

SECURITIES AND EXCHANGE COMMISSION

FORM 485B24E

Post-effective amendments

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FILER

**OPPENHEIMER STRATEGIC INCOME & GROWTH FUND**

CIK: **886921** | IRS No.: **841197089** | State of Incorporation: **MA** | Fiscal Year End: **0930**  
Type: **485B24E** | Act: **33** | File No.: **033-47378** | Film No.: **95514136**

Mailing Address  
2 WORLD TRADE CENTER  
34TH FLOOR  
NEW YORK NY 10048

Business Address  
3410 SOUTH GALENA  
STREET  
DENVER CO 80231  
3036713200

February 22, 1995

Securities and Exchange Commission  
450 Fifth Street, NW  
Washington, DC 20549

Attn: Mr. Frank Donaty, Jr.  
Mrs. Patricia P. Williams

Re: Oppenheimer Strategic Income & Growth Fund  
Reg. No. 33-47378, File No. 811-6639

To the Securities and Exchange Commission:

Enclosed for your information and files is a copy of an electronic ("EDGAR") filing made February 22, 1995 on behalf of Oppenheimer Strategic Income & Growth Fund (the "Fund"). That filing was made pursuant to paragraph (b) of Rule 485 under the Securities Act of 1933 and shall be effective when filed, as designated on the facing page of Form N-1A. The filing included Post-Effective Amendment No. 5 to the registration statement of the Fund together with the representation of counsel required by that Rule. The filing fee of \$100 was wired to the SEC's account at Mellon Bank on February 17, 1995 (Fed Wire No. 1498) and referenced this filing.

The purpose of the Amendment is to amend the facing sheet of the registration statement to register an additional 2,423,573 Class A shares of the Fund. Of that amount, 2,365,689 shares were redeemed during the fiscal year ended December 31, 1994, and had not been previously used for reductions pursuant to paragraph (a) of Rule 24e-2 or paragraph (c) of Rule 24f-2. The offering price of \$5.01 was the price in effect at the close of business February 10, 1995.

Very truly yours,

Katherine P. Feld  
Vice President &  
Associate Counsel  
(212) 323-0252

KPF/gl  
Enclosures

cc:Allan B. Adams, Esq.

Registration No. 33-47378  
File No. 811-6639

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM N-1A

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 / X /

PRE-EFFECTIVE AMENDMENT NO. \_\_\_\_ / /

POST-EFFECTIVE AMENDMENT NO. 5 / X /

and/or

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940 / /

Amendment No. / /

OPPENHEIMER STRATEGIC INCOME & GROWTH FUND

-----  
(Exact Name of Registrant as Specified in Charter)

3410 South Galena Street, Denver, Colorado 80231

-----  
(Address of Principal Executive Offices)

303-671-3200

-----  
(Registrant's Telephone Number)

ANDREW J. DONOHUE, ESQ.  
Oppenheimer Management Corporation  
Two World Trade Center, New York, New York 10048-0203

-----  
(Name and Address of Agent for Service)

It is proposed that this filing will become effective:

/ X / immediately upon filing pursuant to paragraph (b)

/ / on \_\_\_\_\_, pursuant to paragraph (b)

/ / 60 days after filing pursuant to paragraph (a) (1)

/ / on \_\_\_\_\_, pursuant to paragraph (a) (1)

/ / 75 days after filing, pursuant to paragraph (a) (2)

/ / on \_\_\_\_\_, pursuant to paragraph (a) (2) of Rule 485

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The Registrant has registered an indefinite number of shares under the Securities Act of 1933 pursuant to Rule 24f-2 promulgated under the Investment Company Act of 1940. A Rule 24f-2 Notice for the Registrant's fiscal year ended September 30, 1994, was filed on November 29, 1994.

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C.

For the registration under the Securities Act of 1933 of Class A shares of Oppenheimer Strategic Income & Growth Fund, an open-end management investment company.

A. Title and amount of shares being registered (number of shares or other units):

Additional 2,423,573 Class A shares of beneficial interest of Oppenheimer Strategic Income & Growth Fund.

B. Proposed aggregate offering price to the public of the shares being registered:

\$11,594,816 based upon the offering price of \$5.01 per share at February 10, 1995(1).

C. Amount of filing fee pursuant to Rule 24e-2:

\$100

(1)The calculation of the maximum aggregate offering price is made pursuant to Rule 24e-2 of the Investment Company Act of 1940. The total number of Class A shares redeemed or repurchased during the previous fiscal year of the Fund ended September 30, 1994 was 4,163,212. No redeemed or repurchased shares have been used for reductions pursuant to paragraph (a) of Rule 24e-2 in any previous filing of Post-Effective Amendments during the current fiscal year; 1,797,523 shares were used for reductions pursuant to paragraph (c) of Rule 24f-2. The amount of redeemed or repurchased shares being used for such reduction in this amendment is 2,365,689.

SEC/275.24E

February 15, 1995

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: Oppenheimer Strategic Income & Growth Fund  
(Reg. No. 33-47378)  
Written Representation of Counsel

To the Securities and Exchange Commission:

Pursuant to paragraph (e) of Rule 485 under the Securities Act of 1933, and in connection with an Amendment on Form N-1A which is Post-Effective Amendment No. 5 to the 1933 Act Registration Statement of the above Fund, the undersigned counsel, who prepared such Amendment, hereby represents to the Commission for filing with such Amendment that said Amendment does not contain disclosures which would render it ineligible to become effective pursuant to paragraph (b) of said Rule 485.

Very truly yours,

Katherine P. Feld  
Vice President &  
Associate Counsel  
(212) 323-0252

KPF/gl

SEC/275.24E

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and/or the Investment Company Act of 1940, the Registrant certifies that it meets all the requirements for effectiveness of this Registration Statement pursuant to Rule 485(b) under the Securities Act of 1933 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York and State of New York on the 15th day of February, 1995.

OPPENHEIMER STRATEGIC INCOME & GROWTH FUND

By: /s/ James C. Swain\*

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James C. Swain, Chairman

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities on the dates indicated:

Signatures	Title	Date
- - - - -	-----	----
/s/ James C. Swain* ----- James C. Swain	Chairman of the Board of Trustees	February 15, 1995
/s/ Jon S. Fossel* ----- Jon S. Fossel	Chief Executive Officer and Trustee	February 15, 1995

/s/ George C. Bowen* ----- George C. Bowen	Chief Financial and Accounting Officer	February 15, 1995
/s/ Robert G. Avis* ----- Robert G. Avis	Trustee	February 15, 1995
/s/ William A. Baker* ----- William A. Baker	Trustee	February 15, 1995
/s/ Charles Conrad, Jr.* ----- Charles Conrad, Jr.	Trustee	February 15, 1995
/s/ Raymond J. Kalinowski* ----- Raymond J. Kalinowski	Trustee	February 15, 1995
/s/ C. Howard Kast* ----- C. Howard Kast	Trustee	February 15, 1995
/s/ Robert M. Kirchner* ----- Robert M. Kirchner	Trustee	February 15, 1995
/s/ Ned M. Steel* ----- Ned M. Steel	Trustee	February 15, 1995

\*By: /s/ Robert G. Zack  
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Robert G. Zack, Attorney-in-Fact