities.

Level 2 Prices are determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 Prices are determined using significant unobservable inputs (including management's assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not an indication of the risks associated with investing in those securities. The following is a summary of the Fund's fair value measurements as of the end of the reporting period:

|                        | Level 1 | Level 2 | Level 3 | Total |
|------------------------|---------|---------|---------|-------|
| Long-Term Investments: |         |         |         |       |

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|                                     |                |                  |      |                  |
|-------------------------------------|----------------|------------------|------|------------------|
| Variable Rate Senior Loan Interests | \$             | \$ 1,412,091,413 | \$   | \$ 1,412,091,413 |
| Common Stocks                       | 132,201,165    |                  | *    | 132,201,165      |
| Convertible Bonds                   |                | 15,346,875       |      | 15,346,875       |
| Corporate Bonds                     |                | 316,224,861      |      | 316,224,861      |
| Equity-Linked Certificates          |                | 9,851,600        |      | 9,851,600        |
| Structured Notes                    |                | 9,522,480        |      | 9,522,480        |
| Short-Term Investments:             |                |                  |      |                  |
| Repurchase Agreements               |                | 169,859,898      |      | 169,859,898      |
| Investments in Derivatives:         |                |                  |      |                  |
| Interest Rate Swaps**               |                | (3,269,453)      |      | (3,269,453)      |
| Total                               | \$ 132,201,165 | \$ 1,929,627,674 | \$ * | \$ 2,061,828,839 |

\*Value equals zero as of the end of the reporting period.

\*\*Represents net unrealized appreciation (depreciation).

### Income Tax Information

The following information is presented on an income tax basis. Differences between amounts for financial statement and federal income tax purposes are primarily due to the treatment of timing differences in the recognition of an income on real estate investment trust ( REIT ) investments, timing differences in recognizing certain gains and losses on investment transactions and recognition of premium amortization. To the extent that differences arise that are permanent in nature, such amounts are reclassified within the capital accounts on the Statement of Assets and Liabilities presented in the annual report, based on their federal tax basis treatment; temporary differences do not require reclassification. Temporary and permanent differences do not impact the net asset value of the Fund.

As of April 30, 2014, the cost of investments (excluding investments in derivatives) was \$2,023,930,279.

Gross unrealized appreciation and gross unrealized depreciation of investments (excluding investments in derivatives) as of April 30, 2014, were as follows:

|   |  |               |
|---|--|---------------|
| Gross unrealized:   |  |               |
| Appreciation  |  | \$ 46,997,101 |
| Depreciation  |  | (5,829,088)   |
| Net unrealized appreciation (depreciation) of investments |  | \$ 41,168,013 |

For Fund portfolio compliance purposes, the Fund's industry classifications refer to any one or more of the industry sub-classifications used by one or more widely recognized market indexes or ratings group indexes, and/or as defined by Fund management. This definition may not apply for purposes of this report, which may combine industry sub-classifications into sectors for reporting ease.

- (1) All percentages shown in the Portfolio of Investments are based on net assets applicable to common shares unless otherwise noted.
- (2) Senior loans generally are subject to mandatory and/or optional prepayment. Because of these mandatory prepayment conditions and because there may be significant economic incentives for a borrower to prepay, prepayments of senior loans may occur. As a result, the actual remaining maturity of senior loans held may be substantially less than the stated maturities shown.
- (3) Ratings: Using the highest of Standard & Poor's Group ( Standard & Poor's ), Moody's Investors Service, Inc. ( Moody's ) or Fitch, Inc. ( Fitch ) rating. Ratings below BBB by Standard & Poor's, Baa by Moody's or BBB by Fitch are considered to be below investment grade. Holdings designated N/R are not rated by any of these national rating agencies.
- (4) Senior loans generally pay interest at rates which are periodically adjusted by reference to a base short-term, floating lending rate plus an assigned fixed rate. These floating lending rates are generally (i) the lending rate referenced by the London Inter-Bank Offered Rate ( LIBOR ), or (ii) the prime rate offered by one or more major United States banks. Senior loans may be considered restricted in that the Fund ordinarily is contractually obligated to receive approval from the agent bank and/or borrower prior to the disposition of a senior loan. The rate shown is the coupon as of the end of the reporting period.
- (5) Non-income producing; issuer has not declared a dividend within the past twelve months.
- (6) Investment valued at fair value using methods determined in good faith by, or at the discretion of, the Board of Trustees. For fair value measurement disclosure purposes, investment classified as Level 3.
- (7) Borrowings as a percentage of Total Investments is 28.6%.

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|           |   |
|-----------|---|
| (8)       | The Fund segregates 100% of its eligible investments in the Portfolio of Investments as collateral for Borrowings.  |
| (9)       | Other Assets Less Liabilities includes the Unrealized Appreciation (Depreciation) of derivative instruments as listed within Investments in Derivatives as of the end of the reporting period.  |
| DD1       | Portion of investment purchased on a delayed delivery basis.  |
| WI/DD     | Purchased on a when-issued or delayed delivery basis.   |
| 144A      | Investment is exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These investments may only be resold in transactions exempt from registration, which are normally those transactions with qualified institutional buyers.   |
| TBD       | Senior loan purchased on a when-issued or delayed-delivery basis. Certain details associated with this purchase are not known prior to the settlement date of the transaction. In addition, senior loans typically trade without accrued interest and therefore a coupon rate is not available prior to settlement. At settlement, if still unknown, the borrower or counterparty will provide the Fund with the final coupon rate and maturity date. |
| USD-LIBOR | United States Dollar London Inter-Bank Offered Rate.  |

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**Item 2. Controls and Procedures.**

a. The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934 (17 CFR 240.13a-15(b) or 240.15d-15(b)).

b. There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d))) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 3. Exhibits.**

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)), exactly as set forth below: EX-99 CERT Attached hereto.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Nuveen Credit Strategies Income Fund

By (Signature and Title) /s/ Kevin J. McCarthy  
Kevin J. McCarthy  
Vice President and Secretary

Date: June 27, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Gifford R. Zimmerman  
Gifford R. Zimmerman  
Chief Administrative Officer (principal executive officer)

Date: June 27, 2014

By (Signature and Title) /s/ Stephen D. Foy  
Stephen D. Foy  
Vice President and Controller (principal financial officer)

Date: June 27, 2014