

NUVEEN CALIFORNIA AMT-FREE MUNICIPAL INCOME FUND
Form 8-A12B
May 30, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Nuveen California AMT-Free Municipal Income Fund

(Exact Name of Registrant as Specified in Its Charter)

MASSACHUSETTS
(State of Incorporation

or Organization)

03-0487017
(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 Class

Name of Exchange On Which

to be so Registered

Class is to be Registered

MuniFund Term Preferred Shares of beneficial

New York Stock Exchange

interest, \$0.01 par value per share, \$10.00 liquidation

preference per share, 2.00% Series 2015

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.

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: 333-192482

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

NONE

(Title of Class)

Item 1. Description of Registrant's Securities to be Registered.

The shares to be registered hereunder are MuniFund Term Preferred Shares of beneficial interest, \$0.01 par value per share, \$10.00 liquidation preference per share, 2.00% Series 2015 (the "MTP Shares"), of Nuveen California AMT-Free Municipal Income Fund (the "Registrant"). The description of the MTP Shares is contained in the joint proxy statement/prospectus and in the related exhibits included in the registration statement on Form N-14, pre-effective amendment No. 1, filed by the Registrant under the Securities Act of 1933, as amended, on January 22, 2014 (Registration No. 333-192482) and declared effective on January 24, 2014, and such description as included in the joint proxy statement/prospectus filed pursuant to Rule 497 on February 3, 2014.

The description of MTP Shares contained in such filings is deemed incorporated herein by reference and made part of this registration statement.

Item 2. Exhibits.

- 1 Amended and Restated Declaration of Trust of Registrant, dated May 7, 2012, is incorporated herein by reference to Registrant's Registration Statement on Form N-2 (File No. 333-184971) filed on November 15, 2012.
- 2 By-Laws of Registrant, Amended and Restated as of November 18, 2009, are incorporated herein by reference to Registrant's Registration Statement on Form N-2 (File No. 333-184971) filed on November 15, 2012.
- 3 Form of Statement Establishing and Fixing the Rights and Preferences of Registrant's MuniFund Term Preferred Shares with Form of Appendix A is filed herewith.
- 4 Specimen Certificate of Shares of the Registrant is filed herewith.

SIGNATURE

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.

Date: May 30, 2014

**NUVEEN CALIFORNIA AMT-FREE
MUNICIPAL INCOME FUND**

By: /s/ Kevin J. McCarthy
Name: Kevin J. McCarthy
Title: Vice President and Secretary