

BANCROFT FUND LTD  
Form 8-A12B  
August 08, 2016

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**BANCROFT FUND LTD.**

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

**Delaware**  
**(State of Incorporation or Organization)**

**04-2476994**  
**(I.R.S. Employer Identification No.)**

**One Corporate Center**  
**Rye, New York**  
**(Address of principal executive offices)**

**10580-1422**  
**(zip code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
<b>5.375% Series A Cumulative Preferred Shares</b>  <b>(Liquidation Preference \$25.00 per share)</b>	<b>NYSE MKT</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates: 333-207415**

**Securities to be registered pursuant to Section 12(g) of the Act: None**

**Item 1. Description of Registrant's Securities to be Registered**

The sections captioned Summary of the Terms of the Series A Preferred Shares, Description of the Series A Preferred Shares and Special Characteristics and Risks of the Series A Preferred Shares in the Registrant's Prospectus Supplement that was filed pursuant to Rule 497 under the Securities Act of 1933 (File No. 333-211322) on August 5, 2016, is incorporated herein by reference.

**Item 2. Exhibits**

(1) Amended and Restated Agreement and Declaration of Trust of Registrant (1)

(2) Amended and Restated By-Laws of Registrant (2)

(3) Statement of Preferences for 5.375% Series A Cumulative Preferred Shares (3)

(1) Incorporated by reference to the Registrant's Semi-Annual Report for Management Companies on Form NSAR filed with the Commission on June 30, 2006.

(2) Incorporated by reference to the Registrant's Registration Statement on Form N-2, File Nos. 333-211322 and 811-02151, as filed with the Commission on May 12, 2016.

(3) Incorporated by reference to Post-Effective Amendment No. 1 the Registrant's Registration Statement on Form N-2, File Nos. 333-211322 and 811-02151, as filed with the Commission on August 8, 2016.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

BANCROFT FUND LTD.

By: /s/ Andrea R. Mango

Name: Andrea R. Mango

Title: Secretary and Vice President

Date: August 8, 2016