

**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

March 30, 2023

**This brochure provides information about the qualifications and business practices of Gabelli Funds, LLC (Gabelli Funds). 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](http://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, 2022.

### Item 3 Table of Contents

#### **Contents**

Item 4	Advisory Business.....	4
Item 5	Fees and Compensation .....	7
Item 6	Performance-Based Fees and Side-By-Side Management.....	8
Item 7	Types of Clients .....	9
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss .....	10
Item 9	Disciplinary Information.....	14
Item 10	Other Financial Industry Activities and Affiliations.....	15
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	17
Item 12	Brokerage Practices.....	18
Item 13	Review of Accounts .....	21
Item 14	Client Referrals and Other Compensation .....	22
Item 15	Custody .....	23
Item 16	Investment Discretion .....	24
Item 17	Voting Client Securities .....	25
Item 18	Financial Information.....	27
Item 19	Requirement for State Registered Advisers .....	28
	Personal Privacy.....	29

#### 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 “Funds”). The Adviser is a wholly owned subsidiary of GAMCO Investors, Inc. (“GAMCO Investors”), a Delaware corporation whose stock is traded on OTC Markets (OTCQX:GAMI). Mario J. Gabelli is deemed to be the controlling person of the Adviser on the basis of his ownership of a majority of the stock of GGCP, Inc., a privately held Wyoming corporation, which holds a controlling interest in GAMCO Investors.

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 (including ETFs):

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 Growth and Income Fund  
The Gabelli Small Cap Growth Fund  
The Gabelli Global Financial Services Fund  
The Gabelli 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 Mites<sup>TM</sup> Fund  
The Gabelli Gold Fund  
The Gabelli Growth Fund  
The Gabelli 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 Parents<sup>TM</sup> Fund  
Gabelli Love Our Planet & People ETF  
Gabelli Growth Innovators ETF  
Gabelli Automation ETF  
Gabelli Financial Services Opportunities ETF  
Gabelli Global Commercial Aerospace & Defense ETF

Gabelli Funds is sub-adviser to the Teton Westwood Mighty Mites<sup>SM</sup> 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 <sup>Rx</sup> Trust

The Gabelli Global Small and Mid Cap Value Trust

The Adviser also provides investment management services to the GAMCO International SICAV, which is a Luxembourg SICAV qualified under the UCITS directive; and the Gabelli Merger Plus+ Trust, 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 for the registered Funds 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 Adviser may periodically waive all or a portion of such fees or agree to reimburse expenses.

**B. Description of Advisory Services**

The Adviser manages various Funds under the “Value” investment orientation, primarily representing our absolute return, research-driven Private Market Value (PMV) with a Catalyst<sup>TM</sup>. The Adviser also manages Funds that offer a “Growth” investment orientation, as well as other investment strategies including global and international equities, convertible securities, and sector specific investing.

### **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, 2022, the adviser managed approximately \$19.3 billion of client regulatory assets on a discretionary basis in eighteen (18) open-end and thirteen (13) closed-end registered management investment companies, a Luxembourg SICAV with three Sub-Funds, and one registered U.K. closed-end fund.

## 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). 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. 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: legal and audit, custodial charges, brokerage fees, commissions and related costs, interest expenses and taxes. In addition, depending upon the share class, sales charges and distribution fees pursuant to Rule 12b-1 of the Investment Company Act of 1940, may be incurred for the open-end registered funds. Gabelli Funds may periodically agree to limit expenses of a fund or reimburse expenses.

### **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 multiplied by 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) Portfolio Management and Trading Policy and iii) Securities Allocation Policy; that seek 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 with three Sub-Funds, and one registered U.K. closed-end fund.

## 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. In addition, investments could be adversely affected by delays in, or a refusal to grant, repatriation of funds or conversion of emerging market currencies.

**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.

**Emerging Market Risk.** Foreign securities risks are more pronounced in emerging markets. Investments in emerging markets may experience sharp price swings, as there may be less government supervision and regulation of business in such markets, and may entail risks relating to political and economic instability and expropriation, nationalization, confiscation or the imposition of restrictions on foreign investment, lack of hedging instruments, and restrictions on repatriation of capital invested. Securities markets in emerging markets may be less liquid and developed than those in the United States, potentially making prices erratic. Economic or political crises may detrimentally affect investments in emerging markets. Emerging market countries may experience substantial rates of inflation or deflation. The economies of developing countries tend to be dependent upon international trade. There may be little financial information available about emerging market issuers, and it may be difficult to obtain or enforce a judgment against them. Other risks include a high concentration of investors, financial intermediaries, and market capitalization and trading volume in a small number of issuers and industries; vulnerability to changes in commodity prices due to overdependence on exports, including gold and natural resources, overburdened infrastructure and obsolete or unseasoned financial systems; environmental problems; less developed legal systems; and less reliable securities custodial services and settlement practices. For all of these reasons, investments in emerging markets may be considered speculative.

**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.

**Globalization Risk.** The growing inter-relationship of global economies and financial markets has increased the effect of conditions in one country or region on issuers of securities in a different country or region. In particular, events or developments that interrupt the global supply chain, such as pandemic risks relating to a novel strain of the coronavirus (COVID-19), the adoption or prolongation of protectionist trade policies by one or more countries, war, changes in economic or monetary policy in the US or abroad, or a slowdown in the US economy, could lead to a decrease in demand for products and reduced flows of capital and income to companies in other countries. Those events might particularly affect companies in emerging countries.

**Interest Rate Risk, Maturity Risk, and Credit Risk.**

The market value of debt securities is affected by changes in prevailing interest rates and the perceived credit quality of the issuer. When prevailing interest rates fall or perceived credit quality improves, the market value of the affected debt securities generally rises. Conversely, when interest rates rise or perceived credit quality weakens, the market value of the affected debt securities generally declines. The risks associated with rising interest rates may be heightened as interest rates in the U.S. and elsewhere are at or have been near historic lows. The magnitude of these fluctuations will be greater when the maturity of the debt securities is longer.

**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.

**Merger Risk.** In general, securities of companies which are the subject of a tender or exchange offer or a merger, consolidation, liquidation, or reorganization proposal sell at a premium to their historic market price immediately prior to the announcement of an offer for the company. However, it is possible that the value of securities of a company involved in such a transaction will not rise and in fact may fall, in which case the Fund would lose money. It is also possible that the Adviser's assessment that a particular company is likely to be acquired or acquired during a specific time frame may be incorrect, in which case the Fund may not realize any premium on its investment and could lose money if the value of the securities declines during the Fund's holding period.

**Sector Risk.** If a Fund focuses on a particular sector, the Fund may face an increased risk that the value of its portfolio will decrease because of events disproportionately affecting that sector. Furthermore, investments in particular sectors may be more volatile than the broader market as a whole.

**Small and Mid-Capitalization Risk.** Risk is greater for the securities of small and mid-capitalization companies (including small unseasoned companies that have been in operation less than three years) because they generally are more vulnerable than larger companies to adverse business or economic developments and they may have more limited resources. The securities of small and mid-capitalization companies also may trade less frequently and in smaller volume than larger companies. As a result, the value of such securities may be more volatile than the securities of larger companies, and the Fund may experience difficulty in purchasing or selling such securities at the desired time and price.

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. Gabelli Funds may determine to use G.research to execute portfolio transactions, as described in this Form ADV (see Item 12). A management person of Gabelli Funds is a registered representative 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.

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.

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, LLC 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 LLC, and Keeley-Teton Advisors, LLC management persons may also be registered representatives of G.distributors.

Associated Capital, Inc., is a NYSE listed company. Associated Capital, Inc. may manage alternative investments through Gabelli & Company Investment Advisers (“GCIA”) a registered investment adviser and a wholly owned subsidiary of Associated Capital. These investments may include offshore funds, partnerships and separate accounts. Gabelli & Partners, LLC serves as the general partner to a number of the investment partnerships.

Teton Advisors, LLC is an affiliated registered investment adviser and wholly-owned subsidiary of Teton Advisors, Inc, and provides investment management services to the TETON Westwood Mutual Funds and separate accounts.

Teton Advisors, Inc. (“Teton Inc.”) Teton Inc.’s Class A Common Stock trades over-the-counter under the symbol TETAA. Mario J. Gabelli is deemed to be the controlling person of Teton Inc. on the basis of his ownership of a majority of the stock of GGCP, Inc., a privately held Wyoming corporation, which owns a majority of the voting stock of Teton Inc. The remaining equity interest in Teton Inc., which represent non-controlling, minority interests, are primarily held by certain key affiliates of GAMCO Investors Inc.

Keeley-Teton Advisors, LLC is wholly-owned subsidiary of Teton Advisors, Inc., and provides discretionary investment advisory services to a broad spectrum of clients, including the KEELEY Funds, Inc. (the "KEELEY Funds"), is an affiliated registered investment company. Keeley-Teton Advisors, LLC clients may also include individuals, banking institutions, investment companies, pension and profit-sharing plans, pooled investment vehicles, charitable organizations, and municipal government entities.

MJG Associates, Inc., an entity that is controlled by Mario Gabelli, is the investment manager of Gabelli International Limited and Gabelli Fund, LDC. Mario Gabelli also serves as the general partner of Gabelli Performance Partnership, LP. Please see GAMCO's ADV Part 1 for a full list of investment partnerships.

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 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 ("GAMCO UK") 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. Certain investment professionals from GAMCO UK render portfolio management and research services to clients of Gabelli Funds pursuant to a Memorandum of Understanding with Gabelli Funds by which GAMCO UK is considered a "Participating Affiliate" of Gabelli Funds as that term is used in relief granted by the staff of the Securities and Exchange Commission allowing U.S. registered investment advisers to use portfolio management and trading resources of advisory affiliates subject to the supervision of a registered adviser.



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: i) cash available in the Fund, (ii) the Fund's investment objectives, (iii) any investment guidelines or restrictions for the Fund and (iv) the amount of concentration of the securities or similar securities already in the Fund.

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.

Where Gabelli Funds is able to obtain best execution from multiple brokers, it may take into account the extent to which that broker provides research or brokerage services in deciding where to direct customer trades for execution. With respect to certain Funds, arrangements may exist with broker-dealers whereby Gabelli Funds obtains brokerage and research services based on the amount of brokerage business that it directs to that firm. Services may include stock quotation and news services, portfolio analysis services and other research services (collectively,

"soft dollar items"). Soft dollar items may be provided directly by brokers, by third parties at the direction of brokers or purchased by Gabelli Funds with credits or rebates provided by brokers. In some instances, the services may also have non-research/execution applications. In those instances, Gabelli Funds pays for whatever portion of these "mixed use" items is not devoted to research or execution. Consistent with Gabelli Funds fiduciary duties to its Clients, and the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934, as amended, brokerage will be directed to such broker-dealers only when Gabelli Funds believes the commissions charged are reasonable in relation to the value and overall quality of the brokerage and research services provided.

When Gabelli Funds directs brokerage business to firms in recognition of research services, the commissions may exceed those that other firms would charge. Moreover, some of the research services furnished by broker-dealers through whom Gabelli Funds effects securities transactions may be used in servicing Funds other than the Fund that placed the trades. Where Gabelli Funds receives services from a broker that include research as well as other services, Gabelli Funds only takes the research and execution services into account in determining whether to direct brokerage business and the volume of business to be directed.

A directed brokerage program enables a registered Fund to recapture a portion of its brokerage costs with participating brokers. The recapture of commissions 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 execution 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 to 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. Due to its affiliation with G.research, Gabelli Funds may have an incentive to use G.research to execute portfolio transactions for Gabelli Funds clients. This incentive may result in a conflict of interest when selecting brokers to execute trades on behalf of Gabelli Funds clients.

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, G.research controls and monitors the execution of transactions on various electronic market systems. G.research also reviews and monitors quantitative and qualitative executions of transactions with service providers and clearing firms. 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 G.research

Except for the Gabelli U.S. Treasury Money Market Fund (“GUSTO”), the Gabelli Funds Cash Management Desk (“CMD”) generally knows the amount of cash to invest, if any, for each open-end and closed-end registered investment company by approximately 11:40am Eastern Time (ET) on any business day. As described in GUSTO’s prospectus, GUSTO shareholders may purchase shares in GUSTO prior to 12:00 noon ET by bank wire or redeem GUSTO shares prior to 12:00 noon ET on any business day. Therefore, GUSTO’s cash available for investment is not known until after the 12:00 noon ET cutoff, usually communicated to the CMD by approximately 12:40pm. Based on the above, investments made by the CMD on behalf of GUSTO will generally be later than investments made by the CMD on behalf of the open-end and closed-end registered investment companies. As a result, it is likely that the price for a Treasury Bill purchased by the CMD on behalf of GUSTO that trades in the secondary market will be different (higher or lower) than the price for the same Treasury Bill made by the CMD on the same business day on behalf of the open-end and closed-end registered investment companies. This potential price differential will not result for purchases of new issue Treasury Bills.

Item 13    Review of Accounts

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

Item 14 Client Referrals and Other Compensation

Registered representatives of G.research or G.distributors (who may also be staff members of Gabelli Funds) 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 has 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 Guidelines, and the analysts of GAMCO Investors, 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 Guidelines; (2) consistent with the recommendations of the issuer's Board of Directors and is a non-controversial issue not covered by the Proxy Guidelines; or (3) the vote is contrary to the recommendations of the Board of Directors but is consistent with the Proxy 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 the Legal Department as controversial, taking into account the recommendations of the analysts of GAMCO Investors, will be presented to the Proxy Voting Committee. If the Chairman of the Committee, the Director of Proxy Voting Services or the Legal Department has identified the matter as one that (1) is controversial; (2) would benefit from deliberation by the Proxy Voting Committee; or (3) may give rise to a conflict of interest between the Advisers and their clients, the Chairman of the Committee will initially determine what vote to recommend that the Advisers 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, a summary of any views provided by the Chief Investment Officer and any recommendations by GAMCO Investors analysts. The Chief Investment Officer or the GAMCO Investors analysts may be invited to present their viewpoints. If the Director of Proxy Voting Services or the Legal Department believe that the matter before the committee is one with respect to which a conflict of interest may exist between the Advisers and their clients, counsel may provide an opinion to the Committee concerning the conflict. If the matter is one in which the interests of the clients of one or more of the Advisers may diverge, counsel may so advise and the Committee may make different recommendations as to different clients. For any matters where the recommendation may trigger appraisal rights, 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](http://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](http://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.