

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 68733 / January 25, 2013**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-13019**

**In the Matter of**

**Gabelli Funds, LLC,**

**Respondent.**

**ORDER AUTHORIZING THE TRANSFER  
OF REMAINING FUNDS AND ANY  
FUTURE FUNDS RETURNED TO THE  
FAIR FUND TO THE U.S. TREASURY,  
TERMINATING THE FAIR FUND, AND  
DISCHARGING THE FUND  
ADMINISTRATOR**

On April 24, 2008, the Commission issued an Order Instituting Administrative and Cease-And-Desist Proceedings, Making Findings, and Imposing Remedial Sanctions and a Cease-and-Desist Order pursuant to Sections 203(e) and 203(k) of the Investment Advisers Act of 1940 and Sections 9(b) and 9(f) of the Investment Company Act of 1940 based on willful violations of Section 206(2) of the Investment Advisers Act of 1940 and Section 17(d) of the Investment Company Act of 1940 and Rule 17d-1 thereunder, and the willful aiding and abetting and causing violations of Section 12(d)(1)(B)(i) of the Investment Company Act of 1940 (“Order”) by Gabelli Funds, LLC (“Gabelli”). Advisers Act Release No. 2727 (April 24, 2008). Pursuant to the Order, Gabelli was: (1) censured; (2) required to cease-and-desist from committing or causing any violations and any future violations of Section 206(2) of the Investment Advisers Act of 1940, Section 17(d) of the Investment Company Act of 1940 and Rule 17d-1 thereunder, and Section 12(d)(1)(B)(i) of the Investment Company Act of 1940; and (3) required to pay disgorgement of \$9.7 million, prejudgment interest of \$1.3 million, and a civil money penalty of \$5 million for a total payment of \$16 million. The Order also established a Fair Fund pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002. Gabelli was required to pay all costs and expenses for the distribution.

Gabelli’s \$16 million payment pursuant to the Order was used to create a Fair Fund for a distribution to harmed investors (“Fair Fund”). On December 30, 2009, the Commission issued an Order Appointing a Fund Administrator and Waiving Bond. Exchange Act Release No. 61255 (Dec. 30, 2009). Also on December 30, 2009, the Commission issued an Order Approving Distribution Plan (the “Plan”). Exchange Act Release No. 61256 (Dec. 30, 2009). On August 16, 2010, the Commission issued an Order Directing Disbursement of Fair Fund that authorized the disbursement of \$6,199,426.66 based on a staff certification that it received a

validated list of payees from the Independent Distribution Consultant (“IDC”). Exchange Act Release No. 62728 (Aug. 16, 2010). On August 31, 2010, the Commission issued a second Order Directing Disbursement of Fair Fund that authorized the disbursement of \$6,018,207.06 based on a staff certification that it received a second validated list of payees from the IDC. Exchange Act Release No. 62806 (Aug. 31, 2010).

The \$16 million Fair Fund received \$197,486.39 in interest and investment earnings and paid \$67,658.00 in federal taxes, \$800.00 in District of Columbia taxes, and \$174.15 in Plan Administration expenses. Additionally, investment expenses in the amount of \$3,452.99 were paid to the Bureau of Public Debt. Ultimately, \$9,769,110.15 was distributed to 33,292 Gabelli Global Growth Fund investors. Pursuant to Section 1.1 of the Plan, the Gabelli Global Growth Fund also received a distribution. The average payment to investors was \$284.86. The dollar range of distributions was from the *de minimis* \$10.00 up to \$110,419.98. A residual balance of \$6,356,291.10 remains.

Section 8.19 of the Plan provided that the Fair Fund would be eligible for termination after: (1) the final accounting has been submitted and approved by the Commission; (2) all taxes, fees, and expenses have been paid; and (3) any amount remaining in the Fair Fund has been received by the Commission. A final accounting, which has been submitted to the Commission for approval as required by Rule 1105(f) of the Commission’s Rules on Fair Fund and Disgorgement Plans and as set forth in the Plan, is now approved. Staff has verified that all taxes, fees, and expenses have been paid, and the Commission is in possession of the Fair Fund monies.

Accordingly, IT IS ORDERED that:

1. The remaining Fair Fund balance of \$6,356,291.10 and any future funds returned to the Fair Fund shall be transferred to the U.S. Treasury;
2. The Fair Fund is terminated; and
3. The Fund Administrator is discharged.

By the Commission.

Elizabeth M. Murphy  
Secretary