

February 20, 2018

VIA EMAIL (IMshareholderproposals@sec.gov)

U.S. Securities and Exchange Commission
Division of Investment Management
Office of Disclosure and Review
100 F Street, NE
Washington, DC 20549

RE: Dividend and Income Fund – Omission of Shareholder Proposal Submitted by Matisse Discounted Closed-End Fund Strategy

Ladies and Gentlemen:

This letter is to inform you that our client, Dividend and Income Fund (the “Fund”), intends to omit a shareholder proposal (the “Proposal”) and statements in support thereof submitted for inclusion in its proxy statement and form of proxy for the Fund’s 2018 Annual Meeting of Shareholders (the “2018 Proxy Materials”) by Eric Boughton of Matisse Capital on behalf of Matisse Discounted Closed-End Fund Strategy (together, the “Proponents”). A copy of the Proposal, together with the Proponent’s cover letter, is attached to this letter as Exhibit A. Pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), we have concurrently sent copies of this correspondence to the Proponents.

As contemplated by Rule 14a-8(j)(1), this letter is being filed with the Securities and Exchange Commission (the “SEC”) no later than 80 calendar days before the date upon which the Fund expects to file the 2018 Proxy Materials.

This request is being submitted electronically pursuant to guidance found in Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”). Accordingly, we are not enclosing the additional six copies ordinarily required by Rule 14a-8(j)(2). Pursuant to Rule 14a-8(j)(1), a copy of this letter and the attachments is being sent via email to the Proponents. We also take this opportunity to inform the Proponents that if the Proponents elect to submit additional correspondence to the SEC or the staff of the SEC (the “Staff”) with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Fund pursuant to Rule 14a-8(k) and SLB 14D.

BASIS FOR EXCLUSION

The Proponents’ cover letter, dated February 7, 2018, along with the Proposal were first sent to the President and Secretary of the Fund via email on February 8, 2018. A copy of the cover letter and Proposal was also sent to the Fund via U.S. mail and received on February 12, 2018.

The deadline for submitting shareholder proposals to be considered for inclusion in the Fund's 2018 Proxy Materials was January 17, 2018, as stated in the Fund's proxy statement for the 2017 Annual Meeting of Shareholders (the "2017 Proxy Statement") and as calculated in accordance with Rule 14a-8(e)(2). Based on the foregoing, we respectfully request that the Staff concur with our view that the Proposal may be excluded from the 2018 Proxy Materials pursuant to Rule 14a-8(e)(2) because the Proponents failed to timely submit the Proposal.

ANALYSIS

Under Rule 14a-8(e)(2), a shareholder proposal submitted for consideration to be included in a company's proxy statement for a regularly scheduled annual meeting must be received by the company "not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting." The Fund disclosed in its 2017 Proxy Statement the deadline for submitting shareholder proposals and the method for submitting such proposals for the Fund's 2018 Annual Meeting of Shareholders (the "2018 Annual Meeting"), pursuant to Rule 14a-5(e). Specifically, under the heading "Additional Information – Discretionary Authority; Submission Deadlines for Shareholder Proposals," on page 19, the Fund's 2017 Proxy Statement states:

In addition, if you wish to have your proposal considered for inclusion in the Fund's 2018 Proxy Statement, we must receive it on or before **January 17, 2018**, pursuant to Rule 14a-8(e)(2). (*emphasis added*)

The Fund calculated the January 17, 2018 deadline in the manner prescribed in Rule 14a-8(e) and Staff Legal Bulletin No. 14 (July 13, 2001) ("SLB 14"). Namely, the Fund set the deadline for submitting shareholder proposals for inclusion in its 2018 Proxy Materials by calculating the date which is 120 calendar days before the first anniversary of the "release date" for the 2017 Proxy Statement. The release date for the 2017 Proxy Statement is disclosed on page 1 thereof as May 17, 2017; if this date is increased by one year and then reduced by 120 calendar days, the result is January 17, 2018. A copy of pages 1 and 19 of the 2017 Proxy Statement is attached to this letter as Exhibit B.

Rule 14a-8(e)(2) provides that the 120-calendar day advance receipt requirement does not apply if the current year's annual meeting has been changed by more than 30 days from the date of the prior year's meeting. The Fund intends to hold its 2018 Annual Meeting within 30 days of the anniversary of its 2017 Annual Meeting of Shareholders, which was held on June 15, 2017. Accordingly, because the Fund does not intend to move the date of the 2018 Annual Meeting by more than 30 days, the deadline for shareholder proposals for the Fund's 2018 Annual Meeting was the date disclosed in the Fund's 2017 Proxy Statement.

As previously noted, on February 8, 2018, over three weeks after the Fund's deadline for shareholder proposals under Rule 14a-8, the Fund received the Proposal, which was sent via e-mail to the Fund's President and Secretary. A copy of the Proponents' email submission showing the date of delivery is included in Exhibit A.

On numerous occasions, the Staff has concurred with the exclusion of a proposal pursuant to Rule 14a-8(e)(2) on the basis that it was submitted to the company after the established

submission deadline. *See, e.g., See, e.g., Adobe Systems Incorporated* (Jan. 4, 2016) (three days late); *Tidelands Bancshares, Inc.* (Jan 15, 2015) (one day late); *Applied Materials, Inc.* (Nov 20, 2014) (one day late); *BioMarin Pharmaceutical Inc.* (Mar 14, 2014) (five days late); *PepsiCo, Inc.* (Jan 3, 2014) (three days late); and *Equity LifeStyle Properties, Inc.* (Feb 10, 2012) (five days late). Supporting these interpretations in its no-action letters, the Staff has informed shareholders that they should submit proposals “well in advance of the deadline and by a means that allows the shareholder to demonstrate the date the proposal was received at the company’s principal executive offices.” *See SLB 14.*

The Fund has not provided the Proponents with the 14-day notice described in Rule 14a-8(f)(1) because such a notice is not required if a proposal’s defect cannot be cured. As stated in SLB 14, Rule 14a-8(f)(1) does not require the 14-day notice in connection with a proponent’s failure to submit a proposal by the submission deadline set forth under Rule 14a-8(f)(1) in order for the Proposal to be excluded under Rule 14a-8(e)(2).

We therefore request that the Staff concur that the Proposal may properly be excluded from the 2018 Proxy Materials because the Proponents failed to submit the Proposal within the time frame required under Rule 14a-8(e)(2).

CONCLUSION

Based on the foregoing analysis, we respectfully request that the Staff concur that it will take no enforcement action against the Fund if the Fund excludes the Proposal from its 2018 Proxy Materials.

Please do not hesitate to contact the undersigned at 608-284-2226 or by email at pkrill@gklaw.com if you have any questions or require additional information.

Very truly yours,

GODFREY & KAHN, S.C.

/s/ Pamela M. Krill

Pamela M. Krill

Cc: Eric Boughton (eric@matissecap.com)
Thomas Winmill (twinmill@dividendandincomefund.com)
Russell Kamerman (rkamerman@dividendandincomefund.com)

Exhibit A

From: Eric Boughton [<mailto:eric@matissecap.com>]
Sent: Thursday, February 08, 2018 7:34 PM
To: Thomas Winmill <twinmill@winmillco.com>
Cc: Russell Kamerman <rkamerman@winmillco.com>
Subject: RE: Rights offering for DNI

The attached is on its way to 11 Hanover Square, to the attention of Mr. Kamerman, FYI.



Eric Boughton, CFA

Portfolio Manager, Chief Analyst at Matisse Capital

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Email eric@matissecap.com **Website** <https://www.matissecap.com/>

PLEASE NOTE: As of January 1st 2018, Deschutes Portfolio Strategies is now operating under the name Matisse Capital.

Learn more about our name change by visiting <http://www.matissecap.com/name-change>.

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