

BOULDER GROWTH & INCOME FUND  
 Form 4/A  
 May 05, 2015

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**JACOBSON DEAN**

2. Issuer Name and Ticker or Trading Symbol  
**BOULDER GROWTH & INCOME FUND [BIF]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 4747 S LAKESHORE DR, STE 203

3. Date of Earliest Transaction (Month/Day/Year)  
 03/20/2015

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

(Street)  
 TEMPE, AZ 85282-7196

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/24/2015

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4)      |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                  |   |
| Common Stock                    | 03/20/2015                           |  | A <sup>(1)</sup>               |   | 6,242   | A  | <sup>(2)</sup> / <sub>(3)</sub> 8,909  | D |
| Common Stock                    | 03/20/2015                           |  | A <sup>(1)</sup>               |   | 4,878   | A  | <sup>(2)</sup> / <sub>(4)</sub> 13,787 | D |
| Common Stock                    | 03/20/2015                           |  | A <sup>(1)</sup>               |   | 1,404   | A  | <sup>(2)</sup> / <sub>(5)</sub> 15,191 | D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control**

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 (9-02)

number.

**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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| JACOBSON DEAN<br>4747 S LAKESHORE DR<br>STE 203<br>TEMPE, AZ 85282-7196 | X             |           |         |       |

## Signatures

/s/ Dean Jacobson 05/05/2015

\*\*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) On March 20, 2015, Boulder Total Return Fund, Inc. ("BTF"), The Denali Fund Inc. ("DNY") and First Opportunity Fund, Inc. ("FOFI") reorganized into Boulder Growth & Income Fund, Inc. ("BIF") (the "Reorganization") pursuant to that certain Agreement and Plan of Reorganization, dated as of March 5, 2015 (the "Agreement"). Pursuant to the Agreement, BIF acquired all of the assets and liabilities of BTF, DNY and FOFI in exchange for common shares of BIF (the "BIF Shares").
- The Reorganization occurred based on the relative net asset values ("NAV") of BIF, BTF, DNY and FOFI as of the close of regular trading on the New York Stock Exchange on March 20, 2015. At such time, BIF reported net assets of \$273,608,352.67 and a NAV per share of \$10.73; BTF reported net assets of \$413,286,769.95 and a NAV per share of \$33.50; DNY reported net assets of \$108,819,429.37 and a NAV per share of \$26.18; and FOFI reported net assets of \$342,875,845.30 and a NAV per share of \$11.93. Holders of BTF shares received 3.121182 BIF Shares for each BTF share owned, holders of DNY shares received 2.439214 BIF Shares for each DNY share owned, and holders of FOFI shares received 1.111719 BIF Shares for each FOFI share owned. Fractional shares were paid in cash.
- (3)

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In connection with the Reorganization, Mr. Jacobson received 6,242 BIF Shares (and cash for fractional shares, if any) for his 2,000 Shares of BTF.

- (4) In connection with the Reorganization, Mr. Jacobson received 4,878 BIF Shares (and cash for fractional shares, if any) for his 2,000 Shares of DNY.
- (5) In connection with the Reorganization, Mr. Jacobson received 1,404 BIF Shares (and cash for fractional shares, if any) for his 1,263.12 Shares of FOFL.

### **Remarks:**

This Form 4/A (this "Amendment") is being filed by the Reporting Person to amend and restate in its entirety the Form 4 original.

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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