

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND, INC  
Form SC TO-I/A  
June 30, 2014

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 30, 2014

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

SCHEDULE TO  
ISSUER TENDER OFFER STATEMENT  
UNDER SECTION 13(e)(1) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. 2)

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  
800-523-1918  
(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of Filing Person)

CALCULATION OF FILING FEE

TRANSACTION VALUATION \$5,111,240(a)

AMOUNT OF FILING FEE: \$1,203.00(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 471,952 shares of Common Stock of Delaware Investments Dividend and Income Fund, Inc. by \$10.83, the Net Asset Value per share as of the close of ordinary trading on the New York Stock Exchange on May 22, 2014.

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

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: \$1,023.00

Form or

Registration No.: Schedule TO

Filing Party: Delaware Investments Dividend and Income Fund, Inc.

Date Filed: June 2, 2014

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

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: //

EXPLANATORY NOTE

This Amendment No. 2 to the Issuer Tender Offer Statement on Schedule TO filed with the U.S. Securities and Exchange Commission on June 2, 2014, by Delaware Investments Dividend and Income Fund, Inc., a Maryland corporation (the "Fund"), relating to an offer to purchase for cash up to 471,952 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)(iii) Press Release dated June 30, 2014

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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/ Patrick P. Coyne

Patrick P. Coyne

Chairman, Director, President and Chief Executive Officer

June 30, 2014