

PEGASYSTEMS INC
Form 4
June 10, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
KRA DOUGLAS I

(Last) (First) (Middle)

**C/O PEGASYSTEMS INC., 1
ROGERS STREET**

(Street)

CAMBRIDGE, MA 02142

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PEGASYSTEMS INC [PEGA]

3. Date of Earliest Transaction
(Month/Day/Year)
06/07/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Senior VP, Pega Consulting

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/07/2014		M	280 ⁽¹⁾	\$ 0	D	
Common Stock	06/07/2014		F	92	\$ 21.79	D	

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

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SEC 1474
(9-02)

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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. Amount or Number of Shares
Restricted Stock Units ⁽²⁾	\$ 0	06/07/2014		M	280 <u>(1)</u> <u>(4)</u>	03/07/2013 ⁽¹⁾ <u>(3)</u>	Common Stock	5,596 <u>(4)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRA DOUGLAS I C/O PEGASYSTEMS INC. 1 ROGERS STREET CAMBRIDGE, MA 02142			Senior VP, Pega Consulting	

Signatures

/s/ Janet Mesrobian, Esq., as Attorney-In-Fact for Douglas I. Kra 06/10/2014

__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) Represents 5% quarterly vesting on June 7, 2014. Original grant was 5,596 RSUs, with 20% vested on March 7, 2013, and the remaining 80% vesting in equal quarterly installments over the remaining four years.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of Pegasystems Inc.'s common stock.
- (3) Once vested, the shares of common stock are not subject to expiration.
- (4) This grant of Restricted Stock Units was previously reported as 2,798 shares, but has been adjusted to reflect the 2-for-1 stock split that occurred on April 1, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. t">0 \$0 \$0 \$0 \$0 \$0

AMT-Free Quality Income

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33,770 23,950 0 0 0 0 0 0 0 0 2,375 0 0 0

AMT-Free Value

21,200 21,820 4,000 12,000 0 0 0 0 0 0 0 0 0 0

Credit Income

33,770 23,950 10,500 0 0 0 0 0 0 0 0 0 0 0

Enhanced Value

21,200 21,820 4,000 0 0 0 0 0 0 0 0 0 0 0

Municipal High Income

26,375 27,510 4,000 15,000 0 0 0 0 0 0 0 0 0 0

Municipal Income

21,200 21,820 0 9,000 0 0 0 0 0 0 0 0 0 0

Municipal Value

21,200 21,820 4,000 0 0 0 0 0 0 0 0 0 0 0

Quality Income⁽⁶⁾

37,270 23,950 2,300 0 0 0 0 0 0 0 0 0 0 0

- (1) Audit Fees are the aggregate fees billed for professional services for the audit of the Fund's annual financial statements and services provided in connection with statutory and regulatory filings or engagements.
- (2) Audit Related Fees are the aggregate fees billed for assurance and related services reasonably related to the performance of the audit or review of financial statements that are not reported under Audit Fees. These fees include offerings related to the Fund's common shares and leverage.
- (3) Tax Fees are the aggregate fees billed for professional services for tax advice, tax compliance, and tax planning. These fees include: all global withholding tax services; excise and state tax reviews; capital gain, tax equalization and taxable basis calculation performed by the principal accountant.
- (4) All Other Fees are the aggregate fees billed for products and services other than Audit Fees, Audit-Related Fees and Tax Fees. These fees represent all Agreed-Upon Procedures engagements pertaining to the Fund's use of leverage.
- (5) The Fund acquired Nuveen Municipal Market Opportunity Fund, Inc. and Nuveen Premium Income Municipal Fund 2, Inc. on September 12, 2016.
- (6) The Fund acquired Nuveen Premier Municipal Income Fund, Inc., Nuveen Premium Income Municipal Fund, Inc., Nuveen Select Quality Municipal Fund, Inc. and Nuveen Investment Quality Municipal Fund, Inc. on September 12, 2016.

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	Audit Fees ⁽¹⁾		Audit Related Fees ⁽²⁾				Tax Fees ⁽³⁾				All Other Fees ⁽⁴⁾			
	Fund		Fund		Adviser and Adviser Entitles		Fund		Adviser and Adviser Entitles		Fund		Adviser and Adviser Entitles	
	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018
California Select	\$ 24,090	\$ 24,750	\$ 0	\$ 4,000	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0
New York AMT-Free ⁽⁵⁾	24,090	24,750	0	15,000	0	0	0	0	0	0	0	0	0	0
New York Quality Income ⁽⁵⁾	24,090	24,750	0	0	0	0	0	0	0	0	0	0	0	0
New York Select	24,090	24,750	0	0	0	0	0	0	0	0	0	0	0	0
New York Value ⁽⁵⁾	21,960	22,560	0	0	0	0	0	0	0	0	0	0	0	0
New York Value 2 ⁽⁵⁾	21,960	22,560	0	0	0	0	0	0	0	0	0	0	0	0
Select Maturities	20,840	21,410	0	0	0	0	0	0	0	0	0	0	0	0
Select Tax-Free	24,090	24,750	0	0	0	0	0	0	0	0	0	0	0	0
Select Tax-Free 2	24,090	24,750	0	0	0	0	0	0	0	0	0	0	0	0
Select Tax-Free 3	24,090	24,750	0	0	0	0	0	0	0	0	0	0	0	0

(1) Audit Fees are the aggregate fees billed for professional services for the audit of the Fund's annual financial statements and services provided in connection with statutory and regulatory filings or engagements.

(2) Audit Related Fees are the aggregate fees billed for assurance and related services reasonably related to the performance of the audit or review of financial statements that are not reported under Audit Fees. These fees include offerings related to the Fund's Common Shares and leverage.

(3) Tax Fees are the aggregate fees billed for professional services for tax advice, tax compliance, and tax planning. These fees include: all global withholding tax services; excise and state tax reviews; capital gain, tax equalization and taxable basis calculation performed by the principal accountant.

(4) All Other Fees are the aggregate fees billed for products and services other than Audit Fees, Audit-Related Fees and Tax Fees. These fees represent all Agreed-Upon Procedures engagements pertaining to the Fund's use of leverage.

(5) The Fund its changed fiscal year end from September 30 to February 28 starting in 2017.

	Total Non-Audit Fees Billed to Adviser and Adviser Entities (Engagements Related Directly to the Operations and Financial Reporting of Fund)								Total Non-Audit Fees Billed to Adviser and Adviser Entities (All Other Engagements)		Total	
	Total Non-Audit Fees Billed to Fund		Reporting of Fund		Adviser Entities		Adviser Entities		Fiscal Year		Fiscal Year	
	Fiscal Year Ended 2016	Fiscal Year Ended 2017	Fiscal Year Ended 2016	Fiscal Year Ended 2017	Fiscal Year Ended 2016	Fiscal Year Ended 2017	Fiscal Year Ended 2016	Fiscal Year Ended 2017	Fiscal Year Ended 2016	Fiscal Year Ended 2017	Fiscal Year Ended 2016	Fiscal Year Ended 2017
AMT-Free Credit Income	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
AMT-Free Quality Income	2,375	0	0	0	0	0	0	2,375	0	0	0	
AMT-Free Value	0	0	0	0	0	0	0	0	0	0	0	
Credit Income	0	0	0	0	0	0	0	0	0	0	0	
Enhanced Value	0	0	0	0	0	0	0	0	0	0	0	
Municipal High Income	0	0	0	0	0	0	0	0	0	0	0	
Municipal Income	0	0	0	0	0	0	0	0	0	0	0	
Municipal Value	0	0	0	0	0	0	0	0	0	0	0	
Quality Income	0	0	0	0	0	0	0	0	0	0	0	

	Total Non-Audit Fees Billed to Adviser and Adviser Entities (Engagements Related Directly to the Operations and Financial Reporting of Fund)								Total Non-Audit Fees Billed to Adviser and Adviser Entities (All Other Engagements)		Total	
	Total Non-Audit Fees Billed to Fund		Reporting of Fund		Adviser Entities		Adviser Entities		Fiscal Year		Fiscal Year	
	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018	Fiscal Year Ended 2017	Fiscal Year Ended 2018
California Select	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	\$ 0	
New York AMT-Free ⁽¹⁾	0	0	0	0	0	0	0	0	0	0	0	
New York Quality Income ⁽¹⁾	0	0	0	0	0	0	0	0	0	0	0	
New York Select	0	0	0	0	0	0	0	0	0	0	0	
New York Value ⁽¹⁾	0	0	0	0	0	0	0	0	0	0	0	
New York Value 2 ⁽¹⁾	0	0	0	0	0	0	0	0	0	0	0	
Select Maturities	0	0	0	0	0	0	0	0	0	0	0	
Select Tax-Free	0	0	0	0	0	0	0	0	0	0	0	
Select Tax-Free 2	0	0	0	0	0	0	0	0	0	0	0	
Select Tax-Free 3	0	0	0	0	0	0	0	0	0	0	0	

(1) The Fund changed its fiscal year end from September 30 to February 28 starting in 2017.

Audit Committee Pre-Approval Policies and Procedures. Generally, the Audit Committee must approve each Fund's independent registered public accounting firm's engagements (i) with the Fund for audit or non-audit services and (ii) with the Adviser and Adviser Entities for non-audit services if the engagement relates directly to the operations and financial reporting of the Fund. Regarding tax and research projects conducted by the independent registered public accounting firm for each Fund and the Adviser and Adviser Entities (with respect to the operations and financial reporting of each Fund), such engagements will be (i) pre-approved by the Audit Committee if they are expected to be for amounts greater than \$10,000; (ii) reported to the Audit Committee chairman for his verbal approval prior to engagement if they are expected to be for amounts under \$10,000 but greater than \$5,000; and (iii) reported to the Audit Committee at the next Audit Committee meeting if they are expected to be for an amount under \$5,000.

The Audit Committee has approved in advance all audit services and non-audit services that the independent registered public accounting firm provided to each Fund and to the Adviser and Adviser Entities (with respect to the operations and financial reporting of each Fund). None of the services rendered by the independent registered public accounting firm to each Fund or the Adviser or Adviser Entities were pre-approved by the Audit Committee pursuant to the pre-approval exception under Rule 2-01(c)(7)(i)(C) or Rule 2-01(c)(7)(ii) of Regulation S-X.

Additional Information

Appointment of the Independent Registered Public Accounting Firm

The Board of each Fund has appointed KPMG LLP (KPMG) as independent registered public accounting firm to audit the books and records of the Fund for its current fiscal year. A representative of KPMG will be present at the Annual Meetings to make a statement, if such representative so desires, and to respond to shareholders' questions. KPMG has informed each Fund that it has no direct or indirect material financial interest in the Funds, Nuveen, the Adviser or any other investment company sponsored by Nuveen.

Section 16(a) Beneficial Interest Reporting Compliance

Section 30(h) of the 1940 Act and Section 16(a) of the 1934 Act require Board Members and officers, the Adviser, affiliated persons of the Adviser and persons who own more than 10% of a registered class of a Fund's equity securities to file forms reporting their affiliation with that Fund and reports of ownership and changes in ownership of that Fund's shares with the SEC and the NYSE, as applicable. These persons and entities are required by SEC regulation to furnish the Funds with copies of all Section 16(a) forms they file. Based on a review of these forms furnished to each Fund, each Fund believes that its Board Members and officers, Adviser and affiliated persons of the Adviser have complied with all applicable Section 16(a) filing requirements during its last fiscal year. To the knowledge of management of the Funds, no shareholder of a Fund owns more than 10% of a registered class of a Fund's equity securities, except as provided in Appendix B.

Information About the Adviser

The Adviser, located at 333 West Wacker Drive, Chicago, Illinois 60606, serves as investment adviser and manager for each Fund. The Adviser is an indirect subsidiary of Nuveen, LLC, the

investment management arm of Teachers Insurance and Annuity Association of America (TIAA). TIAA is a life insurance company founded in 1918 by the Carnegie Foundation for the Advancement of Teaching and is the companion organization of College Retirement Equities Fund.

Shareholder Proposals

To be considered for presentation at the annual meeting of shareholders for the Funds to be held in 2019, shareholder proposals submitted pursuant to Rule 14a-8 of the 1934 Act must be received at the offices of that Fund, 333 West Wacker Drive, Chicago, Illinois 60606, not later than March 4, 2019. A shareholder wishing to provide notice in the manner prescribed by Rule 14a-4(c)(1) of a proposal submitted outside of the process of Rule 14a-8 for the annual meeting must, pursuant to each Fund's By-Laws, submit such written notice to the Fund not later than May 18, 2019 or prior to May 4, 2019. Timely submission of a proposal does not mean that such proposal will be included in a proxy statement.

Shareholder Communications

Fund shareholders who want to communicate with the Board or any individual Board Member should write to the attention of William Sifferman, Manager of Fund Board Relations, Nuveen, 333 West Wacker Drive, Chicago, Illinois 60606. The letter should indicate that you are a Fund shareholder and note the Fund or Funds that you own. If the communication is intended for a specific Board Member and so indicates, it will be sent only to that Board Member. If a communication does not indicate a specific Board Member, it will be sent to the Independent Chairman and the outside counsel to the Independent Board Members for further distribution as deemed appropriate by such persons.

Expenses of Proxy Solicitation

The cost of preparing, printing and mailing the enclosed proxy, accompanying notice and proxy statement and all other costs in connection with the solicitation of proxies will be paid by the Funds pro rata based on the number of shareholder accounts. Additional solicitation may be made by letter or telephone by officers or employees of Nuveen or the Adviser, or by dealers and their representatives. Any additional costs of solicitation will be paid by the Fund that requires additional solicitation.

Fiscal Year

The last fiscal year end for AMT-Free Credit Income, AMT-Free Quality Income, AMT-Free Value, Credit Income, Enhanced Value, Municipal High Income, Municipal Income, Municipal Value and Quality Income was October 31, 2017. The last fiscal year end for New York AMT-Free, New York Quality Income, New York Value and New York Value 2 was February 28, 2018. The last fiscal year end for California Select, New York Select, Select Maturities, Select Tax-Free, Select Tax-Free 2 and Select Tax-Free 3 was March 31, 2018.

Shareholder Report Delivery

Shareholder reports will be sent to shareholders of record of each Fund following the applicable period. Each Fund will furnish, without charge, a copy of its annual report and/or semi-annual report as available upon request. Such written or oral requests should be directed to such Fund at 333 West Wacker Drive, Chicago, Illinois 60606 or by calling 1-800-257-8787.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting To Be Held on August 8, 2018:

Each Fund's proxy statement is available at <http://www.nuveenproxy.com/Closed-End-Fund-Proxy-Information/>. For more information, shareholders may also contact the applicable Fund at the address and phone number set forth above.

Please note that only one annual report, semi-annual report or proxy statement may be delivered to two or more shareholders of a Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of an annual report, semi-annual report or proxy statement, or for instructions as to how to request a separate copy of such documents or as to how to request a single copy if multiple copies of such documents are received, shareholders should contact the applicable Fund at the address and phone number set forth above.

General

Management does not intend to present and does not have reason to believe that any other items of business will be presented at the Annual Meetings. However, if other matters are properly presented to the Annual Meetings for a vote, the proxies will be voted by the persons acting under the proxies upon such matters in accordance with their judgment of the best interests of the Fund.

A list of shareholders entitled to be present and to vote at each Annual Meeting will be available at the offices of the Funds, 333 West Wacker Drive, Chicago, Illinois, for inspection by any shareholder during regular business hours beginning ten days prior to the date of the Annual Meeting.

Failure of a quorum to be present at any Annual Meeting will necessitate adjournment and will subject that Fund to additional expense. The persons named in the enclosed proxy may also move for an adjournment of any Annual Meeting to permit further solicitation of proxies with respect to the proposal if they determine that adjournment and further solicitation is reasonable and in the best interests of that Fund. Under each Fund's By-Laws, an adjournment of a meeting with respect to a matter requires the affirmative vote of a majority of the shares entitled to vote on the matter present in-person or represented by proxy at the meeting.

IF YOU CANNOT BE PRESENT AT THE MEETING, YOU ARE REQUESTED TO FILL IN, SIGN AND RETURN THE ENCLOSED PROXY PROMPTLY. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

Gifford R. Zimmerman

Vice President and Secretary

June 28, 2018

Beneficial Ownership

The following table lists the dollar range of equity securities beneficially owned by each Board Member/nominee in each Fund and in all Nuveen funds overseen by the Board Member/nominee as of May 31, 2018. The information as to beneficial ownership is based on statements furnished by each Board Member/nominee.

Board Members/Nominees	Dollar Range of Equity Securities									
	AMT-Free Credit Income	AMT-Free Quality Income	AMT-Free Value	California Select	Credit Income	Enhanced Value	Municipal High Income	Municipal Income	Municipal Value	New York AMT-Free
Board Members/Nominees who are not interested persons of the Funds										
Jack B. Evans	None	None	None	None	None	None	None	None	None	None
William C. Hunter	None	None	None	None	None	None	None	None	None	None
Albin F. Moschner	None	None	None	None	None	None	None	None	None	None
John K. Nelson	None	None	None	None	None	None	None	None	None	None
William J. Schneider	None	None	None	None	None	None	None	None	None	None
Judith M. Stockdale	None	\$10,001-\$50,000	None	None	None	None	None	None	None	None
Carole E. Stone	None	None	None	None	None	None	None	None	None	None
Terence J. Toth	\$10,001-\$50,000	\$50,001-\$100,000	None	None	\$10,001-\$50,000	None	\$10,001-\$50,000	None	None	None
Margaret L. Wolff	None	None	None	None	None	None	None	None	None	None
Robert L. Young ⁽²⁾	None	None	None	None	None	None	None	None	None	None
Board Member/Nominee who is an interested person of the Funds										
Margo L. Cook.	None	None	None	None	None	None	None	None	None	None

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Board Members/Nominees	Dollar Range of Equity Securities									Aggregate Range of Equity Securities Registered Investment Companies Overseen in Investment Companies
	New York Quality Income	New York Select	New York Value	New York Value 2	Quality Income	Select Maturities	Select Tax-Free	Select Tax-Free 2	Select Tax-Free 3	
Board Members/Nominees who are not interested persons of the Funds										
Jack B. Evans	None	None	None	None	None	None	None	None	None	Over \$10
William C. Hunter	None	None	None	None	None	None	None	None	None	Over \$10
Albin F. Moschner	None	None	None	None	None	None	None	None	None	Over \$10
John K. Nelson	None	None	None	None	None	None	None	None	None	Over \$10
William J. Schneider	None	None	None	None	None	None	None	None	None	Over \$10
Judith M. Stockdale	None	None	None	None	\$10,001-\$50,000	None	None	None	None	Over \$10
Carole E. Stone	None	None	None	None	None	None	None	None	None	Over \$10
Terence J. Toth	None	None	None	None	\$50,001-\$100,000	None	None	None	None	Over \$10
Margaret L. Wolff	None	None	None	None	None	None	None	None	None	Over \$10
Robert L. Young ⁽²⁾	None	None	None	None	None	None	None	None	None	Over \$10
Board Member/Nominee who is an interested person of the Funds										
Margo L. Cook	None	None	None	None	None	None	None	None	None	Over \$10

(1) The amounts reflect the aggregate dollar range of equity securities of the number of shares beneficially owned by the Board Member/nominee in the Funds and in all Nuveen funds overseen by each Board Member/nominee.

(2) Board Member Young was appointed to the Board of Trustees/Directors of the Nuveen funds effective July 1, 2017.

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The following table sets forth, for each Board Member/nominee and for the Board Member/nominees and officers as a group, the amount of shares beneficially owned in each Fund as of May 31, 2018. The information as to beneficial ownership is based on statements furnished by each Board Member/nominee and officer.

Board Members/Nominees	Fund Shares Owned By Board Members And Officers ⁽¹⁾								
	AMT-Free Credit Income	AMT-Free Quality Income	AMT-Free Value	California Select	Credit Income	Enhanced Value	Municipal High Income	Municipal Income	Municipal Value
Board Members/Nominees who are not interested persons of the Funds									
Jack B. Evans	0	0	0	0	0	0	0	0	0
William C. Hunter	0	0	0	0	0	0	0	0	0
Albin F. Moschner	0	0	0	0	0	0	0	0	0
John K. Nelson	0	0	0	0	0	0	0	0	0
William J. Schneider	0	0	0	0	0	0	0	0	0
Judith M. Stockdale	0	3,059	0	0	0	0	0	0	0
Carole E. Stone	0	0	0	0	0	0	0	0	0
Terence J. Toth	1,277	4,566	0	0	1,300	0	1,838	0	0
Margaret L. Wolff	0	0	0	0	0	0	0	0	0
Robert L. Young ⁽²⁾	0	0	0	0	0	0	0	0	0
Board Member/Nominee who is an interested person of the Funds									
Margo L. Cook.	0	0	0	0	0	0	0	0	0
All Board Members/Nominees and Officers as a Group	3,234	11,320	0	0	5,735	0	4,462	0	0

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Fund Shares Owned By Board Members And Officers ⁽¹⁾											
Board Members/Nominees	New York AMT-Free	New York Quality Income	New York Select	New York Value	New York Value 2	Quality Income	Select Maturities	Select Tax-Free	Select Tax-Free 2	Select Tax-Free 3	
Board Members/Nominees who are not interested persons of the Funds											
Jack B. Evans	0	0	0	0	0	0	0	0	0	0	0
William C. Hunter	0	0	0	0	0	0	0	0	0	0	0
Albin F. Moschner	0	0	0	0	0	0	0	0	0	0	0
John K. Nelson	0	0	0	0	0	0	0	0	0	0	0
William J. Schneider	0	0	0	0	0	0	0	0	0	0	0
Judith M. Stockdale	0	0	0	0	0	1,582	0	0	0	0	0
Carole E. Stone	0	0	0	0	0	0	0	0	0	0	0
Terence J. Toth	0	0	0	0	0	7,265	0	0	0	0	0
Margaret L. Wolff	0	0	0	0	0	0	0	0	0	0	0
Robert L. Young ⁽²⁾	0	0	0	0	0	0	0	0	0	0	0
Board Member/Nominee who is an interested person of the Funds											
Margo L. Cook.	0	0	0	0	0	0	0	0	0	0	0
All Board Members/Nominees and Officers as a Group	0	0	0	0	0	14,526	0	1,500	0	0	0

(1) The numbers include share equivalents of certain Nuveen funds in which the Board Member/nominee is deemed to be invested pursuant to the Deferred Compensation Plan for Independent Board Members as more fully described in the Proxy Statement.

(2) Board Member Young was appointed to the Board of Trustees/Directors of the Nuveen funds effective July 1, 2017.

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List of Beneficial Owners Who Own More Than 5% of Any Class of Shares in Any Fund

The following chart lists each shareholder or group of shareholders who beneficially owned more than 5% of any class of shares for each Fund as of June 11, 2018*:

Fund and Class	Shareholder Name and Address	Number of Shares Owned	Percentage Owned
AMT-Free Credit Income MFP Shares	Wells Fargo & Company ^(a)	4,054	100.00%
	420 Montgomery Street		
	San Francisco, CA 94104		
	Wells Fargo Bank, N.A. ^(a)		
	101 North Phillips Ave		
	Sioux Falls, SD 57104		
AMT-Free Quality Income MFP Shares	Bank of America Corporation ^(b)	1,850	100.00%
	100 North Tryon Street		
	Charlotte, NC 28255		
	Banc of America Preferred Funding Corporation ^(b)		
	214 North Tryon Street		
	Charlotte, NC 28255		
	Wells Fargo & Company ^(c)	5,350	100.00%
420 Montgomery Street			
San Francisco, CA 94104			
Wells Fargo Municipal Capital Strategies, LLC ^(c)			
	375 Park Ave		
	New York, NY 10152		
	Wells Fargo Bank, N.A. ^(c)		
	101 North Phillips Ave		

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	Sioux Falls, SD 57104		
	Wells Fargo & Company ^(c)	2,380	100.00%
	420 Montgomery Street		
	San Francisco, CA 94104		
	Wells Fargo Municipal Capital Strategies, LLC ^(c)		
	375 Park Ave		
	New York, NY 10152		
	Wells Fargo Bank, N.A. ^(c)		
	101 North Phillips Ave		
	Sioux Falls, SD 57104		
California Select Common Shares	First Trust Portfolios L.P. ^(d)	331,794	5.24%
	First Trust Advisors L.P. ^(d)		
	The Charger Corporation ^(d)		
	120 East Liberty Drive, Suite 400		
	Wheaton, IL 60187		

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Fund and Class	Shareholder Name and Address	Number of Shares Owned	Percentage Owned
Credit Income MFP Shares	Toronto Dominion Investments ^(e)	1,500	100.00%
	31 West 52nd Street		
	New York, NY 10019		
	Toronto Dominion Holdings ^(e)		
	31 West 52nd Street		
	New York, NY 10019		
	TD Group US Holdings LLC ^(e)		
	251 Little Falls Drive		
	Wellington, DE 19808		
	The Toronto-Dominion Bank ^(e)		
	Toronto-Dominion Centre, P.O. Box 1		
	Toronto, Ontario Canada M5K 1A2		
Toronto Dominion Investments, Inc. ^(e)	1,550	100.00%	
Toronto Dominion Holdings (U.S.A.), Inc. ^(e)	31 West 52nd Street	New York, NY 10019	TD Group US Holdings LLC ^(e)
251 Little Falls Drive	Wellington, DE 19808	The Toronto-Dominion Bank ^(e)	Toronto-Dominion Centre, P.O. Box 1
Toronto, Ontario Canada M5K 1A2	Citibank, N.A. ^(f)	3,360	100.00%
Citicorp ^(f)			

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	Citigroup Inc. ^(f)		
	338 Greenwich Street		
	New York, NY 10013		
Enhanced Value Common Shares	First Trust Portfolios L.P. ^(g)	1,412,099	5.66%
	First Trust Advisors L.P. ^(g)		
	The Charger Corporation ^(g)		
	120 East Liberty Drive, Suite 400		
	Wheaton, IL 60187		
Municipal High Income AMTP Shares	Bank of America Corporation ^(b)	870	100.00%
	100 North Tryon Street		
	Charlotte, NC 28255		
	Banc of America Preferred Funding Corporation ^(b)		
	214 North Tryon Street		
	Charlotte, NC 28255		
New York Quality Income Common Shares	Tortoise Investment Management, LLC	470,295	5.08%
	239 Central Avenue, 2nd Floor		
	White Plains, NY 10606		

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Fund and Class	Shareholder Name and Address	Number of Shares Owned	Percentage Owned
New York Quality Income VMTP Shares	Bank of America Corporation ^(b)	1,470	100.00%
	100 North Tyron Street		
	Charlotte, NC 28255		
	Banc of America Preferred Funding Corporation ^(b)		
	214 North Tryon Street		
	Charlotte, NC 28255		
New York Select Common Shares	First Trust Portfolios L.P. ^(h)	239,411	6.10%
	First Trust Advisors L.P. ^(h)		
	The Charger Corporation ^(h)		
	120 East Liberty Drive, Suite 400		
	Wheaton, IL 60187		
	First Trust Portfolios L.P. ^(h)		
New York Value Common Shares	First Trust Portfolios L.P. ^(h)	897,203	5.89%
	First Trust Advisors L.P. ^(h)		
	The Charger Corporation ^(h)		
	120 East Liberty Drive, Suite 400		
	Wheaton, IL 60187		
	Bank of America Corporation ^(b)		
Quality Income VMTP Shares	Bank of America Corporation ^(b)	3,370	100.00%
	100 North Tyron Street		
	Charlotte, NC 28255		
	Banc of America Preferred Funding Corporation ^(b)		
	214 North Tryon Street		
	Charlotte, NC 28255		
	Bank of America Corporation ^(b)	2,085	100.00%
	100 North Tyron Street		
	Charlotte, NC 28255		
	Banc of America Preferred Funding Corporation ^(b)		
	214 North Tryon Street		

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Charlotte, NC 28255

* The information contained in this table is based on Schedule 13D and 13G filings made on or before June 11, 2018.

(a) Wells Fargo & Company and Wells Fargo Bank, N.A. filed their Schedule 13G jointly and did not differentiate holdings as to each entity.

(b) Bank of America Corporation and Banc of America Preferred Fund Corporation filed their Schedule 13D jointly and did not differentiate holdings as between each entity.

(c) Wells Fargo & Company, Wells Fargo Municipal Capital Strategies, LLC and Wells Fargo Bank, N.A. filed their Schedule 13D jointly. Wells Fargo & Company shares voting and dispositive power with Wells Fargo Bank, N.A. with respect to 5,350 MFP Shares Series B. Wells Fargo & Company shares voting and dispositive power with Wells Fargo Municipal Capital Strategies, LLC with respect to 2,380 MFP Shares Series C.

(d) First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation filed their Schedule 13G jointly. First Trust Portfolios L.P. has shared dispositive power with First Trust Advisors L.P. and The Charger Corporation with respect to 327,288 common shares and does not have shared voting power with respect to any common shares. First Trust Advisors L.P. and The Charger Corporation both have shared dispositive power with respect to 331,794 common shares and shared voting power with respect to 4,506 common shares.

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(e) Toronto Dominion Investments, Inc., Toronto Dominion Holdings (U.S.A.), Inc., TD Group US Holdings LLC and The Toronto-Dominion Bank filed their Schedule 13D jointly and did not differentiate holdings as between each entity.

(f) Citibank, N.A., Citicorp and Citigroup Inc. filed their Schedule 13G jointly and did not differentiate holdings as between each entity.

(g) First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation filed their Schedule 13G jointly. First Trust Portfolios L.P. has shared dispositive power with First Trust Advisors L.P. and The Charger Corporation with respect to 1,329,309 common shares and does not have shared voting power with respect to any common shares. First Trust Advisors L.P. and The Charger Corporation both have shared dispositive power with respect to 1,412,099 common shares and shared voting power with respect to 82,790 common shares.

(h) First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation filed their Schedule 13G jointly and did not differentiate holdings as between each entity.

VRDP Shares are designed to be eligible for purchase by money market funds and other short duration investors. Based on information provided by the remarketing agent for the VRDP Shares of AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, New York AMT-Free, New York Quality Income and Quality Income, money market funds and other short duration investors within certain fund complexes may hold, in the aggregate, greater than 5% of the outstanding VRDP Shares of the Funds, and individual money market funds and other short duration investors within such complexes may beneficially own an indeterminable amount of VRDP Shares exceeding 5% of the outstanding VRDP Shares of the Funds. Information with respect to aggregate holdings of VRDP Shares associated with fund complexes identified by the remarketing agent for the Funds (number of VRDP Shares and percentage of total outstanding) is as follows: AMT-Free Credit Income (Series 1): Citibank (1,790 shares (100.00%)); AMT-Free Credit Income (Series 2): Federated (1,214 shares (31.50%)); AMT-Free Credit Income (Series 2): Vanguard (2,640 shares (68.50%)); AMT-Free Credit Income (Series 4): Citibank (1,800 shares (100.00%)); AMT-Free Credit Income (Series 5): JP Morgan (1,470 shares (43.17%)); AMT-Free Credit Income (Series 5): Vanguard (1,935 shares (56.83%)); AMT-Free Credit Income (Series 6): JP Morgan (1,333 shares (40.80%)); AMT-Free Credit Income (Series 6): Vanguard (1,934 shares (59.20%)); AMT-Free Quality Income (Series 1): NAV (1,150 shares (6.85%)); AMT-Free Quality Income (Series 1): Vanguard (12,040 shares (93.15%)); AMT-Free Quality Income (Series 2): Blackrock (269 shares (5.27%)); AMT-Free Quality Income (Series 2): JP Morgan (920 shares (70.28%)); AMT-Free Quality Income (Series 2): Vanguard (320 shares (24.45%)); AMT-Free Quality Income (Series 3): Federated (561 shares (15.99%)); AMT-Free Quality Income (Series 3): JP Morgan (1,785 shares (50.87%)); AMT-Free Quality Income (Series 3): Vanguard (1,163 shares (33.14%)); AMT-Free Quality Income (Series 4): Delphi (250 shares (5.11%)); AMT-Free Quality Income (Series 4): Federated (811 shares (16.57%)); AMT-Free Quality Income (Series 4): JP Morgan (467 shares (9.54%)); AMT-Free Quality Income (Series 4): Schwab (706 shares (14.42%)); AMT-Free Quality Income (Series 4): Vanguard (2,661 shares (54.36%)); AMT-Free Quality Income (Series 5): Blackrock (150 shares (15.00%)); AMT-Free Quality Income (Series 5): Federated (200 shares (20.00%)); AMT-Free Quality Income (Series 5): JP Morgan (300 shares (30.00%)); AMT-Free Quality Income (Series 5): Vanguard (350 shares (35.00%)); Credit Income (Series 1): JP Morgan (2,688 shares (100.00%)); Credit Income (Series 2): JP Morgan (2,622 shares (100.00%)); Credit Income (Series 3): Deutsche Bank (327 shares (16.68%)); Credit Income (Series 3): Federated (563 shares (28.72%)); Credit Income (Series 3): JP Morgan (1,070 shares (54.59%)); New York AMT-Free (Series 1): Blackrock (102 shares (9.08%)); New York AMT-Free (Series 1): Federated (145 shares (12.91%)); New York AMT-Free (Series 1): JP Morgan (286 shares (25.47%)); New York AMT-Free (Series 1): Schwab (90 shares (8.01%)); New York AMT-Free (Series 1): Vanguard (500 shares (44.56%)); New York AMT-Free (Series 2): Blackrock (102 shares (9.08%)); New York

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AMT-Free (Series 2): JP Morgan (516 shares (31.31%)); New York AMT-Free (Series 2): Vanguard (804 shares (48.79%)); New York AMT-Free (Series 3): Blackrock (85 shares (5.26%)); New York AMT-Free (Series 3): JP Morgan (262 shares (16.20%)); New York AMT-Free (Series 3): Schwab (360 shares (22.26%)); New York AMT-Free (Series 3): Vanguard (910 shares (56.28%)); New York AMT-Free (Series 4): Vanguard (500 shares (100.00%)); New York AMT-Free (Series 5): Blackrock (300 shares (17.14%)); New York AMT-Free (Series 5): Federated (100 shares (5.71%)); New York AMT-Free (Series 5): JP Morgan (400 shares (22.86%)); New York AMT-Free (Series 5): Schwab (400 shares (22.86%)); New York AMT-Free (Series 5): Vanguard (550 shares (31.43%)); New York Quality Income (Series 1): JP Morgan (201 shares (22.58%)); New York Quality Income (Series 1): Vanguard (684 shares (76.85%)); Quality Income (Series 1): Federated (410 shares (17.31%)); Quality Income (Series 1): JP Morgan (447 shares (18.88%)); Quality Income (Series 1): Vanguard (1,461 shares (61.70%)); Quality Income (Series 2): Federated (350 shares (13.08%)); Quality Income (Series 2): Schwab (1,301 shares (48.64%)); Quality Income (Series 2): Vanguard (924 shares (34.54%)); Quality Income (Series 3): Federated (480 shares (37.59%)); Quality Income (Series 3): JP Morgan (97 shares (7.60%)); Quality Income (Series 3): Schwab (270 shares (21.14%)); and Quality Income (Series 3): Vanguard (430 shares (33.67%)).

MFP Shares are designed to be eligible for purchase by institutional investors. Based on information provided by the initial purchasers for the MFP Shares, money market funds within certain fund complexes may hold, in the aggregate, greater than 5% of the outstanding MFP Shares of a Fund, and individual money market funds within such complexes may beneficially own an indeterminable amount of MFP Shares exceeding 5% of the outstanding MFP Shares of a Fund. Information with respect to aggregate holdings of MFP Shares associated with fund complexes identified by the remarketing agent for the Funds (number of MFP Shares and percentage of total outstanding) is as follows: New York AMT-Free (Series A): BMO (115 shares (14.38%)); New York AMT-Free (Series A): Federated (315 shares (39.38%)); New York-AMT Free (Series A): Wells Fargo (370 shares (46.25%)); and Quality Income (Series A): Wells Fargo (6,070 shares (100.00%)).

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NUMBER OF BOARD AND COMMITTEE MEETINGS

HELD DURING EACH FUND'S LAST FISCAL YEAR

Fund	Regular Board Meeting	Special Board Meeting	Executive Committee Meeting	Dividend Committee Meeting	Compliance, Risk Management and Regulatory	Audit Committee Meeting	Nominating and	Closed-End Funds Committee
					Oversight Committee Meeting		Governance Committee Meeting	
AMT-Free Credit Income	6	8	0	4	6	4	5	4
AMT-Free Quality Income	6	8	1	4	6	4	5	4
AMT-Free Value	6	8	0	4	6	4	5	4
California Select	6	7	0	4	9	4	5	4
Credit Income	6	8	1	4	6	4	5	4
Enhanced Value	6	8	0	4	6	4	5	4
Municipal High Income	6	8	0	4	6	4	5	4
Municipal Income	6	8	0	4	6	4	5	4
Municipal Value	6	8	0	4	6	4	5	4
New York AMT-Free	6	8	1	4	9	4	5	4
New York Quality Income	6	8	0	4	9	4	5	4
New York Select	6	7	0	4	9	4	5	4
New York Value	6	8	0	4	9	4	5	4
New York Value 2	6	8	0	4	9	4	5	4
Quality Income	6	8	0	4	6	4	5	4
Select Maturities	6	7	0	4	9	4	5	4
Select Tax-Free	6	7	0	4	9	4	5	4
Select Tax-Free 2	6	7	0	4	9	4	5	4
Select Tax-Free 3	6	7	0	4	9	4	5	4

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Nuveen

333 West Wacker Drive

Chicago, IL 60606-1286

(800) 257-8787

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NVG0818

NUVEEN FUNDS THIS PROXY IS SOLICITED BY THE BOARD OF THE FUND FOR AN ANNUAL MEETING OF SHAREHOLDERS, AUGUST 8, 2018 COMMON SHARES The Annual Meeting of Shareholders will be held Wednesday, August 8, 2018 at 11:00 a.m. Central time, in the offices of Nuveen, LLC, 333 West Wacker Drive, Chicago, Illinois, 60606. At this meeting, you will be asked to vote on the proposal described in the proxy statement attached. The undersigned hereby appoints Kevin J. McCarthy, Mark L. Winget and Gifford R. Zimmerman, and each of them, with full power of substitution, proxies for the undersigned, to represent and vote the shares of the undersigned at the Annual Meeting of Shareholders to be held on Wednesday, August 8, 2018, or any adjournment(s) thereof. WHETHER OR NOT YOU PLAN TO JOIN US AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN YOUR PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE SO THAT YOUR VOTE WILL BE COUNTED. AS AN ALTERNATIVE, PLEASE CONSIDER VOTING BY TELEPHONE AT 1-800-337-3503 OR OVER THE INTERNET (www.proxy-direct.com). IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS for the Annual Meeting of Shareholders on August 8, 2018. The Proxy Statement for this meeting is available at: http://www.nuveenproxy.com/Closed-End-Fund-Proxy-Information/NUV_29993_062018 FUNDS Nuveen AMT-Free Municipal Credit Income Fund Nuveen California Select Tax-Free Income Portfolio Nuveen Municipal High Income Opportunity Fund Nuveen New York AMT-Free Quality Muni Income Fund Nuveen New York Quality Municipal Inc. Fund Nuveen Select Maturities Municipal Fund Nuveen Select Tax-Free Income Portfolio 3 FUNDS Nuveen AMT-Free Municipal Value Fund Nuveen Enhanced Municipal Value Fund Nuveen Municipal Income Fund, Inc. Nuveen New York Municipal Value Fund 2 Nuveen New York Select Tax-Free Income Portfolio Nuveen Select Tax-Free Income Portfolio FUNDS Nuveen AMT-Free Quality Municipal Income Fund Nuveen Municipal Credit Income Fund Nuveen Municipal Value Fund, Inc. Nuveen New York Municipal Value Fund, Inc. Nuveen Quality Municipal Income Fund Nuveen Select Tax-Free Income Portfolio 2 VOTING OPTIONS Read your proxy statement and have it at hand when voting. VOTE ON THE INTERNET Log on to: www.proxy-direct.com or scan the QR code Follow the on-screen instructions available 24 hours VOTE BY PHONE Call 1-800-337-3503 Follow the recorded instructions available 24 hours VOTE BY MAIL Vote, sign and date this Proxy Card and return it in the postage-paid envelope. VOTE IN PERSON Attend Shareholder Meeting 333 West Wacker Dr. Chicago, IL 60606 On August 8, 2018

THE BOARD OF DIRECTORS/TRUSTEES RECOMMENDS THAT YOU VOTE FOR THE PROPOSALS. In their discretion, the proxy holders are authorized to vote upon such other matters as may properly come before the Annual Meeting or any adjournment(s) thereof. Properly executed proxies will be voted as specified. If no other specification is made, such shares will be voted FOR the proposal(s). TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS SHOWN IN THIS EXAMPLE: X A Proposals 1a. Election of Board Members: To withhold authority to vote for any individual nominee(s) mark the box FOR ALL EXCEPT and write the nominee number(s) on the line provided. Class II: 01. Margo L. Cook 02. Jack B. Evans 03. Albin F. Moschner 04. William J. Schneider FOR ALL WITHHOLD ALL FOR ALL EXCEPT 01 Nuveen Municipal Income Fund, Inc. 1b. Election of Board Members: To withhold authority to vote for any individual nominee(s) mark the box FOR ALL EXCEPT and write the nominee number(s) on the line provided. Class III: 01. Margo L. Cook 02. Jack B. Evans 03. Albin F. Moschner 04. William J. Schneider FOR ALL WITHHOLD ALL FOR ALL EXCEPT 01 Nuveen AMT-Free Municipal Value Fund 02 Nuveen California Select Tax-Free Income Portfolio 03 Nuveen Enhanced Municipal Value Fund 04 Nuveen Municipal Value Fund, Inc. 05 Nuveen New York Municipal Value Fund 2 06 Nuveen New York Municipal Value Fund, Inc. 07 Nuveen New York Select Tax-Free Income Portfolio 08 Nuveen Select Maturities Municipal Fund 09 Nuveen Select Tax-Free Income Portfolio 10 Nuveen Select Tax-Free Income Portfolio 2 11 Nuveen Select Tax-Free Income Portfolio 3 1c. Election of Board Members: To withhold authority to vote for any individual nominee(s) mark the box FOR ALL EXCEPT and write the nominee number(s) on the line provided. Class III: 01. Margo L. Cook 02. Jack B. Evans 03. Albin F. Moschner FOR ALL WITHHOLD ALL FOR ALL EXCEPT 01 Nuveen AMT-Free Municipal Credit Income Fund 02 Nuveen AMT-Free Quality Municipal Income Fund 03 Nuveen Municipal Credit Income Fund 04 Nuveen Municipal High Income Opportunity Fund 05 Nuveen New York AMT-Free Quality Muni Income Fund 06 Nuveen New York Quality Municipal Income Fund 07 Nuveen Quality Municipal Income Fund B Authorized Signatures This section must be completed for your vote to be counted. Sign and Date Below Note: Please sign exactly as your name(s) appear(s) on this proxy card, and date it. When shares are held jointly, each holder should sign. When signing as attorney, executor, administrator, trustee, guardian, officer of corporation or other entity or in another representative capacity, please give the full title under the signature. Date (mm/dd/yyyy) Please print date below Signature 1 Please keep signature within the box Signature 2 Please keep signature within the box Scanner bar code xxxxxxxxxxxxxxxx NUV 29993 M xxxxxxxx

EVERY SHAREHOLDER'S VOTE IS IMPORTANT!

Please detach at perforation before mailing.

NUVEEN AMT-FREE QUALITY MUNICIPAL INCOME FUND

THIS PROXY IS SOLICITED BY THE BOARD OF THE FUND

FOR AN ANNUAL MEETING OF SHAREHOLDERS, AUGUST 8, 2018

PREFERRED SHARES

The Annual Meeting of Shareholders will be held Wednesday, August 8, 2018 at 11:00 a.m. Central time, in the offices of Nuveen, LLC, 333 West Wacker Drive, Chicago, Illinois, 60606. At this meeting, you will be asked to vote on the proposal described in the proxy statement attached. The undersigned hereby appoints Kevin J. McCarthy, Mark L. Winget and Gifford R. Zimmerman, and each of them, with full power of substitution, proxies for the undersigned, to represent and vote the shares of the undersigned at the Annual Meeting of Shareholders to be held on Wednesday, August 8, 2018, or any adjournment(s) thereof.

WHETHER OR NOT YOU PLAN TO JOIN US AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN YOUR PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE SO THAT YOUR VOTE WILL BE COUNTED.

WE URGE YOU TO SIGN, DATE AND MAIL THIS PROXY PROMPTLY

NEA_29993_062018_Pref

EVERY SHAREHOLDER'S VOTE IS IMPORTANT!
VOTE THIS PROXY CARD TODAY!

Important Notice Regarding the Availability of Proxy Materials for the Nuveen Annual Meeting of Shareholders to Be Held on August 8, 2018.

The Proxy Statement for this meeting is available at:

<http://www.nuveenproxy.com/Closed-End-Fund-Proxy-Information/>

Please detach at perforation before mailing.

In their discretion, the proxy holders are authorized to vote upon such other matters as may properly come before the Annual Meeting or any adjournment(s) thereof.

Properly executed proxies will be voted as specified. If no other specification is made, such shares will be voted FOR the proposal.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS SHOWN IN THIS EXAMPLE: X

A Proposal

1c. Election of Board Members:

Class III:

01. Margo L. Cook

02. Jack B. Evans

03. Albin F. Moschner

Preferred Shares Only:

04. William C. Hunter

05. William J. Schneider

FOR ALL WITHHOLD ALL FOR ALL EXCEPT

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark the box FOR ALL EXCEPT and write the nominee's number on the line provided below.

B Authorized Signatures This section must be completed for your vote to be counted. Sign and Date Below

Note: Please sign exactly as your name(s) appear(s) on this proxy card, and date it. When shares are held jointly, each holder should sign. When signing as attorney, executor, administrator, trustee, guardian, officer of corporation or other entity or in another representative capacity, please give the full title under the signature.

Date (mm/dd/yyyy) Please print date below Signature 1 Please keep signature within the box Signature 2 Please keep signature within the box

Scanner bar code

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