

ZWEIG FUND INC /MD/  
Form DEFA14A  
February 13, 2017

United States  
Securities and Exchange Commission  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

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

The Zweig 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:

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**THE ZWEIG FUND, INC.**

**101 Munson Street, Greenfield, Massachusetts 01301-9683**

Important Notice For Shareholders of The Zweig Fund, Inc.

Dear Shareholder:

We need your help. We recently sent you proxy materials regarding the upcoming Special Meeting of Shareholders of The Zweig Fund, Inc. (the “Fund”), scheduled to be held on March 7, 2017 (the “Meeting”). Our records indicate that we have not received your voting instructions on the important proposal to be presented at this Meeting. Please take a moment now to cast your vote so that your shares may be represented. Another copy of your proxy card(s) has been enclosed. Your vote is critical to the outcome of this Meeting.

**After careful review, the Fund’s Board has unanimously approved the proposal detailed in your proxy materials and is recommending that shareholders vote FOR the proposal.**

Should you have any questions regarding the proposals, please call Georgeson LLC, the fund’s proxy solicitor, toll-free at **1-888-497-9677**. If you have voted since the mailing of this letter, we apologize for the follow up mailing and thank you for your participation.

**Every vote matters, no matter the size of your holdings.**

**Please take a moment now to cast your vote using one of the options listed below:**

- 1. Vote Online**—log onto the website listed on the enclosed voting instruction form;
- 2. Vote by Touch-Tone Phone**—call the toll free number on the voting instruction form; or
- 3. Vote by Mail**—complete and return your voting instruction form in the postage paid envelope provided.

***Remember, your vote is very important and counts. Please exercise your shareholder rights and vote today.***

Thank you for your assistance with this important matter.

**VIRTUS TOTAL RETURN FUND**

**101 Munson Street, Greenfield, Massachusetts 01301-9683**

**Important Notice for Shareholders of Virtus Total Return Fund**

Dear Shareholder:

We need your help. We recently sent you proxy materials regarding the upcoming Special Meeting of Shareholders of Virtus Total Return Fund (the “Fund”), scheduled to be held on March 7, 2017 (the “Meeting”). Our records indicate that we have not received your voting instructions on the important proposal to be presented at this Meeting. Please take a moment now to cast your vote so that your shares may be represented. Another copy of your proxy card(s) has been enclosed. Your vote is critical to the outcome of this Meeting.

**After careful review, the Fund’s Board has unanimously approved the proposal detailed in your proxy materials and is recommending that shareholders vote FOR the proposal.**

Should you have any questions regarding the proposals, please call Georgeson LLC, the fund’s proxy solicitor, toll-free at **1-866-413-5901**. If you have voted since the mailing of this letter, we apologize for the follow up mailing and thank you for your participation.

**Every vote matters, no matter the size of your holdings.**

**Please take a moment now to cast your vote using one of the options listed below:**

- 1. Vote Online**—log onto the website listed on the enclosed voting instruction form;
- 2. Vote by Touch-Tone Phone**—call the toll free number on the voting instruction form; or
- 3. Vote by Mail**—complete and return your voting instruction form in the postage paid envelope provided.

***Remember, your vote is very important and counts. Please exercise your shareholder rights and vote today.***

Thank you for your assistance with this important matter.