

Edgar Filing: First Trust Intermediate Duration Preferred & Income Fund - Form N-2MEF

First Trust Intermediate Duration Preferred & Income Fund  
Form N-2MEF  
May 23, 2013

As filed with the Securities and Exchange Commission on May 23, 2013

1933 Act File No. 333-\_\_\_\_\_  
1940 Act File No. 811-22795

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-2

(Check appropriate box or boxes)

- REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
 Pre-Effective Amendment No.  
 Post-Effective Amendment No. \_

and

- REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940  
 Amendment No. 4

First Trust Intermediate Duration Preferred & Income Fund  
Exact Name of Registrant as Specified in Declaration of Trust

120 East Liberty Drive, Suite 400, Wheaton, Illinois 60187  
Address of Principal Executive Offices (Number, Street, City, State, Zip Code)

(630) 765-8000  
Registrant's Telephone Number, including Area Code

W. Scott Jardine, Esq.  
First Trust Portfolios L.P.  
120 East Liberty Drive, Suite 400  
Wheaton, Illinois 60187

Name and Address (Number, Street, City, State, Zip Code) of Agent for Service

Copies of Communications to:

Eric F. Fess, Esq.  
Chapman and Cutler LLP  
111 West Monroe Street  
Chicago, Illinois 60603

David E. Wohl  
Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153

Approximate Date of Proposed Public Offering: As soon as practicable after the

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effective date of this Registration Statement

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If any of the securities being registered on this form are offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box. [ ]

It is proposed that this filing will become effective (check appropriate box)

[ ] when declared effective pursuant to section 8(c)

If appropriate, check the following box:

[ ] This post-effective amendment designates a new effective date for a previously filed registration statement.

[X] This form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act and the Securities Act registration statement number of the earlier effective registration statement for the same offering is 333-186412

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CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

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Title of Securities Being Registered	Amount Being Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)
Common Shares, \$0.01 par value	5,219,007	\$25.00	\$130,475,175

(1) All of which may be purchased pursuant to an over-allotment option of 8,419,007 shares granted by the Registrant to the Underwriters.

(2) Estimated solely for the purpose of determining the registration fee.

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EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form N-2 (Reg. No. 333-186412) filed by First Trust Intermediate Duration Preferred & Income Fund (the "Registrant") with the Securities and

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Exchange Commission, declared effective May 23, 2013, are incorporated herein by reference. On May 23, 2013, the Registrant registered 60,000,000 common shares in Pre-Effective Amendment No. 3 to the Registrant's Registration Statement filed on Form N-2. When the common shares previously registered are combined with the common shares registered herein, the total number of shares registered by the Registrant is 65,219,007 shares. Any required consents are listed on an Exhibit Index attached hereto and are filed herewith.

### PART C - OTHER INFORMATION

#### Item 25: Financial Statements and Exhibits

##### 1. Financial Statements:

Registrant has not conducted any business as of the date of this filing, other than in connection with its organization. Financial Statements indicating that the Registrant has met the net worth requirements of Section 14(a) of the Investment Company Act of 1940 were filed with Pre-effective Amendment No. 2 to the Registration Statement on Form N-2 (File No. 333-186412).

##### 2. Exhibits:

- a. Declaration of Trust dated January 28, 2013. (1)
- b. By-Laws of Fund. (3)
- c. None.
- d. None.
- e. Terms and Conditions of the Dividend Reinvestment Plan. (4)
- f. None.
- g.1 Form of Investment Management Agreement between Registrant and First Trust Advisors L.P. (3)
- g.2 Form of Sub-Advisory Agreement between Registrant, First Trust Advisors L.P. and Stonebridge Advisors LLC. (3)
- h.1 Form of Underwriting Agreement. (3)
- h.2 Form of Master Agreement Among Underwriters. (3)
- h.3 Form of Master Selected Dealers Agreement. (3)
- i. None.
- j. Form of Custodian Agreement between Registrant and Fund Custodian. (3)
- k.1 Form of Transfer Agency and Service Agreement between Registrant and Fund Transfer Agent. (3)
- k.2 Form of Administrative Agency Agreement. (3)
- k.3 Form of Structuring Fee Agreement with Morgan Stanley & Co. LLC. (3)

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- k.4 Form of Syndication Fee Agreement with Morgan Stanley & Co. LLC. (3)
  - k.5 Form of Structuring Fee Agreement with Citigroup Global Markets Inc. (3)
  - k.6 Form of Structuring Fee Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated. (3)
  - k.7 Form of Structuring Fee Agreement with RBC Capital Markets, LLC. (3)
  - k.8 Form of Structuring Fee Agreement with Oppenheimer & Co. Inc. (3)
  - k.9 Form of Structuring Fee Agreement with Comerica Securities, Inc. (3)
  - k.10 Form of Fee Agreement with Pershing LLC. (3)
  - k.11 Form of Structuring Fee Agreement with Sterne, Agee & Leach, Inc. (3)
  - k.12 Form of Structuring Fee Agreement with Janney Montgomery Scott LLC. (3)
  - k.13 Form of Structuring Fee Agreement with J.J.B. Hilliard, W.L. Lyons LLC. (3)
  - k.14 Form of Structuring Fee Agreement with Southwest Securities. (3)
  - k.15 Form of Structuring Fee Agreement with BB&T Capital Markets, a division of BB&T Securities, LLC. (3)
  - k.16 Form of Structuring Fee Agreement with qualifying underwriters. (3)
  - l.1 Opinion and consent of Chapman and Cutler LLP. (4)
  - l.2 Opinion and consent of Bingham McCutchen LLP. (4)
  - m. None.
  - n. Consent of Independent Registered Public Accounting Firm. (4)
  - o. None.
  - p. Subscription Agreement between Registrant and First Trust Advisors L.P. (3)
  - q. None.
  - r.1 Code of Ethics of Registrant. (3)
  - r.2 Code of Ethics of First Trust Portfolios L.P. (3)
  - r.3 Code of Ethics of First Trust Advisors L.P. (3)
  
  - r.4. Code of Ethics of Stonebridge Advisors LLC. (3)
  - s. Powers of Attorney. (2)
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- (1) Filed on February 4, 2013 as Exhibit a. to Registrant's Registration Statement on Form N-2 (File No. 333-186412) and incorporated herein by reference.
- (2) Filed on April 5, 2013 as Exhibit s. to Registrant's Registration Statement on Form N-2 (File No. 333-186412) and incorporated herein by reference.
- (3) Filed on May 23, 2013 in Pre-Effective Amendment No. 3 to Registrant's Registration Statement on Form N-2 (File No. 333-186412) and incorporated herein by reference.
- (4) Filed herewith.

### Item 26: Marketing Arrangements

See the Form of Underwriting Agreement, the Form of Master Agreement Among Underwriters, the Form of Master Selected Dealers Agreement, the Form of Structuring Fee Agreement of Morgan Stanley & Co. LLC, the Form of Syndication Fee Agreement of Morgan Stanley & Co. LLC, the Form of Structuring Fee Agreement of Citigroup Global Markets Inc., the Form of Structuring Fee Agreement of Merrill Lynch, Pierce, Fenner & Smith Incorporated, the Form of Structuring Fee Agreement of RBC Capital Markets, LLC, the Form of Structuring Fee Agreement of Oppenheimer & Co. Inc., the Form of Structuring Fee Agreement of Comerica Securities, Inc., the Form of Fee Agreement of Pershing LLC, the Form of Structuring Fee Agreement of Sterne, Agee & Leach, Inc., the Form of Structuring Fee Agreement with Janney Montgomery Scott LLC, the Form of Structuring Fee Agreement with J.J.B. Hilliard, W.L. Lyons LLC, the Form of Structuring Fee Agreement with Southwest Securities, the Form of Structuring Fee Agreement with BB&T Capital Markets, a division of BB&T Securities, LLC and the Form of Structuring Fee Agreement with qualifying underwriters filed as Exhibit (h) (1), Exhibit (h) (2), Exhibit (h) (3), Exhibit (k) (3), Exhibit (k) (4), Exhibit (k) (5), Exhibit (k) (6), Exhibit (k) (7), Exhibit (k) (8), Exhibit (k) (9), Exhibit (k) (10), Exhibit (k) (11), Exhibit (k) (12), Exhibit (k) (13), Exhibit (k) (14), Exhibit (k) (15), and Exhibit (k) (16), respectively, to Registrant's Registration Statement on Form N-2 (File No. 333-186412).

### Item 27: Other Expenses of Issuance and Distribution

Securities and Exchange Commission Fees	\$ 222,400
Financial Industry Regulatory Authority, Inc. Fees	\$ 225,500
Printing and Engraving Expenses	\$ 200,000
Legal Fees	\$ 800,000
Listing Fees	\$ 40,000
Accounting Expenses	\$ 20,500
Blue Sky Filing Fees and Expenses	\$ --
Miscellaneous Expenses	\$ 309,400
Total	\$1,817,800

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Item 28: Persons Controlled by or under Common Control with Registrant

Not applicable.

Item 29: Number of Holders of Securities

At May 23, 2013

Title of Class	Number of Record Holders
Common Shares, \$0.01 par value	1

Item 30: Indemnification

Section 9.5 of the Registrant's Declaration of Trust provides as follows:

Indemnification and Advancement of Expenses. Subject to the exceptions and limitations contained in this Section 9.5, every person who is, or has been, a Trustee, officer or employee 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 to the extent such indemnification is prohibited by applicable federal law.

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.

Subject to applicable federal 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 9.5 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 9.5.

To the extent that any determination is required to be made as to whether a Covered Person engaged in conduct for which indemnification is not provided as described herein, or as to whether there is reason to believe that a Covered Person ultimately will be found entitled to indemnification, the Person or Persons making the determination shall afford the Covered Person a rebuttable presumption that the Covered Person has not engaged in such conduct and that there is reason to believe that the Covered Person ultimately will be found entitled to indemnification.

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As used in this Section 9.5, the words "claim," "action," "suit" or "proceeding" shall apply to all claims, demands, actions, suits, investigations, regulatory inquiries, proceedings or any other occurrence of a similar nature, whether actual or threatened and whether civil, criminal, administrative or other, including appeals, and the words "liability" and "expenses" shall include without limitation, attorneys' fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities.

Section 8 of the Form of Underwriting Agreement filed as Exhibit (h)(1) to this Registration Statement provides for each of the parties thereto, including the Registrant and the underwriters, to indemnify the others, their directors, officers, agents, affiliates and persons who control them against certain

liabilities in connection with the offering described herein, including liabilities under the federal securities laws.

### Item 31: Business and Other Connections of Investment Advisers

The information in the Statement of Additional Information under the captions "Management of the Fund - Trustees and Officers" and "Sub-Advisor," and the Form ADV of Stonebridge Advisors LLC (File No. 801-63899) filed with the Commission are hereby incorporated by reference.

### Item 32: Location of Accounts and Records.

First Trust Advisors L.P. maintains the Declaration of Trust, By-Laws, minutes of trustees and shareholders meetings and contracts of the Registrant, all advisory material of the investment adviser, all general and subsidiary ledgers, journals, trial balances, records of all portfolio purchases and sales, and all other required records.

### Item 33: Management Services

Not applicable.

### Item 34: Undertakings

1. Registrant undertakes to suspend the offering of its shares until it amends its prospectus if (1) subsequent to the effective date of its Registration Statement, the net asset value declines more than 10 percent from its net asset value as of the effective date of the Registration Statement, or (2) the net asset value increases to an amount greater than its net proceeds as stated in the prospectus.
2. Not applicable.
3. Not applicable.
4. Not applicable.
5. The Registrant undertakes that:

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- a. For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of a registration statement in reliance upon Rule 430A and contained in the form of prospectus filed by the Registrant under Rule 497(h) under the Securities Act of 1933 shall be deemed to be part of the Registration Statement as of the time it was declared effective; and
  - b. For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering thereof.
6. The Registrant undertakes to send by first class mail or other means designed to ensure equally prompt delivery, within two business days of receipt of a written or oral request, any Statement of Additional Information.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in this City of Wheaton, and State of Illinois, on the 23rd day of May, 2013.

FIRST TRUST INTERMEDIATE DURATION  
PREFERRED & INCOME FUND

By: /s/ Mark R. Bradley  
-----  
Mark R. Bradley, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

----- Signature -----	----- Title -----	----- Date -----
/s/ Mark R. Bradley ----- Mark R. Bradley -----	President and Chief Executive Officer (Principal Executive Officer)	May 23, 2013
-----	Chief Financial Officer, Chief	May 23, 2013



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/s/ James M. Dykas ----- James M. Dykas -----	Accounting Officer and Treasurer (Principal Financial and Accounting Officer) -----	
James A. Bowen(1) -----	Chairman of the Board and Trustee ) -----	
Richard E. Erickson(1) -----	Trustee ) -----	By: /s/ W. Scott Ja
Thomas R. Kadlec(1) -----	Trustee ) -----	W. Scott J
Robert F. Keith(1) -----	Trustee ) -----	Attorney-I
Niel B. Nielson(1) -----	Trustee ) -----	May 23, 20

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(1) Original powers of attorney authorizing James A. Bowen, Mark R. Bradley, W. Scott Jardine, Kristi A. Maher and Eric F. Fess to execute Registrant's Registration Statement, and Amendments thereto, for each of the trustees of the Registrant on whose behalf this Registration Statement is filed, were previously executed and are filed as Exhibit s. to the Registrant's Registration Statement on Form N-2 (File No. 333-186412).

INDEX TO EXHIBITS

- e. Terms and Conditions of the Dividend Reinvestment Plan.
- 1.1 Opinion and consent of Chapman and Cutler LLP.
- 1.2 Opinion and consent of Bingham McCutchen LLP.
- n. Consent of Independent Registered Public Accounting Firm.