

Nuveen Real Asset Income & Growth Fund
Form POS EX
November 29, 2017

As filed with the Securities and Exchange Commission on November 29, 2017

File No. 333-216753

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

FORM N-14
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Pre-Effective Amendment No.

Post-Effective Amendment No. 1

NUVEEN REAL ASSET INCOME AND GROWTH FUND

(Exact Name of Registrant as Specified in Charter)

333 West Wacker Drive

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Chicago, Illinois 60606

(Address of Principal Executive Offices: Number, Street, City, State, Zip Code)

(800) 257-8787

(Area Code and Telephone Number)

Gifford R. Zimmerman

Vice President and Secretary

Nuveen Investments

333 West Wacker Drive

Chicago, Illinois 60606

(Name and Address of Agent for Service)

Copies to:

Deborah Bielicke Eades

Vedder Price P.C.

222 North LaSalle Street

Chicago, Illinois 60601

Eric F. Fess

Chapman and Cutler LLP

111 West Monroe Street

Chicago, Illinois 60603

EXPLANATORY NOTE

The Joint Proxy Statement/Prospectus and Statement of Additional Information, each in the form filed on April 28, 2017 pursuant to Rule 497 of the General Rules and Regulations under the Securities Act of 1933, as amended (File No. 333-216753), are incorporated herein by reference.

This amendment is being filed for the sole purpose of adding the following to Part C of the Registration Statement: (i) executed Agreement and Plan of Reorganization, dated as of April 27, 2017, as Exhibit (4); (ii) executed opinion and consent of Vedder Price P.C., as Exhibit (12), supporting the tax matters discussed in the Joint Proxy Statement/Prospectus; and (iii) executed power of attorney, dated July 3, 2017, as Exhibit (16)(b).

PART C

OTHER INFORMATION

Item 15. Indemnification

Section 4 of Article XII of the Registrant's Declaration of Trust provides as follows: Subject to the exceptions and limitations contained in this Section 4, every person who is, or has been, a Trustee, officer, employee or agent of the Trust, including persons who serve at the request of the Trust as directors, trustees, officers, employees or agents of another organization in which the Trust has an interest as a shareholder, creditor or otherwise (hereinafter referred to as a Covered Person), shall be indemnified by the Trust to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been such a Trustee, director, officer, employee or agent and against amounts paid or incurred by him in settlement thereof. No indemnification shall be provided hereunder to a Covered Person: (a) against any liability to the Trust or its Shareholders by reason of a final adjudication by the court or other body before which the proceeding was brought that he engaged in willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office; (b) with respect to any matter as to which he shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interests of the Trust; or (c) in the event of a settlement or other disposition not involving a final adjudication (as provided in paragraph (a) or (b)) and resulting in a payment by a Covered Person, unless there has been either a determination that such Covered Person did not engage in willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office by the court or other body approving the settlement or other disposition or a reasonable determination, based on a review of readily available facts (as opposed to a full trial-type inquiry), that he did not engage in such conduct: (i) by a vote of a majority of the Disinterested Trustees acting on the matter (provided that a majority of the Disinterested Trustees then in office act on the matter); or (ii) by written opinion of independent legal counsel. The rights of indemnification herein provided may be insured against by policies maintained by the Trust, shall be severable, shall not affect any other rights to which any Covered Person may now or hereafter be entitled, shall continue as to a person who has ceased to be such a Covered Person and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall affect any rights to indemnification to which Trust personnel other than Covered Persons may be entitled by contract or otherwise under law. Expenses of preparation and presentation of a defense to any claim, action, suit or proceeding subject to a claim for indemnification under this Section 4 shall be advanced by the Trust prior to final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it is ultimately determined that he is not entitled to indemnification under this Section 4, provided that either: (a) such undertaking is secured by a surety bond or some other appropriate security or the Trust shall be insured against losses arising out of any such advances; or (b) a majority of the Disinterested Trustees acting on the matter (provided that a majority of the Disinterested Trustees then in office act on the matter) or independent legal counsel in a written opinion shall determine, based upon a review of the readily available facts (as opposed to a full trial-type inquiry), that there is reason to believe that the recipient ultimately will be found entitled to indemnification. As used in this Section 4, a Disinterested Trustee is one (x) who is not an Interested Person of the Trust (including anyone, as such Disinterested Trustee, who has been exempted from being an Interested Person by any rule, regulation or order of the Commission), and (y) against whom none of such actions, suits or other proceedings or another action, suit or other proceeding on the same or similar grounds is then or has been pending. As used in this Section 4, the words claim, action, suit or proceeding shall apply to all claims, actions, suits, proceedings (civil, criminal, administrative or other including appeals), actual or threatened; and the words liability and expenses shall include without limitation, attorneys' fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities.

The trustees and officers of the Registrant are covered by the Mutual Fund Professional Liability policy in the aggregate amount of \$70,000,000 against liability and expenses of claims of wrongful acts arising out of their position with the Registrant and other Nuveen funds, except for matters that involve willful acts, bad faith, gross negligence and willful disregard of duty (i.e., where the insured did not act in good faith for a purpose he or she

reasonably believed to be in the best interest of the Registrant or where he or she had reasonable cause to believe this conduct was unlawful). The policy has a \$1,000,000 deductible for operational failures and \$1,000,000 deductible for all other claims.

Insofar as indemnification for liability arising under the Securities Act of 1933, as amended (the "Securities Act"), may be permitted to trustees, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a trustee, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such trustee, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 16. Exhibits.

- (1) Declaration of Trust of Registrant, dated January 10, 2012.⁽¹⁾
- (2) By-Laws of Registrant, Amended and Restated as of November 18, 2009.⁽¹⁾
- (3) Not applicable.
- (4) Agreement and Plan of Reorganization, dated as of April 27, 2017, is filed herewith.
- (5) Not applicable.
- (6)(a) Investment Management Agreement, dated October 1, 2014.⁽³⁾
- (6)(b) Renewal of Investment Management Agreement, dated July 28, 2015.⁽³⁾
- (6)(c) Renewal of Investment Management Agreement, dated July 27, 2016.⁽³⁾
- (6)(d) Investment Sub-Advisory Agreement, dated October 1, 2014.⁽³⁾
- (6)(e) Notice of Continuance of Investment Sub-Advisory Agreement, dated July 28, 2015.⁽³⁾
- (6)(f) Notice of Continuance of Investment Sub-Advisory Agreement, dated July 27, 2016.⁽³⁾
- (7) Not applicable.
- (8) Nuveen Open-End and Closed-End Funds Deferred Compensation Plan for Independent Directors and Trustees, Amended and Restated as of January 1, 2013.⁽³⁾
- (9)(a) Amended and Restated Master Custodian Agreement between the Nuveen Investment Companies and State Street Bank and Trust Company, dated July 15, 2015.⁽³⁾
- (9)(b) Appendix A to Custodian Agreement, dated July 15, 2015, updated as of November 7, 2016.⁽³⁾
- (10) Not applicable.
- (11) Opinion and Consent of Counsel.⁽⁴⁾
- (12) Opinion and Consent of Vedder Price P.C. supporting the tax matters discussed in the Joint Proxy Statement/Prospectus is filed herewith.
- (13)(a) Transfer Agency and Service Agreement, dated October 7, 2002.⁽²⁾
- (13)(b) Amendment to Transfer Agency and Service Agreement, dated July 1, 2011.⁽²⁾

- (13)(c) Amendment to Transfer Agency and Service Agreement, dated July 15, 2015.⁽³⁾
- (13)(d) Amendment to Transfer Agency and Service Agreement, dated January 20, 2017.⁽³⁾
- (14)(a) Consent of Independent Auditor for the Registrant.⁽⁴⁾
- (14)(b) Consent of Independent Auditor for Diversified Real Asset Income Fund.⁽⁴⁾
- (15) Not applicable.
- (16)(a) Powers of Attorney, dated March 9 and 10, 2017.⁽³⁾
- (16)(b) Power of Attorney, dated July 3, 2017, is filed herewith.
- (17) Form of Proxy appears following the Joint Proxy Statement/Prospectus constituting Part A of the Registration Statement.⁽⁴⁾

- (1) Filed on January 26, 2012 with the Registrant's Registration Statement on Form N-2 (File No. 333-179180) and incorporated by reference herein.
- (2) Filed on March 23, 2012 with Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-2 (File No. 333-179180) and incorporated by reference herein.
- (3) Filed on March 16, 2017 with the Registrant's Registration Statement on Form N-14 (File No. 333-216753) and incorporated by reference herein.
- (4) Filed on April 24, 2017 with Pre-Effective Amendment No. 1 to the Registrant's Registration Statement on Form N-14 (File No. 333-216753) and incorporated by reference herein.

Item 17. Undertakings.

(1) The undersigned Registrant agrees that prior to any public reoffering of the securities registered through the use of a prospectus which is a part of this Registration Statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) of the Securities Act, the reoffering prospectus will contain the information called for by the applicable registration form for reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

(2) The undersigned Registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as a part of an amendment to the Registration Statement and will not be used until the amendment is effective, and that, in determining any liability under the Securities Act, each post-effective amendment shall be deemed to be a new Registration Statement for the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering of them.

SIGNATURES

As required by the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed on behalf of the Registrant, in the City of Chicago and the State of Illinois, on the 29th day of November, 2017.

Nuveen Real Asset Income and Growth Fund

By: /s/ Gifford R. Zimmerman
 Gifford R. Zimmerman
 Vice President and Secretary

As required by the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registrant's Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
/s/ Cedric H. Antosiewicz Cedric H. Antosiewicz	Chief Administrative Officer (principal executive officer)	November 29, 2017
/s/ Stephen D. Foy Stephen D. Foy	Vice President and Controller (principal financial and accounting officer)	November 29, 2017
William J. Schneider*	Chairman of the Board and Trustee)
Margo L. Cook*	Trustee)
Jack B. Evans*	Trustee)
William C. Hunter*	Trustee)
David J. Kundert*	Trustee)
Albin F. Moschner*	Trustee)
John K. Nelson*	Trustee)
Judith M. Stockdale*	Trustee)
Carole E. Stone*	Trustee)
Terence J. Toth*	Trustee)
Margaret L. Wolff*	Trustee)
Robert L. Young**	Trustee)

By: /s/ Gifford R. Zimmerman
 Gifford R. Zimmerman
 Attorney-in-Fact
 November 29, 2017

* An original power of attorney authorizing, among others, Mark L. Winget, Kevin J. McCarthy and Gifford R. Zimmerman, to execute this Registration Statement, and amendments thereto, is filed, has been executed and is incorporated by reference herein.

** An original power of attorney authorizing, among others, Mark L. Winget, Kevin J. McCarthy and Gifford R. Zimmerman, to execute this Registration Statement, and amendments thereto, has been executed and is filed herewith as Exhibit (16)(b).

EXHIBIT INDEX

Exhibit No.	Name of Exhibit
(4)	Agreement and Plan of Reorganization, dated April 27, 2017.
(12)	Opinion and Consent of Vedder Price P.C. supporting the tax matters discussed in the Joint Proxy Statement/Prospectus.
(16)(b)	Power of Attorney, dated July 3, 2017.