

ELLSWORTH GROWTH & INCOME FUND LTD  
Form N-CSR  
December 02, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT**

**INVESTMENT COMPANIES**

Investment Company Act file number 811-04656

Ellsworth Growth and Income Fund Ltd.

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

James A. Dinsmore

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: September 30

Date of reporting period: September 30, 2016

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct

comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

**Item 1. Reports to Stockholders.**

The Report to Shareholders is attached herewith.

**Ellsworth Growth and Income Fund Ltd.****Annual Report September 30, 2016**

(Y)our Portfolio Management Team

**To Our Shareholders,**

For the year ended September 30, 2016, the net asset value ( NAV ) total return of the Ellsworth Growth and Income Fund Ltd. was 10.6%, compared with total returns of 9.1% and 3.5% for the Bank of America Merrill Lynch U.S. Convertibles Index and the Bloomberg Barclays Balanced U.S. Convertibles Index, respectively. The total return for the Fund s publicly traded shares was 16.0%. The Fund s NAV per share was \$9.60, while the price of the publicly traded shares closed at \$8.19 on the NYSE MKT. See below for additional performance information.

Enclosed are the financial statements, including the schedule of investments, as of September 30, 2016.

**Comparative Results****Average Annual Returns through September 30, 2016 (a)(b) (Unaudited)**

	1 Year	3 Year	5 Year	10 Year	Since Inception (06/30/86)
<b>Ellsworth Growth and Income Fund Ltd.</b>					
NAV Total Return (c)	10.64%	6.79%	10.80%	6.11%	7.86%
Investment Total Return (d)	15.98	8.59	10.94	6.55	7.99
Bank of America Merrill Lynch U.S. Convertibles Index	9.08	6.78	11.45	6.74	N/A(e)
Bloomberg Barclays Balanced U.S. Convertibles Index	3.53	0.08	5.11	1.35	N/A(f)
Standard & Poor s ( S&P ) 500 Index	15.43	11.16	16.37	7.24	9.87

(a) Returns represent past performance and do not guarantee future results. Investment returns and the principal value of an investment will fluctuate. When shares are sold, they may be worth more or less than their original cost. Current performance may be lower or higher than the performance data presented. Visit [www.gabelli.com](http://www.gabelli.com) for performance information as of the most recent month end. Returns would have been lower had Gabelli Funds, LLC (the Adviser ) not reimbursed certain expenses of the Fund. Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The Bank of America Merrill Lynch U.S. Convertibles Index is a market value weighted index of all dollar denominated convertible securities that are exchangeable into U.S. equities and have a market value of more than \$50 million. The Bloomberg Barclays Balanced U.S. Convertibles Index is a market value weighted index that tracks the performance of publicly placed, dollar denominated convertible securities that are between 40% and 80% sensitive to movements in their underlying common stocks. The S&P 500 Index is an unmanaged indicator of stock market performance. Dividends and interest income are considered reinvested. You cannot invest directly in an index.

(b) The Fund s fiscal year ends on September 30.

(c)

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Total returns and average annual returns reflect changes in the NAV per share, reinvestment of distributions at NAV on the ex-dividend date, and are net of expenses. Prior to November 1, 2015, reinvestment of distributions at NAV was on the payable date.

- (d) Total returns and average annual returns reflect changes in closing market values on the NYSE MKT and reinvestment of distributions.
- (e) The Bank of America Merrill Lynch U.S. Convertibles Index inception date is December 31, 1994.
- (f) The Bloomberg Barclays Balanced U.S. Convertibles Index inception date is January 1, 2003.

**Summary of Portfolio Holdings (Unaudited)**

The following table presents portfolio holdings as a percent of total investments as of September 30, 2016:

**Ellsworth Growth and Income Fund Ltd.**

Health Care	22.1%
Financial Services	11.2%
Computer Software and Services	10.3%
Energy and Utilities	9.1%
Real Estate Investment Trusts	7.4%
Semiconductors	7.2%
Telecommunications	6.1%
Business Services	4.6%
Diversified Industrial	3.3%
Food and Beverage	3.0%
Communications Equipment	2.6%
Consumer Products	2.5%
Transportation	2.1%
Consumer Services	1.9%
Cable and Satellite	1.8%
Computer Hardware	1.4%
Automotive	1.0%
Wireless Communications	1.0%
Agriculture	0.8%
Entertainment	0.6%
	100.0%

The Fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission (the SEC) for the first and third quarters of each fiscal year on Form N-Q. Shareholders may obtain this information at [www.gabelli.com](http://www.gabelli.com) or by calling the Fund at 800-GABELLI (800-422-3554). The Fund's Form N-Q is available on the SEC's website at [www.sec.gov](http://www.sec.gov) and may also be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 800-SEC-0330.

**Proxy Voting**

The Fund files Form N-PX with its complete proxy voting record for the twelve months ended June 30, no later than August 31 of each year. A description of the Fund's proxy voting policies, procedures, and how the Fund voted proxies relating to portfolio securities is available without charge, upon request, by (i) calling 800-GABELLI (800-422-3554); (ii) writing to The Gabelli Funds at One Corporate Center, Rye, NY 10580-1422; or (iii) visiting the SEC's website at [www.sec.gov](http://www.sec.gov).



## Ellsworth Growth and Income Fund Ltd.

## Schedule of Investments September 30, 2016

Principal			Market
Amount		Cost	Value
	<b>CONVERTIBLE CORPORATE BONDS 50.3%</b>		
	<b>Automotive 0.7%</b>		
\$ 1,000,000	Tesla Motors Inc., 1.250%, 03/01/21	\$ 877,277	\$ 860,000
	<b>Business Services 2.9%</b>		
1,876,000	Blucora Inc., 4.250%, 04/01/19	1,821,373	1,798,615
1,500,000	CSG Systems International Inc., 4.250%, 03/15/36(a)	1,560,960	1,643,437
		3,382,333	3,442,052
	<b>Cable and Satellite 1.8%</b>		
2,000,000	DISH Network Corp., 3.375%, 08/15/26(a)	2,076,757	2,200,000
	<b>Communications Equipment 2.6%</b>		
1,000,000	Harmonic Inc., 4.000%, 12/01/20(a)	1,000,000	1,251,250
1,500,000	InterDigital, Inc./PA, 1.500%, 03/01/20	1,458,142	1,833,750
		2,458,142	3,085,000
	<b>Computer Hardware 1.4%</b>		
1,250,000	Mentor Graphics Corp., 4.000%, 04/01/31	1,264,560	1,671,881
	<b>Computer Software and Services 9.1%</b>		
1,250,000	Bottomline Technologies Inc., 1.500%, 12/01/17	1,284,001	1,286,719
1,000,000	EnerNOC Inc., 2.250%, 08/15/19	764,148	711,250
1,250,000	MercadoLibre Inc., 2.250%, 07/01/19	1,324,714	1,955,469
1,250,000	Proofpoint Inc., 0.750%, 06/15/20	1,300,637	1,451,563
500,000		502,309	495,000



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	PROS Holdings Inc., 2.000%, 12/01/19		
1,500,000	Synchronoss Technologies Inc., 0.750%, 08/15/19	1,525,277	1,590,937
1,500,000	The Priceline Group, Inc., 1.000%, 03/15/18	1,596,041	2,381,250
1,000,000	Verint Systems Inc., 1.500%, 06/01/21	983,360	952,500
		9,280,487	10,824,688

**Consumer Products 0.5%**

617,000	JAKKS Pacific Inc., 4.875%, 06/01/20(a)	663,383	652,863
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**Consumer Services 1.9%**

1,000,000	Carriage Services Inc., 2.750%, 03/15/21	1,017,076	1,176,875
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**Principal**

**Market**

<b>Amount</b>		<b>Cost</b>	<b>Value</b>
\$ 1,000,000	Extra Space Storage LP, 3.125%, 10/01/35(a)	\$ 1,000,000	\$ 1,081,875

2,017,076 2,258,750

**Diversified Industrial 2.5%**

750,000	Kaman Corp., 3.250%, 11/15/17(a)	768,773	1,002,656
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1,300,000	Knowles Corp., 3.250%, 11/01/21(a)	1,338,691	1,379,625
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500,000	TimkenSteel Corp., 6.000%, 06/01/21	510,786	551,875
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2,618,250 2,934,156

**Energy and Utilities 3.9%**

1,500,000	Cheniere Energy Inc., 4.250%, 03/15/45	957,712	959,063
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1,500,000	Chesapeake Energy Corp., 5.500%, 09/15/26	1,509,937	1,500,000
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500,000	Clean Energy Fuels Corp., 5.250%, 10/01/18(a)	502,488	438,750
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258,000	Goodrich Petroleum Corp., 5.000%, 10/01/32 (b)	491,764	697
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1,500,000	SunPower Corp., 4.000%, 01/15/23(a)	1,127,172	1,149,375
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500,000	Weatherford International Ltd., 5.875%, 07/01/21	507,687	562,187
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		5,096,760	4,610,072
	<b>Financial Services 1.1%</b>		
500,000	Blackhawk Network Holdings Inc., 1.500%, 01/15/22(a)	509,083	478,750
1,000,000	Encore Capital Group Inc., 3.000%, 07/01/20	808,956	836,250
		1,318,039	1,315,000
	<b>Health Care 11.4%</b>		
500,000	Aceto Corp., 2.000%, 11/01/20(a)	500,389	458,437
750,000	ANI Pharmaceuticals Inc., 3.000%, 12/01/19	831,498	926,250
1,026,000	Array BioPharma Inc., 3.000%, 06/01/20	1,064,312	1,214,527
500,000	Horizon Pharma Investment Ltd., 2.500%, 03/15/22	564,234	485,937
500,000	Incyte Corp., 1.250%, 11/15/20	621,649	969,687
333,000	Intercept Pharmaceuticals Inc., 3.250%, 07/01/23	333,000	374,001
1,000,000	Ironwood Pharmaceuticals Inc., 2.250%, 06/15/22	1,188,753	1,196,875
710,000	Jazz Investments I Ltd., 1.875%, 08/15/21	805,794	723,313

See accompanying notes to financial statements.

## Ellsworth Growth and Income Fund Ltd.

## Schedule of Investments (Continued) September 30, 2016

Principal Amount		Cost	Market Value
<b>CONVERTIBLE CORPORATE BONDS (Continued)</b>			
<b>Health Care (Continued)</b>			
\$ 1,000,000	Molina Healthcare Inc., 1.625%, 08/15/44	\$ 1,165,083	\$ 1,188,750
750,000	NuVasive Inc., 2.250%, 03/15/21(a)	769,859	952,500
200,000	OPKO Health Inc., 3.000%, 02/01/33(a)(c)	203,202	306,500
500,000	Quidel Corp., 3.250%, 12/15/20	515,527	503,750
666,000	Repligen Corp., 2.125%, 06/01/21	666,000	761,321
750,000	Teligent Inc., 3.750%, 12/15/19	756,548	716,250
1,000,000	The Medicines Co, 2.500%, 01/15/22	1,066,686	1,299,375
1,000,000	2.750%, 07/15/23(a)	1,054,958	1,023,125
500,000	Trinity Biotech Investment Ltd., 4.000%, 04/01/45	500,000	470,313
		12,607,492	13,570,911
<b>Real Estate Investment Trusts 0.8%</b>			
1,000,000	Colony Capital Inc., 5.000%, 04/15/23	1,031,514	996,250
<b>Semiconductors 5.9%</b>			
550,000	Advanced Micro Devices Inc., 2.125%, 09/01/26	566,233	599,500
1,500,000	Cypress Semiconductor Corp., 4.500%, 01/15/22(a)	1,646,996	1,703,437
1,250,000	Inphi Corp., 1.125%, 12/01/20(a)	1,362,764	1,592,969
1,500,000	Micron Technology Inc., 3.000%, 11/15/43	1,391,027	1,340,625
1,500,000	NXP Semiconductors NV, 1.000%, 12/01/19	1,618,903	1,773,750

6,585,923 7,010,281

<b>Telecommunications 1.7%</b>			
1,000,000	Alaska Communications Systems Group Inc., 6.250%, 05/01/18	972,822	987,500
1,000,000	Dycom Industries Inc., 0.750%, 09/15/21	1,003,626	1,095,000
		1,976,448	2,082,500
<b>Transportation 2.1%</b>			
1,500,000	Atlas Air Worldwide Holdings Inc., 2.250%, 06/01/22	1,480,833	1,461,563
<b>Principal</b>			<b>Market</b>
<b>Amount</b>		<b>Cost</b>	<b>Value</b>
\$ 1,125,000	Echo Global Logistics Inc., 2.500%, 05/01/20	\$ 1,138,195	\$ 1,064,531
		2,619,028	2,526,094
<b>TOTAL CONVERTIBLE CORPORATE BONDS</b>		55,873,469	60,040,498
<b>Shares</b>			
<b>Convertible Preferred Stocks 5.6%</b>			
<b>Agriculture 0.8%</b>			
10,000	Bunge Ltd., 4.875%	949,905	951,071
<b>Business Services 0.6%</b>			
694,670	Amerivon Holdings LLC, 4.000%	1,500,000	733,636
272,728	Amerivon Holdings LLC, common equity units	0	16,364
		1,500,000	750,000
<b>Financial Services 3.1%</b>			
1,000	Bank of America Corp., 7.250%	872,030	1,220,840
1,250	Huntington Bancshares, Inc., 8.500%	1,552,500	1,812,475
500	Wells Fargo & Co., 7.500%	437,200	654,300
		2,861,730	3,687,615

**Real Estate Investment Trusts 1.1%**

20,000	Welltower Inc., 6.500%, Ser. I	1,142,341	1,331,000
	<b>TOTAL CONVERTIBLE PREFERRED STOCKS</b>	6,453,976	6,719,686

See accompanying notes to financial statements.

**Ellsworth Growth and Income Fund Ltd.****Schedule of Investments (Continued) September 30, 2016**

Shares		Cost	Market Value
<b>MANDATORY CONVERTIBLE SECURITIES (d) 17.4%</b>			
<b>Automotive 0.3%</b>			
5,000	Fiat Chrysler Automobiles N.V., 7.875%, 12/15/16	\$ 340,528	\$ 321,563
<b>Computer Software and Services 0.5%</b>			
5,000	MTS Systems Corp., 8.750%, 07/01/19	507,603	544,750
<b>Energy and Utilities 4.3%</b>			
15,000	Anadarko Petroleum Corp., 7.500%, 06/07/18	575,550	624,750
20,000	Dominion Resources Inc., 6.375%, 07/01/17	997,000	995,200
10,000	Dominion Resources, Inc., 6.750%, 08/15/19	500,000	499,000
8,600	DTE Energy Co., 6.500%, 10/01/19	433,800	447,200
16,666	Hess Corp., 8.000%, 02/01/19	836,300	1,097,123
25,000	NextEra Energy Inc., 6.371%, 09/01/18	1,246,875	1,476,000
		4,589,525	5,139,273
<b>Financial Services 3.7%</b>			
25,000	Alibaba - Mandatory Exchange Trust, 5.750%, 06/01/19	2,630,000	3,229,875
24,000	New York Community Capital Trust V, 6.000%, 11/01/51	1,043,554	1,202,400
		3,673,554	4,432,275
<b>Food and Beverage 1.0%</b>			
15,000	Tyson Foods Inc., 4.750%, 07/15/17	761,210	1,227,900

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<b>Health Care 5.9%</b>			
Shares		Cost	Value
1,550	Allergan plc, 5.500%, 03/01/18	1,537,470	1,273,527
15,500	Amsurg Corp., 5.250%, 07/01/17	1,708,242	1,946,490
30,000	Anthem Inc., 5.250%, 05/01/18	1,514,723	1,304,100
15,000	Stericycle Inc., 5.250%, 09/15/18	1,099,873	994,050
<b>Market</b>			
1,900	Teva Pharmaceutical Industries Ltd., 7.000%, 12/15/18	\$ 1,715,550	\$ 1,545,287
		7,575,858	7,063,454
<b>Telecommunications 0.7%</b>			
10,000	Frontier Communications Corp., 11.125%, 06/29/18	976,045	839,100
<b>Wireless Communications 1.0%</b>			
15,000	T-Mobile US Inc., 5.500%, 12/15/17	823,400	1,171,050
<b>TOTAL MANDATORY CONVERTIBLE SECURITIES</b>		19,247,723	20,739,365
<b>COMMON STOCKS 26.7%</b>			
<b>Business Services 1.1%</b>			
2,500	Alliance Data Systems Corp.	527,119	536,325
20,000	PayPal Holdings Inc.	818,351	819,400
		1,345,470	1,355,725
<b>Computer Software and Services 0.7%</b>			
14,300	Microsoft Corp.	388,674	823,680
<b>Consumer Products 2.0%</b>			
23,352	Newell Brands Inc.	1,038,704	1,229,716
24,000	Unilever NV	1,015,518	1,106,400
		2,054,222	2,336,116
<b>Diversified Industrial 0.8%</b>			
34,356	General Electric Co.	903,733	1,017,625
<b>Energy and Utilities 0.9%</b>			
7,000	Chevron Corp.	757,729	720,440

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8,500	ConocoPhillips	470,715	369,495
		1,228,444	1,089,935
<b>Entertainment 0.6%</b>			
7,500	The Walt Disney Co.	227,391	696,450
<b>Financial Services 3.3%</b>			
132,068	BlackRock Capital Investment Corp.	1,147,541	1,093,523
9,546	Citigroup Inc.	510,990	450,857
73,146	Maiden Holdings Ltd.	1,006,250	928,223
16,434	Synchrony Financial	415,063	460,152
22,200	Wells Fargo & Co.	1,104,926	983,016
		4,184,770	3,915,771
<b>Food and Beverage 2.0%</b>			
20,000	B&G Foods Inc.	580,383	983,600
30,000	ConAgra Foods Inc.	954,345	1,413,300
		1,534,728	2,396,900
<b>Health Care 4.8%</b>			
15,000	AbbVie Inc.	623,329	946,050

See accompanying notes to financial statements.



## Ellsworth Growth and Income Fund Ltd.

## Schedule of Investments (Continued) September 30, 2016

			Market
Shares		Cost	Value
<b>COMMON STOCKS (Continued)</b>			
<b>Health Care (Continued)</b>			
15,000	Eli Lilly & Co.	\$ 800,267	\$ 1,203,900
10,000	Gilead Sciences Inc.	857,944	791,200
22,651	Merck & Co. Inc.	839,335	1,413,649
40,000	Pfizer Inc.	923,760	1,354,800
		4,044,635	5,709,599
<b>Real Estate Investment Trusts 5.5%</b>			
15,000	American Tower Corp.	1,342,800	1,699,950
16,100	Crown Castle International Corp.	1,281,573	1,516,781
7,000	Equinix Inc.	1,828,368	2,521,750
58,700	Invesco Mortgage Capital Inc.	899,407	894,001
		5,352,148	6,632,482
<b>Semiconductors 1.3%</b>			
40,000	Intel Corp.	937,400	1,510,000
<b>Telecommunications 3.7%</b>			
30,000	AT&T Inc.	829,600	1,218,300
58,030	Oclaro Inc.	117,132	496,157
15,000	SBA Communications Corp., Cl. A	1,470,771	1,682,400
20,000	Verizon Communications Inc.	697,353	1,039,600
		3,114,856	4,436,457
<b>TOTAL COMMON STOCKS</b>		25,316,471	31,920,740
			<b>Market</b>
		<b>Cost</b>	<b>Value</b>
<b>TOTAL INVESTMENTS 100.0%</b>		\$ 106,891,639	\$ 119,420,289
<b>Other Assets and Liabilities (Net)</b>			4,484,715

**NET ASSETS**

(12,910,353 common shares outstanding) \$ 123,905,004

**NET ASSET VALUE PER SHARE**

(\$123,905,004 ÷ 12,910,353 shares outstanding) \$ 9.60

- (a) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At September 30, 2016, the market value of Rule 144A securities amounted to \$17,315,549 or 14.50% of total investments.
- (b) Security in default.
- (c) At September 30, 2016, the Fund held an investment in a restricted and illiquid security amounting to \$306,500 or 0.25% of the Fund's total investments, which was valued under methods approved by the Board of Trustees as follows:

Principal Amount	Issuer	Acquisition Date	Acquisition Cost	09/30/16 Carrying Value Per Bond
\$200,000	OPKO Health Inc., 3.000%, 02/01/33	01/25/13-06/26/13	\$204,126	\$153.25

- (d) Mandatory Convertible Securities are required to be converted on the dates listed; they generally may be converted prior to these dates at the option of the holder.  
Non-income producing security.

See accompanying notes to financial statements.

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**Ellsworth Growth and Income Fund Ltd.**
**Statement of Assets and Liabilities****September 30, 2016****Assets:**

Investments, at value (cost \$106,891,639)	\$ 119,420,289
Cash	7,772,523
Receivable for investments sold	431,386
Dividends and interest receivable	661,862
Prepaid expenses	267

<b>Total Assets</b>	<b>128,286,327</b>
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**Liabilities:**

Payable for Fund shares redeemed	71,594
Payable for investments purchased	4,121,998
Payable for investment advisory fees	83,275
Payable for payroll expenses	14,921
Payable for accounting fees	7,500
Other accrued expenses	82,035

<b>Total Liabilities</b>	<b>4,381,323</b>
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**Net Assets**

(applicable to 12,910,353 shares outstanding)	\$ 123,905,004
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**Net Assets Consist of:**

Paid-in capital	\$ 112,904,047
Distributions in excess of net investment income	(4,947,093)
Accumulated net realized gain on investments	3,419,400
Net unrealized appreciation on investments	12,528,650

<b>Net Assets</b>	<b>\$ 123,905,004</b>
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**Net Asset Value per Common Share:**

(\$123,905,004 ÷ 12,910,353 shares outstanding at \$0.001 par value; unlimited number of shares authorized)	<u>\$9.60</u>
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**Statement of Operations****For the Year Ended September 30, 2016****Investment Income:**

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Dividends (net of foreign withholding taxes of \$28,448)	\$ 3,145,106
Interest	786,207
<b>Total Investment Income</b>	<b>3,931,313</b>
<b>Expenses:</b>	
Investment advisory fees	891,625
Trustees fees	110,083
Legal and audit fees	70,212
Shareholder communications expenses	69,864
Payroll expenses	44,759
Accounting fees	41,250
Shareholder services fees	22,411
Custodian fees	15,865
Tax expense	1,061
Miscellaneous expenses	49,858
<b>Total Expenses</b>	<b>1,316,988</b>
<b>Less:</b>	
Expenses paid indirectly by broker (See Note 3)	(2,545)
<b>Net Expenses</b>	<b>1,314,443</b>
<b>Net Investment Income</b>	<b>2,616,870</b>
<b>Net Realized and Unrealized Gain on Investments:</b>	
Net realized gain on investments	3,547,174
Net change in unrealized appreciation: on investments	6,263,835
<b>Net Realized and Unrealized Gain on Investments</b>	<b>9,811,009</b>
<b>Net Increase in Net Assets Resulting from Operations</b>	<b>\$ 12,427,879</b>

See accompanying notes to financial statements.

**Ellsworth Growth and Income Fund Ltd.****Statement of Changes in Net Assets**

	<b>Year Ended September 30, 2016</b>	<b>Year Ended September 30, 2015</b>
<b>Operations:</b>		
Net investment income	\$ 2,616,870	\$ 1,812,886
Net realized gain on investments	3,547,174	7,675,118
Net change in unrealized appreciation/depreciation on investments	6,263,835	(11,920,501)
<b>Net Increase/(Decrease) in Net Assets Resulting from Operations</b>	<b>12,427,879</b>	<b>(2,432,497)</b>
<b>Distributions to Common Shareholders:</b>		
Net investment income	(3,340,525)	(3,208,673)
Net realized gain	(6,944,975)	(5,604,005)
<b>Total Distributions to Common Shareholders</b>	<b>(10,285,500)</b>	<b>(8,812,678)</b>
<b>Fund Share Transactions:</b>		
Net increase in net assets from common shares issued upon reinvestment of distributions	2,611,488	1,632,409
Net decrease from repurchase of common shares (includes transaction costs)	(1,797,002)	(4,706,210)
<b>Net Increase/(Decrease) in Net Assets from Fund Share Transactions</b>	<b>814,486</b>	<b>(3,073,801)</b>
<b>Net Increase/(Decrease) in Net Assets Attributable to Common Shareholders</b>	<b>2,956,865</b>	<b>(14,318,976)</b>
<b>Net Assets Attributable to Common Shareholders:</b>		
Beginning of year	120,948,139	135,267,115
End of year (including undistributed net investment income of \$0 and \$0, respectively)	\$ 123,905,004	\$ 120,948,139

See accompanying notes to financial statements.

**Ellsworth Growth and Income Fund Ltd.****Financial Highlights**

Selected data for a common share of beneficial interest outstanding throughout each year:

	Year Ended September 30,				
	2016	2015	2014	2013	2012
<b>Operating Performance:</b>					
Net asset value, beginning of year	\$ 9.45	\$ 10.29	\$ 9.54	\$ 8.48	\$ 7.46
Net investment income	0.20	0.13	0.14	0.18	0.19
Net realized and unrealized gain/(loss) on investments	0.76	(0.35)	0.80	1.15	1.08
Total from investment operations	0.96	(0.22)	0.94	1.33	1.27
<b>Distributions to Common Shareholders:</b>					
Net investment income	(0.26)	(0.25)	(0.24)	(0.26)	(0.25)
Net realized gain	(0.53)	(0.43)			
Total distributions to common shareholders	(0.79)	(0.68)	(0.24)	(0.26)	(0.25)
<b>Fund Share Transactions:</b>					
Decrease in net asset value from common shares issued upon reinvestment of distributions	(0.04)	(0.00)(a)		(0.01)	
	0.02	0.06	0.05	0.00(a)	

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Increase in net  
asset value  
from  
repurchase of  
common shares  
(includes  
transaction  
costs)

Total Fund share transactions	(0.02)	0.06	0.05	(0.01)	0.00
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**Net Asset Value, End of Year**

\$ 9.60	\$ 9.45	\$ 10.29	\$ 9.54	\$ 8.48
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NAV total return	10.64%	(0.78)%	10.92%	16.45%	17.75%
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Market value, end of year	\$ 8.19	\$ 7.82	\$ 8.65	\$ 7.87	\$ 7.35
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Investment total return	15.98%	(2.32)%	13.03%	10.84%	18.41%
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**Ratios to Average Net Assets and Supplemental Data:**

Net assets, end of year (in 000 s)	\$ 123,905	\$ 120,948	\$ 135,267	\$ 128,814	\$ 114,154
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Ratio of net investment income to average net assets	2.19%	1.40%	1.30%	1.90%	2.30%
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Ratio of operating expenses to average net assets before reimbursement	1.10%	1.10%	1.10%	1.10%	1.10%
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Ratio of operating expenses to average net assets net of reimbursement	1.10%	1.10%	1.10%	1.10%	1.10%
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Portfolio turnover rate	38.0%	45.0%	48.0%	48.0%	39.0%
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For the year ended September 30, 2016, the return was based on net asset value per share, adjusted for reinvestment of distributions at net asset value on the ex-dividend date. For the fiscal years ended on September 30, 2012 through 2015, returns were based on market price on the payable date.

Based on market value per share, adjusted for reinvestment of distributions at prices obtained under the Fund's dividend reinvestment plan.

(a) Amount represents less than \$0.005 per share.

See accompanying notes to financial statements.



## Ellsworth Growth and Income Fund Ltd.

### Notes to Financial Statements

**1. Organization.** Ellsworth Growth and Income Fund Ltd. currently operates as a diversified closed-end management investment company organized as a Delaware statutory trust and is registered under the Investment Company Act of 1940, as amended (the "1940 Act"). Investment operations commenced in July 1986.

The Fund's primary investment objective is to provide income and the potential for capital appreciation, which objectives the Fund considers to be relatively equal over the long term due to the nature of the securities in which it invests. The Fund invests primarily in convertible and equity securities.

**2. Significant Accounting Policies.** As an investment company, the Fund follows the investment company accounting and reporting guidance, which is part of U.S. generally accepted accounting principles ("GAAP") that may require the use of management estimates and assumptions in the preparation of its financial statements. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statements.

**Security Valuation.** Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for which market quotations are readily available are valued at the last quoted sale price or a market's official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Trustees (the "Board") so determines, by such other method as the Board shall determine in good faith to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are valued according to the broadest and most representative market, as determined by Gabelli Funds, LLC (the "Adviser").

Portfolio securities primarily traded on a foreign market are generally valued at the preceding closing values of such securities on the relevant market, but may be fair valued pursuant to procedures established by the Board if market conditions change significantly after the close of the foreign market, but prior to the close of business on the day the securities are being valued. Debt instruments with remaining maturities of sixty days or less that are not credit impaired are valued at amortized cost, unless the Board determines such amount does not reflect the securities' fair value, in which case these securities will be fair valued as determined by the Board. Debt instruments having a maturity greater than sixty days for which market quotations are readily available are valued at the average of the latest bid and asked prices. If there were no asked prices quoted on such day, the security is valued using the closing bid price. U.S. government obligations with maturities greater than sixty days are normally valued using a model that incorporates market observable data such as reported sales of similar securities, broker quotes, yields, bids, offers, and reference data. Certain securities are valued principally using dealer quotations.

Securities and assets for which market quotations are not readily available are fair valued as determined by the Board. Fair valuation methodologies and procedures may include, but are not limited to: analysis and review of available financial and non-financial information about the company; comparisons with the valuation and changes in valuation of similar securities, including a comparison of foreign securities with the equivalent U.S. dollar value American Depositary Receipt securities at the close of the U.S. exchange; and evaluation of any other information that could be indicative of the value of the security.



**Ellsworth Growth and Income Fund Ltd.****Notes to Financial Statements (Continued)**

The inputs and valuation techniques used to measure fair value of the Fund's investments are summarized into three levels as described in the hierarchy below:

Level 1 quoted prices in active markets for identical securities;

Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.); and

Level 3 significant unobservable inputs (including the Board's determinations as to the fair value of investments).

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input both individually and in the aggregate that is significant to the fair value measurement. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of the Fund's investments in securities and other financial instruments by inputs used to value the Fund's investments as of September 30, 2016 is as follows:

	<b>Valuation Inputs</b>			<b>Total Market Value at 9/30/16</b>
	<b>Level 1 Quoted Prices</b>	<b>Level 2 Other Significant Observable Inputs</b>	<b>Level 3 Significant Unobservable Inputs</b>	
<b>INVESTMENTS IN SECURITIES:</b>				
<b>ASSETS (Market Value):</b>				
Convertible Corporate Bonds (a)		\$60,040,498		\$ 60,040,498
Convertible Preferred Stocks:				
Business Services			\$750,000	750,000
Other Industries (a)	\$ 5,969,686			5,969,686
<b>Total Convertible Preferred Stocks</b>	<b>5,969,686</b>		<b>750,000</b>	<b>6,719,686</b>
Mandatory Convertible Securities:				
Automotive		321,563		321,563
		544,750		544,750

Computer Software and  
Services

Other Industries (a)	19,873,052			19,873,052
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Total Mandatory Convertible  
Securities

19,873,052	866,313		20,739,365
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Common Stocks:

Other Industries (a)	31,920,740		31,920,740
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**TOTAL INVESTMENTS  
IN SECURITIES**

\$57,763,478	\$60,906,811	\$750,000	\$119,420,289
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(a) Please refer to the Schedule of Investments ( SOI ) for the industry classifications of these portfolio holdings. The Fund did not have transfers among Level 1, Level 2, and Level 3 during the year ended September 30, 2016.

The Fund's policy is to recognize transfers among levels as of the beginning of the period.

#### **Additional Information to Evaluate Qualitative Information.**

**General.** The Fund uses recognized industry pricing services approved by the Board and unaffiliated with the Adviser to value most of its securities, and uses broker quotes provided by market makers of securities not valued by these and other recognized pricing sources. Several different pricing feeds are received to value domestic equity securities, international equity securities, preferred equity securities, and fixed income securities. The data within these feeds is ultimately sourced from major stock exchanges and trading systems where these securities trade. The prices supplied by external sources are checked by obtaining quotations or actual transaction prices from market participants. If a price obtained from the pricing source is deemed unreliable, prices will be sought from another pricing service or from a broker/dealer that trades that security or similar securities.

**Ellsworth Growth and Income Fund Ltd.**

**Notes to Financial Statements (Continued)**

**Fair Valuation.** Fair valued securities may be common and preferred equities, warrants, options, rights, and fixed income obligations. Where appropriate, Level 3 securities are those for which market quotations are not available, such as securities not traded for several days, or for which current bids are not available, or which are restricted as to transfer. Among the factors to be considered to fair value a security are recent prices of comparable securities that are publicly traded, reliable prices of securities not publicly traded, the use of valuation models, current analyst reports, valuing the income or cash flow of the issuer, or cost if the preceding factors do not apply. A significant change in the unobservable inputs could result in a lower or higher value in Level 3 securities. The circumstances of Level 3 securities are frequently monitored to determine if fair valuation measures continue to apply.

The Adviser reports quarterly to the Board the results of the application of fair valuation policies and procedures. These may include back testing the prices realized in subsequent trades of these fair valued securities to fair values previously recognized.

**Investments in Other Investment Companies.** The Fund may invest, from time to time, in shares of other investment companies (or entities that would be considered investment companies but are excluded from the definition pursuant to certain exceptions under the 1940 Act) (the Acquired Funds ) in accordance with the 1940 Act and related rules. Shareholders in the Fund would bear the pro rata portion of the periodic expenses of the Acquired Funds in addition to the Fund's expenses. For the year ended September 30, 2016, the Fund's pro rata portion of the periodic expenses charged by the Acquired Funds was 0.07%.

**Foreign Currency Translations.** The books and records of the Fund are maintained in U.S. dollars. Foreign currencies, investments, and other assets and liabilities are translated into U.S. dollars at current exchange rates. Purchases and sales of investment securities, income, and expenses are translated at the exchange rate prevailing on the respective dates of such transactions. Unrealized gains and losses that result from changes in foreign exchange rates and/or changes in market prices of securities have been included in unrealized appreciation/depreciation on investments and foreign currency translations. Net realized foreign currency gains and losses resulting from changes in exchange rates include foreign currency gains and losses between trade date and settlement date on investment securities transactions, foreign currency transactions, and the difference between the amounts of interest and dividends recorded on the books of the Fund and the amounts actually received. The portion of foreign currency gains and losses related to fluctuation in exchange rates between the initial purchase trade date and subsequent sale trade date is included in realized gain/(loss) on investments.

**Foreign Securities.** The Fund may directly purchase securities of foreign issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible revaluation of currencies, the inability to repatriate funds, less complete financial information about companies, and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than securities of comparable U.S. issuers.

**Foreign Taxes.** The Fund may be subject to foreign taxes on income, gains on investments, or currency repatriation, a portion of which may be recoverable. The Fund will accrue such taxes and recoveries as applicable, based upon its current interpretation of tax rules and regulations that exist in the markets in which it invests.



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**Ellsworth Growth and Income Fund Ltd.****Notes to Financial Statements (Continued)**

**Restricted Securities.** The Fund may invest up to 15% of its net assets in securities for which the markets are restricted. Restricted securities include securities whose disposition is subject to substantial legal or contractual restrictions. The sale of restricted securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Securities freely saleable among qualified institutional investors under special rules adopted by the SEC may be treated as liquid if they satisfy liquidity standards established by the Board. The continued liquidity of such securities is not as well assured as that of publicly traded securities, and accordingly the Board will monitor their liquidity. For the restricted securities as of September 30, 2016, please refer to the Schedule of Investments.

**Securities Transactions and Investment Income.** Securities transactions are accounted for on the trade date with realized gain/(loss) on investments determined by using the identified cost method. Interest income (including amortization of premium and accretion of discount) is recorded on the accrual basis. Premiums and discounts on debt securities are amortized using the effective yield to maturity method. Dividend income is recorded on the ex-dividend date, except for certain dividends from foreign securities that are recorded as soon after the ex-dividend date as the Fund becomes aware of such dividends. For certain securities known as contingent payment debt instruments, Federal tax regulations require the Fund to record non-cash, contingent interest income in addition to interest income actually received. For the year ended September 30, 2016, the Fund had no contingent interest income.

**Custodian Fee Credits.** When cash balances are maintained in the custody account, the Fund receives credits which are used to offset custodian fees. The gross expenses paid under the custody arrangement are included in custodian fees in the Statement of Operations with the corresponding expense offset, if any, shown as Custodian fee credits.

**Distributions to Shareholders.** Distributions to common shareholders are recorded on the ex-dividend date. Distributions to shareholders are based on income and capital gains as determined in accordance with federal income tax regulations, which may differ from income and capital gains as determined under GAAP. These differences are primarily due to differing treatments of income and gains on various investment securities and foreign currency transactions held by the Fund, timing differences, and differing characterizations of distributions made by the Fund. Distributions from net investment income for federal income tax purposes include net realized gains on foreign currency transactions. These book/tax differences are either temporary or permanent in nature. To the extent these differences are permanent, adjustments are made to the appropriate capital accounts in the period when the differences arise. Permanent differences were primarily due to reclassification of convertible bond premium at disposition. These reclassifications have no impact on the NAV of the Fund. For the year ended September 30, 2016, reclassifications were made to decrease distributions in excess of net investment income by \$155,628 and decrease accumulated net realized gain on investments by \$155,628.

The Fund declares and pays quarterly distributions from net investment income, capital gains, and paid-in capital. The actual source of the distribution is determined after the end of the year. Distributions during the year may be made in excess of required distributions. To the extent such distributions are made from current earnings and profits, they are considered ordinary income or long term capital gains. The Fund's current distribution policy may restrict the Fund's ability to pass through to shareholders all of its net realized long term capital





**Ellsworth Growth and Income Fund Ltd.****Notes to Financial Statements (Continued)**

gains as a Capital Gain Dividend and may cause such gains to be treated as ordinary income. Distributions sourced from paid-in capital should not be considered as dividend yield or the total return from an investment in the Fund. The Board will continue to monitor the Fund's distribution level, taking into consideration the Fund's NAV and the financial market environment. The Fund's distribution policy is subject to modification by the Board at any time.

The tax character of distributions paid during the years ended September 30, 2016 and 2015 was as follows:

	Year Ended September 30, 2016	Year Ended September 30, 2015
<b>Distributions paid from:</b>		
Ordinary income (inclusive of short term capital gains)	\$ 3,453,936	\$ 3,298,705
Net long term capital gains	6,831,564	5,513,973
 Total distributions paid	 \$ 10,285,500	 \$ 8,812,678

**Provision for Income Taxes.** The Fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). It is the policy of the Fund to comply with the requirements of the Code applicable to regulated investment companies and to distribute substantially all of its net investment company taxable income and net capital gains. Therefore, no provision for federal income taxes is required.

As of September 30, 2016, the components of accumulated earnings on a tax basis were as follows:

Net unrealized appreciation on investments and foreign currency translations	\$ 10,100,061
Undistributed long term capital gains	900,896
 Total	 \$ 11,000,957

At September 30, 2016, the temporary differences between book basis and tax basis net unrealized appreciation on investments were primarily due to deferral of losses from wash sales for tax purposes, amortization of bond premiums and discounts, and outstanding prior year and current year partnership adjustments.

The following summarizes the tax cost of investments and the related net unrealized appreciation/depreciation at September 30, 2016:

**Cost**

		<b>Gross Unrealized Appreciation</b>	<b>Gross Unrealized Depreciation</b>	<b>Net Unrealized Appreciation</b>
Investments	\$109,320,228	\$16,141,341	\$(6,041,280)	\$10,100,061

The Fund is required to evaluate tax positions expected to be taken in the course of preparing the Fund's tax returns to determine whether the tax positions are more-likely-than-not of being sustained by the applicable tax authority. Income tax and related interest and penalties would be recognized by the Fund as tax expense in the Statement of Operations if the tax positions were deemed not to meet the more-likely-than-not threshold. For the year ended September 30, 2016, the Fund incurred tax expense of \$1,061. As of September 30, 2016, the Adviser has reviewed all open tax years and concluded that there was no impact to the Fund's net assets or results of operations. The Fund's federal and state tax returns for the prior three fiscal years remain open, subject to examination. On an ongoing basis, the Adviser will monitor the Fund's tax positions to determine if adjustments to this conclusion are necessary.

**Ellsworth Growth and Income Fund Ltd.**

**Notes to Financial Statements (Continued)**

**3. Agreements and Other Transactions.** The Fund has entered into an investment advisory agreement (the Advisory Agreement ) with the Adviser which provides that the Fund will pay the Adviser a fee, computed daily and paid monthly, equal on an annual basis to 0.80% of the first \$100,000,000 of the Fund's average weekly net assets and 0.55% of the Fund's average weekly net assets in excess of \$100,000,000. In accordance with the Advisory Agreement, the Adviser provides a continuous investment program for the Fund's portfolio and oversees the administration of all aspects of the Fund's business and affairs.

During the year ended September 30, 2016, the Fund paid \$2,434 in brokerage commissions on security trades to G.research, LLC, Inc., an affiliate of the Adviser.

During the year ended September 30, 2016, the Fund received credits from a designated broker who agreed to pay certain Fund operating expenses. The amount of such expenses paid through this directed brokerage arrangement during this period was \$2,545.

Through October 31, 2017, the Adviser has contractually agreed to waive fees or reimburse expenses of the Fund to the extent the total expenses of the Fund (excluding brokers costs, interest, taxes, acquired fund fees and expenses, expenses chargeable to capital, and extraordinary expenses) exceed 1.10% of the weekly average net assets of the Fund.

From October 1 through October 31, 2015, the Fund paid advisory fees to the previous adviser, Dinsmore Capital Management Co., equal to an annual rate of 0.75% on the first \$100,000,000 and 0.50% of the excess over \$100,000,000 of the Fund's average weekly net asset value, plus an Administrative Services fee of 0.05% of the Fund's net asset value.

The cost of calculating the Fund's NAV per share is a Fund expense pursuant to the Advisory Agreement between the Fund and the Adviser. During the year ended September 30, 2016, the Fund paid or accrued \$41,250 to the Adviser in connection with the cost of computing the Fund's NAV.

The Fund pays each Trustee who is not considered an affiliated person an annual retainer of \$8,500 plus \$1,000 for each Board meeting attended. Each Trustee is reimbursed by the Fund for any out of pocket expenses incurred in attending meetings. All Board committee members receive \$500 per meeting attended. The Lead Independent Trustee receives an annual fee of \$1,000 and the Audit and Nominating Committee Chairman each receive an annual fee of \$2,000. A Trustee may receive a single meeting fee, allocated among the participating funds, for participation in certain meetings held on behalf of multiple funds. Trustees who are directors or employees of the Adviser or an affiliated company receive no compensation or expense reimbursement from the Fund.

**4. Portfolio Securities.** Purchases and sales of securities during the year ended September 30, 2016, other than short term securities and U.S. Government obligations, aggregated \$44,906,544 and \$53,267,365, respectively.

**5. Capital.** The Fund is authorized to issue an unlimited number of common shares of beneficial interest (par value \$0.001). The Board has authorized the repurchase of its shares in the open market when the shares are trading at a discount of 10.0% or more (or such other percentage as the Board may determine from time to time) from the NAV of

the shares. During the year ended September 30, 2016, the Fund repurchased and retired 223,600 shares in the open market at a cost of \$1,795,502 and an average discount of approximately

**Ellsworth Growth and Income Fund Ltd.****Notes to Financial Statements (Continued)**

14.10% from its NAV. During the year ended September 30, 2015, the Fund repurchased and retired 533,800 shares in the open market at a cost of \$4,706,210 and an average discount of approximately 14.85% from its NAV.

Transactions in common shares of beneficial interest for the years ended September 30, 2016 and 2015 were as follows:

	Year Ended September 30, 2016		Year Ended September 30, 2015	
	Shares	Amount	Shares	Amount
Net increase in net assets from common shares issued upon reinvestment of distributions	335,236	\$ 2,611,488	191,825	\$ 1,632,411
Net decrease from repurchase of common shares (includes transaction costs)	(223,600)	(1,797,002)	(533,800)	(4,706,210)
Net increase/(decrease) from transactions in Fund shares	111,636	\$ 814,486	(341,975)	\$ (3,073,799)

**6. Convertible Securities Concentration.** It is the Fund's policy to invest at least 65% of its assets in convertible securities. Although convertible securities do derive part of their value from that of the securities into which they are convertible, they are not considered derivative financial instruments. However, the Fund's mandatory convertible securities include features which render them more sensitive to price changes of their underlying securities. Thus they expose the Fund to greater downside risk than traditional convertible securities, but generally less than that of the underlying common stock.

**7. Indemnifications.** The Fund enters into contracts that contain a variety of indemnifications. The Fund's maximum exposure under these arrangements is unknown. However, the Fund has not had prior claims or losses pursuant to these contracts. Management has reviewed the Fund's existing contracts and expects the risk of loss to be remote.

**8. Subsequent Events.** Management has evaluated the impact on the Fund of all subsequent events occurring through the date the financial statements were issued and has determined that there were no subsequent events requiring recognition or disclosure in the financial statements.

**Ellsworth Growth and Income Fund Ltd.**

**Report of Independent Registered Public Accounting Firm**

To the Shareholders and Board of Directors

Ellsworth Growth and Income Fund Ltd.:

We have audited the accompanying statement of assets and liabilities, including the schedule of investments of the Ellsworth Growth and Income Fund as of September 30, 2016, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of the Fund's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of September 30, 2016, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the Ellsworth Growth and Income Fund as of September 30, 2016, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and its financial highlights for each of the five years in the period then ended, presented in conformity with accounting principles generally accepted in the United States of America.

Tait, Weller & Baker LLP

Philadelphia, Pennsylvania

November 22, 2016

**Ellsworth Growth and Income Fund Ltd.****Additional Fund Information (Unaudited)**

The business and affairs of the Fund are managed under the direction of the Fund's Board of Trustees. Information pertaining to the Trustees and officers of the Fund is set forth below. The Fund's Statement of Additional Information includes additional information about the Fund's Trustees and is available without charge, upon request, by calling 800-GABELLI (800-422-3554) or by writing to Ellsworth Growth and Income Fund Ltd. at One Corporate Center, Rye, NY 10580-1422.

<b>Name, Position(s)</b>	<b>Term of Office</b>	<b>Number of Funds</b>	<b>Principal Occupation(s)</b>	<b>Other Directorships</b>
<b>Address<sup>1</sup></b>	<b>and Length of</b>	<b>in Fund Complex</b>	<b>During Past Five Years</b>	<b>Held by Trustee<sup>4</sup></b>
<b>and Age</b>	<b>Time Served<sup>2</sup></b>	<b>Overseen by Trustee<sup>3</sup></b>		
<b>INTERESTED TRUSTEES<sup>5</sup>:</b>				
<b>Mario J. Gabelli, CFA</b>	Since 2015**	30	Chairman, Chief Executive Officer, and Chief Investment Officer Value Portfolios of GAMCO Investors, Inc. and Chief Investment Officer Value Portfolios of Gabelli Funds, LLC and GAMCO Asset Management Inc.; Director/ Trustee or Chief Investment Officer of other registered investment companies within the Gabelli/GAMCO Fund Complex; Chief Executive Officer of GGCP, Inc.; Chief Executive Officer and Chairman of the Board of Associated Capital Group, Inc.	Director of Morgan Group Holdings, Inc. (holding company); Chairman of the Board and Chief Executive Officer of LICT Corp. (multimedia and communication services company); Director of CIBL, Inc. (broadcasting and wireless communications); Director of ICTC Group Inc. (communications); Director of RLJ Acquisition Inc. (blank check company) (2011-2012)
Trustee and Chairman				
Age: 74				
<b>James A. Dinsmore, CFA</b>	Since 2015***	1	Portfolio Manager of closed-end funds within the Gabelli/GAMCO Fund Complex; President of the Ellsworth Growth	
Trustee and President				
Age: 33				

and Income Fund Ltd.;  
Executive Vice President  
of the Bancroft Fund Ltd.  
(2013-2015); Executive  
Vice President of the  
Ellsworth Growth and  
Income Fund Ltd.  
(January 2013-February  
2014); Vice President of  
the Bancroft Fund Ltd.  
and the Ellsworth Growth  
and Income Fund Ltd.  
(2009 through 2012)

**INDEPENDENT TRUSTEES<sup>6</sup>:**

<b>Kinchen C. Bizzell, CFA</b>	Since 2008*	2	Managing Director of CAVU Securities (securities broker-dealer); Investor Relations Managing Director (1998-2013) and Senior Counselor (after 2013) at Burson-Marsteller (global public relations and communications) (2004-2013)	
Trustee				
Age: 62				
<b>Elizabeth C. Bogan, PhD</b>	Since 1986***	2	Senior Lecturer in Economics at Princeton University	
Trustee				
Age: 72				
<b>James P. Conn</b>	Since 2015*	22	Former Managing Director and Chief Investment Officer of Financial Security Assurance Holdings Ltd. (1992-1998)	
Trustee				
Age: 78				
<b>Frank J. Fahrenkopf, Jr.</b>	Since 2015*	10	Co-Chairman of the Commission on Presidential Debates; Former President and Chief Executive Officer of the American Gaming Association (1995-2013); Former Chairman of the Republican National Committee (1983-1989)	Director of First Republic Bank (banking)
Trustee				
Age: 77				



## Ellsworth Growth and Income Fund Ltd.

## Additional Fund Information (Continued) (Unaudited)

<b>Name, Position(s)</b>	<b>Term of Office</b>	<b>Number of Funds</b>	<b>Principal Occupation(s)</b>	<b>Other Directorships</b>
<b>Address<sup>1</sup></b>	<b>and Length of</b>	<b>in Fund Complex</b>	<b>During Past Five Years</b>	<b>Held by Trustee<sup>4</sup></b>
<b>and Age</b>	<b>Time Served<sup>2</sup></b>	<b>Overseen by Trustee<sup>3</sup></b>		
<b>Daniel D. Harding,</b> CFA  Trustee  Age: 64	Since 2007**	3	Managing General Partner of the Global Equity Income Fund (private investment fund); Director of TRC (private asset management); General Partner of Latitude Capital Partners, LLC (private investment); Director of Legg Mason Investment Counsel, LLC and Chair of Investment Committee (2010-2012)	Morristown Medical Center, Atlantic Health Systems, Ocean Reef Community Foundations and Ocean Reef Medical Center Foundation
<b>Michael J. Melarkey</b>  Trustee  Age: 66	Since 2015*	8	Of Counsel McDonald Carano Wilson LLP; Partner in the law firm of Avansino, Melarkey, Knobel, Mulligan & McKenzie (1976-2015); Owner in Pioneer Crossing Casino Group	Director of Southwest Gas Corporation (natural gas utility)
<b>Kuni Nakamura</b>  Trustee  Age: 48	Since 2015**	19	President of Advanced Polymer, Inc. (chemical manufacturing company); President of KEN Enterprises, Inc. (real estate)	
<b>Nicholas W. Platt</b>  Trustee  Age: 62	Since 1997**	2	Private Investor; Member of NYSE MKT LLC Committee on Securities; currently Mayor of Township of Harding, New Jersey; Managing Director of FTI Consulting Inc. (international consulting company) (March 2009-May 2011)	
	Since 2015***	22		

**Anthony C. van Ekris**<sup>7</sup>

Trustee

Age: 82

Chairman and Chief Executive Officer of BALMAC International, Inc. (global import/ export company)

Name, Position(s)	Term of Office and Length of Time Served <sup>8</sup>	Principal Occupation(s) During Past Five Years
Address <sup>1</sup> and Age		
<b>OFFICERS:</b>		
<b>James A. Dinsmore, CFA</b>	Since 2015	Portfolio Manager of closed-end funds within the Gabelli/GAMCO Fund Complex; President of the Ellsworth Growth and Income Fund Ltd.; Executive Vice President of the Bancroft Fund Ltd. (2013-2015); Executive Vice President of the Ellsworth Growth and Income Fund Ltd. (January 2013-February 2014); Vice President of the Bancroft Fund Ltd. and the Ellsworth Growth and Income Fund Ltd. (2009 through 2012)
President		
Age: 33		
<b>Agnes Mullady</b>	Since 2015	President and Chief Operating Officer of the Fund Division of Gabelli Funds, LLC since 2010; Chief Executive Officer of G.distributors, LLC since 2010; Senior Vice President of GAMCO Investors, Inc. since 2009; Vice President of Gabelli Funds, LLC since 2007; Officer of all of the registered investment companies within the Gabelli/GAMCO Fund Complex
Treasurer		
Age: 58		
<b>Andrea R. Mango</b>	Since 2015	Vice President of GAMCO Investors, Inc. since 2016; Counsel of Gabelli Funds, LLC since 2013; Secretary of all registered investment companies within the Gabelli/GAMCO Fund Complex since 2013; Vice President of all closed-end funds within the Gabelli/GAMCO Fund Complex since 2014; Corporate Vice President within the Corporate Compliance Department of New York Life Insurance Company, 2011-2013; Vice President and Counsel of Deutsche Bank, 2006-2011
Vice President		
and Secretary		
Age: 44		

**Ellsworth Growth and Income Fund Ltd.**

**Additional Fund Information (Continued) (Unaudited)**

Name, Position(s)	Term of Office	Principal Occupation(s)
Address <sup>1</sup>	and Length of	During Past Five Years
and Age	Time Served <sup>8</sup>	
<b>Laurissa M. Martire</b>  Vice President and Ombudsman  Age: 40	Since 2015	Vice President and/or Ombudsman of closed-end funds within the Gabelli/GAMCO Fund Complex; Vice President of GAMCO Investors, Inc. since 2016
<b>Wayne C. Pinsent</b>  Vice President and Ombudsman  Age: 30	Since February 2016	Vice President and/or Ombudsman of closed-end funds within the Gabelli/GAMCO Fund Complex; Research Analyst for G.research, LLC since 2010; Marketing for GAMCO Investors Inc. 2008-2010
<b>Richard J. Walz</b>  Chief Compliance Officer  Age: 57	Since 2015	Chief Compliance Officer of all of the registered investment companies within the Gabelli/ GAMCO Fund Complex since 2013; Chief Compliance Officer of AEGON USA Investment Management, 2011-2013; Chief Compliance Officer of Cutwater Asset Management, 2004-2011

1 Address: One Corporate Center, Rye, NY 10580-1422, unless otherwise noted.

2 The Fund's Board of Trustees is divided into three classes, each class having a term of three years. Each year the term of office of one class expires and the successor or successors elected to such class serve for a three year term. The three year term for each class expires as follows:

\* Term expires at the Fund's 2017 Annual Meeting of Shareholders or until their successors are duly elected and qualified.

\*\* Term expires at the Fund's 2018 Annual Meeting of Shareholders or until their successors are duly elected and qualified.

\*\*\* Term expires at the Fund's 2019 Annual Meeting of Shareholders or until their successors are duly elected and qualified.

Each officer will hold office for an indefinite term until the date he or she resigns or retires or until his or her successor is elected and qualified.

3 The Fund Complex or the Gabelli/GAMCO Fund Complex includes all the U.S. registered investment companies that are considered part of the same fund complex as the Fund because they have common or affiliated investment advisers.

This column includes only directorships of companies required to report to the SEC under the Securities Exchange Act of 1934, as amended, i.e., public companies, or other investment companies registered under the 1940 Act.

- 5 Interested person of the Fund, as defined in the 1940 Act. Messrs. Gabelli and Dinsmore are each considered to be an interested person of the Fund because of their affiliation with the Fund's Adviser.
- 6 Trustees who are not considered to be interested persons of the Fund as defined in the 1940 Act are considered to be Independent Trustees.
- 7 Mr. van Ekris is an independent director of Gabelli International Ltd., Gabelli Fund LDC, Gama Capital Opportunities Master Ltd., and GAMCO International SICAV, which may be deemed to be controlled by Mario J. Gabelli and/or affiliates and, in that event, would be deemed to be under common control with the Fund's Adviser.
- 8 Each officer will hold office for an indefinite term until the date he or she resigns and retires or until his or her successor is duly elected and qualifies.

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**ELLSWORTH GROWTH AND INCOME FUND LTD.**
**INCOME TAX INFORMATION (Unaudited)**

September 30, 2016

**Cash Dividends and Distributions**

Payable Date	Record Date	Total Amount Paid Per Share (a)	Ordinary Investment Income (a)	Long Term Capital Gains (a)	Dividend Reinvestment Price
12/11/15	11/12/15	\$0.46700	\$0.01700	\$0.45000	\$9
02/25/16	02/11/16	0.11000	0.08260	0.02740	8
05/23/16	05/16/16	0.11000	0.08260	0.02740	8
08/24/16	08/17/16	0.11000	0.08260	0.02740	9
		\$0.79700	\$0.26480	\$0.53220	

**Corporate Dividends Received Deduction, Qualified Dividend Income, and U.S. Government Securities Income**

For the year ended September 30, 2016, the Fund paid to shareholders, ordinary income distributions (inclusive of short term capital gains) totaling \$0.265 per share, and long term capital gains totaling \$6,831,564, or the maximum allowable. The distribution of long term capital gains has been designated as a capital gain dividend by the Fund's Board of Trustees. For the year ended September 30, 2016, 57.88% of the ordinary income distribution qualifies for the dividends received deduction available to corporations. The Fund designates 66.21% of the ordinary income distribution as qualified dividend income pursuant to the Jobs and Growth Tax Relief Reconciliation Act of 2003. The Fund designates 16.89% of the ordinary income distribution as qualified interest income pursuant to the Tax Relief, Unemployment Reauthorization, and Job Creation Act of 2010.

**Historical Distribution Summary**

	Investment Income (b)	Short Term Capital Gains (b)	Long Term Capital Gains	Total Distributions (a)
Common Shares				
2016	\$0.25610	\$0.00870	\$0.53220	\$0.79700

(a) Total amounts may differ due to rounding.

(b) Taxable as ordinary income for Federal tax purposes.

All designations are based on financial information available as of the date of this annual report and, accordingly, are subject to change. For each item, it is the intention of the Fund to designate the maximum amount permitted under the Internal Revenue Code and the regulations thereunder.

**ELLSWORTH GROWTH AND INCOME FUND LTD.**

**AND YOUR PERSONAL PRIVACY**

**Who are we?**

The Ellsworth Growth and Income Fund Ltd. (the Fund ) is a closed-end management investment company registered with the Securities and Exchange Commission under the Investment Company Act of 1940. We are managed by Gabelli Funds, LLC, which is affiliated with GAMCO Investors, Inc. GAMCO Investors, Inc. is a publicly held company that has subsidiaries that provide investment advisory services for a variety of clients.

**What kind of non-public information do we collect about you if you become a Fund shareholder?**

When you purchase shares of the Fund on the New York Stock Exchange, you have the option of registering directly with our transfer agent in order, for example, to participate in our dividend reinvestment plan.

*Information you give us on your application form.* This could include your name, address, telephone number, social security number, bank account number, and other information.

*Information about your transactions with us.* This would include information about the shares that you buy or sell; it may also include information about whether you sell or exercise rights that we have issued from time to time. If we hire someone else to provide services like a transfer agent we will also have information about the transactions that you conduct through them.

**What information do we disclose and to whom do we disclose it?**

We do not disclose any non-public personal information about our customers or former customers to anyone other than our affiliates, our service providers who need to know such information, and as otherwise permitted by law. If you want to find out what the law permits, you can read the privacy rules adopted by the Securities and Exchange Commission. They are in volume 17 of the Code of Federal Regulations, Part 248. The Commission often posts information about its regulations on its website, [www.sec.gov](http://www.sec.gov).

**What do we do to protect your personal information?**

We restrict access to non-public personal information about you to the people who need to know that information in order to provide services to you or the Fund and to ensure that we are complying with the laws governing the securities business. We maintain physical, electronic, and procedural safeguards to keep your personal information confidential.

**Ellsworth Growth and Income Fund Ltd.**

**One Corporate Center**

**Rye, NY 10580-1422**

**Portfolio Management Team Biographies**

**Thomas H. Dinsmore, CFA**, joined Gabelli Funds, LLC in 2015. He currently serves as a portfolio manager of Gabelli Funds, LLC and manages several funds within the Gabelli/GAMCO Funds Complex. From 1996 to 2015, Mr. Dinsmore was Chairman and CEO of Dinsmore Capital Management; CEO and Portfolio Manager of Bancroft Fund Ltd; and CEO, Portfolio Manager, and co-founder of Ellsworth Growth and Income Fund Ltd. He received a B.S. in Economics from the Wharton School of Business and an M.A. in Economics from Fairleigh Dickinson University.

**Jane D. O Keeffe** joined Gabelli Funds, LLC in 2015. She currently serves as a portfolio manager of Gabelli Funds, LLC and manages several funds within the Gabelli/GAMCO Funds Complex. From 1996 to 2015, Ms. O Keeffe was President and Director of Dinsmore Capital Management where she was also a Portfolio Manager of Bancroft Fund Ltd. and Ellsworth Growth and Income Fund Ltd. Prior to joining Dinsmore Capital Management, Ms. O Keeffe held positions of increasing responsibilities at IDS Progressive Fund, Soros Fund Management Company, Simms Capital Management, and Fiduciary Trust International. She earned a B.A. from the University of New Hampshire and attended the Lubin Graduate School of Business at Pace University.

**James A. Dinsmore, CFA**, joined Gabelli Funds, LLC in 2015. He currently serves as a portfolio manager of Gabelli Funds, LLC and manages several funds within the Gabelli/GAMCO Funds Complex. Mr. Dinsmore received a B.A. in Economics from Cornell University and an M.B.A. degree from Rutgers University.

We have separated the portfolio managers commentary from the financial statements and investment portfolio due to corporate governance regulations stipulated by the Sarbanes-Oxley Act of 2002. We have done this to ensure that the content of the portfolio managers commentary is unrestricted. Both the commentary and the financial statements, including the portfolio of investments, will be available on our website at [www.gabelli.com](http://www.gabelli.com).

The Net Asset Value per share appears in the Publicly Traded Funds column, under the heading Specialized Equity Funds, in Monday s The Wall Street Journal. It is also listed in Barron s Mutual Funds/Closed End Funds section under the heading Convertible Securities Funds.

The Net Asset Value per share may be obtained each day by calling (914) 921-5070 or visiting [www.gabelli.com](http://www.gabelli.com).

The NASDAQ symbol for the Net Asset Value is XECFX.

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Fund may from time to time purchase its common shares in the open market when the Fund s shares are trading at a discount of 7.5% or more from the net asset value of the shares.



[ELLSWORTH GROWTH AND INCOME FUND LTD.](#)

One Corporate Center

Rye, NY 10580-1422

t 800-GABELLI (800-422-3554)

f 914-921-5118

e [info@gabelli.com](mailto:info@gabelli.com)

[GABELLI.COM](http://GABELLI.COM)

**TRUSTEES**

Mario J. Gabelli, CFA

Chairman and

Chief Executive Officer,

GAMCO Investors, Inc.

Chairman and

Chief Executive Officer,

Associated Capital Group Inc.

Kinchen C. Bizzell, CFA

Managing Director,

CAVU Securities

Elizabeth C. Bogan, Ph.D

Senior Lecturer, Economics

Princeton University

James P. Conn

Former Managing Director &  
Chief Investment Officer,  
Financial Security Assurance  
Holdings Ltd.

James A. Dinsmore, CFA

Portfolio Manager,

Gabelli Funds LLC

Frank J. Fahrenkopf

Former President &

Chief Executive Officer,

American Gaming Association

Daniel D. Harding, CFA

Managing General Director,

Global Equity Income Fund

Michael J. Melarkey

Of Counsel,

McDonald Carano Wilson LLP

Kuni Nakamura

President,

Advanced Polymer, Inc.

Nicholas W. Platt

Former Managing Director,

FTI Consulting Inc.

Anthonie C. van Ekris

Chairman,

BALMAC International Inc.

**OFFICERS**

James A. Dinsmore, CFA

President

Agnes Mullady

Treasurer

Andrea R. Mango

Secretary & Vice President

Laurissa M. Martire

Vice President & Ombudsman

Wayne C. Pinsent, CFA

Vice President & Ombudsman

Richard J. Walz

Chief Compliance Officer

**INVESTMENT ADVISER**

Gabelli Funds, LLC

**CUSTODIAN**

State Street Bank and Trust

Company

**COUNSEL**

Skadden, Arps, Slate, Meagher & Flom LLP

**TRANSFER AGENT AND**

**REGISTRAR**

American Stock Transfer and

Trust Company

ECF Q3/2016

**Item 2. Code of Ethics.**

- (a) The registrant, as of the end of the period covered by this report, has adopted a code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party.
- (c) There have been no amendments, during the period covered by this report, to a provision of the code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party, and that relates to any element of the code of ethics description.
- (d) The registrant has not granted any waivers, including an implicit waiver, from a provision of the code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, regardless of whether these individuals are employed by the registrant or a third party, that relates to one or more of the items set forth in paragraph (b) of this item's instructions.

**Item 3. Audit Committee Financial Expert.**

As of the end of the period covered by the report, the registrant's Board of Directors has determined that Daniel D. Harding is qualified to serve as an audit committee financial expert serving on its audit committee and that he is independent, as defined by Item 3 of Form N-CSR.

**Item 4. Principal Accountant Fees and Services.**

Audit Fees

- (a) The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years are \$40,000 for 2015 and \$40,000 for 2016.

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Audit-Related Fees

- (b) The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item are \$0 for 2015 and \$0 for 2016.

Tax Fees

- (c) The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning are \$3,700 for 2015 and \$3,700 for 2016.

All Other Fees

- (d) The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item are \$0 for 2015 and \$0 for 2016.

- (e)(1) Disclose the audit committee's pre-approval policies and procedures described in paragraph (c)(7) of Rule 2-01 of Regulation S-X.

Pre-Approval Policies and Procedures. The Audit Committee ( Committee ) of the registrant is responsible for pre-approving (i) all audit and permissible non-audit services to be provided by the independent registered public accounting firm to the registrant and (ii) all permissible non-audit services to be provided by the independent registered public accounting firm to the Adviser, Gabelli Funds, LLC, and any affiliate of Gabelli Funds, LLC ( Gabelli ) that provides services to the registrant ( a Covered Services Provider ) if the independent registered public accounting firm's engagement related directly to the operations and financial reporting of the registrant. The Committee may delegate its responsibility to pre-approve any such audit and permissible non-audit services to the Chairperson of the Committee, and the Chairperson must report to the Committee, at its next regularly scheduled meeting after the Chairperson's pre-approval of such services, his or her decision(s). The Committee may also establish detailed pre-approval policies and procedures for pre-approval of such services in accordance with applicable laws, including the delegation of some or all of the Committee's pre-approval responsibilities to the other persons (other than Gabelli or the registrant's officers). Pre-approval by the Committee of any permissible non-audit services is not required so long as: (i) the permissible non-audit services were not recognized by the registrant at the time of the engagement to be non-audit services; and (ii) such services are promptly brought to the attention of the Committee and approved by the Committee or Chairperson prior to the completion of the audit.

- (e)(2) The percentage of services described in each of paragraphs (b) through (d) of this Item that were approved by the audit committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X are as follows:

(b) N/A

(c) 100%

(d) N/A

- (f) The percentage of hours expended on the principal accountant's engagement to audit the registrant's financial statements for the most recent fiscal year that were attributed to work performed by persons other than the principal accountant's full-time, permanent employees was 0%.
- (g) The aggregate non-audit fees billed by the registrant's accountant for services rendered to the registrant, and rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant for each of the last two fiscal years of the registrant was \$3,700 for 2015 and \$3,700 for 2016.
- (h) The registrant's audit committee of the board of directors has considered whether the provision of non-audit services that were rendered to the registrant's investment adviser (not including any sub-adviser whose role is primarily portfolio management and is subcontracted with or overseen by another investment adviser), and any entity controlling, controlled by, or under common control with the investment adviser that provides ongoing services to the registrant that were not pre-approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X is compatible with maintaining the principal accountant's independence.

**Item 5. Audit Committee of Listed registrants.**

Not applicable.

**Item 6. Investments.**

- (a) Schedule of Investments in securities of unaffiliated issuers as of the close of the reporting period is included as part of the report to shareholders filed under Item 1 of this form.
- (b) Not applicable.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

The Proxy Voting Policies are attached herewith.

## SECTION HH

### **The Voting of Proxies on Behalf of Clients**

Rules 204(4)-2 and 204-2 under the Investment Advisers Act of 1940 and Rule 30b1-4 under the Investment Company Act of 1940 require investment advisers to adopt written policies and procedures governing the voting of proxies on behalf of their clients.

These procedures will be used by GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., and Teton Advisors, Inc. (collectively, the Advisers ) to determine how to vote proxies relating to portfolio securities held by their clients, including the procedures that the Advisers use when a vote presents a conflict between the interests of the shareholders of an investment company managed by one of the Advisers, on the one hand, and those of the Advisers; the principal underwriter; or any affiliated person of the investment company, the Advisers, or the principal underwriter. These procedures will not apply where the Advisers do not have voting discretion or where the Advisers have agreed to with a client to vote the client's proxies in accordance with specific guidelines or procedures supplied by the client (to the extent permitted by ERISA).

#### **I. Proxy Voting Committee**

The Proxy Voting Committee was originally formed in April 1989 for the purpose of formulating guidelines and reviewing proxy statements within the parameters set by the substantive proxy voting guidelines originally published in 1988 and updated periodically, a copy of which are appended as Exhibit A. The Committee will include representatives of Research, Administration, Legal, and the Advisers. Additional or replacement members of the Committee will be nominated by the Chairman and voted upon by the entire Committee.

Meetings are held on an as needed basis to form views on the manner in which the Advisers should vote proxies on behalf of their clients.

In general, the Director of Proxy Voting Services, using the Proxy Guidelines, recommendations of Institutional Shareholder Services Inc. ( ISS ), Glass Lewis & Co., LLC ( Glass Lewis ) other third-party services and the analysts of G.research, Inc., will determine how to vote on each issue. For non-controversial matters, the Director of Proxy Voting Services may vote the proxy if the vote is: (1) consistent with the recommendations of the issuer's Board of Directors and not contrary to the Proxy Guidelines; (2) consistent with the recommendations of the issuer's Board of Directors and is a non-controversial issue not covered by the Proxy Guidelines; or (3) the vote is contrary to the recommendations of the Board of Directors but is consistent with the Proxy Guidelines. In those instances, the Director of Proxy Voting Services or the



Chairman of the Committee may sign and date the proxy statement indicating how each issue will be voted.

All matters identified by the Chairman of the Committee, the Director of Proxy Voting Services or the Legal Department as controversial, taking into account the recommendations of ISS, Glass Lewis, or other third party services and the analysts of G.research, Inc., will be presented to the Proxy Voting Committee. If the Chairman of the Committee, the Director of Proxy Voting Services or the Legal Department has identified the matter as one that (1) is controversial; (2) would benefit from deliberation by the Proxy Voting Committee; or (3) may give rise to a conflict of interest between the Advisers and their clients, the Chairman of the Committee will initially determine what vote to recommend that the Advisers should cast and the matter will go before the Committee.

**A. Conflicts of Interest.**

The Advisers have implemented these proxy voting procedures in order to prevent conflicts of interest from influencing their proxy voting decisions. By following the Proxy Guidelines, as well as the recommendations of ISS, Glass Lewis, other third-party services and the analysts of G.research, the Advisers are able to avoid, wherever possible, the influence of potential conflicts of interest. Nevertheless, circumstances may arise in which one or more of the Advisers are faced with a conflict of interest or the appearance of a conflict of interest in connection with its vote. In general, a conflict of interest may arise when an Adviser knowingly does business with an issuer, and may appear to have a material conflict between its own interests and the interests of the shareholders of an investment company managed by one of the Advisers regarding how the proxy is to be voted. A conflict also may exist when an Adviser has actual knowledge of a material business arrangement between an issuer and an affiliate of the Adviser.

In practical terms, a conflict of interest may arise, for example, when a proxy is voted for a company that is a client of one of the Advisers, such as GAMCO Asset Management Inc. A conflict also may arise when a client of one of the Advisers has made a shareholder proposal in a proxy to be voted upon by one or more of the Advisers. The Director of Proxy Voting Services, together with the Legal Department, will scrutinize all proxies for these or other situations that may give rise to a conflict of interest with respect to the voting of proxies.

**B. Operation of Proxy Voting Committee**

For matters submitted to the Committee, each member of the Committee will receive, prior to the meeting, a copy of the proxy statement, any relevant third party research, a summary of any views provided by the

Chief Investment Officer and any recommendations by G.research, Inc. analysts. The Chief Investment Officer or the G.research, Inc. analysts may be invited to present their viewpoints. If the Director of Proxy Voting Services or the Legal Department believe that the matter before the committee is one with respect to which a conflict of interest may exist between the Advisers and their clients, counsel will provide an opinion to the Committee concerning the conflict. If the matter is one in which the interests of the clients of one or more of the Advisers may diverge, counsel will so advise and the Committee may make different recommendations as to different clients. For any matters where the recommendation may trigger appraisal rights, counsel will provide an opinion concerning the likely risks and merits of such an appraisal action.

Each matter submitted to the Committee will be determined by the vote of a majority of the members present at the meeting. Should the vote concerning one or more recommendations be tied in a vote of the Committee, the Chairman of the Committee will cast the deciding vote. The Committee will notify the proxy department of its decisions and the proxies will be voted accordingly.

Although the Proxy Guidelines express the normal preferences for the voting of any shares not covered by a contrary investment guideline provided by the client, the Committee is not bound by the preferences set forth in the Proxy Guidelines and will review each matter on its own merits. The Advisers subscribe to ISS and Glass Lewis which supply current information on companies, matters being voted on, regulations, trends in proxy voting and information on corporate governance issues.

If the vote cast either by the analyst or as a result of the deliberations of the Proxy Voting Committee runs contrary to the recommendation of the Board of Directors of the issuer, the matter will be referred to legal counsel to determine whether an amendment to the most recently filed Schedule 13D is appropriate.

## **II. Social Issues and Other Client Guidelines**

If a client has provided special instructions relating to the voting of proxies, they should be noted in the client's account file and forwarded to the proxy department. This is the responsibility of the investment professional or sales assistant for the client. In accordance with Department of Labor guidelines, the Advisers' policy is to vote on behalf of ERISA accounts in the best interest of the plan participants with regard to social issues that carry an economic impact. Where an account is not governed by ERISA, the Advisers will vote shares held on behalf of the client in a manner consistent with any individual investment/voting guidelines provided by the client. Otherwise the Advisers may abstain with respect to those shares.

Specific to the Gabelli ESG Fund, the Proxy Voting Committee will rely on the advice of the portfolio managers of the Gabelli ESG Fund to provide voting recommendations on the securities held in the portfolio.

### **III. Client Retention of Voting Rights**

If a client chooses to retain the right to vote proxies or if there is any change in voting authority, the following should be notified by the investment professional or sales assistant for the client.

- Operations
- Proxy Department
- Investment professional assigned to the account

In the event that the Board of Directors (or a Committee thereof) of one or more of the investment companies managed by one of the Advisers has retained direct voting control over any security, the Proxy Voting Department will provide each Board Member (or Committee member) with a copy of the proxy statement together with any other relevant information including recommendations of ISS or other third-party services.

### **IV. Proxies of Certain Non-U.S. Issuers**

Proxy voting in certain countries requires share-blocking. Shareholders wishing to vote their proxies must deposit their shares shortly before the date of the meeting with a designated depository. During the period in which the shares are held with a depository, shares that will be voted at the meeting cannot be sold until the meeting has taken place and the shares are returned to the clients' custodian. Absent a compelling reason to the contrary, the Advisers believe that the benefit to the client of exercising the vote is outweighed by the cost of voting and therefore, the Advisers will not typically vote the securities of non-U.S. issuers that require share-blocking.

In addition, voting proxies of issuers in non-US markets may also give rise to a number of administrative issues to prevent the Advisers from voting such proxies. For example, the Advisers may receive the notices for shareholder meetings without adequate time to consider the proposals in the proxy or after the cut-off date for voting. In these cases the Advisers will look to Glass Lewis or other third party service for recommendations on how to vote. Other markets require the Advisers to provide local agents with power of attorney prior to implementing their respective voting instructions on the proxy. Although it is the Advisers' policies to vote the proxies for its clients for which they have proxy voting authority, in the case of issuers in non-US markets, we vote client proxies on a best efforts basis.

### **V. Voting Records**

The Proxy Voting Department will retain a record of matters voted upon by the Advisers for their clients. The Advisers will supply information on how they voted a client's proxy upon request from the client.

The complete voting records for each registered investment company (the Fund ) that is managed by the Advisers will be filed on Form N-PX for the twelve months ended June 30th, no later than August 31st of each year. A description of the Fund s proxy voting policies, procedures, and how the Fund voted proxies relating to portfolio securities is available without charge, upon request, by (i) calling 800-GABELLI (800-422-3554); (ii) writing to Gabelli Funds, LLC at One Corporate Center, Rye, NY 10580-1422; or (iii) visiting the SEC s website at [www.sec.gov](http://www.sec.gov).

The Advisers proxy voting records will be retained in compliance with Rule 204-2 under the Investment Advisers Act.

## **VI. Voting Procedures**

1. Custodian banks, outside brokerage firms and clearing firms are responsible for forwarding proxies directly to the Advisers.

Proxies are received in one of two forms:

Shareholder Vote Instruction Forms ( VIFs ) - Issued by Broadridge Financial Solutions, Inc. ( Broadridge ). Broadridge is an outside service contracted by the various institutions to issue proxy materials.

Proxy cards which may be voted directly.

2. Upon receipt of the proxy, the number of shares each form represents is logged into the proxy system, electronically or manually, according to security.

3. Upon receipt of instructions from the proxy committee, the votes are cast and recorded for each account.

Records have been maintained on the ProxyEdge system.

ProxyEdge records include:

Security Name and Cusip Number

Date and Type of Meeting (Annual, Special, Contest)

Client Name

Adviser or Fund Account Number

Directors Recommendation

How the Adviser voted for the client on item

4. VIFs are kept alphabetically by security. Records for the current proxy season are located in the Proxy Voting Department office. In preparation for the upcoming season, files are transferred to an offsite storage facility during January/February.

5. If a proxy card or VIF is received too late to be voted in the conventional matter, every attempt is made to vote including:

When a solicitor has been retained, the solicitor is called. At the solicitor's direction, the proxy is faxed or sent electronically.

In some circumstances VIFs can be faxed or sent electronically to Broadridge up until the time of the meeting.

6. In the case of a proxy contest, records are maintained for each opposing entity.

#### 7. Voting in Person

a) At times it may be necessary to vote the shares in person. In this case, a legal proxy is obtained in the following manner:

Banks and brokerage firms using the services at Broadridge:

Broadridge is notified that we wish to vote in person. Broadridge issues individual legal proxies and sends them back via email or overnight (or the Adviser can pay messenger charges). A lead-time of at least two weeks prior to the meeting is needed to do this. Alternatively, the procedures detailed below for banks not using Broadridge may be implemented.

Banks and brokerage firms issuing proxies directly:

The bank is called and/or faxed and a legal proxy is requested.

All legal proxies should appoint:

**Representative of [Adviser name] with full power of substitution.**

b) The legal proxies are given to the person attending the meeting along with the limited power of attorney.

## **Appendix A**

### **Proxy Guidelines**

#### **PROXY VOTING GUIDELINES**

##### *General Policy Statement*

It is the policy of GAMCO Investors, Inc, and its affiliated advisers (collectively the Advisers ) to vote in the best economic interests of our clients. As we state in our Magna Carta of Shareholders Rights, established in May 1988, we are neither *for* nor *against* management. We are for shareholders.

At our first proxy committee meeting in 1989, it was decided that each proxy statement should be evaluated on its own merits within the framework first established by our Magna Carta of Shareholders Rights. The attached guidelines serve to enhance that broad framework.

We do not consider any issue routine. We take into consideration all of our research on the company, its directors, and their short and long-term goals for the company. In cases where issues that we generally do not approve of are combined with other issues, the negative aspects of the issues will be factored into the evaluation of the overall proposals but will not necessitate a vote in opposition to the overall proposals.

##### *Board of Directors*

We do not consider the election of the Board of Directors a routine issue. Each slate of directors is evaluated on a case-by-case basis.

Factors taken into consideration include:

Historical responsiveness to shareholders

This may include such areas as:

-Paying greenmail

-Failure to adopt shareholder resolutions receiving a majority of shareholder votes

Qualifications

Nominating committee in place

Number of outside directors on the board

Attendance at meetings

Overall performance

*Selection of Auditors*

In general, we support the Board of Directors' recommendation for auditors.

*Blank Check Preferred Stock*

We oppose the issuance of blank check preferred stock.

Blank check preferred stock allows the company to issue stock and establish dividends, voting rights, etc. without further shareholder approval.

*Classified Board*

A classified board is one where the directors are divided into classes with overlapping terms. A different class is elected at each annual meeting.

While a classified board promotes continuity of directors facilitating long range planning, we feel directors should be accountable to shareholders on an annual basis. We will look at this proposal on a case-by-case basis taking into consideration the board's historical responsiveness to the rights of shareholders.

Where a classified board is in place we will generally not support attempts to change to an annually elected board.

When an annually elected board is in place, we generally will not support attempts to classify the board.

*Increase Authorized Common Stock*

The request to increase the amount of outstanding shares is considered on a case-by-case basis.

Factors taken into consideration include:

- Future use of additional shares
- Stock split
- Stock option or other executive compensation plan
- Finance growth of company/strengthen balance sheet
- Aid in restructuring
- Improve credit rating
- Implement a poison pill or other takeover defense

Amount of stock currently authorized but not yet issued or reserved for stock option plans

Amount of additional stock to be authorized and its dilutive effect

We will support this proposal if a detailed and verifiable plan for the use of the additional shares is contained in the proxy statement.

### ***Confidential Ballot***

We support the idea that a shareholder's identity and vote should be treated with confidentiality.

However, we look at this issue on a case-by-case basis.

In order to promote confidentiality in the voting process, we endorse the use of independent Inspectors of Election.

### ***Cumulative Voting***

In general, we support cumulative voting.

Cumulative voting is a process by which a shareholder may multiply the number of directors being elected by the number of shares held on record date and cast the total number for one candidate or allocate the voting among two or more candidates.

Where cumulative voting is in place, we will vote against any proposal to rescind this shareholder right.

Cumulative voting may result in a minority block of stock gaining representation on the board. When a proposal is made to institute cumulative voting, the proposal will be reviewed on a case-by-case basis. While we feel that each board member should represent all shareholders, cumulative voting provides minority shareholders an opportunity to have their views represented.

### ***Director Liability and Indemnification***

We support efforts to attract the best possible directors by limiting the liability and increasing the indemnification of directors, except in the case of insider dealing.



***Equal Access to the Proxy***

The SEC's rules provide for shareholder resolutions. However, the resolutions are limited in scope and there is a 500 word limit on proponents' written arguments. Management has no such limitations. While we support equal access to the proxy, we would look at such variables as length of time required to respond, percentage of ownership, etc.

***Fair Price Provisions***

Charter provisions requiring a bidder to pay all shareholders a fair price are intended to prevent two-tier tender offers that may be abusive. Typically, these provisions do not apply to board-approved transactions.

We support fair price provisions because we feel all shareholders should be entitled to receive the same benefits.

Reviewed on a case-by-case basis.

***Golden Parachutes***

Golden parachutes are severance payments to top executives who are terminated or demoted after a takeover.

We support any proposal that would assure management of its own welfare so that they may continue to make decisions in the best interest of the company and shareholders even if the decision results in them losing their job. We do not, however, support excessive golden parachutes. Therefore, each proposal will be decided on a case-by-case basis.

***Anti-Greenmail Proposals***

We do not support greenmail. An offer extended to one shareholder should be extended to all shareholders equally across the board.

***Limit Shareholders' Rights to Call Special Meetings***

We support the right of shareholders to call a special meeting.

Reviewed on a case-by-case basis.

***Consideration of Nonfinancial Effects of a Merger***

This proposal releases the directors from only looking at the financial effects of a merger and allows them the opportunity to consider the merger's effects on employees, the community, and consumers.

As a fiduciary, we are obligated to vote in the best economic interests of our clients. In general, this proposal does not allow us to do that. Therefore, we generally cannot support this proposal.

Reviewed on a case-by-case basis.

***Mergers, Buyouts, Spin-Offs, Restructurings***

Each of the above is considered on a case-by-case basis. According to the Department of Labor, we are not required to vote for a proposal simply because the offering price is at a premium to the current market price. We may take into consideration the long term interests of the shareholders.

***Military Issues***

Shareholder proposals regarding military production must be evaluated on a purely economic set of criteria for our ERISA clients. As such, decisions will be made on a case-by-case basis.

In voting on this proposal for our non-ERISA clients, we will vote according to the client's direction when applicable. Where no direction has been given, we will vote in the best economic interests of our clients. It is not our duty to impose our social judgment on others.

*Northern Ireland*

Shareholder proposals requesting the signing of the MacBride principles for the purpose of countering the discrimination of Catholics in hiring practices must be evaluated on a purely economic set of criteria for our ERISA clients. As such, decisions will be made on a case-by-case basis.

In voting on this proposal for our non-ERISA clients, we will vote according to client direction when applicable. Where no direction has been given, we will vote in the best economic interests of our clients. It is not our duty to impose our social judgment on others.

*Opt Out of State Anti-Takeover Law*

This shareholder proposal requests that a company opt out of the coverage of the state's takeover statutes. Example: Delaware law requires that a buyer must acquire at least 85% of the company's stock before the buyer can exercise control unless the board approves.

We consider this on a case-by-case basis. Our decision will be based on the following:

- State of Incorporation
- Management history of responsiveness to shareholders
- Other mitigating factors

*Poison Pill*

In general, we do not endorse poison pills.

In certain cases where management has a history of being responsive to the needs of shareholders and the stock is very liquid, we will reconsider this position.

*Reincorporation*

Generally, we support reincorporation for well-defined business reasons. We oppose reincorporation if proposed solely for the purpose of reincorporating in a state with more stringent anti-takeover statutes that may negatively impact the value of the stock.

### *Stock Incentive Plans*

Director and Employee Stock incentive plans are an excellent way to attract, hold and motivate directors and employees. However, each incentive plan must be evaluated on its own merits, taking into consideration the following:

Dilution of voting power or earnings per share by more than 10%.

Kind of stock to be awarded, to whom, when and how much.

Method of payment.

Amount of stock already authorized but not yet issued under existing stock plans.

The successful steps taken by management to maximize shareholder value.

### *Supermajority Vote Requirements*

Supermajority vote requirements in a company's charter or bylaws require a level of voting approval in excess of a simple majority of the outstanding shares. In general, we oppose supermajority-voting requirements. Supermajority requirements often exceed the average level of shareholder participation. We support proposals' approvals by a simple majority of the shares voting.

Reviewed on a case-by-case basis.

### *Limit Shareholders Right to Act by Written Consent*

Written consent allows shareholders to initiate and carry on a shareholder action without having to wait until the next annual meeting or to call a special meeting. It permits action to be taken by the written consent of the same percentage of the shares that would be required to effect proposed action at a shareholder meeting.

Reviewed on a case-by-case basis.

### *Say-on-Pay / Say-When-on-Pay / Say-on-Golden-Parachutes*

Required under the Dodd-Frank Act; these proposals are non-binding advisory votes on executive compensation. We will generally vote with the Board of Directors' recommendation(s) on advisory votes on executive compensation ( Say-on-Pay ), advisory votes on the frequency of voting on executive compensation ( Say-When-on-Pay ) and advisory votes relating to extraordinary transaction executive compensation ( Say-on-Golden-Parachutes ). In those instances when we believe that it is in our clients' best interest, we may abstain or vote against executive compensation and/or the frequency of votes on executive compensation and/or extraordinary transaction executive compensation advisory votes.

*Proxy Access*

We generally believe that proxy access is a useful tool to promote board accountability by requiring that a company's proxy materials contain not only the names of management nominees, but also any candidates nominated by long-term shareholders holding at least a certain stake in the company. We will review proposals regarding proxy access on a case by case basis taking into account the provisions of the proposal, the company's current governance structure, the successful steps taken by management to maximize shareholder value, as well as other applicable factors.

**Item 8. Portfolio Managers of Closed-End Management Investment Companies.****Portfolio Managers**

Ms. Jane O Keefe, Mr. Thomas Dinsmore, and Mr. James Dinsmore serve as Portfolio Managers of the Ellsworth Growth and Income Fund.

**Portfolio Management**

Jane O Keefe joined Gabelli Funds, LLC in 2015. Ms. O Keefe currently serves as a portfolio manager of the Fund and several funds within the Gabelli/GAMCO Funds complex. From 1996 to 2015, Ms. O Keefe was President and Director of Dinsmore Capital. She has a B.A. from the University of New Hampshire and attended the Lubin Graduate School of Business at Pace University.

Thomas Dinsmore, CFA, joined Gabelli Funds, LLC in 2015. Mr. T. Dinsmore currently serves as a portfolio manager of the Fund and several funds within the Gabelli/GAMCO Funds complex. Mr. T. Dinsmore was Chairman and CEO of Dinsmore Capital from 1996 to 2015. He has a B.S. in Economics from the Wharton School of Business, and an M.A. in Economics from Fairleigh Dickinson University.

James Dinsmore, CFA, joined Gabelli Funds, LLC in 2015. Mr. J. Dinsmore currently serves as a portfolio manager of the Fund and several funds within the Gabelli/GAMCO Funds complex. Mr. J. Dinsmore received a BA in Economics from Cornell University and an MBA from Rutgers University.

**Ellsworth Growth & Income Fund (As of September 30, 2016)**

Name of Portfolio <u>Manager</u>	Type of <u>Accounts</u>	Total	<u>Total</u> <u>Assets</u>	No. of Accounts where Advisory Fee is Based on <u>Performance</u>	Total Assets in Accounts where Advisory Fee is Based on <u>Performance</u>
		No. of Accounts <u>Managed</u>			
1. Jane D. O Keefe	Registered Investment Companies:	2	244.0M	97.1M	1
	Other Pooled Investment Vehicles:	0	0	0	0
	Other	7	5.6M	0	0
	Accounts:				
2. Thomas H. Dinsmore	Registered Investment Companies:	2	244.0M	97.1M	1
	Other Pooled Investment Vehicles:	0	0	0	0
	Other	5	1.4M	0	0
	Accounts:				

	Accounts:				
3. James A. Dinsmore	Registered Investment Companies:	2	244.0M	97.1M	1
	Other Pooled Investment Vehicles:	0	0	0	0
	O t h e r Accounts:	3	390.5K	0	0

**Potential Conflicts of Interest**

As reflected above, the Portfolio Managers manage accounts in addition to the Fund. Actual or apparent conflicts of interest may arise when a Portfolio Manager also has day-to-day management responsibilities with respect to one or more other accounts. These potential conflicts include:

**Allocation of Limited Time and Attention.** As indicated above, the Portfolio Managers manage multiple accounts. As a result, they will not be able to devote all of their time to the management of the Fund. The Portfolio Managers, therefore, may not be able to formulate as complete a strategy or identify equally attractive investment opportunities for each of those accounts as might be the case if he/she were to devote all of their attention to the management of only the Fund.

**Allocation of Limited Investment Opportunities.** As indicated above, the Portfolio Managers manage managed accounts with investment strategies and/or policies that are similar to the Fund. In these cases, if the Portfolio Manager identifies an investment opportunity that may be suitable for multiple accounts, a fund may not be able to take full advantage of that opportunity because the opportunity may be allocated among all or many of these accounts or other accounts managed primarily by other Portfolio Managers of the Investment Adviser, and their affiliates. In addition, in the event a Portfolio Manager determines to purchase a security for more than one account in an aggregate amount that may influence the market price of the security, accounts that purchased or sold the security first may receive a more favorable price than accounts that made subsequent transactions.

**Pursuit of Differing Strategies.** At times, the Portfolio Managers may determine that an investment opportunity may be appropriate for only some of the accounts for which he/she exercises investment responsibility, or may decide that certain of the funds or accounts should take differing positions with respect to a particular security. In these cases, the Portfolio Manager may execute differing or opposite transactions for one or more accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment of one or more other accounts.

**Variation in Compensation.** A conflict of interest may arise where the financial or other benefits available to the Portfolio Manager differs among the accounts that he/she manages. If the structure of the Investment Adviser's management fee or the Portfolio Manager's

compensation differs among accounts (such as where certain accounts pay higher management fees or performance based management fees), the Portfolio Manager may be motivated to favor certain accounts over others. The Portfolio Manager also may be motivated to favor accounts in which they have an investment interest, or in which the Investment Adviser, or their affiliates have investment interests. Similarly, the desire to maintain assets under management or to enhance a Portfolio Manager's performance record or to derive other rewards, financial or otherwise, could influence the Portfolio Manager in affording preferential treatment to those accounts that could most significantly benefit the Portfolio Manager. For example, as reflected above, if the Portfolio Manager manages accounts which have performance fee arrangements, certain portions of their compensation will depend on the achievement of performance milestones on those accounts. The Portfolio Manager could be incented to afford preferential treatment to those accounts and thereby be subject to a potential conflict of interest. The Investment Adviser, and the Funds have adopted compliance policies and procedures that are designed to address the various conflicts of interest that may arise for the Investment Adviser and their staff members. However, there is no guarantee that such policies and procedures will be able to detect and prevent every situation in which an actual or potential conflict may arise.

**Compensation Structure for the Portfolio Managers** The compensation for the Portfolio Managers for the Fund is structured to enable the Investment Adviser to attract and retain highly qualified professionals in a competitive environment. The Portfolio Managers receive a compensation package that includes a minimum draw or base salary and incentive based variable compensation based on a percentage of net revenue received by the Investment Adviser for managing the Fund to the extent that the amount exceeds a minimum level of compensation. Net revenues are determined by deducting from gross investment management fees certain of the firm's expenses (other than the Portfolio Managers' compensation) allocable to the Fund (the incentive based variable compensation for managing other accounts is also based on a percentage of net revenues to the investment adviser for managing the account). These methods of compensation are based on the premise that superior long term performance in managing a portfolio should be rewarded with higher compensation as a result of growth of assets through appreciation and net investment activity. The level of incentive based variable compensation is based on an evaluation by the Investment Adviser's parent, GBL, of quantitative and qualitative performance evaluation criteria.

#### **Ownership of Shares in the Fund**

Jane O'Keefe, Thomas Dinsmore, and James Dinsmore each own \$100,001 - \$500,000, \$500,001 - \$1,000,000, and \$10,001 - \$50,000, respectively, of shares in the Fund as of September 30, 2016.

#### **Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

##### **REGISTRANT PURCHASES OF EQUITY SECURITIES**



Period	(a) Total Number of Shares (or Units) Purchased	(b) Average Price Paid per Share (or Unit)	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 04/01/16	Common 16,048	Common \$7.6964	Common 16,048	Common 13,110,862 - 16,048 = 13,094,814
Through 04/30/16	Preferred N/A	Preferred - N/A	Preferred - N/A	Preferred - N/A
Month #2 05/01/16	Common 5,447	Common \$7.7343	Common 5,447	Common 13,094,814 - 5,447 = 13,089,367
Through 05/31/16	Preferred - N/A	Preferred - N/A	Preferred - N/A	Preferred - N/A
Month #3 06/01/16	Common 45,928	Common \$7.7714	Common 45,928	Common 13,089,367 - 45,928 = 13,043,439
Through 06/30/16	Preferred - N/A	Preferred - N/A	Preferred - N/A	Preferred - N/A
Month #4 07/01/16	Common 63,300	Common \$8.1572	Common 63,300	Common 13,043,439 - 63,300 = 12,980,139
Through 07/31/16	Preferred - N/A	Preferred - N/A	Preferred - N/A	Preferred - N/A
Month #5 08/01/16	Common 52,891	Common \$8.3256	Common 52,891	Common 12,980,139 - 52,891 = 12,927,248
Through	Preferred - N/A	Preferred - N/A	Preferred - N/A	Preferred - N/A

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08/31/16									
Month #6	Common	16,895	Common	\$8.1919	Common	16,895	Common	12,927,248	16,895 = 12,910,353
09/01/16									
Through	Preferred - N/A		Preferred - N/A		Preferred - N/A		Preferred - N/A		
09/30/16									
Total	Common	200,509	Common	\$7.9991	Common	200,509	N/A		
	Preferred - N/A		Preferred - N/A		Preferred - N/A				

Footnote columns (c) and (d) of the table, by disclosing the following information in the aggregate for all plans or programs publicly announced:

- a. The date each plan or program was announced The notice of the potential repurchase of common and preferred shares occurs quarterly in the Fund s quarterly report in accordance with Section 23(c) of the Investment Company Act of 1940, as amended.
- b. The dollar amount (or share or unit amount) approved Any or all common shares outstanding may be repurchased when the Fund s common shares are trading at a discount of 10% or more from the net asset value of the shares.
- c. The expiration date (if any) of each plan or program The Fund s repurchase plans are ongoing.

- d. Each plan or program that has expired during the period covered by the table The Fund's repurchase plans are ongoing.
- e. Each plan or program the registrant has determined to terminate prior to expiration, or under which the registrant does not intend to make further purchases. The Fund's repurchase plans are ongoing.

**Item 10. Submission of Matters to a Vote of Security Holders.**

There have been no material changes to the procedures by which the shareholders may recommend nominees to the registrant's Board of Directors, where those changes were implemented after the registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (17 CFR 229.407) (as required by Item 22(b)(15) of Schedule 14A (17 CFR 240.14a-101)), or this Item.

**Item 11. Controls and Procedures.**

- (a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the 1940 Act) (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d))) that occurred during the registrant's second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits.**

- (a)(1) Code of ethics, or any amendment thereto, that is the subject of disclosure required by Item 2 is attached hereto.
- (a)(2) Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.
- (a)(3) Not applicable.
- (b) Certifications pursuant to Rule 30a-2(b) under the 1940 Act and Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto.

(12.other) Not applicable.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Ellsworth Growth and Income Fund Ltd.

By (Signature and Title)\* /s/ James A. Dinsmore

James A. Dinsmore, Principal Executive Officer

Date 12/02/2016

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)\* /s/ James A. Dinsmore

James A. Dinsmore, Principal Executive Officer

Date 12/02/2016

By (Signature and Title)\* /s/ Agnes Mullady

Agnes Mullady, Principal Financial Officer and Treasurer

Date 12/02/2016

\* Print the name and title of each signing officer under his or her signature.