

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name THE ZWEIG FUND, INC.		2 Issuer's employer identification number (EIN) 13-3353326	
3 Name of contact for additional information Shareholder Services	4 Telephone No. of contact 800-272-2700	5 Email address of contact zweig@virtus.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 101 Munson St.		7 City, town, or post office, state, and Zip code of contact Greenfield MA 01301	
8 Date of action 12/31/12	9 Classification and description Return of Capital		
10 CUSIP number 989834205	11 Serial number(s) N/A	12 Ticker symbol ZF	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **During the year ended December 31, 2012, the issuer distributed amounts to its shareholders, a portion of which constituted a non-taxable return of capital. See attachment for a list of distribution dates and return of capital amounts per share.**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The attachment provides the total distribution per share, as well as the non-taxable return of capital ("ROC") per share, on a distribution by distribution basis. The return of capital per share should reduce the taxpayer's adjusted basis of each share held on the date of each listed distribution by 45.0025% of the original distribution amount.**

Effective June 27, 2012, the Fund underwent a 1-for-4 reverse stock split (please refer to earlier Form 8937). For distributions pre split, the percentage for return of capital remains the same; however on a per share basis, multiply the earlier dividends times 4 to get post-split equivalent.

Examples: Assume one share with cost basis of \$14.00 (cost basis adjusted after split)

Pre-split: Distribution ex-date 4/10/2012; the ROC is \$.02475 per share, multiply by 4 = \$0.099 reduction in basis. New basis = \$13.901

Post-split: Distribution ex-date 10/9/2012; the ROC is \$.0958 per share = reduction in basis. New basis = \$13.904

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **An analysis of the issuer's current and accumulated earnings and profits was performed as of 12/31/12, in order to determine the portion of the distribution that constituted a dividend and the portion that constituted a non-taxable return of capital.**


Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶
§301(c) and §316(a)

18 Can any resulting loss be recognized? ▶ **The return of capital per share should reduce the taxpayer's adjusted basis of each share held on the date of distribution. Upon disposition of all or a portion of the shares, the taxpayer should recognize greater gain/less loss.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶
The reportable tax year of the distributions is 2012. Actual return of capital per share will be reflected on the taxpayer's 2012 Form 1099.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ 1/14/2013

Print your name ▶ **A signed copy is maintained by the issuer** Title ▶ **Vice President**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.

The Zweig Fund, Inc.
 Form 8937 Attachment
 12/31/2012

EIN: 13-3353326

Ex-Date	Record Date	Payable Date	Distribution Per Share			ROC as a percent of Original
			Original Income Declaration	Revised Ordinary Income	Revised Return of Capital ("ROC")	
4/10/2012	4/12/2012	4/19/2012	\$ 0.0550	\$ 0.030248606	\$ 0.024751394	45.0025%
7/10/2012	7/12/2012	7/19/2012	\$ 0.2060	\$ 0.113294780	\$ 0.092705220	45.0025%
10/9/2012	10/11/2012	10/18/2012	\$ 0.2130	\$ 0.117144602	\$ 0.095855398	45.0025%
1/3/2013	12/31/2012	1/9/2013	\$ 0.2080	\$ 0.114394729	\$ 0.093605271	45.0025%

Note: Effective June 27, 2012, the Fund underwent a 1-for-4 reverse stock split. Per share amounts pre-split date represent the original distributions declared. Amounts would be multiplied by 4 to obtain the post-split equivalent on a per share basis. The percentage of distribution remains unchanged.