

NASDAQ Premium Income & Growth Fund Inc.  
Form 425  
October 31, 2014

**Filed by Nuveen NASDAQ 100 Dynamic Overwrite Fund**  
**pursuant to Rule 425 under the Securities Act of 1933, as amended,**  
**and deemed filed pursuant to Rule 14a-6 under the Securities Exchange Act of 1934, as amended**

**Subject Company:**

**NASDAQ Premium Income & Growth Fund Inc.**

**Commission File No. 811-21983**

October 31, 2014

Dear Shareholder,

According to our records, you have not voted. **Your vote is extremely important!** By voting prior to the November 17, 2014 meeting date, you can help the fund avoid additional costly adjournments and further solicitation expense that increases costs for all shareholders.

The proxy statement for this meeting can be found at  
<http://www.nuveenproxy.com/Closed-End-Fund-Proxy-Information/>.

If you have any questions or need more information, please call our proxy information line at **1-866-209-5784** or contact your financial representative.

If you have already voted, thank you for your participation and please disregard this note. Thank you for your time and consideration.

Sincerely,

Kevin J. McCarthy

Vice President and Secretary