

SWISS HELVETIA FUND, INC.

Form SC 13D/A

November 01, 2016

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
10/31/16

1. NAME OF REPORTING PERSON  
Bulldog Investors, LLC

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]  
b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
DE

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7. SOLE VOTING POWER  
816,234

8. SHARED VOTING POWER  
919,239

9. SOLE DISPOSITIVE POWER  
816,234

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10. SHARED DISPOSITIVE POWER  
919,239

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
1,735,473 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES  
[ ]

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13. PERCENT OF CLASS REPRESENTED BY ROW 11  
6.18%

14. TYPE OF REPORTING PERSON  
IA

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1. NAME OF REPORTING PERSON  
Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP a[x]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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6.18%

14. TYPE OF REPORTING PERSON

IN

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1. NAME OF REPORTING PERSON  
Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

b[]

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6.18%

14. TYPE OF REPORTING PERSON  
IN

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1. NAME OF REPORTING PERSON  
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP  a  
 b

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

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14. TYPE OF REPORTING PERSON  
IN

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Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #2 to the schedule 13d filed September 23, 2016. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 4. PURPOSE OF TRANSACTION  
See exhibit A - Letter to Company Secretary

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER  
(a) As per the N-CSRS filed on 9/2/16, there were 28,081,712 shares of common stock outstanding as of 6/30/16. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of October 31, 2016, Bulldog Investors, LLC is deemed to be the beneficial owner of 1,735,473 shares of SWZ (representing 6.18% of SWZ's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 1,735,473 shares of SWZ include 816,234 shares (representing 2.91% of SWZ's outstanding shares) that are beneficially owned by: Mr. Goldstein and the following entities over which Messrs. Goldstein, Dakos and Mr. Samuels exercise control: Opportunity Partners LP, Calapasas West Partners, LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd., Full Value Partners, LP, and MCM Opportunity Partners, LP, Opportunity Income Plus, LP (collectively, "Bulldog Investors Group of Funds"). Bulldog Investors Group of Funds and Mr. Goldstein may be deemed to constitute a group. All other shares included in the aforementioned 1,735,473 shares of SWZ beneficially owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients

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of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 919,239 shares (representing 3.27% of SWZ's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 816,234 shares. Bulldog Investors, LLC has shared power to dispose of and vote 919,239 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of SWZ's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

c) Since the last filing on 10/25/16 the following shares of SWZ were bought:

Date	Shares	Price
10/25/16	9,941	10.3445
10/26/16	700	10.3000

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) NA

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.  
N/A

ITEM 7. MATERIAL TO BE FILED AS EXHIBIT Exhibit A

After reasonable 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.

Dated: 11/1/2016

By: /S/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

By: /S/ Steven Samuels  
Name: Steven Samuels

Bulldog Investors, LLC  
By: /s/ Andrew Dakos  
Andrew Dakos, Member

Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.

Exhibit A:

Bulldog Investors, LLC, 250 Pehle Ave., Suite 708, Saddle Brook, NJ 07663  
201-881-7100 // pgoldstein@bulldoginvestors.com

October 31, 2016

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The Swiss Helvetia Fund, Inc.  
875 Third Avenue, 22nd Floor  
New York, New York 10022,

Attention: Abby L. Ingber, Secretary

Dear Ms. Ingber:

On September 23, 2016, we sent a letter to the Board in which we urged it to take a pro-active approach to eliminating the Fund's discount. Since we did not receive a timely response, we determined to solicit a handful of stockholders to request a special meeting of stockholders to vote on the following proposals:

1. To amend the Fund's bylaws to declassify the Board of Directors so that each director shall be elected annually.
2. To authorize a self-tender offer for all outstanding shares of the Fund at or close to net asset value. If more than 50% of the Fund's outstanding shares are submitted for tender, the tender offer should be cancelled and the Board should take the steps necessary to convert the Fund into an ETF or an open-end mutual fund or to liquidate it.

Enclosed are requests from stockholders (or investment advisors for stockholders with the power to direct the vote of their shares) owning a total of 7,132,143 shares as of October 21, 2016 or 25.4% of the Fund's 28,081,712 shares outstanding as of June 21, 2016.

Pursuant to Section 2 of Article I of the Fund, bylaws, we request that no later than November 11, 2016, you schedule a special meeting of stockholders at which they can vote on the aforementioned proposals. Please feel free to contact me if you would like to discuss this matter.

Sincerely yours,

/S/Phillip Goldstein

Phillip Goldstein  
Member  
Bulldog Investors LLC  
General Partner