ZWEIG TOTAL RETURN FUND INC
Form N-Q
May 31, 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 811-05620

The Zweig Total Return Fund, Inc.

(Exact name of registrant as specified in charter)

101 Munson Street

Greenfield, MA 01301-9683

(Address of principal executive offices) (Zip code)

William Renahan, Esq.

Vice President, Chief Legal Officer and Secretary for Registrant

100 Pearl Street

Hartford, CT 06103-4506

(Name and address of agent for service)

Registrant s telephone number, including area code: (800) 272-2700

Date of fiscal year end: December 31

Date of reporting period: March 31, 2016

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 of Investments is attached herewith.

THE ZWEIG TOTAL RETURN FUND, INC.

SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT

MARCH 31, 2016 (Unaudited)

Asset Allocation as of March 31, 2016

The following table illustrates asset allocations within certain sectors as a percentage of total investments net of securities sold short.	
Common Stocks	70%
U.S. Government Securities	15
Corporate Bonds	11
Other (including Short-Term)	4
Total	100%

($ reported in thousands)

	Par	Value
INVESTMENTS		
U.S. GOVERNMENT SECURITY 13.6%		
U.S. Treasury Inflation Indexed Bonds		
2.375%, 1/15/17[(3)]	$ 31,000	$ 37,530
0.375%, 7/15/25[(3)]	10,000	10,210
United States Treasury Note/Bond		
2.250%, 11/15/25	10,000	10,412
TOTAL U.S. GOVERNMENT SECURITY (Identified Cost $53,746)		**58,152**
CORPORATE BONDS AND NOTES 9.8%		
Consumer Discretionary 2.0%		
Comcast Cable Communications Holdings, Inc.		
9.455%, 11/15/22	2,534	3,585
Historic TW, Inc.		
6.625%, 5/15/29	2,000	2,425
Time Warner, Inc.		
2.100%, 6/1/19	1,500	1,513
Viacom, Inc.		
5.500%, 5/15/33	1,000	1,053
		8,576
Consumer Staples 1.0%		
Anheuser-Busch Inbev Worldwide, Inc.		
7.750%, 1/15/19	1,500	1,748
	Par	**Value**
Consumer Staples (continued)		
	$ 2,000	$ 2,680

Kroger Co/The 7.700%, 6/1/29		
		4,428
Energy 0.5%		
Chevron Corp. 3.191%, 6/24/23	2,000	2,063
		2,063
Financials 1.5%		
Ford Motor Credit Co. LLC 5.000%, 5/15/18	2,000	2,112
General Electric Capital Corp. 3.150%, 9/7/22	2,000	2,133
Goldman Sachs Group, Inc. (The) 5.750%, 1/24/22	2,000	2,309
		6,554
Industrials 3.3%		
Burlington Northern Santa Fe LLC 3.450%, 9/15/21	1,000	1,070
CSX Corp. 6.250%, 3/15/18	4,000	4,356
Ingersoll-Rand Global Holding Co., Ltd. 6.875%, 8/15/18	4,814	5,331
9.000%, 8/15/21	1,000	1,264

See notes to schedule of investments and securities sold short

THE ZWEIG TOTAL RETURN FUND, INC.

SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT (Continued)

MARCH 31, 2016 (Unaudited)

($ reported in thousands)

	Par	Value
Industrials (continued)		
Parker-Hannifin Corp.		
3.300%, 11/21/24	$ 1,000	$ 1,052
5.500%, 5/15/18	1,000	1,090
		14,163
Materials 0.9%		
Du Pont (E.I.) de Nemours & Co.		
2.800%, 2/15/23	2,000	2,009
Monsanto Co.		
5.500%, 8/15/25	1,401	1,607
		3,616
Telecommunication Services 0.6%		
Verizon Communications, Inc.		
5.150%, 9/15/23	2,000	2,309
		2,309
TOTAL CORPORATE BONDS AND NOTES (Identified Cost $39,670)		**41,709**
	Number of Shares	
COMMON STOCKS 70.9%		
Consumer Discretionary 9.1%		
Five Below, Inc.[2]	96,000	3,969
General Motors Co.	84,000	2,640
Goodyear Tire & Rubber Co. (The)	157,000	5,178
Home Depot, Inc. (The)[4]	40,000	5,337
McDonald s Corp.	52,000	6,535
Mohawk Industries, Inc.[2]	17,000	3,245
Target Corp.	81,000	6,665
Time Warner, Inc.	72,000	5,224
		38,793
Consumer Staples 6.9%		

Altria Group, Inc.[4]	52,000	3,258
Archer-Daniels-Midland Co.	186,000	6,754
Kroger Co. (The)	120,000	4,590
PepsiCo, Inc.	66,000	6,764
Procter & Gamble Co. (The)	40,000	3,292
	Number of Shares	**Value**
Consumer Staples (continued)		
Wal-Mart Stores, Inc.	73,000	$ 5,000
		29,658
Energy 3.0%		
Chevron Corp.[4]	32,000	3,053
Columbia Pipeline Partners LP	210,000	3,066
Schlumberger Ltd.	52,000	3,835
TOTAL SA Sponsored ADR	60,000	2,725
		12,679
Financials 10.2%		
BlackRock, Inc.	14,900	5,075
Goldman Sachs Group, Inc. (The)	31,000	4,866
JPMorgan Chase & Co.	80,000	4,738
Lincoln National Corp.	123,000	4,822
Progressive Corp. (The)	150,000	5,271
Prudential Financial, Inc.	70,000	5,055
Royal Bank of Canada	52,000	2,993
UBS Group AG[2]	312,000	4,998
Wells Fargo & Co.	115,000	5,561
		43,379
Health Care 8.6%		
Abbott Laboratories	120,000	5,019
Becton, Dickinson & Co.	35,000	5,314
Biogen, Inc.[2]	11,800	3,072
Gilead Sciences, Inc.	47,000	4,317
GlaxoSmithKline plc Sponsored ADR[4]	72,000	2,920
HCA Holdings, Inc.[2]	41,000	3,200
Johnson & Johnson	46,000	4,977
Pfizer, Inc.	90,000	2,668
UnitedHealth Group, Inc.	41,000	5,285
		36,772
Industrials 10.5%		
Alaska Air Group, Inc.	63,000	5,167
Boeing Co. (The)	39,000	4,951
Danaher Corp.	41,000	3,889
Emerson Electric Co.	149,000	8,103

General Dynamics Corp.	38,000	4,992
General Electric Co.[4]	101,000	3,211
Southwest Airlines Co.	87,000	3,898

See notes to schedule of investments and securities sold short

THE ZWEIG TOTAL RETURN FUND, INC.

SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT (Continued)

MARCH 31, 2016 (Unaudited)

($ reported in thousands)

	Number of Shares	Value
Industrials (continued)		
United Parcel Service, Inc. Class B	51,000	$ 5,379
W.W. Grainger, Inc.	23,200	5,415
		45,005
Information Technology 15.4%		
Alibaba Group Holding Ltd. Sponsored ADR[2]	43,000	3,398
Alphabet, Inc. Class C[2]	4,913	3,660
Analog Devices, Inc.	106,000	6,274
Apple, Inc.	50,000	5,450
Canon, Inc. Sponsored ADR[4]	98,000	2,922
Cisco Systems, Inc.	262,000	7,459
Facebook, Inc. Class A[2]	29,000	3,309
MasterCard, Inc. Class A	45,000	4,253
Microsoft Corp.	94,000	5,192
Paychex, Inc.	134,000	7,237
QUALCOMM, Inc.	151,000	7,722
salesforce.com, Inc.[2]	46,000	3,396
Xilinx, Inc.	114,000	5,407
		65,679
Materials 2.0%		
Alcoa, Inc.	582,000	5,575
Dow Chemical Co. (The)[4]	58,000	2,950
		8,525
Telecommunication Services 3.5%		
AT&T, Inc.[4]	91,000	3,564
Verizon Communications, Inc.	160,000	8,653
Vodafone Group plc Sponsored ADR	92,000	2,949
		15,166
Utilities 1.7%		
Duke Energy Corp.[4]	44,000	3,550

Southern Co.	68,000	3,517
		7,067
TOTAL COMMON STOCKS (Identified Cost $269,540)		**302,723**
	Number of Shares	**Value**
CLOSED END FUND 0.4%		
Templeton Dragon Fund, Inc.[5]	99,000	$ 1,695
TOTAL CLOSED END FUND (Identified Cost $1,585)		**1,695**
EXCHANGE-TRADED FUNDS 0.4%		
Market Vectors Gold Miners[5]	77,000	1,538
TOTAL EXCHANGE-TRADED FUNDS (Identified Cost $1,264)		**1,538**
TOTAL LONG TERM INVESTMENTS 95.3% (Identified Cost $365,805)		**405,817**
SHORT-TERM INVESTMENT 2.3%		
Money Market Mutual Fund 2.3%		
Fidelity Money Market Portfolio Institutional Shares (seven-day effective yield 0.390%)[5]	9,767,847	9,768
TOTAL SHORT-TERM INVESTMENT (Identified Cost $9,768)		**9,768**
TOTAL INVESTMENTS, BEFORE SECURITIES SOLD SHORT (Identified Cost $375,573) 97.6%		**415,585[1]**
SECURITIES SOLD SHORT		
COMMON STOCKS SOLD SHORT (7.3)%		
Consumer Discretionary 1.6%		
CarMax, Inc.[2]	(26,000)	(1,329)
L Brands, Inc.	(14,000)	(1,229)
Sony Corp. Sponsored ADR	(110,000)	(2,829)
Tractor Supply Co.	(15,000)	(1,357)
		(6,744)
Energy 0.3%		
Anadarko Petroleum Corp.	(30,000)	(1,397)
		(1,397)
Financials 1.0%		
Ally Financial, Inc.[2]	(74,000)	(1,385)
Citigroup, Inc.	(32,000)	(1,336)

See notes to schedule of investments and securities sold short

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THE ZWEIG TOTAL RETURN FUND, INC.

SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT (Continued)

MARCH 31, 2016 (Unaudited)

($ reported in thousands)

	Number of Shares	Value
Financials (continued)		
Realogy Holdings Corp.[2]	(39,000)	$ (1,409)
		(4,130)
Health Care 2.2%		
Amgen, Inc.	(8,000)	(1,199)
Boston Scientific Corp.[2]	(74,000)	(1,392)
Laboratory Corporation of America Holdings[2]	(12,000)	(1,406)
PerkinElmer, Inc.	(28,000)	(1,385)
Regeneron Pharmaceuticals, Inc.[2]	(7,500)	(2,703)
Thermo Fisher Scientific, Inc.	(9,000)	(1,274)
		(9,359)
Industrials 1.0%		
Middleby Corp. (THE)[2]	(27,000)	(2,883)
TransDigm Group, Inc.[2]	(6,100)	(1,344)
		(4,227)
Information Technology 1.2%		
CoStar Group, Inc.[2]	(7,000)	(1,317)
NetApp, Inc.	(49,000)	(1,337)
Teradata Corp.[2]	(50,000)	(1,312)
Yahoo!, Inc.[2]	(39,000)	(1,436)
		(5,402)
TOTAL COMMON STOCKS SOLD SHORT (Proceeds $30,320)		**(31,259)**
TOTAL SECURITIES SOLD SHORT (Proceeds $30,320) (7.3)%		**(31,259)[1]**
TOTAL INVESTMENTS, NET OF SECURITIES SOLD SHORT (Identified Cost $345,253) 90.0%		**384,326**
Other Assets and Liabilities, Net 10%		42,772
Net Assets 100%		**$ 427,098**

(1) Federal Income Tax Information: For tax information at March 31, 2016, see Note 4 Federal Income Tax Information in the Notes to Schedules of Investments.
(2) Non-income producing.
(3) Principal amount is adjusted daily pursuant to the change in the Consumer Price Index.
(4) All or a portion of the security segregated as collateral for securities sold short.
(5) Shares of this fund are publicly offered and its prospectus and annual report are publicly available.

Country Weightings

United States	93%
United Kingdom	1
Bermuda	1
Canada	1
China	1
Japan	1
Switzerland	1
Other	1
Total	100%

% of total investments net of securities sold short as of March 31, 2016

See notes to schedule of investments and securities sold short

THE ZWEIG TOTAL RETURN FUND, INC.

SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT (Continued)

MARCH 31, 2016 (Unaudited)

($ reported in thousands)

The following table provides a summary of inputs used to value the Fund s investments as of March 31, 2016 (See Security Valuation Note 1A in the Notes to Schedules of Investments):

	Total Value at March 31, 2016	Level 1 Quoted Prices	Level 2 Significant Observable Inputs
Debt Securities:			
U.S. Government Securities	$ 58,152	$	$ 58,152
Corporate Bonds And Notes	41,709		41,709
Equity Securities:			
Common Stocks	302,723	302,723	
Closed End Fund	1,695	1,695	
Exchange-Traded Fund	1,538	1,538	
Short-Term Investment	9,768	9,768	
Total Investments before Securities Sold Short	$ 415,585	$ 315,724	$ 99,861
Liabilities:			
Common Stock Sold Short	(31,259)	(31,259)	
Total Liabilities	$ (31,259)	$ (31,259)	$

There are no Level 3 (significant unobservable inputs) priced securities.

There were no transfers between Level 1 and Level 2 related to securities held at March 31, 2016.

See notes to schedule of investments and securities sold short

THE ZWEIG TOTAL RETURN FUND, INC.

NOTES TO SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT

MARCH 31, 2016 (Unaudited)

Note 1. Significant Accounting Policies

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of increases and decreases in net assets from operations during the reporting period. Actual results could differ from those estimates and those differences could be significant.

A. Security Valuation:

Security valuation procedures for the Fund, which include nightly price variance, as well as back-testing such as bi-weekly unchanged price, monthly secondary source and transaction analysis, have been approved by the Board of Directors (the Board , or the Directors). All internally fair valued securities are approved by a valuation committee (the Valuation Committee) appointed by the Board. The Valuation Committee is comprised of certain members of management as identified to the Board, and convenes independently from portfolio management. All internally fair valued securities, referred to below, are updated daily and reviewed in detail by the Valuation Committee monthly unless changes occur within the period. The Valuation Committee reviews the validity of the model inputs and any changes to the model. Quarterly internal fair valuations are reviewed and ratified by the Board.

The Fund utilizes a fair value hierarchy which prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. It is the Fund s policy to recognize transfers at the end of the reporting period.

Level 1 quoted prices in active markets for identical securities (security types generally include listed equities)

Level 2 prices determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.)

Level 3 prices determined using significant unobservable inputs (including the Valuation Committee s own assumptions in determining the fair value of investments)

A description of the valuation techniques applied to the Fund s major categories of assets and liabilities measured at fair value on a recurring basis is as follows:

Equity securities are valued at the official closing price (typically last sale) on the exchange on which the securities are primarily traded or, if no closing price is available, at the last bid price and are categorized as Level 1 in the hierarchy. Restricted equity securities and private placements that are not widely traded, are illiquid, or are internally

fair valued by the Valuation Committee are generally categorized as Level 3 in the hierarchy.

Certain non-U.S. securities may be fair valued in cases where closing prices are not readily available or are deemed not reflective of readily available market prices. For example, significant events (such as movement in the U.S. securities market, or other regional and local developments) may occur between the time that non-U.S. markets

THE ZWEIG TOTAL RETURN FUND, INC.

NOTES TO SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT (Continued)

MARCH 31, 2016 (Unaudited)

close (where the security is principally traded) and the time that a Fund calculates its net asset value (NAV) (at the close of regular trading on the New York Stock Exchange (NYSE), generally 4 p.m. Eastern time) that may impact the value of securities traded in these non-U.S. markets. In such cases the Funds fair value non-U.S. securities using an independent pricing service which considers the correlation of the trading patterns of the non-U.S. security to the intraday trading in the U.S. markets for investments such as American Depositary Receipts, financial futures, Exchange-Traded Funds (ETFs), and certain indexes, as well as prices for similar securities. Such fair valuations are categorized as Level 2 in the hierarchy. Because the frequency of significant events is not predictable, fair valuation of certain non-U.S. common stocks may occur on a frequent basis.

Debt securities, including restricted securities, are valued based on evaluated quotations received from independent pricing services or from dealers who make markets in such securities. For most bond types, the pricing service utilizes matrix pricing which considers yield or price of bonds of comparable quality, coupon, maturity, current cash flows, type, and current day trade information, as well as dealer supplied prices. These valuations are generally categorized as Level 2 in the hierarchy. Structured debt instruments such as mortgage-backed and asset-backed securities may also incorporate collateral analysis and utilize cash flow models for valuation and are generally categorized as Level 2 in the hierarchy. Pricing services do not provide pricing for all securities and therefore dealer supplied prices are utilized representing indicative bids based on pricing models used by market makers in the security and are generally categorized as Level 2 in the hierarchy. Debt securities that are not widely traded, are illiquid, or are internally fair valued by the Valuation Committee, are generally categorized as Level 3 in the hierarchy.

Listed derivatives, such as options, that are actively traded are valued based on quoted prices from the exchange and are categorized as Level 1 in the hierarchy. Over-the-counter derivative contracts, which include forward currency contracts and equity-linked instruments, are valued based on inputs observed from actively quoted markets and are categorized as Level 2 in the hierarchy.

Investments in open-end mutual funds are valued at NAV. Investments in closed-end funds are valued as of the close of regular trading on the NYSE each business day. Both are categorized as Level 1 in the hierarchy.

A summary of the inputs used to value the Fund s net assets by each major security type is disclosed at the end of the Schedule of Investments and Securities Sold Short for the Fund. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

B. Security Transactions and Investment Income:

Security transactions are recorded on the trade date. Realized gains and losses from sales of securities are determined on the identified cost basis. Dividend income is recognized on the ex-dividend date or, in the case of certain foreign securities, as soon as the Fund is notified. Interest income is recorded on the accrual basis. The Fund amortizes premiums and accretes discounts using the effective interest method. Any distributions from the underlying funds are recorded in accordance with the character of the distributions as designated by the underlying funds.

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THE ZWEIG TOTAL RETURN FUND, INC.

NOTES TO SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT (Continued)

MARCH 31, 2016 (Unaudited)

C. Foreign Currency Translation:

Non-U.S. investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts at the foreign currency exchange rate effective at the end of the reporting period. Cost of investments is translated at the currency exchange rate effective at the trade date. The gain or loss resulting from a change in currency exchange rates between the trade and settlement date of a portfolio transaction is treated as a gain or loss on foreign currency. Likewise, the gain or loss resulting from a change in currency exchange rates between the date income is accrued and the date it is paid is treated as a gain or loss on foreign currency. The Fund does not isolate that portion of the results of operations arising from changes in foreign exchange rates on investments from the fluctuations arising from changes in the market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

D. Short Sales:

A short sale is a transaction in which the Fund sells a security it does not own in anticipation of a decline in market price. To sell a security short, the Fund must borrow the security. The Fund s obligation to replace the security borrowed and sold short will be fully collateralized at all times by the proceeds from the short sale retained by the broker and by cash and securities deposited in a segregated account with the Fund s custodian. If the price of the security sold short increases between the time of the short sale and the time the Fund replaces the borrowed security, the Fund will realize a loss, and if the price declines during the period, the Fund will realize a gain. Any realized gain will be decreased by, and any realized loss increased by, the amount of transaction costs. On ex-dividend date, dividends on short sales are recorded as an expense to the Fund.

In accordance with the terms of its prime brokerage agreement, the Fund may receive rebate income or be charged a fee based on borrowed securities which is under interest expense on short sales on the Statement of Operations. Such income or fee is calculated on a daily basis based on the market value of each borrowed security and a variable rate that is dependent upon the availability of such security.

Note 2. Indemnifications

Under the Fund s organizational documents and related agreements, its directors and officers are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, the Fund enters into contracts that contain a variety of indemnifications. The Fund s maximum exposure under these arrangements is unknown. However, the Fund has not had prior claims or losses pursuant to these arrangements.

Note 3. Credit Risk and Asset Concentrations

In countries with limited or developing markets, investments may present greater risks than in more developed markets and the prices of such investments may be volatile. The consequences of political, social or economic changes in these markets may have disruptive effects on the market prices of these investments and the income they generate,

as well as the Fund s ability to repatriate such amounts.

THE ZWEIG TOTAL RETURN FUND, INC.

NOTES TO SCHEDULE OF INVESTMENTS AND SECURITIES SOLD SHORT (Continued)

MARCH 31, 2016 (Unaudited)

The Fund may invest a high percentage of its assets in specific sectors of the market in the pursuit of its investment objectives. Fluctuations in these sectors of concentration may have a greater impact on the Fund, positive or negative, than if the Fund did not concentrate its investments in such sectors.

Note 4. Federal Income Tax Information

($ reported in thousands)

At March 31, 2016, federal tax cost and aggregate gross unrealized appreciation (depreciation) of securities held by the Fund were as follows:

	Federal Tax Cost	Unrealized Appreciation	Unrealized Depreciation	Net Unrealized Appreciation (Depreciation)
Investments	$ 378,646	$ 49,136	$ (12,197)	$ 36,939
Securities sold short	(30,320)	116	(1,055)	(939)

Note 5. Subsequent Events

Management has evaluated the impact of all subsequent events on the Fund through the date the financial statements were issued, and has determined that there the following subsequent events that require recognition or disclosure in these financial statements.

On April 1, 2016, the Board of Directors announced that the Fund has approved an increase in the annualized distribution rate to 10% of the Fund s net asset value.

On May 26, 2016, the Fund s tender offer for 4,768,925.10 shares expired. On May 27, 2016, the Fund announced preliminary results of the tender offer, whereby, approximately 14,054,807 shares were tendered at 98% of net asset value as of May 26, 2016, which is equal to $12.96 per share. Based on this preliminary information, the pro-ration for each tendering stockholder is estimated to be 33.9 percentage of the shares properly tendered. Final results will be announced on June 3, 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 the 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 Zweig Total Return Fund, Inc.

By (Signature and Title)* /s/ George R. Aylward
George R. Aylward, President
(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/ George R. Aylward
George R. Aylward, President
(principal executive officer)

Date 5/27/2016

By (Signature and Title)* /s/ W. Patrick Bradley
W. Patrick Bradley, Senior Vice President, Chief Financial Officer

and Treasurer
(principal financial officer)

Date 5/27/2016

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