

NUVEEN AMT-FREE MUNICIPAL INCOME FUND

Form 4

June 03, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WELLS FARGO BANK N A

(Last) (First) (Middle)

101 NORTH PHILLIPS STREET

(Street)

SIOUX FALLS, SD 57104

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NUVEEN AMT-FREE
MUNICIPAL INCOME FUND
[NEA]

3. Date of Earliest Transaction
(Month/Day/Year)

06/01/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Variable Rate MuniFund Term Preferred Shares	06/01/2016		J <u>(1)(2)</u>		1,510	D	<u>(1)</u>	0	I	By Subsidiary <u>(2)</u> <u>(3)</u>
Variable Rate MuniFund Term Preferred	06/01/2016		J <u>(1)(2)</u>		2,380	A	<u>(1)</u>	2,380	I	By Subsidiary <u>(2)</u> <u>(3)</u>

Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WELLS FARGO BANK N A 101 NORTH PHILLIPS STREET SIOUX FALLS, SD 57104	X
Wells Fargo Municipal Capital Strategies, LLC 375 PARK AVENUE NEW YORK, NY 10152	X

Signatures

WELLS FARGO BANK, N.A., /s/ Michael J. Choquette	06/03/2016
**Signature of Reporting Person	Date
WELLS FARGO MUNICIPAL CAPITAL STRATEGIES, LLC, /s/ Daniel E. George	06/03/2016
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The disposition of shares occurred pursuant to an Exchange and Purchase Agreement among the Issuer and Wells Fargo Municipal Capital Strategies, LLC ("Capital Strategies") pursuant to which Capital Strategies exchanged 1,510 existing Variable Rate MuniFund

(1) Term Preferred Shares of NEA for an equal number of newly issued Variable Rate MuniFund Term Preferred Shares, Series 2019, of NEA, and purchased 870 newly issued Variable Rate MuniFund Term Preferred Shares, Series 2019, of NEA, for a purchase price of \$100,000 per share.

(2) This statement is jointly filed by Wells Fargo Bank, N.A. and Capital Strategies. Wells Fargo Bank, N.A. holds an indirect interest in the securities listed in Table I (the "Securities") by virtue of its indirect ownership of its subsidiary Capital Strategies.

Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the US Securities Exchange Act of 1934 or any other purpose, (i) acting (or has agreed or is

(3) agreeing to act together with any other person) as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer.

Remarks:

Exhibits Index

Exhibit 99.1 - Joint Filing Agreement

Exhibit 99.2 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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