



Item 1. Description of Registrant's Securities to be Registered.

The sections captioned "Description of the Securities" in the Registrant's form of Prospectus and "Summary of the Terms of the Series B Preferred Shares" in the Registrant's form of Prospectus Supplement filed as part of the Registrant's Post-Effective Amendment No. 6 to the Registrant's Registration Statement on Form N-2, File Nos. 333-149864 and 811-21969, as filed with the Securities and Exchange Commission on January 25, 2011, are incorporated herein by reference.

Item 2. Exhibits.

The following exhibits have been filed with the Securities and Exchange Commission and are incorporated by reference to the Registrant's Post-Effective Amendment No. 6 to the Registrant's Registration Statement on Form N-2, File Nos. 333-149864 and 811-21969, as filed with the Securities and Exchange Commission on January 25, 2011:

- (1) Amended Agreement and Declaration of Fund of Registrant
  - (2) Statement of Preferences of the Series B Cumulative Puttable And Callable Preferred Shares
  - (3) Amended & Restated By-Laws of Registrant
  - (4) Form of Specimen for Series B Preferred Shares
  - (5) Form of Subscription Certificate for Series B Preferred Shares
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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

The GDL Fund  
(Registrant)

By: /s/ Bruce N. Alpert  
Name: Bruce N. Alpert  
Title: President and Principal Executive Officer

Date: February 23, 2011