

ZWEIG TOTAL RETURN FUND INC  
Form DEFA14A  
May 11, 2010

**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

Filed by a Party other than the Registrant

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

**THE ZWEIG TOTAL RETURN FUND, INC.**

---

(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.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

Edgar Filing: ZWEIG TOTAL RETURN FUND INC - Form DEFA14A

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**YOUR ASSISTANCE IS GREATLY NEEDED**

May 11, 2010

Dear Valued Shareholder:

The May 11<sup>th</sup> annual meeting of shareholders of **The Zweig Total Return Fund, Inc.** has been adjourned to provide shareholders who have not yet cast their proxy vote for Proposal 2 (the Charter Amendment Proposal ) with additional time to do so. It is critical to the business of *your* fund that we receive your proxy voting instructions before the adjourned meeting resumes on June 2, 2010 at 10:00 A.M. at the offices of Willkie Farr & Gallagher LLP, located at 787 Seventh Avenue (between 51<sup>st</sup> and 52<sup>nd</sup> Streets), 34<sup>th</sup> Floor, New York, New York 10019.

**The Board of Directors has unanimously recommended a FOR vote on the Charter Amendment Proposal. Please help us by casting your vote today.** Failure to secure sufficient votes for the Charter Amendment Proposal will result in additional costly solicitation efforts and could delay the important business of the fund.

Enclosed you will find another copy of your proxy ballot(s). If you have not yet cast your vote on Proposal 2 the Charter Amendment Proposal, **please do so today.**

I also want to inform you that before the meeting adjourned on May 11, the fund's shareholders re-elected Alden Olson and myself as Directors of the fund.

If you need another copy of the proxy statement or have any proxy-related questions, please call 1-877-297-1739 for assistance. I thank you in advance for your help with this urgent matter.

Sincerely,

George R. Aylward

Chairman of the Board and President of The Zweig Total Return Fund, Inc.

The Zweig Total Return Fund, Inc. 900 Third Avenue New York, NY 10022

**YOUR ASSISTANCE IS GREATLY NEEDED**

May 11, 2010

Dear Valued Shareholder:

The May 11<sup>th</sup> annual meeting of shareholders of **The Zweig Total Return Fund, Inc.** has been adjourned to provide shareholders who have not yet cast their proxy vote for Proposal 2 (the Charter Amendment Proposal ) with additional time to do so. It is critical to the business of *your* fund that we receive your proxy voting instructions before the adjourned meeting resumes on June 2, 2010 at 10:00 A.M. at the offices of Willkie Farr & Gallagher LLP, located at 787 Seventh Avenue (between 51<sup>st</sup> and 52<sup>nd</sup> Streets), 34<sup>th</sup> Floor, New York, New York 10019.

**The Board of Directors has unanimously recommended a FOR vote on the Charter Amendment Proposal. Please help us by casting your vote today.** Failure to secure sufficient votes for the Charter Amendment Proposal will result in additional costly solicitation efforts and could delay the important business of the fund.

Enclosed you will find another copy of your proxy ballot(s). If you have not yet cast your vote on Proposal 2 the Charter Amendment Proposal, **please do so today.**

I also want to inform you that before the meeting adjourned on May 11, the fund's shareholders re-elected Alden Olson and myself as Directors of the fund.

If you need another copy of the proxy statement, have any proxy-related questions, or if you would like to vote your proxy by phone, please call 1-877-297-1739 for assistance. I thank you in advance for your help with this urgent matter.

Sincerely,

George R. Aylward

Chairman of the Board and President of The Zweig Total Return Fund, Inc.

The Zweig Total Return Fund, Inc. 900 Third Avenue New York, NY 10022