

CLAYMORE DIVIDEND & INCOME FUND
Form SC 13D/A
September 15, 2009

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT
9/14/09

1. NAME OF REPORTING PERSON

Bulldog Investors, Phillip Goldstein and Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

1,022,145

8. SHARED VOTING POWER

450,952

9. SOLE DISPOSITIVE POWER

1,473,097

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,473,097

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

16.22%

14. TYPE OF REPORTING PERSON

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IA

This statement constitutes Amendment #8 to the schedule 13d filed April 20, 2009. Except as specifically set forth herein, the Schedule 13d remains unmodified.

Item 4 is amended as follows:

ITEM 4. PURPOSE OF TRANSACTION

On September 14, 2009, the issuer announced its intention to conduct an in-kind tender offer to purchase up to 40%-45% of its outstanding common shares. As a result of this announcement, the filing persons have determined not to submit any proposals or nominees at the upcoming stockholder meeting. In addition, the filing persons have determined not to solicit proxies and they intend to vote their shares on all matters to come before the meeting in accordance with the recommendations of the board of directors. Finally, the filing persons do not intend, directly or indirectly, to take or encourage anyone else to take any action in the future in opposition to the board of directors.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the June 5, 2009 press release regarding the 1 for 5 reverse split, there are 9,079,884 of common stock outstanding. The percentage set forth in item 5 was derived using such number. Bulldog Investors, Phillip Goldstein and Andrew Dakos beneficially own an aggregate of 1,473,097 shares of DCS or 16.22% of the outstanding shares. Power to dispose of and vote securities resides either with Mr. Goldstein, Mr. Dakos or with clients.

c) Since the last Filing on 9/10/09 the following shares of DCS were bought:

| Date | Shares | Price |
|------------|--------|-----------|
| 09/10/2009 | 7,628 | \$13.2440 |
| 09/11/2009 | 39,774 | \$13.4966 |

d) Beneficiaries of managed accounts are entitled to receive any dividends or sales proceeds.

e) NA

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

Item 7. MATERIAL TO BE FILED AS EXHIBITS

none

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 9/15/09

By: /s/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos
Name: Andrew Dakos