

ING GLOBAL EQUITY DIVIDEND & PREMIUM OPPORTUNITY FUND  
Form DEF 14A  
May 01, 2008

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

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒ X

Filed by a Party other than the Registrant ☐ O

Check the appropriate box:

- ☐ Preliminary Proxy Statement  
☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
☒ Definitive Proxy Statement  
☐ Definitive Additional Materials  
☐ Soliciting Material Pursuant to §240.14a-12

ING GLOBAL EQUITY DIVIDEND AND PREMIUM OPPORTUNITY FUND  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.  
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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- ☐ Fee paid previously with preliminary materials.  
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| (1) | Amount Previously Paid:                       |
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| (3) | Filing Party:                                 |

(4)

Date Filed:

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**ING GLOBAL EQUITY DIVIDEND AND PREMIUM OPPORTUNITY FUND**

**7337 E. Doubletree Ranch Road**

**Scottsdale, Arizona 85258-2034**

**(800) 992-0180**

May 9, 2008

Dear Shareholder:

On behalf of the Board of Trustees of ING Global Equity Dividend and Premium Opportunity Fund (the **Fund**), we are pleased to invite you to the annual meeting of shareholders (the **Annual Meeting**), to be held at 10:00 a.m., Local time, on June 25, 2008 at 7337 E. Doubletree Ranch Road, Scottsdale, Arizona 85258-2034. Formal notice of the Annual Meeting appears on the next page, followed by the Proxy Statement. Please take the time to read the Proxy Statement and cast your vote, because it covers matters that are important to the Fund and to you as a shareholder.

**At the Annual Meeting, you will be asked to consider and to vote on the following:**

**1. To elect four Class III Trustees to represent the interests of the holders of Common Shares of the Fund until the election and qualification of their successors.**

The proposal is discussed in detail in the enclosed Proxy Statement, which you should read carefully. The Board of Trustees has concluded that the proposal is in the best interests of the Fund and its shareholders and recommends that you vote **FOR** the proposal. We are asking you to consider it carefully and express your vote on the enclosed Proxy Ballot or at the Annual Meeting.

We look forward to your attendance at the Annual Meeting or to receiving your Proxy Ballot so that your shares may be voted at the Annual Meeting. If you have any questions, please do not hesitate to call us at 1-800-992-0180.

Sincerely,

At the Annual Meeting, you will be asked to consider and to vote on the following:

Shaun P. Mathews  
*President and Chief Executive Officer*

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
**OF**  
**ING GLOBAL EQUITY DIVIDEND AND PREMIUM OPPORTUNITY FUND**

To Shareholders:

**PLEASE TAKE NOTE THAT** the annual meeting of shareholders (the **Annual Meeting** ) of ING Global Equity Dividend and Premium Opportunity Fund (the **Fund** ) will be held at 10:00 a.m., Local time, on June 25, 2008, at 7337 E. Doubletree Ranch Road, Scottsdale, Arizona 85258-2034, for the following purposes:

- 1. To elect four Class III Trustees to represent the interests of the holders of Common Shares of the Fund until the election and qualification of their successors; and**
- 2. To transact such other business, not currently contemplated, that may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof in the discretion of the proxies or their substitutes.**

Please read the enclosed Proxy Statement carefully for information concerning the proposal to be placed before the Annual Meeting.

**THE BOARD OF TRUSTEES UNANIMOUSLY RECOMMENDS THAT YOU VOTE IN FAVOR OF THE PROPOSAL.**

Shareholders of record as of the close of business on April 1, 2008 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment(s) or postponement(s) thereof.

By Order of the Board of Trustees,

Huey P. Falgout, Jr.

- 1. To elect four Class III Trustees to represent the interests of the holders of Common Shares of the Fund u**

*Secretary*

May 9, 2008

**YOUR VOTE IS IMPORTANT REGARDLESS OF**

**THE NUMBER OF SHARES YOU OWN.**

**PLEASE VOTE BY RETURNING YOUR PROXY BALLOT TODAY IN THE  
ENCLOSED POSTAGE-PAID ENVELOPE.**

**YOU MAY ALSO VOTE IN PERSON AT THE ANNUAL MEETING.**

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**PROXY STATEMENT**

**ING GLOBAL EQUITY DIVIDEND AND PREMIUM OPPORTUNITY FUND**

**May 9, 2008**

**Toll-Free: (800) 992-0180**

**7337 E. Doubletree Ranch Road**

**Scottsdale, Arizona 85258-2034**

**ANNUAL MEETING OF SHAREHOLDERS**

**To be Held on June 25, 2008**

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**Who is asking for my vote?**

The Board of Trustees (the Board or the Trustees ) of ING Global Equity Dividend and Premium Opportunity Fund (the Fund ) is sending this Proxy Statement, the attached Notice of Annual Meeting, and the enclosed Proxy Ballot on or about May 9, 2008 to you and all other shareholders. The Board is soliciting your vote for the annual meeting of shareholders of the Fund (the Annual Meeting ).

The words you and your are used in this Proxy Statement to refer to the person or entity who owns the shares and who accordingly has voting rights in connection with the shares.

**What is the Proposal and who can vote on it?**

Pursuant to the Second Amended and Restated Declaration of Trust of the Fund, dated March 24, 2005 (the Declaration of Trust ), the Board is divided into three classes, with the term of one class expiring at each annual meeting of Common Shareholders. At each annual meeting, one class of Trustees is elected to a three-year term. The term of office of the Class III Trustees expires on the date of the 2008 Annual Meeting, with the terms of office for Class I and Class II expiring one and two years thereafter, respectively. For this reason, as a shareholder of the Fund, you are being asked to consider the election of the Class III Trustees who will be elected for a three-year term. The Declaration of Trust provides for the division of the Board in order to limit the ability of other entities or persons to acquire control of the Fund or to change the composition of its Board.

**Why did you send me this booklet?**

This booklet is a Proxy Statement. It provides you with information you should review before voting on the matters listed above and in the Notice of Annual Meeting for the Fund. You are receiving these proxy materials a booklet that includes the Proxy Statement and one Proxy Ballot because you have the right to vote on the important Proposal concerning your investment in the Fund.

## Who is eligible to vote?

Shareholders who owned shares in the Fund at the close of business on April 1, 2008 (the Record Date ) are eligible to vote. As of the Record Date, the Fund had 97,252,472 Common Shares outstanding. Common Shareholders are entitled to one vote for each Common Share held. The Fund does not currently issue any shares other than the Common Shares. To the best of the Fund's knowledge, as of April 1, 2008, no person owned beneficially more than 5% of the Common Shares of the Fund, except as listed below.

Name and Address of Shareholder*	Percentage of Fund
Cede & Co	99.86%
PO Box 20	
Bowling Green Station	
New York, NY 10274	

\* This entity is the shareholder of record and may be deemed to be the beneficial owner of the shares listed for certain purposes under the securities laws, although in certain instances it may not have an economic interest in these shares and would, therefore, ordinarily disclaim any beneficial ownership therein.

## How do I vote?

Shareholders can vote by completing, signing and returning the enclosed Proxy Ballot promptly in the enclosed envelope, or by attending the Annual Meeting in person and voting. In addition to solicitation by mail, certain officers and representatives of the Fund, officers and employees of ING Investments, LLC ( ING Investments or the Adviser ) (Address: 7337 E. Doubletree Ranch Rd., Scottsdale, Arizona 85258-2034), the investment adviser to the Fund, or its affiliates and certain financial services firms and their representatives, who will receive no extra compensation for their services, may solicit proxies by telephone, telegram, facsimile, or oral communication. Shareholders of the Fund whose shares are held by nominees, such as brokers, can vote their proxies by contacting their respective nominee. If a shareholder wishes to participate in the Annual Meeting, the shareholder may still submit the Proxy Ballot originally sent with the Proxy Statement or attend in person.

## When and where will the Annual Meeting be held?

The Annual Meeting will be held at 7337 E. Doubletree Ranch Road, Scottsdale, Arizona 85258-2034, on June 25, 2008, at 10:00 a.m., Local time, and, if the Annual Meeting is adjourned or postponed, at any adjournment or postponement of that Meeting. If you expect to attend the Annual Meeting in person, please notify the Fund by calling 1-800-992-0180.

## Can I revoke my proxy after I vote it?

A shareholder may revoke the accompanying proxy at any time prior to its use by filing with the Fund a written revocation or duly executed Proxy Ballot bearing a later date. In addition, any shareholder who attends the Annual Meeting in person may vote by ballot at the Annual

Meeting, thereby canceling any proxy previously given. The persons named in the accompanying proxy will vote as directed by the proxy, but in the absence of voting directions in any proxy that is signed and returned, they intend to vote **FOR** the Proposal and may vote in their discretion with respect to other matters not now known to the Board that may be presented at the Annual Meeting.

**Who pays for this proxy solicitation?**

The Fund will pay the expenses incurred in connection with the Notice of Annual Meeting, Proxy Statement and the Annual Meeting, including printing, mailing and vote tabulation expenses, legal fees, and out of pocket expenses.

**How can I obtain more information about the Fund?**

Copies of the Fund's Annual Report for the fiscal year ended February 29, 2008 and the Fund's Semi-Annual Report for the period ended August 31, 2007 are available upon request, without charge, by writing to: The ING Funds, 7337 E. Doubletree Ranch Road, Scottsdale, Arizona, 85258-2034, Attention: Literature Fulfillment, or by calling 1-800-992-0180. This Proxy Statement should be read in conjunction with the Annual and Semi-Annual Reports.

**How does the Board recommend that I vote?**

The Board recommends that shareholders vote **FOR** the Proposal described in this Proxy Statement.

## **PROPOSAL**

### **ELECTION OF CLASS III TRUSTEES**

#### **What is the Proposal?**

The Board has nominated four individuals for election as Class III Trustees of the Board to represent the interests of the holders of Common Shares of the Fund (the Class III Nominees). Holders of Common Shares are asked to elect the Class III Nominees to serve as Trustees, each to serve for a three-year term, and until his successor is duly elected and qualified. Information about each Class III Nominee is set forth below. All of the Class III Nominees are currently Trustees of the Fund and each has consented to continue to serve as a Trustee if re-elected by holders of Common Shares.

#### **What factors did the Board consider in selecting the Class III Nominees?**

The Board nominated the four individuals who currently serve as Class III Trustees of the Common Shares of the Fund. The Board met to discuss Board candidates and, after due consideration, recommend to shareholders the Class III Nominees indicated below. In making such recommendation, the Board took into consideration the knowledge, background, and experience of the Class III Nominees.

#### **What is the required vote?**

Common Shareholders are entitled to one vote for each Common Share held. The affirmative vote of a plurality of the Common Shares of the Fund present in person or by proxy at the Annual Meeting is required to approve the election of each Class III Nominee to the Board. Shareholders do not have appraisal rights in connection with the proposal in this proxy statement and there is no cumulative voting for the election of Trustees.

#### **Who are the Class III Nominees?**

For election as Class III Trustees at the Annual Meeting, the Board has approved the nomination of:

#### **Class III**

J. Michael Earley

Patrick W. Kenny

Shaun P. Mathews

Roger B. Vincent

The persons named as proxies will vote for the election of each of these Class III Nominees unless you withhold authority to vote for any or all of them on the enclosed Proxy Ballot. If any or all of the Class III Nominees should become unavailable for election due to events not now known or anticipated, the persons named as proxies will vote for such other nominee or nominees as the current Trustees may recommend or the Board may reduce the number of Trustees as provided for in the Fund's Declaration of Trust.

No Class III Nominee is a party adverse to the Fund or any of its affiliates in any material pending legal proceeding, nor does any Class III Nominee have an interest materially adverse to the Fund.

The following table sets forth information concerning the Class III Nominees of the Fund. The address for each Class III Nominee is 7337 E. Doubletree Ranch Road, Scottsdale, Arizona 85258-2034.

Name and Age	Position(s) held with Fund	Term of Office and Length of Time Served(1)	Principal Occupation(s) During the Past 5 Years	Number of Funds in Fund Complex overseen by Trustee(2)	Other Directorships/Trusteeships held by Trustee
<b><u>Independent Trustees</u></b>					
<b>J. Michael Earley</b> Age: 63	Trustee Class III	February 2005 - Present	President, Chief Executive Officer and Director, Bankers Trust Company, N.A., Des Moines (June 1992 - Present).	182	Midamerica Financial Corporation (December 2002 Present)
<b>Patrick W. Kenny</b> Age: 65	Trustee Class III	February 2005 - Present	President and Chief Executive Officer, International Insurance Society (June 2001 - Present).	182	Assured Guaranty Ltd. (April 2004 - Present); and Odyssey Reinsurance Holdings (November 2006 Present).
<b>Roger B. Vincent</b> Age: 62	Trustee Class III	February 2005 - Present	President, Springwell Corporation (March 1989 Present).	182	UGI Corporation (February 2006 - Present); and UGI Utilities, Inc. (February 2006 - Present).
<b><u>Trustees who are Interested Persons</u></b>					
<b>Shaun P. Mathews(3)(4)</b> Age: 52	Trustee Class III	June 2006 - Present	President and Chief Executive Officer, ING Investments, LLC (December 2006 Present); ING USFS Mutual Funds and Investment Products (November 2004 November 2006). Formerly, CMO, ING USFS (April 2002 October 2004); and Head of Rollover/Payout (October 2001 December 2003).	212	The Mark Twain House & Museum (September 2002 Present); Connecticut Forum (May 2002 Present); Capital Community College Foundation (February 2002 Present); ING Services Holding Company, Inc. (May 2000 Present); Southland Life Insurance Company (June 2002 Present); and ING Capital Corporation, LLC, ING Funds Distributor, LLC, ING Funds Services, LLC, ING Investments, LLC and ING Pilgrim Funding, Inc. (March 2006 Present).

- (1) The Board is divided into three classes, with the term of one class expiring at each annual meeting of the Fund. At each annual meeting, one class of Trustees is elected to a three-year term and serves until their successors are duly elected and qualified. The tenure of each Trustee is subject to the Board's retirement policy, which states that each duly elected or appointed Trustee who is not an interested person of the Fund, as defined in the Investment Company Act of 1940, as amended ( "1940 Act" ) ( "Independent Trustees" ), shall retire from service as a Trustee at the conclusion of the first regularly scheduled meeting of the Board that is held after (a) the Trustee reaches the age of 70, if that Trustee qualifies for a retirement benefit as discussed in the



board's retirement policy; or (b) the Trustee reaches the age of 72 or has served as a Trustee for 15 years, if that Trustee does not qualify for the retirement benefit. A unanimous vote of the Board may extend the retirement date of a Trustee for up to one year. An extension may be permitted if the retirement would trigger a requirement to hold a meeting of shareholders of the Fund under applicable law, whether for purposes of appointing a successor to the Trustee or if otherwise necessary under applicable law, in which case the extension would apply until such time as the shareholder meeting can be held or is no longer needed.

- (2) For the purposes of this table, Fund Complex means the following investment companies: ING Asia Pacific High Dividend Equity Income Fund; ING Equity Trust; ING Funds Trust; ING Global Advantage and Premium Opportunity Fund; ING Global Equity Dividend and Premium Opportunity Fund; ING International High Dividend Equity Income Fund; ING Investors Trust; ING Mayflower Trust; ING Mutual Funds; ING Partners, Inc.; ING Prime Rate Trust; ING Risk Managed Natural Resources Fund; ING Senior Income Fund; ING Separate Portfolios Trust; ING Variable Insurance Trust; and ING Variable Products Trust. The number of Funds in the Fund Complex is as of February 29, 2008.
- (3) Mr. Mathews is an interested person of the Fund, as defined by the 1940 Act, because of his affiliation with ING Groep N.V., the parent corporation of the Adviser, ING Investments, LLC and the Distributor, ING Funds Distributor, LLC.
- (4) Mr. Mathews is also a director of the following investment companies: ING GET Fund; ING Series Fund, Inc.; ING Strategic Allocation Portfolios, Inc.; ING Variable Funds; ING Variable Portfolios, Inc.; ING VP Balanced Portfolio, Inc.; ING VP Intermediate Bond Portfolio; and ING VP Money Market Portfolio. Therefore, for the purposes of this table with reference to Mr. Mathews, Fund Complex includes these investment companies.

Please read the section Further Information About the Trustees and Officers starting on page 11 of this Proxy Statement before voting on this Proposal.

#### **Who are the Class I and Class II Trustees?**

The Class I Trustees serving until the 2009 annual meeting of the Fund, at which time they, or their successors, will be considered for another three-year term, are as follows:

##### **Class I**

Colleen D. Baldwin

Robert W. Crispin

Peter S. Drotch

The Class II Trustees serving until the 2010 annual meeting of the Fund, at which time they, or their successors, will be considered for another three-year term, are as follows:

##### **Class II**

John V. Boyer