Nuveen Credit Strategies Income Fund
Form POS 8C
November 26, 2013

**AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 26, 2013**

**File No. 333-188655**

**File No. 811-21333**

# SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

# FORM N-2

**(Check appropriate box or boxes)**

x **REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

¨ **Pre-Effective Amendment No.**
x **Post-Effective Amendment No. 2**

**and/or**

x **REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940**
x **Amendment No. 9**

# NUVEEN CREDIT STRATEGIES INCOME FUND

**(Exact Name of Registrant as Specified in Charter)**

**333 WEST WACKER DRIVE, CHICAGO, ILLINOIS 60606**

**(Address of Principal Executive Offices**

**(Number, Street, City, State, Zip Code)**

**(800) 257-8787**

**(Registrant s Telephone Number, including Area Code)**

**Kevin J. McCarthy**

**Vice President and Secretary**

**333 West Wacker Drive**

**Chicago, Illinois 60606**

**Name and Address (Number, Street, City, State, Zip Code) of Agent for Service**

***Copy to:***

**Thomas S. Harman**

**Bingham McCutchen LLP**

**2020 K Street, NW**

**Washington, DC 20006**

**Approximate Date of Proposed Public Offering:**

As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. x

It is proposed that this filing will become effective (check appropriate box)

x When declared effective pursuant to section 8(c)

**PROSPECTUS**

# 13.6 Million Common Shares

# Nuveen Credit Strategies Income Fund

Nuveen Credit Strategies Income Fund ( Fund ) is a diversified, closed-end management investment company. The Fund s primary investment objective is to achieve a high level of current income. The Fund s secondary objective is total return. The Fund cannot assure you that it will achieve its investment objectives.

**Investing in the Fund s Common Shares involves certain risks that are described in the Risk Factors section of this Prospectus ( Prospectus ).**

Neither the U.S. Securities and Exchange Commission ( SEC ) nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

You should read this Prospectus, which contains important information about the Fund, before deciding whether to invest and retain it for future reference. A Statement of Additional Information dated November 26, 2013 ( SAI ), containing additional information about the Fund, has been filed with the SEC and is incorporated by reference in its entirety into this Prospectus. You may request a free copy of the SAI, the table of contents of which is on the last page of this Prospectus, annual and semi-annual reports to shareholders and other information about the Fund, and make shareholder inquiries by calling (800) 257-8787, by writing to the Fund or from the Fund s website (http://www.nuveen.com). The information contained in, or that can be accessed through, the Fund s website is not part of this Prospectus. You also may obtain a copy of the SAI (and other information regarding the Fund) from the SEC s web site (http://www.sec.gov).

The Fund s common shares do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other governmental agency.

*Portfolio Contents.* As a non-fundamental policy, under normal market conditions, the Fund invests at least 70% of its Managed Assets (as defined below) in adjustable rate loans, primarily secured senior loans. As part of the 70% requirement, the Fund also may invest in unsecured senior loans and second lien loans. Adjustable rate loans are made to U.S. or non-U.S. corporations, partnerships and other business entities that operate in various industries and geographical regions. Such adjustable rate loans pay interest at rates that are redetermined periodically at short-term intervals on the basis of an adjustable base lending rate plus a premium. The Fund will opportunistically invest up to 30% of Managed Assets across the capital structure of companies (including equity securities) with a primary emphasis on income-producing securities. The Fund may invest substantially all of its Managed Assets in adjustable rate loans and other debt instruments that are, at the time of investment, rated below investment grade or unrated but judged to be of comparable quality. A security is considered investment grade quality if it is rated within the four highest letter grades (BBB or Baa or better) by at least one nationally recognized statistical rating organization ( NRSRO ) that rates such instrument (even if it is rated lower by another), or if it is unrated by any NRSRO but judged to be of comparable quality by the portfolio managers. Securities of below investment grade quality are regarded as having predominately speculative characteristics with respect to capacity to pay interest and repay principal and are commonly referred to as junk bonds. The Fund currently employs financial leverage primarily through borrowing. Managed Assets means the total assets of the Fund, minus the sum of its accrued liabilities (other than Fund liabilities incurred for the express purpose of creating leverage). Total assets for this purpose shall include assets attributable to the Fund s use of financial leverage through borrowing or the use of commercial paper or notes.

**Investment in the Common Shares involves substantial risks arising from, among other strategies, the Fund s ability to invest substantially all of its Managed Assets in securities that are rated below investment grade or unrated but judged to be of comparable quality and the Fund s use of leverage. Below investment-grade instruments are regarded as having predominantly speculative characteristics with respect to the issuer s capacity to pay interest and to repay principal and are commonly referred to as high yield securities or junk bonds. Before buying any Common Shares, you should read the discussion of the material risks of an investment in the Fund in the Summary, beginning on page 10, and in Risk Factors, beginning on page 45, of this Prospectus.**

*Adviser and Sub-Adviser.* Nuveen Fund Advisors, LLC, the Fund s investment adviser, is responsible for determining the Fund s overall investment strategy and its implementation, including the use of leverage and hedging. Symphony Asset Management LLC, the Fund s investment sub-adviser, oversees the day-to-day investment operations of the Fund.

The minimum price on any day at which Common Shares may be sold will not be less than the current net asset value per share plus the per share amount of the commission to be paid to the Fund s distributor, Nuveen Securities, LLC ( Nuveen Securities ). The Fund and Nuveen Securities will suspend the sale of Common Shares if the per share price of the shares is less than the minimum price. The Fund currently intends to distribute the shares offered pursuant to this Prospectus primarily through at-the-market transactions, although from time to time it may also distribute shares through an underwriting syndicate or a privately negotiated transaction. To the extent shares are distributed other than through at-the-market transactions, the Fund will file a supplement to this Prospectus describing such transactions. For more information on how Common Shares may be sold, see the Plan of Distribution section of this Prospectus.

Common Shares are listed on the New York Stock Exchange ( NYSE ). The trading or ticker symbol of the Fund is JQC. The Fund s closing price on the NYSE on November 15, 2013 was $9.39.

The date of this Prospectus is November 26, 2013.

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**You should rely only on the information contained or incorporated by reference into this Prospectus. The Fund has not authorized anyone to provide you with different information. The Fund is not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the front of this Prospectus. The Fund will update this Prospectus to reflect any material changes to the disclosures herein.**

## PROSPECTUS SUMMARY

***This is only a summary. You should review the more detailed information contained elsewhere in this Prospectus and in the Statement of Additional Information (  SAI  ).***

**The Fund**

Nuveen Credit Strategies Income Fund (  Fund  ) is a diversified, closed-end management investment company. See  The Fund.  The Fund  s common shares, $.01 par value (  Common Shares  ), are traded on the New York Stock Exchange (  NYSE  ) under the symbol  JQC.  See  Description of Shares.  As of October 31, 2013, the Fund had 136,256,398 Common Shares outstanding and net assets applicable to Common Shares of $1,389,247,795.

**Investment Objective and Policies**

The Fund  s primary investment objective is to achieve a high level of current income. The Fund  s secondary objective is total return. The Fund cannot assure you that it will achieve its investment objectives. The Fund  s investment objectives and any investment policies identified as such are considered fundamental and may not be changed without shareholder approval.

As a non-fundamental policy, under normal market circumstances, the Fund invests at least 70% of its Managed Assets in adjustable rate loans, primarily secured senior loans.

  Managed Assets  means the total assets of the Fund, minus the sum of its accrued liabilities (other than Fund liabilities incurred for the express purpose of creating leverage). Total assets for this purpose shall include assets attributable to the Fund  s use of financial leverage through borrowing or the use of commercial paper or notes.

As part of the 70% requirement, the Fund also may invest in unsecured senior loans (together with secured senior loans referred to herein as  Senior Loans  ) and secured and unsecured subordinated or second lien loans. Adjustable rate Senior Loans and adjustable rate subordinated loans are sometimes collectively referred to in this Prospectus as  Adjustable Rate Loans.  Adjustable Rate Loans pay interest at rates that are redetermined periodically at short-term intervals by reference to a base lending rate, primarily the London Interbank Offered Rate (  LIBOR  ), plus a premium. The Fund may invest a substantial portion of its Managed Assets in Adjustable Rate Loans and other debt instruments that are, at the time of investment, rated below investment grade or unrated but judged to be of comparable quality. Securities (which term for purposes of this Prospectus includes Adjustable Rate Loans) of below investment grade quality are regarded as having predominately speculative characteristics with respect to capacity to pay interest and repay principal and are commonly referred to as  junk bonds.  Adjustable Rate Loans are made to U.S. or non-U.S. corporations, partnerships and other business entities (  Borrowers  ) that operate in various industries and geographical regions, which may include middle-market companies. As used in the Prospectus, middle-market generally refers to companies with annual revenues of approximately $500 million or below and subordinated loans to middle markets companies are generally referred to as mezzanine loans. It is anticipated that the proceeds of the Adjustable Rate Loans in which the Fund invests will be used by Borrowers to finance leveraged buyouts, recapitalizations, mergers, acquisitions, stock repurchases, refinancings, internal growth and for other corporate purposes.

Borrowers under Adjustable Rate Loans and issuers of other securities in which the Fund may invest are sometimes collectively referred to herein as Issuers.

Under normal circumstances, the Fund may invest up to 30% of its Managed Assets in the following securities:

(i) other debt securities such as investment and non-investment grade debt securities, fixed rate Senior Loans or subordinated loans, convertible securities and structured notes (other than structured notes that are designed to provide returns and risks that emulate those of Adjustable Rate Loans, which may be treated as an investment in Adjustable Rate Loans for purposes of the 70% requirement set forth above);

(ii) mortgage-related and other asset-backed securities (including collateralized loan obligations and collateralized debt obligations);

(iii) debt securities and other instruments issued by government, government-related or supranational issuers (commonly referred to as sovereign debt securities); and

(iv) domestic and international equity securities.

Substantially all of the Fund s portfolio likely will be invested in Senior Loans that are, at the time of investment, rated below investment grade or unrated but judged by the portfolio managers to be of comparable quality. Investment grade quality securities are those securities that, at the time of investment, are (i) rated by at least one nationally recognized statistical rating organization ( NRSRO ) within the four highest grades (BBB- or Baa3 or better by Standard & Poor s Corporation, a division of The McGraw-Hill Companies ( S&P ), Moody s Investors Service, Inc. ( Moody s ) or Fitch Ratings ( Fitch )), c (ii) unrated but judged to be of comparable quality. The Fund may also purchase other debt securities that are rated below investment grade or that are unrated but judged by the Advisers to be of comparable quality. See The Fund s Investments Portfolio Composition and Other Information and Risk Factors Issuer Level Risks Below Investment Grade Risk.

Under normal circumstances:

- The Fund invests at least 70% of its Managed Assets in Senior Loans, including senior secured loans and second lien loans.

- The Fund will make limited tactical investments in high yield debt and other debt and equity instruments as described herein in an aggregate amount of up to 30% of its Managed Assets.

- The Fund maintains an average duration of two years or less for its portfolio investments in Adjustable Rate Loans and other debt instruments. See The Fund s Investments Investment Objective and Policies for a description of duration.

- The Fund will not invest in inverse floating rate securities.

- The Fund may invest up to 20% of its Managed Assets in securities of non-U.S. Issuers that are U.S. dollar or non-U.S. dollar denominated. The Fund s Managed Assets to be invested in Adjustable Rate Loans and other debt instruments of non-U.S. Issuers may include debt securities of Issuers located, or conducting their business in, emerging markets countries.

- The Fund may not invest more than 25% of its total assets in securities from an industry which (for the purposes of this Prospectus) generally refers to the classification of companies in the same or similar lines of business such as the automotive, textiles and apparel, hotels, media production and consumer retailing industries.

In pursuing its objective of high current income, the Fund invests in Adjustable Rate Loans and other debt instruments that may involve significant credit risk. As part of its efforts to manage this risk and the potential impact of such risk on the overall value and returns of the Fund s portfolio, the Fund generally follows a credit management strategy that includes (i) a focus on Senior Loans that are secured by specific assets, (ii) rigorous and on-going bottom-up fundamental analysis of Issuers, and (iii) overall portfolio diversification. The Sub-Adviser (as defined below) will perform its own credit and research analysis of Issuers, taking into consideration, among other things, the entity s financial resources and operating history, its sensitivity to economic conditions and trends, the ability of its management, its debt maturity schedules and borrowing requirements, its anticipated cash flow, interest and asset coverage, and its earnings prospects. Even with these efforts, because of the greater degree of credit risk within the portfolio, the Fund s net asset value could decline over time. In an effort to help preserve the Fund s overall capital, the Sub-Adviser seeks to enhance portfolio value by investing in securities it believes to be undervalued, which, if successful, can mitigate the potential loss of value due to credit events over time.

The Fund may enter into certain derivative transactions, primarily but not limited to credit default and interest rate swaps, as a hedging technique to protect against potential adverse changes in the market value of portfolio instruments. The Fund also may use derivatives to attempt to protect the net asset value of the Fund, to facilitate the sale of certain portfolio instruments, to manage the Fund s effective interest rate exposure, and as a temporary substitute for purchasing or selling particular instruments. From time to time, the Fund also may enter into derivative transactions to create investment exposure to the extent such transactions may facilitate implementation of its strategy more efficiently than through outright purchases or sales of portfolio instruments.

Under normal market circumstances, the Fund will seek to maintain an average duration of two years or less for its portfolio, including the effect of leverage. In this prospectus, average duration and average portfolio duration are each defined to be the modified duration of the Fund s portfolio, which is the measure of a debt instrument s or a portfolio s price sensitivity with respect to changes in market yields adjusted to reflect the effect of the Fund s effective leverage. Prices of instruments with shorter durations tend to be less sensitive to interest rate changes than instruments with longer durations. In general, the value of a portfolio of instruments with a shorter duration can be expected to be less sensitive to interest rate changes than a portfolio with a longer duration. For example, the price of a bond with an effective duration of two years will rise (fall) two percent for every one percent decrease (increase) in its yield, and the price of a five-year duration bond will rise (fall) five percent for a one percent decrease (increase) in its yield. As of October 31, 2013, the effective duration of the Fund s portfolio was 1.31 years, which includes the effects and leverage and takes into account the effect of option call provisions of the municipal securities in the Fund s portfolio. The Fund has no policy limiting the maturity of the Senior Loans that it purchases. Senior Loans usually have mandatory and optional prepayment provisions. Because of prepayments, the actual remaining maturity of Senior Loans may be considerably less than their stated maturity. As of October 31, 2013, the average effective maturity of the Fund s portfolio was 5.58 years, including the effects of leverage.

The Fund has no policy limiting the market capitalization of the equity securities in which it invests. As of October 31, 2013, the average market capitalization of the equity securities in the Fund s portfolio was $35.8 billion.

During temporary defensive periods or in order to keep the Fund s cash fully invested, including during the period when the net proceeds of the offering of Common Shares are first being invested, the Fund may deviate from its investment policies and objective. During such periods, the Fund may invest up to 100% of its Managed Assets in short-term investments, including high quality, short-term securities, or may invest in short-, intermediate-, or long-term U.S. Treasury securities. There can be no assurance that such strategies will be successful. For a more complete discussion of the Fund s portfolio composition, see The Fund s Investments.

**Investment Adviser**

Nuveen Fund Advisors, LLC ( NFALLC or Adviser ), the Fund s investment adviser, is responsible for determining the Fund s overall strategy and its implementation. NFALLC, a registered investment adviser, is a wholly-owned subsidiary of Nuveen Investments, Inc. ( Nuveen Investments ). Founded in 1898, Nuveen Investments and its affiliates had approximately $214.9 billion in assets under management as of September 30, 2013. See Management of the Fund Investment Adviser, Sub-Adviser and Portfolio Manager.

**Sub-Adviser**

Symphony Asset Management LLC ( Symphony or Sub-Adviser ) is the Fund s sub-adviser and oversees the day-to-day investment operations of the Fund.

Symphony, a registered investment adviser, is an indirect wholly-owned subsidiary of Nuveen Investments. Founded in 1994, Symphony had approximately $12.36 billion in assets under management as of September 30, 2013. Symphony specializes in the management of both long-only and alternative equity and debt strategies.

NFALLC and Symphony will sometimes individually be referred to as an Adviser and together be referred to as the Advisers.

Nuveen Securities, LLC ( Nuveen Securities ), a registered broker-dealer affiliate of NFALLC is involved in the offering of the Fund s Common Shares. See Plan of Distribution Distribution Through At-the-Market Transactions.

**Use of Leverage**

The Fund employs financial leverage through borrowing ( Borrowing ). The Fund has entered into a $630 million (maximum commitment amount) senior committed secured 364-day revolving line of credit, renewable annually, with Bank of America N.A. ( Bank of America ). On January 18, 2013, the Fund renewed the Borrowings with Bank of America through January 17, 2014. During the fiscal period January 1, 2013 through July 31, 2013, the combined average daily balance outstanding and interest rate on these Borrowings were $561 million and 1.15%, respectively. The Fund does not currently, but may in the future, issue preferred shares. See Risk Factors Leverage Risk.

Leverage involves special risks. See Risk Factors Leverage Risk. There is no assurance that the Fund s leveraging strategy will be successful. Interest on Borrowings may be at a fixed or floating rate, but generally will be based on short-term rates. The Fund will seek to invest the proceeds of any future financial leverage in a manner consistent with the Fund s investment objective and policies. See Use of Leverage.

The Fund pays a management fee to NFALLC (which in turn pays a portion of its fee to the Fund s sub-adviser, Symphony) based on a percentage of Managed Assets. Managed Assets include the proceeds realized and managed from the Fund s use of leverage as set forth in the Fund s investment management agreement. NFALLC will be responsible for using leverage to pursue the Fund s investment objectives, and will base its decision regarding whether and how much leverage to use for the Fund based on its assessment of whether such use of leverage will advance the Fund s investment objectives. However, the fact that a decision to increase the Fund s leverage will have the effect, all other things being equal, of increasing Managed Assets and therefore NFALLC s and Symphony s fees means that NFALLC and Symphony may have a conflict of interest in determining whether to increase the Fund s use of leverage. NFALLC will seek to manage that potential conflict by only increasing the Fund s use of leverage when it determines that such increase is consistent with the Fund s investment objectives, and by periodically reviewing the Fund s performance and use of leverage with the Fund s Board of Trustees.

**Offering Methods**

The Fund may offer shares using one or more of the following methods: (i) at-the-market transactions through one or more broker-dealers that have entered into a selected dealer agreement with Nuveen Securities, one of the Fund s underwriters; (ii) through an underwriting syndicate; and (iii) through privately negotiated transactions between the Fund and specific investors. See Plan of Distribution.

*Distribution Through At-the-Market Transactions.* The Fund from time to time may issue and sell its Common Shares through Nuveen Securities, to certain broker-dealers that have entered into selected dealer agreements with Nuveen Securities. Currently, Nuveen Securities has entered into a selected dealer agreement with UBS Securities LLC ( UBS ) pursuant to which UBS will be acting as Nuveen Securities sub-placement agent with respect to at-the-market offerings of Common Shares. Common Shares will only be sold on such days as shall be agreed to by the Fund and Nuveen Securities. Common Shares will be sold at market prices, which shall be determined with reference to trades on the NYSE, subject to a minimum price to be established each day by the Fund. The minimum price on any day will not be less than the current net asset value per share plus the per share amount of the commission to be paid to Nuveen Securities. The Fund and Nuveen Securities will suspend the sale of Common Shares if the per share price of the shares is less than the minimum price.

The Fund will compensate Nuveen Securities with respect to sales of the Common Shares at a commission rate of up to 1.0% of the gross proceeds of the sale of Common Shares. Nuveen Securities will compensate broker-dealers participating in the offering at a rate of up to 0.8% of the gross sales proceeds of the sale of Common Shares sold by that broker-dealer. Settlements of Common Share sales will occur on the third business day following the date of sale.

In connection with the sale of the Common Shares on behalf of the Fund, Nuveen Securities may be deemed to be an underwriter within the meaning of the Securities Act of 1933, as amended ( 1933 Act ), and the compensation of Nuveen Securities may be deemed to be underwriting commissions or discounts. Unless otherwise indicated in a further Prospectus supplement, Nuveen Securities will act as underwriter on a reasonable efforts basis.

The offering of Common Shares pursuant to the Distribution Agreement (defined below under Plan of Distribution Distribution Through At-The-Market Transactions ) will terminate upon the earlier of (i) the sale of all Common Shares subject thereto or (ii) termination of the Distribution Agreement. The Fund and Nuveen Securities each have the right to terminate the Distribution Agreement in its discretion at any time. See Plan of Distribution Distribution Through At-The-Market Transactions.

The Fund currently intends to distribute the shares offered pursuant to this Prospectus primarily through at-the-market transactions, although from time to time it may also distribute shares through an underwriting syndicate or a privately negotiated transaction. To the extent shares are distributed other than through at-the-market transactions, the Fund will file a supplement to this Prospectus describing such transactions.

UBS, its affiliates and their respective employees hold or may hold in the future, directly or indirectly, investment interests in Nuveen Investments, Inc. and its funds. The interests held by employees of UBS or its affiliates are not attributable to, and no investment discretion is held by, UBS or its affiliates.

The Fund s closing price on the NYSE on November 15, 2013 was $9.39.

*Distribution Through Underwriting Syndicates.* The Fund from time to time may issue additional Common Shares through a syndicated secondary offering. In order to limit the impact on the market price of the Fund s Common Shares, underwriters will market and price the offering on an expedited basis (*e.g.*, overnight or similarly abbreviated offering period). The Fund will launch a syndicated offering on a day, and upon terms, mutually agreed upon between the Fund, Nuveen Securities and the underwriting syndicate.

The Fund will offer its shares at a price equal to a specified discount of up to 5% from the closing market price of the Fund s Common Shares on the day prior to the offering date. The applicable discount will be negotiated by the Fund and Nuveen Securities in consultation with the underwriting syndicate on a transaction-by-transaction basis. The Fund will compensate the underwriting syndicate out of the proceeds of the offering based upon a sales load of up to 4% of the gross proceeds of the sale of Common Shares. The minimum net proceeds per share to the Fund will not be less than the greater of

(i) the Fund s latest net asset value per Common Share or (ii) 94% of the closing market price of the Fund s Common Shares on the day prior to the offering date. See Plan of Distribution Distribution Through Underwriting Syndicates.

*Distribution Through Privately Negotiated Transactions.* The Fund, through Nuveen Securities, from time to time may sell directly to, and solicit offers from, institutional and other sophisticated investors, who may be deemed to be underwriters as defined in the 1933 Act for any resale of Common Shares.

The terms of such privately negotiated transactions will be subject to the discretion of the management of the Fund. In determining whether to sell Common Shares through a privately negotiated transaction, the Fund will consider relevant factors including, but not limited to, the attractiveness of obtaining additional funds through the sale of Common Shares, the purchase price to apply to any such sale of Common Shares and the investor seeking to purchase the Common Shares.

Common Shares issued by the Fund through privately negotiated transactions will be issued at a price equal to the greater of (i) the net asset value per Common Share or (ii) at a discount ranging from 0% to 5% of the average daily closing market price of the Fund s Common Shares at the close of business on the two business days preceding the date upon which Common Shares are sold pursuant to the privately negotiated transaction. The applicable discount will be determined by the Fund on a transaction-by-transaction basis. See Plan of Distribution Distribution Through Privately Negotiated Transactions.

**Special Risk Considerations**

Investment in the Fund involves special risk considerations, which are summarized below. The Fund is designed as a long-term investment and not as a trading vehicle. The Fund is not intended to be a complete investment program. See Risk Factors for a more complete discussion of the special risk considerations of an investment in the Fund.

*Investment and Market Risk.* An investment in the Fund s Common Shares is subject to investment risk, including the possible loss of the entire principal amount that you invest. Your investment in Common Shares represents an indirect investment in the securities owned by the Fund, which generally do not trade on a national securities exchange, NASDAQ or in the over-the-counter markets. Your Common Shares at any point in time may be worth less than your original investment, even after taking into account the reinvestment of Fund dividends and distributions. See Risk Factors Investment and Market Risk.

*Recent Market Conditions*. The financial crisis in the U.S. and Many foreign economies over the past several years, including the

European sovereign debt and banking crises, has resulted, and may continue to result, in an unusually high degree of volatility in the financial markets, both domestic and foreign. Liquidity in some markets has decreased; credit has become scarcer worldwide; and the values of some sovereign debt and of securities of issuers that hold that sovereign debt have fallen. These market conditions may continue or deteriorate further and may add significantly to the risk of short-term volatility in the Fund. In addition, global economies and financial markets are becoming increasingly interconnected, which increases the possibilities that conditions in one country or region might adversely impact issuers in a different country or region. Because the situation is widespread and largely unprecedented, it may be unusually difficult to identify both risks and opportunities using past models of the interplay of market forces, or to predict the duration of these market conditions.

In response to the crisis, the U.S. and other governments and the Federal Reserve and certain foreign central banks have taken steps to support the financial markets. Where economic conditions are recovering, they are nevertheless perceived as still fragile. Withdrawal of government support, failure of efforts in response to the crisis, or investor perception that such efforts are not succeeding could adversely impact the value and liquidity of certain securities.

The severity or duration of these conditions may also be affected by policy changes made by governments or quasigovernmental organizations. Changes in market conditions will not have the same impact on all types of securities.

*Market Discount from Net Asset Value.* Shares of closed-end investment companies like the Fund have during some periods traded at prices higher than net asset value and have during other periods traded at prices lower than net asset value. The Fund cannot predict whether Common Shares will trade at, above or below net asset value. This characteristic is a risk separate and distinct from the risk that the Fund s net asset value could decrease as a result of investment activities. Investors bear a risk of loss to the extent that the price at which they sell their shares is lower in relation to the Fund s net asset value than at the time of purchase, assuming a stable net asset value. Proceeds from the sale of Common Shares in this offering will be reduced by shareholder transaction costs (if applicable, which vary depending on the offering method used). Depending on the premium of the Common Shares at the time of any offering of Common Shares hereunder, the Fund s net asset value may be reduced by an amount up to the offering costs borne by the Fund (estimated to be an additional 0.17% of the offering price assuming a Common Share offering price of $9.39 (the Fund s closing price on the NYSE on November 15, 2013)). The net asset value per Common Share will also be reduced by costs associated with any future issuances of Common Shares or preferred shares. The Common Shares are designed primarily for long-term investors, and you should not view the Fund as a vehicle for trading purposes. See Risk Factors Market Discount from Net Asset Value.

*Issuer Level Risks.*

*Issuer Credit Risk*. Issuers of Adjustable Rate Loans and other debt securities in which the Fund may invest may default on their obligations to pay principal or interest when due. This non-payment would result in a reduction of income to the Fund, a reduction in the value of an Adjustable Rate Loan or such other debt security experiencing non-payment and, potentially, a decrease in the net asset value of the Fund. Although a portion of the Fund s Managed Assets may be invested in Senior Loans that are secured by specific collateral, there can be no assurance that liquidation of such collateral would satisfy the Borrower s obligation in the event of non-payment of scheduled interest or principal or that such collateral could be readily liquidated. Investments by the Fund in debt securities issued by middle-market companies may subject the Fund to greater risk of Issuer default, in part because, middle-market companies may have limited financial resources and typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render middle-market companies more vulnerable to competitors actions and adverse market conditions. In the event of bankruptcy of an Issuer, the Fund could experience delays or limitations with respect to its ability to realize the benefits of any collateral securing an Adjustable Rate Loan or other debt instrument.

*Below Investment Grade Risk*. The Fund may purchase Adjustable Rate Loans and other debt instruments that are rated below investment grade or that are unrated but judged to be of comparable quality. Securities of below investment grade quality are regarded as having predominately speculative characteristics with respect to capacity to pay interest and repay principal, and are commonly referred to as junk bonds or high yield debt, which implies higher price volatility and default risk than investment grade instruments of comparable terms and duration. Issuers of lower rated securities may be highly leveraged and may not have available to them more traditional methods of financing. The prices of these lower grade securities are typically more sensitive to negative developments, such as a decline in the Issuer s revenues or a general economic downturn, than are the prices of higher rated securities. The secondary market for lower rated securities, including some Adjustable Rate Loans, may not be as liquid as the secondary market for more highly rated securities, a factor which may have an adverse effect on the Fund s ability to dispose of a particular security.

*Non-U.S. Issuer Risk*. The Fund may invest up to 20% of its Managed Assets in securities of non-U.S. Issuers that are U.S. dollar or non-U.S. dollar denominated. Investments in securities of non-U.S.

Issuers involve special risks not presented by investments in securities of U.S. Issuers, including the following: (i) less publicly available information about non-U.S. Issuers or markets due to less rigorous disclosure or accounting standards or regulatory practices; (ii) many non-U.S. markets are smaller, less liquid and more volatile; (iii) potential adverse effects of fluctuations in currency exchange rates or controls on the value of the Fund s investments; (iv) the economies of non-U.S. countries may grow at slower rates than expected or may experience a downturn or recession; (v) the impact of economic, political, social or diplomatic events; (vi) possible seizure of a company s assets; (vii) restrictions imposed by non-U.S. countries limiting the ability of non-U.S. Issuers to make payments of principal and/or interest due to blockages of foreign currency exchanges or otherwise; and (viii) withholding and other non-U.S. taxes may decrease the Fund s return. These risks are more pronounced to the extent that the Fund invests a significant portion of its assets in companies located in one region and to the extent that the Fund invests in securities of Issuers in emerging markets countries. In addition, economic, political and social developments may significantly disrupt the financial markets or interfere with the Fund s ability to enforce its rights against non-U.S. Issuers. See Currency Risks, below, and Risk Factors Issuer Level Risks.

*Security Level Risks.*

*Subordinated Loans and Other Subordinated Debt Instruments*. Issuers of subordinated loans and other debt instruments in which the Fund may invest usually will have, or may be permitted to incur, other debt that ranks equally with, or senior to, such subordinated loans or other debt instruments. By their terms, such debt instruments may provide that the holders are entitled to receive payment of interest or principal on or before the dates on which the Fund is entitled to receive payments in respect of subordinated loans or other debt instruments in which it invests. Also, in the event of insolvency, liquidation, dissolution, reorganization or bankruptcy of an Issuer, holders of debt instruments ranking senior to the Fund s subordinated loans or other debt instruments would typically be entitled to receive payment in full before the Fund receives any distribution in respect of its investment. After repaying such senior creditors, the Issuer may not have any remaining assets to use for repaying its obligation to the Fund. In the case of debt ranking equally with subordinated loans or other debt instruments in which the Fund invests, the Fund would have to share on an equal basis any distributions with other creditors holding such debt in the event of an insolvency, liquidation, dissolution, reorganization or bankruptcy of the relevant Issuer. In addition, the Fund will likely not be in a position to control any Issuer by investing in its debt securities. As a result, the Fund will be subject to the risk that an Issuer in which it invests may make business decisions with which the Fund disagrees and the management of such Issuer, as representatives of the holders of their common equity, may take risks or otherwise act in ways that do not serve the Fund s interests as debt investors.

*Risks from Unsecured Adjustable Rate Loans or Insufficient Collateral Securing Adjustable Rate Loans*. Some of the Adjustable Rate Loans in which the Fund may invest will be unsecured, thereby increasing the risk of loss to the Fund in the event of Borrower default. Although the Fund may invest in Adjustable Rate Loans that are secured by specific collateral, there can be no assurance the liquidation of such collateral would satisfy a Borrower s obligation to the Fund in the event of Borrower default or that such collateral could be readily liquidated under such circumstances. In the event of bankruptcy of a Borrower, the Fund could also experience delays or limitations with respect to its ability to realize the benefits of any collateral securing an Adjustable Rate Loan.

*Interest Rate Risk*. Interest rate risk is the risk that fixed rate securities will decline in value because of changes in market interest rates. When market interest rates rise, the market value of such securities generally will fall. Currently, market interest rates are at or near historically low levels. The Fund s investment in such fixed rate securities means that the net asset value and market price of Common Shares will tend to decline if market interest rates rise. Market interest rates in the U.S. and in certain other countries in which the Fund may invest currently are near historically low levels. The Advisers expect the Fund s policy of investing at least 70% of its Managed Assets in Adjustable Rate Loans will make the Fund less volatile and its net asset value less sensitive to changes in market interest rates than if the Fund invested exclusively in fixed rate obligations. However, because interest rates on most Adjustable Rate Loans and other adjustable rate instruments typically only reset periodically (*e.g.*, monthly or quarterly), a sudden and significant increase in market interest rates may cause a decline in the value of these investments and in the Fund s net asset value. The Fund s use of leverage, as described herein, will also tend to increase Common Share interest rate risk. See Risk Factors Interest Rate Risk.

*Senior Loan Participation Risks*. The Fund may purchase a participation interest in a Senior Loan and by doing so acquire some or all of the interest of a bank or other lending institution in a Senior Loan to a Borrower. A participation interest typically will result in the Fund having a contractual relationship only with the lender, not the Borrower. As a result, the Fund assumes the credit risk of the lender selling the participation interest in addition to the credit risk of the Borrower. By purchasing a participation interest, the Fund will have the right to receive payments of principal, interest and any fees to which it is entitled only from the lender selling the participation interest and only upon receipt by the lender of the payments from the Borrower. In the event of insolvency or bankruptcy of the lender selling the participation, the Fund may be treated as a general creditor of the lender and may not have a senior claim to the lender s interest in the loan. If the Fund only acquires a participation in the loan made by a third party, the Fund may not be able to control the exercise of any remedies that the lender would have under the loan. Such third party participation arrangements are designed to give loan investors preferential treatment over high yield investors in the event of a deterioration in the credit quality of the Borrower. Even when these arrangements exist, however, there can be no assurance that the principal and interest owed on the loan will be repaid in full. See Risk Factors Security Level Risks Senior Loan Participation Risk and Risk Factors Issuer Level Risks Below Investment Grade Risk.

*Prepayment Risk*. During periods of declining interest rates or for other purposes, Issuers may exercise their option to prepay principal earlier than scheduled, forcing the Fund to reinvest in lower yielding securities. This is known as call or prepayment risk.

*Illiquid Securities Risk*. The Fund may invest up to 50% of its Managed Assets in securities that, at the time of investment, are illiquid. Illiquid securities are not readily marketable and may include some restricted securities. Illiquid securities involve the risk that the securities will not be able to be sold at the time desired by the Fund or at prices approximating the value at which the Fund is carrying the securities on its books.

*Other Risks Associated with Adjustable Rate Loans*. Many Adjustable Rate Loans in which the Fund may invest may not be rated by an NRSRO, generally will not be registered with the SEC and generally will not be listed on a securities exchange. In addition, the amount of public information available with respect to Adjustable Rate Loans generally may be less extensive than that available for registered and exchange-listed securities. Economic and other events (whether real or perceived) can reduce the demand for certain Adjustable Rate Loans or Adjustable Rate Loans generally, which may reduce market prices and cause the Fund s net asset value per share to fall. The frequency and magnitude of such changes cannot be predicted. No active trading market currently exists for some Senior Loans and most subordinated loans in which the Fund may invest and, thus, those loans may be illiquid. As a result, such Senior Loans and subordinated loans generally are more difficult to value than more liquid securities for which a trading market exists. See Risk Factors Security Level Risks.

*Convertible Security Risk.* The value of the Fund s convertible securities may decline in response to such factors as rising interest rates and fluctuations in the market price of the common stock underlying the convertible securities.

*Leverage Risk.* The use of financial leverage created through borrowing or any future issuance of preferred shares creates an opportunity for increased Common Share net income and returns, but also creates special risks for Common Shareholders. There is no assurance that the Fund s leveraging strategy will be successful. The risk of loss attributable to the Fund s use of leverage is borne by Common Shareholders. The Fund s use of financial leverage can result in a greater decrease in net asset values in declining markets. The Fund s use of financial leverage similarly can magnify the impact of changing market conditions on Common Share market prices. See Risk Factors Leverage Risk.

The Fund may use derivatives, such as interest rate swaps, to fix the effective rate paid on all or a portion of the Fund s leverage, in an effort to lower leverage costs over an extended period. Accordingly, the Fund cannot assure you that the use of leverage will result in a higher yield or return to Common Shareholders. The income benefit from leverage will be reduced to the extent that the difference narrows between the net earnings on the Fund s portfolio securities and its cost of leverage. Because of the costs of leverage, the Fund may incur losses even if the Fund has positive returns, if they are not sufficient to cover the costs of leverage. The Fund s cost of leverage includes interest on borrowing or dividends paid on preferred shares, if issued in the future, as well as any one-time costs (*e.g.*, issuance costs) and ongoing fees and expenses associated with such leverage.

The Fund has issued preferred shares in the past, but as of the date of this Prospectus, no preferred shares are outstanding. The Fund may again in the future issue certain types of preferred securities to increase the Fund s leverage.

Furthermore, the amount of fees paid to NFALLC (which in turn pays a portion of its fees to Symphony) for investment advisory services will be higher if the Fund uses leverage because the fees will be calculated based on the Fund s Managed Assets this may create an incentive for NFALLC and Symphony to leverage the Fund.

The Fund may invest in the securities of other investment companies, which may themselves be leveraged and therefore present similar risks to those described above and magnify the Fund s leverage risk. See Risk Factors Leverage Risk and Use of Leverage.

*Currency Risk.* The Fund may invest up to 20% of its Managed Assets in securities of non-U.S. Issuers that are non-U.S. dollar denominated. Investments by the Fund in non-U.S.-dollar denominated securities will be subject to currency risk. Currency risk is the risk that fluctuations in the exchange rates between the U.S. dollar and non-U.S. currencies may negatively affect an investment. The value of securities denominated in non-U.S. currencies may fluctuate based on changes in the value of those currencies relative to the U.S. dollar, and a decline in applicable foreign exchange rates could reduce the value of such securities held by the Fund.

*Legislation and Regulatory Risk*. At any time after the date of this Prospectus, legislation or additional regulations may be enacted that could negatively affect the assets of the Fund or the issuers of such assets. Changing approaches to regulation may have a negative impact on the entities and/or securities in which the Fund invests. Legislation or regulation may also change the way in which the Fund itself is regulated. There can be no assurance that future legislation, regulation or deregulation will not have a material adverse effect on the Fund or will not impair the ability of the Fund to achieve its investment objectives.

In addition, as new rules and regulations resulting from the passage of the Dodd-Frank Wall Street Reform and Consumer Protection Act ( Dodd-Frank Act ) are implemented and new international capital and liquidity requirements are introduced under the Basel III Accords ( Basel III ), the market may not react the way NFALLC or Symphony expects. Whether the Fund achieves its investment objectives may depend on, among other things, whether NFALLC or Symphony correctly forecast market reactions to this and other legislation. In the event NFALLC and Symphony incorrectly forecast market reaction, the Fund may not achieve its investment objectives and a Common Shareholder s shares may be worth less than his or her original investment.

*Inflation Risk.* Inflation risk is the risk that the value of assets or income from investments will be worth less in the future as inflation decreases the value of money. As inflation increases, the real value of the Common Shares and distributions can decline. See Risk Factors Inflation Risk.

*Deflation Risk.* Deflation risk is the risk that prices throughout the economy decline over time, which may have an adverse effect on the market valuation of companies, their assets and revenues. In addition, deflation may have an adverse effect on the creditworthiness of Issuers and may make Issuer default more likely, which may result in a decline in the value of the Fund s portfolio. See Risk Factors Deflation Risk.

*Derivatives Risk, Including the Risk of Swaps.* The Fund s use of derivatives involves risks different from, and possibly greater than, the risks associated with investing directly in the investments underlying the derivatives. Whether the Fund s use of derivatives is successful will depend on, among other things, if NFALLC and Symphony correctly forecast market values, interest rates and other applicable factors. If NFALLC and Symphony incorrectly forecast these and other factors, the investment performance of the Fund will be unfavorably affected. In addition, the derivatives market is largely unregulated. It is possible that developments in the derivatives market could adversely affect the Fund s ability to successfully use derivative instruments.

The Fund may enter into debt-related derivatives instruments including credit default swap contracts and interest rate swaps. Like most derivative instruments, the use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio securities transactions. In addition, the use of swaps requires an understanding by NFALLC and Symphony not only of the referenced asset, rate or index, but also of the swap itself. Successful implementation of most hedging strategies would generate taxable income. The derivatives market is subject to a changing regulatory environment. It is possible that regulatory or other developments in the derivatives market could adversely affect the Fund s ability to successfully use derivative instruments. See Risk Factors Derivatives Risk, Including the Risk of Swaps, Risk Factors Counterparty Risk, Hedging Transactions and the SAI.

*Counterparty Risk.* Changes in the credit quality of the companies that serve as the Fund s counterparties with respect to derivatives or other transactions supported by another party s credit will affect the value of those instruments. Certain entities that have served as counterparties in the markets for these transactions have recently incurred significant financial hardships including bankruptcy and losses as a result of exposure to sub-prime mortgages and other lower quality credit investments that have experienced recent defaults or otherwise suffered extreme credit deterioration. As a result, such hardships have reduced these entities capital and called into question their continued ability to perform their obligations under such transactions. By using such derivatives or other transactions, the Fund assumes the risk that its counterparties could experience similar financial hardships. See Risk Factors Counterparty Risk.

*Reliance on Investment Adviser.* The Fund is dependent upon services and resources provided by its investment adviser, NFALLC, and therefore the investment adviser s parent, Nuveen Investments. Nuveen Investments has a substantial amount of indebtedness. Nuveen Investments, through its own business or the financial support of its affiliates, may not be able to generate sufficient cash flow from operations or ensure that future borrowings will be available in an amount sufficient to enable it to pay its indebtedness with scheduled maturities beginning in 2014 or to fund its other liquidity needs. Nuveen Investments failure to satisfy the terms of its indebtedness, including covenants therein, may generally have an adverse effect on the financial condition of Nuveen Investments.

*Anti-Takeover Provisions.* The Fund s Declaration of Trust ( Declaration ) and the Fund s By-Laws ( By-Laws ) include provisions that could limit the ability of other entities or persons to acquire control of the Fund or convert the Fund to open-end status. These provisions could have the effect of depriving the Common Shareholders of opportunities to sell their Common Shares at a premium over the then current market price of the Common Shares. See Certain Provisions in the Declaration of Trust and Risk Factors Anti-Takeover Provisions.

*Potential Conflicts of Interest Risk.* NFALLC and Symphony each provide a wide array of portfolio management and other asset management services to a mix of clients and may engage in ordinary course activities in which their respective interests or those of their clients may compete or conflict with those of the Fund. For example, NFALLC and Symphony may provide investment management services to other funds and accounts that follow investment objectives similar to those of the Fund. In certain circumstances, and subject to its fiduciary obligations under the Investment Advisers Act of 1940, Symphony may have to allocate a limited investment opportunity among its clients. NFALLC and Symphony have each adopted policies and procedures designed to address such situations and other potential conflicts of interests. For additional information about potential conflicts of interest, and the way in which NFALLC and Symphony address such conflicts, please see the SAI.

In addition, an investment in the Fund s Common Shares raises other risks, which are more fully disclosed in the Risk Factors section of this Prospectus.

**Distributions**

The Fund pays monthly distributions to Common Shareholders at a level rate (stated in terms of a fixed cents per Common Share dividend rate) based on the projected performance of the Fund. The Fund s ability to maintain a level Common Share dividend rate will depend on a number of factors, including dividends payable on preferred shares, if issued in the future. As portfolio and market conditions change, the rate of dividends on the Common Shares and the Fund s dividend policy could change. For each taxable year, the Fund will distribute all or substantially all of its net investment income (after it pays accrued dividends on outstanding preferred shares, if any). In addition, the Fund intends to distribute, at least annually, the net capital gain (which is the excess of net long-term capital gain over net short-term capital loss) and taxable ordinary income, if any, to Common Shareholders so long as the net capital gain and taxable ordinary income are not necessary to pay accrued dividends on, or redeem or liquidate, any preferred shares then outstanding or pay any interest and required principal payments on borrowings. While not currently anticipated, if the Fund makes total distributions during a given calendar year in an amount that exceeds the Fund s net investment income and net capital gain for that calendar year, the excess would generally be treated by Common Shareholders as a return of capital for tax purposes. A return of capital reduces a shareholder s tax basis, which could result in higher taxes when the shareholder sells his or her shares. This may cause the shareholder to pay taxes even if he or she sells shares for less than the original price. You may elect to reinvest automatically some or all of your distributions in additional Common Shares under the Fund s Dividend Reinvestment Plan.

If the Fund does not distribute all of its net capital gain for a taxable year, it will pay federal income tax on the retained gain. Each Common Shareholder of record as of the end of the Fund s taxable year (i) will include in income for federal income tax purposes as long-term capital gain his or her share of the retained gain, (ii) will be deemed to have paid his or her proportionate share of tax paid by the Fund on such retained gain, and (iii) will be entitled to an income tax credit or refund for that share of the tax. The Fund will treat the retained capital gain amount as a substitute for equivalent cash distributions. See Distributions and Dividend Reinvestment Plan.

The Fund reserves the right to change its distribution policy and the basis for establishing the rate of its monthly distributions at any time.

**Custodian and Transfer Agent**

State Street Bank and Trust Company serves as custodian and transfer agent of the Fund s assets. See Custodian and Transfer Agent.

**Special Tax Considerations**

Because the Fund may invest in domestic and international equity securities, a portion of dividends with respect to the Common Shares may constitute qualified dividend income for federal income tax purposes, which for noncorporate shareholders is generally eligible for taxation at rates applicable to long-term capital gains. See Tax Matters.

**Voting Rights**

The Fund has issued preferred shares in the past, but as of the date of this Prospectus, no preferred shares are outstanding. The Fund may again in the future issue certain types of preferred securities to increase the Fund s leverage. In that event, such preferred securities, voting as a separate class, would have the right to elect at least two trustees at all times and to elect a majority of the trustees in the event two full years dividends on the preferred shares are unpaid. In each case, the remaining trustees would be elected by holders of Common Shares and preferred shares, voting together as a single class. The holders of preferred shares would vote as a separate class or classes on certain other matters as required under the Declaration, the Investment Company Act of 1940, as amended ( 1940 Act ) and Massachusetts law. See Description of Shares Preferred Shares Voting Rights and Certain Provisions in the Declaration of Trust.

**SUMMARY OF FUND EXPENSES**

The table shows the expenses of the Fund as a percentage of the average net assets applicable to Common Shares, and not as a percentage of total assets or Managed Assets.

| | |
|---|---|
| **Shareholder Transaction Expenses** (as a percentage of offering price) | |
| Maximum Sales Charge | 4.00% |
| Offering Costs Borne by the Fund(1) | 0.17% |

| | **As a Percentage of Net Assets Attributable to Common Shares(2)** |
|---|---|
| **Annual Expenses** | |
| Management Fees | 1.14% |
| Interest Payments on Borrowings(3) | 0.55% |
| Other Expenses(4) | 0.08% |
| Total Annual Expenses | 1.77% |

(1) Assuming a Common Share offering price of $9.39 (the Fund s closing price on the NYSE on November 15, 2013).

(2) Stated as a percentage of average net assets attributable to Common Shares for the fiscal period January 1, 2013 through July 31, 2013.

(3) Interest Payments on Borrowings includes an annual interest rate of 1.15% on a $561,000,000 borrowing, an annual undrawn fee of 0.25% on an unused balance of $69,000,000, an annual arrangement fee of 0.02% on a $630,000,000 facility and an annual upfront fee of 0.10% on a $630,000,000 facility. The actual Interest Payments on Borrowings incurred in the future may be higher or lower.

(4) Other Expenses are estimated based on actual expenses from the prior fiscal period.

The purpose of the table above is to help you understand all fees and expenses that you, as a Common Shareholder, would bear directly or indirectly. See Management of the Fund Investment Adviser and Sub-Adviser.

**Examples**

The following examples illustrate the expenses (including the applicable transaction fees, if any, and estimated offering costs of $1.70) that a shareholder would pay on a $1,000 investment that is held for the time periods provided in the table. Each example assumes that all dividends and other distributions are reinvested in the Fund and that the Fund s Total Annual Expenses, as provided above, remain the same. The examples also assume a 5% annual return.(1)

**Example # 1 (At-the-Market Transaction)**

The following example assumes a transaction fee of 1.00%, as a percentage of the offering price.

| 1 Year | 3 Years | 5 Years | 10 Years |
|---|---|---|---|
| $29 | $ 67 | $ 107 | $ 218 |

**Example # 2 (Underwriting Syndicate Transaction)**

The following example assumes a transaction fee of 4.00%, as a percentage of the offering price.

| 1 Year | 3 Years | 5 Years | 10 Years |
|---|---|---|---|
| $ 59 | $ 95 | $ 134 | $ 241 |

**Example # 3 (Privately Negotiated Transaction)**

The following example assumes there is no transaction fee.

| 1 Year | 3 Years | 5 Years | 10 Years |
|---|---|---|---|
| $ 20 | $ 57 | $ 97 | $ 210 |

**The examples should not be considered a representation of future expenses. Actual expenses may be greater or less than those shown above.**

(1) The examples assume that all dividends and distributions are reinvested at Common Share net asset value. Actual expenses may be greater or less than those assumed. Moreover, the Fund s actual rate of return may be greater or less than the hypothetical 5% return shown in the example.

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**FINANCIAL HIGHLIGHTS**

The following Financial Highlights table is intended to help a prospective investor understand the Fund s financial performance for the periods shown. Certain information reflects financial results for a single Common Share of the Fund. The total returns in the table represent the rate an investor would have earned or lost on an investment in Common Shares of the Fund (assuming reinvestment of all dividends). Effective January 1, 2013, the Fund s fiscal year changed from December 31 to July 31, as previously approved by the Fund s Board of Trustees. The Fund s annual financial statements for the fiscal period January 1, 2013 through July 31, 2013, including each of the periods presented therein, has been audited by Ernst & Young LLP, an independent registered public accounting firm. A copy of the 2013 Annual Report may be obtained from www.sec.gov or by visiting www.nuveen.com. The information contained in, or that can be accessed through, the Fund s website is not part of this Prospectus. Past results are not indicative of future performance.

The following per share data and ratios have been derived from information provided in the financial statements.

Selected data for a Common Share outstanding throughout each period:

| | Year Ended July 31, 2013(j) | Year Ended December 31 2012 | 2011 | 2010 | 2009 |
|---|---|---|---|---|---|
| **PER SHARE OPERATING PERFORMANCE** | | | | | |
| Beginning Common Share Net Asset Value | $ 9.88 | $ 9.18 | $ 10.13 | $ 9.00 | $ 6.04 |
| Investment Operations: | | | | | |
| Net Investment Income (Loss)(a) | 0.42 | 0.78 | 0.55 | 0.53 | 0.59 |
| Net Realized/ Unrealized Gain (Loss) | 0.29 | 0.72 | (0.72) | 1.29 | 3.01 |
| Distributions from Net Investment Income to FundPreferred Shareholders(b) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00* |
| Distributions from Accumulated Net Realized Gains to FundPreferred Shareholders(b) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 0.71 | 1.50 | (0.17) | 1.82 | 3.60 |
| Less Distributions: | | | | | |
| From Net Investment Income to Common Shareholders | (0.46) | (0.80) | (0.79) | (0.60) | (0.65) |
| From Accumulated Net Realized Gains to Common Shareholders | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Return of Capital to Common Shareholders | 0.00 | 0.00 | 0.00 | (0.10) | 0.00* |
| Total | (0.46) | (0.80) | (0.79) | (0.70) | (0.65) |
| Discount from Common Shares Repurchased and Retired | 0.00 | 0.00 | 0.01 | 0.01 | 0.01 |
| Offering Costs and FundPreferred Share Underwriting Discounts | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Ending Common Share Net Asset Value | $ 10.13 | $ 9.88 | $ 9.18 | $ 10.13 | $ 9.00 |
| Ending Market Value | $ 10.03 | $ 9.65 | $ 8.05 | $ 8.80 | $ 7.69 |
| Total Returns: | | | | | |
| Based on Common Share Net Asset Value(c) | 7.32% | 16.80% | (1.70)% | 21.02% | 63.01% |
| Based on Market Value(c) | 8.80% | 30.55% | 0.24% | 24.26% | 76.23% |
| Ending Net Assets Applicable to Common Shares (000) | $ 1,380,261 | $ 1,345,657 | $ 1,250,245 | $ 1,388,235 | $ 1,242,799 |
| **RATIOS/SUPPLEMENTAL DATA** | | | | | |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| Ratios to Average Net Assets Applicable to Common Shares Before Reimbursement(e) | | | | | | | | | | |
| Expenses | | 1.77%*** | | 1.86% | | 1.70% | | 1.64% | | 1.75% |
| Net Investment Income (Loss) | | 7.22%*** | | 8.07% | | 5.44% | | 5.41% | | 8.01% |
| Ratios to Average Net Assets Applicable to Common Shares After Reimbursement(d)(e) | | | | | | | | | | |
| Expenses | | N/A | | N/A | | 1.65% | | 1.48% | | 1.48% |
| Net Investment Income (Loss) | | N/A | | N/A | | 5.49% | | 5.57% | | 8.27% |
| Portfolio Turnover Rate(f) | | 44% | | 127% | | 37% | | 48% | | 55% |
| **FUNDPREFERRED SHARES AT THE END OF PERIOD:** | | | | | | | | | | |
| Aggregate Amount Outstanding (000) | $ | | $ | | $ | | $ | | $ | |
| Liquidation Value Per Share | $ | | $ | | $ | | $ | | $ | |
| Asset Coverage Per Share | $ | | $ | | $ | | $ | | $ | |
| **BORROWINGS AT THE END OF PERIOD:** | | | | | | | | | | |
| Aggregate Amount Outstanding (000) | $ | 561,000 | $ | 561,000 | $ | 517,000 | $ | 400,000 | $ | 400,000 |
| Asset Coverage Per $1,000 | $ | 3,460 | $ | 3,399 | $ | 3,418 | $ | 4,471 | $ | 4,107 |

(a) Per share Net Investment Income (Loss) is calculated using the average daily shares method.

(b) The amounts shown are based on common share equivalents.

(c) Total Return Based on Market Value is the combination of changes in the market price per share and the effect of reinvested dividend income and reinvested capital gains distributions, if any, at the average price paid per share at the time of reinvestment. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending market price. The actual reinvestment for the last dividend declared in the period may take place over several days, and in some instances may not be based on the market price, so the actual reinvestment price may be different from the price used in the calculation. Total returns are not annualized.

Total Return Based on Common Share Net Asset Value is the combination of changes in Common share net asset value, reinvested dividend income at net asset value and reinvested capital gains distributions at net asset value, if any. The last dividend declared in the period, which is typically paid on the first business day of the following month, is assumed to be reinvested at the ending net asset value. The actual reinvest price for the last dividend declared in the period may often be based on the Fund s market price (and not its net asset value), and therefore may be different from the price used in the calculation. Total returns are not annualized.

(d) After expense reimbursement from the Adviser, where applicable. As of June 30, 2011, the Adviser is no longer reimbursing the Fund for any fees or expenses.

(e) Ratios do not reflect the effect of dividend payments to FundPreferred shareholders, where applicable;
Net Investment Income (Loss) ratios reflect income earned and expenses incurred on assets attributable to FundPreferred Shares and/or borrowings, where applicable.

| Year Ended December 31 | | | | | Year Ended July 31 | |
|---|---|---|---|---|---|---|
| 2008 | 2007 | 2006 | 2005 | 2004(h) | 2004 | 2003(i) |
| | | | | | | |
| $ 12.46 | $ 14.29 | $ 14.20 | $ 15.18 | $ 14.33 | $ 13.83 | $ 14.33 |
| | | | | | | |
| 0.86 | 0.97 | 1.04 | 1.12 | 0.51 | 1.16 | 0.04 |
| (6.14) | (1.30) | 0.48 | (0.70) | 0.90 | 0.73 | (0.53) |
| (0.14) | (0.26) | (0.30) | (0.21) | (0.05) | (0.08) | 0.00 |
| 0.00 | (0.10) | (0.03) | (0.01) | 0.00 | 0.00 | 0.00 |