



THE GDL FUND

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**DIVIDEND NOTICE  
SERIES B PREFERRED SHARES**

FOR IMMEDIATE RELEASE

Rye, New York  
May 21, 2015

NYSE – GDL PrB  
CUSIP – 361570302

**THE GDL FUND  
DECLARES \$0.375 QUARTERLY DIVIDEND FOR ITS  
SERIES B CUMULATIVE PUTTABLE AND CALLABLE PREFERRED SHARES**

**Rye, NY** -- The Board of Trustees (the "Board") of The GDL Fund (NYSE:GDL) (the "Fund") declared a \$0.375 per share cash distribution payable on June 26, 2015 to Series B preferred shareholders of record on June 19, 2015.

The Board has determined that the Series B Preferred Shares will have an annual dividend rate of 3.00% effective for the future distributions through the maturity date of this seven year preferred. The Series B Preferred Shares, which trade on the New York Stock Exchange under the symbol "GDL Pr B", were issued on April 15, 2011 at \$50.00 per share and have a mandatory redemption date of March 26, 2018. The annual dividend rate of \$1.50 per share (which equates to \$0.375 per share on a quarterly basis) was determined by the Board in the first quarter of 2015 based on then current market conditions for debt securities of similar maturity issued by a U.S. corporation and rated A by at least one rating agency, subject to a minimum annual rate of 3.00%, in accordance with the terms of the Series B Preferred Shares.

The Series B Preferred Shares may be redeemed at any time by the Fund with 30 to 60 days prior notice at the liquidation preference of \$50.00 per share plus any accumulated and unpaid dividends.

Part of the distribution may be treated as qualified dividend income for individuals, subject to the maximum federal income tax rate, which is currently 20% in taxable accounts for individuals (or zero depending on an individual's tax bracket). In addition, certain U.S. shareholders who are individuals, estates or trusts and whose income exceeds certain thresholds will be required to pay a 3.8% Medicare surcharge on their "net investment income", which includes dividends received from the Fund and capital gains from the sale or other disposition of shares of the Fund.

Short-term capital gains, qualified dividend income, and ordinary income, if any, will be allocated on a pro-rata basis to all distributions to preferred shareholders for the year. Based on the accounting records of the Fund as of May 14, 2015, each of the distributions paid to preferred shareholders in 2015 would be 100% from net capital gains on a book basis. The

estimated components of each distribution are updated and provided to shareholders of record in a notice accompanying the distribution and are available on our website ([www.gabelli.com](http://www.gabelli.com)). The final determination of the sources of all distributions in 2015 will be made after year end and can vary from the quarterly estimates. All shareholders with taxable accounts will receive written notification regarding the components and tax treatment for all 2015 distributions in early 2016 via Form 1099-DIV.

*Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. More information regarding this and other information about the Fund is available by calling 800-GABELLI (800-422-3554) or visiting [www.gabelli.com](http://www.gabelli.com).*

The GDL Fund is a diversified, closed-end management investment company with \$382 million in total net assets whose investment objective is to achieve absolute returns in various market conditions without excessive risk of capital. The Fund is managed by Gabelli Funds, LLC, a subsidiary of GAMCO Investors, Inc. (NYSE:GBL).