

MANAGED DURATION INVESTMENT GRADE MUNICIPAL FUND

Form SC 13D/A

December 29, 2016

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 01)*

Managed Duration Investment Grade Municipal Fund

(Name of Issuer)

Auction Rate Preferred

(Title of Class of Securities)

56165R

(CUSIP Number)

Bank of America Corporation Bank of America Corporate Centre Charlotte, North Carolina 28255

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 22, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 BANK OF AMERICA CORP /DE/
56-0906609

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o
(b) x

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5 x

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

8 272

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 272

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 272

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 9.79%

TYPE OF REPORTING PERSON

14 HC

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Blue Ridge Investments, L.L.C.
56-1970824

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o
(b) x

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5 o

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

8 0

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 0

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0.00%

TYPE OF REPORTING PERSON

14 OO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Bank of America, N.A.
94-1687665

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) o
(b) x

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

5 o

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 272

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 272

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 272

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 9.79%

TYPE OF REPORTING PERSON

14 BK

Item 1. Security and Issuer

This Amendment No. 1 (this "Amendment") amends, as set forth below, the statement on Schedule 13D, dated January 1, 2011 and filed with the SEC on January 11, 2011 (the "Original Schedule 13D"), for Bank of America Corporation, Blue Ridge Investments, L.L.C ("Blue Ridge") and Bank of America, N.A. ("BANA") (collectively, the "Reporting Persons") with respect to the auction rate preferred shares ("ARP Shares") of Managed Duration Investment Grade Municipal Fund (the "Issuer"). This Amendment is being filed by the Reporting Persons as a result of the sale of ARP Shares held by the Reporting Persons on December 22, 2016. The Issuer's principal executive offices are located at 200 Park Avenue, 7th Floor, New York, NY 10166.

Item 2. Identity and Background

(a) Item 2 of the Original Schedule 13D is hereby amended by deleting Schedule I and Schedule II referenced therein and replacing them with Schedule I and Schedule II included with this Amendment.

(b)

(c)

(d)

(e)

(f)

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

(a)

(b)

(c)

(d)

(e)

(f)

(g)

(h)

(i)

(j)

Item 5. Interest in Securities of the Issuer

(a) Item 5 of the Original Schedule 13D is hereby amended and restated in its entirety as follows:

"(a) – (b) The responses of the Reporting Persons to Rows (7) through (11) of the cover pages of this Statement are incorporated herein by reference.

(c) On December 22, 2016, the Reporting Persons made a sale of 2,242 shares in the Issuer's ARP Shares at \$24,781.25 per share.

(d) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, ARP Shares that may be deemed to be beneficially owned by the Reporting Persons.

(e) Not applicable.

(b)

(c)

Transaction Date	Shares or Units Purchased (Sold)	Price Per Share or Unit
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(d)

(e)

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits

Item 7 of the Original Schedule 13D is hereby amended by inserting the following additional exhibits:

"Exhibit Description of Exhibit
99.1 Joint Filing Agreement
99.2 Limited Power of Attorney
99.3 Schedule I
99.4 Schedule II"

Signature

After reasonable 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.

Bank of America Corporation

December 29, 2016

By: /s/ Ronnie Ojera
Attorney-in-fact

Blue Ridge Investments, L.L.C.

December 29, 2016

By: /s/ Mary Kressler
Vice President

Bank of America, N.A.

December 29, 2016

By: /s/ Ronnie Ojera
Vice President

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)