

STELLENT INC  
Form 8-K  
October 04, 2006

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM 8-K

### CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**October 2, 2006**

Date of report (date of earliest event reported)

### **STELLENT, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State of Incorporation)

**0-19817**  
(Commission file number)

**41-1652566**  
(I.R.S. Employer Identification No.)

**7777 Golden Triangle Drive, Eden Prairie, Minnesota**  
(Address of principal executive offices)

**55344**  
(Zip Code)

**Telephone Number: (952) 903-2000**  
(Registrant's telephone number, including area code)

## Edgar Filing: STELLENT INC - Form 8-K

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

**EMPLOYMENT AGREEMENT BETWEEN STELLENT, INC. AND DARIN P. MCAREAVEY:**

Stellent, Inc. ( *Stellent* ) entered into an employment agreement with Darin P. McAreavey, *Stellent*'s Chief Financial Officer, Executive Vice President, Secretary and Treasurer on October 2, 2006 (the *CFO Agreement* ). Under the terms of the *CFO Agreement*, Mr. McAreavey's base annual salary is determined and annually reviewed by the Compensation Committee of the Board (the *Compensation Committee* ). Mr. McAreavey is also eligible for annual and/or quarterly bonuses based upon the terms and conditions established by the Compensation Committee. Mr. McAreavey has agreed not to compete with *Stellent* during his employment and for a period of one year following his termination of employment. In the event of Mr. McAreavey's death or disability, termination of employment by *Stellent* without cause or termination of employment by Mr. McAreavey within twelve months following a change in control due to his relocation, a material reduction of his duties or responsibilities or a material reduction of his base salary, other than pursuant to a general reduction in the base salary of all executives of *Stellent*, Mr. McAreavey will receive a lump sum severance pay equal to one year of his then-current salary. In addition, if within twelve months following a change in control, Mr. McAreavey's employment with *Stellent* is terminated by *Stellent* without cause, is terminated by Mr. McAreavey due to his relocation, material reduction of his duties or responsibilities or a material reduction of his base salary, other than pursuant to a general reduction in the base salary of all executives of *Stellent*, any outstanding and unvested options held by Mr. McAreavey will immediately vest.

**EMPLOYMENT AGREEMENT BETWEEN STELLENT, INC. AND DANIEL P. RYAN:**

*Stellent* entered into an employment agreement with Daniel P. Ryan, *Stellent*'s Chief Operating Officer and Executive Vice President on October 2, 2006 (the *COO Agreement* ). Under the terms of the *COO Agreement*, Mr. Ryan's base annual salary is determined and annually reviewed by the Compensation Committee. Mr. Ryan is also eligible for annual and/or quarterly bonuses based upon the terms and conditions established by the Compensation Committee. Mr. Ryan has agreed not to compete with *Stellent* during his employment and for a period of one year following his termination of employment. In the event of Mr. Ryan's death or disability, termination of employment by *Stellent* without cause or termination of employment by Mr. Ryan within twelve months following a change in control due to his relocation, a material reduction of his duties or responsibilities or a material reduction of his base salary, other than pursuant to a general reduction in the base salary of all executives of *Stellent*, Mr. Ryan will receive a lump sum severance pay equal to one year of his then-current salary. In addition, if within twelve months following a change in control, Mr. Ryan's employment with *Stellent* is terminated by *Stellent* without cause, is terminated by Mr. Ryan due to his relocation, material reduction of his duties or responsibilities or a material reduction of his base salary, other than pursuant to a general reduction in the base salary of all executives of *Stellent*, any outstanding and unvested options held by Mr. Ryan will immediately vest.

**EMPLOYMENT AGREEMENT BETWEEN STELLENT, INC. AND FRANK A. RADICHEL:**

On October 2, 2006, *Stellent* entered into an employment agreement with Frank A. Radichel for the performance of such duties and responsibilities as *Stellent* assigns to him from time to time (the *Radichel Agreement* ). Under the terms of the *Radichel Agreement*, Mr. Radichel's base annual salary is determined and annually reviewed by *Stellent*. Mr. Radichel is also eligible for bonuses and/or commissions based upon the terms and conditions of a bonus and/or commission plan, as established by *Stellent*. Mr. Radichel has agreed not to compete with *Stellent* during his employment and for a period of one year following his termination of employment. In the event of Mr. Radichel's death or disability, termination of employment by *Stellent* without cause or termination of employment by Mr. Radichel within

twelve months following a change in control due to his relocation, a material reduction of his duties or responsibilities or a material reduction of his base salary, other than pursuant to a general reduction in the base salary of all executives of Stellent, Mr. Radichel will receive a lump sum severance pay equal to six months of his then-current base salary. In addition, if within twelve months following a change in control, Mr. Radichel's employment with Stellent is terminated by Stellent without cause, is terminated by Mr. Radichel due to his relocation, material reduction of his duties or responsibilities or a material reduction of his base salary, other than pursuant to a general reduction in the base salary of all executives of Stellent, any outstanding and unvested options held by Mr. Radichel will immediately vest.

The foregoing summaries of the terms of the CFO Agreement, COO Agreement, and Radichel Agreement are qualified in their entirety by reference to the full texts of such agreements, which are attached as Exhibits 10.1, 10.2, and 10.3, respectively to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

- 10.1 Employment Agreement between Stellent, Inc. and Darin P. McAreavey, dated October 2, 2006.
- 10.2 Employment Agreement between Stellent, Inc. and Daniel P. Ryan, dated October 2, 2006.
- 10.3 Employment Agreement between Stellent, Inc. and Frank A. Radichel, dated October 2, 2006.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned duly authorized.

Date: October 4, 2006

**STELLENT, INC.**

By /s/ Darin P. McAreavey  
Darin P. McAreavey

1

Names of reporting persons

I.R.S. identification nos. of above persons (entities only)

Gabelli Foundation, Inc. I.D. No. 94-2975159

2

Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)

(b)

3

Sec use only

4

Source of funds (SEE INSTRUCTIONS)

WC

5

Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6

Citizenship or place of organization

NV

Number Of

Shares

Beneficially

Owned

By Each

Reporting

Person

With  
: 7  
:  
:  
:  
Sole voting power

34,944 (Item 5)  
: 8  
:  
:  
:  
Shared voting power

None  
: 9  
:  
:  
:  
Sole dispositive power

34,944 (Item 5)  
:10  
:  
:  
:  
Shared dispositive power

None  
11

Aggregate amount beneficially owned by each reporting person

34,944 (Item 5)  
12

Check box if the aggregate amount in row (11) excludes certain shares  
(SEE INSTRUCTIONS)  
13

Percent of class represented by amount in row (11)

0.20%  
14

Type of reporting person (SEE INSTRUCTIONS)

00-Private Foundation

4

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CUSIP No. 361570104

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1 MJG-IV Limited  
Partnership

I.D. No. 13-3191826  
Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

3 (b)  
Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)  
See Item 3

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
New York

Number Of :7 Sole voting power

Shares : 52,541 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 52,541 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person



12 52,541 (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

14 0.30%  
Type of reporting person  
(SEE INSTRUCTIONS)  
PN

5

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CUSIP No. 361570104

1 Names of reporting persons  
 I.R.S. identification nos. of  
 above persons (entities only)  
 GAMCO Investors,  
 Inc. I.D. No. 13-4007862  
 Check the appropriate box if  
 a member of a group (SEE  
 INSTRUCTIONS) (a)

2  
 (b)

3 Sec use only

4 Source of funds (SEE  
 INSTRUCTIONS)  
 None

5 Check box if disclosure of  
 legal proceedings is required  
 pursuant to items 2 (d) or 2  
 (e)

6 Citizenship or place of  
 organization  
 Delaware

Number Of :7 Sole voting power

Shares : None (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : None (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount  
 beneficially owned by each  
 reporting person

None (Item 5)

12 Check box if the aggregate amount in row (11) excludes certain shares  
(SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

6

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CUSIP No. 361570104

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

GGCP, Inc. I.D. No.

13-3056041

2 Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

None

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2 I

6 Citizenship or place of  
organization

New York

Number Of :<sup>7</sup> Sole voting power

Shares : 200,844 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 200,844 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

200,844 (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes

certain shares  
(SEE INSTRUCTIONS) X

13 Percent of class represented  
by amount in row (11)

14 1.15%  
Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

7

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CUSIP No. 361570104

Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

1 Associated Capital  
Group, Inc.

I.D. No. 47-3965991

Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

Source of funds (SEE  
INSTRUCTIONS)  
WC

4

Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2 I

5

Citizenship or place of  
organization  
Delaware

6

Number Of :<sup>7</sup> Sole voting power

Shares : 1,534,457 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 1,534,457 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

1,534,457 (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes  
certain shares

(SEE INSTRUCTIONS) X

13 Percent of class represented  
by amount in row (11)

8.77%

14 Type of reporting person  
(SEE INSTRUCTIONS)

HC, CO

8

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CUSIP No. 361570104

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

Mario J. Gabelli

2 Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

None

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2 I

6 Citizenship or place of  
organization

USA

Number Of :<sup>7</sup> Sole voting power

Shares : 373,003 (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : 373,003 (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

373,003 (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes



13 certain shares  
(SEE INSTRUCTIONS) X  
Percent of class represented  
by amount in row (11)

14 2.13%  
Type of reporting person  
(SEE INSTRUCTIONS)  
IN

9

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Item 1. Security and Issuer

This Amendment No. 8 to Schedule 13D on the Common Shares of The GDL Fund (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D"), which was originally filed on January 31, 2007. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities, except for LICT Corporation ("LICT"), CIBL, Inc. ("CIBL") and ICTC Group, Inc. ("ICTC"), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Associated Capital Group, Inc. ("AC"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli & Company Investment Advisers, Inc. ("GCIA"), G.research, LLC ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), Mario Gabelli, LICT, CIBL and ICTC. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL and AC. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including certain of those named below. AC, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including certain of those listed below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GCIA, a wholly owned subsidiary of AC, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GCIA may purchase or sell securities for its own account. GCIA is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., and Gabelli Multimedia Partners, L.P. G.research, a wholly owned subsidiary of GCIA, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The

Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The Gabelli Global Content & Connectivity Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The Gabelli International Small Cap Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli ESG Fund, Inc., The Gabelli Healthcare & Wellness<sup>Rx</sup> Trust, The Gabelli Global Small and Mid Cap Value Trust, Gabelli Value Plus+ Trust, Gabelli Merger Plus+ Trust, The Gabelli Go Anywhere Trust, Bancroft Fund Ltd. and Ellsworth Growth & Income Fund Ltd. (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to the Gabelli Media Mogul NextShares, the Gabelli Food of All Nations NextShares, RBI NextShares, and The GAMCO International SICAV (sub-funds GAMCO Merger Arbitrage and GAMCO All Cap Value), a UCITS III vehicle.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mites<sup>sm</sup> Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, The TETON Westwood Mid-Cap Equity Fund, and The TETON Westwood Intermediate Bond Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

LICT is a holding company with operating subsidiaries engaged primarily in the rural telephone industry. LICT actively pursues new business ventures and acquisitions. LICT makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is the Chief Executive Officer, a director, and substantial shareholder of LICT.

ICTC is a holding company with subsidiaries in voice, broadband and other telecommunications services, primarily in the rural telephone industry. ICTC makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of ICTC.

CIBL is a holding company with interests in telecommunications operations, primarily in the rural telephone industry. CIBL actively pursues new business ventures and acquisitions. CIBL makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of CIBL. Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. He is the Executive Chairman of AC. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO is a New York corporation and GBL, AC, GCIA, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830.

G.research is a Delaware limited liability company having its principal offices at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business

office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. LICT is a Delaware corporation having its principal place of business as 401 Theodore Fremd Avenue, Rye, New York 10580. CIBL, Inc. is a Delaware corporation having its principal place of business as 165 West Liberty Street, Suite 220, Reno, NV 89501. ICTC Group Inc. is a Delaware corporation having its principal place of business as 556 Main Street, Nome, North Dakota 58062.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$1,467,651 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO used approximately \$14,448 of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients. Gabelli Foundation used approximately \$3,456 of funds of a private entity to purchase the additional Securities reported by it. MJG -IV used approximately \$5,196 of funds of a private entity to purchase the additional Securities reported by it. GGCP used approximately \$401,817 of working capital to purchase the additional Securities reported by it. AC used approximately \$302,097 of its working capital to purchase the additional Securities reported by it. Mario Gabelli used approximately \$740,637 of private funds to purchase the additional Securities reported by him.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 2,220,844 shares, representing 12.69% of the 17,499,529 shares outstanding as reported in the Issuer's most recent Proxy Statement. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
GAMCO	17,881	0.10%
GCIA	7,174	0.04%
Foundation	34,944	0.20%
GGCP	200,844	1.15%
MJG-IV	52,541	0.30%
Mario Gabelli	373,003	2.13%
AC	1,534,457	8.77%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GCIA is deemed to have beneficial ownership of the Securities owned beneficially by G.research. AC, GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

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(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except the voting power of Mario Gabelli, AC, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

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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.

Dated: April 16, 2018

GGCP, INC.  
MARIO J. GABELLI  
GABELLI FOUNDATION, INC.  
MJG-IV LIMITED PARTNERSHIP

By: /s/ David Goldman

David Goldman  
Attorney-in-Fact

GAMCO INVESTORS, INC.

By: /s/ Kevin Handwerker

Kevin Handwerker  
General Counsel & Secretary – GAMCO Investors, Inc.

ASSOCIATED CAPITAL GROUP, INC.  
GAMCO ASSET MANAGEMENT INC.  
GABELLI & COMPANY INVESTMENT ADVISERS, INC.

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson  
President & Chief Executive Officer – Associated Capital  
Group, Inc.  
President – GAMCO Asset Management Inc.  
President – Gabelli & Company Investment Advisers, Inc.

SCHEDULE I

Information with Respect to Executive  
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company Investment Advisers, Inc., G.research, LLC, Teton Advisors, Inc., Associated Capital Group, Inc. or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GAMCO Investors, Inc.  
Directors:

Edwin L. Artzt	Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202
Raymond C. Avansino	Chairman & Chief Executive Officer E.L. Wiegand Foundation 165 West Liberty Street Reno, NV 89501
Leslie B. Daniels	Director c/o GAMCO Investors, Inc. One Corporate Center Rye, NY 10580
Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer of GGCP, Inc. Chairman & Chief Executive Officer of GAMCO Investors, Inc. Executive Chairman & Chief Executive Officer of Associated Capital Group, Inc. Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Elisa M. Wilson	Director c/o GAMCO Investors, Inc. One Corporate Center Rye, NY 10580
Eugene R. McGrath	Former Chairman and Chief Executive Officer Consolidated Edison, Inc. 4 Irving Place New York, NY 10003
Robert S. Prather	President & Chief Executive Officer Heartland Media, LLC 1843 West Wesley Road Atlanta, GA 30327

Officers:

Mario J. Gabelli	Chairman and Chief Executive Officer
Henry G. Van der Eb	Senior Vice President
Bruce N. Alpert	Senior Vice President
Agnes Mullady	Senior Vice President



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Kevin Handwerker Executive Vice President, General Counsel and Secretary

GAMCO Asset Management  
Inc.

Directors:

Douglas R. Jamieson  
Regina M. Pitaro  
William S. Selby

Officers:

Mario J. Gabelli Chief Executive Officer and Chief Investment Officer – Value Portfolios

Douglas R. Jamieson President, Chief Operating Officer and Managing Director

David Goldman General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC

Officers:

Mario J. Gabelli Chief Investment Officer – Value Portfolios

Bruce N. Alpert Executive Vice President and Chief Operating Officer

Agnes Mullady President and Chief Operating Officer – Open End Fund Division

David Goldman General Counsel

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli Chairman, Trustee & Chief Investment Officer

Elisa M. Wilson President

Marc Gabelli Trustee

Matthew R. Gabelli Trustee

Michael Gabelli Trustee

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli General Partner



GGCP, Inc.

Directors:

Mario J. Gabelli  
Chief Executive  
Officer and Chief  
Investment  
Officer of GGCP,  
Inc.  
Chairman &  
Chief Executive  
Officer of  
GAMCO  
Investors, Inc.  
Executive  
Chairman &  
Chief Executive  
Officer of  
Associated  
Capital Group,  
Inc.  
Director/Trustee  
of all registered  
investment  
companies  
advised by  
Gabelli Funds,  
LLC.

Marc Gabelli  
President – GGCP,  
Inc.

Matthew R. Gabelli  
Vice President –  
Trading  
G.research, Inc.  
One Corporate  
Center  
Rye, NY 10580

Michael Gabelli  
President & COO  
Gabelli &  
Partners, LLC  
One Corporate  
Center  
Rye, NY 10580

Frederic V. Salerno Chairman

Former Vice  
Chairman and  
Chief Financial  
Officer  
Verizon  
Communications

Vincent S. Tese      Executive  
Chairman – FCB  
Financial Corp

Officers:

Mario J. Gabelli      Chief Executive  
Officer and Chief  
Investment  
Officer  
Marc Gabelli      President  
Vice President,  
Silvio A. Berni      Assistant  
Secretary and  
Controller

GGCP Holdings LLC

Members:

GGCP, Inc.      Manager and  
Member  
Mario J. Gabelli      Member

Teton Advisors, Inc.

Directors:

Stephen G. Bondi

Nicholas F. Galluccio Chairman of the Board

Vincent J. Amabile Chief Executive Officer and President

John Tesoro

Officers:

Nicholas F. Galluccio See above

Michael J. Mancuso Chief Financial Officer

Tiffany Hayden Secretary

Associated Capital Group, Inc.

Directors:

Mario J. Gabelli  
Chief Executive Officer and Chief Investment Officer of GGCP, Inc.  
Chairman & Chief Executive Officer of GAMCO Investors, Inc.  
Executive Chairman of Associated Capital Group, Inc.  
Director/Trustee of all registered investment companies advised by Gabelli  
Funds, LLC.

Richard L. Bready  
Former Chairman and Chief Executive Officer  
Nortek, Inc.  
50 Kennedy Plaza  
Providence, RI 02903

Douglas R. Jamieson  
Bruce Lisman  
President and Chief Executive Officer

Former Chairman - JP Morgan – Global Equity Division

Daniel R. Lee  
Chief Executive Officer  
Full House Resorts, Inc.  
4670 South Ford Apache Road, Suite 190  
Las Vegas, NV 89147

Salvatore F. Sodano  
Vice Chairman of the Board

Frederic V. Salerno  
See above

Officers:

Mario J. Gabelli  
Executive Chairman

Douglas R. Jamieson  
President and Chief Executive Officer

Francis J. Conroy  
Interim Chief Financial Officer

Kevin Handwerker  
Executive Vice President, General Counsel and Secretary

David Fitzgerald  
Assistant Secretary

Gabelli & Company Investment Advisers,  
Inc.

Directors:

Douglas R. Jamieson

Officers:

Douglas R. Jamieson Chief Executive Officer and President

Kevin Handwerker Executive Vice President, General Counsel and Secretary

David Fitzgerald Assistant Secretary

G.research, LLC

Officers:

Cornelius V. McGinity President

Maria Gigi Controller and Financial Operations Principal

Bruce N. Alpert Vice President

Douglas R. Jamieson Secretary

Kevin Handwerker Assistant Secretary

David Fitzgerald Assistant Secretary

Josephine D. LaFauci Chief Compliance Officer

SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK- THE GDL FUND

MARIO J. GABELLI

4/13/18	3,100	9.3519
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GGCP, INC.

3/28/18	2,122	9.3636 (3)
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3/12/18	10,000	9.6071
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2/20/18	18,658	9.6873
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ASSOCIATED CAPITAL GROUP, INC.

3/22/18	8,686	9.3636 (3)
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3/16/18	7,527	9.3636 (3)
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(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(3) THESE TRANSACTIONS ARE A RESULT OF DIVIDEND REINVESTMENT.