

ELLSWORTH GROWTH & INCOME FUND LTD
Form N-Q
August 18, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-Q

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT
INVESTMENT COMPANY**

Investment Company Act file number 811-04656

Ellsworth Growth and Income Fund Ltd.

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

James A. Dinsmore

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: September 30

Date of reporting period: June 30, 2017

Form N-Q is to be used by management investment companies, other than small business investment companies registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than 60 days after the close of the first and third fiscal quarters, pursuant to rule 30b1-5 under the Investment Company Act of 1940 (17 CFR 270.30b1-5). The Commission may use the information provided on Form N-Q in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-Q, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-Q unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct

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comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

Item 1. Schedule of Investments.

The Schedule(s) of Investments is attached herewith.

Ellsworth Growth and Income Fund Ltd.**Third Quarter Report June 30, 2017****(Y)our Portfolio Management Team****To Our Shareholders,**

For the quarter ended June 30, 2017, the net asset value (NAV) total return of the Ellsworth Growth and Income Fund Ltd. was 2.3%, compared with total returns of 2.5% and 1.4% for the Bank of America Merrill Lynch U.S. Convertibles Index and the Bloomberg Barclays Balanced U.S. Convertibles Index, respectively. The total return for the Fund's publicly traded shares was 7.0%. The Fund's NAV per share was \$10.10, while the price of the publicly traded shares closed at \$9.12 on the NYSE American. See below for additional performance information.

Enclosed is the schedule of investments as of June 30, 2017.

Comparative Results**Average Annual Returns through June 30, 2017 (a)(b) (Unaudited)**

	Quarter	1 Year	3 Year	5 Year	10 Year	Since Inception (06/30/86)
Ellsworth Growth and Income Fund Ltd.						
NAV Total Return (c)	2.32%	14.37%	5.54%	10.21%	5.71%	7.96%
Investment Total Return (d)	6.97	22.29	8.93	11.61	6.26	8.30
Bank of America Merrill Lynch U.S. Convertibles Index	2.46	16.79	4.92	11.25	6.53	N/A(e)
Bloomberg Barclays Balanced U.S. Convertibles Index	1.42	11.39	2.06	7.64	4.44	N/A(f)
Standard & Poor's (S&P) 500 Index	3.09	17.90	9.61	14.63	7.18	10.07

(a) Returns represent past performance and do not guarantee future results. Investment returns and the principal value of an investment will fluctuate. When shares are sold, they may be worth more or less than their original cost. Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com for performance information as of the most recent month end. Performance returns for periods of less than one year are not annualized. Returns would have been lower had Gabelli Funds, LLC (the Adviser) not reimbursed certain expenses of the Fund. Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The Bank of America Merrill Lynch U.S. Convertibles Index is a market value weighted index of all dollar denominated convertible securities that are exchangeable

into U.S. equities and have a market value of more than \$50 million. The Bloomberg Barclays Balanced U.S. Convertibles Index is a market value weighted index that tracks the performance of publicly placed, dollar denominated convertible securities that are between 40% and 80% sensitive to movements in their underlying common stocks. The S&P 500 Index is an unmanaged indicator of stock market performance. Dividends and interest income are considered reinvested. You cannot invest directly in an index.

- (b) The Fund's fiscal year ends on September 30.
- (c) Total returns and average annual returns reflect changes in the NAV per share, reinvestment of distributions at NAV on the ex-dividend date for the period beginning November 2015, and are net of expenses. Total returns and average annual returns were not adjusted for the 2004 rights offering. For the period from December 2008 through October 2015, the distributions were reinvested on the payable date using market prices. From inception through November 2008, distributions were reinvested on the payable date using NAV. Since inception return is based on an initial NAV of \$9.30.
- (d) Total returns and average annual returns reflect changes in closing market values on the NYSE American and reinvestment of distributions. Total returns and average annual returns were not adjusted for the 2004 rights offering. Since inception return is based on an initial offering price of \$10.00
- (e) The Bank of America Merrill Lynch U.S. Convertibles Index inception date is December 31, 1994.
- (f) The Bloomberg Barclays Balanced U.S. Convertibles Index inception date is January 1, 2003.

Ellsworth Growth and Income Fund Ltd.**Schedule of Investments June 30, 2017 (Unaudited)**

Principal Amount		Market Value
	Convertible Corporate Bonds 56.2%	
	Aerospace 1.7%	
\$ 1,000,000	Aerojet Rocketdyne Holdings Inc., 2.250%, 12/15/23(a)	\$ 1,060,000
1,138,000	Kaman Corp., 3.250%, 05/01/24(a)	1,158,626
		2,218,626
	Automotive 0.9%	
1,000,000	Tesla Inc., 1.250%, 03/01/21.	1,157,500
	Business Services 0.6%	
635,000	Square Inc., 0.375%, 03/01/22(a)	781,447
	Cable and Satellite 2.4%	
2,500,000	DISH Network Corp., 3.375%, 08/15/26(a)	3,043,750
	Communications Equipment 3.8%	
1,000,000	Harmonic Inc., 4.000%, 12/01/20.	1,156,875
1,500,000	InterDigital Inc., 1.500%, 03/01/20.	1,823,437
1,635,000	Lumentum Holdings Inc., 0.250%, 03/15/24(a)	1,922,147
		4,902,459
	Computer Software and Services 10.1%	
2,500,000	CSG Systems International Inc., 4.250%, 03/15/36.	2,707,813
817,000	HubSpot Inc., 0.250%, 06/01/22(a)	794,022

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1,250,000	MercadoLibre Inc., 2.250%, 07/01/19.	2,537,500
1,032,000	Nice Systems Inc., 1.250%, 01/15/24(a)	1,155,195
1,500,000	Proofpoint Inc., 0.750%, 06/15/20.	1,875,938
	PROS Holdings Inc.,	
500,000	2.000%, 12/01/19.	531,875
1,071,000	2.000%, 06/01/47(a)	969,924
991,000	RealPage Inc., 1.500%, 11/15/22(a)	1,083,287
1,500,000	Synchronoss Technologies Inc., 0.750%, 08/15/19.	1,398,750
		13,054,304
	Consumer Products 1.2%	
1,100,000	GoPro Inc., 3.500%, 04/15/22(a)	1,023,687
Principal Amount		Market Value
\$ 617,000	JAKKS Pacific Inc., 4.875%, 06/01/20(a)	\$ 540,646
		1,564,333
	Consumer Services 2.0%	
1,000,000	Carriage Services Inc., 2.750%, 03/15/21.	1,301,875
1,250,000	Extra Space Storage LP, 3.125%, 10/01/35(a)	1,338,281
		2,640,156
	Diversified Industrial 2.2%	
1,800,000	Knowles Corp., 3.250%, 11/01/21.	2,125,125
500,000	TimkenSteel Corp., 6.000%, 06/01/21.	749,688
		2,874,813
	Energy and Utilities 4.0%	
1,500,000	Cheniere Energy Inc., 4.250%, 03/15/45.	1,042,500
1,500,000	Chesapeake Energy Corp., 5.500%, 09/15/26(a)	1,410,000
258,000	Goodrich Petroleum Escrow Bond, Zero Coupon, 12/31/21 (a)(b)(c)	0
667,000		723,278

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	Newpark Resources Inc., 4.000%, 12/01/21(a)	
1,650,000	SunPower Corp., 4.000%, 01/15/23.	1,430,344
500,000	Weatherford International Ltd., 5.875%, 07/01/21.	507,188
		5,113,310
Entertainment 0.8%		
1,000,000	World Wrestling Entertainment Inc., 3.375%, 12/15/23(a)	1,063,750
Financial Services 2.2%		
500,000	Blackhawk Network Holdings Inc., 1.500%, 01/15/22(a)	560,000
1,000,000	Encore Capital Group Inc., 3.000%, 07/01/20.	1,072,500
509,000	3.250%, 03/15/22(a)	548,447
641,000	LendingTree Inc., 0.625%, 06/01/22(a)	699,491
		2,880,438
Health Care 13.1%		
1,000,000	ANI Pharmaceuticals Inc., 3.000%, 12/01/19.	1,055,000
751,000	Array BioPharma Inc., 3.000%, 06/01/20.	1,022,768
500,000	Horizon Pharma Investment Ltd., 2.500%, 03/15/22.	433,437

See accompanying notes to schedule of investments.

Ellsworth Growth and Income Fund Ltd.

Schedule of Investments (Continued) June 30, 2017 (Unaudited)

Principal Amount		Market Value
CONVERTIBLE CORPORATE BONDS (Continued)		
Health Care (Continued)		
\$ 1,083,000	Intercept Pharmaceuticals Inc., 3.250%, 07/01/23.	\$ 1,058,633
500,000	Invacare Corp., 4.500%, 06/01/22(a)	539,063
1,000,000	Ironwood Pharmaceuticals Inc., 2.250%, 06/15/22.	1,343,125
710,000	Jazz Investments I Ltd., 1.875%, 08/15/21.	779,225
1,000,000	Molina Healthcare Inc., 1.625%, 08/15/44.	1,280,625
1,171,000	Neurocrine Biosciences Inc., 2.250%, 05/15/24(a)	1,165,877
750,000	NuVasive Inc., 2.250%, 03/15/21.	1,038,750
1,000,000	Pacira Pharmaceuticals Inc., 2.375%, 04/01/22(a)	1,065,000
500,000	Quidel Corp., 3.250%, 12/15/20.	556,875
1,000,000	Sucampo Pharmaceuticals Inc., 3.250%, 12/15/21(a)	981,250
1,000,000	Teladoc Inc., 3.000%, 12/15/22(a)	1,058,750
750,000	Teligent Inc., 3.750%, 12/15/19.	803,906
1,000,000	The Medicines Co., 2.750%, 07/15/23.	1,051,250
1,000,000	Theravance Biopharma Inc., 3.250%, 11/01/23.	1,354,375
500,000	Vitamin Shoppe Inc., 2.250%, 12/01/20.	396,250
		16,984,159
Real Estate Investment Trusts 0.8%		
1,000,000	Colony NorthStar Inc., 5.000%, 04/15/23.	1,052,500

Semiconductors 8.1%		
550,000	Advanced Micro Devices Inc., 2.125%, 09/01/26.	964,563
2,000,000	Cypress Semiconductor Corp., 4.500%, 01/15/22(a)	2,453,750
1,750,000	Inphi Corp., 1.125%, 12/01/20.	1,970,937
1,000,000	Microchip Technology Inc., 1.625%, 02/15/27(a)	1,056,250
1,500,000	Micron Technology Inc., 3.000%, 11/15/43.	1,695,000
1,180,000	Silicon Laboratories Inc., 1.375%, 03/01/22(a)	1,225,725
Principal Amount		Market Value
\$ 1,000,000	Teradyne Inc., 1.250%, 12/15/23(a)	\$ 1,155,625

10,521,850

Telecommunications 0.9%		
1,000,000	Dycom Industries Inc., 0.750%, 09/15/21.	1,165,000

Transportation 1.4%		
1,700,000	Atlas Air Worldwide Holdings Inc., 2.250%, 06/01/22.	1,795,625

TOTAL CONVERTIBLE CORPORATE BONDS	72,814,020
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Shares

CONVERTIBLE PREFERRED STOCKS 4.7%		
Agriculture 0.6%		
7,500	Bunge Ltd., 4.875%	781,875

Business Services 0.5%		
711,039	Amerivon Holdings LLC, 4.000%	585,896
272,728	Amerivon Holdings LLC, common equity units,	16,364
		602,260

Financial Services 2.6%		
1,000	Bank of America Corp., 7.250%	1,261,990
1,000	Huntington Bancshares, Inc., 8.500%	1,444,000
500	Wells Fargo & Co., 7.500%	655,555

3,361,545

Real Estate Investment Trusts 1.0%		
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20,000	Welltower Inc., 6.500%, Ser. I	1,325,200
TOTAL CONVERTIBLE PREFERRED STOCKS		6,070,880
MANDATORY CONVERTIBLE SECURITIES (d) 14.8%		
Building and Construction 0.7%		
8,778	Stanley Black & Decker Inc., 5.375%, 05/15/20	963,122
Computer Software and Services 0.4%		
5,000	MTS Systems Corp., 8.750%, 07/01/19	594,250
Diversified Industrial 1.3%		
30,100	Rexnord Corp., 5.750%, 11/15/19	1,632,925
Energy and Utilities 4.2%		
15,000	Anadarko Petroleum Corp., 7.500%, 06/07/18	616,335
30,000	Dominion Resources, Inc., 6.750%, 08/15/19	1,509,600

See accompanying notes to schedule of investments.

Ellsworth Growth and Income Fund Ltd.**Schedule of Investments (Continued) June 30, 2017 (Unaudited)**

Shares		Market Value
MANDATORY CONVERTIBLE SECURITIES (d) (Continued)		
Energy and Utilities (Continued)		
8,600	DTE Energy Co., 6.500%, 10/01/19	\$ 471,710
21,666	Hess Corp., 8.000%, 02/01/19	1,205,063
25,000	NextEra Energy Inc., 6.371%, 09/01/18	1,603,500
		5,406,208
Financial Services 4.1%		
25,000	Alibaba - Mandatory Exchange Trust, 5.750%, 06/03/19 (a)	4,088,375
24,000	New York Community Capital Trust V, 6.000%, 11/01/51	1,236,000
		5,324,375
Health Care 2.6%		
1,550	Allergan plc, 5.500%, 03/01/18	1,345,524
16,573	Becton Dickinson and Co., 6.120%, 05/01/20	907,869
1,900	Teva Pharmaceutical Industries Ltd., 7.000%, 12/15/18	1,129,550
		3,382,943
Telecommunications 0.7%		
31,289	Frontier Communications Corp., 11.125%, 06/29/18	921,148
Wireless Communications 0.8%		
10,000	T-Mobile US Inc., 5.500%, 12/15/17	986,400
		19,211,371

**TOTAL MANDATORY CONVERTIBLE
SECURITIES**

COMMON STOCKS 24.2%		
Business Services 1.3%		
2,500	Alliance Data Systems Corp.	641,725
20,000	PayPal Holdings Inc.	1,073,400
		1,715,125
Computer Software and Services 0.8%		
14,300	Microsoft Corp.	985,699
Consumer Products 2.0%		
23,352	Newell Brands Inc.	1,252,134
24,000	Unilever NV	1,326,480
		2,578,614
Shares		Market Value
Diversified Industrial 0.7%		
34,356	General Electric Co.	\$ 927,956
Energy and Utilities 0.6%		
8,000	Chevron Corp.	834,640
91	Goodrich Petroleum Corp.	1,110
		835,750
Entertainment 0.6%		
7,500	The Walt Disney Co.	796,875
Financial Services 2.8%		
132,068	BlackRock Capital Investment Corp.	989,189
14,546	Citigroup Inc.	972,836
16,434	Synchrony Financial	490,062
22,200	Wells Fargo & Co.	1,230,102
		3,682,189
Food and Beverage 1.4%		
20,000	B&G Foods Inc.	712,000
30,000	Conagra Brands Inc.	1,072,800
		1,784,800
Health Care 4.0%		

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15,000	AbbVie Inc.	1,087,650
15,000	Eli Lilly & Co.	1,234,500
22,651	Merck & Co. Inc.	1,451,703
40,000	Pfizer Inc.	1,343,600
		5,117,453
	Real Estate Investment Trusts 7.4%	
15,000	American Tower Corp.	1,984,800
16,100	Crown Castle International Corp.	1,612,898
7,000	Equinix Inc.	3,004,120
58,700	Invesco Mortgage Capital Inc.	980,877
15,000	SBA Communications Corp.	2,023,500
		9,606,195
	Semiconductors 1.0%	
40,000	Intel Corp.	1,349,600
	Telecommunications 1.6%	
30,000	AT&T Inc.	1,131,900
20,000	Verizon Communications Inc.	893,200
		2,025,100
	TOTAL COMMON STOCKS	31,405,356
	WARRANTS 0.0%	
	Energy and Utilities 0.0%	
781	Goodrich Pete Corp., expire 10/12/26	0

See accompanying notes to schedule of investments.

Ellsworth Growth and Income Fund Ltd.**Schedule of Investments (Continued) June 30, 2017 (Unaudited)**

Principal Amount		Market Value
	U.S. GOVERNMENT OBLIGATIONS 0.1%	
\$ 145,000	U.S. Treasury Bills, 1.003% , 09/28/17	\$ 144,648
	TOTAL INVESTMENTS 100.0% (Cost \$113,021,283)	\$ 129,646,275
	Aggregate tax cost	\$ 113,071,664
	Gross unrealized appreciation	\$ 20,442,231
	Gross unrealized depreciation	(3,867,620)
	Net unrealized appreciation/depreciation	\$ 16,574,611

- (a) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At June 30, 2017, the market value of Rule 144A securities amounted to \$34,665,643 or 26.7% of total investments.
- (b) At June 30, 2017, the Fund held an investment in a restricted and illiquid security amounting to \$0 or 0% of the Fund's total investments, which was valued under methods approved by the Board of Trustees as follows:

Acquisition Principal Amount	Issuer	Acquisition Date	Acquisition Cost	06/30/17 Carrying Value Per Bond
\$ 258,000	Goodrich Petroleum Escrow Bond, Zero Coupon, 12/31/21	12/14/16	\$ 0	\$ 0.00

- (c) Security in default.
- (d) Mandatory convertible securities are required to be converted on the dates listed; they generally may be converted prior to these dates at the option of the holder.
Non-income producing security.
Represents annualized yield at date of purchase.

See accompanying notes to schedule of investments.

Ellsworth Growth and Income Fund Ltd.

Notes to Schedule of Investments (Unaudited)

As an investment company, the Fund follows the investment company accounting and reporting guidance, which is part of U.S. generally accepted accounting principles (GAAP) that may require the use of management estimates and assumptions in the preparation of its schedule of investments. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Fund in the preparation of its schedule of investments.

Security Valuation. Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for which market quotations are readily available are valued at the last quoted sale price or a market s official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Trustees (the Board) so determines, by such other method as the Board shall determine in good faith to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are valued according to the broadest and most representative market, as determined by Gabelli Funds, LLC (the Adviser).

Portfolio securities primarily traded on a foreign market are generally valued at the preceding closing values of such securities on the relevant market, but may be fair valued pursuant to procedures established by the Board if market conditions change significantly after the close of the foreign market, but prior to the close of business on the day the securities are being valued. Debt obligations for which market quotations are readily available are valued at the average of the latest bid and asked prices. If there were no asked prices quoted on such day, the security is valued using the closing bid price, unless the Board determines such amount does not reflect the securities fair value, in which case these securities will be fair valued as determined by the Board. Certain securities are valued principally using dealer quotations. Futures contracts are valued at the closing settlement price of the exchange or board of trade on which the applicable contract is traded. OTC futures and options on futures for which market quotations are readily available will be valued by quotations received from a pricing service or, if no quotations are available from a pricing service, by quotations obtained from one or more dealers in the instrument in question by the Adviser.

Securities and assets for which market quotations are not readily available are fair valued as determined by the Board. Fair valuation methodologies and procedures may include, but are not limited to: analysis and review of available financial and non-financial information about the company; comparisons with the valuation and changes in valuation of similar securities, including a comparison of foreign securities with the equivalent U.S. dollar value American Depositary Receipt securities at the close of the U.S. exchange; and evaluation of any other information that could be indicative of the value of the security.

The inputs and valuation techniques used to measure fair value of the Fund s investments are summarized into three levels as described in the hierarchy below:

Level 1 quoted prices in active markets for identical securities;

Level 2 other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.); and

Level 3 significant unobservable inputs (including the Board's determinations as to the fair value of investments).

Ellsworth Growth and Income Fund Ltd.**Notes to Schedule of Investments (Unaudited) (Continued)**

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input both individually and in the aggregate that is significant to the fair value measurement. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of the Fund's investments in securities by inputs used to value the Fund's investments as of June 30, 2017 is as follows:

	Valuation Inputs			Total Market Value at 6/30/17
	Level 1 Quoted Prices	Level 2 Other Significant Observable Inputs	Level 3 Significant Unobservable Inputs	
INVESTMENTS IN SECURITIES:				
ASSETS (Market Value):				
Convertible Corporate Bonds:				
Energy and Utilities		\$ 5,113,310	\$ 0	\$ 5,113,310
Other Industries (a)		67,700,710		67,700,710
Total Convertible Corporate Bonds		72,814,020	0	72,814,020
Convertible Preferred Stocks:				
Business Services			602,260	602,260
Other Industries (a)	\$ 5,468,620			5,468,620
Total Convertible Preferred Stocks	5,468,620		602,260	6,070,880
Mandatory Convertible Securities:				
Computer Software and Services			594,250	594,250
Financial Services	1,236,000	4,088,375		5,324,375
Other Industries (a)	13,292,746			13,292,746
Total Mandatory Convertible Securities	14,528,746	4,088,375	594,250	19,211,371
Common Stocks (a)	31,405,356			31,405,356
Warrants (a)			0	0
U.S. Government Obligations		144,648		144,648
TOTAL INVESTMENTS IN SECURITIES	\$51,402,722	\$77,047,043	\$1,196,510	\$129,646,275

(a)