

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

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 STEWART R. HOREJSI | | (Month/Day/Year) | BOULDER GROWTH & INCOME FUND [BIF] | |
| TRUST NO. 2 | | 03/20/2015 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| C/O ALASKA TRUST COMPANY,Â 1029 WEST 3RD AVENUE, SUITE 400 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | |
| ANCHORAGE,Â AKÂ 99501 | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (City) | (State) | (Zip) | 03/31/2015 | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> 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 | 2,411,987 <u>(1)</u> <u>(2)</u> <u>(3)</u> | D <u>(4)</u> <u>(5)</u> | Â |

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

SEC 1473 (7-02)

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 number.

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 |
| STEWART R. HOREJSI TRUST NO. 2 C/O ALASKA TRUST COMPANY 1029 WEST 3RD AVENUE, SUITE 400 ANCHORAGE, AK 99501 | ^ | ^ X | ^ | ^ |
| HOREJSI STEWART R 2121 E. CRAWFORD PLACE SALINA, KS 67401 | ^ | ^ X | ^ | ^ |

Signatures

| | | |
|-----------------------------------------------------------------------------------------------------------|---------------------------------|------------|
| /s/ Douglas J. Blattmachr, President, Alaska Trust Company, trustee of the Stewart R. Horejsi Trust No. 2 | | 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").
 - (2) 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 and FOFI reported net assets of \$342,875,845.30 and a NAV per share of \$11.93. Holders of FOFI shares received 1.111719 BIF Shares for each FOFI share owned. Fractional shares were paid in cash.
 - (3) In connection with the Reorganization, the Stewart R. Horejsi Trust No. 2 received 2,411,987 BIF Shares (and cash for fractional shares, if any) for its 2,169,602 shares of FOFI.
 - (4) The trustees of the Stewart R. Horejsi Trust No. 2 (the "Trust") are Alaska Trust Company ("Alaska Trust"), Laura Tatooles 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. Accordingly, Alaska Trust, Ms. Tatooles and Mr. Sippy disclaim beneficial ownership of the shares beneficially owned, directly or indirectly, by 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, Mildred B. Horejsi Trust, Stewart West Indies Trust, Susan L. Ciciora Trust, Susan L. Ciciora and Ellen O. Cooper (the "Horejsi Affiliates") own an aggregate of 45,444,843 shares of BIF.

^

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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.