

NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC
Form SC 13D
July 09, 2014

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. n/a)*

Neuberger Berman Intermediate Municipal Fund Inc

(Name of Issuer)

VARIABLE RATE MUNICIPAL TERM PREFERRED SHARES

(Title of Class of Securities)

64124P408

(CUSIP Number)

Bank of America Corporation BANK OF AMERICA CORPORATE CENTER CHARLOTTE, North Carolina
28255

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 01, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 BANK OF AMERICA CORP /DE/
56-0906609

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) o

2 (b) x

SEC USE ONLY

3

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM
5 2(e) or 2(f)

x

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

8 NUMBER OF SHARES
BENEFICIALLY OWNED

SOLE DISPOSITIVE POWER

9 BY EACH REPORTING
PERSON WITH 0

SHARED DISPOSITIVE POWER

10 1794

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 1794

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 100%

TYPE OF REPORTING PERSON

14 HC

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Banc of America Preferred Funding Corporation
75-2939570

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

SEC USE ONLY

SOURCE OF FUNDS

4 WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 0

SHARED VOTING POWER

8 876

SOLE DISPOSITIVE POWER

9 0

SHARED DISPOSITIVE POWER

10 876

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 876

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 48.83%

TYPE OF REPORTING PERSON

14 CO

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1 Blue Ridge Investments, L.L.C.
56-1970824

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(e) or 2(f)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

918

NUMBER OF SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON WITH

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

918

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

918

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

51.17%

14 TYPE OF REPORTING PERSON

OO

Item 1. Security and Issuer

This Statement on Schedule 13D (this "Statement") relates to the purchase of variable rate municipal term preferred shares ("VMTP Shares") of Neuberger Berman Intermediate Municipal Fund Inc. (the "Issuer" or the "Company"). This Statement is being filed by the Reporting Persons (as defined below) as a result of the purchase of VMTP Shares by BAPFC (as defined below) and Blue Ridge (as defined below). The Issuer's principal executive offices are located at 605 Third Avenue, New York, New York, 10158.

Item 2. Identity and Background

(a) This Statement is being filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i. Bank of America Corporation ("BAC")
- ii. Banc of America Preferred Funding Corporation ("BAPFC")
- iii. Blue Ridge Investments, L.L.C. ("Blue Ridge")

This Statement relates to the VMTP Shares that were purchased for the account of BAPFC and Blue Ridge.

(b) The address of the principal business office of BAC is:

Bank of America Corporate Center
100 North Tryon Street
Charlotte, North Carolina 28255

The address of the principal business office of BAPFC is:

214 North Tryon Street
Charlotte, North Carolina 28255

The address of the principal business office of Blue Ridge is:

100 North Tryon Street
Charlotte, North Carolina 28255

- (c) BAC and its subsidiaries provide diversified global financial services and products. BAPFC is an indirect wholly owned subsidiary of BAC and the principal business of BAPFC is to make investments and provide loans to clients. Blue Ridge is an indirect wholly owned, non-bank subsidiary of BAC and the principal business of Blue Ridge is investing in assets that traditionally cannot be funded by Bank of America, N.A. or any affiliated broker dealer, including low quality assets and assets that require non-trading book status.
- (d) Other than as set forth on Schedule II, during the last five years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the Listed Persons, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.
- (e) Other than as set forth on Schedule II, during the last five years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons, none of the Listed Persons, have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment,

decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

- (f) Information concerning each executive officer, director and controlling person (the "Listed Persons") of the Reporting Persons is listed on Schedule I attached hereto, and is incorporated by reference herein. To the knowledge of the Reporting Persons, all of the Listed Persons are citizens of the United States, other than as otherwise specified on Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

The aggregate amount of funds used by the Reporting Persons to purchase the securities reported herein was approximately \$179,400,000. The source of funds was the working capital of the Reporting Persons.

The Reporting Persons declare that neither the filing of this Statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the Exchange Act or any other purpose, (i) acting (or has agreed or is agreeing to act together with any other person) as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring, holding or disposing of securities of the Company or otherwise with respect to the Company or any securities of the Company or (ii) a member of any group with respect to the Company or any securities of the Company.

Item 4. Purpose of Transaction

BAPFC and Blue Ridge have purchased the VMTP Shares for investment purposes. BAPFC and Blue Ridge acquired the VMTP Shares directly from the Company pursuant to the VMTP Purchase Agreement, dated July 1, 2014, between the Company, BAPFC and Blue Ridge (the "Purchase Agreement") on their initial issuance for an aggregate purchase price of \$179,400,000 of which \$87,600,000 was paid by BAPFC and \$91,800,000 was paid by Blue Ridge.

The Reporting Persons have not acquired the subject securities with any purpose, or with the effect of, changing or influencing control of the issuer, or in connection with or as a participant in any transaction having that purpose or effect.

- (a) See Item 4 Above.
- (b) See Item 4 Above.
- (c) See Item 4 Above.
- (d) See Item 4 Above.
- (e) See Item 4 Above.
- (f) See Item 4 Above.
- (g) See Item 4 Above.
- (h) See Item 4 Above.
- (i) See Item 4 Above.
- (j) See Item 4 Above.

Item 5. Interest in Securities of the Issuer

- (a) The responses of the Reporting Persons to Rows (7) through (11) of the cover pages of this Statement are incorporated herein by reference.
- (b) The responses of the Reporting Persons to Rows (7) through (11) of the cover pages of this Statement are incorporated herein by reference.
- (c) The responses of the Reporting Persons in Item 3 and Item 4 are incorporated herein by reference.

Transaction Date	Shares or Unites Purchased (Sold)	Price Per Share or Unit
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- (d) No other person is known by the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, VMTP Shares that may be deemed to be beneficially owned by the Reporting Persons.
- (e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

The responses of the Reporting Persons to Item 4 are incorporated herein by reference. With respect to the VMTP Shares owned by BAPFC and Blue Ridge, on July 1, 2014, BAPFC and Blue Ridge assigned certain preferred class voting rights on the VMTP Shares to a voting trust (the "Voting Trust") created pursuant to the Voting Trust Agreement, dated July 1, 2014 among BAPFC, Blue Ridge, Lord Securities Corporation, as voting trustee (the "Voting Trustee") and Institutional Shareholder Services Inc. (the "Voting Consultant"). Voting and consent rights on the VMTP Shares not assigned to the Voting Trust have been retained by BAPFC and Blue Ridge, as applicable. The Voting Trust provides that with respect to voting or consent matters relating to the voting rights assigned to the Voting Trust, the Voting Consultant analyzes such voting or consent matters and makes a recommendation to the Voting Trustee on voting or consenting. The Voting Trustee is obligated to follow any such recommendations of the Voting Consultant when providing a vote or consent. BAPFC and Blue Ridge have the right to cause the Company to register the VMTP Shares pursuant to a Registration Rights Agreement, dated July 1, 2014 between the Company, Blue Ridge and BAPFC.

Item 7. Material to Be Filed as Exhibits

Exhibit Description of Exhibit
99.1 Joint Filing Agreement
99.2 Limited Power of Attorney
99.3 Voting Trust Agreement
99.4 Registration Rights Agreement
99.5 Purchase Agreement

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Bank of America Corporation

July 01, 2014

By: /s/ Sun Kyung Bae
Attorney-in-fact

Banc of America Preferred Funding Corporation

July 01, 2014

By: /s/ Edward Curland
Authorized Signatory

Blue Ridge Investments, L.L.C.

July 01, 2014

By: /s/ Edward Curland
Authorized Signatory

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)
