

Part 2A of Form ADV: Firm Brochure

Item 1 Cover Page

Part 2A of Form ADV: Firm Brochure

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Part 2A of Form ADV

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This brochure provides information about the qualifications and business practices of Gabelli Funds, LLC. If you have any questions about the contents of this brochure, please contact us at (914) 921-5000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC” or “Commission”) or by any state securities authority.

Additional information about Gabelli Funds LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Gabelli Funds, LLC is registered with the Commission as an investment adviser. Registration with the Commission does not imply a certain level of skill or training.

Item 2 Material Changes

The following is a summary of the material changes made to this Brochure since the last update:

- Item 4 - Updated to reflect the regulatory assets under management as of December 31, 2018

Item 3 Table of Contents

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Item 4 Advisory Business

A. General Description of Gabelli Funds, LLC

Gabelli Funds, LLC (the “Gabelli Funds” or the “Adviser”) is a registered investment adviser that provides discretionary investment advisory services primarily to open and closed-end investment companies (the “Fund(s)”). The Adviser is a wholly owned subsidiary of GAMCO Investors, Inc. (NYSE: GBL). The Adviser provides investment advisory services to the following portfolios of active SEC registered open-end investment companies and closed-end investment companies:

Open-End Funds:

The Gabelli ABC Fund
The Gabelli Asset Fund
Gabelli Capital Asset Fund
Comstock Capital Value Fund
The Gabelli Dividend Growth Fund
The Gabelli Enterprise Mergers and Acquisitions Fund
The Gabelli Equity Income Fund
The Gabelli Focus Five Fund
The Gabelli Small Cap Growth Fund
The Gabelli Global Financial Services Fund
The GAMCO Global Growth Fund
The Gabelli International Small Cap Fund
The Gabelli Global Content & Connectivity Fund
The Gabelli Rising Income and Dividend Fund
The Gabelli Global Mini MitesTM Fund
The Gabelli Gold Fund
The GAMCO Growth Fund
The GAMCO International Growth Fund
The Gabelli ESG Fund
The Gabelli Utilities Fund
The Gabelli Value 25 Fund
The Gabelli U.S. Treasury Money Market Fund
Gabelli Media Mogul Fund
Gabelli Pet ParentsTM Fund

Gabelli Funds is also sub-adviser to the Teton Westwood Mighty MitesSM Fund and Teton Convertible Securities Fund.

Closed-end Funds:

Bancroft Fund Ltd.
Ellsworth Growth and Income Fund Ltd.
The Gabelli Equity Trust Inc.
The Gabelli Multimedia Trust Inc.
The Gabelli Convertible and Income Securities Fund Inc.
The Gabelli Utility Trust

The Gabelli Dividend & Income Trust
The Gabelli Global Utility & Income Trust
GAMCO Global Gold, Natural Resources and Income Trust
GAMCO Natural Resources, Gold and Income Trust
The GDL Fund
The Gabelli Healthcare and Wellness^{Rx} Trust
The Gabelli Global Small and Mid Cap Value Trust
The Gabelli Go Anywhere Trust

The Adviser also provides investment management services to the GAMCO International SICAV, which is a Luxembourg SICAV qualified under the UCITS directive, and to the Gabelli Value Plus+ Trust and Gabelli Merger Plus+ Trust, each a closed-end fund organized under the laws of England and listed on the Specialist Fund Segment of the London Stock Exchange.

In this brochure we may refer to SEC registered open-end and closed-end investment companies and non-U.S. Funds collectively as “Funds” or “Clients”.

Investment management and administrative services fees charged to the Funds are based on average net assets, are computed either weekly or daily, and are payable monthly (at the beginning of the following month). Gabelli Funds may also earn performance based fees set forth in the particular fund’s prospectus.

The advisory fees are set forth in investment management contracts that are approved initially by shareholders and at least annually by the Directors/Trustees of the respective registered investment companies, and are described in the prospectuses of such registered investment companies. The Applicant may periodically waive all or a portion of such fees.

B. Description of Advisory Services

The Gabelli brand represents our “Value” investment orientation, primarily representing our absolute return, research-driven Private Market Value (PMV) with a CatalystTM funds. GAMCO is the brand for our “Growth” investment orientation, which is primarily represented by The GAMCO Growth Fund, The GAMCO Global Growth Fund, and The GAMCO International Growth Fund. GAMCO also includes other distinct investment strategies and styles.

C. Availability of Tailored Services for Clients

The primary clients of Gabelli Funds are the registered open and closed-end funds and are therefore managed in accordance with each individual fund’s prospectus and other fund governance documents.

D. Client Assets Under Management

At December 31, 2018, the adviser managed approximately \$22 billion of client regulatory assets on a discretionary basis in seventeen (17) open-end and fourteen (14) closed-end registered management investment companies, a Luxemburg SICAV and two registered U.K. closed-end funds.

Item 5 Fees and Compensation

A. Investment Management Fees

The stated investment management fee for most of the Funds is generally one percent per year. The Adviser may also be compensated with performance-based fees in accordance with Rule 205-3 of the Investment Advisers Act of 1940 (“Advisers Act”).

B. Payment of Fees

Investment management and administrative services fees charged to clients are based on average net assets, are computed either daily or weekly, and are payable monthly (at the beginning of the following month). The Gabelli Funds may also earn performance based fees in accordance with the fees as set forth in the investment management contracts that are approved initially by shareholders and at least annually by the Directors/Trustees of the respective companies, and are described in the prospectuses of such investment companies. The Gabelli Funds may periodically waive all or a portion of such fees.

C. Other Fees and Expenses

In addition to paying investment management fees, client accounts may also be subject to other expenses such as custodial charges, brokerage fees, commissions and related costs, interest expenses and taxes.

D. Prepayment of Fees

As noted in B above, fees are charged to clients at the end of the calculation period.

E. Additional Compensation

The Adviser does not receive compensation other than for advising and administering the Funds, and administering the Teton Westwood Funds and the Keeley Funds, each an affiliated fund group.

Item 6 Performance-Based Fees and Side-By-Side Management

Gabelli Funds receives an advisory fee calculated based on a fixed percentage of net assets. In limited cases the advisory fee includes a performance component.

To the extent that Gabelli Funds manages Funds which include a performance component may create a conflict of interest. Performance arrangements may create an incentive to favor Funds that have a performance component over Funds without a performance component. To manage these potential conflicts, Gabelli Funds has adopted a number of compliance policies and procedures. These policies and procedures include (i) Code of Ethics (ii) the Investment Advisers Compliance Manual, (iii) Portfolio Management and Trading Policy that seeks to allocate investment opportunities equitably over time to clients regardless of their fee arrangements. Gabelli Funds does not consider fee structures in allocating investment opportunities.

Item 7 Types of Clients

Gabelli Funds offers advisory services to SEC registered open and closed-end investment companies, a Luxembourg registered SICAV, and two registered U.K. closed-end funds.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

A. Method of Analysis

The Adviser's approach to security analysis includes among other things fundamental research, industry research, personal visits with management and company published data. Gabelli Funds also uses data published in the financial media. Portfolio managers may also make use of third party sell-side brokerage research.

B. Material Risks Relating to Investment Strategies

Depending upon the strategy selected, the Adviser generally invests the entirety of a client's account in securities that bear risk and may fluctuate in price. When securities are sold from an account, they may be worth less than the prices that were paid to acquire them. Consequently, an investor may lose money by investing in the Fund(s).

As part of its investment philosophy and methodology, the Adviser and its affiliates may hold for their clients significant equity ownership positions in an issuer's class of stock (5% or more). Any such position could be relatively illiquid if the Adviser sold or was required to sell a large portion of the position in a short period. Such activity could result in sizable losses. A list of these positions is available on request.

The Adviser and its affiliates may, in the ordinary course of their business, acquire for their own accounts or for the accounts of their investment advisory clients, significant (and possibly controlling) positions in the securities of companies that may also be suitable for investment by a client. The securities in which a client might be able to invest may therefore be limited to some extent. For instance, many companies have adopted so-called "poison pill" or other anti-takeover measures designed to discourage or prevent the completion of non-negotiated offers for control of the company. Such anti-takeover measures may have the affect of limiting the number of shares of the company which the Adviser might otherwise be able to purchase for a client if the Adviser or its affiliates have acquired a significant position in the securities of the company on behalf of other clients. Laws, rules and regulations may also limit the securities of certain industries that the Adviser or its affiliates may purchase for its Clients.

C. Risks Associated with Types of Securities that are Primarily Recommended

Currency Risk. Currencies and securities denominated in foreign currencies may be affected by changes in exchange rates between those currencies and the U. S. dollar. Currency exchange rates may be volatile and may fluctuate in response to interest rate changes, the general economic conditions of a country, the actions of the U.S. and foreign governments, central banks, or other political or regulatory conditions in the U.S. or abroad, speculation, or other factors. A decline in the value of foreign currency relative to the U. S dollar reduces the value in U.S. dollars of a Fund's investments in that foreign currency and investments denominated in that foreign currency.

Derivative Risk. Derivatives may be riskier than other types of investments and may increase a Fund's volatility. Derivatives may experience large, sudden or unpredictable changes in liquidity and may be difficult to sell or unwind. Derivatives can also create investment exposure that exceeds the initial amount invested (leverage risk) – consequently, derivatives may experience very large swings in value. A Fund may lose more money using derivatives than it would have lost if it had directly invested in the underlying security or asset on which the value of a derivative is based. Derivatives may not perform as expected, a Fund may not correlate as expected with the currency, security or other risk being hedged. Derivatives may be difficult to value and may expose a Fund to risks of mispricing. In addition, derivatives are subject to extensive government regulation, which may change frequently and impact the Fund significantly.

Equity Risk. Equity risk is the risk that the prices of the securities held by a Fund will change due to general market and economic conditions, perceptions regarding the industries in which the companies issuing the securities participate, and the issuer company's particular circumstances.

Foreign Securities Risk. Investments in foreign securities involve risks relating to political, social and economic developments abroad, as well as risks resulting from the differences between the regulations to which U.S. and foreign issuers and markets are subject. These risks include expropriation, differing accounting and disclosure standards, currency exchange risks, settlement difficulties, market illiquidity, difficulties enforcing legal rights and greater transaction costs. These risks are more pronounced in the securities of companies located in emerging markets.

Issuer-Specific Risk. The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the market as a whole.

Large-Capitalization Risk. Larger, more established companies may be unable to respond quickly to new competitive challenges such as changes in technology and consumer tastes. Many larger companies also may not be able to attain the high growth rate of successful smaller companies, especially during extended periods of economic expansion.

Management Risk. If the portfolio manager is incorrect in their assessment of the growth prospects of the securities in a Fund under their management, then the value of the Fund's shares may decline.

Mid-Cap Company Risk. Mid-cap company risk is the risk that investing in securities of mid-cap companies could entail greater risks than investments in larger more established companies. Mid-cap companies tend to have more narrow product lines, more limited financial resources and a more limited trading market for their stocks, as compared with larger companies. As a result, their stock prices may decline more significantly or more rapidly than stocks of larger companies as market conditions change.

Small and Micro-Cap Company Risk. Although small-cap and micro-cap companies may offer greater potential for capital appreciation than larger companies, investing in securities of small-cap and micro-cap companies may involve greater risk than investing in larger, more established issuers. Small-cap and micro-cap companies generally have limited product lines, markets, and financial resources. Their securities may trade less frequently and in more limited volume than the securities of larger, more established companies. Also, small-cap and micro-cap are typically subject to greater changes in earning and business prospects than larger companies. Consequently, small-cap and micro-cap company stock prices tend to rise and fall in value more than other stocks. The risks of investing in micro-cap stocks and companies are even greater than those of investing in small-cap companies.

Interest Rate Risk, Maturity Risk, and Credit Risk. Interest rate risk is the risk that fixed income securities will decline in value because of an increase in interest rates. It is likely that there will be less governmental action in the near future to maintain low interest rates. The negative impact on fixed income securities from the resulting rate increase for that and other reasons could be swift and significant. The magnitude of the increase or decrease will often be greater for longer term debt securities than shorter term debt securities. It is also possible that the issuer of a debt security will not be able to make interest and principal payments when due.

The foregoing does not purport to be a complete enumeration or explanation of the general risks involved in investing with the Adviser. Investors in the Funds should carefully review the risks set forth in the prospectus of the Funds.

D. Special Risks Related to Cyber Security

Each Fund and its service providers are susceptible to cyber security risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems, compromises to networks or devices that the Fund and its service providers use to service the Fund's operations; or operational disruption or failures in the physical infrastructure or operating systems that support the Fund and its service providers. Cyber attacks against or security breakdowns of the Fund or its service providers may adversely impact the Fund and its shareholders, potentially resulting in, among other things, financial losses; the inability of Fund shareholders to transact business and the Fund to process transactions; inability to calculate the Fund's NAV; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs; and/or additional compliance costs. The Fund may incur additional costs for cyber security risk management and remediation purposes. In addition, cyber security risks may also impact issuers of securities in which the Fund invests, which may cause the Fund's investment in such issuers to lose value. There can be no assurance that the Fund or its service providers will not suffer losses relating to cyber attacks or other information security breaches in the future.

Item 9 Disciplinary Information

Not applicable.

Item 10 Other Financial Industry Activities and Affiliations

G.research, LLC (“G.research”), an affiliate of Gabelli Funds, is a broker-dealer registered under the Securities Exchange Act of 1934 and is regulated by FINRA. G.research has clearing arrangements on a fully disclosed basis with Wells Fargo Clearing Services, LLC, Pershing LLC and Interactive Brokers LLC. G.research issues research reports which may have recommendations that are inconsistent with transactions entered into for the Funds. Certain of Gabelli Funds management persons are registered representatives of G. research.

GAMCO Asset Management Inc. (“GAMCO”), an affiliate of Gabelli Funds, is a registered investment adviser that provides discretionary managed and non-discretionary account services to corporations, employee benefit plans, private investors, endowments and foundations, and as a sub-adviser to third party investment funds, which include registered investment companies.

G.distributors, LLC, (G.distributors) a wholly-owned subsidiary of GAMCO, is a limited purpose broker-dealer registered under the Securities Exchange Act of 1934 and is regulated by FINRA. G.distributors distributes open-end funds advised by Gabelli Funds, LLC, Teton Advisors, Inc. and Keeley-Teton Advisors, LLC, pursuant to distribution agreements with each Fund. G.distributors receives fees for such services pursuant to distribution plans adopted under provisions of Rule 12b-1 of the Company Act. Certain of Gabelli Funds, LLC, Teton Advisors Inc., and Keeley-Teton Advisors, LLC management persons are registered representatives of G.distributors.

Associated Capital Group, Inc., (ACG) is a NYSE listed company spun off in 2015 from GAMCO Investors, Inc. Gabelli & Company Investment Advisers, Inc. (“GCIA”) a registered investment adviser that is a wholly owned subsidiary of ACG and is under common control with Gabelli Funds, and manages private funds and separate accounts. Gabelli Securities International Limited (Bermuda) (“GSIL”) is a wholly owned subsidiary of GCIA and MJG Associates, Inc., an entity owned 100% by Mr. Mario J. Gabelli are relying advisers of GCIA and also manage private funds. Gabelli & Partners, a wholly owned subsidiary of GCIA, serves as the general partner to a number of the private funds. For a list of private funds managed by GCIA and its relying advisers, see GCIA’s ADV Part 1.

G. research is an indirect wholly owned subsidiary of ACG.

Certain officers, directors, or portfolio managers of Gabelli Funds may from time to time act as general partners of limited partnerships for which GAMCO acts as investment adviser.

Teton Advisors, Inc. (“Teton Advisors”) is an affiliated registered investment adviser which is publicly traded and under common control that provides investment management services to the TETON Westwood Mutual Funds and separate accounts. Keeley-Teton Advisors, LLC, a subsidiary of Teton Advisors Inc. is a registered investment adviser that provides investment management services to the Keeley Funds and separately managed accounts.

MJG Associates, Inc., an entity that is controlled by Mario Gabelli, is the investment manager of Gabelli International Limited, Gabelli Fund, LDC and Gabelli Performance Partnership.

Gabelli Securities International Limited (Bermuda) (“GSIL”) is a Bermuda company owned 55% by Marc Gabelli, and 45% by GCIA. GCIA has entered into an agreement with Mr. Marc Gabelli to acquire his interest in GSIL. GSIL serves as investment manager to several on-shore and off-shore Investment Partnerships which are sub-advised by GCIA.

Gabelli Securities International (UK) Ltd. is a wholly owned subsidiary of GSIL and is licensed to advise on investments with the Financial Conduct Authority in the United Kingdom.

GAMCO Asset Management (UK) Ltd is a wholly owned subsidiary of GAMCO Investors Inc. and is registered with the Financial Conduct Authority in the UK. It serves as a representative office in the United Kingdom which conducts research and marketing for G.research.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Gabelli Funds, its affiliates and other related persons, including Mario J. Gabelli and other directors, officers and professional staff of Gabelli Funds, may have direct or indirect interests in securities being bought or sold for clients of Gabelli Funds. In addition, on any given day, securities being bought or sold for Gabelli Fund's clients may also be simultaneously bought or sold for Gabelli Funds, its affiliates or other related persons. Accordingly, Gabelli Funds, its affiliates, or other related persons may sell or recommend the sale of a particular security for certain accounts, including accounts in which they have an interest, and Gabelli Funds, its affiliates or other related persons may buy or recommend the purchase of such security for other accounts, including accounts in which they have an interest, and, thus, transactions in particular accounts may not be consistent with transactions in other accounts or with the recommendation of Gabelli Funds, its affiliates or other related persons. It is therefore possible that the value of a security bought by an account that is managed by Gabelli Funds, its affiliates or related persons may decrease if another account advised by Gabelli Funds, its affiliates or related persons subsequently sells or shorts the same security. Gabelli Funds has established various policies and procedures that are designed to minimize the possibility of conflicts of interest and, where such conflicts arise, to disclose their existence to ensure that they are appropriately resolved, taking into account the interests of Gabelli Fund's clients without regard to their fee arrangements. However, there is no guarantee that the policies and procedures will be able to detect and address every situation in which an actual or potential conflict may arise.

A Code of Ethics is one of the policies that Gabelli Funds has adopted to minimize the effects of potential conflicts of interest. The Code of Ethics among other things provides:

1. Gabelli Fund's procedures are intended to ensure that client accounts are given the priority of economic opportunity over proprietary accounts, including professional staff accounts.
2. Staff of Gabelli Funds and its affiliates are required to maintain their securities brokerage accounts at G.research, unless an outside account is specifically approved by the designated compliance officer.
3. Staff of Gabelli Funds and its affiliates, with certain limited exceptions, must receive prior approval from the designated compliance or legal officer before placing an order for their own account or for any other proprietary account.
4. Limitation on personal trading by staff members and for certain pre-clearance requirement's.
5. Staff of Gabelli Funds and its affiliates must submit initial holdings reports when they begin employment, annual holding reports and quarterly reports of their securities transactions.

The full text of the Code of Ethics is available to any Client or prospective Client upon written request from Gabelli Funds, One Corporate Center, Rye, NY 10580.

Item 12 Brokerage Practices

Gabelli Funds and its affiliates currently serve as investment advisers or sub-advisers to a number of Funds and other pooled investment clients and may in the future act as adviser or sub-adviser to others. It is the policy of Gabelli Funds and its affiliates to allocate investments suitable and appropriate for each such client in a manner believed by Gabelli Funds to be equitable to each client. In making such allocations among the Funds and other client accounts, the main factors considered are the respective investment objectives, the relative size of portfolio holdings of the same or comparable securities, the availability of cash for investment, the size of investment commitments generally held and the opinions of the persons responsible for managing the portfolios of the Funds and other client accounts.

Under each advisory contract, Gabelli Funds is authorized on behalf of each Fund to employ brokers to effect the purchase or sale of portfolio securities with the objective of obtaining prompt, efficient, and reliable execution and clearance of such transactions at the most favorable price obtainable (“best execution”) at a reasonable expense. Gabelli Funds is permitted to (1) direct Fund portfolio brokerage to G.research, an affiliate of Gabelli Funds and a broker-dealer member of FINRA; and (2) pay commissions to brokers other than G.research which are higher than what might be charged by another qualified broker to obtain brokerage and/or research services considered by Gabelli Funds to be useful or desirable for its investment management of the Funds and/or other advisory accounts under the management of Gabelli Funds and any investment adviser affiliated with it.

Gabelli Funds does not consider the sales of shares of the Funds or other investment funds managed by Gabelli Funds and its affiliates by brokers, including G.research, as a factor in its selection of brokers or dealers for each Fund’s portfolio transactions and has adopted compliance policies and procedures for itself and its affiliates to prevent any such transactions on that basis.

Transactions on U.S. stock exchanges involve the payment of negotiated brokerage commissions, which may vary among brokers. Transactions in securities other than those for which a securities exchange is the principal market are generally executed through a principal market maker. However, such transactions may be effected through a brokerage firm and a commission is paid whenever it appears that the broker can obtain a price that is at least as favorable taking into account its commissions. In general, there may be no stated commission on principal transactions in OTC securities, but the prices of such securities usually include undisclosed commissions or markups. Option transactions will usually be effected through a broker and a commission will be charged. Each Fund also expects that securities will be purchased at times in underwritten offerings where the price includes a fixed amount of compensation generally referred to as a concession or discount.

The policy of each Fund regarding purchases and sales of securities and options for its portfolio is that primary consideration will be given to obtaining the most favorable prices and efficient execution of transactions. In seeking to implement each Fund's policies, Gabelli Funds effects transactions with those brokers and dealers who Gabelli Funds believes can obtain the most favorable prices and are capable of providing efficient executions. If Gabelli Funds believes such price and execution are obtainable from more than one broker or dealer, it may give

consideration to placing portfolio transactions with those brokers or dealers who also furnish research and other services to the Funds or Gabelli Funds of the type described in Section 28(e) of the Securities Exchange Act of 1934, as amended. In doing so, the Funds may also pay higher commission rates than the lowest available when Gabelli Funds believes it is reasonable to do so in light of the value of the brokerage and research services provided by the broker effecting the transaction. Such services may include, but are not limited to, any one or more of the following: (i) information as to the availability of securities for purchase or sale; (ii) statistical or factual information or opinions pertaining to investments; (iii) wire services; and (iv) appraisals or evaluations of potential and existing investments.

Research services furnished by brokers or dealers through which the Funds effect security transactions are used by Gabelli Funds and its advisory affiliates in carrying out their responsibilities with respect to all of their accounts over which they exercise investment discretion. Such investment information may be useful only to one or more of such other accounts. The purpose of this sharing of research information is to avoid duplicative charges for research provided by brokers and dealers. Neither the Funds nor Gabelli Funds has any agreement or legally binding understanding with any broker or dealer regarding any specific amount of brokerage commissions which will be paid in recognition of such services. However, in determining the amount of portfolio commissions directed to such brokers or dealers, Gabelli Funds considers the level of services provided.

Investment research obtained by allocations of a Fund's brokerage is used to augment the scope and supplement the internal research and investment strategy capabilities of Gabelli Funds but does not reduce the overall expenses of Gabelli Funds to any material extent. Such investment research may be in written form or through direct contact with individuals and includes information on particular companies and industries as well as market, economic, or institutional activity areas. Research services furnished by brokers through which a Fund effects securities transactions are used by Gabelli Funds and its advisory affiliates in carrying out their responsibilities with respect to all of their accounts over which they exercise investment discretion. Such investment information may be useful only to one or more of the other accounts of Gabelli Funds and its advisory affiliates, and research information received for the commissions of those particular accounts may be useful both to a Fund and one or more of such other accounts.

A directed brokerage program enables a registered Fund to recapture a portion of its brokerage costs with participating brokers. The recapture of commissions, which is in hard dollars, can be used to help pay for the expenses associated with the administration of the investment company. In the case of the registered Funds, the directed brokerage program is used to defray certain Fund related expenses. The use of directed brokerage may result in the registered Fund being unable to achieve most favorable execution of transactions which may result in higher transaction costs to the registered Fund.

The Adviser may determine to use G.research, an affiliated broker, to execute portfolio transactions for such Portfolio if it determines that (a) the use of G.research will be likely result in prices for, and execution of, securities transactions at least as favorable to such Portfolio as those likely to be obtainable from other qualified brokers, and (b) G.research charges such

Portfolio commission rates consistent with those charged by G.research in similar transactions to customers that are comparable to such Portfolio, but are not affiliated persons of such Portfolio or of the Adviser. In making this determination, the Adviser will consider all factors it deems relevant, including but not limited to, the price of the security, the size of the transaction, the nature of the market for the security, the amount of commission, the timing of the transaction taking into account market prices and trends, the reputation, experience and financial ability of G.research and the quality of service rendered by G.research in other transactions.

Per the Funds' procedures relating to Rule 17e-1 under the 1940 Act, the Chief Compliance Officer shall provide a written representation to the Board at least quarterly whether all transactions effected by G.research for each registered Fund during such period were in compliance with the Funds' procedures.

To obtain the best execution of portfolio trades on the NYSE, G.research controls and monitors the execution of such transactions on the floor of the NYSE through independent "floor brokers" or the Designated Order Turnaround System of the NYSE. Such transactions are then cleared, confirmed to each Fund for the account of G.research, and settled directly with the Custodian of the Funds by a clearing house member firm which remits the commission less its clearing charges to the G.research. G.research may also effect each Fund's portfolio transactions in the same manner and pursuant to the same arrangements on other national securities exchanges which adopt direct access rules similar to those of the NYSE. In addition, G.research may directly execute transactions for the Funds on the floor of any exchange or any national market system provided: (i) the Funds' Board of Directors/Trustees has expressly authorized G.research to effect such transactions; and (ii) G.research quarterly advises the Funds of the aggregate compensation it earned on such transactions.

Item 13 Review of Accounts

The Adviser's SEC 1940 Act registered Funds issue financial reports on a quarterly basis as required by law. The GAMCO International SICAV is a Luxembourg SICAV qualified under the UCITS Directive and is required to issue, as required under the UCITS Directive, annual and half yearly reports. Gabelli Value Plus+ and Gabelli Merger Plus+ issue financial reports as required by U.K regulatory authorities.

Item 14 Client Referrals and Other Compensation

Registered representatives of G.research or G.distributors may be compensated for their clients or accounts that become shareholders of a Fund. The Adviser or its affiliates may enter into referral arrangements that comply with Rule 206(4)-3 under the Investment Advisers Act of 1940 with persons that solicit investment advisory services on the Adviser's behalf.

Additionally, the Adviser may pay to G.research, G.distributors or such other broker-dealers from its own resources a percentage of the average annual value of the net assets of certain investment companies managed by the Adviser in recognition of their distribution or shareholder services with respect to such companies.

Item 15 Custody

The Adviser does not have custody of any client accounts. Gabelli Funds does act in an administrative capacity for the Funds advised by Gabelli Funds and its affiliated Advisers and therefore may have limited signing authority with respect to the Funds' third party custodian.

Item 16 Investment Discretion

As an investment adviser primarily to open and closed-end registered funds the Adviser has discretionary authority to purchase securities on behalf of the Funds. The Adviser's investment decisions are limited by Investment Company Act Rules as well as other rules and restrictions which are set forth in each fund's Statement of Additional Information and Prospectus.

Item 17 Voting Client Securities

Each Fund has delegated the voting of portfolio securities to the Adviser in its capacity as the Fund's investment adviser. The Adviser has adopted proxy voting policies and procedures (the "Proxy Voting Policy") for the voting of proxies on behalf of client accounts for which the Adviser has voting discretion, including the Funds. Under the Proxy Voting Policy, portfolio securities held by a Fund are to be voted in the best interest of the Fund.

Normally, the Adviser will exercise proxy voting discretion on particular types of proposals in accordance with guidelines (the "Proxy Voting Guidelines") set forth in the Proxy Voting Policy. The Proxy Voting Guidelines address, for example, proposals to elect the board of directors, to classify the board of directors, to select auditors, to issue blank check preferred stock, to use confidential ballots, to eliminate cumulative voting, to require shareholder ratification of poison pills, to support fair price provisions, to require a supermajority shareholder vote for charter or bylaw amendments, to provide for director and officer indemnification and liability protection, to increase the number of authorized shares of common stock, to allow greenmail, to limit shareholders' rights to call special meetings, to consider non-financial effects of a merger, to limit shareholders' right to act by written consent, to approve executive and director compensation plans (including golden parachutes), to limit executive and director pay, to approve stock option plans, to opt in or out of state takeover statutes and to approve mergers, acquisitions, corporate restructuring, spin-offs, buyouts, assets sales or liquidations.

A Proxy Committee ("Committee") comprised of senior representatives of the Adviser and its affiliated investment advisers have the responsibility for the content, interpretation and application of the Proxy Voting Guidelines. In general, the Director of Proxy Voting Services, using the Proxy Voting Guidelines, recommendations of Institutional Shareholder Corporate Governance Service ("ISS"), Glass Lewis & Co. LLC ("Glass Lewis") or other third-party services and the analysts of G.research, will determine how to vote on each issue. For non-controversial matters, the Director of Proxy Voting Services may vote the proxy if the vote is: (1) consistent with the recommendations of the issuer's board of directors and not contrary to the Proxy Voting Guidelines; (2) consistent with the recommendations of the issuer's board of directors and is a non-controversial issue not covered by the Proxy Voting Guidelines; or (3) the vote is contrary to the recommendations of the issuer's board of directors but is consistent with the Proxy Voting Guidelines. In those instances, the Director of Proxy Voting Services or the Chairman of the Committee may sign and date the proxy statement indicating how each issue will be voted.

All matters identified by the Chairman of the Committee, the Director of Proxy Voting Services or General Counsel as controversial, taking into account the recommendations of ISS, Glass Lewis or other third party services and the analysts of G.research, will be presented to the Committee. If the Chairman of the Committee, the Director of Proxy Voting Services or the General Counsel has identified the matter as one that (1) is controversial; (2) would benefit from

deliberation by the Committee; or (3) may give rise to a conflict of interest between the Adviser and its clients, the Chairman of the Committee will initially determine what vote to recommend that the Adviser should cast and the matter will go before the Committee.

For matters submitted to the Committee, each member of the Committee will receive, prior to the meeting, a copy of the proxy statement, any relevant third party research, a summary of any views provided by the Chief Investment Officer and any recommendations by G.research analysts. The Chief Investment Officer or the G.research analyst(s) may be invited to present their viewpoints. If the Director of Proxy Voting Services or the General Counsel believes that the matter before the committee is one with respect to which a conflict of interest may exist between the Adviser and its clients, legal counsel may provide an opinion to the Committee concerning the conflict. If legal counsel advises that the matter is one in which the interests of some clients may diverge from those of other clients or of the Adviser, the Committee may make different recommendations as to different clients. For any matters where the recommendation may trigger appraisal rights, General Counsel may provide an opinion concerning the likely risks and merits of such an appraisal action.

Each matter submitted to the Committee will be determined by the vote of a majority of the members present at the meeting. Should the vote concerning one or more recommendations be tied in a vote of the Committee, the Chairman of the Committee will cast the deciding vote. The Committee will notify the proxy department of its decisions and the proxies will be voted accordingly.

Where a proxy proposal raises a material conflict between the interests of the Fund's shareholders on the one hand, and those of the Fund's Adviser and/or principal underwriters or other principal underwriters on the other hand, the conflict will be brought to the *ad hoc* Proxy Voting Committee of the Fund to determine a resolution.

The complete voting records for each registered investment company that is managed by the Advisers will be filed on Form N-PX for the twelve months ended June 30th, no later than August 31st of each year. A description of the Fund's proxy voting policies, procedures, and how the Fund voted proxies relating to portfolio securities is available without charge, upon request, by (i) calling 800-GABELLI (800-422-3554); (ii) writing to Gabelli Funds, LLC at One Corporate Center, Rye, NY 10580-1422; or (iii) visiting the SEC's website at www.sec.gov.

Item 18 Financial Information

This item is not applicable.

Item 19 Requirements for State-Registered Advisers

This item is not applicable.

Personal Privacy

What kind of non-public information do we collect about you if you become a fund shareholder?

If you apply to open an account directly with us, you will be giving us some non-public information about yourself. The non-public information we collect about you is:

- Information you give us on your application form. This could include your name, address, telephone number, social security number, bank account number, and other information.
- Information about your transactions with us, any transactions with our affiliates, and transactions with the entities we hire to provide services to you. This would include information about the shares that you buy or redeem. If we hire someone else to provide services —like a transfer agent — we will also have information about the transactions that you conduct through them.

What information do we disclose and to whom do we disclose it?

We do not disclose any non-public personal information about our customers or former customers to anyone other than our affiliates, our service providers who need to know such information, and as otherwise permitted by law. If you want to find out what the law permits, you can read the privacy rules adopted by the Securities and Exchange Commission. They are in volume 17 of the Code of Federal Regulations, Part 248. The Commission often posts information about its regulations on its website, www.sec.gov.

What do we do to protect your personal information?

We restrict access to non-public personal information about you to the people who need to know that information in order to provide services to you or the fund and to ensure that we are complying with the laws governing the securities business. We maintain physical, electronic, and procedural safeguards to keep your personal information confidential.