

BOULDER TOTAL RETURN FUND INC
 Form 4/A
 May 07, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 MILLER STEPHEN C

2. Issuer Name and Ticker or Trading Symbol
 BOULDER TOTAL RETURN FUND INC [BTF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 2344 SPRUCE STREET, SUITE A
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/20/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President

BOULDER, CO 80302

4. If Amendment, Date Original Filed (Month/Day/Year)
 03/24/2015

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/20/2015		D ⁽¹⁾	1,200 D ⁽²⁾ / ₍₃₎	0	D	
Common Stock	03/20/2015		D ⁽¹⁾	2,797 D ⁽²⁾ / ₍₄₎	0	I ⁽⁵⁾	By Self as member of Erma Miller, LLC

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER STEPHEN C 2344 SPRUCE STREET SUITE A BOULDER, CO 80302			President	

Signatures

/s/ Stephen C. Miller 05/07/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On March 20, 2015, Boulder Total Return Fund, Inc. ("BTF"), The Denali Fund Inc. ("DNY") and First Opportunity Fund, Inc. ("FOFI") reorganized into Boulder Growth & Income Fund, Inc. ("BIF") (the "Reorganization") pursuant to that certain Agreement and Plan of Reorganization, dated as of March 5, 2015 (the "Agreement"). Pursuant to the Agreement, BIF acquired all of the assets and liabilities of BTF, DNY and FOFI in exchange for common shares of BIF (the "BIF Shares").
- (2) The Reorganization occurred based on the relative net asset values ("NAV") of BIF, BTF, DNY and FOFI as of the close of regular trading on the New York Stock Exchange on March 20, 2015. At such time, BIF reported net assets of \$273,608,352.67 and a NAV per share of \$10.73; and BTF reported net assets of \$413,286,769.95 and a NAV per share of \$33.50. Holders of BTF shares received 3.121182 BIF Shares for each BTF share owned. Fractional shares were paid in cash.
- (3) In connection with the Reorganization, Stephen C. Miller received 3,745 BIF Shares (and cash for fractional shares, if any) for his 1,200 shares of BTF.

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- (4) In connection with the Reorganization, Erma Miller, LLC received 8,729 BIF Shares (and cash for fractional shares, if any) for its 2,797 shares of BTF.
- The members of Erma Miller, LLC ("EMLLC") are Erma Miller, Stephen C. Miller, William Miller, Susan Roof, and Cynthia Ziegler.
- (5) Such members may be deemed to control EMLLC and may be deemed to possess indirect beneficial ownership of the shares held by EMLLC. Stephen C. Miller and Erma Miller, acting alone, can vote or exercise dispositive authority over shares held by EMLLC.

Remarks:

This Form 4/A (this "Amendment") is being filed by the Reporting Person to amend and restate in its entirety the Form 4 original.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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