

RENN Fund, Inc.
Form DEFA14A
June 28, 2016

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

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

RENN Fund, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid: \$ _____

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule, and the date of its filing.

(1) Amount previously Paid: \$ _____

(2) Form, schedule or registration statement No.: _____

(3) Filing party: _____

(4) Date filed: _____

RENN Fund, Inc.

The Entrepreneurial Difference

RENN Fund, Inc. Acknowledges Receipt of Non-Binding Proposal from Etude Capital

DALLAS, TX – June 28, 2016 -- RENN Fund, Inc. (NYSE MKT: RCG) (the “Fund”) today acknowledged receipt of two letters relating to non-binding proposals from Etude Capital, LLC (“Etude”). The first proposal, as outlined in Etude’s June 13, 2016 press release, relates to certain changes in the Board of Directors, investment advisor and distribution of specified assets to shareholders, while the second proposal relates to an acquisition of at least 25% of the Fund’s outstanding stock by Etude.

The Board of Directors of the Fund has requested additional and clarifying information about the proposals and, in accordance with its fiduciary duties, will carefully review and consider any legitimate and complete proposal presented. The Board has determined at this time, however, to continue with the agenda planned for the Fund’s annual meeting at which shareholders will consider a proposal to approve an orderly liquidation and dissolution of the Fund as outlined in the Fund’s proxy statement distributed in connection with the meeting. In making this determination, the Board took into account that Etude had not provided sufficient details regarding the proposals (including structure of the proposals, Etude’s ability to finance the proposals, or the benefits to be realized by the Fund’s shareholders) for the Board to conclude that the proposals are in the best interest of the Fund’s shareholders at this time; that Etude has presented other proposals in the past that similarly lacked sufficient detail for the Board to conclude that they were in the best interest of the Fund’s shareholders; that the proposals were conditioned on continued due diligence and other approvals by Etude; that the price offered was inadequate; and that if a legitimate proposal that the Board determines to be in the best interests of the Fund’s shareholders is received after a liquidation is approved by shareholders and before the Fund is liquidated and dissolved, the Board can abandon the plan of liquidation with the approval of shareholders.

For additional information about the Fund, please visit www.rencapital.com.

Important Additional Information filed with the SEC

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This press release is for informational purposes only. It is not a solicitation of a proxy. In connection with the plan of liquidation and dissolution, the Fund has filed with the SEC a definitive proxy statement and other relevant materials. Shareholders may obtain a free copy of the proxy statement and the other relevant materials, and any other documents filed by the Fund with the

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SEC, at the SEC's web site at <http://www.sec.gov>. The Fund has made available or mailed a copy of the definitive proxy statement to shareholders of record on the record date. A free copy of the proxy statement, and other documents filed with the SEC by the Fund may also be obtained by directing a written request to: RENN Fund, Inc., Attn: Secretary, lynnemarie@rencapital.com. **SHAREHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND THE OTHER RELEVANT MATERIALS BEFORE MAKING ANY VOTING OR INVESTMENT DECISION WITH RESPECT TO THE PLAN OF LIQUIDATION AND DISSOLUTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION.**

Forward-Looking Statements

This document contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on the current expectations and beliefs of the Fund's management and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Such statements involve risks and uncertainties that may cause results to differ materially from those set forth in these statements. Such risks and uncertainties include, but are not limited to, the following: the ability of the Fund to obtain shareholder approval of the proposed plan of liquidation and dissolution; the possibility that the Fund's Board of Directors could elect to abandon or delay implementation of the plan of liquidation and dissolution; the possibility of the Fund's receipt of additional or clarified proposals; the Fund's ability to accurately estimate and make reasonable provision for the amounts required to pay all operating expenses, as well as other liabilities and obligations through the dissolution and wind-down process; the precise nature, amount and timing of any distributions to shareholders; the possibility that any distributions to shareholders could be diminished and/or delayed by, among other things, sales of our securities or other assets, unexpected or greater than expected expenses, liabilities or obligations; the possibility that distributions to shareholders may take several years to complete; the expectation that the shareholder meeting to approve the plan of liquidation and dissolution will occur on the date set forth herein; and other statements contained in this press release regarding matters that are not historical facts. Additional risk factors are more fully discussed in the Fund's periodic reports filed with the SEC, all of which are available from the SEC's website (www.sec.gov). The Fund is under no obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events, or otherwise, except to the extent required by applicable law.

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