

GABELLI MARIO J  
Form 4  
January 18, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GABELLI MARIO J

(Last) (First) (Middle)

C/O GAMCO INVESTORS,  
INC, ONE CORPORATE CENTER

(Street)

RYE, NY 10580

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
GDL FUND [GDL]

3. Date of Earliest Transaction  
(Month/Day/Year)

01/16/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Control Person of Adviser

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4)    |
|----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Shares, Par Value \$0.001 | 01/16/2018                           |  | P                              | 9,000 A   | \$ 9.91 170,064 <sup>(1)</sup>  | I  | GGCP, Inc. <sup>(2)</sup>                     |
| Common Shares, Par Value \$0.001 |                                      |  |                                |   | 710,119.32 <sup>(1)</sup>   | I  | Associated Capital Group, Inc. <sup>(3)</sup> |
| Common Shares, Par Value \$0.001 |                                      |  |                                |   | 7,174.2 <sup>(1)</sup>  | I  | Gabelli & Company Investment Advisers,        |

Inc. <sup>(4)</sup>

|                                  |                           |   |   |
|----------------------------------|---------------------------|---|---|
| Common Shares, Par Value \$0.001 | 323,776.25 <sup>(1)</sup> | D |   |
| Common Shares, Par Value \$0.001 | 800,000                   | I | G.research, Inc. <sup>(5)</sup>           |
| Common Shares, Par Value \$0.001 | 52,541.28 <sup>(1)</sup>  | I | MJG IV Limited Partnership <sup>(6)</sup> |
| Common Shares, Par Value \$0.001 | 38,549.6 <sup>(1)</sup>   | I | GPJ Retirement Partners <sup>(7)</sup>    |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                         |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |  |  |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                | X             | X         |         |       |

GABELLI MARIO J  
C/O GAMCO INVESTORS, INC  
ONE CORPORATE CENTER  
RYE, NY 10580

Control Person of  
Adviser

## Signatures

Douglas R. Jamieson as Attorney-in-Fact for Mario J.  
Gabelli

01/18/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Total includes shares acquired through dividend reinvestment subsequent to the initial purchase.

The shares reported reflect the total shares owned by GGCP, Inc. (GGCP). Mario J. Gabelli is the Chief Executive Officer, a director, and the controlling shareholder of GGCP. Mr. Gabelli has less than a 100% interest in GGCP and disclaims beneficial ownership of the shares held by it which are in excess of his indirect pecuniary interest.

(3) The shares reported reflect the total shares owned by Associated Capital Group, Inc. (AC). Mario J. Gabelli is the Executive Chairman and controlling shareholder of AC. Mr. Gabelli has less than a 100% interest in ACG and disclaims beneficial ownership of the shares held by it which are in excess of his indirect pecuniary interest.

(4) The shares reported reflect the total shares owned by Gabelli & Company Investment Advisers, Inc. (GCIA), a majority owned subsidiary of GAMCO. Mr. Gabelli has less than a 100% interest in GCIA and disclaims beneficial ownership of the shares held by this entity which are in excess of his indirect pecuniary interest.

(5) G.research, a wholly owned subsidiary of GCIA, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended (1934 Act), which as a part of its business regularly purchases and sells securities for its own account.

(6) The shares reported reflect the total shares owned by MJG IV Limited Partnership, a limited partnership for which Mr. Gabelli serves as a general partner. Mr. Gabelli has less than a 100% interest in the entity and disclaims beneficial ownership of the shares held by this entity which are in excess of his indirect pecuniary interest.

(7) The shares reported reflect the total shares owned by GPJ Retirement Partners, LLC, a limited liability company. Mr. Gabelli has less than a 100% interest in the entity and disclaims beneficial ownership of the shares held by this entity which are in excess of his indirect pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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