

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC  
Form SC TO-I/A  
July 03, 2006

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 3, 2006

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT  
UNDER SECTION 13(e) (1) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 1)

DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.  
(Name of Subject Company)

DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.  
(Name of Filing Person (Issuer))

SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

245915103  
(CUSIP Number of Class of Securities)

David F. Connor, Esq., Secretary  
Delaware Investments Dividend and Income Fund, Inc.  
2005 Market Street  
Philadelphia, Pennsylvania 19103  
215-255-8864

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Filing Person)

CALCULATION OF FILING FEE

TRANSACTION VALUATION \$7,428,344 (a) AMOUNT OF FILING FEE: \$1,486 (b)

(a) Pursuant to Rule 0-11(b) (1) under the Securities Exchange Act of 1934, as amended, the transaction value was calculated by multiplying 579,434 shares of Common Stock of Delaware Investments Dividend and Income Fund, Inc. by \$12.82, the Net Asset Value per share as of 4:00 p.m. May 26, 2006.

(b) Calculated as 1/50 of 1% of the Transaction Valuation.

/X/ Check box if any part of the fee is offset as provided by Rule 0-11(a) (2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,486  
Form or Registration No.: Schedule TO  
Filing Party: Delaware Investments Dividend and Income Fund, Inc.  
Date Filed: June 2, 2006

/\_/ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Amendment No. 1 to the Issuer Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on July 3, 2006 by Delaware Investments Dividend and Income Fund, Inc., a Maryland corporation (the "Fund"), relating to an offer to purchase for cash up to 579,434 shares of its issued and outstanding common stock, par value \$0.01 per share, amends such Issuer Tender Offer Statement on Schedule TO to add an additional exhibit in accordance with Rule 13e-4(c)(1) promulgated under the Securities Exchange Act of 1934, as amended.

## ITEM 12. EXHIBITS.

(a) (5) (i) Press Release dated July 3, 2006.

## SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DELAWARE INVESTMENTS DIVIDEND AND  
INCOME FUND, INC.

/s/ Jude T. Driscoll  
Jude T. Driscoll  
Chairman, Director, President and  
Chief Executive Officer  
July 3, 2006

[DELAWARE INVESTMENTS LOGO]

2005 Market Street  
Philadelphia, PA 19103-7094

## FOR IMMEDIATE RELEASE

Contact: Ayele Ajavon	Laurel O'Brien
Corporate Communications	Corporate Communications
Delaware Investments	Delaware Investments
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DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.  
ANNOUNCES EXPIRATION OF TENDER OFFER

PHILADELPHIA, July 3, 2006-- Delaware Investments Dividend and Income Fund, Inc. (NYSE: DDF) (the "Fund"), a closed-end management investment company, today announced the preliminary results of its tender offer for up to 579,434 shares of its common stock representing up to five percent of its issued and

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outstanding shares of common stock. The offer expired at 11:59 p.m., New York City time, on Friday, June 30, 2006. Based on current information, approximately 748,949 shares of common stock, or approximately 5.75 % of the Fund's common stock outstanding, were tendered through the expiration date. This total includes shares tendered pursuant to notices of guaranteed delivery. Because the number of shares tendered exceeded 579,434 shares, the number of shares that will be purchased by the Fund will be pro-rated based on the number of shares properly tendered by each shareholder. No more than a total of 579,434 properly tendered shares will be accepted for cash payment at a price equal to the Fund's net asset value ("NAV") as of the close of regular trading on the New York Stock Exchange on July 3, 2006. The final number of shares validly tendered and accepted pursuant to the tender offer will be announced at a later date. Payment for shares tendered and accepted is expected to be mailed to tendering shareholders within approximately ten business days after the expiration date.

The Fund is a diversified closed-end fund. The primary investment objective is to seek high current income; capital appreciation is a secondary objective. The Fund seeks to achieve its objectives by investing, under normal circumstances, at least 65 percent of its total assets in income-generating equity securities, including dividend-paying common stocks, convertible securities, preferred stocks and other equity-related securities. Up to 35 percent of the Fund's total assets may be invested in non-convertible debt securities consisting primarily of high-yield, high-risk corporate bonds. In addition, the Fund utilizes leveraging techniques in an attempt to obtain a higher return for the Fund. There is no assurance that the Fund will achieve its investment objectives.

In 1995, the Fund implemented a managed distribution policy. Under the policy, the Fund is managed with a goal of generating as much of the dividend as possible from ordinary income (net investment income and short-term capital gains). The balance of the dividend then comes from long-term capital gains and, if necessary, a return of capital.

### About Delaware Investments

Delaware Investments, an affiliate of Lincoln Financial Group, is a Philadelphia-based diversified asset management firm with more than \$120 billion in assets under management as of March 31, 2006. Through a broad range of managed accounts and portfolios, mutual funds, retirement accounts, sub-advised funds, education savings plans and other investment products, Delaware Investments provides investment services to individual investors and to institutional investors such as private and public pension funds, foundations, and endowment funds. Delaware Investments is the marketing name for Delaware Management Holdings, Inc. and its subsidiaries. For more information on Delaware Investments, visit the company at [www.delawareinvestments.com](http://www.delawareinvestments.com) Lincoln Financial Group is the marketing name for Lincoln National Corporation and its affiliates. For more information on Lincoln Financial Group, visit [www.lfg.com](http://www.lfg.com).

Delaware Investments is a part of Lincoln Financial Group, the marketing name for Lincoln National Corporation and its affiliates.

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Delaware Investments is the marketing name for Delaware Management Holdings, Inc. and its subsidiaries.

[www.delawareinvestments.com](http://www.delawareinvestments.com)