

Edgar Filing: FIRST TRUST STRATEGIC HIGH INCOME FUND - Form N-8F/A

FIRST TRUST STRATEGIC HIGH INCOME FUND

Form N-8F/A

December 16, 2011

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

FORM N-8F

APPLICATION FOR DEREGISTRATION OF CERTAIN REGISTERED INVESTMENT COMPANIES

I. GENERAL IDENTIFYING INFORMATION

1. Reason fund is applying to deregister (check only one; for descriptions, see Instruction 1 above):

MERGER

LIQUIDATION

ABANDONMENT OF REGISTRATION

(Note: Abandonments of Registration answer only questions I through 15, 24 and 25 of this form and complete verification at the end of the form.)

Election of status as a BUSINESS DEVELOPMENT COMPANY

(Note: Business Development Companies answer only questions 1 through 10 of this form and complete verification at the end of the form.)

2. Name of fund:

First Trust Strategic High Income Fund

3. Securities and Exchange Commission File No.: 811-21756

4. Is this an initial Form N-8F or an amendment to a previously filed Form N-8F?

Initial Application

Amendment

5. Address of Principal Executive Office (include No. & Street, City, State, Zip Code):

120 East Liberty Drive
Suite 400
Wheaton, Illinois 60187

6. Name, address, and telephone number of individual the Commission staff should contact with any questions regarding this form:

Walter Draney, Esq.
Chapman and Cutler LLP
111 West Monroe Street
Chicago, Illinois 60603
(312) 845-3273

7. Name, address and telephone number of individual or entity responsible for maintenance and preservation of fund records in accordance with rules 31a-1 and 31a-2 under the Act [17 CFR 270.31a-1, .31a-2]:

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First Trust Advisors L.P.
120 East Liberty Drive
Suite 400
Wheaton, Illinois 60187
(630) 765-8000

NOTE: Once deregistered, a fund is still required to maintain and preserve the records described in rules 31a-1 and 31a-2 for the periods specified in those rules.

8. Classification of fund (check only one):

- Management company;
- Unit investment trust; or
- Face-amount certificate company.

9. Subclassification if the fund is a management company (check only one):

- Open-end Closed-end

10. State law under which the fund was organized or formed (e.g., Delaware, Massachusetts):

Massachusetts

11. Provide the name and address of each investment adviser of the fund (including sub-advisers) during the last five years, even if the fund's contracts with those advisers have been terminated:

First Trust Advisors L.P.
120 East Liberty Drive
Suite 400
Wheaton, Illinois 60187

Brookfield Investment Management Inc. (formerly Hyperion
Brookfield Asset Management, Inc.)
Three World Financial Center
200 Vesey Street, 10th Floor
New York, New York 10281

Valhalla Capital Partners, LLC
501 South Fourth Street
Louisville, Kentucky 40202

12. Provide the name and address of each principal underwriter of the fund during the last five years, even if the fund's contracts with those underwriters have been terminated:

The Fund has not made a public offering of its securities during the last five years and does not propose to make a public offering or engage in business of any kind.

13. If the fund is a unit investment trust ("UIT") provide:

- (a) Depositor's name(s) and address(es):
- (b) Trustee's name(s) and address(es):

14. Is there a UIT registered under the Act that served as a vehicle for

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investment in the fund (e.g., an insurance company separate account)?

Yes No

If Yes, for each UIT state:

Name(s):

File No.: 811-_____

Business Address:

15. (a) Did the fund obtain approval from the board of directors concerning the decision to engage in a Merger, Liquidation or Abandonment of Registration?

Yes No

If Yes, state the date on which the board vote took place:

April 18, 2011

If No, explain:

(b) Did the fund obtain approval from the shareholders concerning the decision to engage in a Merger, Liquidation or Abandonment of Registration?

Yes No

If Yes, state the date on which the shareholder vote took place:

August 8, 2011

If No, explain:

II. DISTRIBUTIONS TO SHAREHOLDERS

16. Has the fund distributed any assets to its shareholders in connection with the Merger or Liquidation?

Yes No

(a) If Yes, list the date(s) on which the fund made those distributions:

October 3, 2011

(b) Were the distributions made on the basis of net assets?

Yes No

(c) Were the distributions made pro rata based on share ownership?

Yes No

(d) If No to (b) or (c) above, describe the method of distributions to shareholders. For Mergers, provide the exchange ratio(s) used and explain how it was calculated:

The common shares of First Trust Strategic High Income Fund (the "Target Fund") were converted into common shares of First Trust Strategic High Income Fund II (the "Acquiring Fund") at a ratio of

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0.745047 to 1. The exchange ration was calculated by dividing the 9/30/11 NAV of the Target Fund by the 9/30/11 NAV of the Acquiring Fund.

(e) Liquidations only:

Were any distributions to shareholders made in kind?

Yes No

If Yes, indicate the percentage of fund shares owned by affiliates, or any other affiliation of shareholders:

17. Closed-end funds only:

Has the fund issued senior securities?

Yes No

If Yes, describe the method of calculating payments to senior securityholders and distributions to other shareholders:

18. Has the fund distributed all of its assets to the fund's shareholders?

Yes No

If No,

(a) How many shareholders does the fund have as of the date this form is filed?

(b) Describe the relationship of each remaining shareholder to the fund:

19. Are there any shareholders who have not yet received distributions in complete liquidation of their interests?

Yes No

If Yes, describe briefly the plans (if any) for distributing to, or preserving the interests of, those shareholders:

III. ASSETS AND LIABILITIES

20. Does the fund have any assets as of the date this form is filed? (See question 18 above)

Yes No

If Yes,

(a) Describe the type and amount of each asset retained by the fund as of the date this form is filed:

(b) Why has the fund retained the remaining assets?

(c) Will the remaining assets be invested in securities?

Yes No

21. Does the fund have any outstanding debts (other than face-amount certificates if the fund is a face-amount certificate company) or any other liabilities?

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Yes No

If Yes,

(a) Describe the type and amount of each debt or other liability:

(b) How does the fund intend to pay these outstanding debts or other liabilities?

IV. INFORMATION ABOUT EVENT(S) LEADING TO REQUEST FOR DEREGISTRATION

22. (a) List the expenses incurred in connection with the Merger or Liquidation:

(i) Legal expenses:	approximately \$243,199.0
(ii) Accounting expenses:	\$11,500.0
(iii) Other expenses (list and identify separately):	
Printing expenses	\$77,250.0
Proxy costs	\$121,509.0
SEC fees	\$ 9,494.0
Miscellaneous	\$52,548.0
(iv) Total expenses (sum of lines (i)-(iii) above):	approximately \$515,500.0

(b) How were those expenses allocated?

Total expenses of approximately \$515,500.00 were allocated among the funds participating in a transaction whereby First Trust Strategic High Income Fund I and First Trust Strategic High Income Fund III each reorganized with and into First Trust Strategic High Income Fund II. The total expenses were allocated among each of these three funds on a pro rata basis, based upon the net asset value of each fund prior to the closing date of the reorganization.

(c) Who paid those expenses?

All applicable expenses were paid out of the net assets of each Fund prior to the closing date of the reorganization.

(d) How did the fund pay for unamortized expenses (if any)?

Not Applicable

23. Has the fund previously filed an application for an order of the Commission regarding the Merger or Liquidation?

Yes No

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If Yes, cite the release numbers of the Commission's notice and order or, if no notice or order has been issued, the file number and date the application was filed:

V. CONCLUSION OF FUND BUSINESS

24. Is the fund a party to any litigation or administrative proceeding?

Yes No

If Yes, describe the nature of any litigation or proceeding and the position taken by the fund in that litigation:

25. Is the fund now engaged, or intending to engage, in any business activities other than those necessary for winding up its affairs?

Yes No

If Yes, describe the nature and extent of those activities:

VI. MERGERS ONLY

26. (a) State the name of the fund surviving the Merger:

First Trust Strategic High Income Fund II

(b) State the Investment Company Act file number of the fund surviving the Merger:

811-21842

(c) If the merger or reorganization agreement has been filed with the Commission, state the file number(s), form type used and date the agreement was filed:

The Agreement and Plan of Reorganization has been filed with the Commission on Form N-14 on May 16, 2011 for file number 333-174259.

(d) If the merger or reorganization agreement has not been filed with the Commission, provide a copy of the agreement as an exhibit to this form.

* * *

VERIFICATION

The undersigned states that (i) he or she has executed this Form N-8F application for an order under section 8(f) of the Investment Company Act of 1940 on behalf of First Trust Strategic High Income Fund, (ii) he or she is the President of First Trust Strategic High Income Fund, and (iii) all actions by shareholders, directors, and any other body necessary to authorize the undersigned to execute and file this Form N-8F application have been taken. The undersigned also states that the facts set forth in this Form N-8F application are true to the best of his or her knowledge, information, and belief.

FIRST TRUST STRATEGIC HIGH INCOME FUND

By /s/ James A. Bowen

James A. Bowen, President