

NUVEEN SENIOR INCOME FUND
Form DEF 14A
February 26, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

Nuveen Senior Income Fund (NSL)
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

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- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

Notice of Annual Meeting of Shareholders to be held on April 10, 2019

333 West Wacker Drive

Chicago, Illinois 60606

(800) 257-8787

February 26, 2019

Nuveen All Cap Energy MLP Opportunities Fund (JMLP)

Nuveen Connecticut Quality Municipal Income Fund (NTC)

Nuveen Core Equity Alpha Fund (JCE)

Nuveen Credit Opportunities 2022 Target Term Fund (JCO)

Nuveen Credit Strategies Income Fund (JQC)

Nuveen Diversified Dividend and Income Fund (JDD)

Nuveen Dow 30SM Dynamic Overwrite Fund (DIAX)

Nuveen Emerging Markets Debt 2022 Target Term Fund (JEMD)

Nuveen Energy MLP Total Return Fund (JMF)

Nuveen Floating Rate Income Fund (JFR)

Nuveen Floating Rate Income Opportunity Fund (JRO)

Nuveen Georgia Quality Municipal Income Fund (NKG)

Nuveen Global High Income Fund (JGH)

Nuveen High Income 2020 Target Term Fund (JHY)

Nuveen High Income December 2019 Target Term Fund (JHD)

Nuveen High Income November 2021 Target Term Fund (JHB)

Nuveen Intermediate Duration Municipal Term Fund (NID)

Nuveen Intermediate Duration Quality Municipal Term Fund (NIQ)

Nuveen Maryland Quality Municipal Income Fund (NMY)

Nuveen Minnesota Quality Municipal Income Fund (NMS)

Nuveen Missouri Quality Municipal Income Fund (NOM)

Nuveen Multi-Market Income Fund (JMM)

Nuveen Municipal 2021 Target Term Fund (NHA)

Nuveen NASDAQ 100 Dynamic Overwrite Fund (QQQX)

Nuveen North Carolina Quality Municipal Income Fund (NNC)

Nuveen Preferred & Income Opportunities Fund (JPC)

Nuveen Preferred & Income Securities Fund (JPS)

Nuveen Preferred and Income 2022 Term Fund (JPT)

Nuveen Preferred and Income Term Fund (JPI)

Nuveen Real Asset Income and Growth Fund (JRI)

Nuveen Real Estate Income Fund (JRS)

Nuveen S&P 500 Buy-Write Income Fund (BXMN)

Nuveen S&P 500 Dynamic Overwrite Fund (SPXX)

Nuveen Senior Income Fund (NSL)

Nuveen Short Duration Credit Opportunities Fund (JSD)

Nuveen Tax-Advantaged Dividend Growth Fund (JTD)

Nuveen Tax-Advantaged Total Return Strategy Fund (JTA)

Nuveen Virginia Quality Municipal Income Fund (NPV)

To the Shareholders of the Above Funds:

Notice is hereby given that the Annual Meeting of Shareholders of each of Nuveen All Cap Energy MLP Opportunities Fund (All Cap Energy), Nuveen Connecticut Quality Municipal Income Fund (Connecticut Municipal), Nuveen Core Equity Alpha Fund (Core Equity Alpha), Nuveen Credit Opportunities 2022 Target Term Fund (Credit Opportunities 2022), Nuveen Credit Strategies Income Fund (Credit Strategies), Nuveen Diversified Dividend and Income Fund (Diversified Dividend), Nuveen Dow Dynamic Overwrite Fund (Dow Dynamic Overwrite), Nuveen Emerging Markets Debt 2022 Target Term Fund (Emerging Markets Debt), Nuveen Energy MLP Total Return Fund (Energy MLP), Nuveen Floating Rate Income Fund (Floating Rate Income), Nuveen Floating Rate Income Opportunity Fund (Floating Rate Opportunity), Nuveen Georgia Quality Municipal Income Fund (Georgia Municipal), Nuveen Global High Income Fund (Global High Income), Nuveen High Income 2020 Target Term Fund (High Income 2020), Nuveen High Income December 2019 Target Term Fund (High Income 2019), Nuveen High Income November 2021 Target Term Fund (High Income 2021), Nuveen Intermediate Duration Municipal Term Fund (Intermediate Duration), Nuveen Intermediate Duration Quality Municipal Term Fund (Intermediate Duration Quality), Nuveen Maryland Quality Municipal Income Fund (Maryland Municipal), Nuveen Minnesota Quality Municipal Income Fund (Minnesota Municipal), Nuveen Missouri Quality Municipal Income Fund (Missouri Municipal), Nuveen Multi-Market Income Fund (Multi-Market Income), Nuveen Municipal 2021 Target Term Fund (Municipal 2021), Nuveen NASDAQ 100 Dynamic Overwrite Fund (NASDAQ Dynamic Overwrite), Nuveen North Carolina Quality Municipal Income Fund (North Carolina Municipal), Nuveen Preferred & Income Opportunities Fund (Preferred Income Opportunities), Nuveen Preferred & Income Securities Fund (Preferred Income Securities), Nuveen Preferred and Income 2022 Term Fund (Preferred Income 2022), Nuveen Preferred and Income Term Fund (Preferred Income Term), Nuveen Real Asset Income and Growth Fund (Real Asset), Nuveen Real Estate Income Fund (Real Estate Income), Nuveen S&P 500 Buy-Write Income Fund (S&P Buy-Write), Nuveen S&P 500 Dynamic Overwrite Fund (S&P Dynamic Overwrite), Nuveen Senior Income Fund (Senior Income), Nuveen Short Duration Credit Opportunities Fund (Short Duration), Nuveen Tax-Advantaged Dividend Growth Fund (Tax-Advantaged Dividend), Nuveen Tax-Advantaged Total Return Strategy Fund (Tax-Advantaged Return) and Nuveen Virginia Quality Municipal Income Fund (Virginia Municipal), each a Massachusetts business trust (each, a Fund and collectively, the Funds), will be held in the offices of Nuveen, 333 West Wacker Drive, Chicago, Illinois, on Wednesday, April 10, 2019, at 2:00 p.m., Central time (for each Fund, an Annual Meeting and collectively, the Annual Meetings), for the following purposes and to transact such other business, if any, as may properly come before the Annual Meeting.

Matters to Be Voted on by Shareholders:

1. To elect Members to the Board of Trustees (each a Board and each Trustee a Board Member) of each Fund as outlined below:

a. For Connecticut Municipal, Floating Rate Income, Floating Rate Opportunity, Georgia Municipal, Intermediate Duration, Intermediate Duration Quality, Maryland Municipal, Minnesota Municipal, Missouri Municipal, North Carolina Municipal, Senior Income, Short Duration and Virginia Municipal, to elect five (5) Board Members.

i) three (3) Class I Board Members to be elected by the holders of Common Shares and Preferred Shares, voting together as a single class; and

ii) two (2) Board Members to be elected by the holders of Preferred Shares only, voting separately as a single class.

b. For each Fund (except Connecticut Municipal, Floating Rate Income, Floating Rate Opportunity, Georgia Municipal, Intermediate Duration, Intermediate Duration Quality, Maryland Municipal, Minnesota Municipal, Missouri Municipal, North Carolina Municipal, Senior Income, Short Duration and Virginia Municipal), to elect four (4) Class I Board Members.

2. To transact such other business as may properly come before the Annual Meeting.

Shareholders of record at the close of business on January 18, 2019 are entitled to notice of and to vote at the Annual Meeting.

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

If you intend to attend the Annual Meeting in person and you are a record holder of a Fund's shares, in order to gain admission you must show photographic identification, such as your driver's license. If you intend to attend the Annual Meeting in person and you hold your shares through a bank, broker or other custodian, in order to gain admission you must show photographic identification, such as your driver's license, and satisfactory proof of ownership of shares of a Fund, such as your voting instruction form (or a copy thereof) or broker's statement indicating ownership as of a recent date. If you hold your shares in a brokerage account or through a bank or other nominee, you will not be able to vote in person at the Annual Meeting unless you have previously requested and obtained a legal proxy from your broker, bank or other nominee and present it at the Annual Meeting.

Gifford R. Zimmerman

Vice President and Secretary

333 West Wacker Drive

Chicago, Illinois 60606

(800) 257-8787

Joint Proxy Statement

February 26, 2019

This Joint Proxy Statement is first being mailed to shareholders on or about March 1, 2019.

Nuveen All Cap Energy MLP Opportunities Fund (JMLP)

Nuveen Connecticut Quality Municipal Income Fund (NTC)

Nuveen Core Equity Alpha Fund (JCE)

Nuveen Credit Opportunities 2022 Target Term Fund (JCO)

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Nuveen Tax-Advantaged Total Return Strategy Fund (JTA)

Nuveen Virginia Quality Municipal Income Fund (NPV)

General Information

This Joint Proxy Statement is furnished in connection with the solicitation by the Board of Trustees (each a Board and collectively, the Boards, and each Trustee, a Board Member and collectively, the Board Members) of each of Nuveen All Cap Energy MLP Opportunities Fund (All Cap Energy), Nuveen Connecticut Quality Municipal Income Fund (Connecticut Municipal), Nuveen Core Equity Alpha Fund (Core Equity Alpha), Nuveen Credit Opportunities 2022 Target Term Fund (Credit Opportunities 2022), Nuveen Credit Strategies Income Fund (Credit Strategies), Nuveen Diversified Dividend and Income Fund (Diversified Dividend), Nuveen Dow Dynamic Overwrite Fund (Dow Dynamic Overwrite), Nuveen Emerging Markets Debt 2022 Target Term Fund (Emerging Markets Debt), Nuveen Energy MLP Total Return Fund (Energy MLP), Nuveen Floating Rate Income Fund (Floating Rate Income), Nuveen Floating Rate Income Opportunity Fund (Floating Rate Opportunity), Nuveen Georgia Quality Municipal Income Fund (Georgia Municipal), Nuveen Global High Income Fund (Global High Income), Nuveen High Income 2020 Target Term Fund (High Income 2020), Nuveen High Income December 2019 Target Term Fund (High Income 2019), Nuveen High Income November 2021 Target Term Fund (High Income 2021), Nuveen Intermediate Duration Municipal Term Fund (Intermediate Duration), Nuveen Intermediate Duration Quality Municipal Term Fund (Intermediate Duration Quality), Nuveen Maryland Quality Municipal Income Fund (Maryland Municipal), Nuveen Minnesota Quality Municipal Income Fund (Minnesota Municipal), Nuveen Missouri Quality Municipal Income Fund (Missouri Municipal), Nuveen Multi-Market Income Fund (Multi-Market Income), Nuveen Municipal 2021 Target Term Fund (Municipal 2021), Nuveen NASDAQ 100 Dynamic Overwrite Fund (NASDAQ Dynamic Overwrite), Nuveen North Carolina Quality Municipal Income Fund (North Carolina Municipal), Nuveen Preferred & Income Opportunities Fund (Preferred Income Opportunities), Nuveen Preferred & Income Securities Fund (Preferred Income Securities), Nuveen Preferred and Income 2022 Term Fund (Preferred Income 2022), Nuveen Preferred and Income Term Fund (Preferred Income Term), Nuveen Real Asset Income and Growth Fund (Real Asset), Nuveen Real Estate Income Fund (Real Estate Income), Nuveen S&P 500 Buy-Write Income Fund (S&P Buy-Write), Nuveen S&P 500 Dynamic Overwrite Fund (S&P Dynamic Overwrite), Nuveen Senior Income Fund (Senior Income), Nuveen Short Duration Credit Opportunities Fund (Short Duration), Nuveen Tax-Advantaged Dividend Growth Fund (Tax-Advantaged Dividend), Nuveen Tax-Advantaged Total Return Strategy Fund (Tax-Advantaged Return) and Nuveen Virginia Quality Municipal Income Fund (Virginia Municipal), each a Massachusetts business trust (each, a Fund and collectively, the Funds), of proxies to be voted at the Annual Meeting of Shareholders to be held in the offices of Nuveen, 333 West Wacker Drive, Chicago, Illinois, on Wednesday, April 10, 2019 at 2:00 p.m., Central time (for each Fund, an Annual Meeting and collectively, the Annual Meetings), and at any and all adjournments thereof.

On the matters coming before each Annual Meeting as to which a choice has been specified by shareholders on the proxy, the shares will be voted accordingly. If a properly executed proxy is returned and no choice is specified, the shares will be voted **FOR** the election of the nominees as listed in this Joint Proxy Statement. 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. A prior proxy can also be revoked by voting again through the toll-free number or the Internet address listed in the proxy card. 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 for each Annual Meeting is in the best interest of each Fund and its shareholders in light of the similar matters being considered and voted on by the shareholders.

The following table indicates which shareholders are solicited with respect to each matter:

Matter	Common Shares	Preferred Shares ⁽¹⁾
1(a)(i) For Connecticut Municipal, Floating Rate Income, Floating Rate Opportunity, Georgia Municipal, Intermediate Duration, Intermediate Duration Quality, Maryland Municipal, Minnesota Municipal, Missouri Municipal, North Carolina Municipal, Senior Income, Short Duration and Virginia Municipal, election of three (3) Class I Board Members by all shareholders.	X	X
1(a)(ii) For Connecticut Municipal, Floating Rate Income, Floating Rate Opportunity, Georgia Municipal, Intermediate Duration, Intermediate Duration Quality, Maryland Municipal, Minnesota Municipal, Missouri Municipal, North Carolina Municipal, Senior Income, Short Duration and Virginia Municipal, election of two (2) Board Members by holders of Preferred Shares only.		X
1(b) For each Fund (except Connecticut Municipal, Floating Rate Income, Floating Rate Opportunity, Georgia Municipal, Intermediate Duration, Intermediate Duration Quality, Maryland Municipal, Minnesota Municipal, Missouri Municipal, North Carolina Municipal, Senior Income, Short Duration and Virginia Municipal), election of four (4) Class I Board Members by all shareholders.	X	N/A

(1) Term Preferred Shares (TPS Shares) for Floating Rate Income, Floating Rate Opportunity, Senior Income and Short Duration; Variable Rate Demand Preferred Shares (VRDP Shares) for Virginia Municipal; MuniFund Preferred Shares (MFP Shares) for Missouri Municipal; Adjustable Rate MuniFund Term Preferred Shares (AMTP Shares) for Connecticut Municipal, Georgia Municipal, Intermediate Duration, Intermediate Duration Quality, Maryland Municipal, Minnesota Municipal and North Carolina Municipal are collectively referred to herein as Preferred Shares.

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 by holders of Preferred Shares (for Connecticut Municipal, Floating Rate Income, Floating Rate Opportunity, Georgia Municipal, Intermediate Duration, Intermediate Duration Quality, Maryland Municipal, Minnesota Municipal, Missouri Municipal, North Carolina Municipal, Senior Income, Short Duration and Virginia Municipal), $33\frac{1}{3}\%$ 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.

VRDP Shares held in street name as to which voting instructions have not been received from the beneficial owners or persons entitled to vote as of one business day before the Annual Meeting, or, if adjourned, one business day before the day to which the Annual Meeting is adjourned, and that would otherwise be treated as broker non-votes may, pursuant to Rule 452 of the New York Stock Exchange (NYSE), be voted by the broker on the proposal in the same proportion as the votes cast by all holders of VRDP Shares as a class who have voted on the proposal or in the same proportion as the votes cast by all holders of VRDP Shares of the Fund who have voted on that item. Rule 452 permits proportionate voting of VRDP Shares with respect to a particular item if, among other things, (i) a minimum of 30% of the VRDP Shares or shares of a series of VRDP Shares outstanding has been voted by the holders of such shares with respect to such item, (ii) less than 10% of the VRDP Shares or shares of a series of VRDP Shares outstanding has been voted by the holders of such shares against such item and (iii) for any proposal as to which holders of Common Shares and Preferred Shares vote as a single class, holders of Common Shares approve the proposal. For the purpose of meeting the 30% test, abstentions will be treated as shares voted and, for the purpose of meeting the 10% test, abstentions will not be treated as shares voted against the item.

Broker-dealers who are not members of the NYSE may be subject to other rules, which may or may not permit them to vote your shares without instruction. We urge you to provide instructions to your broker or nominee so that your votes may be counted.

For each Fund, the affirmative vote of a plurality (the greatest number of affirmative votes) of the shares present and entitled to vote at the Annual Meeting will be required to elect each Board Member of that Fund. For example, if there are four (4) nominees for election to the Board, a vote by plurality means the four nominees with the highest number of affirmative votes, regardless of the votes withheld for the nominees, will be elected. Because the election of Board Members does not require that a minimum percentage of a Fund's outstanding Common Shares be voted in favor of any nominee, assuming the presence of a quorum, abstentions and broker non-votes will have no effect on the outcome of the election of that Fund's Board Members by holders of Common Shares.

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Those persons who were shareholders of record at the close of business on Friday, January 18, 2019 will be entitled to one vote for each share held and a proportionate fractional vote for each fractional vote held. As of January 18, 2019, the shares of the Funds were issued and outstanding as follows:

Fund	Ticker Symbol⁽¹⁾	Common Shares	Preferred Shares	
All Cap Energy	JMLP	13,500,221	N/A	
Connecticut Municipal	NTC	14,328,976	AMTP Series 2028	1,120
Core Equity Alpha	JCE	16,028,573	N/A	
Credit Opportunities 2022	JCO	27,683,819	N/A	
Credit Strategies	JQC	135,609,290	N/A	
Diversified Dividend	JDD	19,736,517	N/A	
Dow Dynamic Overwrite	DIAX	36,113,160	N/A	
Emerging Markets Debt	JEMD	14,235,550	N/A	
Energy MLP	JMF	40,786,741	N/A	
Floating Rate Income	JFR	56,918,468	TPS Series 2022	25,000
			TPS Series 2024	35,000
			TPS Series 2027	55,000
Floating Rate Opportunity	JRO	40,541,218	TPS Series 2022	10,000
			TPS Series 2022-1	21,000
			TPS Series 2023	8,000
			TPS Series 2027	45,000
Georgia Municipal	NKG	10,399,812	AMTP Series 2028	585
Global High Income	JGH	23,177,393	N/A	
High Income 2020	JHY	15,779,685	N/A	
High Income 2019	JHD	27,064,130	N/A	
High Income 2021	JHB	55,871,646	N/A	
Intermediate Duration	NID	46,909,660	AMTP Series 2023	1,750
Intermediate Duration Quality	NIQ	13,097,144	AMTP Series 2023	550
Maryland Municipal	NMY	23,099,664	AMTP Series 2028	1,820
Minnesota Municipal	NMS	5,782,386	AMTP Series 2028	528
Missouri Municipal	NOM	2,344,526	Series A MFP	180
Multi-Market Income	JMM	9,462,351	N/A	
Municipal 2021	NHA	8,622,711	N/A	
NASDAQ Dynamic Overwrite	QQQX	38,011,068	N/A	
North Carolina Municipal	NNC	16,233,508	AMTP Series 2028	1,435
Preferred Income 2022	JPT	6,831,499	N/A	
Preferred Income Opportunities	JPC	103,332,549	N/A	
Preferred Income Securities	JPS	203,779,868	N/A	
Preferred Income Term	JPI	22,757,308	N/A	
Real Asset	JRI	27,469,179	N/A	
Real Estate Income	JRS	28,892,471	N/A	

Fund	Ticker Symbol⁽¹⁾	Common Shares	Preferred Shares	
S&P Buy-Write	BXMX	103,717,926	N/A	
S&P Dynamic Overwrite	SPXX	16,529,161	N/A	
Senior Income	NSL	38,611,472	TPS Series 2021	43,000
Short Duration	JSD	10,095,648	TPS Series 2020	35,000
Tax-Advantaged Dividend	JTD	14,484,340	N/A	
Tax-Advantaged Return	JTA	13,850,897	N/A	
Virginia Municipal	NPV	17,878,247	VRDP Series 1	1,280

(1) The Common Shares of each Fund are listed on the NYSE, except NASDAQ Dynamic Overwrite, which is listed on the NASDAQ Global Select Market (NASDAQ).

1. Election of Board Members

Pursuant to the organizational documents of each Fund, each Board is divided into three classes, Class I, Class II and Class III, to be elected by the holders of the outstanding Common Shares and any outstanding Preferred Shares, voting together as a single class to serve until the third succeeding annual meeting subsequent to their election or thereafter, in each case until their successors have been duly elected and qualified. For Connecticut Municipal, Floating Rate Income, Floating Rate Opportunity, Georgia Municipal, Intermediate Duration, Intermediate Duration Quality, Maryland Municipal, Minnesota Municipal, Missouri Municipal, North Carolina Municipal, Senior Income, Short Duration and Virginia Municipal, each Fund with Preferred Shares outstanding, under normal circumstances, holders of Preferred Shares are entitled to elect two (2) Board Members. The Board Members elected by holders of Preferred Shares will be elected to serve until the next annual meeting or until their successors have been duly elected and qualified.