

FIRST TRUST MORTGAGE INCOME FUND
Form SC 13D/A
December 07, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)

First Trust Mortgage Income Fund
(FMY)

(Name of Issuer)

Common Stock

(Title of Class of Securities)

33734E103

(CUSIP Number)

Paul E. Rasmussen
3300 IDS Center
80 South Eighth Street
Minneapolis, MN 55402-4130

(Name, Address, and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 7, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [X]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for an subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 33734E103

1 NAME OF REPORTING PERSON

Sit Investment Associates, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Incorporated in Minnesota

7 SOLE VOTING POWER

NUMBER OF
SHARES

BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER

1,505,353 Shares

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

1,505,353 Shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,505,353 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

35.73%

14 TYPE OF REPORTING PERSON (See Instructions)

IA

CUSIP No. 33734E103

1 NAME OF REPORTING PERSON

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Sit Fixed Income Advisors II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) []
(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Incorporated in Minnesota

7 SOLE VOTING POWER
NUMBER OF
SHARES

8 SHARED VOTING POWER
BENEFICIALLY OWNED BY
EACH REPORTING
PERSON WITH
1,505,353 Shares

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(See instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

35.73%

14 TYPE OF REPORTING PERSON (See Instructions)

IA

ITEM 1 Security and Issuer

Common Stock

First Trust Mortgage Income Fund
First Trust Advisors L.P.
120 East Liberty Drive, Suite 400
Wheaton, IL 60187

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ITEM 2 Identity and Background

a) and c)

This statement is filed by:

Sit Investment Associates, Inc., a Minnesota corporation (SIA), and Sit Fixed Income Advisors II, LLC, a Delaware limited liability company (SFI). Both SIA and SFI are parties to a Joint Filing Agreement as further described in Exhibit B to the initial Schedule 13D filed by SIA and SFI on March 18, 2015.

SIA is a registered investment adviser.

SFI is a registered investment adviser and subsidiary of SIA.

SIA or SFI serves as investment adviser on behalf of its clients pursuant to investment management agreements with each of its clients which give SIA or SFI full discretionary authority to direct the investments of its client in accordance with the investment objectives and restrictions of the client. The investment management agreements also provide that SIA or SFI has assumed the responsibility to vote on behalf of its clients all shares held by its clients in accounts managed by SIA or SFI.

Roger J. Sit is chairman and CEO of SIA and SFI.

Michael C. Brilley is senior vice President of SIA and director, president and chief fixed income officer of SFI.

Mr. Ronald D. Sit is a vice president of SIA and director.

Mr. Ralph L. Strangis is a director of SIA and SFI. Mr. Strangis is a partner with the law firm Kaplan Strangis & Kaplan, P.A.

By virtue of these positions, each of SIA, SFI, Mr. Roger Sit, Mr. Brilley, Mr. Ronald Sit, and Mr. Strangis, may be deemed to beneficially own the Shares held by SIA and SFI. None of the named individuals own shares directly. Additionally, Mr. Strangis is not involved in investment or voting decisions. Together SIA, SFI, Mr. Roger Sit, Mr. Brilley, Mr. Ronald Sit, and Mr. Strangis are the "Sit Entities".

b) The business address of each of the Sit Entities is 3300 IDS Center, 80 South Eighth Street, Minneapolis, MN 55402

d) During the last five years, neither Roger J. Sit, Michael C. Brilley, Ronald D. Sit, nor Ralph L. Strangis, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

e) During the last five years, none of the Sit Entities have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

f) Roger J. Sit, Michael C. Brilley, Ronald D. Sit, and Ralph L.

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Strangis are United States citizens.

ITEM 3 Source and Amount of Funds or Other Consideration

The Sit Entities acquired the Issuer's Shares in open market transactions with client funds held in custody accounts managed by SIA and SFI.

ITEM 4 Purpose of Transaction

The Sit Entities have acquired the Issuer's Shares for investment purposes, and such purchases have been made in the ordinary course of business. The Issuer's Shares have been acquired on behalf of SIA's and SFI's clients.

In pursuing such investment purposes, the Sit Entities purchased the Shares based on the Sit Entities' belief that the Shares represented an attractive investment opportunity, and the Sit Entities may further purchase, hold, vote, trade, sell or otherwise deal in the Shares at the time, and in such manner, as they deem advisable to benefit from, among many things, changes in market prices of such Shares, the market prices of such Shares relative to the value of the Issuer's assets, changes in the Issuer's investment strategy, and composition of the Issuer's portfolio.

None of Sit Entities have any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein.

The Sit Entities intend to review their investment in the Issuer's Shares on a continuing basis and may from time to time engage in discussion with management, the Board of Directors and shareholders concerning, among other things, the Issuer's performance, the market prices of the Issuer's Shares relative to the value of the Issuer's assets, the Issuer's investment strategy and the Issuer's portfolio holdings.

ITEM 5 Interest in Securities of the Issuer

a) and b)

The aggregate percentage of Shares reported owned by Sit Entities herein is based upon 4,213,115 Shares outstanding as of April 30, 2016, which is the total number of Shares outstanding as reported in the Issuer's Form N-CSR dated April 30, 2016 and filed on July 5, 2016.

As of the date hereof, the Sit Entities may be deemed to be the beneficial owner of 1,505,353 Shares held in client accounts which represent 35.73% of the Issuer's outstanding Shares. Each of the Sit Entities may be deemed to have shared power to vote and dispose of such Shares. However, none of SIA's or SFI's client accounts own more than 5% of the Shares outstanding, and none of SIA's or SFI's directors or executive officers own Shares directly.

c) Transactions in Shares by the Sit Entities since the last 13D filing on October 13, 2016 are set forth in Exhibit A.

d) The clients of SIA and SFI have the right to participate in the

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receipt of dividends from, or proceeds from the sales of, the Shares held for their respective accounts.

e) Not applicable

ITEM 6 Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer

Not applicable.

ITEM 7 Materials to be Filed as Exhibits

Exhibit A: Schedule of Transactions in Shares by Sit Entities since the last 13D filing on October 13, 2016.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

December 7, 2016

By: Sit Investment Associates, Inc.
/s/ Roger J. Sit

Name/Title: Roger J. Sit, Chairman & CEO

By: Sit Fixed Income Advisors II, LLC
/s/ Michael C. Brilley

Name/Title: Michael C. Brilley, President & CIO

EXHIBIT A

Schedule of Transactions in Shares by Sit Entities since the last 13D filing on October 13, 2016:

| Date of Transaction | Transaction Type | Shares of Common Stock Purchased / (Sold) | Price Per Share (\$) |
|---------------------|------------------|---|----------------------|
| 10/13/2016 | BUY | 891.00 | 14.24 |
| 10/14/2016 | BUY | 100.00 | 14.28 |
| 10/18/2016 | BUY | 12,257.00 | 14.18 |

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| | | | |
|------------|------|-------------|-------|
| 10/26/2016 | BUY | 1,745.00 | 13.96 |
| 11/02/2016 | BUY | 3,073.00 | 13.94 |
| 11/16/2016 | BUY | 10,000.00 | 13.78 |
| 11/21/2016 | BUY | 3,908.00 | 13.83 |
| 11/22/2016 | SELL | (21,200.00) | 13.88 |
| 11/23/2016 | BUY | 25,500.00 | 13.89 |
| 12/5/2016 | BUY | 10,500.00 | 14.07 |