

Ellsworth Growth and Income Fund Ltd.

Annual Report — September 30, 2017

(Y)our Portfolio Management Team



Thomas H. Dinsmore, CFA Jane D. O'Keeffe James A. Dinsmore, CFA

To Our Shareholders,

For the fiscal year ended September 30, 2017, the net asset value (“NAV”) total return of the Ellsworth Growth and Income Fund Ltd. was 10.9%, compared with total returns of 14.3% and 7.7% for the Bank of America Merrill Lynch U.S. Convertibles Index and the Bloomberg Barclays Balanced U.S. Convertibles Index, respectively. The total return for the Fund’s publicly traded shares was 18.9%. The Fund’s NAV per share was \$10.18, while the price of the publicly traded shares closed at \$9.26 on the NYSE American. See below for additional performance information.

Enclosed are the financial statements, including the schedule of investments, as of September 30, 2017.

Comparative Results

Average Annual Returns through September 30, 2017 (a)(b) (Unaudited)

	1 Year	3 Year	5 Year	10 Year	Since Inception (06/30/86)
Ellsworth Growth and Income Fund Ltd.					
NAV Total Return (c)	10.89%	6.78%	9.48%	5.77%	7.96%
Investment Total Return (d)	18.89	10.43	11.03	6.49	8.32
Bank of America Merrill Lynch U.S. Convertibles Index	14.30	6.82	11.01	6.82	N/A(e)
Bloomberg Barclays Balanced U.S. Convertibles Index	7.68	3.25	6.63	4.56	N/A(f)
Standard & Poor’s (“S&P”) 500 Index	18.61	10.81	14.22	7.44	10.14

- (a) Returns represent past performance and do not guarantee future results. Investment returns and the principal value of an investment will fluctuate. When shares are sold, they may be worth more or less than their original cost. Current performance may be lower or higher than the performance data presented. Visit www.gabelli.com for performance information as of the most recent month end. Returns would have been lower had Gabelli Funds, LLC (the “Adviser”) not reimbursed certain expenses of the Fund. Investors should carefully consider the investment objectives, risks, charges, and expenses of the Fund before investing. The Bank of America Merrill Lynch U.S. Convertibles Index is a market value weighted index of all dollar denominated convertible securities that are exchangeable into U.S. equities and have a market value of more than \$50 million. The Bloomberg Barclays Balanced U.S. Convertibles Index is a market value weighted index that tracks the performance of publicly placed, dollar denominated convertible securities that are between 40% and 80% sensitive to movements in their underlying common stocks. The S&P 500 Index is an unmanaged indicator of stock market performance. Dividends and interest income are considered reinvested. You cannot invest directly in an index.
- (b) The Fund’s fiscal year ends on September 30.
- (c) Total returns and average annual returns reflect changes in the NAV per share, reinvestment of distributions at NAV on the ex-dividend date for the period beginning November 2015, and are net of expenses. Total returns and average annual returns were not adjusted for the 2004 rights offering. For the period from December 2008 through October 2015, the distributions were reinvested on the payable date using market prices. From inception through November 2008, distributions were reinvested on the payable date using NAV. Since inception return is based on an initial NAV of \$9.30.
- (d) Total returns and average annual returns reflect changes in closing market values on the NYSE American and reinvestment of distributions. Total returns and average annual returns were not adjusted for the 2004 rights offering. Since inception return is based on an initial offering price of \$10.00.
- (e) The Bank of America Merrill Lynch U.S. Convertibles Index inception date is December 31, 1994.
- (f) The Bloomberg Barclays Balanced U.S. Convertibles Index inception date is January 1, 2003.

Summary of Portfolio Holdings (Unaudited)

The following table presents portfolio holdings as a percent of total investments as of September 30, 2017:

Ellsworth Growth and Income Fund Ltd.

Health Care	15.7%	Transportation	1.9%
U.S. Government Obligations	10.8%	Telecommunications	1.8%
Financial Services	10.6%	Consumer Services	1.8%
Computer Software and Services	10.3%	Entertainment	1.6%
Semiconductors	8.1%	Food and Beverage	1.2%
Real Estate Investment Trusts	7.6%	Building and Construction	1.0%
Energy and Utilities	7.5%	Automotive	0.7%
Diversified Industrial	3.9%	Wireless Communications	0.6%
Communications Equipment	3.5%	Agriculture	0.5%
Consumer Products	3.4%		
Business Services	2.8%		<u>100.0%</u>
Cable and Satellite	2.7%		
Aerospace	2.0%		

The Fund files a complete schedule of portfolio holdings with the Securities and Exchange Commission (the “SEC”) for the first and third quarters of each fiscal year on Form N-Q. Shareholders may obtain this information at www.gabelli.com or by calling the Fund at 800-GABELLI (800-422-3554). The Fund’s Form N-Q is available on the SEC’s website at www.sec.gov and may also be reviewed and copied at the SEC’s Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 800-SEC-0330.

Proxy Voting

The Fund files Form N-PX with its complete proxy voting record for the twelve months ended June 30, no later than August 31 of each year. A description of the Fund’s proxy voting policies, procedures, and how the Fund voted proxies relating to portfolio securities is available without charge, upon request, by (i) calling 800-GABELLI (800-422-3554); (ii) writing to The Gabelli Funds at One Corporate Center, Rye, NY 10580-1422; or (iii) visiting the SEC’s website at www.sec.gov.

Certifications

The Fund’s Chief Executive Officer has certified to the NYSE American that, as of June 9, 2017, he was not aware of any violation by the Fund of applicable NYSE American corporate governance listing standards. The Fund reports to the SEC on Form N-CSR which contains certifications by the Fund’s principal executive officer and principal financial officer that relate to the Fund’s disclosure in such reports and that are required by Rule 30a-2(a) under the 1940 Act.

Ellsworth Growth and Income Fund Ltd.
Schedule of Investments — September 30, 2017

Principal Amount		Cost	Market Value	Principal Amount		Cost	Market Value
	CONVERTIBLE CORPORATE BONDS — 52.7%						
	Aerospace — 2.0%			\$ 1,500,000	Synchronoss Technologies Inc., 0.750%, 08/15/19	\$ 1,516,221	\$ 1,284,375
\$ 1,000,000	Aerojet Rocketdyne Holdings Inc., 2.250%, 12/15/23(a)	\$ 1,033,247	\$ 1,494,375			<u>13,198,352</u>	<u>14,754,929</u>
1,638,000	Kaman Corp., 3.250%, 05/01/24(a)	<u>1,658,263</u>	<u>1,781,325</u>		Consumer Products — 1.9%		
		<u>2,691,510</u>	<u>3,275,700</u>	1,100,000	GoPro Inc., 3.500%, 04/15/22(a)	1,100,000	1,340,625
	Automotive — 0.7%			617,000	JAKKS Pacific Inc., 4.875%, 06/01/20(a)	651,180	483,574
1,000,000	Tesla Inc., 1.250%, 03/01/21	<u>902,721</u>	<u>1,128,750</u>	1,217,000	Wayfair Inc., 0.375%, 09/01/22(a)	<u>1,239,751</u>	<u>1,182,011</u>
	Business Services — 1.0%					<u>2,990,931</u>	<u>3,006,210</u>
1,135,000	Square Inc., 0.375%, 03/01/22(a)	<u>1,333,521</u>	<u>1,598,222</u>	1,000,000	Consumer Services — 1.8%		
	Cable and Satellite — 2.7%			1,000,000	Carriage Services Inc., 2.750%, 03/15/21	1,013,384	1,254,375
3,000,000	DISH Network Corp., 3.375%, 08/15/26	3,168,211	3,371,250	1,500,000	Extra Space Storage LP, 3.125%, 10/01/35(a)	<u>1,536,614</u>	<u>1,639,687</u>
1,525,000	Global Eagle Entertainment Inc., 3.250%, 02/15/35	<u>999,315</u>	<u>976,000</u>			<u>2,549,998</u>	<u>2,894,062</u>
		<u>4,167,526</u>	<u>4,347,250</u>		Diversified Industrial — 2.8%		
	Communications Equipment — 3.5%			1,800,000	Knowles Corp., 3.250%, 11/01/21	1,858,425	2,036,250
1,000,000	Harmonic Inc., 4.000%, 12/01/20	1,000,000	893,750	1,695,000	Team Inc., 5.000%, 08/01/23(a)	1,628,833	1,616,606
2,000,000	InterDigital Inc., 1.500%, 03/01/20	2,050,110	2,350,000	500,000	TimkenSteel Corp., 6.000%, 06/01/21	<u>508,693</u>	<u>784,687</u>
2,135,000	Lumentum Holdings Inc., 0.250%, 03/15/24(a)	<u>2,214,718</u>	<u>2,456,584</u>			<u>3,995,951</u>	<u>4,437,543</u>
		<u>5,264,828</u>	<u>5,700,334</u>		Energy and Utilities — 3.5%		
	Computer Software and Services — 9.2%			1,500,000	Cheniere Energy Inc., 4.250%, 03/15/45	963,760	1,046,250
2,500,000	CSG Systems International Inc., 4.250%, 03/15/36	2,606,235	2,684,375	1,500,000	Chesapeake Energy Corp., 5.500%, 09/15/26(a)	1,509,166	1,383,750
817,000	HubSpot Inc., 0.250%, 06/01/22(a)	817,829	906,359	258,000	Goodrich Petroleum Escrow Bond, Zero Coupon, 12/31/21†(a)(b)(c)(d)	0	0
502,000	IAC FinanceCo. Inc., 0.875%, 10/01/22(a)	519,024	523,649	667,000	Newpark Resources Inc., 4.000%, 12/01/21(a)	712,724	875,854
450,000	Maxwell Technologies Inc., 5.500%, 09/15/22(a)	450,000	457,313	2,150,000	SunPower Corp., 4.000%, 01/15/23	1,747,292	1,773,750
1,000,000	MercadoLibre Inc., 2.250%, 07/01/19	1,046,079	2,093,125	500,000	Weatherford International Ltd., 5.875%, 07/01/21	<u>506,209</u>	<u>547,188</u>
1,032,000	Nice Systems Inc., 1.250%, 01/15/24(a)	1,086,124	1,168,740			<u>5,439,151</u>	<u>5,626,792</u>
1,500,000	Proofpoint Inc., 0.750%, 06/15/20	1,561,577	1,881,563	1,500,000	Entertainment — 1.1%		
500,000	PROS Holdings Inc., 2.000%, 12/01/19	501,593	511,250	1,500,000	World Wrestling Entertainment Inc., 3.375%, 12/15/23(a)	1,567,708	1,724,063
1,700,000	2.000%, 06/01/47(a)	1,500,971	1,503,437				
1,491,000	RealPage Inc., 1.500%, 11/15/22(a)	1,592,699	1,740,743				

See accompanying notes to financial statements.

Ellsworth Growth and Income Fund Ltd.
Schedule of Investments (Continued) — September 30, 2017

Principal Amount		Cost	Market Value	Principal Amount		Cost	Market Value
Convertible Corporate Bonds (Continued)							
Financial Services — 2.3%							
\$ 1,000,000	Blackhawk Network Holdings Inc., 1.500%, 01/15/22	\$ 1,070,081	\$ 1,120,000	\$ 500,000	Advanced Micro Devices Inc., 2.125%, 09/01/26	\$ 514,721	\$ 886,875
	Encore Capital Group Inc., 3.000%, 07/01/20	853,967	1,148,750	2,000,000	Cypress Semiconductor Corp., 4.500%, 01/15/22	2,162,649	2,616,250
1,000,000	LendingTree Inc., 0.625%, 06/01/22(a)	<u>653,626</u>	<u>850,126</u>	2,250,000	Inphi Corp., 1.125%, 12/01/20	2,496,266	2,766,094
509,000		<u>3,081,228</u>	<u>3,707,089</u>	1,000,000	Microchip Technology Inc., 1.625%, 02/15/27(a)	997,802	1,219,375
641,000				1,000,000	Micron Technology Inc., 3.000%, 11/15/43	928,775	1,386,875
Health Care — 10.5%							
1,000,000	ANI Pharmaceuticals Inc., 3.000%, 12/01/19	1,073,060	1,090,000	1,180,000	Silicon Laboratories Inc., 1.375%, 03/01/22(a)	1,232,424	1,313,487
1,300,000	BioMarin Pharmaceutical Inc., 0.599%, 08/01/24	1,274,502	1,320,313	1,000,000	Teradyne Inc., 1.250%, 12/15/23(a)	<u>1,035,007</u>	<u>1,335,625</u>
500,000	Horizon Pharma Investment Ltd., 2.500%, 03/15/22	552,266	453,437			<u>9,367,644</u>	<u>11,524,581</u>
1,083,000	Intercept Pharmaceuticals Inc., 3.250%, 07/01/23	1,099,904	842,033	Transportation — 1.9%			
500,000	Invacare Corp., 4.500%, 06/01/22(a)	503,609	603,750	1,000,000	Air Transport Services Group Inc., 1.125%, 10/15/24(a)	1,015,982	1,035,625
1,000,000	Ironwood Pharmaceuticals Inc., 2.250%, 06/15/22	1,155,156	1,193,125	1,700,000	Atlas Air Worldwide Holdings Inc., 2.250%, 06/01/22	<u>1,699,083</u>	<u>2,059,125</u>
710,000	Jazz Investments I Ltd., 1.875%, 08/15/21	785,811	750,381			<u>2,715,065</u>	<u>3,094,750</u>
1,000,000	Molina Healthcare Inc., 1.625%, 08/15/44	1,074,940	1,257,500	TOTAL CONVERTIBLE CORPORATE BONDS			
1,171,000	Neurocrine Biosciences Inc., 2.250%, 05/15/24(a)	1,218,672	1,335,672			<u>76,851,700</u>	<u>84,781,954</u>
750,000	NuVasive Inc., 2.250%, 03/15/21	765,510	856,406	Shares			
1,200,000	Pacira Pharmaceuticals Inc., 2.375%, 04/01/22(a)	1,248,284	1,177,500	Convertible Preferred Stocks — 3.7%			
1,000,000	Sucampo Pharmaceuticals Inc., 3.250%, 12/15/21(a)	1,000,000	1,038,125	Agriculture — 0.5%			
1,500,000	Teladoc Inc., 3.000%, 12/15/22(a)	1,570,607	1,635,937	7,500	Bunge Ltd. 4.875%	<u>726,780</u>	<u>780,107</u>
750,000	Teligent Inc., 3.750%, 12/15/19	754,561	721,875	Business Services — 0.3%			
1,000,000	The Medicines Co., 2.750%, 07/15/23	1,047,283	1,056,250	711,039	Amerivon Holdings LLC, 4.000% (b)	1,294,693	433,734
1,000,000	Theravance Biopharma Inc., 3.250%, 11/01/23	1,000,000	1,229,375	272,728	Amerivon Holdings LLC, common equity units(b)	<u>0</u>	<u>16,364</u>
500,000	Vitamin Shoppe Inc., 2.250%, 12/01/20	<u>434,190</u>	<u>371,250</u>			<u>1,294,693</u>	<u>450,098</u>
		<u>16,558,355</u>	<u>16,932,929</u>	Financial Services — 2.1%			
Real Estate Investment Trusts — 0.6%							
1,000,000	Colony NorthStar Inc., 5.000%, 04/15/23	<u>1,027,211</u>	<u>1,028,750</u>	1,000	Bank of America Corp., 7.250%	872,030	1,301,470
				1,000	Huntington Bancshares, Inc., 8.500%	1,242,500	1,480,000
				500	Wells Fargo & Co., 7.500%	<u>437,200</u>	<u>657,500</u>
						<u>2,551,730</u>	<u>3,438,970</u>
				Real Estate Investment Trusts — 0.8%			
				20,000	Welltower Inc., 6.500%, Ser. I	<u>1,142,341</u>	<u>1,268,600</u>
				TOTAL CONVERTIBLE PREFERRED STOCKS			
						<u>5,715,544</u>	<u>5,937,775</u>

See accompanying notes to financial statements.

Ellsworth Growth and Income Fund Ltd.
Schedule of Investments (Continued) — September 30, 2017

<u>Shares</u>		<u>Cost</u>	<u>Market Value</u>	<u>Shares</u>		<u>Cost</u>	<u>Market Value</u>
	MANDATORY CONVERTIBLE SECURITIES (e) — 12.2%				TOTAL MANDATORY		
	Building and Construction — 1.0%				CONVERTIBLE SECURITIES	\$ 16,348,110	\$ 19,687,736
13,778	Stanley Black & Decker Inc., 5.375%, 05/15/20	\$ 1,466,311	\$ 1,579,648		COMMON STOCKS — 20.6%		
	Computer Software and Services — 0.4%				Business Services — 1.5%		
5,000	MTS Systems Corp., 8.750%, 07/01/19	507,603	602,600	5,000	Alliance Data Systems Corp.	1,070,395	1,107,750
	Diversified Industrial — 1.1%			20,000	PayPal Holdings Inc. †	818,351	1,280,600
30,100	Rexnord Corp., 5.750%, 11/15/19	1,549,480	1,752,121			1,888,746	2,388,350
	Energy and Utilities — 3.4%				Computer Software and Services — 0.7%		
15,000	Anadarko Petroleum Corp., 7.500%, 06/07/18	575,550	596,250	14,300	Microsoft Corp.	388,674	1,065,207
30,000	Dominion Energy, Inc., 6.750%, 08/15/19	1,473,596	1,522,500	23,352	Consumer Products — 1.5%		
8,600	DTE Energy Co., 6.500%, 10/01/19	433,800	468,270	24,000	Newell Brands Inc.	1,038,704	996,430
21,666	Hess Corp., 8.000%, 02/01/19	1,148,425	1,277,427		Unilever NV	1,015,518	1,416,960
25,000	NextEra Energy Inc., 6.371%, 09/01/18	1,246,875	1,657,750			2,054,222	2,413,390
	Financial Services — 3.8%				Energy and Utilities — 0.6%		
25,000	Alibaba - Mandatory Exchange Trust, 5.750%, 06/03/19 (a)	2,630,000	4,906,125	8,000	Chevron Corp.	871,279	940,000
24,000	New York Community Capital Trust V, 6.000%, 11/01/51	1,043,554	1,220,400	91	Goodrich Petroleum Corp. †	915	884
		3,673,554	6,126,525			872,194	940,884
	Health Care — 1.8%			7,500	Entertainment — 0.5%		
1,550	Allergan plc, 5.500%, 03/01/18	1,537,470	1,143,621		The Walt Disney Co.	227,391	739,275
31,573	Becton Dickinson and Co., 6.125%, 05/01/20	1,676,249	1,744,724	132,068	Financial Services — 2.4%		
		3,213,719	2,888,345		BlackRock Capital Investment Corp.	1,147,541	990,510
	Telecommunications — 0.1%			24,546	Citigroup Inc.	1,515,620	1,785,476
11,289	Frontier Communications Corp., 11.125%, 06/29/18	485,797	217,200	36,434	Synchrony Financial	1,003,121	1,131,276
	Wireless Communications — 0.6%					3,666,282	3,907,262
10,000	T-Mobile US Inc., 5.500%, 12/15/17	573,400	999,100		Food and Beverage — 1.2%		
					B&G Foods Inc.	885,580	955,500
					Conagra Brands Inc.	744,389	1,012,200
						1,629,969	1,967,700
					Health Care — 3.4%		
				15,000	AbbVie Inc.	623,329	1,332,900
				15,000	Eli Lilly & Co.	800,268	1,283,100
				22,651	Merck & Co. Inc.	839,335	1,450,344
				40,000	Pfizer Inc.	923,760	1,428,000
						3,186,692	5,494,344
					Real Estate Investment Trusts — 6.2%		
				15,000	American Tower Corp.	1,342,800	2,050,200
				16,100	Crown Castle International Corp.	1,276,059	1,609,678
				7,000	Equinix Inc.	1,828,368	3,124,100
				58,700	Invesco Mortgage Capital Inc.	899,407	1,005,531
				15,000	SBA Communications Corp. †	1,470,771	2,160,750
						6,817,405	9,950,259
					Semiconductors — 0.9%		
				40,000	Intel Corp.	937,400	1,523,200
				40,000	Telecommunications — 1.7%		
					AT&T Inc.	1,202,897	1,566,800

See accompanying notes to financial statements.

Ellsworth Growth and Income Fund Ltd.
Schedule of Investments (Continued) — September 30, 2017

<u>Shares</u>		<u>Cost</u>	<u>Market Value</u>
	COMMON STOCKS (Continued)		
	Telecommunications (Continued)		
25,000	Verizon Communications Inc.....	\$ 937,353	\$ 1,237,250
		<u>2,140,250</u>	<u>2,804,050</u>
	TOTAL COMMON STOCKS	<u>23,809,225</u>	<u>33,193,921</u>
	WARRANTS — 0.0%		
	Energy and Utilities — 0.0%		
781	Goodrich Petroleum Corp., expire 10/12/26†(b)	0	0
	U.S. GOVERNMENT OBLIGATIONS — 10.8%		
	U.S. Treasury Bills, 0.992% to 1.012%††, 12/14/17 to 12/21/17	<u>17,348,865</u>	<u>17,351,348</u>
	TOTAL INVESTMENTS — 100.0%	<u>\$140,073,444</u>	160,952,734
	Other Assets and Liabilities (Net)		66,847
	PREFERRED STOCK (1,200,000 preferred shares outstanding)		(30,000,000)
	NET ASSETS (12,869,252 common shares outstanding).....		<u>\$131,015,206</u>
	NET ASSET VALUE PER SHARE (\$131,015,206 ÷ 12,869,252 shares outstanding).....		<u>\$ 10.18</u>

- (a) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. This security may be resold in transactions exempt from registration, normally to qualified institutional buyers. At September 30, 2017, the market value of the Rule 144A security amounted to \$40,916,477 or 25.42% of total investments.
- (b) Security is valued using significant unobservable inputs and is classified as Level 3 in the fair value hierarchy.
- (c) At September 30, 2017, the Fund held an investment in a restricted and illiquid security amounting to \$0 or 0% of the Fund's total investments, which was valued under methods approved by the Board of Trustees as follows:

<u>Acquisition Principal Amount</u>	<u>Issuer</u>	<u>Acquisition Date</u>	<u>Acquisition Cost</u>	<u>09/30/17 Carrying Value Per Bond</u>
\$258,000	Goodrich Petroleum Escrow Bond, Zero Coupon, 12/31/21	12/14/16	\$0	\$0.00

- (d) Security in default.
- (e) Mandatory convertible securities are required to be converted on the dates listed; they generally may be converted prior to these dates at the option of the holder.
- † Non-income producing security.
- †† Represents annualized yield at date of purchase.

See accompanying notes to financial statements.

Ellsworth Growth and Income Fund Ltd.

Statement of Assets and Liabilities September 30, 2017

Assets:	
Investments, at value (cost \$140,073,444)	\$160,952,734
Cash	339,764
Dividends and interest receivable	630,432
Deferred offering expense	24,158
Prepaid expenses	448
Total Assets	<u>161,947,536</u>
Liabilities:	
Distributions payable	56,875
Payable for investments purchased	519,043
Payable for preferred offering expenses	149,646
Payable for investment advisory fees	85,535
Payable for payroll expenses	25,479
Payable for accounting fees	11,250
Other accrued expenses	84,502
Total Liabilities	<u>932,330</u>
Preferred Shares:	
Series A Cumulative Preferred Shares (5.250%, \$25 liquidation value, \$0.01 par value, unlimited shares authorized with 1,200,000 shares issued and outstanding)	30,000,000
Net Assets Attributable to Common Shareholders	<u>\$131,015,206</u>
Net Assets Attributable to Common Shareholders Consist of:	
Paid-in capital	\$111,440,185
Distributions in excess of net investment income	(5,098,898)
Accumulated net realized gain on investments . .	3,794,629
Net unrealized appreciation on investments	20,879,290
Net Assets	<u>\$131,015,206</u>
Net Asset Value per Common Share:	
(\$131,015,206 ÷ 12,869,252 shares outstanding at \$0.01 par value; unlimited number of shares authorized)	<u>\$10.18</u>

Statement of Operations For the Year Ended September 30, 2017

Investment Income:	
Dividends (net of foreign withholding taxes of \$25,333)	\$ 2,355,555
Interest	1,444,985
Total Investment Income	<u>3,800,540</u>
Expenses:	
Investment advisory fees	954,731
Trustees' fees	122,000
Payroll expenses	77,831
Shareholder communications expenses	65,380
Accounting fees	45,000
Legal and audit fees	31,119
Shareholder services fees	23,772
Custodian fees	10,762
Miscellaneous expenses	36,779
Total Expenses	<u>1,367,374</u>
Less:	
Expenses paid indirectly by broker (See Note 3)	(1,852)
Net Expenses	<u>1,365,522</u>
Net Investment Income	<u>2,435,018</u>
Net Realized and Unrealized Gain on Investments:	
Net realized gain on investments	3,511,086
Net change in unrealized appreciation: on investments	8,350,640
Net Realized and Unrealized Gain on Investments	<u>11,861,726</u>
Net Increase in Net Assets Resulting from Operations	<u>14,296,744</u>
Total Distributions to Preferred Shareholders	(56,875)
Net Increase in Net Assets Attributable to Common Shareholders Resulting from Operations	<u>\$14,239,869</u>

See accompanying notes to financial statements.

Ellsworth Growth and Income Fund Ltd.

Statement of Changes in Net Assets Attributable to Common Shareholders

	Year Ended September 30, 2017	Year Ended September 30, 2016
Operations:		
Net investment income	\$ 2,435,018	\$ 2,616,870
Net realized gain on investments	3,511,086	3,547,174
Net change in unrealized appreciation on investments	8,350,640	6,263,835
Net Increase in Net Assets Resulting from Operations	<u>14,296,744</u>	<u>12,427,879</u>
Distributions to Preferred Shareholders:		
Net investment income	(30,340)	—
Net realized gain	(26,535)	—
Total Distributions to Preferred Shareholders	<u>(56,875)</u>	<u>—</u>
Net Increase in Net Assets Attributable to Common Shareholders Resulting from Operations	<u>14,239,869</u>	<u>12,427,879</u>
Distributions to Common Shareholders:		
Net investment income	(3,022,372)	(3,340,525)
Net realized gain	(2,643,433)	(6,944,975)
Total Distributions to Common Shareholders	<u>(5,665,805)</u>	<u>(10,285,500)</u>
Fund Share Transactions:		
Net increase in net assets from common shares issued upon reinvestment of distributions	646,865	2,611,488
Net decrease from repurchase of common shares (includes transaction costs) ...	(1,005,727)	(1,797,002)
Offering costs for preferred shares charged to paid-in capital	(1,105,000)	—
Net Increase/(Decrease) in Net Assets from Fund Share Transactions	<u>(1,463,862)</u>	<u>814,486</u>
Net Increase in Net Assets Attributable to Common Shareholders	7,110,202	2,956,865
Net Assets Attributable to Common Shareholders:		
Beginning of year	123,905,004	120,948,139
End of year (including undistributed net investment income of \$0 and \$0, respectively)	<u>\$131,015,206</u>	<u>\$123,905,004</u>

See accompanying notes to financial statements.

Ellsworth Growth and Income Fund Ltd.

Financial Highlights

Selected data for a common share of beneficial interest outstanding throughout each year:

	Year Ended September 30,				
	2017	2016	2015	2014	2013
Operating Performance:					
Net asset value, beginning of year	\$ 9.60	\$ 9.45	\$ 10.29	\$ 9.54	\$ 8.48
Net investment income	0.18	0.20	0.13	0.14	0.18
Net realized and unrealized gain/(loss) on investments	0.93	0.76	(0.35)	0.80	1.15
Total from investment operations	1.11	0.96	(0.22)	0.94	1.33
Distributions to Preferred Shareholders: (a)					
Net investment income	(0.00)(b)	—	—	—	—
Net realized gain	(0.00)(b)	—	—	—	—
Total distributions to preferred shareholders	(0.00)(b)	—	—	—	—
Net Increase/(Decrease) in Net Assets Attributable to Common Shareholders Resulting from Operations					
	1.11	0.96	(0.22)	0.94	1.33
Distributions to Common Shareholders:					
Net investment income	(0.23)	(0.26)	(0.25)	(0.24)	(0.26)
Net realized gain	(0.21)	(0.53)	(0.43)	—	—
Total distributions to common shareholders	(0.44)	(0.79)	(0.68)	(0.24)	(0.26)
Fund Share Transactions:					
Decrease in net asset value from common shares issued upon reinvestment of distributions	(0.01)	(0.04)	(0.00)(b)	—	(0.01)
Increase in net asset value from repurchase of common shares (includes transaction costs)	0.01	0.02	0.06	0.05	0.00(b)
Offering costs for preferred shares charged to paid-in capital	(0.09)	—	—	—	—
Total Fund share transactions	(0.09)	(0.02)	0.06	0.05	(0.01)
Net Asset Value Attributable to Common Shareholders, End of Year	\$ 10.18	\$ 9.60	\$ 9.45	\$ 10.29	\$ 9.54
NAV total return†	10.89%	10.64%	(0.78)%	10.92%	16.45%
Market value, end of year	\$ 9.26	\$ 8.19	\$ 7.82	\$ 8.65	\$ 7.87
Investment total return††	18.89%	15.98%	(2.32)%	13.03%	10.84%
Ratios to Average Net Assets and Supplemental Data:					
Net assets including liquidation value of preferred shares, end of year (in 000's)	\$161,015	—	—	—	—
Net assets attributable to common shares, end of year (in 000's)	\$131,015	\$123,905	\$120,948	\$135,267	\$128,814
Ratio of net investment income to average net assets attributable to common shares	1.92%	2.19%	1.40%	1.30%	1.90%
Ratio of operating expenses to average net assets attributable to common shares before reimbursement	1.08%(c)	1.10%(c)	1.10%	1.10%	1.10%
Ratio of operating expenses to average net assets attributable to common shares net of reimbursement	1.08%(c)	1.10%(c)	1.10%	1.10%	1.10%
Ratio of operating expenses to average net assets including liquidation value of preferred shares before reimbursement	1.07%(c)	—	—	—	—
Ratio of operating expenses to average net assets including liquidation value of preferred shares net of reimbursement	1.07%(c)	—	—	—	—
Portfolio turnover rate	32.0%	38.0%	45.0%	48.0%	48.0%

See accompanying notes to financial statements.

Ellsworth Growth and Income Fund Ltd.

Financial Highlights (Continued)

	Year Ended September 30,				
	2017	2016	2015	2014	2013
Cumulative Preferred Shares:					
5.250% Series A Preferred					
Liquidation value, end of year (in 000's)	\$30,000	—	—	—	—
Total shares outstanding (in 000's)	1,200	—	—	—	—
Liquidation preference per share	\$ 25.00	—	—	—	—
Average market value(d)	\$ 25.14	—	—	—	—
Asset coverage per share	\$134.18	—	—	—	—
Asset Coverage	537%	—	—	—	—

† For the years ended September 30, 2017 and 2016, the return was based on net asset value per share, adjusted for reinvestment of distributions at net asset value on the ex-dividend date. For the fiscal years ended on September 30, 2013 through 2015, returns were based on the market price on the payable date.

†† Based on market value per share, adjusted for reinvestment of distributions at prices obtained under the Fund's dividend reinvestment plan.

(a) Calculated based on average common shares outstanding on the record dates throughout the year.

(b) Amount represents less than \$0.005 per share.

(c) The Fund received credits from a designated broker who agreed to pay certain Fund operating expenses. For the years ended September 30, 2017 and 2016, there was no impact on the expense ratios.

(d) Based on weekly prices.

See accompanying notes to financial statements.

Ellsworth Growth and Income Fund Ltd.

Notes to Financial Statements

1. Organization. Ellsworth Growth and Income Fund Ltd. currently operates as a diversified closed-end management investment company organized as a Delaware statutory trust and is registered under the Investment Company Act of 1940, as amended (the “1940 Act”). Investment operations commenced in July 1986.

The Fund’s primary investment objective is to provide income and the potential for capital appreciation, which objectives the Fund considers to be relatively equal over the long term due to the nature of the securities in which it invests. The Fund invests primarily in convertible and equity securities.

2. Significant Accounting Policies. As an investment company, the Fund follows the investment company accounting and reporting guidance, which is part of U.S. generally accepted accounting principles (“GAAP”) that may require the use of management estimates and assumptions in the preparation of its financial statements. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statements.

Security Valuation. Portfolio securities listed or traded on a nationally recognized securities exchange or traded in the U.S. over-the-counter market for which market quotations are readily available are valued at the last quoted sale price or a market’s official closing price as of the close of business on the day the securities are being valued. If there were no sales that day, the security is valued at the average of the closing bid and asked prices or, if there were no asked prices quoted on that day, then the security is valued at the closing bid price on that day. If no bid or asked prices are quoted on such day, the security is valued at the most recently available price or, if the Board of Trustees (the “Board”) so determines, by such other method as the Board shall determine in good faith to reflect its fair market value. Portfolio securities traded on more than one national securities exchange or market are valued according to the broadest and most representative market, as determined by Gabelli Funds, LLC (the “Adviser”).

Portfolio securities primarily traded on a foreign market are generally valued at the preceding closing values of such securities on the relevant market, but may be fair valued pursuant to procedures established by the Board if market conditions change significantly after the close of the foreign market, but prior to the close of business on the day the securities are being valued. Debt obligations for which market quotations are readily available are valued at the average of the latest bid and asked prices. If there were no asked prices quoted on such day, the security is valued using the closing bid price, unless the Board determines such amount does not reflect the securities’ fair value, in which case these securities will be fair valued as determined by the Board. Certain securities are valued principally using dealer quotations. Futures contracts are valued at the closing settlement price of the exchange or board of trade on which the applicable contract is traded. OTC futures and options on futures for which market quotations are readily available will be valued by quotations received from a pricing service or, if no quotations are available from a pricing service, by quotations obtained from one or more dealers in the instrument in question by the Adviser.

Securities and assets for which market quotations are not readily available are fair valued as determined by the Board. Fair valuation methodologies and procedures may include, but are not limited to: analysis and review of available financial and non-financial information about the company; comparisons with the valuation and changes in valuation of similar securities, including a comparison of foreign securities with the equivalent U.S. dollar value American Depositary Receipt securities at the close of the U.S. exchange; and evaluation of any other information that could be indicative of the value of the security.

Ellsworth Growth and Income Fund Ltd. Notes to Financial Statements (Continued)

The inputs and valuation techniques used to measure fair value of the Fund's investments are summarized into three levels as described in the hierarchy below:

- Level 1 — quoted prices in active markets for identical securities;
- Level 2 — other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.); and
- Level 3 — significant unobservable inputs (including the Board's determinations as to the fair value of investments).

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input both individually and in the aggregate that is significant to the fair value measurement. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The summary of the Fund's investments in securities by inputs used to value the Fund's investments as of September 30, 2017 is as follows:

	Valuation Inputs			Total Market Value at 9/30/17
	Level 1 Quoted Prices	Level 2 Other Significant Observable Inputs	Level 3 Significant Unobservable Inputs	
INVESTMENTS IN SECURITIES:				
ASSETS (Market Value):				
Convertible Corporate Bonds:				
Energy and Utilities	—	\$ 5,626,792	\$ 0	\$ 5,626,792
Other Industries (a)	—	79,155,162	—	79,155,162
Total Convertible Corporate Bonds	—	84,781,954	0	84,781,954
Convertible Preferred Stocks:				
Business Services	—	—	450,098	450,098
Other Industries (a)	\$ 5,487,677	—	—	5,487,677
Total Convertible Preferred Stocks	5,487,677	—	450,098	5,937,775
Mandatory Convertible Securities:				
Computer Software and Services	—	602,600	—	602,600
Financial Services	1,220,400	4,906,125	—	6,126,525
Other Industries (a)	12,958,611	—	—	12,958,611
Total Mandatory Convertible Securities	14,179,011	5,508,725	—	19,687,736
Common Stocks (a)	33,193,921	—	—	33,193,921
Warrants (a)	—	—	0	0
U.S. Government Obligations	—	17,351,348	—	17,351,348
TOTAL INVESTMENTS IN SECURITIES	\$52,860,609	\$107,642,027	\$450,098	\$160,952,734

(a) Please refer to the Schedule of Investments ("SOI") for the industry classifications of these portfolio holdings.

During the fiscal year ended September 30, 2017, the Fund had transfers from Level 1 to Level 2 of \$3,229,875 or 2.61% of net assets as of September 30, 2016. Transfers from Level 1 to Level 2 are due to a decrease in market activity, e.g. frequency of trades, which resulted in a decrease in available market inputs to determine the price. The Fund's policy is to recognize transfers among levels as of the beginning of the period.

Additional Information to Evaluate Qualitative Information.

General. The Fund uses recognized industry pricing services – approved by the Board and unaffiliated with the Adviser – to value most of its securities, and uses broker quotes provided by market makers of securities not valued by these and other recognized pricing sources. Several different pricing feeds are received to value domestic equity securities, international equity securities, preferred equity securities, and fixed income securities.

Ellsworth Growth and Income Fund Ltd.

Notes to Financial Statements (Continued)

The data within these feeds are ultimately sourced from major stock exchanges and trading systems where these securities trade. The prices supplied by external sources are checked by obtaining quotations or actual transaction prices from market participants. If a price obtained from the pricing source is deemed unreliable, prices will be sought from another pricing service or from a broker/dealer that trades that security or similar securities.

Fair Valuation. Fair valued securities may be common or preferred equities, warrants, options, rights, or fixed income obligations. Where appropriate, Level 3 securities are those for which market quotations are not available, such as securities not traded for several days, or for which current bids are not available, or which are restricted as to transfer. When fair valuing a security, factors to consider include recent prices of comparable securities that are publicly traded, reliable prices of securities not publicly traded, the use of valuation models, current analyst reports, valuing the income or cash flow of the issuer, or cost if the preceding factors do not apply. A significant change in the unobservable inputs could result in a lower or higher value in Level 3 securities. The circumstances of Level 3 securities are frequently monitored to determine if fair valuation measures continue to apply.

The Adviser reports quarterly to the Board the results of the application of fair valuation policies and procedures. These may include backtesting the prices realized in subsequent trades of these fair valued securities to fair values previously recognized.

Investments in Other Investment Companies. The Fund may invest, from time to time, in shares of other investment companies (or entities that would be considered investment companies but are excluded from the definition pursuant to certain exceptions under the 1940 Act) (the "Acquired Funds") in accordance with the 1940 Act and related rules. Shareholders in the Fund would bear the pro rata portion of the periodic expenses of the Acquired Funds in addition to the Fund's expenses. For the year ended September 30, 2017, the Fund's pro rata portion of the periodic expenses charged by the Acquired Funds was 0.07%.

Foreign Currency Translations. The books and records of the Fund are maintained in U.S. dollars. Foreign currencies, investments, and other assets and liabilities are translated into U.S. dollars at current exchange rates. Purchases and sales of investment securities, income, and expenses are translated at the exchange rate prevailing on the respective dates of such transactions. Unrealized gains and losses that result from changes in foreign exchange rates and/or changes in market prices of securities have been included in unrealized appreciation/depreciation on investments and foreign currency translations. Net realized foreign currency gains and losses resulting from changes in exchange rates include foreign currency gains and losses between trade date and settlement date on investment securities transactions, foreign currency transactions, and the difference between the amounts of interest and dividends recorded on the books of the Fund and the amounts actually received. The portion of foreign currency gains and losses related to fluctuation in exchange rates between the initial purchase trade date and subsequent sale trade date is included in realized gain/(loss) on investments.

Foreign Securities. The Fund may directly purchase securities of foreign issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible revaluation of currencies, the inability to repatriate funds, less complete financial information about companies, and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than securities of comparable U.S. issuers.

Ellsworth Growth and Income Fund Ltd.

Notes to Financial Statements (Continued)

Foreign Taxes. The Fund may be subject to foreign taxes on income, gains on investments, or currency repatriation, a portion of which may be recoverable. The Fund will accrue such taxes and recoveries as applicable, based upon its current interpretation of tax rules and regulations that exist in the markets in which it invests.

Restricted Securities. The Fund may invest up to 15% of its net assets in securities for which the markets are restricted. Restricted securities include securities whose disposition is subject to substantial legal or contractual restrictions. The sale of restricted securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale. Securities freely saleable among qualified institutional investors under special rules adopted by the SEC may be treated as liquid if they satisfy liquidity standards established by the Board. The continued liquidity of such securities is not as well assured as that of publicly traded securities, and accordingly the Board will monitor their liquidity. For the restricted securities as of September 30, 2017, please refer to the Schedule of Investments.

Securities Transactions and Investment Income. Securities transactions are accounted for on the trade date with realized gain/(loss) on investments determined by using the identified cost method. Interest income (including amortization of premium and accretion of discount) is recorded on the accrual basis. Premiums and discounts on debt securities are amortized using the effective yield to maturity method. Dividend income is recorded on the ex-dividend date, except for certain dividends from foreign securities that are recorded as soon after the ex-dividend date as the Fund becomes aware of such dividends. For certain securities known as “contingent payment debt instruments,” Federal tax regulations require the Fund to record non-cash, “contingent” interest income in addition to interest income actually received. For the year ended September 30, 2017, the Fund held no contingent interest income.

Custodian Fee Credits. When cash balances are maintained in the custody account, the Fund receives credits which are used to offset custodian fees. The gross expenses paid under the custody arrangement are included in custodian fees in the Statement of Operations with the corresponding expense offset, if any, shown as “Custodian fee credits.”

Distributions to Shareholders. Distributions to common shareholders are recorded on the ex-dividend date. Distributions to shareholders are based on income and capital gains as determined in accordance with federal income tax regulations, which may differ from income and capital gains as determined under GAAP. These differences are primarily due to differing treatments of income and gains on various investment securities and foreign currency transactions held by the Fund, timing differences, and differing characterizations of distributions made by the Fund. Distributions from net investment income for federal income tax purposes include net realized gains on foreign currency transactions. These book/tax differences are either temporary or permanent in nature. To the extent these differences are permanent, adjustments are made to the appropriate capital accounts in the period when the differences arise. Permanent differences were primarily due to reclassification of convertible bond premiums at disposition. These reclassifications have no impact on the NAV of the Fund. For the year ended September 30, 2017, reclassifications were made to decrease distributions in excess of net investment income by \$465,889 and decrease accumulated net realized gain on investments by \$465,889.

The Fund declares and pays quarterly distributions from net investment income, capital gains, and paid-in capital. The actual source of the distribution is determined after the end of the year. Distributions during the

Ellsworth Growth and Income Fund Ltd. Notes to Financial Statements (Continued)

year may be made in excess of required distributions. To the extent such distributions are made from current earnings and profits, they are considered ordinary income or long term capital gains. This may restrict the Fund's ability to pass through to shareholders all of its net realized long term capital gains as a Capital Gain Dividend and may cause such gains to be treated as ordinary income, subject to the maximum federal income tax rate. Distributions sourced from paid-in capital should not be considered as dividend yield or the total return from an investment in the Fund. The Board will continue to monitor the Fund's distribution level, taking into consideration the Fund's NAV and the financial market environment. The Fund's distribution policy is subject to modification by the Board at any time.

Distributions to 5.250% Series A Preferred Shares are recorded on a daily basis and are determined as described in Note 5.

The tax character of distributions paid during the years ended September 30, 2017 and 2016 was as follows:

	<u>Year Ended</u> <u>September 30, 2017</u>		<u>Year Ended</u> <u>September 30, 2016</u>
	<u>Common</u>	<u>Preferred</u>	<u>Common</u>
Distributions paid from:			
Ordinary income (inclusive of short term capital gains)	\$3,044,635	\$30,563	\$ 3,453,936
Net long term capital gains	<u>2,621,170</u>	<u>26,312</u>	<u>6,831,564</u>
Total distributions paid	<u>\$5,665,805</u>	<u>\$56,875</u>	<u>\$10,285,500</u>

Provision for Income Taxes. The Fund intends to continue to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code of 1986, as amended (the "Code"). It is the policy of the Fund to comply with the requirements of the Code applicable to regulated investment companies and to distribute substantially all of its net investment company taxable income and net capital gains. Therefore, no provision for federal income taxes is required.

As of September 30, 2017, the components of accumulated earnings on a tax basis were as follows:

Net unrealized appreciation on investments and foreign currency translations	\$18,303,143
Undistributed long term capital gains	1,328,753
Current year dividends payable	<u>(56,875)</u>
Total	<u>\$19,575,021</u>

At September 30, 2017, the temporary differences between book basis and tax basis net unrealized appreciation on investments were primarily due to deferral of losses from wash sales for tax purposes and amortization of bond premium.

The following summarizes the tax cost of investments and the related net unrealized appreciation at September 30, 2017:

	<u>Cost</u>	<u>Gross</u> <u>Unrealized</u> <u>Appreciation</u>	<u>Gross</u> <u>Unrealized</u> <u>Depreciation</u>	<u>Net</u> <u>Unrealized</u> <u>Appreciation</u>
Investments	\$142,649,591	\$24,091,924	\$(5,788,781)	\$18,303,143

The Fund is required to evaluate tax positions taken or expected to be taken in the course of preparing the Fund's tax returns to determine whether the tax positions are "more-likely-than-not" of being sustained by the applicable tax authority. Income tax and related interest and penalties would be recognized by the Fund as

Ellsworth Growth and Income Fund Ltd.

Notes to Financial Statements (Continued)

tax expense in the Statement of Operations if the tax positions were deemed not to meet the more-likely-than-not threshold. For the year ended September 30, 2017, the Fund did not incur any income tax, interest, or penalties. As of September 30, 2017, the Adviser has reviewed all open tax years and concluded that there was no impact to the Fund's net assets or results of operations. The Fund's federal and state tax returns for the prior three fiscal years remain open, subject to examination. On an ongoing basis, the Adviser will monitor the Fund's tax positions to determine if adjustments to this conclusion are necessary.

3. Agreements and Other Transactions. The Fund has entered into an investment advisory agreement (the "Advisory Agreement") with the Adviser which provides that the Fund will pay the Adviser a fee, computed daily and paid monthly, equal on an annual basis to 0.80% of the first \$100,000,000 of the Fund's average weekly net assets including the liquidation value of preferred stock and 0.55% of the Fund's average weekly net assets including the liquidation value of preferred stock in excess of \$100,000,000. In accordance with the Advisory Agreement, the Adviser provides a continuous investment program for the Fund's portfolio and oversees the administration of all aspects of the Fund's business and affairs.

During the year ended September 30, 2017, the Fund paid \$550 in brokerage commissions on security trades to G.research, LLC, Inc., an affiliate of the Adviser.

During the year ended September 30, 2017, the Fund received credits from a designated broker who agreed to pay certain Fund operating expenses. The amount of such expenses paid through this directed brokerage arrangement during this period was \$1,852.

Through October 31, 2017, the Adviser has contractually agreed to waive fees or reimburse expenses of the Fund to the extent the total expenses of the Fund (excluding brokers costs, interest, taxes, acquired fund fees and expenses, expenses chargeable to capital, and extraordinary expenses) exceed 1.10% of the weekly average net assets of the Fund. During the year ended September 30, 2017, the Adviser neither waived fees nor reimbursed expenses to the Fund.

The cost of calculating the Fund's NAV per share is a Fund expense pursuant to the Advisory Agreement between the Fund and the Adviser. During the year ended September 30, 2017, the Fund paid or accrued \$45,000 to the Adviser in connection with the cost of computing the Fund's NAV.

The Fund pays each Trustee who is not considered an affiliated person an annual retainer of \$8,500 plus \$1,000 for each Board meeting attended. Each Trustee is reimbursed by the Fund for any out of pocket expenses incurred in attending meetings. All Board committee members receive \$500 per meeting attended. The Lead Independent Trustee receives an annual fee of \$1,000 and the Audit and Nominating Committee Chairman each receives an annual fee of \$2,000. A Trustee may receive a single meeting fee, allocated among the participating funds, for participation in certain meetings held on behalf of multiple funds. Trustees who are directors or employees of the Adviser or an affiliated company receive no compensation or expense reimbursement from the Fund.

4. Portfolio Securities. Purchases and sales of securities during the year ended September 30, 2017, other than short term securities and U.S. Government obligations, aggregated \$54,067,613 and \$41,001,254, respectively.

Ellsworth Growth and Income Fund Ltd.

Notes to Financial Statements (Continued)

5. Capital. The Fund is authorized to issue an unlimited number of common shares of beneficial interest (par value \$0.01). The Board has authorized the repurchase of its shares in the open market when the shares are trading at a discount of 10.0% or more (or such other percentage as the Board may determine from time to time) from the NAV of the shares. During the year ended September 30, 2017, the Fund repurchased and retired 121,457 shares in the open market at an investment of \$1,005,727 and an average discount of approximately 13.95% from its NAV. During the year ended September 30, 2016, the Fund repurchased and retired 223,600 shares in the open market at an investment of \$1,797,002 and an average discount of approximately 14.10% from its NAV.

Transactions in common shares of beneficial interest for the years ended September 30, 2017 and 2016 were as follows:

	Year Ended September 30, 2017		Year Ended September 30, 2016	
	Shares	Amount	Shares	Amount
Net increase in net assets from common shares issued upon reinvestment of distributions	80,356	\$ 646,865	335,236	\$ 2,611,488
Net decrease from repurchase of common shares (includes transaction costs)	<u>(121,457)</u>	<u>(1,005,727)</u>	<u>(223,600)</u>	<u>(1,797,002)</u>
Net increase/(decrease) from transactions in Fund shares	<u>(41,101)</u>	<u>\$ (358,862)</u>	<u>111,636</u>	<u>\$ 814,486</u>

The Fund has an effective shelf registration authorizing the offering of an additional \$100 million of common or preferred shares. As of September 30, 2017, after considering the Series A offering, the Fund has \$70 million available for issuance under the current shelf registration

On September 18, 2017, the Fund issued 1,200,000 shares of 5.250% Series A Cumulative Preferred Shares ("Series A Preferred"), receiving \$28,895,000, after the deduction of estimated offering expenses and underwriting fees of \$1,105,000.

The liquidation value of the Series A Preferred is \$25 per share. The Series A Preferred has an annual dividend rate of 5.250%. The Series A Preferred is noncallable before September 18, 2022. At September 30, 2017, 1,200,000 shares of Series A Preferred were outstanding and accrued dividends amounted to \$56,875.

The Fund's Declaration of Trust, as amended, authorizes the issuance of an unlimited number of Series A Preferred, par value \$0.01. The Series A Preferred are senior to the common shares and result in the financial leveraging of the common shares. Such leveraging tends to magnify both the risks and opportunities to common shareholders. Dividends on the Series A Preferred are cumulative. The Fund is required by the 1940 Act and by the Statement of Preferences to meet certain asset coverage tests with respect to the Series A Preferred. If the Fund fails to meet these requirements and does not correct such failure, the Fund may be required to redeem, in part or in full, the Series A Preferred at the redemption price of \$25 per share plus an amount equal to the accumulated and unpaid dividends whether or not declared on such shares in order to meet these requirements. Additionally, failure to meet the foregoing asset coverage requirements could restrict the Fund's ability to pay dividends to common shareholders and could lead to sales of portfolio securities at inopportune times. The income received on the Fund's assets may vary in a manner unrelated to the fixed rate, which could have either a beneficial or detrimental impact on net investment income and gains available to common shareholders.

Ellsworth Growth and Income Fund Ltd.

Notes to Financial Statements (Continued)

The holders of Series A Preferred generally are entitled to one vote per share held on each matter submitted to a vote of shareholders of the Fund and will vote together with holders of common shares as a single class. The holders of Series A Preferred voting together as a single class also have the right currently to elect two Trustees and under certain circumstances are entitled to elect a majority of the Board of Trustees. In addition, the affirmative vote of a majority of the votes entitled to be cast by holders of all outstanding shares of the Series A Preferred, voting as a single class, will be required to approve any plan of reorganization adversely affecting the Series A Preferred, and the approval of two-thirds of each class, voting separately, of the Fund's outstanding voting stock must approve the conversion of the Fund from a closed-end to an open-end investment company. The approval of a majority (as defined in the 1940 Act) of the outstanding Series A Preferred and a majority (as defined in the 1940 Act) of the Fund's outstanding voting securities are required to approve certain other actions, including changes in the Fund's investment objectives or fundamental investment policies.

6. Convertible Securities Concentration. It is the Fund's policy to invest at least 65% of its assets in convertible securities. Although convertible securities do derive part of their value from that of the securities into which they are convertible, they are not considered derivative financial instruments. However, the Fund's mandatory convertible securities include features which render them more sensitive to price changes of their underlying securities. Thus they expose the Fund to greater downside risk than traditional convertible securities, but generally less than that of the underlying common stock.

7. Indemnifications. The Fund enters into contracts that contain a variety of indemnifications. The Fund's maximum exposure under these arrangements is unknown. However, the Fund has not had prior claims or losses pursuant to these contracts. Management has reviewed the Fund's existing contracts and expects the risk of loss to be remote.

8. Subsequent Events. Management has evaluated the impact on the Fund of all subsequent events occurring through the date the financial statements were issued and has determined that there were no subsequent events requiring recognition or disclosure in the financial statements.

Shareholder Meeting – June 12, 2017 – Final Results

The Fund's Annual Meeting of Shareholders was held on June 12, 2017, at the office of the Fund. At that meeting, common shareholders, voting together as a single class, elected Kinchen C. Bizzell, James P. Conn, Frank J. Fahrenkopf, Jr., and Michael J. Melarkey as Trustees of the Fund. A total of 7,286,949 votes, 7,251,219 votes, 7,206,030 votes, and 7,278,867 votes were cast in favor of these Trustees, respectively. A total of 628,816 votes, 664,546 votes, 709,735 votes, and 636,898 votes were withheld for these Trustees, respectively.

Mario J. Gabelli, Elizabeth C. Bogan, James A. Dinsmore, Daniel D. Harding, Kuni Nakamura, Nicolas W. Platt, and Anthonie C. van Ekris continue to serve in their capacities as Trustees of the Fund.

In addition, the common shareholders, voting together as a single class, approved a revision to the Fund's fundamental investment restriction regarding borrowing money and issuing senior securities. A total of 5,336,568 votes were cast in favor of this proposal, 492,591 votes were cast against the proposal, 206,131 votes abstained, and there were 1,880,473 broker non-votes.

We thank you for your participation and appreciate your continued support.

Ellsworth Growth and Income Fund Ltd.

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors
Ellsworth Growth and Income Fund Ltd.:

We have audited the accompanying statement of assets and liabilities, including the schedule of investments of the Ellsworth Growth and Income Fund as of September 30, 2017, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of the Fund's internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our procedures included confirmation of securities owned as of September 30, 2017, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of the Ellsworth Growth and Income Fund as of September 30, 2016, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and its financial highlights for each of the five years in the period then ended, presented in conformity with accounting principles generally accepted in the United States of America.

Tait, Weller & Baker LLP
Philadelphia, Pennsylvania
November 21, 2017

Ellsworth Growth and Income Fund Ltd. Additional Fund Information (Unaudited)

The business and affairs of the Fund are managed under the direction of the Fund's Board of Trustees. Information pertaining to the Trustees and officers of the Fund is set forth below. The Fund's Statement of Additional Information includes additional information about the Fund's Trustees and is available without charge, upon request, by calling 800-GABELLI (800-422-3554) or by writing to Ellsworth Growth and Income Fund Ltd. at One Corporate Center, Rye, NY 10580-1422.

Name, Position(s) Address¹ and Age	Term of Office and Length of Time Served²	Number of Funds in Fund Complex Overseen by Trustee³	Principal Occupation(s) During Past Five Years	Other Directorships Held by Trustee⁴
INTERESTED TRUSTEES⁵:				
Mario J. Gabelli, CFA Trustee and Chairman Age: 75	Since 2015*	32	Chairman, Chief Executive Officer, and Chief Investment Officer— Value Portfolios of GAMCO Investors, Inc. and Chief Investment Officer— Value Portfolios of Gabelli Funds, LLC and GAMCO Asset Management Inc.; Director/ Trustee or Chief Investment Officer of other registered investment companies within the Gabelli/GAMCO/Teton Fund Complex; Chief Executive Officer of GGCP, Inc.; Executive Chairman of Associated Capital Group, Inc.	Director of Morgan Group Holdings, Inc. (holding company); Chairman of the Board and Chief Executive Officer of LICT Corp. (multimedia and communication services company); Director of CIBL, Inc. (broadcasting and wireless communications); Director of ICTC Group Inc. (communications); Director of RLJ Acquisition, Inc. (blank check company) (2011-2012)
James A. Dinsmore, CFA Trustee and President Age: 34	Since 2015**	1	President of the Ellsworth Growth and Income Fund Ltd.; Portfolio Manager for Gabelli Funds, LLC; Executive Vice President of the Bancroft Fund Ltd. (2013-2015); Executive Vice President of the Ellsworth Growth and Income Fund Ltd. (January 2013-February 2014); Vice President of the Bancroft Fund Ltd. and the Ellsworth Growth and Income Fund Ltd. (2009 through 2012)	—
INDEPENDENT TRUSTEES⁶:				
Kinchen C. Bizzell, CFA Trustee Age: 63	Since 2008***	2	Private Investor; Managing Director of CAVU Securities (securities broker-dealer) (2013-2016); Investor Relations Managing Director (1998-2003) and Senior Counselor (2004-2013) at Burson-Marsteller (global public relations and communications)	—
Elizabeth C. Bogan, PhD Trustee Age: 73	Since 1986**	3	Senior Lecturer in Economics at Princeton University	—
James P. Conn Trustee Age: 79	Since 2015***	27	Former Managing Director and Chief Investment Officer of Financial Security Assurance Holdings Ltd. (1992-1998)	—
Frank J. Fahrenkopf, Jr. Trustee Age: 78	Since 2015***	12	Co-Chairman of the Commission on Presidential Debates; Former President and Chief Executive Officer of the American Gaming Association (1995-2013); Former Chairman of the Republican National Committee (1983-1989)	Director of First Republic Bank (banking)

Ellsworth Growth and Income Fund Ltd. Additional Fund Information (Continued) (Unaudited)

<u>Name, Position(s) Address¹ and Age</u>	<u>Term of Office and Length of Time Served²</u>	<u>Number of Funds in Fund Complex Overseen by Trustee³</u>	<u>Principal Occupation(s) During Past Five Years</u>	<u>Other Directorships Held by Trustee⁴</u>
Daniel D. Harding, CFA Trustee Age: 65	Since 2007*	3	Managing General Partner of the Global Equity Income Fund (private investment fund); Director of TRC (private asset management); General Partner of Latitude Capital Partners, LLC (private investment); Director of Legg Mason Investment Counsel, LLC and Chair of Investment Committee (2010-2012)	Director of Morristown Medical Center, Atlantic Health Systems, Ocean Reef Community Foundation and Ocean Reef Medical Center Foundation
Michael J. Melarkey Trustee Age: 67	Since 2015***	23	Owner in Pioneer Crossing Casino Group; Of Counsel in the law firm of McDonald Carano Wilson LLP; previously partner in the law firm of Avansino, Melarkey, Knobel, Mulligan & McKenzie (1980-2015)	Director of Southwest Gas Corporation (natural gas utility)
Kuni Nakamura Trustee Age: 49	Since 2015*	33	President of Advanced Polymer, Inc. (chemical manufacturing company); President of KEN Enterprises, Inc. (real estate)	—
Nicholas W. Platt Trustee Age: 64	Since 1997*	2	Private Investor; Member of NYSE MKT LLC Committee on Securities; currently Mayor of Township of Harding, New Jersey; Managing Director of FTI Consulting Inc. (international consulting company) (March 2009-May 2011)	—
Anthonie C. van Ekris⁷ Trustee Age: 83	Since 2015**	22	Chairman and Chief Executive Officer of BALMAC International, Inc. (global import/export company)	—

<u>Name, Position(s) Address¹ and Age</u>	<u>Term of Office and Length of Time Served⁸</u>	<u>Principal Occupation(s) During Past Five Years</u>
OFFICERS:		
James A. Dinsmore, CFA President Age: 34	Since 2015	President of the Ellsworth Growth and Income Fund Ltd.; Portfolio Manager for Gabelli Funds, LLC; Executive Vice President of the Bancroft Fund Ltd. (2013-2015); Executive Vice President of the Ellsworth Growth and Income Fund Ltd. (January 2013-February 2014); Vice President of the Bancroft Fund Ltd. and the Ellsworth Growth and Income Fund Ltd. (2009 through 2012)
Agnes Mullady Vice President Age: 59	Since 2015	Officer of all of the registered investment companies within the Gabelli/GAMCO/Teton Fund Complex since 2006; President and Chief Operating Officer of the Fund Division of Gabelli Funds, LLC since 2015; Chief Executive Officer of G.distributors, LLC since 2010; Senior Vice President of GAMCO Investors, Inc. since 2009; Vice President of Gabelli Funds, LLC since 2007; Executive Vice President of Associated Capital Group, Inc. since 2016
John C. Ball Treasurer Age: 41	Since May 2017	Treasurer of funds within the Gabelli/GAMCO/Teton Fund Complex (closed-end funds since May 2017 and open-end funds since February 2017); Vice President and Assistant Treasurer of AMG Funds, 2014-2017; Vice President of State Street Corporation, 2007-2014
Andrea R. Mango Vice President and Secretary Age: 45	Since 2015	Vice President of GAMCO Investors, Inc. since 2016; Counsel of Gabelli Funds, LLC since 2013; Secretary of all registered investment companies within the Gabelli/GAMCO/Teton Fund Complex since 2013; Vice President of all closed-end funds within the Gabelli/GAMCO/Teton Fund Complex since 2014; Corporate Vice President within the Corporate Compliance Department of New York Life Insurance Company, 2011-2013; Vice President and Counsel of Deutsche Bank, 2006-2011

Ellsworth Growth and Income Fund Ltd. Additional Fund Information (Continued) (Unaudited)

<u>Name, Position(s) Address¹ and Age</u>	<u>Term of Office and Length of Time Served⁸</u>	<u>Principal Occupation(s) During Past Five Years</u>
Laurissa M. Martire Vice President and Ombudsman Age: 41	Since 2015	Vice President and/or Ombudsman of closed-end funds within the Gabelli/GAMCO/Teton Fund Complex; Assistant Vice President of GAMCO Investors, Inc. since 2003
Bethany A. Uhlein Assistant Vice President and Ombudsman Age: 27	Since May 2017	Assistant Vice President and/or Ombudsman of closed-end funds within the Gabelli/GAMCO Fund Complex since May 2017; Assistant Vice President (since January 2015) and Associate (2013 - January 2015) for GAMCO Asset Management Inc.; Operations Associate for GAMCO Investors, Inc. (2012 – 2013)
Richard J. Walz Chief Compliance Officer Age: 58	Since 2015	Chief Compliance Officer of all of the registered investment companies within the Gabelli/GAMCO/Teton Fund Complex since 2013; Chief Compliance Officer of AEGON USA Investment Management, 2011-2013; Chief Compliance Officer of Cutwater Asset Management, 2004-2011

¹ Address: One Corporate Center, Rye, NY 10580-1422, unless otherwise noted.

² The Fund's Board of Trustees is divided into three classes, each class having a term of three years. Each year the term of office of one class expires and the successor or successors elected to such class serve for a three year term. The three year term for each class expires as follows:

* — Term expires at the Fund's 2018 Annual Meeting of Shareholders or until their successors are duly elected and qualified.

** — Term expires at the Fund's 2019 Annual Meeting of Shareholders or until their successors are duly elected and qualified.

*** — Term expires at the Fund's 2020 Annual Meeting of Shareholders or until their successors are duly elected and qualified.

Each officer will hold office for an indefinite term until the date he or she resigns or retires or until his or her successor is elected and qualified.

³ The "Fund Complex" or the "Gabelli/GAMCO Fund Complex" includes all the U.S. registered investment companies that are considered part of the same fund complex as the Fund because they have common or affiliated investment advisers.

⁴ This column includes only directorships of companies required to report to the SEC under the Securities Exchange Act of 1934, as amended, i.e., public companies, or other investment companies registered under the 1940 Act.

⁵ "Interested person" of the Fund, as defined in the 1940 Act. Messrs. Gabelli and Dinsmore are each considered to be an "interested person" of the Fund because of their affiliation with the Fund's Adviser.

⁶ Trustees who are not considered to be "interested persons" of the Fund as defined in the 1940 Act are considered to be "Independent" Trustees.

⁷ Mr. van Ekris is an independent director of Gabelli International Ltd., Gabelli Fund LDC, Gama Capital Opportunities Master Ltd., and GAMCO International SICAV, which may be deemed to be controlled by Mario J. Gabelli and/or affiliates and, in that event, would be deemed to be under common control with the Fund's Adviser.

⁸ Each officer will hold office for an indefinite term until the date he or she resigns and retires or until his or her successor is duly elected and qualifies.

Ellsworth Growth and Income Fund Ltd..

Board Consideration and Re-Approval of Investment Advisory Contract (Unaudited)

At its meeting on August 24, 2017, the Board of Trustees (“Board”) of the Fund approved the continuation of the investment advisory agreement with the Adviser for the Fund on the basis of the recommendation by the trustees who are not “interested persons” of the Fund (the “Independent Board Members”). The following paragraphs summarize the material information and factors considered by the Independent Board Members as well as their conclusions relative to such factors.

Nature, Extent, and Quality of Services.

The Independent Board Members considered information regarding the portfolio managers, the depth of the analyst pool available to the Adviser and the portfolio managers, the scope of administrative, shareholder, and other services supervised or provided by the Adviser and the absence of significant service problems reported to the Board. The Independent Board Members noted the experience, length of service, and reputation of the portfolio managers.

Investment Performance.

The Independent Board Members reviewed the performance of the Fund for the one, three, and five year periods (as of June 30, 2017) against a peer group of 14 convertible funds prepared by the Adviser (“the “Adviser Peer Group”) and against a larger peer group of 20 closed-end funds constituting the Fund’s Lipper category (Closed-End Core, Convertible, and Value Equity Funds) (the “Lipper Peer Group”). The Independent Board Members noted that the Fund’s performance was in the third quartile for the one year period, the first quartile for the three year period, and the second quartile for the five year period for the Adviser Peer Group, and in the third quartile for the one and five year periods, and the second quartile for the three year period for the Lipper Peer Group.

Profitability.

The Independent Board Members reviewed summary data regarding the profitability of the Fund to the Adviser both with an administrative overhead charge and without such a charge and noted the Adviser’s estimated pre-tax operating margin attributable to the Fund in both scenarios.

Economies of Scale.

The Independent Board Members discussed the major elements of the Adviser’s cost structure and the relationship of those elements to potential economies of scale.

Sharing of Economies of Scale.

The Independent Board Members noted that the Fund’s advisory fee contained a reduction for assets in excess of \$100 million, which would indicate a sharing even if economies of scale were not experienced at such a low asset level.

Service and Cost Comparisons.

The Independent Board Members compared the expense ratios of the investment advisory fee, other expenses, and total expenses of the Fund with similar expense ratios of the Adviser Peer Group and the Lipper Peer Group. The Independent Board Members noted that the Adviser’s advisory fee includes substantially all administrative services for the Fund as well as investment advisory services. The Independent Board Members noted that within the Adviser Peer Group, the Fund’s investment advisory fee was slightly above the Adviser Peer Group average, but that its total expense ratio was slightly below the Adviser Peer Group average. The Independent

Ellsworth Growth and Income Fund Ltd..

Board Consideration and Re-Approval of Investment Advisory Contract (Unaudited) (Continued)

Board Members further noted that both the Fund's investment advisory fee and total expense ratio were below the Lipper Peer Group average. The Independent Board Members also noted that the advisory fee structure was different from that in effect for most of the Gabelli funds, in that it contains a reduction for assets in excess of \$100 million and is lower than the management fees in effect for most other Gabelli funds due to the retention of the Fund's historical fee structure when the Adviser assumed the management of the Fund in 2015. The Independent Board Members recognized that the Adviser and its affiliates did not manage other accounts with similar strategies that had fees lower than those charged for the Fund.

Conclusions.

The Independent Board Members concluded that the Fund enjoyed highly experienced portfolio management services and good ancillary services, and that the Fund's performance record had been acceptable. The Independent Board Members concluded that the profitability to the Adviser of managing the Fund was reasonable and that economies of scale were not a significant factor in their thinking at this point. The Independent Board Members did not view the potential profitability of ancillary services as material to their decision. On the basis of the foregoing and without assigning particular weight to any single conclusion, the Independent Board Members determined to recommend continuation of the Advisory Agreement to the full Board.

Based on a consideration of all these factors in their totality, the Board Members, including all of the Independent Board Members, determined that the Fund's advisory fee was fair and reasonable with respect to the quality of services provided and in light of the other factors described above that the Board deemed relevant. Accordingly, the Board Members determined to approve the continuation of the Fund's Advisory Agreement. The Board Members based their decision on evaluations of all these factors as a whole and did not consider any one factor as all important or controlling.

ELLSWORTH GROWTH AND INCOME FUND LTD.
INCOME TAX INFORMATION (Unaudited)
September 30, 2017

Cash Dividends and Distributions

	Payable Date	Record Date	Total Amount Paid Per Share (a)	Ordinary Investment Income (a)	Long Term Capital Gains (a)	Dividend Reinvestment Price
Common Stock	12/16/16	11/14/16	\$0.11000	\$0.05750	\$0.05250	\$8.05000
	02/21/17	02/13/17	0.11000	0.05750	0.05250	8.73000
	05/23/17	05/16/17	0.11000	0.05750	0.05250	8.98000
	08/24/17	08/17/17	0.11000	0.05750	0.05250	9.16000
			<u>\$0.44000</u>	<u>\$0.23000</u>	<u>\$0.21000</u>	

Corporate Dividends Received Deduction, Qualified Dividend Income, and U.S. Government Securities Income

For the fiscal year ended September 30, 2017, the Fund paid to common shareholders, ordinary income distributions (inclusive of short term capital gains) totaling \$0.148 per share, and long term capital gains totaling \$2,566,823, or the maximum allowable. The distribution of long term capital gains has been designated as a capital gain dividend by the Fund's Board of Trustees. For the year ended September 30, 2017, 54.71% of the ordinary income distribution qualifies for the dividends received deduction available to corporations. The Fund designates 56.31% of the ordinary income distribution as qualified dividend income pursuant to the Jobs and Growth Tax Relief Reconciliation Act of 2003. The Fund designates 46.48% of the ordinary income distribution as qualified interest income and short term distributions totaling \$22,486 was qualified short term capital gain pursuant to the Tax Relief, Unemployment Reauthorization, and Job Creation Act of 2010.

Historical Distribution Summary

	Investment Income (b)	Short Term Capital Gains (b)	Long Term Capital Gains	Total Distributions (a)
Common Shares				
2017	\$0.22827	\$0.00173	\$0.21000	\$0.44000
2016	0.25610	0.00870	0.53220	0.79700

(a) Total amounts may differ due to rounding.

(b) Taxable as ordinary income for Federal tax purposes.

All designations are based on financial information available as of the date of this annual report and, accordingly, are subject to change. For each item, it is the intention of the Fund to designate the maximum amount permitted under the Internal Revenue Code and the regulations thereunder.

AUTOMATIC DIVIDEND REINVESTMENT AND VOLUNTARY CASH PURCHASE PLANS

Enrollment in the Plan

It is the policy of Ellsworth Growth and Income Fund Ltd. to automatically reinvest dividends payable to common shareholders. As a “registered” shareholder you automatically become a participant in the Fund’s Automatic Dividend Reinvestment Plan (the “Plan”). The Plan authorizes the Fund to credit common shares to participants upon an income dividend or a capital gains distribution regardless of whether the shares are trading at a discount or a premium to net asset value. All distributions to shareholders whose shares are registered in their own names will be automatically reinvested pursuant to the Plan in additional shares of the Fund. Plan participants may send their share certificates to American Stock Transfer (“AST”) to be held in their dividend reinvestment account. Registered shareholders wishing to receive their distributions in cash must submit this request in writing to:

Ellsworth Growth and Income Fund Ltd.
c/o American Stock Transfer
6201 15th Avenue
Brooklyn, NY 11219

Shareholders requesting this cash election must include the shareholder’s name and address as they appear on the share certificate. Shareholders with additional questions regarding the Plan or requesting a copy of the terms of the Plan, may contact AST at (888) 422-3262.

If your shares are held in the name of a broker, bank, or nominee, you should contact such institution. If such institution is not participating in the Plan, your account will be credited with a cash dividend. In order to participate in the Plan through such institution, it may be necessary for you to have your shares taken out of “street name” and re-registered in your own name. Once registered in your own name your distributions will be automatically reinvested. Certain brokers participate in the Plan. Shareholders holding shares in “street name” at participating institutions will have dividends automatically reinvested. Shareholders wishing a cash dividend at such institution must contact their broker to make this change.

The number of common shares distributed to participants in the Plan in lieu of cash dividends is determined in the following manner. Under the Plan, whenever the market price of the Fund’s common shares is equal to or exceeds net asset value at the time shares are valued for purposes of determining the number of shares equivalent to the cash dividends or capital gains distribution, participants are issued common shares valued at the greater of (i) the net asset value as most recently determined or (ii) 95% of the then current market price of the Fund’s common shares. The valuation date is the dividend or distribution payment date or, if that date is not a NYSE Amex trading day, the next trading day. If the net asset value of the common shares at the time of valuation exceeds the market price of the common shares, participants will receive common shares from the Fund valued at market price. If the Fund should declare a dividend or capital gains distribution payable only in cash, AST will buy common shares in the open market, or on the NYSE Amex, or elsewhere, for the participants’ accounts, except that AST will endeavor to terminate purchases in the open market and cause the Fund to issue shares at net asset value if, following the commencement of such purchases, the market value of the common shares exceeds the then current net asset value.

The automatic reinvestment of dividends and capital gains distributions will not relieve participants of any income tax which may be payable on such distributions. A participant in the Plan will be treated for federal income tax purposes as having received, on a dividend payment date, a dividend or distribution in an amount equal to the cash the participant could have received instead of shares.

Voluntary Cash Purchase Plan

The Voluntary Cash Purchase Plan is yet another vehicle for our shareholders to increase their investment in the Fund. In order to participate in the Voluntary Cash Purchase Plan, shareholders must have their shares registered in their own name.

Participants in the Voluntary Cash Purchase Plan have the option of making additional cash payments to AST for investments in the Fund’s common shares at the then current market price. Shareholders may send an amount from \$100 to \$10,000. AST will use these funds to purchase shares in the open market on or about the 15th of each month. AST will charge each shareholder who participates \$1.25 and a pro rata share of the brokerage commissions. Brokerage charges for such purchases are expected to be less than the usual brokerage charge for such transactions. It is suggested that any voluntary cash payments be sent to American Stock Transfer, 6201 15th Avenue, Brooklyn, NY 11219 such that AST receives such payments approximately 10 days before the investment date. Funds not received at least five days before the investment date shall be held for investment until the next purchase date. A payment may be withdrawn without charge if notice is received by AST at least 48 hours before such payment is to be invested.

Shareholders wishing to liquidate shares held at AST must do so in writing or by telephone. Please submit your request to the above mentioned address or telephone number. Include in your request your name, address, and account number. Brokerage charges are expected to be less than the usual brokerage charge for such transactions.

For more information regarding the Automatic Dividend Reinvestment Plan and Voluntary Cash Purchase Plan, brochures are available by calling (914) 921-5070 or by writing directly to the Fund.

The Fund reserves the right to amend or terminate the Plan as applied to any voluntary cash payments made and any dividend or distribution paid subsequent to written notice of the change sent to the members of the Plan at least 90 days before the record date for such dividend or distribution. The Plan also may be amended or terminated by AST on at least 90 days written notice to participants in the Plan.

**Ellsworth Growth and Income Fund Ltd.
One Corporate Center
Rye, NY 10580-1422**

(Y)our Portfolio Management Team Biographies

Thomas H. Dinsmore, CFA, joined Gabelli Funds, LLC in 2015. He currently serves as a portfolio manager of Gabelli Funds, LLC and manages several funds within the Gabelli/GAMCO Funds Complex. From 1996 to 2015, Mr. Dinsmore was Chairman and CEO of Dinsmore Capital Management; CEO and Portfolio Manager of Bancroft Fund Ltd; and CEO, Portfolio Manager, and co-founder of Ellsworth Growth and Income Fund Ltd. He received a B.S. in Economics from the Wharton School of Business and an M.A. degree in Economics from Fairleigh Dickinson University.

Jane D. O’Keeffe joined Gabelli Funds, LLC in 2015. She currently serves as a portfolio manager of Gabelli Funds, LLC and manages several funds within the Gabelli/GAMCO Funds Complex. From 1996 to 2015, Ms. O’Keeffe was President and Director of Dinsmore Capital Management where she was also a Portfolio Manager of Bancroft Fund Ltd. and Ellsworth Growth and Income Fund Ltd. Prior to joining Dinsmore Capital Management, Ms. O’Keeffe held positions of increasing responsibilities at IDS Progressive Fund, Soros Fund Management Company, Simms Capital Management, and Fiduciary Trust International. She earned a B.A. from the University of New Hampshire and attended the Lubin Graduate School of Business at Pace University.

James A. Dinsmore, CFA, joined Gabelli Funds, LLC in 2015. He currently serves as a portfolio manager of Gabelli Funds, LLC and manages several funds within the Gabelli/GAMCO Funds Complex. Mr. Dinsmore received a B.A. in Economics from Cornell University and an MBA degree from Rutgers University.

We have separated the portfolio managers’ commentary from the financial statements and investment portfolio due to corporate governance regulations stipulated by the Sarbanes-Oxley Act of 2002. We have done this to ensure that the content of the portfolio managers’ commentary is unrestricted. Both the commentary and the financial statements, including the portfolio of investments, will be available on our website at www.gabelli.com.

The Net Asset Value per share appears in the Publicly Traded Funds column, under the heading “Specialized Equity Funds,” in Monday’s The Wall Street Journal. It is also listed in Barron’s Mutual Funds/Closed End Funds section under the heading “Convertible Securities Funds.”

The Net Asset Value per share may be obtained each day by calling (914) 921-5070 or visiting www.gabelli.com.

The NASDAQ symbol for the Net Asset Value is “XECFX.”

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Fund may from time to time purchase its common shares in the open market when the Fund’s shares are trading at a discount of 10.0% or more from the net asset value of the shares. The Fund may also from time to time purchase its preferred shares in the open market when the preferred shares are trading at a discount to the liquidation value.

ELLSWORTH GROWTH AND INCOME FUND LTD.

One Corporate Center
Rye, NY 10580-1422

t 800-GABELLI (800-422-3554)

f 914-921-5118

e info@gabelli.com

GABELLI.COM

TRUSTEES

Mario J. Gabelli, CFA
Chairman and
Chief Executive Officer,
GAMCO Investors, Inc.
Executive Chairman,
Associated Capital Group Inc.

Kinchen C. Bizzell, CFA
Managing Director,
CAVU Securities

Elizabeth C. Bogan, Ph.D.
Senior Lecturer, Economics
Princeton University

James P. Conn
Former Managing Director &
Chief Investment Officer,
Financial Security Assurance
Holdings Ltd.

James A. Dinsmore, CFA
Portfolio Manager,
Gabelli Funds LLC

Frank J. Fahrenkopf, Jr.
Former President &
Chief Executive Officer,
American Gaming Association

Daniel D. Harding, CFA
Managing General Director,
Global Equity Income Fund

Michael J. Melarkey
Of Counsel,
McDonald Carano Wilson LLP

Kuni Nakamura
President,
Advanced Polymer, Inc.

Nicholas W. Platt
Former Managing Director,
FTI Consulting Inc.

Anthonie C. van Ekris
Chairman,
BALMAC International Inc.

OFFICERS

James A. Dinsmore, CFA
President

Agnes Mullady
Vice President

John C. Ball
Treasurer

Andrea R. Mango
Secretary & Vice President

Laurissa M. Martire
Vice President & Ombudsman

Bethany A. Uhlein
Assistant Vice President & Ombudsman

Richard J. Walz
Chief Compliance Officer

INVESTMENT ADVISER

Gabelli Funds, LLC

CUSTODIAN

State Street Bank and Trust
Company

COUNSEL

Skadden, Arps, Slate, Meagher &
Flom LLP

TRANSFER AGENT AND REGISTRAR

American Stock Transfer and
Trust Company



GABELLI
FUNDS

ELLSWORTH GROWTH AND INCOME FUND LTD.

ECF

Annual Report
September 30, 2017