

NICHOLAS APPLGATE CONVERTIBLE & INCOME FUND II
Form N-23C-2
December 04, 2008

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

NOTIFICATION OF REDEMPTION OF SECURITIES PURSUANT TO RULE 23c-2 UNDER THE
INVESTMENT COMPANY ACT OF 1940
Securities Act File No. 333-107594
Investment Company Act File No. 811-21338
NICHOLAS-APPLGATE CONVERTIBLE & INCOME FUND II (NCZ or the Fund)

Name of Registrant
c/o ALLIANZ GLOBAL INVESTORS FUND MANAGEMENT LLC
1345 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10105

Address of Principal Executive Office

The undersigned registered closed-end investment company (the Fund) hereby notifies the Securities and Exchange Commission that it intends to redeem securities of which it is the issuer as set forth below and in accordance with the requirements of Rule 23c-2 under the Investment Company Act of 1940, as amended, (the Act), and states that it is filing this notice with the Securities and Exchange Commission, pursuant to relief granted by the staff of the Securities and Exchange Commission, fewer than 30 days prior to the dates set for the redemptions listed below. Such redemptions remain subject to the issuance of a formal notice of redemption, which will contain the definitive terms and timetable of redemption.

- (1) Title of class of securities to be redeemed:
 - Auction Preferred Shares, Series A;
 - Auction Preferred Shares, Series B;
 - Auction Preferred Shares, Series C;
 - Auction Preferred Shares, Series D; and
 - Auction Preferred Shares, Series E (collectively, the Preferred Shares).
 - (2) Date on which the securities are to be redeemed:
 - Auction Preferred Shares, Series A on December 30, 2008;
 - Auction Preferred Shares, Series B on December 31, 2008;
 - Auction Preferred Shares, Series C on December 26, 2008;
 - Auction Preferred Shares, Series D on December 26, 2008; and
 - Auction Preferred Shares, Series E on December 29, 2008.
 - (3) Applicable provisions of the governing instrument pursuant to which the securities are to be redeemed:
 - The Preferred Shares are to be redeemed pursuant to Section 11.4(a)(ii) of Article 11 of the Third Amended and Restated Bylaws of the Fund (the Bylaws).
 - (4) If less than all the outstanding securities of a class or series are to be called or redeemed, the principal amount or number of shares and the basis upon which the securities to be called or redeemed are to be selected as follows:
 - The Fund is partially redeeming its Preferred Shares on a pro rata basis among all series pursuant to Section 11.4(a)(ii) of Article 11 of the Bylaws. The Depository Trust Company (DTC), holder of record of the Preferred Shares, determines how the redemptions will be allocated among each participant broker-dealer
-

account that holds Preferred Shares and each participant broker-dealer determines how to allocate each redemption among the beneficial holders of the Preferred Shares held by it. The procedures used by participant broker-dealers to allocate redeemed Preferred Shares among their clients may differ from each other and from the procedures used by DTC.

Auction Preferred Shares, Series A: 528 shares

Auction Preferred Shares, Series B: 528 shares

Auction Preferred Shares, Series C: 528 shares

Auction Preferred Shares, Series D: 528 shares

Auction Preferred Shares, Series E: 528 shares

Please note that this notice serves only to disclose a proposed redemption of each series of the Preferred Shares. The redemption of each series of Preferred Shares remains subject to certain conditions.

Notice: The Fund's Second Amended and Restated Agreement and Declaration of Trust is on file with the Secretary of State of The Commonwealth of Massachusetts. This instrument is executed on behalf of the Fund by an officer of the Fund as an officer of the Fund and not individually, and the obligations imposed upon the Fund by this instrument, if any, are not binding upon any of the Fund's officers, Trustees or shareholders individually but are binding only upon the assets and property of the Fund.

SIGNATURE

Pursuant to Rule 23c-2 under the Act, the Fund has caused this notification to be duly executed on its behalf in the City of New York, New York on the 4th day of December 2008.

NICHOLAS-APPLGATE CONVERTIBLE &
INCOME FUND II

By: /s/ Thomas J. Fuccillo
Name: Thomas J. Fuccillo
Title: Chief Legal Officer