

BOULDER GROWTH & INCOME FUND  
 Form 3/A  
 May 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                   |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â MILDRED B. HOREJSI TRUST                                  |         | (Month/Day/Year)                     | BOULDER GROWTH & INCOME FUND [BIF]               |  |
| (Last)  | (First) | 03/20/2015                           |  |  |
| C/O ALASKA TRUST COMPANY, Â 1029 WEST 3RD AVENUE, SUITE 400 |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| (Street)  |         |                                      | (Check all applicable)                           | 03/24/2015   |
| ANCHORAGE, Â AK Â 99501                                     |         |                                      | ___ Director ___X___ 10% Owner                   | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City)  | (State) |                                      | ___ Officer ___ Other                            | ___ Form filed by One Reporting Person                     |
|   | (Zip)   |                                      | (give title below) (specify below)               | ___X___ Form filed by More than One Reporting Person       |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 5,543,695 (1) (2) (3)                                 | D (4) (5)  | Â   |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|--|---------------------------|----------------------|---|
|--|--|--|---------------------------|----------------------|---|

| Date Exercisable | Expiration Date | Title      | Amount or Number of Shares | Price of Derivative Security | Derivative Security:       |
|------------------|-----------------|------------|----------------------------|------------------------------|----------------------------|
|                  |                 |            |                            |                              | Direct (D) or Indirect (I) |
|                  |                 | (Instr. 4) |                            |                              | (Instr. 5)                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| MILDRED B. HOREJSI TRUST<br>C/O ALASKA TRUST COMPANY<br>1029 WEST 3RD AVENUE, SUITE 400<br>ANCHORAGE, AK 99501 | ^             | ^ X       | ^       | ^     |
| HOREJSI STEWART R<br>2121 E. CRAWFORD PLACE<br>SALINA, KS 67401  | ^             | ^ X       | ^       | ^     |

## Signatures

|   |            |
|---|------------|
| /s/ Douglas J. Blattmachr, President, Alaska Trust Company, Trustee of the Mildred B. Horejsi Trust | 05/05/2015 |
| __Signature of Reporting Person   | Date       |
| /s/ Stewart R. Horejsi  | 05/05/2015 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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, 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 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.
  - (2) In connection with the Reorganization, the Mildred B. Horejsi Trust received (i) 2,513,229 BIF Shares (and cash for fractional shares, if any) for its 1,030,344 shares of DNY and (ii) 3,030,466 BIF Shares (and cash for fractional shares, if any) for its 2,725,929 shares of FOFI.
  - (3) The trustees of the Mildred B. Horejsi Trust (the "Trust") are Alaska Trust Company ("Alaska Trust"), Susan L. Ciciora and Brian Sippy. Such trustees may be deemed to control the Trust and may be deemed to possess indirect beneficial ownership of the shares held by the Trust. However, none of the trustees, acting alone, can vote or exercise dispositive authority over shares held by the Trust.
  - (4) Accordingly, Alaska Trust, Ms. Ciciora and Mr. Sippy disclaim beneficial ownership of the shares beneficially owned, directly or indirectly, by the Trust. In addition to serving as a trustee, Ms. Ciciora is also a beneficiary of the Trust. As a result of his advisory role with the Trust, Stewart R. Horejsi may be deemed to have indirect beneficial ownership of the shares directly beneficially owned by the Trust. However, Mr. Horejsi disclaims such beneficial ownership of the shares directly beneficially held by the Trust.
  - (5) The Trust and trusts, persons and entities affiliated with the reporting person(s), including Evergreen Atlantic, LLC, Lola Brown Trust No. 1B, Ernest Horejsi Trust No. 1B, Stewart West Indies Trust, Stewart R. Horejsi Trust No. 2, Susan L. Ciciora Trust, Susan L.

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Ciciora and Ellen O. Cooper (the "Horejsi Affiliates") own an aggregate of 45,444,843 shares of BIF.

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### Remarks:

This Form 3/A (this "Amendment") is being filed by the Reporting Person to amend and restate in

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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