

LAZARD GLOBAL TOTAL RETURN & INCOME FUND INC  
Form N-CSR  
March 11, 2013

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      811-21511

Lazard Global Total Return and Income Fund, Inc.  
(Exact name of registrant as specified in charter)

30 Rockefeller Plaza  
New York, New York 10112  
(Address of principal executive offices)      (Zip code)

Nathan A. Paul, Esq.  
Lazard Asset Management LLC  
30 Rockefeller Plaza  
New York, New York 10112  
(Name and address of agent for service)

Registrant's telephone number, including area code:      (212) 632-6000

Date of fiscal year end:    12/31

Date of reporting period:    12/31/12

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ITEM 1. REPORTS TO STOCKHOLDERS.

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Lazard Global Total

Return and Income

Fund, Inc.

Annual Report

**DECEMBER 31, 2012**

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*Lazard Global Total Return and Income Fund, Inc.*

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*Lazard Global Total Return and Income Fund, Inc.*

## Investment Overview

### Dear Stockholders,

We are pleased to present this report for Lazard Global Total Return and Income Fund, Inc. ( LGI or the Fund ), for the year ended December 31, 2012. LGI is a diversified, closed-end management investment company that began trading on the New York Stock Exchange ( NYSE ) on April 28, 2004. Its ticker symbol is LGI.

For the fourth quarter 2012, the Fund's net asset value ( NAV ) performance exceeded its benchmark, the Morgan Stanley Capital International (MSCI®) World® Index (the Index ). We are pleased with LGI's favorable NAV performance over the one-, three-, and five-year periods, as well as since inception. We believe that the Fund has provided investors with an attractive yield and diversification, backed by the extensive experience, commitment, and professional management of Lazard Asset Management LLC (the Investment Manager or Lazard ).

### Portfolio Update (as of December 31, 2012)

For the fourth quarter of 2012, the Fund's NAV returned 5.4%, outperforming the Index return of 2.5%. Similarly, the Fund's year-to-date NAV return of 20.7% exceeded the Index gain of 15.8%. The Fund's NAV performance outperformed the Index for the one-, three-, and five-year periods, as well as since inception, returning, on an annualized basis, 6.2% versus 4.8% for the Index. Shares of LGI ended the fourth quarter of 2012 with a market price of \$15.09, representing a 13.4% discount to the Fund's NAV of \$17.42.

The Fund's net assets were \$167.3 million as of December 31, 2012, with total leveraged assets of \$227.6 million, representing a 26.5% leverage rate. This leverage rate is higher than that at the end of the third quarter (25.6%), but below the maximum permitted leverage rate of 33<sup>1</sup>/<sub>3</sub>%.

Within the global equity portfolio, stock selection in the financials, information technology and energy sectors contributed to performance in the fourth quarter. In contrast, stock selection in the consumer staples sector and within France detracted from performance.

Performance for the smaller, short duration<sup>1</sup> emerging market currency and debt portion of the Fund was strong in fourth quarter, and has performed well for the year-to-date period. It has contributed positively to performance since inception.

As of December 31, 2012, 68.1% of the Fund's total leveraged assets consisted of global equities, 28.5% consisted of emerging market currency and debt instruments, and 3.4% consisted of cash and other net assets.

### Declaration of Distributions

Pursuant to LGI's Level Distribution Policy, the Fund declares, monthly, a distribution equal to 6.25% (on an annualized basis) of the Fund's NAV on the last business day of the previous year. Throughout 2012, the monthly distribution was \$0.08068 per share. However, in December 2012, the Fund also distributed realized capital gains such that the month's distribution totaled \$0.29151 per share. That total represented 7.8% of the Fund's \$15.09 market price as of the close of trading on the NYSE on December 31, 2012. Based on the Fund's NAV of \$17.42 as of December 31, 2012, the 2013 monthly distribution rate per share is \$0.09073, a 12.5% increase from the 2012 level, representing a distribution yield of 7.2% based on the Fund's market price as of December 31, 2012. \$0.2932 of the \$1.17899 distributed per share in the 2012 calendar year was a return of capital.

### Additional Information

Please note that, available on [www.LazardNet.com](http://www.LazardNet.com), are frequent updates on the Fund's performance, press releases, distribution information, and a monthly fact sheet that provides information about the Fund's major holdings, sector weightings, regional

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exposures, and other characteristics, including the notices required by Section 19(a) of the Investment Company Act of 1940, as amended. You may also reach Lazard by phone at 1-800-823-6300.

On behalf of Lazard, we thank you for your investment in Lazard Global Total Return and Income Fund, Inc. and look forward to continuing to serve your investment needs in the future.

*Lazard Global Total Return and Income Fund, Inc.*

## **Investment Overview** (continued)

### **Message from the Portfolio Managers**

#### **Global Equity Portfolio**

(68.1% of total leveraged assets)

The Fund's global equity portfolio is invested primarily in approximately 35 to 45 equity securities of large, well-known global companies with, we believe, strong financial productivity at attractive valuations. Examples include GlaxoSmithKline, a global research-based pharmaceutical company based in the United Kingdom; The Bank of New York Mellon, a U.S.-based company that provides financial products and services for institutions and individuals worldwide; Canon, a Japanese manufacturer and distributor of network digital multifunction devices, copying machines, printers and cameras; and Total, a French energy supplier that explores for, produces, refines, transports, and markets oil and natural gas.

Companies held in the global equity portfolio are all based in developed-market regions around the world. As of December 31, 2012, 43.8% of these stocks were based in North America, 24.5% were based in continental Europe (not including the United Kingdom), 15.7% were from the United Kingdom, 9.2% were from Japan, 5.7% were from the rest of Asia (not including Japan), and 1.1% were from the Middle East. The global equity portfolio is similarly well diversified across a number of industry sectors. The top two sectors, by weight, at December 31, 2012, were information technology (19.4%), which includes semiconductors & semiconductor equipment, software & services, and technology hardware & equipment, and financials (19.1%), which includes banks, diversified financials, insurance, and real estate. Other sectors in the portfolio include consumer discretionary, consumer staples, energy, health care, industrials, materials, and telecom services. The average dividend yield on the securities held in the global equity portfolio was approximately 3.2% as of December 31, 2012.

#### **Global Equity Markets Review**

Global markets rose during the fourth quarter, ending 2012 on a positive note. The market benefited throughout the year from continued loose monetary policy, positive developments in the euro zone debt crisis, and the upturn in U.S. housing prices. During the fourth quarter, the U.S. market was volatile due to

the presidential election and worries about the impending fiscal cliff. Despite the uncertainty, U.S. economic data provided a bright spot for investors. Housing continued to show further signs of improvement, as did the labor market, with the unemployment rate falling to 7.7%, its lowest level in four years. The U.S. Federal Reserve also provided more context around its interest rate policy, announcing that it would keep interest rates low until unemployment fell below 6.5% as long as inflation does not rise above 2.5%. The market was additionally heartened by the news that European ministers had reached an agreement on restructuring Greece's debt, allowing the next tranche of bailout funds to be released and diminishing the prospect that Greece would exit the euro zone, which had been a significant overhang during the first half of the year. Macroeconomic data from China also improved, as increases were seen in fixed-asset investments, retail sales, and manufacturing.

#### **What Helped and What Hurt LGI**

Stock selection in the financials sector contributed to returns. Shares of Nomura Holdings and Mitsubishi UFJ Financial Group advanced on macroeconomic news. Japanese equities surged during the last six weeks of the fourth quarter as the country's new government pledged market reforms including ending deflation, introducing structural overhauls, and weakening the yen. Stock selection within the information technology sector also added value. SAP delivered strong earnings during the fourth quarter, as licensing and maintenance and servicing revenues were better than expected. The strong sales performance was driven by new product categories and mobility and cloud segments. Stock selection in the energy sector also helped returns. Shares of integrated oil company Eni rose after the company announced a deal in which it significantly reduced its debt by divesting non-core assets. The company also agreed to jointly develop natural gas reservoirs in Mozambique with Anadarko, paving the way for new liquefied natural gas (LNG) development.

Conversely, stock selection in the consumer discretionary sector detracted modestly from performance. After outperforming the market and peers during most of the year, shares of home improvement retailer The Home Depot lagged. However, the company reported

*Lazard Global Total Return and Income Fund, Inc.*

## **Investment Overview** (continued)

strong quarterly earnings and raised its guidance for fiscal year 2012 as housing continues to improve, and the company may benefit from Hurricane Sandy rebuilding. Stock selection in the consumer staples sector also detracted from performance. Shares of retailer Wal-Mart Stores fell after the company reported strong earnings. However, sales in the United States were slightly lower than expected, disappointing investors. We continue to like Wal-Mart as we believe we will see structural operating margin improvement and increased returns on capital over the next few years. Stock selection within France also detracted from performance.

### **Emerging Market Currency and Debt Portfolio**

(28.5% of total leveraged assets)

The Fund also seeks enhanced income through investing in primarily high-yielding, short-duration emerging market forward currency contracts and local currency debt instruments. As of December 31, 2012, this portfolio consisted of forward currency contracts (76.0%) and sovereign debt obligations (24.0%). The average duration of the emerging market currency and debt portfolio decreased from approximately 9 months to approximately 7 months during the fourth quarter, with an average yield of 6.7%<sup>2</sup> as of December 31, 2012.

### Emerging Market Currency and Debt Market Review

Performance was generally positive for emerging local money markets during the fourth quarter, with quarterly returns ranging from -2% to 6% across most countries. Market leaders included Romania, South

Korea, Poland, Russia, and Colombia, while India, South Africa, and Indonesia lagged their peers. In general, emerging local markets performed well, despite the (then imminent) U.S. fiscal cliff, amid improving macroeconomic data out of China and central banks' easy liquidity conditions in the United States and Europe, which has contained volatility.

### What Helped and What Hurt LGI

In Turkey, short-term nominal and long-term inflation-linked debt holdings materially outperformed the money market due to the Turkish central bank's growth-supportive policy shift. Elsewhere, in Serbia, re-engagement with the International Monetary Fund, anticipated fiscal consolidation, the central bank's tight monetary stance, and improved current account financing prospects led to steady currency performance, which complemented the country's high yield. Frontier markets such as Uruguay and Nigeria performed well, and security selection in Brazil also helped performance.

In contrast, in India, slowing growth, sticky inflation, a large trade deficit, and (perhaps most importantly) rising concerns over implementation of the government's reform agenda prompted partial reversal of the rupee's recent rally. In Uganda, the shilling depreciated as several European nations suspended foreign aid due to misappropriation of donor funds. In addition, South Africa hurt performance amid rand weakness as a result of the widening current account, slowing credit demand, labor unrest, and global uncertainty.

*Lazard Global Total Return and Income Fund, Inc.*

## **Investment Overview** (continued)

### **Notes to Investment Overview:**

<sup>1</sup> A measure of the average cash weighted term-to-maturity of the investment holdings. Duration is a measure of the price sensitivity of a bond to interest rate movements. Duration for a forward currency contract is equal to its term-to-maturity.

<sup>2</sup> The quoted yield does not account for the implicit cost of borrowing on the forward currency contracts, which would reduce the yield shown. All returns reflect reinvestment of all dividends and distributions. Past performance is not indicative, or a guarantee, of future results.

The performance data of the Index and other market data have been prepared from sources and data that the Investment Manager believes to be reliable, but no representation is made as to their accuracy. The Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed markets. The Index is unmanaged, has no fees or costs and is not available for investment.

The views of the Fund's Investment Manager and the securities described in this report are as of December 31, 2012; these views and portfolio holdings may have changed subsequent to this date. Nothing herein should be construed as a recommendation to buy, sell, or hold a particular security. There is no assurance that the securities discussed herein will remain in the Fund at the time you receive this report, or that securities sold will not have been repurchased. The specific securities discussed may, in aggregate, represent only a small percentage of the Fund's holdings. It should not be assumed that securities identified and discussed were, or will be, profitable, or that the investment decisions made in the future will be profitable, or equal the investment performance of the securities discussed herein.

The views and opinions expressed are provided for general information only, and do not constitute specific tax, legal, or investment advice to, or recommendations for, any person. There can be no guarantee as to the accuracy of the outlooks for markets, sectors and securities as discussed herein.

Lazard Global Total Return and Income Fund, Inc.

**Investment Overview** (continued)

**Comparison of Changes in Value of \$10,000 Investment in LGI and MSCI World Index\***

	<b>Value at 12/31/12</b>
LGI at Market Price	\$ 14,954
LGI at Net Asset Value	16,781
MSCI World Index	15,013

**Average Annual Total Returns\*  
Periods Ended December 31, 2012**

	<b>One Year</b>	<b>Five Years</b>	<b>Since Inception**</b>
Market Price	22.06%	-0.72%	4.75%
Net Asset Value	20.69%	0.25%	6.15%
MSCI World Index	15.83%	-1.18%	4.79%

\* All returns reflect reinvestment of all dividends and distributions. The performance quoted represents past performance. Current performance may be lower or higher than the performance quoted. Past performance is not indicative, or a guarantee, of future results; the investment return, market price and net asset value of the Fund will fluctuate, so that an investor's shares in the Fund, when sold, may be worth more or less than their original cost. The returns do not reflect the deduction of taxes that a stockholder would pay on the Fund's distributions or on the sale of Fund shares.

The performance data of the Index has been prepared from sources and data that the Investment Manager believes to be reliable, but no representation is made as to its accuracy. The Index is a free float-adjusted market capitalization weighted index that is designed to measure the equity market performance of developed markets. The Index is unmanaged, has no fees or costs and is not available for investment.

\*\* The Fund's inception date was April 28, 2004.

*Lazard Global Total Return and Income Fund, Inc.*

## **Investment Overview** (concluded)

### **Ten Largest Equity Holdings** **December 31, 2012**

<b>Security</b>	<b>Value</b>	<b>Percentage of Net Assets</b>
HSBC Holdings PLC Sponsored ADR	\$6,370,232	3.8%
Singapore Telecommunications, Ltd. ADR	5,921,976	3.5
Mitsubishi UFJ Financial Group, Inc. ADR	5,695,878	3.4
Johnson & Johnson	5,050,004	3.0
Microsoft Corp.	5,012,543	3.0
Novartis AG ADR	4,994,370	3.0
Sanofi SA ADR	4,984,376	3.0
Oracle Corp.	4,909,369	2.9
SAP AG Sponsored ADR	4,766,534	2.8
International Business Machines Corp.	4,685,313	2.8

### **Portfolio Holdings Presented by Sector** **December 31, 2012**

<b>Sector</b>	<b>Percentage of Total Investments</b>
Consumer Discretionary	6.0%
Consumer Staples	8.2
Emerging Markets Debt Obligations	9.7
Energy	9.4
Financials	16.5
Health Care	15.9
Industrials	6.5
Information Technology	16.8
Materials	3.9
Telecommunication Services	3.3
Short-Term Investment	3.8
Total Investments	100.0%

Lazard Global Total Return and Income Fund, Inc.

**Portfolio of Investments**

December 31, 2012

Description	Shares	Value
<b>Common Stocks 92.6%</b>		
<b>Australia 1.8%</b>		
BHP Billiton, Ltd. Sponsored ADR	38,500	\$ 3,019,940
<b>Finland 1.1%</b>		
Sampo Oyj, A Shares ADR	109,500	1,755,285
<b>France 5.9%</b>		
GDF Suez Sponsored ADR	75,981	1,598,640
Sanofi SA ADR	105,200	4,984,376
Total SA Sponsored ADR	64,000	3,328,640
		9,911,656
<b>Germany 2.9%</b>		
SAP AG Sponsored ADR	59,300	4,766,534
<b>Ireland 1.4%</b>		
CRH PLC Sponsored ADR	115,570	2,350,694
<b>Israel 1.0%</b>		
Israel Chemicals, Ltd. ADR	140,700	1,708,098
<b>Italy 1.1%</b>		
Eni SpA Sponsored ADR	36,350	1,786,239
<b>Japan 8.5%</b>		
Canon, Inc. Sponsored ADR	44,700	1,752,687
Hoya Corp. Sponsored ADR	73,500	1,442,805
Mitsubishi UFJ Financial Group, Inc. ADR	1,050,900	5,695,878
Nomura Holdings, Inc. ADR	413,045	2,424,574
Sumitomo Mitsui Financial Group, Inc. Sponsored ADR	393,600	2,889,024
		14,204,968
<b>Singapore 3.5%</b>		
Singapore Telecommunications, Ltd. ADR	217,400	5,921,976
<b>Spain 1.7%</b>		
Banco Santander SA Sponsored ADR	349,623	2,856,420
<b>Switzerland 8.7%</b>		
Novartis AG ADR	78,900	4,994,370
Roche Holding AG Sponsored ADR	92,400	4,666,200
UBS AG	154,572	2,432,964
Zurich Insurance Group AG ADR	92,500	2,459,658
		14,553,192
<b>Description</b>	<b>Shares</b>	<b>Value</b>
<b>United Kingdom 14.5%</b>		

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BP PLC Sponsored ADR	100,855	\$	4,199,602
British American Tobacco PLC Sponsored ADR	37,700		3,817,125
GlaxoSmithKline PLC Sponsored ADR	80,200		3,486,294
HSBC Holdings PLC Sponsored ADR	120,035		6,370,232
Unilever PLC Sponsored ADR	99,100		3,837,152
Wm Morrison Supermarkets PLC ADR	120,300		2,572,014
			24,282,419
<b>United States 40.5%</b>			
Cisco Systems, Inc.	220,400		4,330,860
Comcast Corp., Class A	106,120		3,815,014
ConocoPhillips	32,900		1,907,871
Emerson Electric Co.	67,600		3,580,096
Halliburton Co.	89,900		3,118,631
Honeywell International, Inc.	64,700		4,106,509
Intel Corp.	155,400		3,205,902
International Business Machines Corp.	24,460		4,685,313
Johnson & Johnson	72,040		5,050,004
Merck & Co., Inc.	75,300		3,082,782
Microsoft Corp.	187,525		5,012,543
Oracle Corp.	147,340		4,909,369
PepsiCo, Inc.	41,100		2,812,473
Pfizer, Inc.	87,566		2,196,155
Phillips 66	16,450		873,495
The Bank of New York Mellon Corp.	103,600		2,662,520
The Home Depot, Inc.	69,735		4,313,110
United Technologies Corp.	47,200		3,870,872
Wal-Mart Stores, Inc.	62,800		4,284,844
			67,818,363
<b>Total Common Stocks</b> (Identified cost \$150,030,964)			154,935,784

Description	Principal Amount (000) (b)		Value
<b>Foreign Government Obligations 10.3%</b>			
<b>Brazil 3.5%</b>			
Brazil NTN-B:			
6.00%, 05/15/15	4,330	\$	5,175,286
6.00%, 08/15/16	503		625,375
			5,800,661

The accompanying notes are an integral part of these financial statements.

Lazard Global Total Return and Income Fund, Inc.

**Portfolio of Investments** (continued)  
**December 31, 2012**

Description	Principal Amount (000) (b)		Value
<b>Colombia 0.1%</b> Republic of Colombia, 12.00%, 10/22/15	305,000	\$	209,703
<b>Hungary 0.5%</b> Hungary Treasury Bills: 0.00%, 03/27/13 0.00%, 04/17/13	119,000 88,700		532,362 395,610 927,972
<b>Mexico 3.2%</b> Mexican Bonos: 7.00%, 06/19/14 9.50%, 12/18/14 Mexican Cetes: 0.00%, 02/21/13 0.00%, 03/21/13 Mexican Udibonos, 5.00%, 06/16/16	19,360 16,100 107,300 124,000 7,214		1,545,899 1,355,690 825,426 950,286 629,584 5,306,885
<b>South Africa 0.5%</b> Republic of South Africa: 5.50%, 12/07/23	5,392		939,122
<b>Turkey 1.5%</b> Turkey Government Bonds: 10.00%, 12/04/13 3.00%, 07/21/21 3.00%, 02/23/22	540 2,704 694		313,112 1,735,267 453,345 2,501,724
	<b>Principal Amount (000) (b)</b>		<b>Value</b>
<b>Uruguay 1.0%</b> Uruguay Monetary Regulation Bills: 0.00%, 05/09/13 0.00%, 06/27/13 0.00%, 07/05/13 0.00%, 08/15/13	2,350 4,650 19,770 6,000	\$	118,510 231,653 983,576 294,486 1,628,225
<b>Total Foreign Government Obligations</b> (Identified cost \$16,579,581)			17,314,292
	<b>Shares</b>		<b>Value</b>
<b>Short-Term Investment 4.1%</b> State Street Institutional Treasury Money Market Fund (Identified cost \$6,837,928)	6,837,928	\$	6,837,928

<b>Total Investments 107.0%</b> (Identified cost \$173,448,473) (a), (c)	\$	<b>179,088,004</b>
<b>Liabilities in Excess of Cash and Other Assets (7.0)%</b>		<b>(11,785,977)</b>
<b>Net Assets 100.0%</b>	\$	<b>167,302,027</b>

*The accompanying notes are an integral part of these financial statements.*

Lazard Global Total Return and Income Fund, Inc.

**Portfolio of Investments** (continued)

December 31, 2012

Forward Currency Purchase Contracts open at December 31, 2012:

Currency	Counterparty	Expiration Date	Foreign Currency Amount	U.S. \$ Cost on Origination Date	U.S. \$ Current Value	Unrealized Appreciation	Unrealized Depreciation
BRL	BRC	01/03/13	960,614	\$ 457,000	\$ 469,164	\$ 12,164	\$
BRL	RBC	01/03/13	960,614	470,083	469,164		919
CLP	CIT	01/10/13	403,370,000	836,000	841,741	5,741	
CLP	UBS	01/31/13	386,338,600	796,000	803,888	7,888	
CLP	UBS	02/11/13	393,108,000	816,000	816,774	774	
CNY	BRC	02/19/13	7,355,000	1,166,812	1,176,487	9,675	
CNY	BRC	02/26/13	7,130,000	1,130,938	1,139,808	8,870	
CNY	JPM	05/28/13	10,457,170	1,660,000	1,663,027	3,027	
COP	CIT	01/08/13	725,266,240	402,478	410,305	7,827	
COP	UBS	01/08/13	985,898,000	542,000	557,753	15,753	
COP	UBS	01/24/13	242,590,740	136,425	137,086	661	
COP	UBS	01/24/13	1,517,070,000	829,000	857,283	28,283	
COP	UBS	02/28/13	829,800,000	450,000	467,305	17,305	
CZK	BNP	01/08/13	15,890,301	806,610	835,998	29,388	
CZK	JPM	01/07/13	23,686,423	1,223,522	1,246,147	22,625	
DOP	CIT	01/18/13	12,427,000	306,688	309,707	3,019	
DOP	CIT	04/15/13	7,088,400	175,891	173,457		2,434
DOP	CIT	04/16/13	13,565,650	336,533	331,901		4,632
EUR	BNP	02/25/13	626,559	833,060	827,407		5,653
EUR	BRC	03/25/13	279,776	371,996	369,560		2,436
EUR	CIT	02/20/13	55,000	71,950	72,627	677	
EUR	CIT	02/20/13	1,363,461	1,738,815	1,800,449	61,634	
EUR	HSB	02/28/13	316,000	412,988	417,307	4,319	
EUR	UBS	02/28/13	925,418	1,197,000	1,222,101	25,101	
GHS	CIT	01/04/13	1,016,000	524,522	533,162	8,640	
GHS	CIT	02/04/13	1,124,000	583,351	579,367		3,984
GHS	SCB	01/17/13	242,500	125,778	126,299	521	
GHS	SCB	02/19/13	240,500	122,830	122,946	116	
GHS	SCB	03/21/13	2,012,000	1,012,123	1,011,838		285
HUF	CIT	01/07/13	8,018,825	37,193	36,310		883
HUF	JPM	01/04/13	176,900,000	791,889	801,314	9,425	
HUF	JPM	02/27/13	126,693,000	584,687	570,358		14,329
HUF	JPM	02/27/13	188,070,630	845,016	846,675	1,659	
HUF	UBS	01/22/13	39,760,270	181,000	179,713		1,287
IDR	JPM	01/02/13	2,748,552,000	283,999	285,193	1,194	
IDR	JPM	01/03/13	7,767,500,000	800,773	805,966	5,193	
IDR	JPM	01/28/13	5,560,412,000	572,000	575,277	3,277	
IDR	JPM	02/04/13	2,986,780,000	304,680	308,759	4,079	
IDR	JPM	02/07/13	7,767,500,000	792,279	802,665	10,386	
ILS	BNP	01/23/13	6,162,184	1,628,118	1,648,579	20,461	
ILS	UBS	01/07/13	3,072,716	820,529	822,511	1,982	
INR	BRC	01/15/13	18,695,000	341,119	340,388		731

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INR	BRC	02/15/13	25,970,000	467,086	470,009	2,923	
INR	JPM	01/15/13	44,919,000	835,547	817,859		17,688
INR	JPM	03/11/13	48,562,180	878,000	875,101		2,899
INR	RBC	01/07/13	79,208,100	1,441,720	1,444,501	2,781	
INR	SCB	03/18/13	30,680,440	553,000	552,189		811
KRW	HSB	01/28/13	474,903,000	437,308	442,886	5,578	
KRW	JPM	02/13/13	1,723,590,700	1,575,566	1,605,847	30,281	

*The accompanying notes are an integral part of these financial statements.*

Lazard Global Total Return and Income Fund, Inc.

**Portfolio of Investments** (continued)

December 31, 2012

Forward Currency Purchase Contracts open at December 31, 2012 (continued):

Currency	Counterparty	Expiration Date	Foreign Currency Amount	U.S. \$ Cost on Origination Date	U.S. \$ Current Value	Unrealized Appreciation	Unrealized Depreciation
KRW	UBS	03/14/13	926,865,000	\$ 860,000	\$ 862,167	\$ 2,167	\$
KZT	CIT	01/07/13	68,778,500	454,283	457,001	2,718	
KZT	CIT	01/22/13	61,412,975	405,500	407,256	1,756	
KZT	CIT	01/23/13	35,031,150	231,000	232,276	1,276	
KZT	CIT	01/25/13	21,256,200	140,000	140,903	903	
KZT	CIT	02/01/13	53,052,600	348,000	351,352	3,352	
KZT	CIT	03/26/13	62,250,000	408,411	408,989	578	
KZT	CIT	06/24/13	62,450,000	404,469	405,313	844	
KZT	HSB	01/25/13	48,711,750	321,000	322,901	1,901	
KZT	HSB	02/28/13	42,021,000	276,000	277,032	1,032	
KZT	UBS	02/28/13	51,003,750	335,000	336,253	1,253	
MXN	UBS	01/02/13	11,947,580	936,617	924,285		12,332
MYR	HSB	02/07/13	1,356,000	442,964	442,349		615
MYR	JPM	01/10/13	9,132,953	2,995,000	2,985,125		9,875
MYR	JPM	02/19/13	2,260,059	733,000	736,639	3,639	
MYR	SCB	01/07/13	1,065,602	349,940	348,367		1,573
NGN	CIT	01/16/13	87,454,720	551,000	560,287	9,287	
NGN	CIT	01/16/13	126,759,600	779,340	812,098	32,758	
NGN	CIT	01/28/13	39,218,150	228,478	251,255	22,777	
NGN	CIT	02/11/13	49,364,000	287,000	313,272	26,272	
NGN	CIT	03/20/13	88,718,400	549,000	555,730	6,730	
NGN	CIT	04/23/13	50,545,650	287,191	314,432	27,241	
NGN	CIT	07/23/13	37,185,000	201,000	224,572	23,572	
NGN	SCB	05/02/13	53,784,000	304,725	334,577	29,852	
PEN	HSB	01/28/13	2,120,687	817,000	829,558	12,558	
PLN	CIT	01/17/13	2,490,136	809,406	803,350		6,056
PLN	JPM	01/17/13	527,528	167,317	170,187	2,870	
RON	ING	01/11/13	1,232,248	362,000	365,219	3,219	
RON	ING	01/11/13	1,520,201	434,741	450,565	15,824	
RON	JPM	01/09/13	2,182,609	640,287	647,078	6,791	
RON	JPM	02/12/13	4,917,379	1,392,000	1,450,917	58,917	
RSD	BRC	03/11/13	135,116,133	1,538,120	1,555,682	17,562	
RSD	CIT	01/09/13	27,076,280	310,117	317,313	7,196	
RSD	CIT	01/09/13	86,610,000	959,136	1,015,000	55,864	
RSD	HSB	01/31/13	38,781,960	445,846	451,758	5,912	
RUB	BRC	01/10/13	26,086,752	831,000	852,924	21,924	
RUB	UBS	02/13/13	2,567,592	84,004	83,449		555
RUB	UBS	02/13/13	27,109,224	846,000	881,080	35,080	
RUB	UBS	03/13/13	27,099,770	842,000	876,877	34,877	
RUB	UBS	03/29/13	38,838,800	1,261,000	1,253,737		7,263
RUB	UBS	06/25/13	23,060,440	644,326	734,521	90,195	
RUB	UBS	07/01/13	23,785,680	664,590	756,935	92,345	

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SGD	HSB	01/22/13	1,513,573	1,241,000	1,239,005		1,995
THB	HSB	01/31/13	53,523,918	1,737,000	1,746,921	9,921	
THB	SCB	01/17/13	27,683,271	903,000	904,254	1,254	
THB	SCB	01/18/13	17,092,613	555,000	558,286	3,286	
THB	SCB	01/28/13	11,516,582	374,000	375,944	1,944	
THB	SCB	02/19/13	17,066,250	555,705	556,407	702	
TRY	JPM	02/28/13	705,716	383,000	392,633	9,633	

*The accompanying notes are an integral part of these financial statements.*

Lazard Global Total Return and Income Fund, Inc.

## Portfolio of Investments (continued)

December 31, 2012

Forward Currency Purchase Contracts open at December 31, 2012 (concluded):

Currency	Counterparty	Expiration Date	Foreign Currency Amount	U.S. \$ Cost on Origination Date	U.S. \$ Current Value	Unrealized Appreciation	Unrealized Depreciation
TRY	JPM	02/28/13	2,040,852	\$ 1,116,409	\$ 1,135,452	\$ 19,043	\$
TRY	JPM	02/28/13	3,093,431	1,691,000	1,721,067	30,067	
UGX	CIT	01/07/13	6,123,254,000	2,313,718	2,273,060		40,658
UYU	CIT	01/03/13	5,052,000	261,762	262,824	1,062	
UYU	CIT	01/09/13	10,182,200	490,000	529,055	39,055	
ZAR	BRC	01/23/13	7,504,519	839,000	882,787	43,787	
ZAR	CIT	01/28/13	5,840,792	680,000	686,603	6,603	
ZMK	CIT	01/09/13	1,484,000,000	284,455	285,219	764	
ZMK	CIT	03/07/13	1,668,300,000	310,497	317,480	6,983	
ZMK	SCB	01/31/13	2,785,151,900	522,444	532,284	9,840	
ZMK	SCB	02/27/13	1,360,255,000	255,687	259,177	3,490	
ZMK	SCB	09/19/13	1,936,218,000	343,972	347,632	3,660	
ZMK	SCB	12/19/13	1,290,812,000	224,294	225,612	1,318	
Total Forward Currency Purchase Contracts				\$ 74,667,653	\$ 75,754,441	\$ 1,226,681	\$ 139,893

Forward Currency Sale Contracts open at December 31, 2012:

Currency	Counterparty	Expiration Date	Foreign Currency Amount	U.S. \$ Cost on Origination Date	U.S. \$ Current Value	Unrealized Appreciation	Unrealized Depreciation
BRL	BRC	03/04/13	1,814,154	\$ 857,553	\$ 879,376	\$	\$ 21,823
BRL	RBC	01/03/13	960,614	467,566	469,164		1,598
BRL	RBC	03/04/13	507,640	245,000	246,069		1,069
COP	CIT	01/08/13	1,468,573,500	829,000	830,817		1,817
COP	UBS	01/08/13	242,590,740	136,594	137,241		647
CZK	JPM	01/07/13	23,686,423	1,246,851	1,246,148	703	
EUR	BNP	01/08/13	629,000	806,610	830,284		23,674
EUR	BRC	03/11/13	1,161,790	1,538,120	1,534,413	3,707	
EUR	CIT	01/09/13	236,000	310,116	311,524		1,408
EUR	HSB	01/31/13	337,000	445,847	444,930	917	
EUR	HSB	02/28/13	1,641,984	2,118,742	2,168,393		49,651
EUR	ING	01/11/13	334,000	434,741	440,894		6,153
EUR	ING	01/22/13	1,048,543	1,336,652	1,384,250		47,598
EUR	JPM	01/07/13	937,000	1,223,523	1,236,836		13,313
EUR	JPM	02/26/13	1,064,110	1,363,412	1,405,232		41,820
EUR	JPM	02/27/13	633,000	845,015	835,928	9,087	

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EUR	UBS	02/28/13	10,100	13,034	13,338		304
EUR	UBS	02/28/13	475,111	631,000	627,429	3,571	
GHS	CIT	01/04/13	1,016,000	536,148	533,163	2,985	
HUF	CIT	01/07/13	8,018,825	37,000	36,310	690	
HUF	CIT	02/07/13	8,018,825	37,073	36,176	897	
HUF	JPM	01/04/13	60,903,800	272,634	275,879		3,245
HUF	JPM	01/04/13	115,996,200	538,516	525,435	13,081	
IDR	JPM	01/02/13	2,748,552,000	281,470	285,194		3,724
IDR	JPM	01/03/13	7,767,500,000	795,443	805,966		10,523
ILS	UBS	01/07/13	3,072,716	801,000	822,511		21,511
ILS	UBS	01/23/13	2,988,000	797,374	799,385		2,011
JPY	SCB	02/26/13	128,875,002	1,579,194	1,488,166	91,028	
MXN	JPM	01/31/13	10,817,014	845,000	834,767	10,233	
MXN	UBS	01/02/13	11,947,580	921,000	924,285		3,285
MXN	UBS	02/05/13	11,947,580	934,120	921,611	12,509	

*The accompanying notes are an integral part of these financial statements.*

Lazard Global Total Return and Income Fund, Inc.

**Portfolio of Investments** (concluded)

December 31, 2012

Forward Currency Sale Contracts open at December 31, 2012 (concluded):

Currency	Counterparty	Expiration Date	Foreign Currency Amount	U.S. \$ Cost on Origination Date	U.S. \$ Current Value	Unrealized Appreciation	Unrealized Depreciation
MYR	HSB	01/07/13	1,065,602	\$ 348,578	\$ 348,367	\$ 211	\$
PLN	BRC	01/17/13	2,982,183	969,650	962,090	7,560	
RUB	UBS	01/10/13	2,567,592	84,488	83,949	539	
RUB	UBS	01/10/13	23,519,160	756,001	768,975		12,974
TRY	BRC	07/10/13	93,005	47,835	50,889		3,054
TRY	CIT	07/10/13	1,100,468	565,793	602,132		36,339
TRY	JPM	02/28/13	1,316,812	702,000	732,624		30,624
TRY	JPM	02/28/13	1,955,078	1,087,000	1,087,731		731
UYU	CIT	01/03/13	5,052,000	258,944	262,824		3,880
UYU	CIT	01/09/13	5,052,000	261,355	262,496		1,141
Total Forward Currency Sale Contracts				\$ 28,306,992	\$ 28,493,191	157,718	343,917

Gross unrealized appreciation/depreciation on Forward Currency Purchase and Sale Contracts

	\$ 1,384,399	\$ 483,810
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**Currency Abbreviations:**

BRL	Brazilian Real	MXN	Mexican New Peso
CLP	Chilean Peso	MYR	Malaysian Ringgit
CNY	Chinese Renminbi	NGN	Nigerian Naira
COP	Colombian Peso	PEN	Peruvian New Sol
CZK	Czech Koruna	PLN	Polish Zloty
DOP	Dominican Republic Peso	RON	New Romanian Leu
EUR	Euro	RSD	Serbian Dinar
GHS	Ghanaian Cedi	RUB	Russian Ruble
HUF	Hungarian Forint	SGD	Singapore Dollar
IDR	Indonesian Rupiah	THB	Thai Baht
ILS	Israeli Shekel	TRY	New Turkish Lira
INR	Indian Rupee	UGX	Ugandan Shilling
JPY	Japanese Yen	UYU	Uruguayan Peso
KRW	South Korean Won	ZAR	South African Rand
KZT	Kazakhstan Tenge	ZMK	Zambian Kwacha

**Counterparty Abbreviations:**

BNP	BNP Paribas SA
BRC	Barclays Bank PLC
CIT	Citibank NA
HSB	HSBC Bank USA
ING	ING Bank NV

JPM	JPMorgan Chase Bank
RBC	Royal Bank of Canada
SCB	Standard Chartered Bank
UBS	UBS AG

*The accompanying notes are an integral part of these financial statements.*

*Lazard Global Total Return and Income Fund, Inc.*

## Notes to Portfolio of Investments

December 31, 2012

- (a) The Fund, at all times, maintains portfolio securities in sufficient amount to cover its obligations related to investments in forward currency contracts.
- (b) Principal amount denominated in respective country's currency.
- (c) For federal income tax purposes, the aggregate cost was \$173,471,141, aggregate gross unrealized appreciation was \$26,387,891, aggregate gross unrealized depreciation was \$20,771,028, and the net unrealized appreciation was \$5,616,863.

### Security Abbreviations:

ADR American Depositary Receipt  
 NTN-B Brazil Sovereign Nota do Tesouro Nacional Series B

### Portfolio holdings by industry (as a percentage of net assets):

Agriculture	1.0%
Alcohol & Tobacco	2.3
Banking	10.6
Cable Television	2.3
Computer Software	8.8
Energy Integrated	7.2
Energy Services	1.9
Financial Services	4.5
Food & Beverages	4.0
Gas Utilities	1.0
Housing	1.4
Insurance	2.5
Manufacturing	6.9
Metals & Mining	1.8
Pharmaceutical & Biotechnology	17.0
Retail	6.7
Semiconductors & Components	3.8
Technology Hardware	5.4
Telecommunications	3.5
Subtotal	92.6
Foreign Government Obligations	10.3
Short-Term Investment	4.1
Total Investments	107.0%

*The accompanying notes are an integral part of these financial statements.*

*Lazard Global Total Return and Income Fund, Inc.*

## **Statement of Assets and Liabilities**

**December 31, 2012**

### **ASSETS**

Investments in securities, at value (cost \$173,448,473)	\$ 179,088,004
Foreign currency, at value (cost \$1,639,357)	1,641,574
Dividends and interest receivable	444,321
Gross unrealized appreciation on forward currency contracts	1,384,399
 Total assets	 182,558,298

### **LIABILITIES**

Management fees payable	164,362
Line of credit outstanding	14,455,000
Gross unrealized depreciation on forward currency contracts	483,810
Other accrued expenses and payables	153,099
 Total liabilities	 15,256,271

Net assets	\$ 167,302,027
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### **NET ASSETS**

Paid in capital (Note 2(f))	\$ 161,271,232
Distributions in excess of net investment income (Note 2(f))	(508,780)
Accumulated net realized loss	(270)
Net unrealized appreciation on:	
Investments	5,639,531
Foreign currency and forward currency contracts	900,314
 Net assets	 \$ 167,302,027

Shares of common stock outstanding*	9,605,237
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<b>Net asset value per share</b>	<b>\$ 17.42</b>
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<b>Market value per share</b>	<b>\$ 15.09</b>
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\* \$0.001 par value, 500,000,000 shares authorized for the Fund.

*The accompanying notes are an integral part of these financial statements.*

*Lazard Global Total Return and Income Fund, Inc.*

## Statement of Operations

For the Year Ended December 31, 2012

### INVESTMENT INCOME

#### Income:

Dividends (net of foreign withholding taxes of \$209,705)	\$ 5,077,915
Interest	1,428,297
Total investment income	6,506,212

#### Expenses:

Management fees (Note 3)	1,794,646
Professional services	140,184
Shareholders reports	98,904
Custodian fees	95,196
Administration fees	74,285
Shareholders services	45,106
Shareholders meeting	31,062
Directors fees and expenses	10,549
Other	56,695
Total expenses before interest expense	2,346,627
Interest expense	177,976
Total expenses	2,524,603

<b>Net investment income</b>	<b>3,981,609</b>
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### NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS, FOREIGN CURRENCY AND FORWARD CURRENCY CONTRACTS

Net realized gain on:	
Investments	2,192,892
Foreign currency and forward currency contracts	2,336,178

Total net realized gain on investments, foreign currency and forward currency contracts	4,529,070
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#### Net change in unrealized appreciation on:

Investments	20,525,032
Foreign currency and forward currency contracts	768,488

Total net change in unrealized appreciation on investments, foreign currency and forward currency contracts	21,293,520
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<b>Net realized and unrealized gain on investments, foreign currency and forward currency contracts</b>	<b>25,822,590</b>
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<b>Net increase in net assets resulting from operations</b>	<b>\$ 29,804,199</b>
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*The accompanying notes are an integral part of these financial statements.*



*Lazard Global Total Return and Income Fund, Inc.*

## Statements of Changes in Net Assets

	Year Ended December 31, 2012	Year Ended December 31, 2011
<b>INCREASE (DECREASE) IN NET ASSETS</b>		
<b>Operations:</b>		
Net investment income	\$ 3,981,609	\$ 4,320,102
Net realized gain on investments, foreign currency and forward currency contracts	4,529,070	4,171,887
Net change in unrealized appreciation (depreciation) on investments, foreign currency and forward currency contracts	21,293,520	(11,217,779)
Net increase (decrease) in net assets resulting from operations	29,804,199	(2,725,790)
<b>Distributions to Stockholders (Note 2(f)):</b>		
From net investment income	(5,626,667)	(7,497,933)
From net realized gains	(2,880,801)	(1,558,119)
Return of capital	(2,817,011)	(1,047,889)
Net decrease in net assets resulting from distributions	(11,324,479)	(10,103,941)
Total increase (decrease) in net assets	18,479,720	(12,829,731)
Net assets at beginning of year	148,822,307	161,652,038
Net assets at end of year*	\$ 167,302,027	\$ 148,822,307
* Includes distributions in excess of net investment income of (Note 2(f))	\$ (508,780)	\$ (501,265)
<b>Transactions in Capital Shares:</b>		
Common shares outstanding at beginning of year	9,605,237	9,605,237
Common shares outstanding at end of year	9,605,237	9,605,237

*The accompanying notes are an integral part of these financial statements.*

*Lazard Global Total Return and Income Fund, Inc.*

## Statement of Cash Flows

For the Year Ended December 31, 2012

### INCREASE (DECREASE) IN CASH AND FOREIGN CURRENCY

#### Cash flows from operating activities:

Net increase in net assets resulting from operations	\$ 29,804,199
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided by operating activities	
Decrease in dividends and interest receivable	215,544
Accretion of bond discount and amortization of bond premium	(280,909)
Inflation index adjustment	(218,181)
Increase in other accrued expenses and payables	7,719
Net realized gain on investments, foreign currency and forward currency contracts	(4,529,070)
Net change in unrealized appreciation on investments, foreign currency and forward currency contracts	(21,293,520)
Purchase of long-term investments	(31,726,212)
Proceeds from disposition of long-term investments	48,462,768
Purchase of short-term investments, net	(4,249,989)
Net cash provided by operating activities	16,192,349

#### Cash flows from financing activities:

Cash distributions paid (Note 2(f))	(11,324,479)
Gross paydowns in line of credit balance	(5,755,000)
Net cash used in financing activities	(17,079,479)

Effect of exchange rate changes on cash 2,344,504

Net increase in cash and foreign currency 1,457,374

#### Cash and foreign currency:

Beginning balance	184,200
Ending balance	\$ 1,641,574

#### Supplemental disclosure of cash flow information:

Cash paid during the year for interest	\$ (176,921)
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*The accompanying notes are an integral part of these financial statements.*

Lazard Global Total Return and Income Fund, Inc.

## Financial Highlights

Selected data for a share of common stock outstanding throughout each year

	Year Ended				
	12/31/12	12/31/11	12/31/10	12/31/09	12/31/08
Net asset value, beginning of year	\$ 15.49	\$ 16.83	\$ 17.27	\$ 14.58	\$ 24.37
Income (loss) from investment operations:					
Net investment income	0.41	0.44	0.39	0.48	0.66
Net realized and unrealized gain (loss)	2.70	(0.73)	0.25	3.21	(9.02)
Total from investment operations	3.11	(0.29)	0.64	3.69	(8.36)
Less distributions from (Note 2(f)):					
Net investment income	(0.59)	(0.78)	(0.67)	(0.08)	(1.03)
Net realized gains	(0.30)	(0.16)	(0.41)	(0.92)	(0.33)
Return of capital	(0.29)	(0.11)	(0.41)	(0.92)	(0.07)
Total distributions	(1.18)	(1.05)	(1.08)	(1.00)	(1.43)
Net asset value, end of year	\$ 17.42	\$ 15.49	\$ 16.83	\$ 17.27	\$ 14.58
Market value, end of year	\$ 15.09	\$ 13.39	\$ 15.06	\$ 14.89	\$ 11.83
<b>Total Return based upon:</b>					
Net asset value (a)	20.69%	1.85%	4.14%	26.90%	35.33%
Market value (a)	22.06%	4.48%	8.90%	36.72%	44.43%
<b>Ratios and Supplemental Data:</b>					
Net assets, end of year (in thousands)	\$ 167,303	\$ 148,822	\$ 161,652	\$ 165,898	\$ 140,026
Ratios to average net assets:					
Net expenses	1.59%	1.54%	1.59%	1.61%	1.83%
Gross expenses	1.59%	1.54%	1.59%	1.61%	1.83%
Gross expenses excluding interest expense	1.48%	1.46%	1.47%	1.42%	1.45%
Net investment income	2.51%	2.73%	2.37%	3.28%	3.26%
Portfolio turnover rate	17%	33%	32%	25%	25%

- (a) Total return based on per share market price assumes the purchase of common shares at the closing market price on the business day immediately preceding the first day, and sales of common shares at the closing market price on the last day, of each year indicated; dividends and distributions are assumed to be reinvested in accordance with the Fund's Dividend Reinvestment Plan. The total return based on net asset value, or NAV, assumes the purchase of common shares at the net asset value, beginning of year and sales of common shares at the net asset value, end of year, for each of the years indicated; distributions are assumed to be reinvested at NAV. Past performance is not indicative, or a guarantee, of future results; the investment return, market price and net asset value of the Fund will fluctuate, so that an investor's shares in the Fund, when sold, may be worth more or less than their original cost. The returns do not reflect the deduction of taxes that a stockholder would pay on the Fund's distributions or on the sale of Fund shares.

*The accompanying notes are an integral part of these financial statements.*



*Lazard Global Total Return and Income Fund, Inc.*

## **Notes to Financial Statements**

**December 31, 2012**

### **1. Organization**

Lazard Global Total Return and Income Fund, Inc. (the Fund) was incorporated in Maryland on January 27, 2004 and is registered under the Investment Company Act of 1940, as amended (the Act), as a diversified, closed-end management investment company. The Fund trades on the NYSE under the ticker symbol LGI and commenced operations on April 28, 2004. The Fund's investment objective is total return, consisting of capital appreciation and income.

### **2. Significant Accounting Policies**

The accompanying financial statements are presented in conformity with accounting principles generally accepted in the United States of America (GAAP). The following is a summary of significant accounting policies:

(a) *Valuation of Investments* Market values for securities listed on the NYSE, NASDAQ national market or other U.S. or foreign exchanges or markets are generally based on the last reported sales price on the exchange or market on which the security is principally traded, generally as of the close of regular trading on the NYSE (normally 4:00 p.m. Eastern time) on each valuation date; securities not traded on the valuation date are valued at the most recent quoted bid price. The Fund values NASDAQ-traded securities at the NASDAQ Official Closing Price, which may not be the last reported sales price in certain instances. Forward currency contracts are valued using quotations from an independent pricing service. Investments in money market funds are valued at the fund's net asset value.

Bonds and other fixed-income securities that are not exchange-traded are valued on the basis of prices provided by independent pricing services which are based primarily on institutional trading in similar groups of securities, or by using brokers' quotations or a matrix system which considers such factors as other security prices, yields and maturities. Debt securities maturing in 60 days or less are valued at amortized cost, except where to do so would not accurately reflect their fair value, in which case such securities are valued at fair value as determined by, or in accordance with procedures approved by, the Board of Directors (the Board).

The Valuation Committee of the Investment Manager, which meets periodically under the direction of the Board, may evaluate a variety of factors to determine the fair value of securities for which market quotations are determined not to be readily available or reliable. These factors include, but are not limited to, the type of security, the value of comparable securities, observations from financial institutions and relevant news events. Input from the Investment Manager's analysts also will be considered.

If a significant event materially affecting the value of securities occurs between the close of the exchange or market on which the security is principally traded and the time when the Fund's net asset value is calculated, or when current market quotations otherwise are determined not to be readily available or reliable (including restricted or other illiquid securities such as certain derivative instruments), such securities will be valued at their fair value as determined by, or in accordance with procedures approved by, the Board.

(b) *Portfolio Securities Transactions and Investment Income* Portfolio securities transactions are accounted for on trade date. Realized gain (loss) on sales of investments are recorded on a specific identification basis. Dividend income is recorded on the ex-dividend date and interest income is accrued daily. The Fund amortizes premiums and accretes discounts on fixed-income securities using the effective yield method.

The Fund may be subject to taxes imposed by foreign countries in which it invests. Such taxes are generally based upon income earned or capital gains (realized or unrealized). The Fund accrues and applies such taxes to net investment income, net realized gains and net unrealized gains concurrent with the recognition of income or capital gains (realized and unrealized) from the applicable portfolio securities.

(c) *Leveraging* The Fund uses leverage to invest Fund assets in currency investments, primarily using forward currency contracts and by borrowing under a credit facility with State Street Bank and Trust Company (State Street), up to a maximum of 33% of the

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Fund's total leveraged assets. If the assets of the Fund decline due to market conditions such that this 33 % threshold will be exceeded, leverage risk will increase.

If the Fund is able to realize a higher return on the leveraged portion of its investment portfolio than the cost of such leverage together with other related expenses, the effect of the leverage will be to cause the Fund to realize a higher net return than if the Fund were not so leveraged. There is no assurance that any leveraging strategy the Fund employs will be successful.

Using leverage is a speculative investment technique and involves certain risks. These include higher volatility of net asset value, the likelihood of more volatility in the market value of the Fund's common stocks and, with respect to borrowings, the possibility either that the Fund's return will fall if the interest rate on any borrowings rises, or that income will fluctuate because the interest rate of borrowings varies.

*Lazard Global Total Return and Income Fund, Inc.*

**Notes to Financial Statements** (continued)  
**December 31, 2012**

If the market value of the Fund's leveraged currency investments declines, the leverage will result in a greater decrease in net asset value, or less of an increase in net asset value, than if the Fund were not leveraged. To the extent that the Fund is required or elects to prepay any borrowings, the Fund may need to liquidate investments to fund such prepayments. Liquidation at times of adverse economic conditions may result in capital losses and may reduce returns.

*(d) Foreign Currency Translation and Forward Currency Contracts* The accounting records of the Fund are maintained in U.S. dollars. Portfolio securities and other assets and liabilities denominated in a foreign currency are translated daily into U.S. dollars at the prevailing rates of exchange. Purchases and sales of securities, income receipts and expense payments are translated into U.S. dollars at the prevailing exchange rates on the respective transaction dates.

The Fund does not isolate the portion of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in their market prices. Such fluctuations are included in net realized and unrealized gain (loss) on investments. Net realized gain (loss) on foreign currency and forward currency contracts represents net foreign currency gain (loss) from forward currency contracts, disposition of foreign currencies, currency gain (loss) realized between the trade and settlement dates on securities transactions, and the difference between the amount of dividends, interest and foreign withholding taxes recorded on the Fund's accounting records and the U.S. dollar equivalent amounts actually received or paid. Net change in unrealized appreciation (depreciation) on foreign currency reflects the impact of changes in exchange rates on the value of assets and liabilities, other than investments in securities, during the period.

A forward currency contract is an agreement between two parties to buy or sell currency at a set price on a future date. Upon entering into these contracts, risks may arise from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in the value of the foreign currency relative to the U.S. dollar.

The U.S. dollar value of forward currency contracts is determined using quotations provided by an independent pricing service. Daily fluctuations in the value of such contracts are recorded as unrealized appreciation (depreciation) on forward currency contracts. When the contract is closed, the Fund records a realized gain (loss) equal to the difference between the value at the time it was opened and the value at the time it was closed.

*(e) Federal Income Tax Policy* It is the Fund's policy to comply with the requirements of Subchapter M of the Internal Revenue Code (the Code) applicable to regulated investment companies and to distribute substantially all of its taxable income to its stockholders. Therefore, no provision for federal income taxes is required. The Fund files tax returns with the U.S. Internal Revenue Service and various states.

Under current tax law, certain capital and net foreign currency losses realized after October 31 within the taxable year may be deferred and treated as occurring on the first day of the following tax year. For the tax year ended December 31, 2012, the Fund had no net capital and foreign currency losses arising between November 1, 2012 and December 31, 2012.

On December 22, 2010, the Regulated Investment Company Modernization Act of 2010 (the RIC Modernization Act) was signed into law. The RIC Modernization Act includes numerous provisions that generally became effective for taxable years beginning after the date of enactment. Among the new provisions, net capital losses may be carried forward indefinitely, and their character is retained as short-term or long-term. Previously, net capital losses were carried forward for eight years and treated as short-term losses. The RIC Modernization Act also requires that post-enactment net capital losses be used before pre-enactment net capital losses. As a result, pre-enactment capital loss carryforwards may expire unused.

Management has analyzed the Fund's tax positions, and has concluded that no liability for unrecognized tax benefits should be recorded related to uncertain tax positions taken on returns filed for open tax years (2009-2011), or expected to be taken in the Fund's 2012 tax returns.

*(f) Dividends and Distributions* The Fund intends to declare and to pay dividends monthly from net investment income. Distributions to stockholders are recorded on the ex-dividend date. During any particular year, net realized gains from investment transactions in excess of available capital loss carryforwards would be taxable to the Fund, if not distributed. The Fund intends to declare and distribute these amounts, at least annually, to stockholders; however, to avoid taxation, a second distribution may be required.

Income dividends and capital gains distributions are determined in accordance with federal income tax regulations which may differ from GAAP. These book/tax differences, which may result in distribution reclassifications, are primarily due to differing treatments of foreign currency transactions and wash sales. The book/tax differences relating to

*Lazard Global Total Return and Income Fund, Inc.*

**Notes to Financial Statements** (continued)  
**December 31, 2012**

stockholder distributions resulted in reclassifications among certain capital accounts as follows:

Paid in Capital	Undistributed Net Investment Income	Accumulated Net Realized Loss
\$(2,817,009)	\$4,454,554	\$(1,637,545)

The Fund has implemented a level distribution policy to seek to maintain a stable monthly distribution, subject to oversight of the Fund's Board. Under the Fund's level distribution policy, the Fund intends to make regular monthly distributions at a fixed rate per share. If for any monthly distribution, net investment income and net realized short-term capital gain were less than the amount of the distribution, the difference would generally be distributed from the Fund's assets. In addition, in order to make such distributions, the Fund might have to sell a portion of its investment portfolio at a time when independent investment judgment might not dictate such actions.

In July 2010, the Investment Manager, on behalf of itself and the Fund, received an exemptive order from the Securities and Exchange Commission (the "SEC") facilitating the implementation of a distribution policy that may include multiple long-term capital gains distributions ("Managed Distribution Policy"). As a result, the Fund may, subject to the determination of its Board, implement a Managed Distribution Policy.

Concurrent with the monthly distributions paid from February 2012 through December 2012, the Fund issued notices pursuant to Section 19(a) of the Act (the "Section 19(a) Notices") each stating that the Fund had currently estimated that it had distributed more than its net investment income and realized capital gains. For 2012, \$0.2932 of the \$1.17899 distributed per share was a return of capital. The Section 19(a) Notices may also be viewed at [www.LazardNet.com](http://www.LazardNet.com).

The amounts and sources of distributions shown on the Section 19(a) Notices are only estimates and are not provided for tax reporting purposes. The actual amounts and sources of the cumulative distributions for tax reporting purposes will depend upon the Fund's investment experience during the year and may be subject to changes based on tax regulations. The Fund will send stockholders a Form 1099-DIV for the calendar year explaining how to report these distributions for federal income tax purposes.

The tax character of dividends and distributions paid during the years ended December 31, was as follows:

	2012	2011
Ordinary Income	\$ 5,626,667	\$ 7,497,933
Long-Term Capital Gain	2,880,801	1,558,119
Return of Capital	2,817,011	1,047,889
Total	\$ 11,324,479	\$ 10,103,941

At December 31, 2012, the components of distributable earnings on a tax basis included \$6,030,795 of net unrealized appreciation.

(g) *Estimates* The preparation of financial statements in conformity with GAAP requires the Fund to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates.

(h) *Subsequent Events* Management has performed its evaluation of subsequent events and has determined that there were no subsequent events requiring adjustment or disclosure in the financial statements.

### **3. Investment Management Agreement**

The Fund has entered into an investment management agreement (the *Management Agreement*) with the Investment Manager. Pursuant to the *Management Agreement*, the Investment Manager regularly provides the Fund with investment research, advice and supervision and furnishes continuously an investment program for the Fund consistent with its investment objective and policies, including the purchase, retention and disposition of securities.

The Fund has agreed to pay the Investment Manager an annual investment management fee of 0.85% of the Fund's average daily *Total Leveraged Assets* (the Fund's total assets including *Financial Leverage* (defined below)) for the services and facilities provided by the Investment Manager, payable on a monthly basis. The fee paid to the Investment Manager will be higher when the Investment Manager uses *Currency Commitments* (defined below) and *Borrowings* (defined below) (*Financial Leverage*) to make *Currency Investments* (defined below), rather than by reducing the percentage of *Net Assets* (the Fund's assets without taking into account *Financial Leverage*) invested in *Global Equity Investments* for the purposes of making *Currency Investments*. *Global Equity Investments* refers to investments in the Fund's global equity strategy consisting of equity securities of companies with market capitalizations of \$5 billion or greater domiciled in those countries that

*Lazard Global Total Return and Income Fund, Inc.*

**Notes to Financial Statements** (continued)  
**December 31, 2012**

comprise the Index. Currency Investments refers to investments in the Fund's emerging income strategy, consisting of emerging market currencies (primarily by entering into forward currency contracts), or instruments whose value is derived from the performance of an underlying emerging market currency, but also may invest in debt obligations, including government, government agency and corporate obligations and structured notes denominated in emerging market currencies. Currency Commitments are the aggregate financial exposures created by forward currency contracts in excess of that represented in the Fund's Net Assets, and Borrowings refers to the borrowings under the Fund's credit facility. Assuming Financial Leverage in the amount of 33 % of the Fund's Total Leveraged Assets, the annual fee payable to the Investment Manager would be 1.28% of Net Assets (i.e., not including amounts attributable to Financial Leverage).

The following is an example of this calculation of the Investment Manager's fee, using very simple illustrations. If the Fund had assets of \$1,000, it could invest \$1,000 in Global Equity Investments and enter into \$500 in forward currency contracts (because the Fund would not have to pay money at the time it enters into the currency contracts). Similarly, the Fund could invest \$1,000 in Global Equity Investments, borrow \$500 and invest the \$500 in foreign currency denominated bonds. In either case, the Investment Manager's fee would be calculated based on \$1,500 of assets, because the fee is calculated based on Total Leveraged Assets (Net Assets plus Financial Leverage). In our example, the Financial Leverage is in the form of either the forward currency contracts (Currency Commitments) or investments from Borrowings. The amount of the Financial Leverage outstanding, and therefore the amount of Total Leveraged Assets on which the Investment Manager's fee is based, fluctuates daily based on changes in value of the Fund's portfolio holdings, including changes in value of the currency involved in the forward currency contracts and foreign currency denominated bonds acquired with the proceeds of Borrowings. However, the Investment Manager's fee will be the same regardless of whether Currency Investments are made with Currency Commitments or with Borrowings (without taking into account the cost of Borrowings).

**This method of calculating the Investment Manager's fee is different than the way closed-end investment companies typically calculate management fees.** Traditionally, closed-end investment companies calculate management fees based on Net Assets plus Borrowings (excluding Financial Leverage obtained through Currency Commitments). The Investment Manager's fee is different because the Fund's leverage strategy is different than the leverage strategy

employed by many other closed-end investment companies. Although the Fund may employ Borrowings in making Currency Investments, the Fund's leverage strategy relies primarily on Currency Commitments, rather than relying exclusively on borrowing money and/or issuing preferred stock, as is the strategy employed by most closed-end investment companies. The Investment Manager's fee would be lower if its fee were calculated only on Net Assets plus Borrowings, because the Investment Manager would not earn fees on Currency Investments made with Currency Commitments (forward currency contracts). Using the example above, where the Fund has assets of \$1,000 and invests \$1,000 in Global Equity Investments and \$500 in forward currency contracts, the following table illustrates how the Investment Manager's fee would be different if it did not earn management fees on these types of Currency Investments. A discussion of the most recent review and approval by the Fund's Board of the Management Agreement (including the method of calculating the Investment Manager's fee) is included under Other Information Board Consideration of Management Agreement in the Fund's semi-annual report for the period ended June 30, 2012.

	Fund's management fee based on Total Leveraged Assets (includes Currency Commitments)		Typical management fee formula, calculated excluding Currency Commitments	
<b>Beginning assets of \$1,000</b>				
Global Equity Investments (Net Assets)	\$	1,000	\$	1,000
Currency Commitments	\$	500	\$	500
Assets used to calculate management fee	\$	1,500	\$	1,000

Management fee (0.85%) \$ 12.75 \$ 8.50

*Investment Manager Fee Conflict Risk* The fee paid to the Investment Manager for investment management services will be higher when the Fund uses Financial Leverage, whether through forward currency contracts or Borrowings, because the fee paid will be calculated on the basis of the Fund's assets including this Financial Leverage. Consequently, the Investment Manager may have a financial interest for the Fund to utilize such Financial Leverage, which may create a conflict of interest between the Investment Manager and the stockholders of the Fund.

The Fund has implemented procedures to monitor this potential conflict.

**4. Administration Agreement**

The Fund has entered into an administration agreement with State Street to provide certain administrative services. The Fund bears the cost of such services at a fixed annual

*Lazard Global Total Return and Income Fund, Inc.*

**Notes to Financial Statements** (continued)  
**December 31, 2012**

rate of \$42,500, plus 0.02% of average daily net assets up to \$1 billion and 0.01% of average daily net assets over \$1 billion.

**5. Directors Compensation**

Certain Directors of the Fund are officers of the Investment Manager. Each Director who is not an affiliated person of the Investment Manager or any of its affiliates is paid by the Fund, The Lazard Funds, Inc., Lazard Retirement Series, Inc. and Lazard World Dividend & Income Fund, Inc. (collectively with the Fund, the Lazard Funds ), each a registered management investment company advised by the Investment Manager: (1) an annual retainer of \$100,000, (2) a per meeting in person regular or special meeting fee of \$5,000 (\$1,500 for telephonic participation), including Board, committee, subcommittee or other special meetings specifically authorized by the Board and held in connection with delegated Fund business, and (3) a telephone Audit Committee or special Board meeting fee of \$1,500, with an additional annual fee for the Audit Committee Chairman of \$5,000. Such Directors are also reimbursed for travel and other out-of-pocket expenses for attending Board and committee meetings. No additional compensation is provided in respect of committee meetings held in conjunction with a meeting of the Board. Compensation is divided among the Lazard Funds based on relative net assets. The Directors do not receive benefits from the Fund pursuant to any pension, retirement or similar arrangement.

**6. Securities Transactions and Transactions with Affiliates**

Purchases and sales of portfolio securities (excluding short-term investments) for the year ended December 31, 2012 were \$29,369,224 and \$46,659,321, respectively.

For the year ended December 31, 2012, no brokerage commissions were paid to affiliates of the Investment Manager or other affiliates of the Fund for portfolio transactions executed on behalf of the Fund.

**7. Line of Credit**

The Fund has a \$30 million Line of Credit Agreement (the Agreement ) with State Street primarily to borrow to invest Fund assets in Currency Investments. The Fund may borrow the lesser of \$30 million or 33 % of its Total Leveraged Assets. Interest on borrowings was payable at the higher of the Federal Funds rate or Overnight LIBOR rate plus 0.75%, on an annualized basis. Under the Agreement, the Fund has also agreed to pay a 0.15% per annum fee on the unused portion of the commitment, payable quarterly in arrears. For the year ended December 31, 2012, the Fund had borrowings under the Agreement as follows:

Average Daily Loan Balance*	Maximum Daily Loan Outstanding	Weighted Average Interest Rate
\$19,020,219	\$20,210,000	0.92%

\* For 366 days borrowings were outstanding.

The line of credit outstanding as of December 31, 2012 approximates its fair value and would be categorized at Level 2.

**8. Foreign Securities Investment Risks**

The Fund invests in securities of foreign entities and in instruments denominated in foreign currencies which involve risks not typically associated with investments in domestic securities. Non-domestic securities carry special risks, such as exposure to currency fluctuations, less developed or less efficient trading markets, political instability, a lack of company information, differing auditing and legal standards, and, potentially, less liquidity. The Fund's investments in emerging market countries are exposed to additional risks. The Fund's performance will be influenced by political, social and economic factors affecting companies in

emerging market countries. Emerging market countries generally have economic structures that are less diverse and mature, and political systems that are less stable, than those of developed countries.

#### **9. Contractual Obligations**

The Fund enters into contracts in the normal course of business that contain a variety of indemnifications. The Fund's maximum exposure under these arrangements is unknown. Management has reviewed the Fund's existing contracts and expects the risk of loss to be remote.

#### **10. Fair Value Measurements**

Fair value is defined as the price that the Fund would receive to sell an asset, or would pay to transfer a liability, in an orderly transaction between market participants at the date of measurement. The Fair Value Measurements and Disclosures provisions of GAAP also establish a framework for measuring fair value, and a three-level hierarchy for fair value measurement that is based upon the transparency of inputs to the valuation of an asset or liability. Inputs may be observable or unobservable and refer, broadly, to the assumptions that market participants would use in pricing the asset or liability. Observable inputs reflect the assumptions that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund's own assumptions about the assumptions that market participants would use in pricing the asset or liability, developed based on the best information available in the circumstances. Each investment's fair value measurement level within the fair value hierarchy is based on the lowest

Lazard Global Total Return and Income Fund, Inc.

## Notes to Financial Statements (continued)

December 31, 2012

level of any input that is significant to the overall fair value measurement. The three-level hierarchy of inputs is summarized below.

Level 1 unadjusted quoted prices in active markets for identical investments

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

Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments) The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in these securities.

The following table summarizes the valuation of the Fund's investments by each fair value hierarchy level as of December 31, 2012:

Description	Unadjusted Quoted Prices in Active Markets for Identical Investments (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of December 31, 2012
<b>Assets:</b>				
Common Stocks*	\$ 154,935,784	\$	\$	\$ 154,935,784
Foreign Government Obligations*		17,314,292		17,314,292
Short-Term Investment		6,837,928		6,837,928
Other Financial Instruments**				
Forward Currency Contracts		1,384,399		1,384,399
Total	\$ 154,935,784	\$ 25,536,619	\$	\$ 180,472,403
<b>Liabilities:</b>				
Other Financial Instruments**				
Forward Currency Contracts	\$	\$ (483,810)	\$	\$ (483,810)

\* Please refer to Portfolio of Investments (page 8 through 9) and Notes to Portfolio of Investments (page 14) for portfolio holdings by country and industry.

\*\* Other financial instruments are derivative instruments which are valued at their respective unrealized appreciation/depreciation.

The foreign government obligations included in Level 2 were valued on the basis of prices provided by independent pricing services. The forward currency contracts included in Level 2 were valued using quotations provided by an independent pricing

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service. The short-term investment included in Level 2 (a pooled investment fund) was valued at the fund's net asset value.

There were no transfers into or out of Levels 1, 2 or 3 during the year ended December 31, 2012.

For further information regarding security characteristics see Portfolio of Investments.

**11. Derivative Instruments**

The Fund may use derivative instruments, including forward currency contracts, to gain exposure to the local currency and interest rates of emerging markets or to hedge certain types of currency exposure.

For the year ended December 31, 2012, the notional amounts of purchases and sales of forward currency contracts were \$698,749,676 and \$666,797,822, respectively.

The following table summarizes the fair value of derivative instruments on the Statement of Assets and Liabilities as of December 31, 2012:

	Fair Value
<b><u>Asset Derivatives</u></b>	
Foreign Exchange Risk:	
Gross unrealized appreciation on forward currency contracts	\$ 1,384,399
<b><u>Liability Derivatives</u></b>	
Foreign Exchange Risk:	
Gross unrealized depreciation on forward currency contracts	\$ 483,810

*Lazard Global Total Return and Income Fund, Inc.*

**Notes to Financial Statements (concluded)**

**December 31, 2012**

The effect of derivative instruments on the Statement of Operations for the year ended December 31, 2012 was:

	<b>Amount</b>
<b><u>Realized Gain (Loss) on Derivatives Recognized in Income</u></b>	
Foreign Exchange Risk:	
Net realized gain on forward currency contracts	\$ 2,333,155
<b><u>Net Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income</u></b>	
Foreign Exchange Risk:	
Net change in unrealized appreciation on forward currency contracts	\$ 760,162

See Note 2(d) and the Portfolio of Investments for additional disclosures about derivative instruments.

**12. Accounting Pronouncement**

In December 2011, the Financial Accounting Standards Board issued Accounting Standards Update No. 2011-11 ( ASU 2011-11 ), Balance Sheet (Topic 210): Disclosures about Offsetting Assets and Liabilities. The ASU 2011-11 requires disclosure of both gross and net balances for certain investments and transactions entered into under master netting agreements, better aligning US GAAP requirements with International Financial Reporting Standards.

The ASU 2011-11 is effective for annual periods beginning on or after January 1, 2013. Management is currently evaluating the impact the adoption of ASU 2011-11 will have on the Fund's financial statements and related disclosures.

*Lazard Global Total Return and Income Fund, Inc.*

## **Report of Independent Registered Public Accounting Firm**

To the Stockholders and Board of Directors of  
Lazard Global Total Return and Income Fund, Inc.:

We have audited the accompanying statement of assets and liabilities of Lazard Global Total Return and Income Fund, Inc. (the Fund ), including the portfolio of investments, as of December 31, 2012, and the related statements of operations and cash flows 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 audits 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 its internal control over financial reporting. Our audits 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 also includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of December 31, 2012, by correspondence with the custodian and brokers. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Lazard Global Total Return and Income Fund, Inc. as of December 31, 2012, and the results of its operations and its cash flows for the year then ended, the changes in its 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, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP  
New York, New York  
March 1, 2013

*Lazard Global Total Return and Income Fund, Inc.*

## **Dividend Reinvestment Plan**

**(unaudited)**

Unless you elect to receive distributions in cash (i.e., opt-out), all dividends, including any capital gain distributions, on your common stock will be automatically reinvested by Computershare, Inc., as dividend disbursing agent (the Plan Agent), in additional common stock under the Fund's Dividend Reinvestment Plan (the Plan). You may elect not to participate in the Plan by contacting the Plan Agent. If you do not participate, you will receive all distributions in cash, paid by check mailed directly to you by the Plan Agent.

Under the Plan, the number of shares of common stock you will receive will be determined on the dividend or distribution payment date, as follows:

- (1) If the common stock is trading at or above net asset value at the time of valuation, the Fund will issue new shares at a price equal to the greater of (i) net asset value per common share on that date or (ii) 95% of the common stock's market price on that date.
- (2) If the common stock is trading below net asset value at the time of valuation, the Plan Agent will receive the dividend or distribution in cash and will purchase common stock in the open market, on the NYSE or elsewhere, for the participants accounts. It is possible that the market price for the common stock may increase before the Plan Agent has completed its purchases. Therefore, the average purchase price per share paid by the Plan Agent may exceed the market price at the time of valuation, resulting in the purchase of fewer shares than if the dividend or distribution had been paid in common stock issued by the Fund. The Plan Agent will use all dividends and distributions received in cash to purchase common stock in the open market within 30 days of the valuation date. Interest will not be paid on any uninvested cash payments.

You may withdraw from the Plan at any time by giving written notice to the Plan Agent. If you withdraw or the Plan is terminated, you will receive whole shares in your account

under the Plan and you will receive a cash payment for any fraction of a share in your account. If you wish, the Plan Agent will sell your shares and send you the proceeds, minus an initial \$15 service fee plus \$0.12 per share being liquidated (for processing and brokerage expenses).

The Plan Agent maintains all stockholders' accounts in the Plan and gives written confirmation of all transactions in the accounts, including information you may need for tax records. Shares of common stock in your account will be held by the Plan Agent in non-certificated form. Any proxy you receive will include all common stock you have received under the Plan.

There is no brokerage charge for reinvestment of your dividends or distributions in newly-issued shares of common stock. However, all participants will pay a pro rata share of brokerage commissions incurred by the Plan Agent when it makes open market purchases.

Automatically reinvesting dividends and distributions does not mean that you do not have to pay income taxes due upon receiving dividends and distributions.

If you hold your common stock with a brokerage firm that does not participate in the Plan, you will not be able to participate in the Plan and any dividend reinvestment may be effected on different terms than those described above. Consult your financial advisor for more information.

The Fund reserves the right to amend or terminate the Plan if, in the judgment of the Board, the change is warranted. There is no direct service charge to participants in the Plan (other than the service charge when you direct the Plan Agent to sell your common stock held in a dividend reinvestment account); however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants. Additional information about the Plan may be obtained from the Plan Agent at P.O. Box 43010, Providence, Rhode Island 02940-3010.



*Lazard Global Total Return and Income Fund, Inc.*

## Board of Directors and Officers Information

(unaudited)

Name (Age) Address <sup>(1)</sup>	Position(s) with the Fund (Since) and Term <sup>(2)</sup>	Principal Occupation(s) and Other Public Company Directorships Held During the Past Five Years <sup>(2)</sup>
<b>Board of Directors:</b>		
<b><u>Class I Directors with Term Expiring in 2015</u></b>		
<b>Independent Directors<sup>(3)</sup>:</b>		
Leon M. Pollack (72)	Director (August 2006)	Private Investor
Robert M. Solmson (65)	Director (September 2004)	Fairwood Capital, LLC, a private investment corporation engaged primarily in real estate and hotel investments, <i>President</i> (2008 - present)
<b>Interested Director<sup>(4)</sup>:</b>		
Charles L. Carroll (52)	Chief Executive Officer, President and Director (June 2004)	Investment Manager, <i>Deputy Chairman and Head of Global Marketing</i> (2004 - present)
<b><u>Class II Directors with Term Expiring in 2013</u></b>		
<b>Independent Directors<sup>(3)</sup>:</b>		
Kenneth S. Davidson (67)	Director (February 2004)	Davidson Capital Management Corporation, an investment manager, <i>President</i> (1978 - present)  Balestra Capital, Ltd., an investment manager and adviser, <i>Senior Advisor</i> (July 2012 - present)  Aquiline Holdings LLC, an investment manager, <i>Partner</i> (2006 - June 2012)
Nancy A. Eckl (50)	Director (February 2007)	College Retirement Equities Fund (eight accounts), <i>Trustee</i> (2007 - present)  TIAA-CREF Funds (58 funds) and TIAA-CREF Life Funds (10 funds), <i>Trustee</i> (2007 - present)  TIAA Separate Account VA-1, <i>Member of the Management Committee</i> (2007 - present)  American Beacon Advisors, Inc. ( American Beacon ) and certain funds advised by American Beacon, <i>Vice President</i> (1990 - 2006)
Lester Z. Lieberman (82)	Director (February 2004)	Private Investor
<b><u>Class III Directors with Term Expiring in 2014</u></b>		
<b>Independent Director<sup>(3)</sup>:</b>		
Richard Reiss, Jr. (68)	Director (February 2004)	Georgica Advisors LLC, an investment manager, <i>Chairman</i> (1997 - present)  O Charley s, Inc., a restaurant chain, <i>Director</i> (1984 - present)

**Interested Director<sup>(4)</sup>:**

Ashish Bhutani (52)	Director (July 2005)	Investment Manager, <i>Chief Executive Officer</i> (2004 - present)  Lazard Ltd, <i>Vice Chairman and Director</i> (2010 - present)
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- (1) The address of each Director is Lazard Asset Management LLC, 30 Rockefeller Plaza, New York, New York 10112-6300.
- (2) Each Director serves as a Director for each of the Lazard Funds (comprised of, as of January 31, 2013, 28 active investment portfolios). All of the Independent Directors (as defined below), except Mr. Lieberman, are also board members of Lazard Alternative Strategies Fund, L.L.C., and Lazard Alternative Strategies 1099 Fund, closed-end registered management investment companies advised by an affiliate of the Investment Manager.
- (3) Independent Directors are not interested persons (as defined in the Act) of the Fund.
- (4) Messrs. Bhutani and Carroll are interested persons (as defined in the Act) of the Fund because of their positions with the Investment Manager.

*Lazard Global Total Return and Income Fund, Inc.*

**Board of Directors and Officers Information** (concluded)  
(unaudited)

<b>Name (Age) Address<sup>(1)</sup></b>	<b>Position(s) with the Fund (Since) and Term<sup>(2)</sup></b>	<b>Principal Occupation(s) During Past Five Years</b>
<b>Officers<sup>(3)</sup>:</b>		
Nathan A. Paul (40)	Vice President and Secretary (February 2004)	Managing Director and General Counsel of the Investment Manager
Stephen St. Clair (54)	Treasurer (February 2004)	Vice President of the Investment Manager
Brian D. Simon (50)	Chief Compliance Officer (January 2009) and Assistant Secretary (February 2004)	Managing Director (since February 2011, previously Director) of the Investment Manager and Chief Compliance Officer (since January 2009) of the Investment Manager and the Fund
Tamar Goldstein (37)	Assistant Secretary (February 2009)	Senior Vice President (since February 2012, previously Vice President and Counsel) of the Investment Manager
Cesar A. Trelles (38)	Assistant Treasurer (December 2004)	Vice President (since February 2011, previously Fund Administration Manager) of the Investment Manager

<sup>(1)</sup> The address of each officer is Lazard Asset Management LLC, 30 Rockefeller Plaza, New York, New York 10112-6300.

<sup>(2)</sup> Each officer serves for an indefinite term, until his or her successor is elected and qualifies or until his or her earlier resignation or removal. Each officer serves in the same capacity for the other Lazard Funds.

<sup>(3)</sup> In addition to Charles L. Carroll, President, whose information is included in the Class I Interested Director section.

*Lazard Global Total Return and Income Fund, Inc.*

## **Other Information**

(unaudited)

### **Tax Information**

**Year Ended December 31, 2012**

The following tax information represents year end disclosures of the tax benefits passed through to stockholders for 2012:

Of the dividends paid by the Fund, 86.51% of each dividend will be subject to a maximum tax rate of 15%, as provided by the Jobs and Growth Tax Relief Reconciliation Act of 2003. The same information will be reported in conjunction with your 2012 Form 1099-DIV.

Of the dividends paid by the Fund, 31.53% of the dividends qualify for the dividends received deduction available to corporate shareholders.

Pursuant to Section 871 of the Code, the Fund has no designated qualified short-term gains for purposes of exempting withholding of tax on such distributions to U.S. nonresident shareholders.

### **Proxy Voting**

A description of the policies and procedures used to determine how proxies relating to Fund portfolio securities are voted is available (1) without charge, upon request, by calling (800) 823-6300 or (2) on the SEC's website at <http://www.sec.gov>.

The Fund's proxy voting record for the most recent 12-month period ended June 30 is available (1) without charge, upon request, by calling (800) 823-6300 or (2) on the SEC's website at <http://www.sec.gov>. Information as of June 30 each year will generally be available by the following August 31.

### **Form N-Q**

The Fund files a complete schedule of its portfolio holdings for the first and third quarters of its fiscal year with the SEC on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at <http://www.sec.gov> and may be reviewed and copied at the SEC's Public Reference Room in Washington, D.C. Information on the operation of the SEC's Public Reference Room may be obtained by calling 1-800-SEC-0330.

**Lazard Global Total Return and Income Fund, Inc.**

30 Rockefeller Plaza  
New York, New York 10112-6300  
Telephone: 800-823-6300  
<http://www.LazardNet.com>

**Investment Manager**

Lazard Asset Management LLC  
30 Rockefeller Plaza  
New York, New York 10112-6300  
Telephone: 800-823-6300

**Custodian**

State Street Bank and Trust Company  
One Lincoln Street  
Boston, Massachusetts 02111

**Transfer Agent and Registrar**

Computershare Trust Company, N.A.  
P.O. Box 43010  
Providence, Rhode Island 02940-3010

**Dividend Disbursing Agent**

Computershare, Inc.  
P.O. Box 43010  
Providence, Rhode Island 02940-3010

**Independent Registered Public Accounting Firm**

Deloitte & Touche LLP  
Two World Financial Center  
New York, New York 10281-1414

**Legal Counsel**

Stroock & Stroock & Lavan LLP  
180 Maiden Lane  
New York, New York 10038-4982  
<http://www.stroock.com>

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This report is intended only for the information of stockholders of common stock of Lazard Global Total Return and Income Fund, Inc.

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### ITEM 2. CODE OF ETHICS.

The Registrant 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.

### ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

The Registrant's Board of Directors (the Board) has determined that Lester Z. Lieberman, Robert M. Solmson and Nancy A. Eckl, members of the Audit Committee of the Board, are audit committee financial experts as defined by the Securities and Exchange Commission (the SEC). Mr. Lieberman, Mr. Solmson and Ms. Eckl are independent as defined by the SEC for purposes of audit committee financial expert determinations.

### ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

(a) Audit Fees. The aggregate fees billed for each of the last two fiscal years (the Reporting Periods) for professional services rendered by the Registrant's principal accountant (the Auditor) for the audit of the Registrant's annual financial statements, or services that are normally provided by the Auditor in connection with the statutory and regulatory filings or engagements for the Reporting Periods, were \$62,000 in 2011 and \$62,000 in 2012.

(b) Audit-Related Fees. There were no fees billed in the Reporting Periods by the Auditor to the Registrant for assurance and related services 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 4. There were no fees billed in the Reporting Periods for non-audit assurance and related services by the Auditor to Lazard Asset Management LLC, the Registrant's investment manager (Lazard), and any entity controlling, controlled by or under common control with Lazard that provides ongoing services to the Registrant (Service Affiliates).

(c) Tax Fees. The aggregate fees billed in the Reporting Periods by the Auditor to the Registrant for professional services rendered by the Auditor for tax compliance, tax advice and tax planning (Tax Services) were \$8,703 in 2011 and \$7,875 in 2012. These services consisted of (i) review or preparation of U.S. federal, state, local and excise tax returns; and (ii) U.S. federal, state and local tax planning, advice and assistance regarding statutory, regulatory or administrative developments. There were no fees billed for the Reporting Periods for Tax Services by the Auditor to Service Affiliates.

(d) All Other Fees. There were no fees billed in the Reporting Periods for products and services provided by the Auditor, other than the services reported in paragraphs (a) through (c) above. There were no fees billed in the Reporting Periods for non-audit services by the Auditor to Service Affiliates, other than the services reported in paragraphs (a) through (c) above.

(e) Audit Committee Pre-Approval Policies and Procedures. The Registrant's Audit Committee pre-approves the Auditor's engagements for audit and non-audit services to the Registrant and, as required, non-audit services to Service Affiliates on a case-by-case basis. Pre-approval considerations include whether the proposed services are compatible with maintaining the Auditor's independence. There were no services provided by the Auditor that were approved pursuant to (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

(f) None.

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(g) Non-Audit Fees. The aggregate non-audit fees billed by the Auditor for services rendered to the Registrant and rendered to Service Affiliates for the Reporting Periods were \$1,214,012 in 2011 and \$783,097 in 2012.

(h) Auditor Independence. The Audit Committee considered whether provision of non-audit services to Service Affiliates that were not required to be pre-approved is compatible with maintaining the Auditor's independence.

### ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

The Registrant has a separately-designated standing Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. It is composed of the following Directors, each of whom is not an interested person (as defined in the Investment Company Act of 1940) of the Registrant ( Independent Directors ):

Lester Z. Lieberman, Audit Committee Chairman

Kenneth S. Davidson

Nancy A. Eckl

Leon M. Pollack

Richard Reiss, Jr.

Robert M. Solmson

### ITEM 6. INVESTMENTS

Not applicable.

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED END MANAGEMENT INVESTMENT COMPANIES.

The Registrant has delegated voting of proxies in respect of portfolio holdings to Lazard, to vote the Registrant's proxies in accordance with Lazard's proxy voting policy and guidelines (the Voting Guidelines ) that provide as follows:

Lazard votes proxies in the best interests of its clients.

Unless Lazard's Proxy Committee otherwise determines, Lazard votes proxies in a manner consistent with the Voting Guidelines.

To avoid conflicts of interest, Lazard votes proxies where a material conflict has been deemed to exist in accordance with specific proxy voting guidelines regarding various standard proxy proposals ( Approved Guidelines ) or, if the Approved Guideline is to vote case-by-case, in accordance with the recommendation of an independent source.

Lazard also may determine not to vote proxies in respect of securities of any issuer if it determines that it would be in the client's overall best interests not to vote.

The Voting Guidelines address how it will vote proxies on particular types of matters such as the election for directors, adoption of option plans and anti-takeover proposals. For example, Lazard generally will:

vote as recommended by management in routine election or re-election of directors;

favor programs intended to reward management and employees for positive, long-term performance, evaluating whether Lazard believes, under the circumstances, that the level of compensation is appropriate or excessive; and

vote against anti-takeover measures, such as adopting supermajority voting requirements, shareholder rights plans and fair price provisions.

ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

**Principal Portfolio Managers**

As of the date of the filing of this Report on Form N-CSR, the following persons are responsible for the management of the Registrant's portfolio:

James Donald is responsible for allocation of the Registrant's assets between Global Equity Investments and Currency Investments (each, as defined in the notes to the Registrant's annual report to shareholders contained in Item 1) and overall management of the Registrant's portfolio. Global Equity Investments and Currency Investments are each managed on a team basis, with each member of the team involved at all levels of the investment process.

Mr. Donald, a Managing Director of Lazard, is a portfolio manager/analyst on Lazard's Emerging Markets Equity team and Head of the Emerging Markets Group. Prior to joining Lazard in 1996, Mr. Donald was a portfolio manager with Mercury Asset Management. Mr. Donald is a CFA Charterholder.

*Global Equity Investments.* Michael G. Fry, Michael Powers, Ronald Temple and Andrew Lacey are the portfolio managers responsible for investing the Registrant's assets allocated to Global Equity Investments.

Michael G. Fry, a Managing Director of the Investment Manager, is a portfolio manager/analyst on the Investment Manager's Global Equity and International Equity teams. Prior to joining the Investment Manager in 2005, Mr. Fry held several positions at UBS Global Asset Management, including Head of Global Equity Portfolio Management, Global Head of Equity Research and Head of Australian Equities. Mr. Fry began working in the investment field in 1981.

Ronald Temple, a Managing Director of the Investment Manager, is a portfolio manager/analyst on various of the Investment Manager's U.S. Equity teams and the Global Equity Select team. Mr. Temple is a Co-Director of Research and has primary research coverage of the financials sector. Mr. Temple joined the Investment Manager in 2001 and had been working in the investment field since 1991.

Mr. Lacey, a Deputy Chairman of Lazard, is responsible for oversight of U.S. and Global strategies. He also is a portfolio manager/analyst on various of Lazard's U.S. Equity and Global Equity teams. Mr. Lacey joined Lazard in 1996, and has been working in the investment field since 1995.

Mr. Powers, a Managing Director of Lazard, is a portfolio manager/analyst on Lazard's Global Equity and International Equity teams. He began working in the investment field in 1990 when he joined Lazard.

*Currency Investments.* Ardra Belitz and Ganesh Ramachandran are jointly responsible for investment of the Registrant's assets allocated to Currency Investments.

Ms. Belitz is a Managing Director of Lazard and a portfolio manager/analyst specializing in emerging market currency and debt. She has been working in the investment field since 1994 and joined Lazard in 1996.

Mr. Ramachandran is a Managing Director of Lazard and a portfolio manager/analyst specializing in emerging market currency and debt. He joined Lazard in 1997.

**Portfolio Management**

Team Management. Portfolio managers at Lazard manage multiple accounts for a diverse client base, including private clients, institutions and investment funds. Lazard manages all portfolios on a team basis. The team is involved at all levels of the investment process. This team approach allows for every portfolio manager to benefit from his/her peers, and for clients to receive the firm's best thinking, not that of a single portfolio manager. Lazard manages all like investment mandates against a model portfolio. Specific client objectives, guidelines or limitations then are applied against the model, and any necessary adjustments are made.

Material Conflicts Related to Management of Similar Accounts. Although the potential for conflicts of interest exist when an investment adviser and portfolio managers manage other accounts that invest in securities in which the Registrant may invest or that may pursue a strategy similar to one of the Registrant's component strategies (collectively, "Similar Accounts"), Lazard has procedures in place that are designed to ensure that all accounts are treated fairly and that the Registrant is not disadvantaged, including procedures regarding trade allocations and conflicting trades (*e.g.*, long and short positions in the same security, as described below). In addition, the Registrant, as a registered investment company, is subject to



different regulations than certain of the Similar Accounts, and, consequently, may not be permitted to engage in all the investment techniques or transactions, or to engage in such techniques or transactions to the same degree, as the Similar Accounts.

Potential conflicts of interest may arise because of Lazard's management of the Registrant and Similar Accounts. For example, conflicts of interest may arise with both the aggregation and allocation of securities transactions and allocation of limited investment opportunities, as Lazard may be perceived as causing accounts it manages to participate in an offering to increase Lazard's overall allocation of securities in that offering, or to increase Lazard's ability to participate in future offerings by the same underwriter or issuer. Allocations of bunched trades, particularly trade orders that were only partially filled due to limited availability, and allocation of investment opportunities generally, could raise a potential conflict of interest, as Lazard may have an incentive to allocate securities that are expected to increase in value to preferred accounts. Initial public offerings, in particular, are frequently of very limited availability. Additionally, portfolio managers may be perceived to have a conflict of interest because of the large number of Similar Accounts, in addition to the Registrant, that they are managing on behalf of Lazard. In addition, Lazard could be viewed as having a conflict of interest to the extent that Lazard and/or portfolio managers have a materially larger investment in a Similar Account than their investment in the Registrant. Although Lazard does not track each individual portfolio manager's time dedicated to each account, Lazard periodically reviews each portfolio manager's overall responsibilities to ensure that he or she is able to allocate the necessary time and resources to effectively manage the Registrant.

A potential conflict of interest may be perceived to arise if transactions in one account closely follow related transactions in a different account, such as when a purchase increases the value of securities previously purchased by the other account, or when a sale in one account lowers the sale price received in a sale by a second account. Lazard and certain of the Registrant's portfolio managers manage hedge funds that are subject to performance/incentive fees. Certain hedge funds managed by Lazard may also be permitted to sell securities short. However, Lazard currently does not have any portfolio managers that manage both hedge funds that engage in short sales and long-only accounts, including open-end and closed-end registered investment companies. When Lazard engages in short sales of securities of the type in which the Registrant invests, Lazard could be seen as harming the performance of the Registrant for the benefit of the account engaging in short sales if the short sales cause the market value of the securities to fall. As described above, Lazard has procedures in place to address these conflicts.

Accounts Managed by the Portfolio Managers. The chart below includes information regarding the members of the portfolio management team responsible for managing the Registrant. Specifically, it shows the number of portfolios and assets managed by management teams of which each of the Registrant's portfolio managers is a member. Regardless of the number of accounts, the portfolio management team still manages each account based on a model portfolio as described above.

Portfolio Manager	Registered Investment Companies (\$*)#	Other Pooled Investment Vehicles (\$*)#	Other Accounts (\$*)#,+
Ardra Belitz	3 (282.8 million)	6 (2.5 billion)	3 (326.7 million)
Michael G. Fry	9 (3.7 billion)	5 (178.4 million)	196 (10.0 billion)
Ronald Temple	12 (9.4 billion)	12 (1.3 billion)	172 (5.8 billion)
James M. Donald	13 (21.4 billion)	19 (7.9 billion)	188 (14.5 billion)
Andrew D. Lacey	17 (11.0 billion)	14 (1.6 billion)	183 (6.1 billion)
Ganesh Ramachandran	3 (282.8 million)	6 (2.5 billion)	3 (326.7 million)
Michael Powers	9 (3.7 billion)	5 (178.4 million)	196 (10.0 billion)

\* Total assets in accounts as of December 31, 2012.

# The following portfolio managers manage accounts with respect to which the advisory fee is based on the performance of the account:

(1) Mr. Donald manages one other pooled investment vehicle, three other accounts and one registered investment company with assets under management of approximately \$5.4 million, \$1.7 billion and \$2.1 billion, respectively.

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(2) Mr. Fry and Mr. Powers manage one registered investment company and one other account with assets under management of approximately \$2.1 billion and \$80.3 million, respectively.

(3) Mr. Lacey and Mr. Temple manage one registered investment company and one other account with assets under management of approximately \$6.4 billion and \$319.7 million, respectively.

(4) Ms. Belitz and Mr. Ramachandran manage four other pooled investment vehicles with assets under management of approximately \$2.2 billion.

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+ Includes an aggregation of any Similar Accounts within managed account programs where the third party program sponsor is responsible for applying specific client objectives, guidelines and limitations against the model portfolio managed by the portfolio management team.

### Compensation for Portfolio Managers

Lazard's portfolio managers are generally responsible for managing multiple types of accounts that may, or may not, invest in securities in which the Registrant may invest or pursue a strategy similar to one of the Registrant's component strategies. Portfolio managers responsible for managing the Registrant may also manage sub-advised registered investment companies, collective investment trusts, unregistered funds and/or other pooled investment vehicles, separate accounts, separately managed account programs (often referred to as wrap accounts) and model portfolios.

During the fiscal year covered by this Report on Form N-CSR, Lazard compensates portfolio managers by a competitive salary and bonus structure, which is determined both quantitatively and qualitatively. Salary and bonus are paid in cash, stock and restricted fund interests. Portfolio managers are compensated on the performance of the aggregate group of portfolios managed by the teams of which they are a member rather than for a specific fund or account. Various factors are considered in the determination of a portfolio manager's compensation. All of the portfolios managed by a portfolio manager are comprehensively evaluated to determine his or her positive and consistent performance contribution over time. Further factors include the amount of assets in the portfolios as well as qualitative aspects that reinforce Lazard's investment philosophy.

Total compensation is generally not fixed, but rather is based on the following factors: (i) leadership, teamwork and commitment, (ii) maintenance of current knowledge and opinions on companies owned in the portfolio; (iii) generation and development of new investment ideas, including the quality of security analysis and identification of appreciation catalysts; (iv) ability and willingness to develop and share ideas on a team basis; and (v) the performance results of the portfolios managed by the investment teams of which the portfolio manager is a member.

Variable bonus is based on the portfolio manager's quantitative performance as measured by his or her ability to make investment decisions that contribute to the pre-tax absolute and relative returns of the accounts managed by the teams of which the portfolio manager is a member, by comparison of each account to a predetermined benchmark (as set forth in the prospectus or other governing document) over the current fiscal year and the longer-term performance (3-, 5- or 10-year, if applicable) of such account, as well as performance of the account relative to peers. The variable bonus for the Registrant's portfolio management team in respect of its management of the Registrant is determined by reference to the Morgan Stanley Capital International (MSCI®) World Index. The portfolio manager's bonus also can be influenced by subjective measurement of the manager's ability to help others make investment decisions. Portfolio managers managing accounts that pay performance fees may receive a portion of the performance fee as part of their compensation.

### Ownership of Registrant Securities

As of December 31, 2012, the portfolio managers of the Registrant owned the following shares of Common Stock of the Registrant.

Portfolio Manager	Market Value of Shares
Ardra Belitz	None
James M. Donald	\$100,001-\$500,000
Andrew D. Lacey	\$50,001-\$100,000
Ganesh Ramachandran	\$10,001-\$50,000
Michael Powers	None
Michael G. Fry	None
Ronald Temple	\$100,001-\$500,000

### ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

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### ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There were no material changes to the procedures by which shareholders may recommend nominees to the Registrant's Board of Directors during the period covered by this report. A description of these procedures can be found in the proxy statement for the Registrant's most recent shareholder meeting, which is available at [www.sec.gov](http://www.sec.gov).

### ITEM 11. CONTROLS AND PROCEDURES.

(a) The Registrant's principal executive and principal financial officers have concluded, based on their evaluation of the Registrant's disclosure controls and procedures as of a date within 90 days of the filing date of this report, that the Registrant's disclosure controls and procedures are reasonably designed to ensure that information required to be disclosed by the Registrant on Form N-CSR is recorded, processed, summarized and reported within the required time periods and that information required to be disclosed by the Registrant in the reports that it files or submits on Form N-CSR is accumulated and communicated to the Registrant's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

(b) There were no changes to the Registrant's internal control over financial reporting that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

### ITEM 12. EXHIBITS.

(a)(1) Code of Ethics referred to in Item 2.

(a)(2) Certifications of principal executive and principal financial officers as required by Rule 30a-2(a) under the Investment Company Act of 1940.

(a)(3) Not applicable.

(b) Certifications of principal executive and principal financial officers as required by Rule 30a-2(b) under the Investment Company Act of 1940.

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**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.

Lazard Global Total Return and Income Fund, Inc.

By /s/ Charles L. Carroll

Charles L. Carroll  
Chief Executive Officer

Date March 11, 2013

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 /s/ Charles L. Carroll

Charles L. Carroll  
Chief Executive Officer

Date March 11, 2013

By /s/ Stephen St. Clair

Stephen St. Clair  
Chief Financial Officer

Date March 11, 2013

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