

TRI-CONTINENTAL CORP  
Form 8-K  
August 19, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 19, 2008

**TRI-CONTINENTAL CORPORATION**

(Exact name of Registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of

**811-266**  
(Commission File Number)

**13-5441850**  
(I.R.S. Employer

incorporation)

Identification No.)

**100 Park Avenue,**

**New York, New York 10017**

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code (212) 850-1864

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

.. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 7 - REGULATION FD DISCLOSURE

**Item 7.01 Regulation FD Disclosure.**

Tri-Continental Corporation (the Corporation ) is furnishing as Exhibit 99.1 the attached press release issued on August 19, 2008, announcing the entry into a settlement agreement among the Corporation and the members of a stockholder group that includes Western Investment LLC.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 - Press Release dated August 19, 2008.

Exhibit 99.2 - Settlement Agreement, dated August 19, 2008 among Tri-Continental and the members of a stockholder group, including Western Investment LLC.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TRI-CONTINENTAL CORPORATION**

Date: August 19, 2008

/s/ Paul B. Goucher  
Paul B. Goucher  
Secretary

**Exhibit Index**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                                                                                                               |
|---------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1                      | Press Release dated August 19, 2008.                                                                                                        |
| 99.2                      | Settlement Agreement, dated August 19, 2008 among Tri-Continental and the members of a stockholder group, including Western Investment LLC. |