

NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND INC
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File No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-14

REGISTRATION STATEMENT

UNDER THE

SECURITIES ACT OF 1933

.. Pre-Effective Amendment No.

.. Post-Effective Amendment No.

NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND, INC.

(Exact Name of Registrant as Specified in Charter)

333 West Wacker Drive

Chicago, Illinois 60606

(Address of Principal Executive Offices, Zip Code)

Registrant's Telephone Number, including Area Code (800) 257-8787

Kevin J. McCarthy

Vice President and Secretary

Nuveen Investments

333 West Wacker Drive

Chicago, Illinois 60606

(Name and Address of Agent for Service)

Copy to:

Deborah Bielicke Eades

Vedder Price P.C.

222 North LaSalle Street

Chicago, Illinois 60601

Eric F. Fess

Chapman and Cutler LLP

111 West Monroe Street

Chicago, Illinois 60603

Approximate date of proposed public offering: As soon as practicable after the effective date of this Registration Statement.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities Being Registered	Amount Being Registered(1)	Proposed Maximum Offering Price Per Unit(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Shares, \$.01 Par Value Per Share	50,000 Shares	\$15.02 ⁽²⁾	\$751,000 ⁽²⁾	\$86.06
MuniFund Term Preferred Shares, 2.05% Series 2015	10 Shares	\$10.00	\$ 100	\$0.01
MuniFund Term Preferred Shares, 2.90% Series 2016	10 Shares	\$10.00	\$ 100	\$0.01

- (1) Estimated solely for the purpose of calculating the registration fee.
- (2) Net asset value per share of common shares on July 12, 2012.

The Registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

IMPORTANT NOTICE TO SHAREHOLDERS OF

NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND, INC. (NAZ)

**NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND (NFZ, NFZ PrC) NUVEEN ARIZONA DIVIDEND
ADVANTAGE MUNICIPAL FUND 2 (NKR, NKR PrC) AND**

**NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NXE, NXE PrC) (EACH, A FUND AND COLLECTIVELY,
THE FUNDS)**

_____, 2012

Although we recommend that you read the complete Joint Proxy Statement/Prospectus, for your convenience, we have provided a brief overview of the issues to be voted on.

Q. Why am I receiving this Joint Proxy Statement/Prospectus?

A. You are receiving this Joint Proxy Statement/Prospectus in connection with the annual shareholder meetings of the Funds. The following proposals will be considered:

the election of members of the Board of Directors or Board of Trustees, as applicable, for each Fund (the list of specific nominees is contained in the enclosed Joint Proxy Statement/Prospectus);

the change of domicile of Nuveen Arizona Premium Income Municipal Fund, Inc. (Premium Income) from a Minnesota corporation to a Massachusetts business trust (the Domicile Change); and

the reorganization of the Funds.

Proposal Regarding the Domicile Change (Premium Income Only)

Q. What actions has Premium Income s Board of Directors approved?

A. The Board of Directors of Premium Income has approved the reorganization of the Fund, currently organized as a Minnesota corporation, into a newly created Massachusetts business trust for purposes of changing the Fund s domicile.

Q. Why has Premium Income s Board of Directors recommended the proposal?

A. The Board of Directors of Premium Income believes that the proposed Domicile Change will achieve the following advantages:

create savings and operating efficiencies by simplifying the administration and oversight of Premium Income through increased standardization of charter documents among the Nuveen family of funds, most of which are organized as Massachusetts business trusts;

lower expenses through economies of scale associated with compliance by the Nuveen family of funds with Massachusetts law only, rather than both Minnesota and Massachusetts law; and

create flexibility in conducting its business as a closed-end investment company.

Q. How will shareholders be impacted by the Domicile Change?

A. Upon the closing of the Domicile Change, common and preferred shareholders of Premium Income will receive common and preferred shares, respectively, of the newly created Massachusetts business trust equal to the number of shares of Premium Income that they owned immediately prior to the closing.

Q. Does the Domicile Change constitute a taxable event for Premium Income shareholders?

A. No. The Domicile Change is intended to qualify as a tax-free reorganization for federal income tax purposes. It is expected that you will recognize no gain or loss for federal income tax purposes as a direct result of the Domicile Change, except that gain or loss may be recognized by preferred shareholders who exercise dissenters' rights of appraisal under Minnesota law.

Q. What is the timetable for the Domicile Change?

A. If the shareholder voting and other conditions to closing are satisfied (or waived), the Domicile Change is expected to take effect on or about _____, 2012 or as soon as practicable thereafter.

Q. How does the Board recommend that I vote on the Domicile Change?

A. After careful consideration, the Board of Directors of Premium Income has determined that the Domicile Change is in the best interests of Premium Income and recommends that you vote FOR the proposal.

Proposals Regarding the Reorganizations (All Funds)

Q. What actions has each Fund's Board of Trustees or Board of Directors approved?

A. Each Fund's Board of Trustees or Board of Directors (the Board), as applicable, has approved a series of mergers of single-state municipal closed-end funds, including the reorganization of each of Nuveen Arizona Dividend Advantage Municipal Fund (Dividend Advantage), Nuveen Arizona Dividend Advantage Municipal Fund 2 (Dividend Advantage 2) and Nuveen Arizona Dividend Advantage Municipal Fund 3 (Dividend Advantage 3) (each, an Acquired Fund and collectively, the Acquired Funds) into Premium Income (also referred to herein as the Acquiring Fund) (each, a Reorganization and collectively, the Reorganizations).

Q. Why has each Fund's Board recommended these proposals?

A. The Board has determined that the proposed Reorganizations would be in the best interests of each Fund. The Acquiring Fund and the Acquired Funds have substantially similar investment

objectives and policies, and substantially similar portfolio compositions, and are managed by the same portfolio manager. The proposed Reorganizations are intended to result in lower operating expenses (excluding costs of leverage) as a result of the larger size of the combined fund and to enhance the secondary trading market for common shares of the Funds.

Q. What are the potential benefits of the Reorganizations to common shareholders?

A. The investment adviser to the Funds and the Board believe that the proposed Reorganizations are expected to offer the following potential benefits to common shareholders of the Funds:

Lower fees and operating expenses per common share (excluding costs of leverage) from greater economies of scale as the combined fund's size results in a lower effective management fee rate and allows fixed operating expenses to be spread over a larger asset base.

Improved secondary market trading for common shares as the combined fund's greater market liquidity may lead to narrower bid-ask spreads and smaller trade-to-trade price movements, and anticipated higher common share net earnings and enhanced total returns over time may lead to higher common share market prices relative to net asset value.

Increased flexibility in managing the structure and costs of leverage over time.

Q. How will preferred shareholders be impacted by the Reorganizations?

A. Upon the closing of the Reorganizations, shareholders of MuniFund Term Preferred Shares of each Acquired Fund will receive, in exchange for each of their MuniFund Term Preferred Shares held immediately prior to the Reorganization, one MuniFund Term Preferred Share of a new series of the Acquiring Fund with substantially identical terms, as of the time of the exchange, to the Acquired Fund's MuniFund Term Preferred Shares exchanged therefor (MuniFund Term Preferred Shares are referred to herein as MTP Shares). Among other terms, each new series of MTP Shares will have the same fixed per annum dividend rate, mandatory redemption term and liquidation preference as the Acquired Fund MTP Shares held immediately prior to the Reorganization that are exchanged therefor. The Acquiring Fund's optional redemption right with respect to each new series of MTP Shares will be substantially the same as the Acquired Fund's rights, as of the closing date of the Reorganization, with respect to the corresponding Acquired Fund MTP Shares.

As of the date of the Joint Proxy Statement/Prospectus, the Acquiring Fund and Acquired Funds had similar levels of preferred shares outstanding as a percentage of managed assets. Preferred shareholders of the Acquiring Fund and Acquired Funds are expected to benefit from the larger size of the combined fund due to the larger combined fund's ability to invest in a more diverse pool of securities.

Q. Will the Reorganizations impact Fund distributions to common shareholders?

A. The Reorganizations are not expected to adversely impact distributions to common shareholders and may result in a higher distribution rate. A higher distribution rate, if any, would be a result of increased earnings from lower fees and operating expenses.

Q. Do the Funds have similar investment objectives and policies?

- A.** The Funds have substantially similar investment objectives, policies and risks and are managed by the same portfolio manager. Each Fund invests primarily in municipal securities exempt from regular federal and Arizona income tax. Each Fund emphasizes investments in investment grade municipal securities. Each Fund is a leveraged closed-end management investment company and currently engages in leverage through the issuance of preferred shares and through the use of inverse floaters.

The Acquiring Fund is subject to certain investment restrictions that are not applicable to the Acquired Funds, which are discussed in the Joint Proxy Statement/Prospectus.

Q. What specific proposals will I be asked to vote on in connection with a proposed Reorganization?

- A.** Generally, shareholders of each Fund will be asked to vote on an Agreement and Plan of Reorganization with common shareholders and preferred shareholders voting as a single class and preferred shareholders voting separately. Shareholders of the Acquiring Fund also will be asked to vote on the issuance of common shares in connection with the Reorganizations, with common and preferred shareholders voting as a single class and common shares voting separately.

Shareholders of the Acquiring Fund will be asked to vote on an amendment to the Acquiring Fund's articles of incorporation to increase the number of preferred shares the Fund is authorized to issue. If shareholders of the Acquiring Fund approve the proposed Domicile Change and the Domicile Change is effected prior to the Reorganization, approval of the amendment to the Acquiring Fund's articles of incorporation will not be required to effect the Reorganizations. If shareholders of the Acquiring Fund do not approve the proposed Domicile Change, approval of the amendment to the Acquiring Fund's articles of incorporation will be required to effect the Reorganizations.

Q. Will shareholders of the Acquired Funds receive new shares in exchange for their current shares?

- A.** Yes. Upon the closing of the Reorganizations, each Acquired Fund will transfer substantially all of its assets to the Acquiring Fund in exchange for common and preferred shares of the Acquiring Fund, and the assumption by the Acquiring Fund of substantially all of the liabilities of such Acquired Fund. Each Acquired Fund will then be liquidated, dissolved and terminated in accordance with its declaration of trust.

Acquired Fund shareholders will become shareholders of the Acquiring Fund. Holders of common shares of each Acquired Fund will receive newly issued common shares of the Acquiring Fund, the aggregate net asset value of which will be equal to the aggregate net asset value of the common shares of the Acquired Fund held as of the close of trading on the business day immediately prior to the closing of the Reorganizations (including for this purpose fractional Acquiring Fund common shares to which shareholders would be entitled). Fractional shares will be sold on the open market and shareholders will receive cash in lieu of such fractional shares. Holders of MTP Shares of each Acquired Fund will receive on a one-for-one basis newly issued MTP Shares of the Acquiring Fund in exchange for MTP Shares of the Acquired Fund held immediately prior to the Reorganizations.

If Acquiring Fund shareholders approve the proposed Domicile Change and the Domicile Change is effected prior to the Reorganizations, shareholders of the Acquired Funds will receive shares of the newly created Massachusetts business trust. If Acquiring Fund shareholders do not approve the proposed Domicile Change, shareholders of the Acquired Funds will receive shares of Premium Income.

Q. Do the Reorganizations constitute a taxable event for the Acquired Fund shareholders?

A. No. Each Reorganization is intended to qualify as a tax-free reorganization for federal income tax purposes. It is expected that you will recognize no gain or loss for federal income tax purposes as a direct result of a Reorganization, except that gain or loss may be recognized with respect to any cash received in lieu of fractional Acquiring Fund common shares. Prior to the closing of the Reorganizations, each Acquired Fund expects to declare a distribution of all of its net investment income and net capital gains, if any. Such a distribution may be taxable to an Acquired Fund's shareholders for federal income tax purposes. To the extent that portfolio securities are sold in connection with the Reorganizations, an Acquired Fund may realize capital gains or losses. It is not currently expected that any significant portfolio sales will occur solely in connection with the Reorganizations (less than 5% of the assets of each Acquired Fund).

Q. What will happen if the required shareholder approvals in connection with a Reorganization are obtained for one Fund but not for the other Funds?

A. The closing of the Reorganizations is contingent upon certain conditions being satisfied or waived. Principally, shareholders of each Acquired Fund, voting separately, must approve the Reorganization of their Fund into the Acquiring Fund. The Acquiring Fund also must obtain the shareholder approvals described in this Joint Proxy Statement/Prospectus with respect to the Reorganizations in order for the Reorganizations to occur. Because the closing of the Reorganizations is contingent on all of the Acquired Funds and the Acquiring Fund obtaining the requisite shareholder approvals and satisfying their other closing conditions, it is possible that your Fund's Reorganization will not occur, even if shareholders of your Fund approve the Reorganization and your Fund satisfies all of its closing conditions, if one or more of the other Funds do not obtain their requisite shareholder approvals or satisfy their closing conditions. If all the shareholder approvals are not obtained, each Fund's Board may take such actions as it deems in the best interests of the Fund, including conducting additional solicitations with respect to the proposals or continuing to operate the Funds as stand-alone funds.

Q. Will I have to pay any fees or expenses in connection with the Reorganizations?

A. The costs of the Reorganizations (whether or not consummated) will be allocated among the Funds ratably based on the relative expected benefits of the Reorganizations comprised of forecasted cost savings and distribution increases, if any, to each Fund during the first year following the Reorganizations. Common shareholders will indirectly bear the costs of the Reorganizations. The costs of the Reorganizations are estimated to be \$80,000 for the Acquiring Fund, \$170,000 for Dividend Advantage, \$95,000 for Dividend Advantage 2, and \$275,000 for Dividend Advantage 3. Preferred shareholders are not expected to bear any costs of the Reorganizations. The Reorganizations are expected to result in cost savings (excluding the costs of leverage) for each Fund.

Q. What is the timetable for the Reorganizations?

A. If the shareholder voting and other conditions to closing are satisfied (or waived), the Reorganizations are expected to take effect on or about _____, 2012 or as soon as practicable thereafter.

Q. How does the Board recommend that I vote on the Reorganizations?

A. After careful consideration, the Board has determined that the Reorganizations are in the best interests of each Fund and recommends that you vote FOR your Fund's proposal(s).

General

Q. Who do I call if I have questions?

A. If you need any assistance, or have any questions regarding the proposal or how to vote your shares, please call Computershare Fund Services, your proxy solicitor, at (866) 963-5818 weekdays during its business hours of 9:00 a.m. to 11:00 p.m. and Saturdays 12:00 p.m. to 6:00 p.m. Eastern time. Please have your proxy materials available when you call.

Q. How do I vote my shares?

A. You may vote by mail, by telephone or over the Internet:

To vote by mail, please mark, sign, date and mail the enclosed proxy card. No postage is required if mailed in the United States.

To vote by telephone, please call the toll-free number located on your proxy card and follow the recorded instructions, using your proxy card as a guide.

To vote over the Internet, go to the Internet address provided on your proxy card and follow the instructions, using your proxy card as a guide.

Q. Will anyone contact me?

A. You may receive a call from Computershare Fund Services, the proxy solicitor hired by your Fund, to verify that you received your proxy materials, to answer any questions you may have about the proposals and to encourage you to vote your proxy.

We recognize the inconvenience of the proxy solicitation process and would not impose on you if we did not believe that the matters being proposed were important. Once your vote has been registered with the proxy solicitor, your name will be removed from the solicitor's follow-up contact list.

Your vote is very important. We encourage you as a shareholder to participate in your Fund's governance by returning your vote as soon as possible. If enough shareholders fail to cast their votes, your Fund may not be able to hold its meeting or the vote on each issue, and will be required to incur additional solicitation costs in order to obtain sufficient shareholder participation.

_____, 2012

NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND, INC. (NAZ)

**NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND (NFZ, NFZ PrC) NUVEEN ARIZONA DIVIDEND
ADVANTAGE MUNICIPAL FUND 2 (NKR, NKR PrC) AND**

**NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3 (NXE, NXE PrC) (EACH, A FUND AND COLLECTIVELY,
THE FUNDS)**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON _____, 2012

To the Shareholders:

Notice is hereby given that the Annual Meeting of Shareholders (the Annual Meeting) of Nuveen Arizona Premium Income Municipal Fund, Inc. (Premium Income or the Acquiring Fund), and Nuveen Arizona Dividend Advantage Municipal Fund (Dividend Advantage), Nuveen Arizona Dividend Advantage Municipal Fund 2 (Dividend Advantage 2) and Nuveen Arizona Dividend Advantage Municipal Fund 3 (Dividend Advantage 3) (each, an Acquired Fund and collectively, the Acquired Funds), will be held in the offices of Nuveen Investments, Inc. (Nuveen or Nuveen Investments), 333 West Wacker Drive, Chicago, Illinois 60606, on _____, 2012, at :00 .m., Central time, for the following purposes:

1. Election of Board Members.

- (a) For shareholders of each of Dividend Advantage, Dividend Advantage 2 and Dividend Advantage 3, to elect four (4) Board members as follows:
 - (i) Two (2) Board members to be elected by the holders of common shares and preferred shares voting as a single class. Board members Bremner and Evans are nominees for election by all shareholders.
 - (ii) Two (2) Board members to be elected by the holders of preferred shares only, voting separately as a single class. Board members Hunter and Schneider are nominees for election by holders of preferred shares.
- (b) For shareholders of Premium Income, to elect ten (10) Board members as follows:
 - (i) Eight (8) Board members are to be elected by holders of common shares and preferred shares, voting together as a single class. Board members Amboian, Bremner, Evans, Kundert, Stockdale, Stone, Stringer and Toth are nominees for election by all shareholders.
 - (ii) Two (2) Board members are to be elected by holders of preferred shares only, voting separately as a single class. Board members Hunter and Schneider are nominees for election by holders of preferred shares.

2. Domicile Change. The shareholders of Premium Income voting as set forth below, for an Agreement and Plan of Reorganization to enable the Fund to change its domicile from a Minnesota corporation to a Massachusetts business trust (the Domicile Change).
 - (a)(i) The common and preferred shareholders voting as a single class to approve the Agreement and Plan of Reorganization in connection with the proposed Domicile Change.
 - (a)(ii) The preferred shareholders voting separately as a single class to approve the Agreement and Plan of Reorganization in connection with the proposed Domicile Change.

3. Fund Combination Reorganization. The shareholders of each Fund voting as set forth below, for an Agreement and Plan of Reorganization pursuant to which each Acquired Fund would (i) transfer substantially all of its assets to the Acquiring Fund in exchange solely for common shares and preferred shares of the Acquiring Fund, and the Acquiring Fund's assumption of substantially all of the liabilities of the Acquired Fund, (ii) distribute such shares of the Acquiring Fund to the common shareholders and preferred shareholders of the Acquired Fund (with cash being issued in lieu of fractional common shares), and (iii) liquidate, dissolve and terminate in accordance with the Acquired Fund's declaration of trust.

For Shareholders of each Fund:

- (a)(i) The common and preferred shareholders voting as a single class to approve the Agreement and Plan of Reorganization.
 - (a)(ii) The preferred shareholders voting separately as a single class to approve the Agreement and Plan of Reorganization.
-
4. Approval of Issuance of Common Shares by the Acquiring Fund.

For Shareholders of Premium Income:

- (a)(i) The common and preferred shareholders voting as a single class to approve the issuance of additional common shares in connection with each reorganization pursuant to the Agreement and Plan of Reorganization.
- (a)(ii) The common shareholders voting separately as a single class to approve the issuance of additional common shares in connection with each reorganization pursuant to the Agreement and Plan of Reorganization.

5. Approval of Amendment to Acquiring Fund's Articles of Incorporation.

For Shareholders of Premium Income:

- (a)(i) The common and preferred shareholders voting as a single class to approve an amendment to the Fund's articles of incorporation to increase the number of preferred shares the Fund is authorized to issue.

- (a)(ii) The preferred shareholders voting separately as a single class to approve an amendment to the Fund's articles of incorporation to increase the number of preferred shares the Fund is authorized to issue.

6. With respect to each Fund, to transact such other business as may properly come before the Annual Meeting. Only shareholders of record as of the close of business on _____, 2012 are entitled to notice of and to vote at the Annual Meeting or adjournments or postponements thereof.

As described in the accompanying Joint Proxy Statement/Prospectus under the caption "Proposal No. 2 Domicile Change Dissenting Shareholders Rights of Appraisal," preferred shareholders of Premium Income who object to the proposed domicile change of their Fund are entitled to demand payment of the fair value of their preferred shares under procedures set forth in the Minnesota Business Corporation Act. The relevant sections of that Act are reproduced in Appendix G to the Joint Proxy Statement/Prospectus.

All shareholders are cordially invited to attend the Annual Meeting. In order to avoid delay and additional expense for the Funds, and to assure that your shares are represented, please vote as promptly as possible, whether or not you plan to attend the Annual Meeting. You may vote by mail, by telephone or over the Internet.

To vote by mail, please mark, sign, date and mail the enclosed proxy card. No postage is required if mailed in the United States.

To vote by telephone, please call the toll-free number located on your proxy card and follow the recorded instructions, using your proxy card as a guide.

To vote over the Internet, go to the Internet address provided on your proxy card and follow the instructions, using your proxy card as a guide.

Kevin J. McCarthy

Vice President and Secretary

The Nuveen Funds

The information contained in this Proxy Statement/Prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This Proxy Statement/Prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

NUVEEN FUNDS

333 WEST WACKER DRIVE

CHICAGO, ILLINOIS 60606

(800) 257-8787

Subject to completion, dated , 2012

JOINT PROXY STATEMENT/PROSPECTUS

NUVEEN ARIZONA PREMIUM INCOME MUNICIPAL FUND, INC. (NAZ)

NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND

(NFZ, NFZ PrC)

NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 2

(NKR, NKR PrC) AND

NUVEEN ARIZONA DIVIDEND ADVANTAGE MUNICIPAL FUND 3

(NXE, NXE PrC)

(EACH, A FUND AND COLLECTIVELY, THE FUNDS)

, 2012

This Joint Proxy Statement/Prospectus is being furnished to the shareholders of Nuveen Arizona Premium Income Municipal Fund, Inc. (Premium Income or the Acquiring Fund), and Nuveen Arizona Dividend Advantage Municipal Fund (Dividend Advantage), Nuveen Arizona Dividend Advantage Municipal Fund 2 (Dividend Advantage 2) and Nuveen Arizona Dividend Advantage Municipal Fund 3 (Dividend Advantage 3) (each, an Acquired Fund and collectively, the Acquired Funds), each a closed-end management investment company, in connection with the solicitation of proxies by each Fund's Board of Trustees or Board of Directors (each, a Board and each Trustee or Director a Board Member) for use at the Annual Meeting of Shareholders of each Fund to be held in the offices of Nuveen Investments, Inc. (Nuveen or Nuveen Investments), 333 West Wacker Drive, Chicago, Illinois 60606, on , , 2012, at :00 .m., Central time, and at any and all adjournments or postponements thereof (each, an Annual Meeting and collectively, the Annual Meetings) to consider the proposals listed below and discussed in greater detail elsewhere in this Joint Proxy Statement/Prospectus. Dividend Advantage, Dividend Advantage 2 and Dividend Advantage 3 are each organized as a Massachusetts business trust. Premium Income is organized as a Minnesota corporation. The enclosed proxy and this Joint Proxy Statement/Prospectus are first being sent to shareholders of the Funds on or about , 2012. Shareholders of record of the Funds as of the close of business on , 2012 are entitled to notice of, and to vote at, the Annual Meeting and any and all adjournments or postponements thereof.

This Joint Proxy Statement/Prospectus explains concisely what you should know before voting on the proposals described in this Joint Proxy Statement/Prospectus or investing in the Acquiring Fund. Please read it carefully and keep it for future reference.

The securities offered by this Joint Proxy Statement/Prospectus have not been approved or disapproved by the Securities and Exchange Commission (SEC), nor has the SEC passed upon the accuracy or adequacy of this Joint Proxy Statement/Prospectus. Any representation to the contrary is a criminal offense.

On the matters coming before each Annual Meeting as to which a choice has been specified by shareholders on the accompanying proxy card, the shares will be voted accordingly where such proxy card is properly executed, timely received and not properly revoked (pursuant to the instructions below). If a proxy is returned and no choice is specified, the shares will be voted **FOR** the proposals. Shareholders of a Fund who execute proxies may revoke them at any time before they are voted by filing with that Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in person. Merely attending the Annual Meeting, however, will not revoke any previously submitted proxy.

The Board of each Fund has determined that the use of this Joint Proxy Statement/Prospectus for the Annual Meeting is in the best interests of each Fund and its shareholders in light of the similar matters being considered and voted on by the shareholders.

The following table indicates the proposals of each Fund for which the votes of shareholders are being solicited and which shareholders are solicited to vote with respect to each matter. Except as otherwise noted below, the common shareholders of a Fund vote together with, for the Acquired Funds, the holders (the preferred shareholders) of the Fund's MuniFund Term Preferred Shares (MTP Shares or preferred shares), and for the Acquiring Fund, the holders (the preferred shareholders) of the Fund's Variable Rate MuniFund Term Preferred Shares (VMTP Shares or preferred shares).

Matter	Common Shares	Preferred Shares
<i>For Shareholders of each of Dividend Advantage, Dividend Advantage 2 and Dividend Advantage 3:</i>		
1(a)(i) Two (2) Board Members to be elected by the holders of common shares and preferred shares voting as a single class. Board Members Bremner and Evans are nominees for election by all shareholders.	X	X
1(a)(ii) Two (2) Board Members to be elected by the holders of preferred shares only, voting separately as a single class. Board Members Hunter and Schneider are nominees for election by holders of preferred shares.		X
<i>For Shareholders of Premium Income:</i>		
1(b)(i) Eight (8) Board Members are to be elected by holders of common shares and preferred shares, voting together as a single class. Board Members Amboian, Bremner, Evans, Kundert, Stockdale, Stone, Stringer and Toth are nominees for election by all shareholders.	X	X
1(b)(ii) Two (2) Board Members are to be elected by holders of preferred shares only, voting separately as a single class. Board Members Hunter and Schneider are nominees for election by holders of preferred shares.		X
<i>For Shareholders of Premium Income:</i>		
2(a)(i) The common and preferred shareholders voting as a single class to approve the Agreement and Plan of Reorganization in connection with the proposed Domicile Change.	X	X
2(a)(ii) The preferred shareholders voting separately as a single class to approve the Agreement and Plan of Reorganization in connection with the proposed Domicile Change.		X

Matter		Common Shares	Preferred Shares
<i>For Shareholders of each Fund:</i>			
3(a)(i)	The common and preferred shareholders voting as a single class to approve the Agreement and Plan of Reorganization.	X	X
3(a)(ii)	The preferred shareholders voting separately as a single class to approve the Agreement and Plan of Reorganization.		X
<i>For Shareholders of Premium Income:</i>			
4(a)(i)	The common and preferred shareholders voting as a single class to approve the issuance of additional common shares in connection with each reorganization pursuant to the Agreement and Plan of Reorganization.	X	X
4(a)(ii)	The common shareholders voting separately as a single class to approve the issuance of additional common shares in connection with each reorganization pursuant to the Agreement and Plan of Reorganization.	X	
<i>For Shareholders of Premium Income:</i>			
5(a)(i)	The common and preferred shareholders voting as a single class to approve an amendment to the Fund's articles of incorporation to increase the number of preferred shares the Fund is authorized to issue.	X	X
5(a)(ii)	The preferred shareholders voting separately as a single class to approve an amendment to the Fund's articles of incorporation to increase the number of preferred shares the Fund is authorized to issue.		X

A quorum of shareholders is required to take action at each Annual Meeting. A majority of the shares entitled to vote at each Annual Meeting, represented in person or by proxy, will constitute a quorum of shareholders at that Annual Meeting, except that for the election of the two Board Member nominees to be elected by holders of preferred shares of each Fund, 33 1/3% of the preferred shares entitled to vote and represented in person or by proxy will constitute a quorum. Votes cast by proxy or in person at each Annual Meeting will be tabulated by the inspectors of election appointed for that Annual Meeting. The inspectors of election will determine whether or not a quorum is present at the Annual Meeting. The inspectors of election will treat abstentions and broker non-votes (i.e., shares held by brokers or nominees, typically in street name, as to which (i) instructions have not been received from the beneficial owners or persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter) as present for purposes of determining a quorum.

Those persons who were shareholders of record at the close of business on _____, 2012 will be entitled to one vote for each share held and, with respect to holders of common shares, a proportionate fractional vote for each fractional common share held.

As of _____, 2012, the shares of the Funds issued and outstanding were as follows:

Fund Ticker Symbol*	Common Shares	MTP Shares	MTP Shares Ticker Symbol	VMTP Shares
Acquiring Fund (NAZ)		N/A	N/A	280
Dividend Advantage (NFZ)		1,110,000	NFZ PrC	N/A
Dividend Advantage 2 (NKR)		1,872,500	NKR PrC	N/A
Dividend Advantage 3 (NXE)		2,084,600	NXE PrC	N/A

- * The common shares of Premium Income are listed on the New York Stock Exchange (NYSE). The common shares of Dividend Advantage, Dividend Advantage 2 and Dividend Advantage 3 are listed on the NYSE MKT (formerly NYSE Amex). The MTP Shares of Dividend Advantage are listed on the NYSE MKT, and the MTP Shares of Dividend Advantage 2 and Dividend Advantage 3 are listed on the NYSE. The VMTP Shares of Premium Income Fund are not listed on any exchange. [Upon the closing of the reorganizations, it is expected that the common shares and MTP shares of the Acquiring Fund will be listed on the NYSE.]

Premium Income is currently organized as a Minnesota corporation. The proposed change in domicile (the Domicile Change) for Premium Income seeks to reorganize the Fund into a newly created Massachusetts business trust (the Massachusetts Fund). The Agreement and Plan of Reorganization for the Domicile Change (the Domicile Agreement) contemplates that (a) the newly established Massachusetts Fund would acquire all of the assets of Premium Income in exchange for newly issued common shares and newly issued preferred shares (which correspond to the then outstanding preferred shares of Premium Income) of the Massachusetts Fund and the Massachusetts Fund 's assumption of all of the liabilities of Premium Income; and (b) Premium Income would liquidate and distribute to its shareholders the newly issued common shares and newly issued preferred shares of the Massachusetts Fund. As a result of the Domicile Change, the shareholders of Premium Income would become shareholders of the Massachusetts Fund. The Massachusetts Fund will have the same investment objectives and policies as Premium Income. The Domicile Change is required to be approved by the affirmative vote of the holders of a majority of the outstanding shares of Premium Income 's common shares and preferred shares, voting as a single class, and by the affirmative vote of a majority of Premium Income 's outstanding preferred shares, voting separately as a single class.

The proposed reorganizations for the Acquiring and Acquired Funds seek to combine four Funds that have substantially similar investment objectives, policies and risks to achieve certain economies of scale and other operational efficiencies for the Funds (each, a Reorganization and collectively, the Reorganizations). The Agreement and Plan of Reorganization by and among each Acquired Fund and Acquiring Fund (the Agreement) provides for (i) the Acquiring Fund 's acquisition of substantially all of the assets of each Acquired Fund in exchange for newly issued common shares of the Acquiring Fund, par value \$0.01 per share, and newly issued MTP Shares of the Acquiring Fund, with a par value of \$0.01 per share and liquidation preference of \$10 per share, and the Acquiring Fund 's assumption of substantially all of the liabilities of each Acquired Fund, and (ii) the distribution of the Acquiring Fund common shares and Acquiring Fund MTP Shares received by each Acquired Fund to its common and preferred shareholders, as part of the liquidation, dissolution and termination of each Acquired Fund in accordance with its declaration of trust. The aggregate net asset value of Acquiring Fund common shares received by each Acquired Fund in a Reorganization will equal, as of the Valuation Date (as such term is defined on page [54]), the aggregate net asset value of Acquired Fun