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BlackRock Enhanced Equity Dividend Trust

Form N-14 8C

August 05, 2014

As filed with the Securities and Exchange Commission on August 5, 2014

Securities Act File No. 333-
Investment Company Act File No. 811-21784

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. ☐
(Check appropriate box or boxes)

BLACKROCK ENHANCED EQUITY DIVIDEND TRUST
(Exact Name of Registrant as Specified in Charter)

100 Bellevue Parkway
Wilmington, Delaware 19809
(Address of Principal Executive Offices: Number, Street, City, State, Zip Code)

(800) 882-0052
(Area Code and Telephone Number)

John M. Perlowski
President and Chief Executive Officer
BlackRock Enhanced Equity Dividend Trust
55 East 52nd Street
New York, New York 10055
(Name and Address of Agent for Service)

With copies to:

Thomas A. DeCapo, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
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Boston, Massachusetts 02116

Janey Ahn, Esq.
BlackRock Advisors, LLC
40 East 52nd Street
New York, New York 10022

AS SOON AS PRACTICABLE AFTER THE EFFECTIVE DATE OF THIS REGISTRATION STATEMENT

(Approximate Date of Proposed Public Offering)

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Title of Securities Being Registered	Amount Being Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common shares \$0.001 par value	Not Applicable	Not Applicable	\$1,000,000	\$128.80

(1) Estimated solely for the purpose of calculating the filing registration fee, pursuant to Rule 457(o) under the Securities Act of 1933.

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 Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Registration Statement is organized as follows:

- a. Letter to Shareholders of BlackRock Dividend Income Trust ("BQY").
 - b. Questions and Answers for Shareholders of BQY.
 - c. Notice of Special Meeting of Shareholders of BQY.
 - d. Combined Proxy Statement/Prospectus regarding the proposed reorganization of BQY into BlackRock Enhanced Equity Dividend Trust ("BDJ").
 - e. Statement of Additional Information regarding the proposed reorganization of BQY into BDJ.
 - f. Part C: Other Information.
 - g. Exhibits.
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BLACKROCK DIVIDEND INCOME TRUST
100 Bellevue Parkway
Wilmington, Delaware 19809
(800) 882-0052

, 2014

Dear Shareholder:

You are cordially invited to attend a special shareholder meeting (the "Special Meeting") of BlackRock Dividend Income Trust ("BQY") to be held at the offices of BlackRock Advisors, LLC, 1 University Square Drive, Princeton, New Jersey 08540-6455, on November 10, 2014 at 9:30 a.m. (Eastern time). Before the Special Meeting, I would like to provide you with additional background information and ask for your vote on important proposals affecting BQY which are described in the enclosed Combined Proxy Statement/Prospectus.

At the Special Meeting, shareholders of BQY will be asked to consider the reorganization of BQY into BlackRock Enhanced Equity Dividend Trust, a fund with similar (but not identical) investment objectives, investment policies and investment restrictions, the termination of BQY's registration under the Investment Company Act of 1940, as amended, and the dissolution of BQY under Delaware law.

The Board of Trustees of BQY believes the proposal is in the best interests of BQY and its shareholders and unanimously recommends that you vote "FOR" such proposal.

The enclosed materials explain these proposals in more detail, and I encourage you to review them carefully. As a shareholder, your vote is important, and we hope that you will respond today to ensure that your shares will be represented at the Special Meeting. You may vote using one of the methods below by following the instructions on your proxy card:

- By touch-tone telephone;
- By internet;
- By returning the enclosed proxy card in the postage-paid envelope; or
- In person at the Special Meeting.

If you do not vote using one of these methods described above, you may be contacted by Georgeson Inc., our proxy solicitor, to vote your shares over the telephone.

As always, we appreciate your support.

Sincerely,

JOHN M. PERLOWSKI
President and Chief Executive Officer

Please vote now. Your vote is important.

To avoid the wasteful and unnecessary expense of further solicitation(s), we urge you to indicate your voting instructions on the enclosed proxy card, date and sign it and return it promptly in the postage-paid envelope provided, or record your voting instructions by telephone or via the internet, no matter how large or small your holdings may be. If you submit a properly executed proxy but do not indicate how you wish your shares to be voted, your shares will be voted "FOR" the proposal, as applicable. If your shares are held through a broker, you must provide voting instructions to your broker about how to vote your shares in order for your broker to vote your shares as you instruct at the Special Meeting.

QUESTIONS & ANSWERS

Although we urge you to read the entire Combined Proxy Statement/Prospectus, we have provided for your convenience a brief overview of some of the important questions concerning the issues to be voted on.

Q: Why is a shareholder meeting being held?

A: Shareholders of BlackRock Dividend Income Trust ("BQY") are being asked to vote on the reorganization (the "Reorganization") of BQY into BlackRock Enhanced Equity Dividend Trust ("BDJ", and together with BQY, each, a "Fund"), which is described in the enclosed Combined Proxy Statement/Prospectus. The term "Combined Fund" will refer to BDJ as the surviving Fund after the Reorganization. In the event the Reorganization is consummated, BQY will terminate its registration under the Investment Company Act of 1940, as amended (the "1940 Act") and dissolve under Delaware law after the completion of the Reorganization.

The Funds have similar (but not identical) investment objectives, investment policies and investment restrictions, and the same investment advisor, BlackRock Advisors, LLC (the "Investment Advisor").

The Reorganization will be consummated if the shareholders of BQY approve the Reorganization. If the Reorganization is not consummated, then BQY would continue to exist and operate on a stand-alone basis.

In the event the Reorganization is consummated, shareholders of the Combined Fund, including former shareholders of BQY, would be subject to the investment policies of BDJ following the Reorganization. See "Comparison of the Funds' Investments" in the Combined Proxy Statement/Prospectus for a comparison of the Funds' investment objectives and significant investment strategies and operating policies.

Q: Why is the Reorganization being recommended?

A: The Board of Trustees of each Fund (each, a "Board" and collectively, the "Boards"), considered a number of factors in reaching its determination, including, but not limited to, the following, which are discussed in further detail in the Combined Proxy Statement/Prospectus under "Information About the Reorganization—Reasons for the Reorganization":

- potential for improved economies of scale and a lower Total Expense Ratio with respect to each Fund;
- alternatives to the Reorganization for each Fund;
- the potential effects of the Reorganization on the earnings and distributions of each Fund;
- the potential effects of the Reorganization on each Fund's premium/discount to NAV;
- the compatibility of the Funds' investment objectives, investment policies and related risks and risk profiles (see "How similar are the Funds?" for additional information);
- consistency of portfolio management and portfolio composition (see "How similar are the Funds?" for additional information);
- the potential for improved secondary market trading, including the potential for greater secondary market liquidity for the Combined Fund's common shares, which may result in

tighter bid-ask spreads and better trade execution for the Combined Fund's shareholders when purchasing or selling the Combined Fund's common shares;

- the potential for operating and administrative efficiencies for the Combined Fund, including the potential for the following benefits:
 - greater investment flexibility and investment options, greater diversification of portfolio investments, the ability to trade in larger positions and more favorable transaction terms;

- benefits from having fewer closed-end funds offering similar products in the market, including an increased focus by investors on the remaining funds in the market (including the Combined Fund) and additional research coverage; and
- benefits from having fewer similar funds in the same fund complex, including a simplified operational model and a reduction in risk of operational, legal and financial errors;
- the anticipated tax-free nature of the Reorganization (except with respect to taxable distributions from any Fund prior to, or after, the consummation of the Reorganization)(see "Will I have to pay any U.S. federal taxes as a result of the Reorganization?" for additional information);
- the potential effects on the Funds' capital loss carryforwards;
- the potential effects on each Fund's undistributed net investment income;
- the expected costs of the Reorganization (see "Will I have to pay any sales load, commission or other similar fees in connection with the Reorganization?" for additional information);
- the terms of the Reorganization and whether the Reorganization would dilute the interests of shareholders of the Funds;
- the effect of the Reorganization on shareholder rights; and
- any potential benefits of the Reorganization to the Investment Advisor and its affiliates.

If the Reorganization of BQY is not approved, the Investment Advisor may, in connection with ongoing management of BQY and its product line, recommend alternative proposals to the Board of BQY.

Q: How will the Reorganization affect the fees and expenses of the Funds?

A: For the fiscal year ended October 31, 2013, the Total Expense Ratios of BQY and BDJ were 1.18% and 0.87%, respectively. For the 12-month period ended April 30, 2014, the Total Expense Ratios of BQY and BDJ were 1.18% and 0.87%, respectively. "Total Expenses" means a Fund's total annual operating expenses. "Total Expense Ratio" means a Fund's Total Expenses expressed as a percentage of its average net assets attributable to its common shares.

The Funds estimate that the completion of the Reorganization would result in a Total Expense Ratio for the Combined Fund of 0.86% on a historical and pro forma basis for the 12-month period ended April 30, 2014, representing a reduction in the Total Expense Ratio for the shareholders of BQY and BDJ of 0.32% and 0.01%, respectively.

BQY's Total Expense Ratio of 1.18% includes a 0.15% licensing fee (the "Licensing Fee") payable to Standard & Poor's that will expire in September 2014 regardless of whether the Reorganization is consummated; thus, 0.15% of the 0.32% reduction in the Total Expense Ratio for shareholders of BQY will be attributable to the

expiration of the Licensing Fee and 0.17% of the 0.32% reduction in the Total Expense Ratio for shareholders of BQY will be attributable to the Reorganization.

Each Fund entered into an Investment Management Agreement with the Investment Advisor to provide investment advisory services. For such services, BQY pays the Investment Advisor a monthly fee at the annual rate of 0.75% of its average weekly net assets, and BDJ pays the Investment Advisor a monthly fee at the annual rate of 0.81% its average weekly net assets.

If the Reorganization is consummated, the Investment Advisor will reduce the annual contractual investment management fee rate of the Combined Fund to 0.80% of the average weekly net assets of the Combined Fund. While the annual contractual investment management fee rate of the Combined Fund is expected to be 0.05% higher than that of BQY, the Combined Fund is expected to have a Total Expense Ratio that is 0.32% lower than the Total Expense Ratio of BQY (of which 0.15% will be attributable to the expiration of the Licensing Fee and 0.17% will be attributable to the Reorganization). Based on a pro-forma Lipper expense group for the Combined Fund, the estimated Total Expense Ratio and contractual management fee rate are each projected to be in the first quartile.

There can be no assurance that future expenses will not increase or that any expense savings for any Fund will be realized as a result of the Reorganization.

Q: How will the Reorganization affect the earnings and distributions of the Funds?

A: The Combined Fund's earnings and distribution yield on NAV are expected to be comparable (i.e., the same or slightly lower or higher) when compared with that of BDJ prior to the Reorganization. The Combined Fund's earnings yield is expected to be lower than BQY's current earnings yield; thus, assuming that the Reorganization is consummated and that BDJ's distribution policy remains in place after the Reorganization, shareholders of BQY may experience a decrease in their distribution yield on NAV after the Reorganization. The Combined Fund's earnings and distribution yield on NAV may change over time, and depending on market conditions, may be significantly higher or lower than each Fund's earnings and distribution yield on NAV prior to the Reorganization.

Although the Combined Fund's earnings yield is expected to be lower than BQY's current earnings yield, assuming the Reorganization is consummated, shareholders of BQY are expected to benefit from a reduction in BQY's Total Expense Ratio of approximately 0.32% (of which 0.15% will be attributable to the expiration of the Licensing Fee and 0.17% will be attributable to the Reorganization). It is also anticipated that shareholders of BQY may benefit from other potential benefits associated with the Reorganization (including as a result of the Combined Fund's larger size) as more fully discussed in the Combined Proxy Statement/Prospectus under "Information About the Reorganization—Reasons for the Reorganization."

Each Fund intends to make monthly distributions to shareholders. Distributions may consist of net investment income, net options premium, net realized and unrealized gains on investments, and/or return of capital.

Each Fund has adopted a plan, consistent with its investment objectives and policies, to support a level distribution of income, capital gains and/or return of capital (a "Plan"). The goal of each Plan is to provide shareholders with consistent and predictable cash flows by setting distribution rates based on expected long-term returns of a Fund. Under its Plan, each Fund will distribute all available investment income to its shareholders in order to maintain a level distribution. Such distributions, under certain circumstances, may exceed a Fund's total return performance. When distributions exceed total return performance for the period, the difference will reduce the Fund's total assets and net asset value per share and, therefore, could have the effect of increasing the Fund's expense ratio and reducing the amount of assets the Fund has available for long term investment. In order to make these distributions, a Fund may have to sell portfolio securities at less than opportune times. Shareholders should not draw any conclusions about a Fund's investment performance from the amount of the Fund's distributions or from the terms of a Plan.

The final tax characterization of distributions is determined after the end of a Fund's fiscal year and is reported to shareholders on Form 1099. Distributions will be characterized as ordinary income, capital gains and/or return of capital. A Fund's taxable net investment income or net realized capital gains ("taxable income") may not be sufficient to support the level of distributions paid. To the extent that distributions exceed a Fund's current and accumulated earnings and profits in the current fiscal year, the excess may be treated as a return of capital. A return of capital distribution does not necessarily reflect a Fund's investment performance and should not be confused with 'yield' or 'income.' A return of capital is a return of a portion of an investor's original investment. A return of capital is generally not taxable, but it reduces a shareholder's tax basis in his or her shares, thus reducing any loss or increasing any gain on a subsequent disposition by the shareholder of his or her shares. It is possible that a substantial portion of the distributions paid during a calendar year may ultimately be classified as return of capital for income tax purposes when the final determination of the source and character of the distributions is made.

As described above, the portion of distributions that exceeds the Fund's current and accumulated earnings and profits, which are calculated under tax principles, will constitute a non-taxable return of capital. Although capital loss carryforwards from prior years can offset realized net capital gains, capital loss carryforwards will offset current earnings and profits only if they were generated in the Fund's 2012 taxable year or thereafter. If distributions in any tax year are less than the Fund's current earnings and profits but are in excess of net investment income and net realized capital gains (which would occur, for example, if the Fund utilizes pre-2012 capital loss carryforwards to offset capital gains in that tax year), such excess is not treated as a non-taxable return of capital but rather may be taxable to shareholders at ordinary income rates even though it may economically represent a return of capital. Under certain circumstances, such taxable excess distributions could be significant. Although BQY currently does not have any capital loss carryforwards, substantially all of BDJ's capital loss

carryforwards are from pre-2012 tax years, and thus, shareholders of BQY may be subject to such taxable distributions as shareholders of the Combined Fund.

Q: How similar are the Funds?

A: The Funds have the same investment advisor, the same portfolio managers, and the same board members. Each Fund is organized as a Delaware statutory trust. BDJ's and BQY's common shares are listed on the New York Stock Exchange and NYSE MKT, respectively. The investment objectives, significant investment strategies and operating policies, and investment restrictions of the Combined Fund will be those of BDJ.

Diversification Status: BQY and BDJ are each a diversified, closed-end management investment company registered under the 1940 Act.

Investment Objectives: The Funds have similar (but not identical) investment objectives.

§ BDJ: BDJ's primary investment objective is to provide current income and current gains, with a secondary objective of long-term capital appreciation.

§ BQY: BQY's investment objective is to provide total return through a combination of current income, current gains and long-term capital appreciation.

Investment Policies: The Funds' have similar (but not identical) investment policies.

§ Dividend Equities: Each Fund, under normal market conditions, invests at least 80% of its total assets in dividend paying equities and may invest up to 20% of its total assets in equity securities of issuers that do not pay dividends.

§ Option Writing Strategy: Each Fund employs a strategy of writing (selling) covered call and put options on common stocks.

§ Certain significant differences in the investment policies of the Funds include the following:

o Non U.S. Securities. BDJ may only invest up to 20% of its total assets in non-U.S. securities. BQY does not have such a limitation on investments in non-U.S. securities. BQY may invest in non-U.S. securities, which may include securities denominated in U.S. dollars or in non-U.S. currencies or multinational currency units. However, each Fund may not invest more than 10% of its total assets in non-U.S. securities of emerging market issuers. Investments in non-U.S. securities involve certain risks not involved in domestic investments. Securities markets in foreign countries often are not as developed, efficient or liquid as securities markets in the United States, and therefore, the prices of non-U.S. securities can be more volatile.

- o REITs: BQY may only invest up to 20% of its total assets in real estate investment trusts ("REITs"). BDJ does not have such a limitation on investments in REITs. To the extent the Combined Fund invests in REITs, it will be subject to the risks associated with owning real estate and with the real estate industry generally. These include difficulties in valuing and disposing of real estate, the possibility of declines in the value of real estate, risks related to general and local economic conditions, the possibility of adverse changes in the climate for real estate, environmental liability risks, the risk of increases in property taxes and operating expenses, possible adverse changes in zoning laws, the risk of casualty or condemnation losses, limitations on rents, the possibility of adverse changes in interest rates and in the credit markets and the possibility of borrowers paying off mortgages sooner than expected, which may lead to reinvestment of assets at lower prevailing interest rates.
- o Leverage: The Funds' ability to borrow or use leverage is subject to limitations prescribed the 1940 Act. In addition to such 1940 Act limitations, BQY has a non-fundamental restriction prohibiting BQY from issuing senior securities or borrowing money for investment purposes (other than in connection with hedging transactions, short sales, when issued or forward commitment transactions and similar investment

strategies). BDJ does not have such non-fundamental restriction. None of the Funds currently intend to incur indebtedness or issue preferred shares for investment purposes, except the Funds may engage in Strategic Transactions, repurchase agreements, reverse repurchase agreements, when issued or forward commitment transactions and similar investment strategies, which may give rise to a form of leverage.

See "Comparison of the Funds' Investments" in the Combined Proxy Statement/Prospectus for a comparison of the Funds' investment objectives, significant investment strategies and operating policies and investment restrictions.

Q: How will the Reorganization be effected?

A: Assuming BQY shareholders approve the Reorganization, the assets and liabilities of BQY will be combined with those of BDJ. BQY will terminate its registration under the 1940 Act after the completion of the Reorganization and dissolve under Delaware law.

Shareholders of BQY will become shareholders of BDJ and will receive newly issued common shares of BDJ, par value \$0.001 per share, the aggregate NAV (not the market value) of which will equal the aggregate NAV (not the market value) of the common shares of BQY such shareholders held immediately prior to the Reorganization, less the applicable costs of the Reorganization (shareholders of BQY may receive cash for fractional shares).

Shareholders of BDJ will remain shareholders of BDJ, which will have additional common shares outstanding after the Reorganization.