

NUVEEN FLOATING RATE INCOME FUND  
 Form 144  
 April 05, 2017

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

**FORM 144**

SEC USE ONLY  
 DOCUMENT SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

**NOTICE OF PROPOSED SALE OF SECURITIES**

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER (Please type or print)

(b) IRS IDENT. NO. (c) S.E.C. FILE NO.

|   |                            |            |  |
|---|----------------------------|------------|--|
| Nuveen Floating Rate Income Fund                                    |                            | 20-0806178 | 811-21494                              |
| 1(d) ADDRESS OF ISSUER  | STREET CITY                | STATE      | ZIP CODE (e) TELEPHONE NO.             |
|   |                            |            | AREA CODE NUMBER                       |
| 333 West Wacker Drive   | Chicago                    | IL         | 60606 312 917-7700                     |
| 2(a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD | (b) RELATIONSHIP TO ISSUER |            | (c) ADDRESS STATE STREET ZIP CODE      |
| Nuveen Fund Advisors, LLC.  | See note 1                 |            | 333 Chicago IL 60606 West Wacker Drive |

**INSTRUCTION:** *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

| 3(a)   | (b)   | SEC USE ONLY | (c)            | (d)          | (e)   | (f)                      | (g)                   |
|--|---|--------------|----------------|--------------|---|--------------------------|-----------------------|
| Title of the Class of Securities to be Offered | Name and Address of Each Broker-Dealer Through Whom the Securities are to be Offered or Each Market | File Number  | or Other Units | Market Value | Number of Shares or Other Units Outstanding | Approximate Date of Sale | Name of Each Exchange |
|  |   |              |                |              |   | (See instr. 3(f))        |                       |

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| To Be Sold | Maker who is<br>Acquiring the Securities   |  | To Be Sold                        | <i>See instr. 3(d)</i><br><i>See instr. 3(e)</i> | (MO. DAY YR.) | <i>(See instr. 3(g))</i> |
|------------|--|--|-----------------------------------|--|---------------|--------------------------|
| Common     | Stifel, Nicolaus &<br>Company, Incorporated<br><br>501 North Broadway<br><br>St. Louis, MO 63102 |  | <i>(See instr. 3(c))</i><br>7,000 | \$79,730,551,69,216                              | 4/6/2017      | NYSE                     |

**INSTRUCTIONS:**

1. (a) Name of issuer  
(b) Issuer's I.R.S. Identification Number  
(c) Issuer's S.E.C. file number, if any  
(d) Issuer's address, including zip code  
  
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold  
(b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)  
(c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold  
(b) Name and address of each broker through whom the securities are intended to be sold  
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)  
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice  
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer  
  
(f) Approximate date on which the securities are to be sold  
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

**TABLE I SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:*

| Title of the Class | Date you Acquired | Nature of Acquisition Transaction | Name of Person from Whom Acquired (If not Issuer, also give date donor acquired) | Amount of Securities Acquired | Date of Payment | Nature of Payment |
|--------------------|-------------------|-----------------------------------|--|-------------------------------|-----------------|-------------------|
| Common             | 3/25/2004         | Seed Capital                      | Issuer   | 7,000                         | 3/25/2004       | Cash              |

**INSTRUCTIONS:** If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

| Name and Address of Seller | Title of Securities Sold | Date of Sale | Amount of Securities Sold | Gross Proceeds |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
|----------------------------|--------------------------|--------------|---------------------------|----------------|

**REMARKS:**

Note 1: Nuveen Institutional Advisory Corp., the original investment adviser to Nuveen Floating Rate Income Fund, acquired 7,000 common shares of the Issuer on March 25, 2004 in connection with a seed capital transaction. On January 1, 2005, Nuveen Institutional Advisory Corp. was acquired by Nuveen Asset Management Inc. in a merger transaction, and the common shares of the Issuer held by Nuveen Institutional Advisory Corp. became the property of Nuveen Asset Management Inc. by operation of law. Effective January 1, 2005, Nuveen Asset Management Inc. changed its name to Nuveen Asset Management. Effective January 1, 2011, Nuveen Asset Management changed its name to Nuveen Fund Advisors, Inc. Effective December 31, 2012, Nuveen Fund Advisors, Inc. was reorganized into Nuveen Fund Advisors, LLC, the

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Issuer's current investment adviser, and the common shares of the Issuer held by Nuveen Fund Advisors, Inc. became the property of Nuveen Fund Advisors, LLC by operation of law.

**INSTRUCTIONS:**

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

April 5, 2017

DATE OF NOTICE

DATE OF PLAN ADOPTION OR GIVING OF  
INSTRUCTION,

IF RELYING ON RULE 10B5-1

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing the form and indicating the date that the plan was adopted or the instruction given, that person makes such representation as of the plan adoption or instruction date.*

/s/ Gifford R. Zimmerman

(SIGNATURE)

Gifford R. Zimmerman

Managing Director, Assistant Secretary and  
Co-General Counsel

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.*