

NEUBERGER BERMAN MUNICIPAL FUND INC.  
Form SC 13D/A  
April 03, 2019

---

---

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

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 02 )\*

NEUBERGER BERMAN MUNICIPAL FUND INC.

---

(Name of Issuer)

VARIABLE RATE MUNICIPAL TERM PREFERRED SHARES

---

(Title of Class of Securities)

64124P408

---

(CUSIP Number)

Bank of America Corporation, Bank of America Corporate Center, 100 N. Tryon Street, Charlotte, North Carolina  
28255

---

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 01, 2019

---

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 BANK OF AMERICA CORP /DE/  
56-0906609

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o  
(b) x

SEC USE ONLY

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM  
5 2(e) or 2(f) x

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

8 NUMBER OF SHARES  
BENEFICIALLY OWNED

SOLE DISPOSITIVE POWER

9 BY EACH REPORTING  
PERSON WITH 0

SHARED DISPOSITIVE POWER

10 1,704

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 1,704

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 100%

TYPE OF REPORTING PERSON

14 HC

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Banc of America Preferred Funding Corporation  
75-2939570

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o  
(b) x

2

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 1,704

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 1,704

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 100%

TYPE OF REPORTING PERSON

14 CO

Item 1. Security and Issuer

This Amendment No. 2 (this "Amendment") amends, as set forth below, the statement on Schedule 13D, dated July 1, 2014 and filed with the SEC on July 9, 2014 (the "Original Schedule 13D") as amended by Amendment No. 1 dated November 29, 2018 and filed with the SEC on December 3, 2018 ("Amendment No. 1"), for Bank of America Corporation ("BAC") and Banc of America Preferred Funding Corporation ("BAPFC") (collectively, the "Reporting Persons") with respect to the variable rate municipal term preferred shares ("VMTP Shares") of Neuberger Berman Municipal Fund Inc. (the "Issuer").

This Amendment is being filed in relation to (i) the redemption by the Issuer on April 1, 2019 of 90 VMTP Shares (CUSIP No. 64124P408) of the Issuer held by BAPFC and (ii) the execution of an Amended and Restated VMTP Purchase Agreement and a Registration Rights Agreement, each dated as of April 1, 2019 relating to the VMTP Shares (CUSIP No. 64124P408) of the Issuer.

Item 2. Identity and Background

(a) Item 2 of the Original Schedule 13D is hereby amended by deleting Schedule I and Schedule II referenced therein and replacing them with Schedule I and Schedule II included with this Amendment.

- (b)
- (c)
- (d)
- (e)
- (f)

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

- (a)
- (b)
- (c)
- (d)
- (e)
- (f)

- (g)
- (h)
- (i)
- (j)

Item 5. Interest in Securities of the Issuer

- (a)
- (b)
- (c)

Transaction Date	Shares or Units Purchased (Sold)	Price Per Share or Unit
------------------	----------------------------------	-------------------------

- (d)
- (e)

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Original Schedule 13D is hereby amended by deleting the sixth sentence and adding the following at the end of the first paragraph thereof:

"BAPFC has the right to cause the Company to register the VMTP Shares pursuant to a Registration Rights Agreement, dated April 1, 2019 between the Company and BAPFC."

Item 7. Material to Be Filed as Exhibits

Item 7 of the Original Schedule 13D is hereby amended by deleting Exhibit 99.1, Exhibit 99.2 and Exhibit 99.4 thereto and the insertion of the following exhibits:

"Exhibit Description of Exhibit

99.1 Joint Filing Agreement

99.2 Power of Attorney

99.4 Registration Rights Agreement dated April 1, 2019 between the Issuer and BAPFC

99.7 Amended and Restated VMTP Purchase Agreement dated April 1, 2019 between the Issuer and BAPFC"

Signature

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

Bank of America Corporation

April 03, 2019

By: /s/ Ronnie Ojera  
Attorney-in-fact

Banc of America Preferred Funding Corporation

April 03, 2019

By: /s/ Michael Jentis  
Authorized Signatory

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

---

---