

# SECURITIES AND EXCHANGE COMMISSION

## FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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### FILER

#### **NUVEEN CALIFORNIA TAX FREE FUND INC**

CIK: **784879** | State of Incorporation: **MD** | Fiscal Year End: **0630**  
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Mailing Address  
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Nuveen California Tax-Free Fund, Inc.  
Supplement to Prospectus dated July 1, 1996  
August 26, 1996

NUVEEN CALIFORNIA TAX-FREE VALUE FUND  
NUVEEN CALIFORNIA INSURED TAX-FREE VALUE FUND

The John Nuveen Company, the parent of John Nuveen & Co. Incorporated and Nuveen Advisory Corp., respectively the distributor and investment adviser of your Fund, has entered into an agreement pursuant to which Flagship Resources Inc. will merge its mutual fund business into Nuveen's mutual fund business. Flagship is a highly regarded mutual fund sponsor and manager based in Dayton, Ohio, that has specialized, like Nuveen, in municipal bond funds. Flagship has 27 municipal mutual funds and over \$4 billion in assets under management. We plan to merge Flagship's portfolio management, sales and service operations with Nuveen's corresponding divisions. This agreement is subject to the approval of the shareholders of the Flagship Funds.

As part of the consolidation of Flagship into Nuveen, the Board of Trustees of the Nuveen Mutual Funds has determined that it is in the best interest of Fund shareholders to combine selected Nuveen and Flagship funds in overlapping state markets, and to make certain changes to the organization, policies and features of the Funds, in order to facilitate the creation of a single, combined family of mutual funds. These combinations and changes are scheduled to become effective early next year. While your Fund is not one of the funds that will be combining, you will be asked to vote on certain other matters in connection with the unification of the two fund groups at a shareholder meeting scheduled to be held November 14, 1996, including changing certain of the Fund's investment policies to provide greater flexibility and reorganizing your Fund into a Massachusetts business trust along with other funds. These changes will permit your Fund to operate in a more efficient manner and enhance your convenience in purchasing and owning Fund shares. This will all be described in greater detail in the proxy statement for the shareholder meeting that will be mailed to you in several weeks.

Also as part of this process, a change in the terms of the Class C Shares is being proposed for shareholder approval. Currently, Class C Shares bear an annual service fee of .25% and an annual distribution fee of .75%; and Class C Shares automatically convert six years after purchase to Class A Shares, which bear the service fee but not the distribution fee, thus lowering ongoing expenses. The Board of Trustees has approved a revised distribution plan for Class C Shares which, subject to shareholder approval, would reduce the annual service fee to .20% and reduce the annual distribution fee to .55%, while discontinuing the automatic conversion of Class C Shares to Class A Shares. These changes would affect both currently existing as well as newly purchased Class C Shares. Purchasers of Class C Shares should be aware that, if this proposal receives shareholder approval, their Class C Shares would not convert

automatically into Class A Shares six years after purchase as described in the Prospectus dated July 1, 1996, while the annual service and distribution fees would be reduced as described above.