

BOULDER GROWTH & INCOME FUND  
 Form 3/A  
 May 05, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                  |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â STEWART R. HOREJSI                                       |         | (Month/Day/Year)                     | BOULDER GROWTH & INCOME FUND [BIF]  |  |
| TRUST NO. 2  |         | 03/20/2015                           |   |  |
| (Last)   | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  |  |
| C/O ALASKA TRUST COMPANY,Â 1029 WEST 3RD AVENUE, SUITE 400 |         |                                      | (Check all applicable)  |  |
| (Street)   |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) |  |
| ANCHORAGE,Â AKÂ 99501                                      |         |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (City)   | (State) | (Zip)                                | 03/31/2015  |  |
|  |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|  |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person   |  |
|  |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 2,411,987 <u>(1)</u> <u>(2)</u> <u>(3)</u>               | D <u>(4)</u> <u>(5)</u>   | Â  |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security:       |
|------------------|-----------------|-------|----------------------------|------------------------------|----------------------------|
|                  |                 |       |                            |                              | Direct (D) or Indirect (I) |
|                  |                 |       |                            |                              | (Instr. 5)                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| STEWART R. HOREJSI TRUST NO. 2<br>C/O ALASKA TRUST COMPANY<br>1029 WEST 3RD AVENUE, SUITE 400<br>ANCHORAGE, AK 99501 | ^             | ^ X       | ^       | ^     |
| HOREJSI STEWART R<br>2121 E. CRAWFORD PLACE<br>SALINA, KS 67401  | ^             | ^ X       | ^       | ^     |

## Signatures

|   |                                 |            |
|---|---------------------------------|------------|
| /s/ Douglas J. Blattmachr, President, Alaska Trust Company, trustee of the Stewart R. Horejsi Trust No. 2 |                                 | 05/05/2015 |
|   | **Signature of Reporting Person | Date       |
| /s/ Stewart R. Horejsi  |                                 | 05/05/2015 |
|   | **Signature of Reporting Person | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) On March 20, 2015, Boulder Total Return Fund, Inc. ("BTF"), The Denali Fund Inc. ("DNY") and First Opportunity Fund, Inc. ("FOFI") reorganized into Boulder Growth & Income Fund, Inc. ("BIF") (the "Reorganization") pursuant to that certain Agreement and Plan of Reorganization, dated as of March 5, 2015 (the "Agreement"). Pursuant to the Agreement, BIF acquired all of the assets and liabilities of BTF, DNY and FOFI in exchange for common shares of BIF (the "BIF Shares").
  - (2) The Reorganization occurred based on the relative net asset values ("NAV") of BIF, BTF, DNY and FOFI as of the close of regular trading on the New York Stock Exchange on March 20, 2015. At such time, BIF reported net assets of \$273,608,352.67 and a NAV per share of \$10.73 and FOFI reported net assets of \$342,875,845.30 and a NAV per share of \$11.93. Holders of FOFI shares received 1.111719 BIF Shares for each FOFI share owned. Fractional shares were paid in cash.
  - (3) In connection with the Reorganization, the Stewart R. Horejsi Trust No. 2 received 2,411,987 BIF Shares (and cash for fractional shares, if any) for its 2,169,602 shares of FOFI.
  - (4) The trustees of the Stewart R. Horejsi Trust No. 2 (the "Trust") are Alaska Trust Company ("Alaska Trust"), Laura Tatoes and Brian Sippy. Such trustees may be deemed to control the Trust and may be deemed to possess indirect beneficial ownership of the shares held by the Trust. However, none of the trustees, acting alone, can vote or exercise dispositive authority over shares held by the Trust. Accordingly, Alaska Trust, Ms. Tatoes and Mr. Sippy disclaim beneficial ownership of the shares beneficially owned, directly or indirectly, by the Trust. As a result of his advisory role with the Trust, Stewart R. Horejsi may be deemed to have indirect beneficial ownership of the shares directly beneficially owned by the Trust. However, Mr. Horejsi disclaims such beneficial ownership of the shares directly beneficially held by the Trust.
  - (5) The Trust and trusts, persons and entities affiliated with the reporting person(s), including Evergreen Atlantic, LLC, Lola Brown Trust No. 1B, Ernest Horejsi Trust No. 1B, Mildred B. Horejsi Trust, Stewart West Indies Trust, Susan L. Ciciora Trust, Susan L. Ciciora and Ellen O. Cooper (the "Horejsi Affiliates") own an aggregate of 45,444,843 shares of BIF.

^

**Remarks:**

This Form 3/A (this "Amendment") is being filed by the Reporting Person to amend and restate in

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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