

BLACKROCK MUNIYIELD NEW JERSEY FUND, INC.
Form POS EX
June 11, 2018

As filed with the Securities and Exchange Commission on June 11, 2018

Securities Act File No. 333-221928

Investment Company Act File No. 811-06570

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM N-14

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Pre-Effective Amendment No.

Post-Effective Amendment No. 1

(Check appropriate box or boxes)

BLACKROCK MUNIYIELD NEW JERSEY FUND, INC.

(Exact name of registrant as specified in charter)

100 BELLEVUE PARKWAY

WILMINGTON, DELAWARE 19809

(Address of Principal Executive Offices)

(800) 882-0052

(Area Code and Telephone Number)

John M. Perlowski

President and Chief Executive Officer

BlackRock MuniYield Michigan Quality Fund, Inc.

55 East 52nd Street

New York, New York 10055

(Name and Address of Agent for Service)

Copies to:

Thomas A. DeCapo, Esq.

Skadden, Arps, Slate, Meagher & Flom LLP

500 Boylston Street

Boston, Massachusetts 02116

Janey Ahn, Esq.

BlackRock Advisors, LLC

40 East 52nd Street

New York, New York 10022

EXPLANATORY NOTE

The Joint Proxy Statement/Prospectus and Statement of Additional Information, each in the form filed on February 9, 2018 pursuant to Rule 497 of the General Rules and Regulations under the Securities Act of 1933, as amended (File Nos. 333-221928 and 811-06570), are incorporated herein by reference.

This amendment is being filed in order to file, as Exhibit 12 to this Registration Statement, the tax opinions of special U.S. federal income tax counsel to the Registrant and other exhibits.

PART C: OTHER INFORMATION

ITEM 15. Indemnification

There has been no change in the information set forth in Item 15 of the most recently filed Registration Statement of BlackRock MuniYield New Jersey Fund, Inc. (the Registrant) on Form N-14 under the Securities Act of 1933 (File No. 333-221928), as filed with the Securities and Exchange Commission on February 8, 2018, which information is incorporated herein by reference.

ITEM 16. Exhibits

The agreements included or incorporated by reference as exhibits to this registration statement contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of materiality that are different from materiality under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement. The Registrant acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this registration statement not misleading.

Exhibit No. Description of Exhibit

- (1)(a)(i) Articles of Incorporation, dated February 21, 1992 (a)
- (a)(ii) Articles of Amendment, dated September 14, 2006 (b)
- (a)(iii) Articles Supplementary, dated September 17, 2010 (c)
- (b)(i) Preferred Stock Organizational Documents (d)
- (b)(ii) Additional Preferred Shares Organizational Documents *
- (2) Amended and Restated Bylaws of the Registrant, dated September 17, 2010 (e)
- (3) Voting Trust Agreement of VRDP Holder *
- (4)(a) Agreement and Plan of Reorganization between the Registrant and BlackRock New Jersey Municipal Income Trust *
- (b) Agreement and Plan of Reorganization between the Registrant and BlackRock New Jersey Municipal Bond Trust *
- (5)(a) Selected Provisions of the Articles of Incorporation and the Amended and Restated Bylaws of the Registrant Defining the Rights of Shareholders (f)
- (6)(a) Investment Management Agreement (g)
- (b) Closed-End Fund Master Advisory Fee Waiver Agreement *
- (7) Not applicable
- (8) Form of Second Amended and Restated Deferred Compensation Plan (h)

- (9) Custodian Agreement (i)
- (10) Not applicable
- (11) Opinion and Consent of Special Counsel for the Registrant (j)
- (12)(a) Tax opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the reorganization of BlackRock New Jersey Municipal Income Trust and the Registrant *

Exhibit No. Description of Exhibit

- (b) Tax opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the reorganization of BlackRock New Jersey Municipal Bond Trust and the Registrant *
- (13)(a) Other Material Agreements (k)
 - (b) Additional Other Material Agreements *
- (14) Consent of the Independent Registered Public Accounting Firm for the Registrant, BlackRock New Jersey Municipal Bond Trust and BlackRock New Jersey Municipal Income Trust (l)
- (15) Not applicable
- (16)(a) Power of Attorney of the Board of Trustees (m)
 - (b) Power of Attorney of Robert Fairbairn *
- (17) Form of Proxy Cards for the Funds (n)

* Filed herewith.

- (a) Incorporated by reference to Exhibit 1(a) to the Registrant's Form N-14 8C/A, filed on November 8, 1999.
- (b) Incorporated by reference to Exhibit 1(a)(ii) to the Registrant's Form N-14 8C, filed on December 6, 2017.
- (c) Incorporated by reference to Exhibit 77Q1(a)(i) to Registrant's Form NSAR-B, filed on September 29, 2011.
- (d) Incorporated by reference to Exhibit 1(b) to the Registrant's Form N-14 8C, filed on December 6, 2017.
- (e) Incorporated by reference to Exhibit 3.1 to Registrant's Form 8-K, filed on September 21, 2010.
- (f) Incorporated by reference to Exhibit 5(a) to the Registrant's Form N-14 8C, filed on December 6, 2017.
- (g) Incorporated by reference to Exhibit 6 to the Registrant's Form N-14 8C, filed on December 6, 2017.
- (h) Incorporated by reference to Exhibit 8 to the Registrant's Form N-14 8C, filed on December 6, 2017.
- (i) Incorporated by reference to Exhibit 9 to the Registrant's Form N-14 8C, filed on December 6, 2017.
- (j) Incorporated by reference to Exhibit 11 to the Registrant's Form N-14 8C/A, filed on February 8, 2018.
- (k) Incorporated by reference to Exhibit 9 to the Registrant's Form N-14 8C, filed on December 6, 2017.
- (l) Incorporated by reference to Exhibit 14 to Registrant's Form N-14 8C/A, filed on February 8, 2018.
- (m) Incorporated by reference to Exhibit 16 to the Registrant's Form N-14 8C, filed on December 6, 2017.
- (n) Incorporated by reference to Exhibit 11 to the Registrant's Form N-14 8C/A, filed on February 8, 2018.

ITEM 17. Undertakings

(1) The undersigned Registrant agrees that prior to any public reoffering of the securities registered through use of a prospectus which is part of this Registration Statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) of the Securities Act of 1933, as amended, the reoffering prospectus will contain information called for by the applicable Exchange registration form for reoffering by persons who may be deemed underwriters, in addition to the information called for by other items of the applicable form.

(2) The undersigned Registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as part of an amendment to the registration statement and will not be used until the amendment is effective, and that, in determining any liability under the Securities Act of 1933, as amended, each post-effective amendment shall be deemed to be a new registration statement for the securities offered therein, and the offering of securities at that time shall be deemed to be the initial bona fide offering of them.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York and the State of New York on the 11th day of June, 2018.

**BLACKROCK MUNIYIELD NEW
JERSEY FUND, INC.**

BY: /s/ John M. Perlowski
Name: **John M. Perlowski**
President and Chief Executive
Title: **Officer**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 11th day of June, 2018.

| Signature | Title |
|---|---|
| /s/ John M. Perlowski John M. Perlowski | Director, President and Chief Executive Officer |
| /s/ Neal J. Andrews Neal J. Andrews | Chief Financial Officer |
| * Michael J. Castellano | Director |
| * Richard E. Cavanagh | Director |
| * Frank J. Fabozzi | Director |
| * Kathleen F. Feldstein | Director |
| * James T. Flynn | Director |
| * R. Glenn Hubbard | Director |

*
W. Carl Kester Director

*
Karen P. Robards Director

*
Robert Fairbairn Director

*By: /s/ John M. Perlowski
John M. Perlowski
Attorney-in-Fact

EXHIBIT INDEX

| Exhibit No. | Description of Exhibits |
|--------------------|--|
| (1)(b)(ii) | Additional Preferred Shares Organizational Documents |
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| (4)(b) | Agreement and Plan of Reorganization between the Registrant and BlackRock New Jersey Municipal Bond Trust |
| (6)(b) | Closed-End Fund Master Advisory Fee Waiver Agreement |
| (12)(a) | Tax opinion of Skadden, Arps, Slate, Meagher & Flom LLP regarding the reorganization of BlackRock New Jersey Municipal Income Trust and the Registrant |
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| (16)(b) | Power of Attorney of Robert Fairbairn |