

LAZARD GLOBAL TOTAL RETURN & INCOME FUND INC

Form SC 13D/A

November 25, 2016

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
11/22/16

1. NAME OF REPORTING PERSON  
Bulldog Investors, LLC

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
DE

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7. SOLE VOTING POWER  
432,396

8. SHARED VOTING POWER  
417,780

9. SOLE DISPOSITIVE POWER  
432,396

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10. SHARED DISPOSITIVE POWER  
417,780

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
850,176 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.85%

14. TYPE OF REPORTING PERSON

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IA

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1. NAME OF REPORTING PERSON

Bulldog Investors Group of Funds

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DE

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7. SOLE VOTING POWER

432,396

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

432,396

---

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

432,396 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

4.50%

14. TYPE OF REPORTING PERSON

IC

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1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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7. SOLE VOTING POWER  
432,396

8. SHARED VOTING POWER  
417,780

9. SOLE DISPOSITIVE POWER  
432,396

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10. SHARED DISPOSITIVE POWER  
417,780

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
850,176 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES  
☐

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
8.85%

14. TYPE OF REPORTING PERSON  
IN

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1. NAME OF REPORTING PERSON  
Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP ☐

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

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5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) AND 2 (e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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7. SOLE VOTING POWER  
432,396

8. SHARED VOTING POWER  
417,780

9. SOLE DISPOSITIVE POWER  
432,396

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10. SHARED DISPOSITIVE POWER  
417,780

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
850,176 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES  
☐

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
8.85%

14. TYPE OF REPORTING PERSON  
IN

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1. NAME OF REPORTING PERSON  
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP ☐ a[ ]  
☐ b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2 (d) AND 2 (e) ☐

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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7. SOLE VOTING POWER

432,396

8. SHARED VOTING POWER

417,780

9. SOLE DISPOSITIVE POWER

432,396

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10. SHARED DISPOSITIVE POWER

417,780

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

850,176 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.85%

14. TYPE OF REPORTING PERSON

IN

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Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #1 to the schedule 13d filed October 24, 2016. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the N-CSRS filed on September 6, 2016, there were 9,605,237 shares of common stock outstanding as of June 30, 2016. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of November 22, 2016, Bulldog Investors, LLC is deemed to be the beneficial owner of 850,176 shares of LGI (representing 8.85% of LGI's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 850,176 shares of LGI include 432,396 shares (representing 4.50% of LGI's outstanding shares) that are beneficially owned by Mr. Goldstein and the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Opportunity Partners LP, Calapasas West Partners LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd., Opportunity Income Plus, Full Value Partners, LP, and MCM Opportunity Partners, LP (collectively, "Bulldog Investors Group of Funds"). Bulldog Investors Group of Funds may be deemed to constitute a group.

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All other shares included in the aforementioned 850,176 shares of LGI beneficially owned by Bulldog Investors LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 417,780 (representing 4.35% of LGI's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 432,396 shares. Bulldog Investors, LLC has shared power to dispose of and vote 417,780 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of LGI's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

c) Since the past filing on 10/24/16 the following shares of LGI were Sold:

Date:	Shares:	Price:
11/01/16	(5,662)	13.8195
11/02/16	(300)	13.7700
11/14/16	(6,100)	13.5013
11/15/16	(9,300)	13.4250
11/16/16	(15,100)	13.4166
11/17/16	(21,987)	13.4820
11/18/16	(18,705)	13.4633
11/21/16	(15,000)	13.5714
11/22/16	(13,339)	13.6731

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS  
WITH RESPECT TO SECURITIES OF THE ISSUER.  
N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS  
None

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.

Dated: 11/25/16

By: /S/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

By: /S/ Steven Samuels  
Name: Steven Samuels

Bulldog Investors, LLC  
By: /s/ Andrew Dakos  
Andrew Dakos, Member

Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.