

# SECURITIES AND EXCHANGE COMMISSION

## FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

Filing Date: **2009-01-26**  
SEC Accession No. **0001193125-09-011179**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### **MLP & Strategic Equity Fund Inc.**

CIK: **1389611** | IRS No.: **000000000** | State of Incorporation: **MD** | Fiscal Year End: **1031**  
Type: **DEFA14A** | Act: **34** | File No.: **811-22040** | Film No.: **09546065**

Mailing Address  
800 SCUDDERS MILL ROAD  
PLAINSBORO NJ 08536

Business Address  
800 SCUDDERS MILL ROAD  
PLAINSBORO NJ 08536  
877-449-4742

#### **S&P 500 GEARED Fund Inc.**

CIK: **1299506** | IRS No.: **000000000**  
Type: **DEFA14A** | Act: **34** | File No.: **811-21611** | Film No.: **09546066**

Mailing Address  
800 SCUDDERS MILL ROAD  
PLAINSBORO NJ 08536

Business Address  
800 SCUDDERS MILL ROAD  
PLAINSBORO NJ 08536  
877-449-4742

# SCHEDULE 14A

## 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 Sec. 240.14a-12.

**MLP & STRATEGIC EQUITY FUND INC.  
S&P 500® GEARED<sup>SM</sup> 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:

---



**Press Release**

(For Immediate Release)

**S&P 500® GEARED<sup>SM</sup> Fund Inc.  
MLP & Strategic Equity Fund Inc.  
(each, a “Fund” and together, the “Funds”)**

**IQ Investment Advisors LLC Announces  
Adjournment of Special Stockholder Meeting of the Funds**

**NEW YORK, January 23, 2009** - IQ Investment Advisors LLC (“IQ Advisors”) announced that the special meeting of stockholders (the “Meeting”) of each of the Funds scheduled for Friday, January 23, 2009 at 9:00 am (Eastern time) has been adjourned to permit further solicitation of votes by proxy in order to achieve a quorum.

The adjourned Meeting will be held on Friday, **March 6, 2009** at 9:00 am (Eastern time) at the offices of the Funds, 800 Scudders Mill Road, Plainsboro, NJ 08536. The proposals to be considered at the Meeting are to approve a new investment advisory and management agreement and a new investment subadvisory agreement for each of the Funds.

IQ Advisors serves as each Fund’s investment adviser. The shares of each Fund are quoted on the New York Stock Exchange. For stockholder related questions, please contact IQ Advisors at (877) 449-4742. You may also visit [www.IQIAFunds.com](http://www.IQIAFunds.com) for more information about IQ Advisors and its products and services.