

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name NASDAQ PREMIUM INCOME & GROWTH FUND INC.		2 Issuer's employer identification number (EIN) 84-1720757	
3 Name of contact for additional information SARAH TELLEFSON	4 Telephone No. of contact 312-917-8155	5 Email address of contact sarah.tellefson@nuveen.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 333 WEST WACKER DRIVE		7 City, town, or post office, state, and Zip code of contact CHICAGO, IL 60606-1286	
8 Date of action SEE ATTACHED		9 Classification and description DISTRIBUTION IN EXCESS OF CURRENT AND ACCUMULATED EARNINGS AND PROFITS	
10 CUSIP number SEE ATTACHED	11 Serial number(s)	12 Ticker symbol SEE ATTACHED	13 Account number(s)

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 ▶ **THE FUND PAID A QUARTERLY DISTRIBUTION TO SHAREHOLDERS FROM JANUARY 2012 TO DECEMBER 2012. A PORTION OF EACH DISTRIBUTION CONSTITUTES A NONTAXABLE RETURN OF CAPITAL.**

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 PORTION OF EACH DISTRIBUTION THAT CONSTITUTES A NONTAXABLE RETURN OF CAPITAL WILL DECREASE A U.S. TAXPAYER'S BASIS IN THE SHARES OF THE ISSUER. FOR THE NONTAXABLE RETURN OF CAPITAL PER SHARE AMOUNTS, SEE ATTACHMENT.**

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 ▶ **THE FUND'S CURRENT AND ACCUMULATED EARNINGS WERE COMPARED TO DISTRIBUTIONS PAID DURING THE PERIOD ENDED DECEMBER 31, 2012. THE NONTAXABLE RETURN OF CAPITAL REPRESENTS THE AMOUNT OF DISTRIBUTIONS PAID DURING THE TAXABLE PERIOD ENDED DECEMBER 31, 2012 IN EXCESS OF THE FUND'S CURRENT AND ACCUMULATED EARNINGS AND PROFITS UNDER IRC SECTION 316.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► INTERNAL REVENUE CODE SECTIONS 301, 316 AND 852.

18 Can any resulting loss be recognized? ► NO.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► THE ABOVE DESCRIBED ORGANIZATIONAL ACTION IS REPORTABLE IN TAX YEAR 2012.

Sign Here	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.			
	Signature ► <u>Sarah Tellefsen</u>	Date ► <u>2/28/13</u>		
Paid Preparer Use Only	Print your name ► <u>Sarah Tellefsen</u>	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed PTIN
	Firm's name ►			Firm's EIN ►
	Firm's address ►			Phone no.

NASDAQ Premium Income & Growth Fund Inc.
 EIN: 84-1720757
 Form 8937 Attachment
 December 31, 2012

Share Class	CUSIP	Ticker Symbol	Payable Date	PER SHARE			
				Total Distribution	Income Dividends	Capital Gains	Return of Capital
Common	63110R105	QQQX	04/02/12	\$ 0.302000	\$ 0.015855	\$ -	\$ 0.286145
Common	63110R105	QQQX	07/02/12	\$ 0.302000	\$ 0.015855	\$ -	\$ 0.286145
Common	63110R105	QQQX	10/01/12	\$ 0.302000	\$ 0.015855	\$ -	\$ 0.286145
Common	63110R105	QQQX	12/31/12	\$ 0.302000	\$ 0.015855	\$ -	\$ 0.286145
Total				\$ 1.208000	\$ 0.063420	\$ -	\$ 1.144580