GOLDSTEIN PHILLIP

Form 5

February 14, 2019

FORM 5							OMB APPROVAL				
UNITED STATES SECURITIES AND EXCHANGE COMMISSION									3235-0362		
Check this be no longer su		Was	Washington, D.C. 20549					Expires:	January 31, 2005		
to Section 1 Form 4 or F 5 obligation may continu	Form ANNU as ae.		ATEMENT OF CHANGES IN BENEF OWNERSHIP OF SECURITIES				TICIAL	Estimated burden hour response	average urs per		
See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Transactions Reported											
1. Name and Ad GOLDSTEIN	ldress of Reporting P N PHILLIP	Symbol					5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
(Last)	(First) (M	(Month/D					X Director Officer (give low)	e title 10% Owner Other (specify below)			
C/O BULLDOG INVESTORS, LLC, PARK 80 WEST, 250 PEHLE AVE., SUITE 708											
	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)				6.	6. Individual or Joint/Group Reporting (check applicable line)					
SADDI E RE	POOK Â NIÂ 07	663									
SADDLE BROOK, NJ 07663 _X_Form Filed by CForm Filed by M Person						One Reporting Person fore than One Reporting					
(City)	(State) (Z	Zip) Table	e I - Non-Deriv	ative Secu	rities A	Acquir	ed, Disposed of	, or Beneficia	lly 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)			d 5. Amount of Securities Beneficially Owned at end of Issuer's	Ownership Form:	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Amount	(A) or (D)	Price	Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)			
COMMON STOCK	12/26/2018	Â	G	10,772	D	\$ (1)	6,241	D	Â		
COMMON STOCK	Â	Â	Â	Â	Â	Â	1,467,211	I	By Clients of Bulldog Investors,		

Investors, LLC (2)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 2270 (9-02)

of D

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired			`		
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					, ,					
									Amount	
						Date	Expiration		or	
						Exercisable	Date	Title Nur of	Number	
									of	
					(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
GOLDSTEIN PHILLIP						
C/O BULLDOG INVESTORS, LLC	â v	Â	â	â		
PARK 80 WEST, 250 PEHLE AVE., SUITE 708	АЛ	A	А	А		
SADDLE BROOK, NJ 07663						

Signatures

/s/ Stephanie Darling, as Power of Attorney for Phillip Goldstein

02/14/2019

**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) No compensation was given for the gifting of shares.
- Certain private investment fund clients of Bulldog Investors, LLC ("Bulldog Investors") are the beneficial owners of these shares. The Reporting Person is an owner of Bulldog Investors. The Reporting Person is also a Principal of the general partner of certain of such private investment fund clients of Bulldog Investors, and a limited partner in certain of such private fund clients. The Reporting Person disclaims beneficial interest in such shares except to the extent of any pecuniary interest therein

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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