

GDL FUND  
Form DEFA14A  
March 30, 2012

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934  
(Amendment No. )

Filed by Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Sec. 240.14a-12

The GDL Fund  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - 1) Title of each class of securities to which transaction applies:
  - 2) Aggregate number of securities to which transaction applies:
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11(set forth the amount on which the filing fee is calculated and state how it was determined):
  - 4) Proposed maximum aggregate value of transaction:
  - 5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - 1) Amount Previously Paid:
  - 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:
- 4) Date Filed:



\*\*\* Exercise Your Right to Vote \*\*\*  
Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 14, 2012.

THE GDL FUND

Meeting  
Information  
Meeting Type: Annual  
For holders as of: March 19,  
2012  
Date: May 14, 2012 Time:  
8:30 A.M.  
Location: The Cole  
Auditorium  
The Greenwich  
Library  
101 West Putnam  
Avenue  
Greenwich,  
Connecticut 06830

PROXY TABULATOR  
P.O. BOX 9112  
FARMINGDALE, NY 11735

You are receiving this  
communication because you hold  
shares in the above named fund.

This is not a ballot. You cannot  
use this notice to vote these  
shares. This communication  
presents only an overview of the  
more complete proxy materials  
that are available to you on the  
Internet. You may view the proxy  
materials online at  
[www.proxyvote.com](http://www.proxyvote.com) or easily  
request a paper copy (see reverse  
side).

We encourage you to access and  
review all of the important  
information contained in the  
proxy materials before voting.

See the reverse side of this notice  
to obtain proxy materials and  
voting instructions.

M40495-P19614



-----Before You Vote -----  
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*:

[sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 3, 2012 to facilitate timely delivery.

M40428-P19608

----- How To Vote -----  
Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

THE GDL FUND  
COMMON SHAREHOLDER

Election of Trustees — The Board of Trustees recommends a vote FOR each of the nominees listed.

1. To elect three (3) Trustees of the Fund:

Nominees:

01) Mario J. Gabelli, CFA

02) Mario d'Urso

03) Michael J. Melarkey

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Please refer to the proxy materials for more detailed information on the above voting items.

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\*\*\* Exercise Your Right to Vote \*\*\*

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Shareholder Meeting to Be Held on May 14, 2012.

THE GDL FUND

Meeting

Information

Meeting Type: Annual  
For holders as of: March 19,  
2012

Date: May 14, 2012 Time:  
8:30 A.M.

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THE GDL FUND  
SERIES B PREFERRED SHAREHOLDER

Election of Trustees — The Board of Trustees recommends a vote FOR each of the nominees listed.

1. To elect three (3) Trustees of the Fund:

Nominees:

01) Mario J. Gabelli, CFA

02) Mario d'Urso

03) Michael J. Melarkey

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Please refer to the proxy materials for more detailed information on the above voting items.

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