

NUVEEN FLOATING RATE INCOME FUND  
Form 8-A12B  
February 13, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

NUVEEN FLOATING RATE INCOME FUND

(Exact Name of Registrant as Specified in Its Charter)

MASSACHUSETTS  
(State of Incorporation  
or Organization)

TO BE APPLIED FOR  
(I.R.S. Employer  
Identification No.)

333 West Wacker Drive  
Chicago, Illinois 60606  
(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange On Which  
Each Class is to be Registered

Share of beneficial interest  
\$0.01 par value per share

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates: 333-112179.

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

(Title of Class)

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Item 1. Description of Registrant's Securities to be Registered.  
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The shares (the "Shares") to be registered hereunder are shares of beneficial interest, \$0.01 par value per share of Nuveen Floating Rate Income Fund (the "Registrant"). A description of the Shares is contained under the heading "Description of Shares" in the prospectus included in an amendment to the Registrant's registration statement on Form N-2 and under the heading "Description of Shares" in the statement of additional information included therein, which registration statement was filed under the Securities Act of 1933, as amended, and the Investment Company Act of 1940, as amended, on February 10, 2004 (Registration Nos. 333-112179 and 811-21494, respectively), and such description is incorporated herein by reference.

Item 2. Exhibits.  
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Pursuant to the Instructions as to Exhibits, no exhibits are filed herewith or incorporated herein by reference.

SIGNATURES  
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Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 13, 2004

NUVEEN FLOATING RATE INCOME  
FUND

By: /s/ Jessica R. Droeger  
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Jessica R. Droeger  
Vice President and  
Secretary