

ALPINE TOTAL DYNAMIC DIVIDEND FUND  
Form SC 13G  
February 10, 2017

---

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

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No.   )\*

**Alpine Total Dynamic Dividend Fund**

(Name of Issuer)

**Common Stock**

(Title of Class of Securities)

**021060207**

(CUSIP Number)

**February 3, 2017**

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

---

**SCHEDULE 13G**

<b>CUSIP No.</b> 021060207
----------------------------

**1 Names of Reporting Persons**

Saba Capital Management, L.P.

**2 Check the appropriate box if a member of a Group (see instructions)**

(a)

(b)

**3 Sec Use Only**

**4 Citizenship or Place of Organization**

Delaware

**5 Sole Voting Power**

Number of Shares -0-

**6 Shared Voting Power**

Beneficially

Owned by Each 6,069,822

**7 Sole Dispositive Power**

With:

-0-

**8 Shared Dispositive Power**

6,069,822

**9 Aggregate Amount Beneficially Owned by Each Reporting Person**

6,069,822

**10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)**

**11 Percent of class represented by amount in row (9)**

5.64%

**12 Type of Reporting Person (See Instructions)**

PN; IA

The percentages used herein are calculated based upon 107,593,339 shares of common stock outstanding as of 10/31/2016, as disclosed in the company's Certified Shareholder Report Form N-CSR filed 1/03/2017

Page 2 of 6

---

**SCHEDULE 13G**

<b>CUSIP No.</b> 021060207
----------------------------

**1 Names of Reporting Persons**

Boaz R. Weinstein

**2 Check the appropriate box if a member of a Group (see instructions)**

(a)

(b)

**3 Sec Use Only**

**4 Citizenship or Place of Organization**

United States

**5 Sole Voting Power**

Number of Shares -0-

**6 Shared Voting Power**

Beneficially

Owned by Each 6,069,822

**7 Sole Dispositive Power**

With:

-0-

**8 Shared Dispositive Power**

6,069,822

**9 Aggregate Amount Beneficially Owned by Each Reporting Person**

6,069,822

**10 Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)**

**11 Percent of class represented by amount in row (9)**

5.64%

**12 Type of Reporting Person (See Instructions)**

IN

The percentages used herein are calculated based upon 107,593,339 shares of common stock outstanding as of 10/31/2016, as disclosed in the company's Certified Shareholder Report Form N-CSR filed 1/03/2017

Page 3 of 6

---

**Item 1.**

(a) **Name of Issuer:** Alpine Total Dynamic Dividend Fund

(b) **Address of Issuer's Principal Executive Offices:** 2500 Westchester Ave, Suite 215, Purchase, NY 10577

**Item 2.**

(a) **Name of Person Filing:** This statement is being jointly filed by Saba Capital Management, L.P., a Delaware limited partnership ("Saba Capital") and Mr. Boaz R. Weinstein (together, the "Reporting Persons") with respect to the ownership of the shares of Common Stock (as defined in Item 2(d)) by Saba Capital Master Fund Ltd. ("SCMF"), Saba II AIV, L.P.. ("SIIAIV"), Saba Capital Leveraged Master Fund Ltd. ("SCLMF"), Saba Capital Series LLC Series 1 ("SCS"), Saba Capital CEF Opportunities 1, Ltd. ("SCEF1"), and Saba Capital CEF Opportunities 2, Ltd. ("SCEF2")

The Reporting Persons have entered into a Joint Filing Agreement, dated February 10, 2017, pursuant to which the Reporting Persons have agreed to file this statement and any subsequent amendments hereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

The filing of this statement should not be construed as an admission that any of the forgoing persons or the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

(b) **Address of Principal Business Office or, if None, Residence:**

The address of the business office of Saba Capital and Mr. Weinstein is 405 Lexington Avenue, 58th Floor, New York, New York 10174.

(c) **Citizenship:** Saba Capital is organized as a limited partnership under the laws of the State of Delaware. Mr. Weinstein is a citizen of the United States.

(d) **Title and Class of Securities:** Common stock (the "Common Stock").

(e) **CUSIP No.:** 021060207

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

---

- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

**Item 4. Ownership**

- (a) **Amount Beneficially Owned:** The information required by Items 4(a) - (c) is set forth in Rows (5) - (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

**Item 5. Ownership of Five Percent or Less of a Class. N/A**

**Item 6. Ownership of more than Five Percent on Behalf of Another Person. N/A**

**Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person. N/A**

**Item 8. Identification and classification of members of the group. N/A**

**Item 9. Notice of Dissolution of Group. N/A**

**Item 10. Certifications.**

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 2/10/2017

/s/ Signature Michael D Angelo

Name: Michael D Angelo

Title: Chief Compliance Officer

Boaz R. Weinstein

By: Michael D Angelo

Title: Attorney-in-fact\*\*\*

\*\*\* Pursuant to a Power of Attorney dated as of November 16, 2015