

TORONTO DOMINION HOLDINGS USA INC
 Form 4/A
 March 12, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Toronto Dominion Investments, Inc.

2. Issuer Name and Ticker or Trading Symbol
 Nuveen Municipal Credit Income Fund [NZF]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 31 W 52ND STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/15/2017

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10019
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
 02/21/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| MuniFund Preferred Shares | 02/16/2018 | | P | A | \$ 1,550 | 3,050 (1) | D (2) |
| | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Toronto Dominion Investments, Inc.
31 W 52ND STREET
NEW YORK, NY 10019

TORONTO DOMINION HOLDINGS USA INC
31 W 52ND STREET
NEW YORK, NY 10019

TD GROUP US HOLDINGS LLC
251 LITTLE FALLS DRIVE
WELLINGTON, DE 19808

TORONTO DOMINION BANK
TORONTO-DOMINION CENTRE, P.O. BOX 1
TORONTO, A6 M5K 1A2

Signatures

/s/ Nancy Haraf, Vice President & Treasurer, on behalf of Toronto Dominion Investments, Inc.

03/12/2018

__Signature of Reporting Person

Date

/s/ Paul Beltrame, Vice President & Chief Operating Officer, on behalf of Toronto Dominion Holdings (U.S.A.), Inc.

03/12/2018

__Signature of Reporting Person

Date

/s/ Geoffrey Ryan, Assistant Corporate Secretary, on behalf of TD Group US Holdings LLC.

03/12/2018

__Signature of Reporting Person

Date

/s/ Paul Beltrame, Vice President, on behalf of The Toronto-Dominion Bank

03/12/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 1,500 Series A MuniFund Preferred Shares and 1,550 Series B MuniFund Preferred Shares.
The MuniFund Preferred Shares are owned directly by TDI. Toronto Dominion Holdings (U.S.A.), Inc. ("TDH") is the sole owner of
- (2) TDI and TD Group US Holdings LLC ("TD GUS") is the sole owner of TDH. The Toronto-Dominion Bank is the sole owner of TD GUS.

Remarks:

Note: Toronto Dominion Investments, Inc. ("TDI") previously filed a Form 4 with the Securities and Exchange Commission on

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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