

NUVEEN AMT-FREE MUNICIPAL INCOME FUND  
 Form 4  
 June 03, 2016

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
 \_\_\_ Officer (give title below) \_\_\_ Other (specify below)

(Last) (First) (Middle)

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

101 NORTH PHILLIPS STREET  
 (Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_X\_ Form filed by More than One Reporting Person

SIoux FALLS, SD 57104

(City) (State) (Zip)

**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 Ownership (Instr. 4) |   |                       |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------------|
|  |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |   |                       |
| Variable Rate MuniFund Term Preferred Shares | 06/01/2016                           |  | J(1)(2)                        |   | 1,510   | D  | (1) 0                                      | I | By Subsidiary (2) (3) |
| Variable Rate MuniFund Term Preferred        | 06/01/2016                           |  | J(1)(2)                        |   | 2,380   | A  | (1) 2,380                                  | I | By Subsidiary (2) (3) |

Shares

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | 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<br>101 NORTH PHILLIPS STREET<br>SIOUX FALLS, SD 57104             |               | X         |         |       |
| Wells Fargo Municipal Capital Strategies, LLC<br>375 PARK AVENUE<br>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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