

GDL FUND
Form N-Q
November 21, 2018

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 811-21969

The GDL Fund

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

Bruce N. Alpert

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

Date of reporting period: September 30, 2018

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

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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, 450 Fifth Street, NW, Washington, DC 20549-0609. 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(s) of Investments is attached herewith.

The GDL Fund
Third Quarter Report September 30, 2018
(Y)our Portfolio Management Team

| | | | | |
|---------------------------------|-----------------------------------|--------------------------------|---------------------------------|---------------------------|
| Mario J. Gabelli, CFA | | Gian Maria Magrini, CFA | Geoffrey P. Astle | Regina M. Pitaro, |
| <i>Chief Investment Officer</i> | Ryan N. Kahn, CFA | <i>Analyst</i> | <i>Analyst</i> | <i>Managing Director,</i> |
| | <i>Analyst</i> | <i>BS, Fordham University</i> | <i>BS, Fairfield University</i> | <i>MBA, Columbia,</i> |
| | | | | <i>Business School</i> |
| | <i>BS, Babson College</i> | | | |

To Our Shareholders,

For the quarter ended September 30, 2018, the net asset value (NAV) total return of The GDL Fund was 1.7%, compared with a total return of 0.5% for the ICE Bank of America Merrill Lynch 3 Month U.S. Treasury Bill Index. The total return for the Fund's publicly traded shares was 0.1%. The Fund's NAV per share was \$11.27, while the price of the publicly traded shares closed at \$9.09 on the New York Stock Exchange (NYSE). See below for additional performance information.

Enclosed is the schedule of investments as of September 30, 2018.

Comparative Results

| | <u>Average Annual Returns through September 30, 2018 (a) (Unaudited)</u> | | | | | Since Inception (01/31/07) |
|--|---|--------|--------|--------|---------|----------------------------|
| | Quarter | 1 Year | 3 Year | 5 Year | 10 Year | |
| GDL Fund | | | | | | |
| NAV Total Return (b) | 1.70% | 0.45% | 3.20% | 2.82% | 3.08% | 2.75% |
| Investment Total Return (c) | 0.09 | (7.12) | 3.18 | 2.06 | 3.93 | 1.51 |
| ICE Bank of America Merrill Lynch 3 Month U.S. Treasury Bill Index | 0.49 | 1.59 | 0.84 | 0.52 | 0.34 | 0.83 |

(a) Returns represent past performance and do not guarantee future results. Investment returns and the principal value of an investment will fluctuate. The Fund's use of leverage may magnify the volatility of net asset value changes versus funds that don't employ leverage. When shares are sold, they may be worth more or less than their

original cost. Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com for performance information as of the most recent month end. Performance returns for periods of less than one year are not annualized. Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The ICE Bank of America Merrill Lynch 3 Month U.S. Treasury Bill Index is comprised of a single issue purchased at the beginning of the month and held for a full month. At the end of the month, that issue is sold and rolled into the outstanding Treasury Bill that matures closest to, but not beyond three months from the re-balancing date. To qualify for selection, an issue must have settled on or before the re-balancing (month end) date. Dividends are not reinvested for the ICE Bank of America Merrill Lynch 3 Month U.S. Treasury Bill Index. You cannot invest directly in an index.

(b) Total returns and average annual returns reflect changes in the NAV per share and reinvestment of distributions at NAV on the ex-dividend date and are net of expenses. Since inception return is based on an initial NAV of \$19.06.

(c) Total returns and average annual returns reflect changes in closing market values on the NYSE and reinvestment of distributions. Since inception return is based on an initial offering price of \$20.00.

The GDL Fund**Schedule of Investments September 30, 2018 (Unaudited)**

| | | Market |
|---|--|---------------|
| Shares | | Value |
| COMMON STOCKS 80.2% | | |
| Aerospace 0.1% | | |
| 1,500 | Rockwell Collins Inc. | \$ 210,705 |
| Automotive: Parts and Accessories 0.6% | | |
| 15,100 | Federal-Mogul Holdings Corp. (a) | 151,000 |
| 200,000 | Haldex AB | 1,962,329 |
| | | 2,113,329 |
| Aviation: Parts and Services 1.7% | | |
| 90,000 | KLX Inc. | 5,650,200 |
| Building and Construction 1.5% | | |
| 35,000 | Johnson Controls International plc | 1,225,000 |
| 40,000 | Lennar Corp., Cl. B | 1,540,000 |
| 50,000 | USG Corp. | 2,165,500 |
| | | 4,930,500 |
| Business Services 1.2% | | |
| 170,000 | APN Outdoor Group Ltd. | 818,412 |
| 92,138 | Clear Channel Outdoor Holdings Inc., Cl. A | 548,221 |
| 87,000 | exactEarth Ltd. | 20,880 |
| 1,000 | Technopolis OYJ | 5,416 |
| 80,000 | XO Group Inc. | 2,758,400 |
| | | 4,151,329 |
| Cable and Satellite 2.3% | | |
| 27,628 | Liberty Global plc, Cl. A | 799,278 |
| 60,000 | Liberty Global plc, Cl. C | 1,689,600 |
| 14,000 | Liberty Latin America Ltd., Cl. A | 291,760 |
| 31,000 | Liberty Latin America Ltd., Cl. C | 639,530 |
| 200,000 | Sky plc | 4,507,182 |
| | | 7,927,350 |

| | | |
|--|-------------------------------|------------|
| Computer Software and Services 7.6% | | |
| 10,000 | Business & Decision | 90,794 |
| 214,000 | CA Inc. | 9,448,100 |
| 1,671 | Dell Technologies Inc., Cl. V | 162,288 |
| 70,000 | Gemalto NV | 4,079,927 |
| 3,300 | Rockwell Automation Inc. | 618,816 |
| 250,000 | Syntel Inc. | 10,245,000 |
| 35,000 | Web.com Group Inc. | 976,500 |
| | | 25,621,425 |

| | | |
|-------------------------------|-------------------------------|-----------|
| Consumer Products 2.7% | | |
| 65,000 | SodaStream International Ltd. | 9,300,200 |

| | | |
|-------------------------|------------------------|-----------|
| Electronics 1.5% | | |
| 6,000 | Alimco Financial Corp. | 61,500 |
| 85,900 | Axis Communications AB | 3,334,552 |
| 73,000 | Bel Fuse Inc., Cl. A | 1,542,490 |
| | | 4,938,542 |

| | | |
|----------------------------------|-----------------------|------------|
| Energy and Utilities 8.5% | | |
| 35,000 | Alvopetro Energy Ltd. | 12,736 |
| 74,000 | Andeavor | 11,359,000 |

Market

| Shares | | Value |
|---------|-------------------------------------|--------------|
| 60,000 | Avista Corp. | \$ 3,033,600 |
| 6,000 | Connecticut Water Service Inc. | 416,220 |
| 45,000 | Endesa SA | 972,321 |
| 70,000 | Energen Corp. | 6,031,900 |
| 100,000 | Energy Transfer Partners LP | 2,226,000 |
| 920,000 | Gulf Coast Ultra Deep Royalty Trust | 50,600 |
| 25,000 | Noble Energy Inc. | 779,750 |
| 10,000 | NRG Energy Inc. | 374,000 |
| 100,000 | Ocean Rig UDW Inc., Cl. A | 3,462,000 |
| | | 28,718,127 |

| | | |
|---------------------------|--------------------------------------|-----------|
| Entertainment 1.4% | | |
| 150,000 | Pandora Media Inc. | 1,426,500 |
| 2,000 | SFX Entertainment Inc. (a) | 0 |
| 40,000 | Tribune Media Co., Cl. A | 1,537,200 |
| 5,000 | Twenty-First Century Fox Inc., Cl. A | 231,650 |
| 35,000 | Twenty-First Century Fox Inc., Cl. B | 1,603,700 |
| | | 4,799,050 |

| | | |
|--------------------------------|-------------------------------|--------|
| Financial Services 4.6% | | |
| 1,000 | Aspen Insurance Holdings Ltd. | 41,800 |

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| | | |
|-----------|-------------------------------------|------------|
| 100,000 | CoBiz Financial Inc. | 2,214,000 |
| 20,000 | First Connecticut Bancorp Inc. | 591,000 |
| 50,000 | Jardine Lloyd Thompson Group plc | 1,235,630 |
| 135,000 | MoneyGram International Inc. | 722,250 |
| 10,000 | Navient Corp. | 134,800 |
| 1,710 | Nordax Group AB | 11,544 |
| 15,000 | SLM Corp. | 167,250 |
| 35,000 | The Dun & Bradstreet Corp. | 4,987,850 |
| 80,000 | The Navigators Group Inc. | 5,528,000 |
| | | 15,634,124 |
| | Food and Beverage 6.7% | |
| 500 | Huegli Holding AG | 433,055 |
| 40,000 | Keurig Dr Pepper Inc. | 926,800 |
| 2,619,000 | Parmalat SpA | 8,635,837 |
| 180,000 | Pinnacle Foods Inc. | 11,665,800 |
| 1,400,000 | Premier Foods plc | 772,790 |
| 1,500,000 | Yashili International Holdings Ltd. | 281,669 |
| | | 22,715,951 |
| | Health Care 16.3% | |
| 115,000 | Akorn Inc. | 1,492,700 |
| 55,000 | AstraZeneca plc, ADR | 2,176,350 |
| 23,000 | athenahealth Inc. | 3,072,800 |
| 176,025 | Envision Healthcare Corp. | 8,049,623 |
| 45,000 | Express Scripts Holding Co. | 4,275,450 |
| 40,000 | Idorsia Ltd. | 1,007,540 |
| 1,500 | Illumina Inc. | 550,590 |
| 416,200 | Invuity Inc. | 3,079,880 |
| 300,000 | K2M Group Holdings Inc. | 8,211,000 |
| 200,000 | Kindred Healthcare Inc. (a) | 1,800,000 |
| 120,000 | LifePoint Health Inc. | 7,728,000 |

See accompanying notes to schedule of investments.

The GDL Fund**Schedule of Investments (Continued) September 30, 2018 (Unaudited)**

| Shares | | Market Value |
|---------------------------------------|--|-----------------|
| COMMON STOCKS (Continued) | | |
| Health Care (Continued) | | |
| 110,000 | Mazor Robotics Ltd., ADR | \$ 6,415,200 |
| 40,000 | Shire plc, ADR | 7,250,800 |
| | | 55,109,933 |
| Hotels and Gaming 3.2% | | |
| 99,224 | Belmond Ltd., Cl. A | 1,810,838 |
| 210,000 | LaSalle Hotel Properties, REIT | 7,263,900 |
| 40,000 | Sonic Corp. | 1,733,600 |
| | | 10,808,338 |
| Machinery 1.1% | | |
| 19,000 | CNH Industrial NV | 228,320 |
| 10,000 | WSI Industries Inc. | 69,000 |
| 250,000 | Xerium Technologies Inc. | 3,365,000 |
| | | 3,662,320 |
| Metals and Mining 0.1% | | |
| 65,000 | Alamos Gold Inc., Cl. A | 299,650 |
| Paper and Forest Products 2.0% | | |
| 180,000 | KapStone Paper and Packaging Corp. | 6,103,800 |
| 33,500 | Papeles y Cartones de Europa SA | 650,327 |
| | | 6,754,127 |
| Publishing 0.0% | | |
| 10,000 | Telegraaf Media Groep NV (a) | 69,663 |
| Real Estate 5.2% | | |
| 40,000 | Forest City Realty Trust Inc., Cl. A, REIT | 1,003,600 |
| 450,000 | Gramercy Property Trust, REIT(b) | 12,348,000 |
| 950,000 | Investa Office Fund, REIT | 3,790,633 |
| 8,000 | Vastned Retail Belgium NV, REIT | 439,341 |

| | | |
|---------------|---|--------------------|
| | | 17,581,574 |
| | Retail 1.0% | |
| 100,000 | SUPERVALU Inc. | 3,222,000 |
| | Semiconductors 2.6% | |
| 10,000 | AIXTRON SE | 101,243 |
| 40,000 | Integrated Device Technology Inc. | 1,880,400 |
| 79,000 | NXP Semiconductors NV | 6,754,500 |
| | | 8,736,143 |
| | Specialty Chemicals 1.0% | |
| 45,000 | KMG Chemicals Inc. | 3,400,200 |
| 8,900 | SGL Carbon SE | 97,392 |
| | | 3,497,592 |
| | Telecommunications 6.5% | |
| 550,000 | Asia Satellite Telecommunications Holdings Ltd. | 429,976 |
| 40,000 | AT&T Inc. | 1,343,200 |
| 34,200 | Ei Towers SpA | 2,255,408 |
| 200,000 | Koninklijke KPN NV | 527,581 |
| 1,000 | Loral Space & Communications Inc. | 45,400 |
| | Market | |
| Shares | | Value |
| 940,000 | Mitel Networks Corp. | \$ 10,358,800 |
| 58,000 | Sprint Corp. | 379,320 |
| 119,600 | Telenet Group Holding NV | 6,584,811 |
| | | 21,924,496 |
| | Transportation 0.2% | |
| 2,000 | XPO Logistics Europe SA | 743,071 |
| | Wireless Communications 0.6% | |
| 30,000 | T-Mobile US Inc. | 2,105,400 |
| | TOTAL COMMON STOCKS | 271,225,139 |
| | CLOSED-END FUNDS 0.9% | |
| 42,000 | Altaba Inc. | 2,861,040 |
| | PREFERRED STOCKS 0.0% | |
| | Financial Services 0.0% | |
| 2,968 | Steel Partners Holdings LP, Ser. A, 6.000% | 67,908 |

| RIGHTS 0.1% | | |
|---------------------------------|--|----------------|
| Entertainment 0.0% | | |
| 225,000 | Media General Inc., CVR (a) | 0 |
| Health Care 0.1% | | |
| 187,200 | Adolor Corp., CPR, expire 07/01/19 (a) | 0 |
| 79,391 | Ambit Biosciences Corp., CVR (a) | 47,635 |
| 201,600 | American Medical Alert Corp., CPR (a) | 2,016 |
| 300,000 | Innocoll, CVR (a) | 180,000 |
| 23,000 | Ocera Therapeutics, CVR (a) | 8,970 |
| 100 | Omthera Pharmaceuticals Inc., expire 12/31/20 (a) | 0 |
| 206,000 | Synergetics USA Inc., CVR (a) | 0 |
| 346,322 | Teva Pharmaceutical Industries Ltd., CCCP, expire 02/20/23 (a) | 0 |
| 11,000 | Tobira Therapeutics Inc. (a) | 660 |
| | | 239,281 |
| Specialty Chemicals 0.0% | | |
| 25,772 | A. Schulman Inc., CVR (a) | 51,544 |
| | TOTAL RIGHTS | 290,825 |

**Principal
Amount**

| CORPORATE BONDS 0.0% | | |
|-----------------------------|---|-------|
| Health Care 0.0% | | |
| \$ 17,000 | Constellation Health Promissory Note, PIK, 5.000%, 01/31/24(a)(c) | 7,310 |

See accompanying notes to schedule of investments.

The GDL Fund

Schedule of Investments (Continued) September 30, 2018 (Unaudited)

| Principal Amount | | Market Value |
|------------------|--|----------------|
| | U.S. GOVERNMENT OBLIGATIONS 18.8% | |
| \$ 63,815,000 | U.S. Treasury Bills, 1.923% to 2.107% , 10/04/18 to 01/03/19(b) | \$ 63,576,857 |
| | TOTAL INVESTMENTS BEFORE SECURITIES SOLD SHORT 100.0% (Cost \$339,248,570) | \$ 338,029,079 |
| Shares | | |
| | SECURITIES SOLD SHORT (10.7%) | |
| | Building and Construction (0.4)% | |
| 32,500 | Lennar Corp., Cl. A | \$ 1,517,425 |
| | Energy and Utilities (6.0)% | |
| 45,094 | Diamondback Energy Inc. | 6,096,258 |
| 128,000 | Energy Transfer Equity LP | 2,231,040 |
| 120,834 | Marathon Petroleum Corp. | 9,663,095 |
| 161,280 | Transocean Ltd. | 2,249,856 |
| | | 20,240,249 |
| | Entertainment (0.2)% | |
| 108,000 | Sirius XM Holdings Inc. | 682,560 |
| | Financial Services (0.7)% | |
| 17,000 | BOK Financial Corp. | 1,653,760 |
| 34,500 | People s United Financial Inc. | 590,640 |
| | | 2,244,400 |
| | Food and Beverage (1.2)% | |
| 116,892 | Conagra Brands Inc. | 3,970,821 |
| | Health Care (0.8)% | |
| 10,953 | Cigna Corp. | 2,280,962 |
| 9,100 | Takeda Pharmaceutical Co. Ltd. | 389,325 |

| | | |
|---------|-------------------------------------|---------------|
| | | 2,670,287 |
| | Hotels and Gaming (1.3)% | |
| 121,800 | Pebblebrook Hotel Trust, REIT | 4,429,866 |
| | Semiconductors (0.1)% | |
| 3,000 | Cabot Microelectronics Corp. | 309,510 |
| | TOTAL SECURITIES SOLD SHORT | |
| | (Proceeds received \$35,148,991)(d) | \$ 36,065,118 |

- (a) Security is valued using significant unobservable inputs and is classified as Level 3 in the fair value hierarchy.
- (b) At September 30, 2018, \$76,163,000 of the principal amount was pledged as collateral for securities sold short, equity contract for difference swap agreements, and forward foreign exchange contracts.
- (c) Payment-in-kind (PIK) security. 5.00% PIK interest income will be paid as additional securities at the discretion of the issuer.
- (d) At September 30, 2018, these proceeds were being held at Pershing LLC.
Non-income producing security.
Represents annualized yields at dates of purchase.

ADR American Depositary Receipt

CCCPContingent Cash Consideration Payment

CVR Contingent Value Right

CPR Contingent Payment Right

REIT Real Estate Investment Trust

| Geographic Diversification | | % of Total Investments* | Market Value |
|-----------------------------------|-----------------|------------------------------------|-------------------------|
| Long Positions | | | |
| North America | | 77.4% | \$ 261,512,549 |
| Europe | | 20.0 | 67,692,040 |
| Asia/Pacific | | 1.6 | 5,320,690 |
| Latin America | | 1.0 | 3,503,800 |
| Total Investments | Long Positions | 100.0% | \$ 338,029,079 |
| Short Positions | | | |
| North America | | (10.6)% | \$ (35,675,793) |
| Japan | | (0.1) | (389,325) |
| Total Investments | Short Positions | (10.7)% | \$ (36,065,118) |

* Total investments exclude securities sold short.

See accompanying notes to schedule of investments.

The GDL Fund**Schedule of Investments (Continued) September 30, 2018 (Unaudited)**

As of September 30, 2018, forward foreign exchange contracts outstanding were as follows:

| Currency Purchased | Currency Sold | Counterparty | Settlement Date | Unrealized Appreciation |
|---------------------------|----------------------|---------------------------------|------------------------|--------------------------------|
| USD 5,346,982 | SEK 47,000,000 | State Street Bank and Trust Co. | 10/26/18 | \$ 46,160 |
| USD 25,933,358 | EUR 22,000,000 | State Street Bank and Trust Co. | 10/26/18 | 332,574 |
| USD 6,202,712 | GBP 4,700,000 | State Street Bank and Trust Co. | 10/26/18 | 68,864 |
| USD 3,412,012 | AUD 4,700,000 | State Street Bank and Trust Co. | 10/26/18 | 13,922 |
| | | | | \$461,520 |

As of September 30, 2018, equity contract for difference swap agreements outstanding were as follows:

| Market Value | One Month LIBOR Plus 90 bps plus Market Value | Counterparty | Payment Frequency | Termination Date | Notional Amount | Upfront Payments/ Receipts | Unrealized Depreciation |
|---|--|---------------------|--------------------------|-------------------------|------------------------|-----------------------------------|--------------------------------|
| Depreciation Received | Depreciation Paid | The Goldman Sachs | | | | | |
| Premier Foods plc | Premier Foods plc | Group, Inc. | 1 month | 03/29/2019 | \$185,452 | \$(3,294) | \$(3,294) |
| AL EQUITY CONTRACT FOR DIFFERENCE SWAP AGREEMENT | | | | | | | \$(3,294) |

See accompanying notes to schedule of investments.

The GDL Fund

Notes to Schedule of Investments (Unaudited)

As an investment company, the Fund follows the investment company accounting and reporting guidance, which is part of U.S. generally accepted accounting principles (GAAP) that may require the use of management estimates and assumptions in the preparation of its schedule of investments. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Fund in the preparation of its schedule of investments.

Security Valuation. Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for which market quotations are readily available are valued at the last quoted sale price or a market's official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Trustees (the Board) so determines, by such other method as the Board shall determine in good faith to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are valued according to the broadest and most representative market, as determined by Gabelli Funds, LLC (the Adviser).

Portfolio securities primarily traded on a foreign market are generally valued at the preceding closing values of such securities on the relevant market, but may be fair valued pursuant to procedures established by the Board if market conditions change significantly after the close of the foreign market, but prior to the close of business on the day the securities are being valued. Debt obligations for which market quotations are readily available are valued at the average of the latest bid and asked prices. If there were no asked prices quoted on such day, the security is valued using the closing bid price, unless the Board determines such amount does not reflect the securities' fair value, in which case these securities will be fair valued as determined by the Board. Certain securities are valued principally using dealer quotations. Futures contracts are valued at the closing settlement price of the exchange or board of trade on which the applicable contract is traded. OTC futures and options on futures for which market quotations are readily available will be valued by quotations received from a pricing service or, if no quotations are available from a pricing service, by quotations obtained from one or more dealers in the instrument in question by the Adviser.

Securities and assets for which market quotations are not readily available are fair valued as determined by the Board. Fair valuation methodologies and procedures may include, but are not limited to: analysis and review of available financial and non-financial information about the company; comparisons with the valuation and changes in valuation of similar securities, including a comparison of foreign securities with the equivalent U.S. dollar value American Depositary Receipt securities at the close of the U.S. exchange; and evaluation of any other information that could be indicative of the value of the security.

The inputs and valuation techniques used to measure fair value of the Fund's investments are summarized into three levels as described in the hierarchy below:

Level 1 – quoted prices in active markets for identical securities;

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

Level 3 significant unobservable inputs (including the Board's determinations as to the fair value of investments).

The GDL Fund**Notes to Schedule of Investments (Unaudited) (Continued)**

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input both individually and in the aggregate that is significant to the fair value measurement. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of the Fund's investments in securities and other financial instruments by inputs used to value the Fund's investments as of September 30, 2018 is as follows:

| | Valuation Inputs | | | Total Market Value at 9/30/18 |
|--|--------------------------|---------------------------------|--|----------------------------------|
| | Level 1 Quoted Prices | Level 2 Observable Inputs | Level 3 Significant Unobservable Inputs | |
| INVESTMENTS IN SECURITIES: | | | | |
| ASSETS (Market Value): | | | | |
| Common Stocks: | | | | |
| Automotive: Parts and Accessories | \$ 1,962,329 | | \$ 151,000 | \$ 2,113,329 |
| Business Services | 4,130,449 | \$ 20,880 | | 4,151,329 |
| Entertainment | 4,799,050 | | 0 | 4,799,050 |
| Financial Services | 15,622,580 | 11,544 | | 15,634,124 |
| Food and Beverage | 22,282,896 | 433,055 | | 22,715,951 |
| Health Care | 53,309,933 | | 1,800,000 | 55,109,933 |
| Publishing | | | 69,663 | 69,663 |
| Other Industries (a) | 166,631,760 | | | 166,631,760 |
| Total Common Stocks | 268,738,997 | 465,479 | 2,020,663 | 271,225,139 |
| Closed-End Funds | 2,861,040 | | | 2,861,040 |
| Preferred Stocks (a) | | 67,908 | | 67,908 |
| Rights (a) | | | 290,825 | 290,825 |
| Corporate Bonds (a) | | | 7,310 | 7,310 |
| U.S. Government Obligations | | 63,576,857 | | 63,576,857 |
| TOTAL INVESTMENTS IN SECURITIES ASSETS | \$271,600,037 | \$64,110,244 | \$2,318,798 | \$338,029,079 |
| LIABILITIES (Market Value): | | | | |
| Common Stocks Sold Short (a) | \$(36,065,118) | | | \$(36,065,118) |
| TOTAL INVESTMENTS IN SECURITIES - LIABILITIES | \$(36,065,118) | | | \$(36,065,118) |
| OTHER FINANCIAL INSTRUMENTS:* | | | | |
| ASSETS (Unrealized Appreciation): | | | | |
| FORWARD CURRENCY EXCHANGE CONTRACTS | | | | |

| | | | | |
|---|----|---------|----|---------|
| Forward Foreign Exchange Contracts | \$ | 461,520 | \$ | 461,520 |
| LIABILITIES (Unrealized Depreciation): | | | | |
| EQUITY CONTRACTS | | | | |
| Contract for Difference Swap Agreements | | (3,294) | | (3,294) |
| TOTAL OTHER FINANCIAL INSTRUMENTS: | \$ | 458,226 | \$ | 458,226 |

(a) Please refer to the Schedule of Investments (SOI) for the industry classifications of these portfolio holdings.

* Other financial instruments are derivatives reflected in the SOI, such as options, futures, forwards, and swaps, which may be valued at the unrealized appreciation/depreciation of the instrument.

The GDL Fund

Notes to Schedule of Investments (Unaudited) (Continued)

Additional Information to Evaluate Qualitative Information.

General. The Fund uses recognized industry pricing services approved by the Board and unaffiliated with the Adviser to value most of its securities, and uses broker quotes provided by market makers of securities not valued by these and other recognized pricing sources. Several different pricing feeds are received to value domestic equity securities, international equity securities, preferred equity securities, and fixed income securities. The data within these feeds are ultimately sourced from major stock exchanges and trading systems where these securities trade. The prices supplied by external sources are checked by obtaining quotations or actual transaction prices from market participants. If a price obtained from the pricing source is deemed unreliable, prices will be sought from another pricing service or from a broker/dealer that trades that security or similar securities.

Fair Valuation. Fair valued securities may be common or preferred equities, warrants, options, rights, or fixed income obligations. Where appropriate, Level 3 securities are those for which market quotations are not available, such as securities not traded for several days, or for which current bids are not available, or which are restricted as to transfer. When fair valuing a security, factors to consider include recent prices of comparable securities that are publicly traded, reliable prices of securities not publicly traded, the use of valuation models, current analyst reports, valuing the income or cash flow of the issuer, or cost if the preceding factors do not apply. A significant change in the unobservable inputs could result in a lower or higher value in Level 3 securities. The circumstances of Level 3 securities are frequently monitored to determine if fair valuation measures continue to apply.

The Adviser reports quarterly to the Board the results of the application of fair valuation policies and procedures. These may include backtesting the prices realized in subsequent trades of these fair valued securities to fair values previously recognized.

Derivative Financial Instruments. The Fund may engage in various portfolio investment strategies by investing in derivative financial instruments for the purposes of increasing the income of the Fund, hedging against changes in the value of its portfolio securities and in the value of securities it intends to purchase, or hedging against a specific transaction with respect to either the currency in which the transaction is denominated or another currency. Investing in certain derivative financial instruments, including participation in the options, futures, or swap markets, entails certain execution, liquidity, hedging, tax, and securities, interest, credit, or currency market risks. Losses may arise if the Adviser's prediction of movements in the direction of the securities, foreign currency, and interest rate markets is inaccurate. Losses may also arise if the counterparty does not perform its duties under a contract, or, in the event of default, the Fund may be delayed in or prevented from obtaining payments or other contractual remedies owed to it under derivative contracts. The creditworthiness of the counterparties is closely monitored in order to minimize these risks. Participation in derivative transactions involves investment risks, transaction costs, and potential losses to which the Fund would not be subject absent the use of these strategies. The consequences of these risks, transaction costs, and losses may have a negative impact on the Fund's ability to pay distributions.

The Fund's derivative contracts held at September 30, 2018, if any, are not accounted for as hedging instruments under GAAP and are disclosed in the Schedule of Investments together with the related counterparty.

The GDL Fund**Notes to Schedule of Investments (Unaudited) (Continued)**

Swap Agreements. The Fund may enter into equity contract for difference swap transactions for the purpose of increasing the income of the Fund. The use of swaps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio security transactions. In an equity contract for difference swap, a set of future cash flows is exchanged between two counterparties. One of these cash flow streams will typically be based on a reference interest rate combined with the performance of a notional value of shares of a stock. The other will be based on the performance of the shares of a stock. Depending on the general state of short term interest rates and the returns on the Fund's portfolio securities at the time an equity contract for difference swap transaction reaches its scheduled termination date, there is a risk that the Fund will not be able to obtain a replacement transaction or that the terms of the replacement will not be as favorable as on the expiring transaction. Equity contract for difference swap agreements at September 30, 2018 are presented within the Schedule of Investments.

Forward Foreign Exchange Contracts. The Fund may engage in forward foreign exchange contracts for the purpose of hedging a specific transaction with respect to either the currency in which the transaction is denominated or another currency as deemed appropriate by the Adviser. Forward foreign exchange contracts are valued at the forward rate and are marked-to-market daily. The change in market value is included in unrealized appreciation/depreciation on foreign currency translations. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

The use of forward foreign exchange contracts does not eliminate fluctuations in the underlying prices of the Fund's portfolio securities, but it does establish a rate of exchange that can be achieved in the future. Although forward foreign exchange contracts limit the risk of loss due to a decline in the value of the hedged currency, they also limit any potential gain that might result should the value of the currency increase. Forward foreign exchange contracts at September 30, 2018 are presented within the Schedule of Investments.

Options. The Fund may purchase or write call or put options on securities or indices for the purpose of increasing the income of the Fund. As a writer of put options, the Fund receives a premium at the outset and then bears the risk of unfavorable changes in the price of the financial instrument underlying the option. The Fund would incur a loss if the price of the underlying financial instrument decreases between the date the option is written and the date on which the option is terminated. The Fund would realize a gain, to the extent of the premium, if the price of the financial instrument increases between those dates.

As a purchaser of put options, the Fund pays a premium for the right to sell to the seller of the put option the underlying security at a specified price. The seller of the put has the obligation to purchase the underlying security upon exercise at the exercise price. If the price of the underlying security declines, the Fund would realize a gain upon sale or exercise. If the price of the underlying security increases or stays the same, the Fund would realize a loss upon sale or at expiration date, but only to the extent of the premium paid.

If a written call option is exercised, the premium is added to the proceeds from the sale of the underlying security in determining whether there has been a realized gain or loss. If a written put option is exercised, the premium reduces the cost basis of the security. In the case of call options, the exercise prices are referred to as in-the-money,

at-the-money, and out-of-the-money, respectively. The Fund may write (a) in-the-money call options when the Adviser expects that the price of the underlying security will remain stable or decline during the option period, (b) at-the-money call options when the Adviser expects that the price of the underlying

The GDL Fund**Notes to Schedule of Investments (Unaudited) (Continued)**

security will remain stable, decline, or advance moderately during the option period, and (c) out-of-the-money call options when the Adviser expects that the premiums received from writing the call option will be greater than the appreciation in the price of the underlying security above the exercise price. By writing a call option, the Fund limits its opportunity to profit from any increase in the market value of the underlying security above the exercise price of the option. Out-of-the-money, at-the-money, and in-the-money put options (the reverse of call options as to the relation of exercise price to market price) may be utilized in the same market environments that such call options are used in equivalent transactions. At September 30, 2018, the Fund did not hold any written options contracts.

The following table summarizes the net unrealized appreciation/(depreciation) of derivatives held at September 30, 2018 by primary risk exposure:

| | Net Unrealized Appreciation/ (Depreciation) |
|--|--|
| Asset Derivatives: | |
| Forward Foreign Exchange Contracts | \$ 461,520 |
| Equity Contract for Difference Swap Agreements | |
| Total | \$ 461,520 |
| Liability Derivatives: | |
| Forward Foreign Exchange Contracts | |
| Equity Contract for Difference Swap Agreements | \$ (3,294) |
| Total | \$ (3,294) |

Limitations on the Purchase and Sale of Futures Contracts, Certain Options, and Swaps. Subject to the guidelines of the Board, the Fund may engage in commodity interest transactions (generally, transactions in futures, certain options, certain currency transactions, and certain types of swaps) only for bona fide hedging or other permissible transactions in accordance with the rules and regulations of the Commodity Futures Trading Commission (CFTC). Pursuant to amendments by the CFTC to Rule 4.5 under the Commodity Exchange Act (CEA), the Adviser has filed a notice of exemption from registration as a commodity pool operator with respect to the Fund. The Fund and the Adviser are therefore not subject to registration or regulation as a commodity pool operator under the CEA. In addition, certain trading restrictions are now applicable to the Fund which permit the Fund to engage in commodity interest transactions that include (i) bona fide hedging transactions, as that term is defined and interpreted by the CFTC and its staff, without regard to the percentage of the Fund's assets committed to margin and options premiums and (ii) non-bona fide hedging transactions, provided that the Fund does not enter into such non-bona fide hedging transactions if, immediately thereafter, either (a) the sum of the amount of initial margin deposits on the Fund's

existing futures positions or swaps positions and option or swaption premiums would exceed 5% of the market value of the Fund's liquidating value, after taking into account unrealized profits and unrealized losses on any such transactions, or (b) the aggregate net notional value of the Fund's commodity interest transactions would not exceed 100% of the market value of the Fund's liquidating value, after taking into account unrealized profits and unrealized losses on any such transactions. Therefore, in order to claim the Rule 4.5 exemption, the Fund is limited in its ability to invest in commodity

The GDL Fund**Notes to Schedule of Investments (Unaudited) (Continued)**

futures, options, and certain types of swaps (including securities futures, broad based stock index futures, and financial futures contracts). As a result, in the future, the Fund will be more limited in its ability to use these instruments than in the past, and these limitations may have a negative impact on the ability of the Adviser to manage the Fund, and on the Fund's performance.

Securities Sold Short. The Fund may enter into short sale transactions. Short selling involves selling securities that may or may not be owned and, at times, borrowing the same securities for delivery to the purchaser, with an obligation to replace such borrowed securities at a later date. The proceeds received from short sales are recorded as liabilities and the Fund records an unrealized gain or loss to the extent of the difference between the proceeds received and the value of an open short position on the day of determination. The Fund records a realized gain or loss when the short position is closed out. By entering into a short sale, the Fund bears the market risk of an unfavorable change in the price of the security sold short. Dividends on short sales are recorded as an expense by the Fund on the ex-dividend date and interest expense is recorded on the accrual basis. The broker retains collateral for the value of the open positions, which is adjusted periodically as the value of the position fluctuates. Securities sold short at September 30, 2018 are reflected within the Schedule of Investments.

Investments in other Investment Companies. The Fund may invest, from time to time, in shares of other investment companies (or entities that would be considered investment companies but are excluded from the definition pursuant to certain exceptions under the 1940 Act) (the Acquired Funds) in accordance with the 1940 Act and related rules. Shareholders in the Fund would bear the pro rata portion of the periodic expenses of the Acquired Funds in addition to the Fund's expenses. At September 30, 2018, the Fund's pro rata portion of the periodic expenses charged by the Acquired Funds was less than 1 basis point.

Foreign Currency Translations. The books and records of the Fund are maintained in U.S. dollars. Foreign currencies, investments, and other assets and liabilities are translated into U.S. dollars at current exchange rates. Purchases and sales of investment securities, income, and expenses are translated at the exchange rate prevailing on the respective dates of such transactions. Unrealized gains and losses that result from changes in foreign exchange rates and/or changes in market prices of securities have been included in unrealized appreciation/depreciation on investments and foreign currency translations. Net realized foreign currency gains and losses resulting from changes in exchange rates include foreign currency gains and losses between trade date and settlement date on investment securities transactions, foreign currency transactions, and the difference between the amounts of interest and dividends recorded on the books of the Fund and the amounts actually received. The portion of foreign currency gains and losses related to fluctuation in exchange rates between the initial purchase trade date and subsequent sale trade date is included in realized gain/(loss) on investments.

Foreign Securities. The Fund may directly purchase securities of foreign issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible revaluation of currencies, the inability to repatriate funds, less complete financial information about companies, and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than securities of comparable U.S. issuers.

The GDL Fund

Notes to Schedule of Investments (Unaudited) (Continued)

Foreign Taxes. The Fund may be subject to foreign taxes on income, gains on investments, or currency repatriation, a portion of which may be recoverable. The Fund will accrue such taxes and recoveries as applicable, based upon its current interpretation of tax rules and regulations that exist in the markets in which it invests.

Restricted Securities. The Fund may invest up to 15% of its net assets in securities for which the markets are restricted. Restricted securities include securities whose disposition is subject to substantial legal or contractual restrictions. The sale of restricted securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Securities freely saleable among qualified institutional investors under special rules adopted by the SEC may be treated as liquid if they satisfy liquidity standards established by the Board. The continued liquidity of such securities is not as well assured as that of publicly traded securities, and accordingly the Board will monitor their liquidity. At September 30, 2018, the Fund did not hold restricted securities.

Tax Information. The Fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended.

THE GDL FUND

One Corporate Center

Rye, NY 10580-1422

Portfolio Management Team Biographies

Mario J. Gabelli, CFA, is Chairman, Chief Executive Officer, and Chief Investment Officer - Value Portfolios of GAMCO Investors, Inc. that he founded in 1977, and Chief Investment Officer - Value Portfolios of Gabelli Funds, LLC and GAMCO Asset Management Inc. He is also Executive Chairman of Associated Capital Group, Inc. Mr. Gabelli is a summa cum laude graduate of Fordham University and holds an MBA degree from Columbia Business School and Honorary Doctorates from Fordham University and Roger Williams University.

Ryan N. Kahn, CFA, is an analyst dedicated to the Gabelli merger arbitrage portfolios, specifically to our U.S. open and closed-end funds. He joined the team in 2013 after working as a generalist in the research department. Mr. Kahn earned a Bachelor of Science in Business Management from Babson College.

Gian Maria Magrini, CFA, is an analyst dedicated to the Gabelli merger arbitrage portfolios, specifically to our U.S. open and closed-end funds. He joined the team in 2013 after serving various roles in the operations and research departments. Mr. Magrini earned a Bachelor of Science in Finance from Fordham University.

Geoffrey P. Astle is involved in the analytics and foreign and domestic trading for the Gabelli merger arbitrage portfolios, specifically to our U.S. open and closed end funds. He has been associated in this capacity since 2007. Mr. Astle earned a Bachelor of Science in both Finance and Marketing from Fairfield University.

Regina M. Pitaro is a Managing Director and Head of Institutional Marketing at GAMCO Investors, Inc. Ms. Pitaro joined the firm in 1984 and coordinates the organization's focus with consultants and plan sponsors. She also serves as a Managing Director and Director of GAMCO Asset Management, Inc., and serves as a portfolio manager for Gabelli Funds, LLC. Ms. Pitaro holds an MBA in Finance from the Columbia University Graduate School of Business, a Master's degree in Anthropology from Loyola University of Chicago, and a Bachelor's degree from Fordham University.

We have separated the portfolio manager's commentary from the financial statements and investment portfolio due to corporate governance regulations stipulated by the Sarbanes-Oxley Act of 2002. We have done this to ensure that the content of the portfolio manager's commentary is unrestricted. Both the commentary and the financial statements, including the portfolio of investments, will be available on our website at www.gabelli.com.

The Net Asset Value per share appears in the Publicly Traded Funds column, under the heading Specialized Equity Funds, in Monday's The Wall Street Journal. It is also listed in Barron's Mutual Funds/Closed End Funds section under the heading Specialized Equity Funds.

The Net Asset Value per share may be obtained each day by calling (914) 921-5070 or visiting www.gabelli.com.

The NASDAQ symbol for the Net Asset Value is XGDLX.

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Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Fund may from time to time purchase its common shares in the open market when the Fund's shares are trading at a discount of 7.5% or more from the net asset value of the shares. The Fund may also from time to time purchase its preferred shares in the open market when the preferred shares are trading at a discount to the liquidation value.

THE GDL FUND

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GAMCO Investors, Inc.

Executive Chairman,

Associated Capital Group Inc.

Anthony S. Colavita

President,

Anthony S. Colavita, P.C.

James P. Conn

Former Managing Director &

Chief Investment Officer,

Financial Security Assurance

Holdings Ltd.

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John C. Ball

Treasurer

Agnes Mullady

Vice President

Andrea R. Mango

Secretary & Vice President

Richard J. Walz

Chief Compliance Officer

Peter M. Baldino

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COUNSEL

Skadden, Arps, Slate, Meagher &
Flom LLP

Salvatore J. Zizza
Chairman,
Zizza & Associates Corp.

**TRANSFER AGENT AND
REGISTRAR**

American Stock Transfer and

GDL Q3/2018

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 their 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 GDL Fund

By (Signature and Title)* /s/ Bruce N. Alpert
Bruce N. Alpert, Principal Executive Officer

Date 11/16/2018

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/ Bruce N. Alpert
Bruce N. Alpert, Principal Executive Officer

Date 11/16/2018

By (Signature and Title)* /s/ John C. Ball
John C. Ball, Principal Financial Officer and Treasurer

Date 11/16/2018

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