

DIVIDEND & INCOME FUND, INC.  
Form NT-NSAR  
January 30, 2012

OMB  
Approval  
OMB  
Number:  
3235-0058  
Expires:  
April 30,  
2012  
Estimated  
average  
burden  
hours per  
response . .  
. . . 2.50  
SEC FILE  
NUMBER

811-08747

CUSIP  
NUMBER

25538A105

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one):     Form 10-K     Form 20-F     Form 11-K     Form 10-Q     Form 10-D     Form N-SAR     Form N-CSR

For Period Ended: 11/30/11

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period

Ended: \_\_\_\_\_

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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PART I — REGISTRANT INFORMATION

Dividend and Income Fund, Inc.  
Full Name of Registrant

Chartwell Dividend and Income Fund, Inc.  
Former Name if Applicable

11 Hanover Square  
Address of Principal Executive Office (Street and Number)

New York, New York 10005  
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant cannot file Form N-SAR for the period ended November 30, 2011 (the "Report") within the prescribed time period without unreasonable effort or expense due to the inability of the Registrant's independent registered public accounting firm to provide its report on the Registrant's system of internal accounting controls before the date the Report must be filed by the Registrant. See exhibit attached hereto.

SEC 1344 (04-09) Persons who are to 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.



