

DELAWARE INVESTMENTS DIVIDEND & INCOME FUND INC  
Form SC TO-I/A  
July 03, 2008

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 3, 2008

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. 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  
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 \$5,506,548 (a) AMOUNT OF FILING FEE: \$1,102(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 522,939 shares of Common Stock of Delaware Investments Dividend and Income Fund, Inc. by \$10.53, the Net Asset Value per share as of the close of ordinary trading on the New York Stock Exchange on May 23, 2008.

(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: \$1,102  
Form or Registration No.: Schedule TO

Filing Party: Delaware Investments Dividend and Income Fund  
Date Filed: May 30, 2008

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:

This Amendment No. 2 to the Issuer Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 30, 2008 by Delaware Investments Dividend and Income Fund, Inc., a Maryland corporation (the "Fund"), relating to an offer to purchase for cash up to 522,939 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)(ii) Press Release dated July 3, 2008.

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  
July 3, 2008

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**FOR IMMEDIATE RELEASE**

Contact: Ayele Ajavon  
Corporate Communications  
Delaware Investments  
215-255-1632

Laurel O Brien  
Corporate Communications  
Delaware Investments  
215-255-1520

**DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.  
ANNOUNCES FINAL RESULTS OF TENDER OFFER**

**PHILADELPHIA, JULY 3, 2008** Delaware Investments Dividend and Income Fund, Inc. (NYSE: DDF) (the "Fund"), a closed-end management investment company, today announced the final results of its tender offer for up to 522,939 shares of its common stock representing up to 5 percent of its issued and outstanding shares of common stock. The offer expired at 11:59 p.m., New York City time, on Friday, June 27, 2008.

Based on a count by Mellon Investor Services, LLC, the depositary for the tender offer, approximately 704,186.4785 shares of common stock, or approximately 6.7330 percent of the Fund's common stock outstanding, were tendered, and 522,939 have been accepted for cash payment at a price equal to \$9.57, the Fund's net asset value ("NAV") as of the close of regular trading on the New York Stock Exchange on June 30, 2008. Since the tender offer was oversubscribed, all tenders of shares are subject to proration (at a ratio of approximately 0.74430528) in accordance with terms of the tender offer. Following the purchase of the tendered shares, the Fund will have approximately 9,935,835.0000 shares of common stock outstanding.

The Fund is a diversified closed-end fund. The Fund's 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 distribution as possible from net investment income and short-term capital gains. The balance of the distribution will then come from long-term capital gains and, if necessary, a return of capital.

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**DELAWARE INVESTMENTS DIVIDEND AND INCOME FUND, INC.  
ANNOUNCES FINAL RESULTS OF TENDER OFFER/PAGE 2**

**About Delaware Investments:**

Delaware Investments, an affiliate of Lincoln Financial Group, is a Philadelphia-based diversified asset management firm with more than \$140 billion in assets under management as of March 31, 2008. Through a broad range of managed accounts and portfolios, mutual funds, retirement accounts, sub-advised funds, 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 (NYSE: LNC) and its affiliates. For more information on Lincoln Financial Group, visit [www.lincolnfinancial.com](http://www.lincolnfinancial.com).

