

Macquarie Global Infrastructure Total Return Fund Inc.
Form DFAN14A
June 15, 2012
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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 Under Rule 14a-12

MACQUARIE GLOBAL INFRASTRUCTURE TOTAL RETURN FUND INC.
(Name of Registrant as Specified in Its Charter)

WESTERN INVESTMENT LLC
WESTERN INVESTMENT HEDGED PARTNERS L.P.
WESTERN INVESTMENT TOTAL RETURN PARTNERS L.P.
WESTERN INVESTMENT ACTIVISM PARTNERS LLC
WESTERN INVESTMENT TOTAL RETURN FUND LTD
ARTHUR D. LIPSON
BENCHMARK PLUS INSTITUTIONAL PARTNERS, L.L.C.
BENCHMARK PLUS PARTNERS, L.L.C.
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(Name of Persons(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)(1) and 0-11.
-

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

(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:

(5) Total fee paid:

.. Fee paid previously with preliminary materials:

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

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

(3) Filing Party:

(4) Date Filed:

Western Investment LLC (“Western Investment”), together with certain other participants, is filing materials contained in this Schedule 14A with the Securities and Exchange Commission (the “SEC”) in connection with the solicitation of proxies (the “Solicitation”) by Western Investment at the 2012 annual meeting of stockholders (the “Annual Meeting”) of Macquarie Global Infrastructure Total Return Fund Inc. (the “Fund”). Western Investment has filed a definitive proxy statement with the SEC with regard to the Annual Meeting.

Item 1: The following information relating to the Solicitation has been posted to <http://www.fixmyfund.com>:

Basics of closed-end funds

A closed-end fund is a type of investment company whose shares trade on a stock exchange or over-the-counter. The assets of a closed-end fund are managed by an asset management firm according to the fund's investment objective and policies, and may be invested in stocks, bonds, and derivative securities. Just as for standard equity securities, shareholders have the right to vote for a board of directors whose job is to ensure that the fund is run in the best interests of the shareholders.

Unlike conventional open-end funds, the market price per share of a closed-end fund can vary from the value of the underlying asset value per share. If the market price is below the asset value, then the fund is "trading at a discount." If the market price is above the asset value, then the fund is "trading at a premium." The amount of the discount or premium is measured as a percent of the asset value. For example, a 10% discount means that investors will receive 10% less for selling the fund than the actual asset value.

The problem with persistent, deep discounts

When a closed-end fund trades at a discount, the marketplace values the underlying assets of the fund at less than their actual value. Several factors can lead to modest or temporary discounts such as overall market sentiment and general supply/demand imbalances. These temporary or small imbalances should not necessarily be troubling to closed-end fund shareholders.

However, certain closed-end funds trade at deep (>10%) discounts for extended time periods. Although various factors can explain this phenomenon, such discounts are often caused by negative shareholder sentiment resulting from factors such as poor long-term fund performance, high management fees, high portfolio manager turnover, poor corporate governance, unsatisfactory shareholder communication, little trading liquidity in the fund, and low secondary market support by the fund's management firm.

When discounts remain deep for an indefinite period, shareholders end up being in some sense perpetually "underpaid" for their shares. If shareholders need to sell for whatever reason, they will not receive the asset value of their shares, but rather will receive the asset value minus the discount. If the discount permanently remains large, then the discount amount becomes "lost" to the investor, as he or she never gets the opportunity to sell shares in the fund for what the underlying assets are worth.

In addition to lost shareholder value, another problem with persistent, deep discounts is that they often reflect failed policies by the asset management firm. In other words, these discounts can be a symptom of greater problems at the fund, just as we have alluded to previously. For these reasons, we view persistent and deep discounts as a problem that management and, as we discuss next, shareholders need to address.

What shareholders can do

A fund's management firm and board of directors together have a variety of policies that they can implement to reduce a fund's discount. Improving management performance, reducing management fees, strengthening corporate governance, increasing communication with shareholders, and other pro-active measures such as large tender offers and share buybacks can all help to reduce the discount and improve overall fund performance.

Unfortunately, management often has little incentive on its own to remove a fund's discount. Management is normally paid the same fees regardless of whether its fund trades at a deep discount or at a premium --- the discount does not directly hurt them. The fund's board may not fix the problem either, since the board of directors may include persons who may lack professional investment management experience and/or who have a history of backing the management

firm (e.g., voting to retain the management firm as the fund's manager and approving the advisory fees the management firm receives from the fund.)

Since shareholders are the persons most likely to be harmed by a deep discount, shareholders are the ones who need to encourage the fund to reduce the discount and improve overall fund performance. When shareholders perceive a problem, they should provide constructive feedback to the fund. Feedback can range from calls to investor relations to letters to the board of directors to withholding votes from management-sponsored board members. If the fund continues to ignore such feedback, then shareholders should consider taking steps such as nominating and voting for new board members who are willing to work in the shareholder's best interest.

Questions or comments? Contact
comments@fixmyfund.com.
