

GDL FUND  
Form N-Q  
May 27, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
**FORM N-Q**  
**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811-21969

The GDL Fund

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

Bruce N. Alpert

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

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

Date of fiscal year end: December 31

Date of reporting period: March 31, 2016

## Edgar Filing: GDL FUND - Form N-Q

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q unless the Form displays a currently valid Office of Management and Budget ( OMB ) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

**Item 1. Schedule of Investments.**

The Schedule(s) of Investments is attached herewith.

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**The GDL Fund**
**First Quarter Report March 31, 2016****Mario J. Gabelli, CFA****To Our Shareholders,**

For the quarter ended March 31, 2016, the net asset value ( NAV ) total return of The GDL Fund was 1.5%, compared with a total return of 0.07% for the Bank of America Merrill Lynch 3 Month U.S. Treasury Bill Index. The total return for the Fund's publicly traded shares was 1.4%. The Fund's NAV per share was \$11.95, while the price of the publicly traded shares closed at \$9.99 on the New York Stock Exchange ( NYSE ). See below for additional performance information.

Enclosed is the schedule of investments as of March 31, 2016.

**Comparative Results****Average Annual Returns through March 31, 2016 (a) (Unaudited)**

	Quarter	1 Year	3 Year	5 Year	Since Inception (01/31/07)
<b>GDL Fund</b>					
<b>NAV Total Return (b)</b>	1.52%	3.39%	3.66%	2.96%	2.87%
<b>Investment Total Return (c)</b>	1.40	2.97	2.39	2.87	1.45
Bank of America Merrill Lynch 3 Month U.S. Treasury Bill Index	0.07	0.12	0.07	0.08	0.80

(a) Returns represent past performance and do not guarantee future results. Investment returns and the principal value of an investment will fluctuate. When shares are sold, they may be worth more or less than their original cost. Current performance may be lower or higher than the performance data presented. Visit [www.gabelli.com](http://www.gabelli.com) for performance information as of the most recent month end. Performance returns for periods of less than one year are not annualized. Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The Bank of America Merrill Lynch 3 Month U.S. Treasury Bill Index is comprised of a single issue purchased at the beginning of the month and held for a full month. At the end of the month, that issue is sold and rolled into the outstanding Treasury Bill that matures closest to, but not beyond three months from the re-balancing date. To qualify for selection, an issue must have settled on or before the re-balancing (month end) date. Dividends are not reinvested for the Bank of America Merrill Lynch 3 Month U.S. Treasury Bill Index. You cannot invest directly in an index.

(b) Total returns and average annual returns reflect changes in the NAV per share and reinvestment of distributions at NAV on the ex-dividend date and are net of expenses. Since inception return is based on an initial NAV of \$19.06.

(c) Total returns and average annual returns reflect changes in closing market values on the NYSE and reinvestment of distributions. Since inception return is based on an initial offering price of \$20.00.

**The GDL Fund****Schedule of Investments March 31, 2016 (Unaudited)**

Shares		Market Value
	<b>COMMON STOCKS 59.9%</b>	
	<b>Aerospace and Defense 0.0%</b>	
4,000	Kratos Defense & Security Solutions Inc.	\$ 19,800
	<b>Automotive: Parts and Accessories 0.0%</b>	
3,100	Federal-Mogul Holdings Corp.	30,628
	<b>Building and Construction 1.7%</b>	
23,000	Fortune Brands Home & Security Inc.	1,288,920
400,000	Italcementi SpA	4,688,158
2,800	Norbord Inc.	55,709
		6,032,787
	<b>Business Services 2.7%</b>	
27,108	Blackhawk Network Holdings Inc.	929,804
92,138	Clear Channel Outdoor Holdings Inc., Cl. A	433,049
92,398	exactEarth Ltd.	197,069
3,000	Funespana SA	24,237
190,000	GrainCorp Ltd., Cl. A	1,098,156
2,000	KBC Advanced Technologies plc	6,011
22,500	Penna Consulting plc	117,467
21,853	R. R. Donnelley & Sons Co.	358,389
327,200	USG People NV	6,470,950
		9,635,132
	<b>Cable and Satellite 4.4%</b>	
9,000	AMC Networks Inc., Cl. A	584,460
100,000	Cablevision Systems Corp., Cl. A	3,300,000

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76,527	Crown Media Holdings Inc., Cl. A	388,757
27,628	Liberty Global plc, Cl. A	1,063,678
60,000	Liberty Global plc, Cl. C	2,253,600
1,381	Liberty Global plc LiLAC, Cl. A	48,418
3,000	Liberty Global plc LiLAC, Cl. C	113,640
200,000	Sky plc	2,941,430
23,000	Time Warner Cable Inc.	4,706,260
4,000	Time Warner Inc.	290,200
		15,690,443

**Computer Hardware 0.0%**

500	Data Modul AG	22,474
17,000	Hutchinson Technology Inc.	62,220
		84,694

**Computer Software and Services 0.6%**

15,000	EMC Corp.	399,750
2,000	Engineering SpA	149,065
200	InterXion Holding NV	6,916
500	Qihoo 360 Technology Co Ltd., ADR	37,775
40,000	Yahoo! Inc.	1,472,400
		2,065,906

**Consumer Products and Services 3.2%**

90,000	Avon Products Inc.(a)	432,900
1,000	Bang & Olufsen A/S	10,842
80,000	Jarden Corp.	4,716,000

**Shares**

		<b>Market Value</b>
1,500	Kuoni Reisen Holding AG, Class B	\$ 562,763
1,799	Sequential Brands Group Inc.	11,496
140,000	The ADT Corp.	5,776,400
2,000	Tumi Holdings Inc.	53,640
		11,564,041

**Diversified Industrial 1.2%**

300,000	Blount International Inc.	2,994,000
15,000	ITT Corp.	553,350
45,000	Myers Industries Inc.	578,700

4,126,050

**Educational Services 0.0%**

12,000	Apollo Education Group Inc.	98,580
44,000	Corinthian Colleges Inc.	42

98,622

**Electronics 2.8%**

190,000	Alliance Semiconductor Corp.	133,000
85,900	Axis Communications AB	3,566,888
76,000	Bel Fuse Inc., Cl. A	1,062,860
5,000	Checkpoint Systems Inc.	50,600
75,000	Newport Corp.	1,725,000
50,000	Rofin-Sinar Technologies Inc.	1,611,000
50,000	Tyco International plc	1,835,500

9,984,848

**Energy and Utilities 12.8%**

10,000	AGL Resources Inc.	651,400
170,000	Alvopetro Energy Ltd.	39,269
7,000	Avangrid Inc.	280,770
5,000	Baker Hughes Inc.	219,150
273,000	Cameron International Corp.	18,304,650
201,000	Cleco Corp.	11,097,210
67,000	Columbia Pipeline Group Inc.	1,681,700
72,000	Endesa SA	1,382,142
460,000	Gulf Coast Ultra Deep Royalty Trust	39,100
6,000	Hawaiian Electric Industries Inc.	194,400
2,000	ITC Holdings Corp.	87,140
76,000	Noble Energy Inc.	2,387,160
10,000	NRG Energy Inc.	130,100
25,000	Piedmont Natural Gas Co. Inc.	1,495,750
219,000	PowerSecure International Inc.	4,093,110
60,000	Questar Corp.	1,488,000
25,000	TECO Energy Inc.	688,250
31,200	The Empire District Electric Co.	1,031,160
50,000	WesternZagros Resources Ltd.	2,695
36,000	Whiting Petroleum Corp.	287,280

45,580,436

<b>Entertainment 1.3%</b>		
30,000	Carmike Cinemas Inc.	901,200
225,000	Media General Inc.	3,669,750
2,000	SFX Entertainment Inc.	78

See accompanying notes to schedule of investments.



**The GDL Fund****Schedule of Investments (Continued) March 31, 2016 (Unaudited)**

Shares		Market Value
<b>COMMON STOCKS (Continued)</b>		
<b>Entertainment (Continued)</b>		
3,000	Youku Tudou Inc., ADR	\$ 82,470
		4,653,498
<b>Equipment and Supplies 0.1%</b>		
1,500	SL Industries Inc.	51,000
2,500	The Middleby Corp.	266,925
		317,925
<b>Financial Services 2.1%</b>		
30,000	Astoria Financial Corp.	475,200
8,000	BB&T Corp.	266,160
51,000	First Niagara Financial Group Inc.	493,680
170,000	National Interstate Corp.	5,086,400
200	National Penn Bancshares Inc.	2,128
60,000	Navient Corp.	718,200
60,000	SLM Corp.	381,600
1,000	The Phoenix Companies Inc.	36,840
1,501	Willis Towers Watson plc	178,109
		7,638,317
<b>Food and Beverage 2.3%</b>		
1,310,000	Parmalat SpA	3,625,266
939,500	Premier Foods plc	769,131
8,000	SABMiller plc	489,013
19,375	Snyder's-Lance Inc.	609,925
69,000	The Fresh Market Inc.	1,968,570
3,000,000	Yashili International Holdings Ltd.	676,778

8,138,683

**Health Care 5.5%**

347,900	Affymetrix Inc.	4,870,600
108,000	Alere Inc.	5,465,880
332,000	Allenex AB	102,239
2,000	Allergan plc	536,060
550,000	ArthroCare Corp. Stub	192,500
68,000	AstraZeneca plc, ADR	1,914,880
75,000	Baxalta Inc.	3,030,000
5,500	Cigna Corp.	754,820
2,800	Humana Inc.	512,260
1,000	ICU Medical Inc.	104,100
4,000	Illumina Inc.	648,440
6,000	Mylan NV	278,100
18,000	Rhoen Klinikum AG	560,189
15,000	Smith & Nephew plc	247,321
7,500	Smith & Nephew plc, ADR	249,900

19,467,289

**Hotels and Gaming 0.9%**

28,000	Belmond Ltd., Cl. A	265,720
1,000	MGM Resorts International	21,440

		<b>Market Value</b>
<b>Shares</b>		
35,000	Starwood Hotels & Resorts Worldwide Inc.	\$ 2,920,050

3,207,210

**Machinery 0.5%**

3,000	Bolzoni SpA	14,501
6,000	CNH Industrial NV	40,794
42,000	Xylem Inc.	1,717,800

1,773,095

**Metals and Mining 0.6%**

75,001	Alamos Gold Inc., Cl. A	396,755
35,504	AuRico Metals Inc.	20,503
3,000	Osisko Gold Royalties Ltd.	32,039
16,000	Vulcan Materials Co.	1,689,120

2,138,417

**Publishing 1.8%**

460,000	Journal Media Group Inc.	5,501,600
10,000	Meredith Corp.	475,000
136,000	SCMP Group Ltd.	33,047
27,000	The E.W. Scripps Co., Cl. A	420,930

6,430,577

**Real Estate 0.0%**

3,000	Conwert Immobilien Invest SE	48,099
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**Retail 2.0%**

12,000	Office Depot Inc.	85,200
415,000	Rite Aid Corp.	3,382,250
200,000	RONA Inc.	3,645,043

7,112,493

**Semiconductors 2.3%**

108,145	Atmel Corp.	878,137
356,432	Fairchild Semiconductor International Inc.	7,128,640
3,000	KLA-Tencor Corp.	218,430
2,000	Mattson Technology Inc.	7,300

8,232,507

**Specialty Chemicals 5.8%**

95,000	Airgas Inc.	13,455,800
2,000	Ashland Inc.	219,920
50,000	Axiall Corp.	1,092,000
10,000	SGL Carbon SE	102,787
1,500	Syngenta AG, ADR	124,230
52,000	The Valspar Corp.	5,565,040

20,559,777

<b>Telecommunications 2.7%</b>		
690,000	Asia Satellite Telecommunications Holdings Ltd.	946,406
10,000	Axia NetMedia Corp.	32,262
200,000	Koninklijke KPN NV	838,179
1,000	Loral Space & Communications Inc.	35,130
58,000	Sprint Corp.	201,840

See accompanying notes to schedule of investments.

**The GDL Fund****Schedule of Investments (Continued) March 31, 2016 (Unaudited)**

Shares		Market Value
<b>COMMON STOCKS (Continued)</b>		
<b>Telecommunications (Continued)</b>		
150,000	Telenet Group Holding NV	\$ 7,592,938
		9,646,755
<b>Transportation 2.3%</b>		
852,050	TNT Express NV	7,645,869
2,000	XPO Logistics Europe SA	460,509
		8,106,378
<b>Wireless Communications 0.3%</b>		
25,000	T-Mobile US Inc.	957,500
	<b>TOTAL COMMON STOCKS</b>	<b>213,341,907</b>
<b>RIGHTS 0.6%</b>		
<b>Health Care 0.2%</b>		
187,200	Adolor Corp., CPR, expire 07/01/19	97,344
79,391	Ambit Biosciences Corp., CVR	47,635
201,600	American Medical Alert Corp.	2,016
18,000	Chelsea Therapeutics International Ltd., CVR	1,980
270,000	Durata Therapeutics Inc., CVR, expire 12/31/20	0
229,178	Dyax Corp., CVR, expire 12/31/19	254,388
100	Omthera Pharmaceuticals Inc., expire 12/31/20	60
217,620	Prosensa Holding, CVR	215,444
206,000	Synergetics USA Inc., CVR	20,600
346,322	Teva Pharmaceutical Industries Ltd., CCCP, expire 02/20/23	183,551
186,000	Trius Therapeutics, CVR	24,180

847,198

**Retail 0.1%**

400,000	Safeway Casa Ley, CVR, expire 01/30/19	180,000
400,000	Safeway PDC, CVR, expire 01/30/17	19,520

199,520

**Wireless Communications 0.3%**

470,000	Leap Wireless International Inc., CVR, expire 03/14/17	1,184,400
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**TOTAL RIGHTS**

2,231,118

**WARRANTS 0.0%****Energy and Utilities 0.0%**

35,000	Kinder Morgan Inc., expire 05/25/17	1,276
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**Metals and Mining 0.0%**

850	HudBay Minerals Inc., expire 07/20/18	196
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**TOTAL WARRANTS**

1,472

**Principal  
Amount****Market  
Value****U.S. GOVERNMENT OBLIGATIONS 39.5%**

\$141,006,000	U.S. Treasury Bills, 0.070% to 0.552% , 04/07/16 to 09/22/16(b)	\$ 140,896,873
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**TOTAL INVESTMENTS 100.0%**

(Cost \$354,416,150) \$ 356,471,370

Aggregate tax cost \$ 356,159,271

Gross unrealized appreciation \$ 14,447,100

Gross unrealized depreciation (14,135,001)

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Net unrealized appreciation \$ 312,099

Shares		Market Value
	<b>SECURITIES SOLD SHORT (6.0)%</b>	
	<b>Broadcasting (0.1)%</b>	
10,334	Nexstar Broadcasting Group Inc., Cl. A	\$ 457,486
	<b>Cable and Satellite (0.4)%</b>	
6,184	Charter Communications Inc., Cl. A	1,251,827
	<b>Consumer Products and Services (0.8)%</b>	
66,977	Newell Rubbermaid Inc.	2,966,411
	<b>Energy and Utilities (4.1)%</b>	
1,000	Halliburton Co.	35,720
1,447	NextEra Energy Inc.	171,238
195,468	Schlumberger Ltd.	14,415,765
		14,622,723
	<b>Financial Services 0.0%</b>	
6,000	New York Community Bancorp Inc.	95,400
	<b>Health Care (0.6)%</b>	
11,115	Shire plc, ADR.	1,910,669
	<b>Retail 0.0%</b>	
2,625	Staples Inc.	28,954
	<b>TOTAL SECURITIES SOLD SHORT</b>	
	(Proceeds received \$20,081,313)	\$ 21,333,470
	Aggregate proceeds	\$ (20,081,313)
	Gross unrealized appreciation	\$ 164,629
	Gross unrealized depreciation	(1,416,786)
	Net unrealized depreciation	\$ (1,252,157)

See accompanying notes to schedule of investments.





**The GDL Fund****Schedule of Investments (Continued) March 31, 2016 (Unaudited)**

<b>Principal Amount</b>		<b>Settlement Date</b>	<b>Unrealized Appreciation/Depreciation</b>
<b>FORWARD FOREIGN EXCHANGE CONTRACTS (c) (0.1)%</b>			
10,200,000(d)	Deliver British Pounds in exchange for United States Dollars 14,683,216	04/29/16	\$ 32,092
4,500,000(e)	Deliver Canadian Dollars in exchange for British Pounds 3,442,841	04/29/16	(22,158)
29,200,000(f)	Deliver Euros in exchange for United States Dollars 33,004,118	04/29/16	(251,531)
29,000,000(g)	Deliver Swedish Kronor in exchange for United States Dollars 3,541,920	04/29/16	(33,932)
<b>TOTAL FORWARD FOREIGN EXCHANGE CONTRACTS</b>			<b>\$ (275,529)</b>

<b>Notional Amount</b>		<b>Termination Date</b>	
<b>EQUITY CONTRACT FOR DIFFERENCE SWAP AGREEMENTS (h) 0.1%</b>			
\$ 6,092 (70,000 Shares)	Gulf Keystone Petroleum Ltd.	06/28/16	\$ 1,871
432,608 (510,000 Shares)	Premier Foods plc	03/31/17	(15,091)
10,320,815 (172,000 Shares)	SABMiller plc	10/14/16	192,958
13,430 (5,000 Shares)	XChanging plc	10/18/16	286
<b>TOTAL EQUITY CONTRACT FOR DIFFERENCE SWAP AGREEMENTS</b>			<b>\$ 180,024</b>

- (a) At March 31, 2016, securities, or a portion thereof, with a value of \$177,970 were reserved and/or pledged for collateral with the custodian for securities sold short, equity contract for difference swap agreements, and forward foreign exchange contracts.
- (b) At March 31, 2016, \$86,200,000 of the principal amount was pledged as collateral for securities sold short, equity contract for difference swap agreements, and forward foreign exchange contracts.
- (c) At March 31, 2016, the Fund had entered into forward foreign exchange contracts with State Street Bank and Trust Co.
- (d) Principal amount denoted in British Pounds.

- (e) Principal amount denoted in Canadian Dollars.
- (f) Principal amount denoted in Euros.
- (g) Principal amount denoted in Swedish Kronor.
- (h) At March 31, 2016, the Fund had entered into equity contract for difference swap agreements with The Goldman Sachs Group, Inc.

Non-income producing security.

Represents annualized yield at date of purchase.

ADR American Depositary Receipt

CCCP Contingent Cash Consideration Payment

CVR Contingent Value Right

CPR Contingent Payment Right

<b>Geographic Diversification</b>	<b>% of Market Value</b>	<b>Market Value</b>
<b>Long Positions</b>		
North America	84.8%	\$ 302,248,725
Europe	14.3	51,082,293
Latin America	0.6	2,042,196
Asia/Pacific	0.3	1,098,156
<b>Total Investments</b>	<b>100.0%</b>	<b>\$ 356,471,370</b>
<b>Short Positions</b>		
Latin America	(4.0)%	\$ (14,415,765)
North America	(1.4)	(5,007,036)
Europe	(0.6)	(1,910,669)
<b>Total Investments</b>	<b>(6.0)%</b>	<b>\$ (21,333,470)</b>

See accompanying notes to schedule of investments.

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## The GDL Fund

### Notes to Schedule of Investments (Unaudited)

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

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

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

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

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

- Level 1 quoted prices in active markets for identical securities;
- Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.); and

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

**The GDL Fund****Notes to Schedule of Investments (Unaudited) (Continued)**

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input both individually and in the aggregate that is significant to the fair value measurement. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of the Fund's investments in securities and other financial instruments by inputs used to value the Fund's investments as of March 31, 2016 is as follows:

	<b>Valuation Inputs</b>			<b>Total Market Value at 3/31/16</b>
	<b>Level 1 Quoted Prices</b>	<b>Level 2 Other Significant Observable Inputs</b>	<b>Level 3 Significant Unobservable Inputs</b>	
<b>INVESTMENTS IN SECURITIES:</b>				
<b>ASSETS (Market Value):</b>				
Common Stocks:				
Educational Services	\$ 98,580		\$ 42	\$ 98,622
Electronics	8,921,988	\$ 1,062,860		9,984,848
Health Care	14,404,189	4,870,600	192,500	19,467,289
Publishing	6,397,530		33,047	6,430,577
Telecommunications	8,700,349	946,406		9,646,755
Transportation	7,645,869	460,509		8,106,378
Other Industries (a)	159,607,438			159,607,438
<b>Total Common Stocks</b>	<b>205,775,943</b>	<b>7,340,375</b>	<b>225,589</b>	<b>213,341,907</b>
Rights (a)			2,231,118	2,231,118
Warrants (a)	1,472			1,472
U.S. Government Obligations		140,896,873		140,896,873
<b>TOTAL INVESTMENTS IN SECURITIES ASSETS</b>	<b>\$ 205,777,415</b>	<b>\$ 148,237,248</b>	<b>\$ 2,456,707</b>	<b>\$ 356,471,370</b>
<b>LIABILITIES (Market Value):</b>				
Common Stocks Sold Short (a)	\$ (21,333,470)			\$ (21,333,470)
<b>TOTAL INVESTMENTS IN SECURITIES -</b>	<b>\$ (21,333,470)</b>			<b>\$ (21,333,470)</b>

**LIABILITIES****OTHER FINANCIAL  
INSTRUMENTS:\*****ASSETS (Unrealized  
Appreciation):****FORWARD CURRENCY  
EXCHANGE CONTRACTS**

Forward Foreign Exchange Contracts	\$	32,092	\$	32,092
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**EQUITY CONTRACTS**

Contract for Difference Swap Agreements		195,115	\$	195,115
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**LIABILITIES (Unrealized  
Depreciation):****FORWARD CURRENCY  
EXCHANGE CONTRACTS**

Forward Foreign Exchange Contracts		(307,621)		(307,621)
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**EQUITY CONTRACTS**

Contract for Difference Swap Agreements		(15,091)		(15,091)
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**TOTAL OTHER  
FINANCIAL  
INSTRUMENTS:**

	\$	(95,505)	\$	(95,505)
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(a) Please refer to the Schedule of Investments ( SOI ) for the industry classifications of these portfolio holdings.

\* Other financial instruments are derivatives reflected in the SOI, such as options, futures, forwards, and swaps, which may be valued at the unrealized appreciation/depreciation of the instrument.

During the period ended March 31, 2016, common stock transferred from Level 1 to Level 2 due to a decline in market activity (e.g. frequency of trades) which resulted in a lack in available market inputs to determine price. The beginning of the period value of the securities that transferred from Level 1 to Level 2 during the period amounted to \$2,422,320 or 1.04% of net assets as of December 31, 2015. The Fund's policy is to recognize transfers among Levels as of the beginning of the reporting period.

## The GDL Fund

### Notes to Schedule of Investments (Unaudited) (Continued)

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

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

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

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

**Merger Arbitrage Risk.** The principal risk associated with the Fund's investment strategy is that certain of the proposed reorganizations in which the Fund invests may involve a longer time frame than originally contemplated or be renegotiated or terminated, in which case losses may be realized. The Fund invests all or a portion of its assets to seek short term capital appreciation. This can be expected to increase the portfolio turnover rate and cause increased brokerage commission costs.

**Derivative Financial Instruments.** The Fund may engage in various portfolio investment strategies by investing in a number of derivative financial instruments for the purposes of increasing the income of the Fund, hedging against changes in the value of its portfolio securities and in the value of securities it intends to purchase, or hedging against a specific transaction with respect to either the currency in which the transaction is denominated or another currency. Investing in certain derivative financial instruments, including participation in the options, futures, or swap markets, entails certain execution, liquidity, hedging, tax, and securities, interest, credit, or currency market risks. Losses may arise if the Adviser's prediction of movements in the direction of the securities, foreign currency, and interest rate markets is inaccurate. Losses may also arise if the counterparty does not perform its duties under a contract, or that, in the event of default, the Fund may be delayed in or prevented from obtaining payments or other contractual remedies owed to it under derivative contracts. The creditworthiness of the counterparties is closely monitored in order to

minimize these risks. Participation in derivative transactions involves investment risks, transaction costs, and potential losses to which the Fund would not be subject absent the use of these strategies. The consequences of these risks, transaction costs, and losses may have a negative impact on the Fund's ability to pay distributions.



**The GDL Fund****Notes to Schedule of Investments (Unaudited) (Continued)**

The Fund's derivative contracts held at March 31, 2016, if any, are not accounted for as hedging instruments under GAAP and are disclosed in the Schedule of Investments together with the related counterparty.

**Swap Agreements.** The Fund may enter into equity contract for difference swap transactions for the purpose of increasing the income of the Fund. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio security transactions. In an equity contract for difference swap, a set of future cash flows is exchanged between two counterparties. One of these cash flow streams will typically be based on a reference interest rate combined with the performance of a notional value of shares of a stock. The other will be based on the performance of the shares of a stock. Depending on the general state of short term interest rates and the returns on the Fund's portfolio securities at the time an equity contract for difference swap transaction reaches its scheduled termination date, there is a risk that the Fund will not be able to obtain a replacement transaction or that the terms of the replacement will not be as favorable as on the expiring transaction.

The Fund has entered into equity contract for difference swap agreement with The Goldman Sachs Group, Inc. Details of the swap at March 31, 2016 are reflected within the Schedule of Investments and further details are as follows:

<b>Notional Amount</b>	<b>Equity Security Received</b>	<b>Interest Rate/Equity Security Paid</b>	<b>Termination Date</b>	<b>Net Unrealized Appreciation Depreciation</b>
	Market Value	One Month LIBOR plus 90 bps plus		
	Appreciation on:	Market Value Depreciation on:		
\$6,092(70,000 Shares)	Gulf Keystone Petroleum Ltd.	Gulf Keystone Petroleum Ltd.	06/28/16	\$1,871
\$432,608 (510,000 Shares)	Premier Foods plc	Premier Foods plc	03/31/17	(15,091)
10,320,815 (172,000 Shares)	SABMiller plc	SABMiller plc	10/14/16	192,958
\$ 13,430 (5,000 Shares)	XChanging plc	XChanging plc	10/18/16	286
				<u>\$180,024</u>

**Forward Foreign Exchange Contracts.** The Fund may engage in forward foreign exchange contracts for the purpose of hedging a specific transaction with respect to either the currency in which the transaction is denominated or another currency as deemed appropriate by the Adviser. Forward foreign exchange contracts are valued at the forward rate and are marked-to-market daily. The change in market value is included in unrealized appreciation/depreciation on foreign currency translations. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

The use of forward foreign exchange contracts does not eliminate fluctuations in the underlying prices of the Fund's portfolio securities, but it does establish a rate of exchange that can be achieved in the future. Although forward foreign exchange contracts limit the risk of loss due to a decline in the value of the hedged currency, they also limit any potential gain that might result should the value of the currency increase. Forward foreign exchange contracts at

March 31, 2016 are presented within the Schedule of Investments.

**Options.** The Fund may purchase or write call or put options on securities or indices for the purpose of increasing the income of the Fund. As a writer of put options, the Fund receives a premium at the outset and then bears the risk of unfavorable changes in the price of the financial instrument underlying the option. The Fund would incur a loss if the price of the underlying financial instrument decreases between the date the option is written and the date on which the option is terminated. The Fund would realize a gain, to the extent of the premium, if the price of the financial instrument increases between those dates.

**The GDL Fund****Notes to Schedule of Investments (Unaudited) (Continued)**

As a purchaser of put options, the Fund pays a premium for the right to sell to the seller of the put option the underlying security at a specified price. The seller of the put has the obligation to purchase the underlying security upon exercise at the exercise price. If the price of the underlying security declines, the Fund would realize a gain upon sale or exercise. If the price of the underlying security increases or stays the same, the Fund would realize a loss upon sale or at expiration date, but only to the extent of the premium paid.

If a written call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether there has been a realized gain or loss. If a written put option is exercised, the premium reduces the cost basis of the security. In the case of call options, the exercise prices are referred to as in-the-money, at-the-money, and out-of-the-money, respectively. The Fund may write (a) in-the-money call options when the Adviser expects that the price of the underlying security will remain stable or decline during the option period, (b) at-the-money call options when the Adviser expects that the price of the underlying security will remain stable, decline, or advance moderately during the option period, and (c) out-of-the-money call options when the Adviser expects that the premiums received from writing the call option will be greater than the appreciation in the price of the underlying security above the exercise price. By writing a call option, the Fund limits its opportunity to profit from any increase in the market value of the underlying security above the exercise price of the option. Out-of-the-money, at-the-money, and in-the-money put options (the reverse of call options as to the relation of exercise price to market price) may be utilized in the same market environments that such call options are used in equivalent transactions. At March 31, 2016, the Fund did not hold any written options contracts.

The following table summarizes the net unrealized appreciation/(depreciation) of derivatives held at March 31, 2016 by primary risk exposure:

<b>Asset Derivatives:</b>	<b>Net Unrealized Appreciation/ Depreciation</b>
Forward Foreign Exchange Contracts	\$ 32,092
Equity Contract for Difference Swap Agreements	195,115
<b>Total</b>	<b>\$ 227,207</b>
 <b>Liability Derivatives:</b>	
Forward Foreign Exchange Contracts	\$ (307,621)
Equity Contract for Difference Swap Agreements	(15,091)

Total	\$ (322,712)
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***Limitations on the Purchase and Sale of Futures Contracts, Certain Options, and Swaps.*** Subject to the guidelines of the Board, the Fund may engage in commodity interest transactions (generally, transactions in futures, certain options, certain currency transactions, and certain types of swaps) only for bona fide hedging or other permissible transactions in accordance with the rules and regulations of the Commodity Futures Trading

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**The GDL Fund****Notes to Schedule of Investments (Unaudited) (Continued)**

Commission ( CFTC ). Pursuant to amendments by the CFTC to Rule 4.5 under the Commodity Exchange Act ( CEA ), the Adviser has filed a notice of exemption from registration as a commodity pool operator with respect to the Fund. The Fund and the Adviser are therefore not subject to registration or regulation as a commodity pool operator under the CEA. In addition, certain trading restrictions are now applicable to the Fund as of January 1, 2013. These trading restrictions permit the Fund to engage in commodity interest transactions that include (i) bona fide hedging transactions, as that term is defined and interpreted by the CFTC and its staff, without regard to the percentage of the Fund's assets committed to margin and options premiums and (ii) non-bona fide hedging transactions, provided that the Fund does not enter into such non-bona fide hedging transactions if, immediately thereafter, either (a) the sum of the amount of initial margin deposits on the Fund's existing futures positions or swaps positions and option or swaption premiums would exceed 5% of the market value of the Fund's liquidating value, after taking into account unrealized profits and unrealized losses on any such transactions, or (b) the aggregate net notional value of the Fund's commodity interest transactions would not exceed 100% of the market value of the Fund's liquidating value, after taking into account unrealized profits and unrealized losses on any such transactions. Therefore, in order to claim the Rule 4.5 exemption, the Fund is limited in its ability to invest in commodity futures, options, and certain types of swaps (including securities futures, broad based stock index futures, and financial futures contracts). As a result, in the future, the Fund will be more limited in its ability to use these instruments than in the past, and these limitations may have a negative impact on the ability of the Adviser to manage the Fund, and on the Fund's performance.

**Securities Sold Short.** The Fund may enter into short sale transactions. Short selling involves selling securities that may or may not be owned and, at times, borrowing the same securities for delivery to the purchaser, with an obligation to replace such borrowed securities at a later date. The proceeds received from short sales are recorded as liabilities and the Fund records an unrealized gain or loss to the extent of the difference between the proceeds received and the value of an open short position on the day of determination. The Fund records a realized gain or loss when the short position is closed out. By entering into a short sale, the Fund bears the market risk of an unfavorable change in the price of the security sold short. Dividends on short sales are recorded as an expense by the Fund on the ex-dividend date and interest expense is recorded on the accrual basis. The broker retains collateral for the value of the open positions, which is adjusted periodically as the value of the position fluctuates. Securities sold short at March 31, 2016 are reflected within the Schedule of Investments.

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



**The GDL Fund**

**Notes to Schedule of Investments (Unaudited) (Continued)**

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

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

**Restricted Securities.** The Fund may invest up to 15% of its net assets in securities for which the markets are restricted. Restricted securities include securities whose disposition is subject to substantial legal or contractual restrictions. The sale of restricted securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Securities freely saleable among qualified institutional investors under special rules adopted by the SEC may be treated as liquid if they satisfy liquidity standards established by the Board. The continued liquidity of such securities is not as well assured as that of publicly traded securities, and accordingly the Board will monitor their liquidity. At March 31, 2016, the Fund did not hold restricted securities.

**Tax Information.** The Fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended.

**THE GDL FUND**

**One Corporate Center**

**Rye, NY 10580-1422**

**Portfolio Manager Biography**

**Mario J. Gabelli, CFA**, is Chairman, Chief Executive Officer, and Chief Investment Officer - Value Portfolios of GAMCO Investors, Inc. that he founded in 1977, and Chief Investment Officer - Value Portfolios of Gabelli Funds, LLC and GAMCO Asset Management Inc. He is also Chief Executive Officer and Chairman of the Board of Directors of Associated Capital Group, Inc. Mr. Gabelli is a summa cum laude graduate of Fordham University and holds an MBA degree from Columbia Business School and Honorary Doctorates from Fordham University and Roger Williams University.

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

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

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

The NASDAQ symbol for the Net Asset Value is XGDLX.

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



**THE GDL FUND**

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**TRUSTEES**

Mario J. Gabelli, CFA

Chairman &

Chief Executive Officer,

GAMCO Investors, Inc.

Chairman & Chief

Executive Officer,

Associated Capital

Group Inc.

Anthony J. Colavita

President,

Anthony J. Colavita, P.C.

James P. Conn

Former Managing Director &

Chief Investment Officer,

Financial Security

Assurance Holdings Ltd.

Clarence A. Davis

Former Chief Executive

Officer,

Nestor, Inc.

Arthur V. Ferrara

Former Chairman &

Chief Executive Officer,

Guardian Life Insurance

Company of America

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Of Counsel,

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Wilson LLP

Edward T. Tokar

Senior Managing Director,

Beacon Trust Company

Salvatore J. Zizza

Chairman,

Zizza & Associates Corp.

## OFFICERS

Bruce N. Alpert

President

Andrea R. Mango

Secretary & Vice President

Agnes Mullady

Treasurer

Richard J. Walz

Chief Compliance Officer

Carter W. Austin

Vice President

Vincent Brasesco

Ombudsman

David I. Schachter

Vice President

**INVESTMENT ADVISER**

Gabelli Funds, LLC

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Rye, New York 10580-1422

**CUSTODIAN**

The Bank of New York Mellon

**COUNSEL**

Skadden, Arps, Slate, Meagher & Flom LLP

**TRANSFER AGENT AND**

**REGISTRAR**

American Stock Transfer and

Trust Company

GDL Q1/2016

**Item 2. Controls and Procedures.**

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

**Item 3. Exhibits.**

Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.

**SIGNATURES**

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

(Registrant) The GDL Fund

By (Signature and Title)\* /s/ Bruce N. Alpert  
Bruce N. Alpert, Principal Executive Officer

Date 5/27/2016

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

By (Signature and Title)\* /s/ Bruce N. Alpert  
Bruce N. Alpert, Principal Executive Officer

Date 5/27/2016

By (Signature and Title)\* /s/ Agnes Mullady  
Agnes Mullady, Principal Financial Officer and Treasurer

Date 5/27/2016

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