

BLACKROCK MUNIVEST FUND INC

Form DEFR14A

June 12, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                                     |  |                          |   |
|-------------------------------------|--|--------------------------|---|
| <input type="checkbox"/>            | Preliminary Proxy Statement                  | <input type="checkbox"/> | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input checked="" type="checkbox"/> | Definitive Proxy Statement                   |                          |   |
| <input type="checkbox"/>            | Definitive Additional Materials              |                          |   |
| <input type="checkbox"/>            | Soliciting Material Pursuant to § 240.14a-12 |                          |   |

**BlackRock Corporate High Yield Fund III, Inc.**

**BlackRock Corporate High Yield Fund V, Inc.**

**BlackRock Corporate High Yield Fund VI, Inc.**

**BlackRock Corporate High Yield Fund, Inc.**

**BlackRock Credit Allocation Income Trust I, Inc.**

**BlackRock Credit Allocation Income Trust II, Inc.**

**BlackRock Debt Strategies Fund, Inc.**

**BlackRock Diversified Income Strategies Fund, Inc.**

**BlackRock Enhanced Capital and Income Fund, Inc.**

**BlackRock Enhanced Government Fund, Inc.**

**BlackRock Floating Rate Income Strategies Fund II, Inc.**

**BlackRock Floating Rate Income Strategies Fund, Inc.**

**BlackRock Muni Intermediate Duration Fund, Inc.**

**BlackRock Muni New York Intermediate Duration Fund, Inc.**

**BlackRock MuniEnhanced Fund, Inc.**

**BlackRock MuniHoldings California Quality Fund, Inc.**

**BlackRock MuniHoldings Fund II, Inc.**

**BlackRock MuniHoldings Fund, Inc.**

**BlackRock MuniHoldings Investment Quality Fund**

**BlackRock MuniHoldings New Jersey Quality Fund, Inc.**

**BlackRock MuniHoldings New York Quality Fund, Inc.**

**BlackRock MuniHoldings Quality Fund II, Inc.**

**BlackRock MuniHoldings Quality Fund, Inc.**

**BlackRock MuniVest Fund II, Inc.**

**BlackRock MuniVest Fund, Inc.**

**BlackRock MuniYield Arizona Fund, Inc.**

**BlackRock MuniYield California Fund, Inc.**

**BlackRock MuniYield California Quality Fund, Inc.**

**BlackRock MuniYield Fund, Inc.**

**BlackRock MuniYield Investment Fund**

**BlackRock MuniYield Investment Quality Fund**

**BlackRock MuniYield Michigan Quality Fund II, Inc.**

**BlackRock MuniYield Michigan Quality Fund, Inc.**

**BlackRock MuniYield New Jersey Fund, Inc.**

**BlackRock MuniYield New Jersey Quality Fund, Inc.**

**BlackRock MuniYield New York Quality Fund, Inc.**

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**BlackRock MuniYield Pennsylvania Quality Fund**

**BlackRock MuniYield Quality Fund II, Inc.**

**BlackRock MuniYield Quality Fund III, Inc.**

**BlackRock MuniYield Quality Fund, Inc.**

**BlackRock Senior High Income Fund, Inc.**

**The Massachusetts Health & Education Tax-Exempt Trust**

(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)(4) 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):

(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:

\* This revised definitive proxy statement has been filed to update the number of registered investment companies and portfolios overseen by each Fund's Board Members.

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June 11, 2012

Dear Shareholder:

A joint annual meeting of the BlackRock Closed-End Funds listed in *Appendix A* to the enclosed joint proxy statement (each, a "Fund") will be held at the offices of BlackRock Advisors, LLC, Park Avenue Plaza, 55 East 58<sup>th</sup> Street, 11<sup>th</sup> Floor, New York, NY 10055, on Friday, July 27, 2012, at 10:30 a.m. (Eastern time), to consider and vote on the proposal discussed in the enclosed joint proxy statement.

The purpose of the meeting is to seek shareholder approval of the eleven nominees named in the enclosed joint proxy statement to the Boards of Directors or Trustees (each, a "Board," the members of which are referred to as "Board Members") of each Fund. Each Board has unanimously approved the eleven nominees named in the enclosed joint proxy statement on behalf of its Fund (the "Board Nominees"), subject to approval by the Fund's shareholders. The Boards have reviewed the qualifications and backgrounds of the Board Nominees and believe that they are experienced in overseeing investment companies and are familiar with the Funds and their investment advisers and that their election is in your best interests.

**The Board Members responsible for your Fund recommend that you vote FOR the Board Nominees for your Fund.** In connection with your vote, we urge you to read the full text of the enclosed joint proxy statement.

**Your vote is important. If you are a record holder of a Fund's shares and plan to attend the meeting in person, in order to gain admission you must show valid photographic identification, such as your driver's license or passport. If you hold your shares of a Fund through a bank, broker or other custodian, and plan to attend the meeting in person, in order to gain admission you must show valid photographic identification, such as your driver's license or passport, and satisfactory proof of ownership of shares in a Fund, such as your voting instruction form (or a copy thereof) or a letter from your bank, broker or other custodian or broker's statement indicating ownership as of the Record Date. If you hold your common or preferred shares in a brokerage account or through a bank or other nominee, you will not be able to vote in person at the annual meeting unless you have previously requested and obtained a legal proxy from your broker, bank or other nominee and present it at the annual meeting. Even if you plan to attend the meeting, please promptly follow the enclosed instructions to submit voting instructions by telephone or via the Internet. Alternatively, you may submit voting instructions by signing and dating each proxy card you receive, and if received by mail, returning it in the accompanying postage-paid return envelope.**

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You have received this joint proxy statement because you were a shareholder of record of at least one of the Funds listed in *Appendix A* on May 31, 2012. Certain other BlackRock Closed-End Funds not listed in *Appendix A* will also hold their annual meetings at the place and on the date stated above, but at a different time. If you were also a shareholder of record on May 31, 2012 of one or more of those other funds, you will receive a separate proxy statement and proxy card(s) relating to those funds. Please be certain to vote by telephone or via the Internet with respect to each Fund in which you are a shareholder of record or sign, date and return each proxy card you receive from us.

If you have any questions about the proposal to be voted on, please call Georgeson Inc., the firm assisting us in the solicitation of proxies, at 1-866-856-2826.

Sincerely,

Janey Ahn

Secretary of the Funds

**BlackRock Closed-End Funds**

40 East 52<sup>nd</sup> Street, New York, NY 10022

(800) 441-7762

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IMPORTANT INFORMATION

FOR FUND SHAREHOLDERS

While we encourage you to read the full text of the enclosed joint proxy statement, for your convenience we have provided a brief overview of the matters to be voted on.

**Questions and Answers**

**Q: Why am I receiving the joint proxy statement?**

A: Each Fund is required to hold an annual meeting of shareholders for the election of Board Members. This joint proxy statement describes a proposal to approve the nominees to the Board of the Fund(s) in which you own shares and provides you with other information relating to the meeting. The enclosed proxy card(s) indicate the Fund(s) in which you own shares. The table on pages 5-6 of the joint proxy statement identifies the Board Nominees for each Fund.

**Q: How do the Boards of the Funds recommend that I vote?**

A: The Boards have reviewed the qualifications and backgrounds of the Board Nominees and believe that they are experienced in overseeing investment companies and are familiar with the Funds and their investment advisers. The Boards have approved the Board Nominees named in the joint proxy statement, believe their election is in your best interests and unanimously recommend that you vote **FOR** each Board Nominee.

**Q: How do I vote my shares?**

A: You can provide voting instructions by telephone, by calling the toll-free number on the proxy card(s) or Notice of Internet Availability of Proxy Materials, or by going to the Internet address provided on the Notice of Internet Availability of Proxy Materials or proxy card(s) and following the instructions. Alternatively, if you received your proxy card(s) by mail, you can vote your shares by signing and dating the proxy card(s) and mailing it (them) in the enclosed postage-paid envelope.

You may also attend the meeting and vote by ballot in person; however, even if you intend to do so, we encourage you to provide voting instructions by one of the methods discussed above.

***If you are a record holder of a Fund's shares and plan to attend the meeting in person, in order to gain admission you must show valid photographic identification, such as your driver's license or passport.***

If you hold your shares of a Fund through a bank, broker or other custodian, and plan to attend the meeting in person, in order to gain admission you must show valid photographic identification, such as your driver's license or passport, and satisfactory proof of ownership of shares in a Fund, such as your voting instruction form (or a copy thereof) or a letter from your bank, broker or other custodian or broker's statement indicating ownership as of the Record Date. If you hold your common or preferred shares in a brokerage account or through a bank or other nominee, you will not be able to vote in person at the annual meeting unless you have previously requested and obtained a legal proxy from your broker, bank or other nominee and present it at the annual meeting.



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**Q: Will my vote make a difference?**

A: Your vote is very important and can make a difference in the governance and management of your Fund(s), no matter how many shares you own. Your vote can help ensure that the Board Nominees will be elected. We encourage all shareholders to participate in the governance of their Fund(s).

**Q: Are the Funds paying for the cost of the joint proxy statement?**

A: The costs associated with the joint proxy statement, including the printing, distribution and the proxy solicitation costs, will be borne by the Funds. Additional out-of-pocket costs, such as legal expenses and auditor fees, incurred in connection with the preparation of the joint proxy statement, also will be borne by the Funds. Costs that are borne by the Funds collectively will be allocated among the Funds on the basis of a combination of their respective net assets and number of shareholder accounts, except when direct costs can reasonably be attributed to one or more specific Funds.

The Funds and BlackRock, Inc. have retained Georgeson Inc. ( Georgeson ), 199 Water Street, 26<sup>th</sup> floor, New York, New York, 10038, a proxy solicitation firm, to assist in the distribution of proxy materials and the solicitation and tabulation of proxies. It is anticipated that Georgeson will be paid approximately \$98,000 for such services (including reimbursements of out-of-pocket expenses). In addition, Broadridge Financial Solutions, Inc. ( Broadridge ), 51 Mercedes Way, Edgewood, NY 11717, will assist the Funds in the distribution of proxy materials. It is anticipated that Broadridge will be paid approximately \$433,000 for such services (including reimbursements of out-of-pocket expenses).

**Q: Whom do I call if I have questions?**

A: If you need more information, or have any questions about voting, please call Georgeson, the Funds proxy solicitor, at 1-866-856-2826.

**Please vote now. Your vote is important.**

**To avoid the wasteful and unnecessary expense of further solicitation(s), we urge you to indicate your voting instructions on the proxy card(s), and if voting by mail, date and sign it (them) and return it (them) promptly in the postage-paid envelope provided, or record your voting instructions by telephone or via the Internet, no matter how large or small your holdings may be. If your shares are held through a broker, you must provide voting instructions to your broker about how to vote your shares in order for your broker to vote your shares as you instruct at the meeting.**

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June 11, 2012

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON JULY 27, 2012**

A joint annual meeting of the shareholders of the BlackRock Closed-End Funds identified below (each, a Fund ) will be held at the offices of BlackRock Advisors, LLC, Park Avenue Plaza, 55 East 52<sup>nd</sup> Street, 11<sup>th</sup> Floor, New York, NY 10055, on Friday, July 27, 2012, at 10:30 a.m. (Eastern time), to consider and vote on the proposal, as more fully described in the accompanying joint proxy statement:

PROPOSAL 1. To elect to the Board of your Fund(s) the eleven nominees named in the accompanying joint proxy statement.

To transact such other business as may properly come before the meeting or any adjournments, postponements or delays thereof.

The purpose of the meeting is to seek shareholder approval of the eleven nominees named in the accompanying joint proxy statement to the Boards of Directors or Trustees (each, a Board, the members of which are referred to as Board Members ) of each Fund. Each Board has unanimously approved the eleven nominees on behalf of its Fund (the Board Nominees ), subject to approval by the Fund s shareholders. The Boards have reviewed the qualifications and backgrounds of the Board Nominees and believe that they are experienced in overseeing investment companies and are familiar with the Funds and their investment advisers and that their election is in your best interests.

**Your Board unanimously recommends that you vote FOR the Board Nominees with respect to which you are being asked to vote.**

Shareholders of record of each Fund as of the close of business on May 31, 2012 are entitled to vote at the meeting and at any adjournments, postponements or delays thereof.

If you owned shares in more than one Fund as of May 31, 2012, you may receive more than one proxy card. Certain other BlackRock Closed-End Funds will also hold their annual meetings at the place and on the date stated above, but not at the same time. If you were also a shareholder of record on May 31, 2012 of one or more of those other funds, you will receive a separate proxy statement and proxy card(s) relating to those funds. Please be certain to sign, date and return each proxy card you receive from us.

If you have any questions about the proposal to be voted on, please call Georgeson Inc., the firm assisting us in the solicitation of proxies, at 1-866-856-2826.

By Order of the Boards,

Janey Ahn

Secretary of the Funds

**BlackRock Closed-End Funds**

40 East 52<sup>nd</sup> Street, New York, NY 10022

(800) 441-7762

**Table of Contents****BlackRock Closed-End Funds****Holding Annual Meetings of Shareholders on July 27, 2012**

<b>Name of Fund</b>	<b>Ticker</b>
BlackRock Corporate High Yield Fund III, Inc.	CYE
BlackRock Corporate High Yield Fund V, Inc.	HYV
BlackRock Corporate High Yield Fund VI, Inc.	HYT
BlackRock Corporate High Yield Fund, Inc.	COY
BlackRock Credit Allocation Income Trust I, Inc.	PSW
BlackRock Credit Allocation Income Trust II, Inc.	PSY
BlackRock Debt Strategies Fund, Inc.	DSU
BlackRock Diversified Income Strategies Fund, Inc.	DVF
BlackRock Enhanced Capital and Income Fund, Inc.	CII
BlackRock Enhanced Government Fund, Inc.	EGF
BlackRock Floating Rate Income Strategies Fund II, Inc.	FRB
BlackRock Floating Rate Income Strategies Fund, Inc.	FRA
BlackRock Muni Intermediate Duration Fund, Inc.	MUI
BlackRock Muni New York Intermediate Duration Fund, Inc.	MNE
BlackRock MuniEnhanced Fund, Inc.	MEN
BlackRock MuniHoldings California Quality Fund, Inc.	MUC
BlackRock MuniHoldings Fund II, Inc.	MUH
BlackRock MuniHoldings Fund, Inc.	MHD
BlackRock MuniHoldings Investment Quality Fund	MFL
BlackRock MuniHoldings New Jersey Quality Fund, Inc.	MUJ
BlackRock MuniHoldings New York Quality Fund, Inc.	MHN
BlackRock MuniHoldings Quality Fund II, Inc.	MUE
BlackRock MuniHoldings Quality Fund, Inc.	MUS
BlackRock MuniVest Fund II, Inc.	MVT
BlackRock MuniVest Fund, Inc.	MVF
BlackRock MuniYield Arizona Fund, Inc.	MZA
BlackRock MuniYield California Fund, Inc.	MYC
BlackRock MuniYield California Quality Fund, Inc.	MCA
BlackRock MuniYield Fund, Inc.	MYD
BlackRock MuniYield Investment Fund	MYF
BlackRock MuniYield Investment Quality Fund	MFT
BlackRock MuniYield Michigan Quality Fund II, Inc.	MYM
BlackRock MuniYield Michigan Quality Fund, Inc.	MIY
BlackRock MuniYield New Jersey Fund, Inc.	MYJ
BlackRock MuniYield New Jersey Quality Fund, Inc.	MJI
BlackRock MuniYield New York Quality Fund, Inc.	MYN
BlackRock MuniYield Pennsylvania Quality Fund	MPA
BlackRock MuniYield Quality Fund II, Inc.	MQT
BlackRock MuniYield Quality Fund III, Inc.	MYI
BlackRock MuniYield Quality Fund, Inc.	MQY
BlackRock Senior High Income Fund, Inc.	ARK
The Massachusetts Health & Education Tax-Exempt Trust	MHE

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**ANNUAL MEETING OF SHAREHOLDERS**

**July 27, 2012**

**JOINT PROXY STATEMENT**

This joint proxy statement (this Proxy Statement) is furnished in connection with the solicitation of proxies by the Boards of Directors or Trustees (each, a Board, the members of which are referred to as Board Members) of each BlackRock Closed-End Fund listed in *Appendix A* of this Proxy Statement (each, a Fund). The proxies will be voted at the joint annual meeting of shareholders of the Funds and at any and all adjournments, postponements or delays thereof. The meeting will be held at the offices of BlackRock Advisors, LLC (the Advisor), Park Avenue Plaza, 55 East 52<sup>nd</sup> Street, 11<sup>th</sup> Floor, New York, NY 10055, on Friday, July 27, 2012, at 10:30 a.m. (Eastern time). The meeting will be held for the purposes set forth in the accompanying notice.

The Boards of the Funds have determined that the use of this Proxy Statement for the meeting is in the best interests of the Funds and their shareholders in light of the similar matters being considered and voted on by the shareholders of each Fund. Distribution to shareholders of this Proxy Statement and the accompanying materials, or a Notice of Internet Availability of Proxy Materials, will commence on or about June 11, 2012.

Each Fund listed in *Appendix A* to this Proxy Statement is organized as a Massachusetts business trust (each, a Massachusetts Trust) or a Maryland corporation (each, a Maryland Corporation). The Massachusetts Trusts and Maryland Corporations are closed-end investment companies registered under the Investment Company Act of 1940 (the 1940 Act). A list identifying each Massachusetts Trust and Maryland Corporation is set forth in *Appendix A*.

Shareholders of record of a Fund as of the close of business on May 31, 2012 (the Record Date) are entitled to notice of and to vote at that Fund's meeting. Shareholders of the Funds are entitled to one vote for each share held, with no shares having cumulative voting rights. Holders of the auction market preferred stock, auction market preferred shares or auction preferred shares (collectively, AMPS) of each of the Funds identified in *Appendix A* as having AMPS outstanding (collectively, the AMPS Funds), holders of variable rate muni term preferred shares (collectively, the VMTP Shares) of each of the Funds identified in *Appendix A* as having VMTP Shares outstanding (collectively, the VMTP Funds) and holders of variable rate demand preferred shares (collectively, VRDP Shares and collectively with the AMPS and VMTP Shares, Preferred Shares) of each of the Funds identified in *Appendix A* as having VRDP Shares outstanding (collectively, the VRDP Funds and collectively with the AMPS Funds and VMTP Funds, the Preferred Funds) will have equal voting rights with the shares of common stock or common shares of beneficial interest (collectively, the Common Shares) of the Preferred Funds and will vote together with the holders of Common Shares as a single class on each nominee to the Board of the Preferred Fund in which they own Preferred Shares, except that holders of Preferred Shares are entitled to vote separately as a class to elect two Board Members for each Preferred Fund in which they own Preferred Shares. The quorum and voting requirements for each Fund are described in the section below entitled *Vote Required and Manner of Voting Proxies*.

The number of shares outstanding of each Fund as of the close of business on the Record Date and the managed assets of each Fund on the Record Date are shown in *Appendix A*. Except as

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set forth in *Appendix H*, to the knowledge of each Fund, as of May 24, 2012, no person was the beneficial owner of more than five percent of a class of a Fund's outstanding shares.

The Fund in which you owned shares on the Record Date is named on the proxy card or Notice of Internet Availability of Proxy Materials. If you owned shares in more than one Fund on the Record Date, you may receive more than one proxy card. Even if you plan to attend the meeting, please sign, date and return EACH proxy card you receive or, if you provide voting instructions by telephone or via the Internet, please vote on the proposal affecting EACH Fund you own. If you vote by telephone or via the Internet, you will be asked to enter a unique code that has been assigned to you, which is printed on your proxy card(s) or Notice of Internet Availability of Proxy Materials, as applicable. This code is designed to confirm your identity, provide access into the voting website and confirm that your voting instructions are properly recorded.

All properly executed proxies received prior to the meeting will be voted at the meeting. On any matter coming before the meeting as to which a shareholder has specified a choice on that shareholder's proxy, the shares will be voted accordingly. If a proxy card is properly executed and returned and no choice is specified with respect to the proposal, the shares will be voted **FOR** the proposal. Shareholders who execute proxies or provide voting instructions by telephone or via the Internet may revoke them with respect to the proposal at any time before a vote is taken on the proposal by filing with the applicable Fund a written notice of revocation (addressed to the Secretary of the Fund at the principal executive offices of the Fund at the New York address below), by delivering a duly executed proxy bearing a later date or by attending the meeting and voting in person by ballot, in all cases prior to the exercise of the authority granted in the proxy card. Merely attending the meeting, however, will not revoke any previously executed proxy. If you hold shares through a bank or other intermediary, please consult your bank or intermediary regarding your ability to revoke voting instructions after such instructions have been provided.

Certain other BlackRock Closed-End Funds not listed in *Appendix A* will also hold their annual meetings at the place and date stated above, but not at the same time. If you were also a shareholder of record on the Record Date of one or more of those other funds, you will receive a separate proxy statement and proxy card(s) relating to those funds.

**If you are a record holder of a Fund's shares and plan to attend the meeting in person, in order to gain admission you must show valid photographic identification, such as your driver's license or passport. If you hold your shares of a Fund through a bank, broker or other custodian, and plan to attend the meeting in person, in order to gain admission you must show valid photographic identification, such as your driver's license or passport, and satisfactory proof of ownership of shares in a Fund, such as your voting instruction form (or a copy thereof) or a letter from your bank, broker or other custodian or broker's statement indicating ownership as of the Record Date.**

For directions to the meeting, please contact Georgeson, the firm assisting us in the solicitation of proxies, at 1-866-856-2826.

Each Fund will furnish, without charge, a copy of its annual report and most recent semi-annual report succeeding the annual report, if any, to a shareholder upon request. Such requests should be directed to the applicable Fund at 100 Bellevue Parkway, Wilmington, DE 19809, or by calling toll free at 1-800-441-7762. Copies of annual and semi-annual reports of each Fund are also available on the EDGAR Database on the Securities and Exchange Commission's website at [www.sec.gov](http://www.sec.gov).



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BlackRock updates performance data for the Funds, as well as certain other data for Funds that are municipal funds, on a monthly basis on its website in the Closed-End Funds section of [www.blackrock.com](http://www.blackrock.com). Investors and others are advised to periodically check the website for updated performance information and the release of other material information about the BlackRock Closed-End Funds.

Please note that only one annual or semi-annual report or Proxy Statement or Notice of Internet Availability of Proxy Materials may be delivered to two or more shareholders of a Fund who share an address, unless the Fund has received instructions to the contrary. To request a separate copy of an annual report or semi-annual report or this Proxy Statement or Notice of Internet Availability of Proxy Materials, or for instructions how to request a separate copy of these documents or as to how to request a single copy if multiple copies of these documents are received, shareholders should contact the applicable Fund at the Delaware address above and phone number set forth above.

**YOUR VOTE IS IMPORTANT**

**To avoid the wasteful and unnecessary expense of further solicitation and no matter how large or small your holdings may be, we urge you to indicate voting instructions on the enclosed proxy card(s), and if received by mail, date and sign it (them) and return it (them) promptly in the postage-paid envelope provided, or record your voting instructions by telephone or via the Internet. If you submit a properly executed proxy card but do not indicate how you wish your shares to be voted, your shares will be voted FOR the election of the Board Nominees. If your shares are held through a broker, you must provide voting instructions to your broker about how to vote your shares in order for your broker to vote your shares as you instruct at the meeting.**

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING  
TO BE HELD ON JULY 27, 2012**

**The Proxy Statement is available at [www.proxy-direct.com/BLK23613](http://www.proxy-direct.com/BLK23613).**

**BlackRock Closed-End Funds**

100 Bellevue Parkway, Wilmington, DE 19809

(800) 441-7762

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The following table shows the Funds for which the Board Nominees are standing for election.

<b>Fund Name</b>	<b>Ticker</b>	<b>Nominees Standing for Election(1)</b>	<b>Preferred Shares Nominees Standing for Election(2)</b>
BlackRock Corporate High Yield Fund III, Inc.	CYE	X	
BlackRock Corporate High Yield Fund V, Inc.	HYV	X	
BlackRock Corporate High Yield Fund VI, Inc.	HYT	X	
BlackRock Corporate High Yield Fund, Inc.	COY	X	
BlackRock Credit Allocation Income Trust I, Inc.	PSW	X	
BlackRock Credit Allocation Income Trust II, Inc.	PSY	X	
BlackRock Debt Strategies Fund, Inc.	DSU	X	
BlackRock Diversified Income Strategies Fund, Inc.	DVF	X	
BlackRock Enhanced Capital and Income Fund, Inc.	CII	X	
BlackRock Enhanced Government Fund, Inc.	EGF	X	
BlackRock Floating Rate Income Strategies Fund II, Inc.	FRB	X	
BlackRock Floating Rate Income Strategies Fund, Inc.	FRA	X	
BlackRock Muni Intermediate Duration Fund, Inc.	MUI	X	X
BlackRock Muni New York Intermediate Duration Fund, Inc.	MNE	X	X
BlackRock MuniEnhanced Fund, Inc.	MEN	X	X
BlackRock MuniHoldings California Quality Fund, Inc.	MUC	X	X
BlackRock MuniHoldings Fund II, Inc.	MUH	X	X
BlackRock MuniHoldings Fund, Inc.	MHD	X	X
BlackRock MuniHoldings Investment Quality Fund	MFL	X	X
BlackRock MuniHoldings New Jersey Quality Fund, Inc.	MUJ	X	X
BlackRock MuniHoldings New York Quality Fund, Inc.	MHN	X	X
BlackRock MuniHoldings Quality Fund II, Inc.	MUE	X	X
BlackRock MuniHoldings Quality Fund, Inc.	MUS	X	X
BlackRock MuniVest Fund II, Inc.	MVT	X	X
BlackRock MuniVest Fund, Inc.	MVF	X	X
BlackRock MuniYield Arizona Fund, Inc.	MZA	X	X
BlackRock MuniYield California Fund, Inc.	MYC	X	X
BlackRock MuniYield California Quality Fund, Inc.	MCA	X	X
BlackRock MuniYield Fund, Inc.	MYD	X	X
BlackRock MuniYield Investment Fund	MYF	X	X
BlackRock MuniYield Investment Quality Fund	MFT	X	X
BlackRock MuniYield Michigan Quality Fund II, Inc.	MYM	X	X
BlackRock MuniYield Michigan Quality Fund, Inc.	MIY	X	X
BlackRock MuniYield New Jersey Fund, Inc.	MYJ	X	X
BlackRock MuniYield New Jersey Quality Fund, Inc.	MJI	X	X
BlackRock MuniYield New York Quality Fund, Inc.	MYN	X	X
BlackRock MuniYield Pennsylvania Quality Fund	MPA	X	X
BlackRock MuniYield Quality Fund II, Inc.	MQT	X	X
BlackRock MuniYield Quality Fund III, Inc.	MYI	X	X
BlackRock MuniYield Quality Fund, Inc.	MQY	X	X
BlackRock Senior High Income Fund, Inc.	ARK	X	
The Massachusetts Health & Education Tax-Exempt Trust	MHE	X	X

(1)

## Edgar Filing: BLACKROCK MUNIVEST FUND INC - Form DEFR14A

The 11 Board Nominees are Paul L. Audet, Michael J. Castellano, Richard E. Cavanagh, Frank J. Fabozzi, Kathleen F. Feldstein, James T. Flynn, Henry Gabbay, Jerrold B. Harris, R. Glenn Hubbard, W. Carl Kester and Karen P. Robards. Except

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as noted herein, these nominees are voted upon by the common and preferred shareholders of each respective Fund voting together as a single class, except for those Funds for which Messrs. Fabozzi and Kester are Preferred Shares Nominees, in which case Messrs. Fabozzi and Kester are voted upon by owners of Preferred Shares voting as a separate class. Please see the description below under PROPOSAL 1 ELECTION OF BOARD NOMINEES for a more detailed discussion regarding the Preferred Shares Nominees.

- (2) The Preferred Shares Nominees are Frank J. Fabozzi and W. Carl Kester. These nominees are voted upon by the preferred shareholders voting as a separate class. Please see the description below under PROPOSAL 1 ELECTION OF BOARD NOMINEES for a more detailed discussion regarding the Preferred Shares Nominees.

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**PROPOSAL 1 ELECTION OF BOARD NOMINEES**

**The purpose of Proposal 1 is to elect Board Members for each Fund.**

***Nominees for each Fund.*** The Board of each Fund consists of 11 Board Members, nine of whom are not interested persons of the Funds (as defined in the 1940 Act) (the Independent Board Members). Shareholders of each Fund will consider electing all 11 Board Nominees at the meeting. Each Board Member elected at the meeting will serve until the later of the date of the 2013 annual meeting or until his or her successor is elected and qualifies, or until his or her earlier death, resignation, retirement or removal.

With respect to the Preferred Funds, the owners of Preferred Shares are entitled to vote as a separate class to elect two of the Board Members (the Preferred Shares Nominees) for the Preferred Fund in which they own Preferred Shares. This means that owners of common shares are not entitled to vote in connection with the election of the Preferred Shares Nominees. However, the owners of common shares and the owners of Preferred Shares, voting together as a single class, are entitled to elect the remainder of the Board Nominees. Frank J. Fabozzi and W. Carl Kester are standing for election this year as the Preferred Shares Nominees.

The Board recommends a vote **FOR** the election of Paul L. Audet, Michael J. Castellano, Richard E. Cavanagh, Frank J. Fabozzi, Kathleen F. Feldstein, James T. Flynn, Henry Gabbay, Jerrold B. Harris, R. Glenn Hubbard, W. Carl Kester and Karen P. Robards (the Board Nominees). To vote for the Board Nominees, please vote by telephone or via the Internet, as described in the proxy card, or date and sign the enclosed proxy card and return it promptly in the enclosed postage-paid envelope. Each of the Board Nominees has consented to being named in this Proxy Statement and to serve as a Board Member if elected.

***Board Members /Nominees Biographical Information.*** Please refer to the below table which identifies the Board Nominees, including any Preferred Shares Nominees, for election to the Board of each Fund and sets forth certain biographical information about the Board Members and/or Board Nominees, for all of the Funds. Each Board Nominee was nominated by the Governance and Nominating Committee of the Board of each respective Fund. Richard E. Cavanagh was selected to serve as the Chair and Karen P. Robards was selected to serve as the Vice Chair of each Board. All of the closed-end registered investment companies advised by the Advisor, including the Funds, are referred to collectively as the Closed-End Complex.

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<b>Name, Address and Year of Birth</b>	<b>Position(s) Held with Funds</b>	<b>Term of Office and Length of Time Served*</b>	<b>Principal Occupation(s) During Past Five Years</b>	<b>Number of BlackRock-Advised Registered Investment Companies ( RICs ) Consisting of Investment Portfolios ( Portfolios ) Overseen**</b>	<b>Other Public Company or Investment Company Directorships Held During Past Five Years***</b>
<b>Non-Interested Board Members</b>					
Richard E. Cavanagh 55 East 52 <sup>nd</sup> Street New York, NY 10055 1946	Director/ Trustee and Chair of the Boards	2012; 2007 to present	Trustee, Aircraft Finance Trust from 1999 to 2009; Director, The Guardian Life Insurance Company of America since 1998; Trustee, Educational Testing Service from 1997 to 2009 and Chairman thereof from 2005 to 2009; Senior Advisor, The Fremont Group since 2008 and Director thereof since 1996; Adjunct Lecturer, Harvard University since 2007; President and Chief Executive Officer, The Conference Board, Inc. (global business research organization) from 1995 to 2007.	99 RICs consisting of 95 Portfolios	Arch Chemical (chemical and allied products) from 1999 to 2011
Karen P. Robards 55 East 52 <sup>nd</sup> Street New York, NY 10055 1950	Director/ Trustee, Vice Chair of the Boards and Chair of the Audit Committee	2012; 2007 to present	Partner of Robards & Company, LLC (financial advisory firm) since 1987; Co-founder and Director of the Cooke Center for Learning and Development (a not-for-profit organization) since 1987; Director of Care Investment Trust, Inc. (health care real estate investment trust) from 2007 to 2010; Director of Enable Medical Corp. from 1996 to 2005; Investment Banker at Morgan Stanley from 1976 to 1987.	99 RICs consisting of 95 Portfolios	AtriCure, Inc. (medical devices)
Michael J. Castellano 55 East 52 <sup>nd</sup> Street New York, NY 10055 1946	Director/ Trustee and Member of the Audit Committee	2012; 2011 to present	Managing Director and Chief Financial Officer of Lazard Group LLC from 2001 to 2011; Chief Financial Officer of Lazard Ltd from 2004 to 2011; Director, Support Our Aging Religions (non-profit) since 2009; Director, National Advisory Board of Church Management at Villanova University since 2010.	99 RICs consisting of 95 Portfolios	None

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<b>Name, Address and Year of Birth</b>	<b>Position(s) Held with Funds</b>	<b>Term of Office and Length of Time Served*</b>	<b>Principal Occupation(s) During Past Five Years</b>	<b>Number of BlackRock-Advised Registered Investment Companies ( RICs ) Consisting of Investment Portfolios ( Portfolios ) Overseen**</b>	<b>Other Public Company or Investment Company Directorships Held During Past Five Years***</b>
Frank J. Fabozzi (1) 55 East 52 <sup>nd</sup> Street New York, NY 10055 1948	Director/ Trustee and Member of the Audit Committee	2012; 2007 to present	Editor of and Consultant for The Journal of Portfolio Management since 1986; Professor of Finance, EDHEC Business School since 2011; Professor in the Practice of Finance and Becton Fellow, Yale University School of Management from 2006 to 2011; Adjunct Professor of Finance and Becton Fellow, Yale University from 1994 to 2006.	99 RICs consisting of 95 Portfolios	None
Kathleen F. Feldstein 55 East 52 <sup>nd</sup> Street New York, NY 10055 1941	Director/ Trustee	2012; 2007 to present	President of Economics Studies, Inc. (private economic consulting firm) since 1987; Chair, Board of Trustees, McLean Hospital from 2000 to 2008 and Trustee Emeritus thereof since 2008; Member of the Board of Partners Community Healthcare, Inc. from 2005 to 2009; Member of the Corporation of Partners HealthCare since 1995; Trustee, Museum of Fine Arts, Boston since 1992; Member of the Visiting Committee to the Harvard University Art Museum since 2003; Director, Catholic Charities of Boston since 2009.	99 RICs consisting of 95 Portfolios	The McClatchy Company (publishing); BellSouth (telecommunications); Knight Ridder (publishing)
James T. Flynn 55 East 52 <sup>nd</sup> Street New York, NY 10055 1939	Director/ Trustee and Member of the Audit Committee	2012; 2007 to present	Chief Financial Officer of JPMorgan & Co., Inc. from 1990 to 1995.	99 RICs consisting of 95 Portfolios	None
Jerrold B. Harris 55 East 52 <sup>nd</sup> Street New York, NY 10055	Director/ Trustee	2012; 2007 to present	Trustee, Ursinus College since 2000; Director, Troemner LLC (scientific equipment) since 2000; Director of Delta Waterfowl Foundation since 2001; President and Chief Executive Officer, VWR Scientific Products Corporation from 1990 to 1999.	99 RICs consisting of 95 Portfolios	BlackRock Kelso Capital Corp. (business development company)





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<b>Name, Address and Year of Birth</b>	<b>Position(s) Held with Funds</b>	<b>Term of Office and Length of Time Served*</b>	<b>Principal Occupation(s) During Past Five Years</b>	<b>Number of BlackRock-Advised Registered Investment Companies ( RICs ) Consisting of Investment Portfolios ( Portfolios ) Overseen**</b>	<b>Other Public Company or Investment Company Directorships Held During Past Five Years***</b>
R. Glenn Hubbard 55 East 52 <sup>nd</sup> Street New York, NY 10055 1958	Director/  Trustee	2012;  2007 to  present	Dean, Columbia Business School since 2004; Columbia faculty member since 1988; Co-Director, Columbia Business School's Entrepreneurship Program from 1997 to 2004; Chairman, U.S. Council of Economic Advisers under the President of the United States from 2001 to 2003; Chairman, Economic Policy Committee of the OECD from 2001 to 2003.	99 RICs consisting of 95 Portfolios	ADP (data and information services); KKR Financial Corporation (finance); Metropolitan Life Insurance Company (insurance)
W. Carl Kester (1) 55 East 52 <sup>nd</sup> Street New York, NY 10055 1951	Director/  Trustee and  Member of  the Audit  Committee	2012; 2007 to present	George Fisher Baker Jr. Professor of Business Administration, Harvard Business School; Deputy Dean for Academic Affairs, from 2006 to 2010; Chairman of the Finance Department, Harvard Business School, from 2005 to 2006; Senior Associate Dean and Chairman of the MBA Program of Harvard Business School, from 1999 to 2005; Member of the faculty of Harvard Business School since 1981.	99 RICs consisting of 95 Portfolios	None
<b>Interested Board Members</b>					
Paul L. Audet 55 East 52 <sup>nd</sup> Street New York, NY 10055 1953	Director/ Trustee	2012; 2011 to present	Senior Managing Director of BlackRock and Head of U.S. Mutual Funds since 2011; Chair of the U.S. Mutual Funds Committee reporting to the Global Executive Committee since 2011; Head of BlackRock's Real Estate business from 2008 to 2011; Member of BlackRock's Global Operating and Corporate Risk Management Committees and of the BlackRock Alternative Investors Executive Committee and Investment Committee for the Private Equity Fund of Funds business since 2008; Head of BlackRock's Global Cash Management business from 2005 to 2010; Acting Chief Financial Officer of BlackRock from 2007 to 2008; Chief Financial Officer of BlackRock from 1998 to 2005.	161 RICs consisting of 280 Portfolios	None

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<b>Name, Address and Year of Birth</b>	<b>Position(s) Held with Funds</b>	<b>Term of Office and Length of Time Served*</b>	<b>Principal Occupation(s) During Past Five Years</b>	<b>Number of BlackRock-Advised Registered Investment Companies ( RICs ) Consisting of Investment Portfolios ( Portfolios ) Overseen**</b>	<b>Other Public Company or Investment Company Directorships Held During Past Five Years***</b>
Henry Gabbay 55 East 52 <sup>nd</sup> Street New York, NY 10055 1947	Director/ Trustee	2012; 2007 to present	Consultant, BlackRock from 2007 to 2008; Managing Director, BlackRock from 1989 to 2007; Chief Administrative Officer, BlackRock Advisors, LLC from 1998 to 2007; President of BlackRock Funds and BlackRock Bond Allocation Target Shares from 2005 to 2007; Treasurer of certain closed-end funds in the Closed-End Complex from 1989 to 2006.	161 RICs None consisting of 280 Portfolios	

\* Following the combination of Merrill Lynch Investment Managers, L.P. ( MLIM ) and BlackRock, Inc. ( BlackRock ) in September 2006, the various legacy MLIM and legacy BlackRock fund boards were realigned and consolidated into three new fund boards in 2007. As a result, although the chart shows certain Board Members as joining the Boards in 2007, each Board Member first became a member of the Boards of Directors/Trustees of other legacy MLIM or legacy BlackRock funds as follows: Richard E. Cavanagh since 1994; Frank J. Fabozzi since 1988; Kathleen F. Feldstein since 2005; James T. Flynn since 1996; Henry Gabbay since 2007; Jerrold B. Harris since 1999; R. Glenn Hubbard since 2004; W. Carl Kester since 1998; and Karen P. Robards since 1998. Each Board Member will serve until his or her successor is elected and qualifies, or until his or her earlier death, resignation, retirement or removal, or until December 31 of the year in which he or she turns 72; however, in 2011 the Boards adopted a resolution extending the mandatory retirement age for Mr. Flynn so that he can serve until December 31 of the year in which he turns 73. Mr. Flynn will turn 73 in 2012.

\*\* For purposes of this chart, RICs refers to registered investment companies and Portfolios refers to the investment programs of the Funds. For purposes of this chart, the number of RICs and Portfolios excludes one fund that has been approved for liquidation by shareholders but not yet liquidated. When included, the number of RICs and Portfolios overseen by the Non-Interested Board Members increases to 100 RICs consisting of 96 Portfolios and the number of RICs and Portfolios overseen by the Interested Board Members increases to 162 RICs consisting of 281 Portfolios.

\*\*\* Directorships disclosed under this column do not include directorships disclosed under the column Principal Occupation(s) During Past Five Years. Mr. Audet is an interested person (as defined in the 1940 Act) of the Funds by virtue of his current position with BlackRock Advisors, LLC, BlackRock Capital Management, Inc. or BlackRock Financial Management, Inc. (collectively, BlackRock Advisors ), each a wholly owned subsidiary of BlackRock and his ownership of BlackRock and/or The PNC Financial Service Group, Inc. securities. Mr. Gabbay is an interested person (as defined in the 1940 Act) of the Funds by virtue of his ownership of BlackRock and/or The PNC Financial Service Group, Inc. securities.

(1) Preferred Shares Nominee.

The Independent Board Members have adopted a statement of policy that describes the experiences, qualifications, skills and attributes that are necessary and desirable for potential Independent Board Member candidates (the Statement of Policy ). The Boards believe that each Independent Board Member satisfied, at the time he or she was initially elected or appointed a Board Member, and continues to satisfy, the standards contemplated by the Statement of Policy as well as the standards set forth in each Fund s By-Laws. Furthermore, in determining that a particular Board Member was and continues to be qualified to serve as a Board Member, the Boards have considered a variety of criteria, none of which, in isolation, was controlling. The Boards believe that, collectively, the Board Members/Nominees have balanced and diverse experiences, skills, attributes and qualifications, which allow the Boards to operate effectively in governing the Funds and protecting the interests of shareholders. Among the attributes common to all Board Members/Nominees is their ability to review critically, evaluate, question and discuss information provided to them, to interact effectively with the Funds investment adviser, sub-advisers, other service providers, counsel and independent auditors, and to exercise effective business judgment in the performance of their duties as Board Members. Each Board Member s/Nominee s ability to perform his or her duties effectively is evidenced by his or her educational

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background or professional training; business, consulting, public service or academic positions; experience from service as a board member of the Funds or the other funds in the BlackRock fund complexes (and any predecessor funds), other investment funds, public companies, or not-for-profit entities or other organizations; ongoing commitment and participation in Board and committee meetings, as well as their leadership of standing and other committees throughout the years; or other relevant life experiences.

The following table discusses some of the experiences, qualifications and skills of each of our Board Members and/or Board Nominees that support the conclusion that they should serve (or continue to serve) on the Boards.

**Board Members/Nominees**

**Experience, Qualifications and Skills**

Richard E. Cavanagh

Mr. Cavanagh brings to the Boards a wealth of practical business knowledge and leadership as an experienced director/trustee of various public and private companies. In particular, because Mr. Cavanagh served for over a decade as President and Chief Executive Officer of The Conference Board, Inc., a global business research organization, he is able to provide the Boards with expertise about business and economic trends and governance practices. Mr. Cavanagh created the blue ribbon Commission on Public Trust and Private Enterprise in 2002, which recommended corporate governance enhancements. Mr. Cavanagh's service as a director of The Guardian Life Insurance Company of America and as a senior advisor and director of The Fremont Group provides added insight into investment trends and conditions. Mr. Cavanagh's long-standing service on the boards of the Closed-End Complex also provides him with a specific understanding of the Funds, their operations, and the business and regulatory issues facing the Funds. Mr. Cavanagh's independence from the Funds and the Funds' investment advisor enhances his service as Chair of the Boards, Chair of the Leverage Committee, Chair of the Executive Committee and as a member of the Governance and Nominating Committee, Compliance Committee and Performance Oversight Committee.

Karen P. Robards

The Boards benefit from Ms. Robards' many years of experience in investment banking and the financial advisory industry where she obtained extensive knowledge of the capital markets and advised clients on corporate finance transactions, including mergers and acquisitions and the issuance of debt and equity securities. Ms. Robards' prior position as an investment banker at Morgan Stanley provides useful oversight of the Funds' investment decisions and investment valuation processes. Additionally, Ms. Robards' experience derived from serving as a director of Care Investment Trust, Inc., a health care real estate investment trust, provides the Boards with the benefit of her experience with the management practices of other financial companies. Ms. Robards' long-standing service on the boards of the Closed-End Complex also provides her with a specific understanding of the Funds, their operations, and the business and regulatory issues facing the Funds. Ms. Robards' knowledge of financial and accounting matters qualifies her to serve as Vice Chair of the Boards and as the Chair of each Fund's Audit Committee. Ms. Robards' independence from the Funds and the Funds' investment advisor enhances her service as a member of the Performance Oversight Committee, Executive Committee, Governance and Nominating Committee and Leverage Committee.

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**Board Members/Nominees**

Michael J. Castellano

**Experience, Qualifications and Skills**

The Boards benefit from Mr. Castellano's career in accounting which spans over forty years. Mr. Castellano has served as Chief Financial Officer of Lazard Ltd. and as a Managing Director and Chief Financial Officer of Lazard Group. Prior to joining Lazard, Mr. Castellano held various senior management positions at Merrill Lynch & Co., including Senior Vice President Chief Control Officer for Merrill Lynch's capital markets businesses, Chairman of Merrill Lynch International Bank and Senior Vice President Corporate Controller. Prior to joining Merrill Lynch & Co., Mr. Castellano was a partner with Deloitte & Touche where he served a number of investment banking clients over the course of his 24 years with the firm. Mr. Castellano is a Director and a member of each Fund's Audit Committee, Governance and Nominating Committee and Performance Oversight Committee. Mr. Castellano's knowledge of financial and accounting matters qualifies him to serve as a member of each Fund's Audit Committee. Mr. Castellano's independence from the Funds and the Funds investment advisor enhances his service as a member of the Audit Committee, Governance and Nominating Committee and Performance Oversight Committee.

Frank J. Fabozzi

Dr. Fabozzi holds the designations of Chartered Financial Analyst and Certified Public Accountant. Dr. Fabozzi was inducted into the Fixed Income Analysts Society's Hall of Fame and is the 2007 recipient of the C. Stewart Sheppard Award given by the CFA Institute. The Boards benefit from Dr. Fabozzi's experiences as a professor and author in the field of finance. Dr. Fabozzi's experience as a Professor of Finance at EDHEC Business School, as a Professor in the Practice of Finance and Becton Fellow at the Yale University School of Management and as editor of the Journal of Portfolio Management demonstrate his wealth of expertise in the investment management and structured finance areas. Dr. Fabozzi has authored and edited numerous books and research papers on topics in investment management and financial econometrics, and his writings have focused on fixed income securities and portfolio management, many of which are considered standard references in the investment management industry. Dr. Fabozzi's long-standing service on the boards of the Closed-End Complex also provides him with a specific understanding of the Funds, their operations and the business and regulatory issues facing the Funds. Moreover, Dr. Fabozzi's knowledge of financial and accounting matters qualifies him to serve as a member of each Fund's Audit Committee. Dr. Fabozzi's independence from the Funds and the Funds investment advisor enhances his service as Chair of the Performance Oversight Committee and as a member of the Governance and Nominating Committee and Leverage Committee.

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**Board Members/Nominees**

Kathleen F. Feldstein

**Experience, Qualifications and Skills**

Dr. Feldstein, who served as President of Economics Studies, Inc., an economic consulting firm, benefits the Boards by providing business leadership and experience and knowledge of economics. The Boards benefit from Dr. Feldstein's experience as a director/trustee of publicly traded and private companies, including financial services, technology and telecommunications companies. Dr. Feldstein's long-standing service on the boards of the Closed-End Complex also provides her with a specific understanding of the Funds, their operations, and the business and regulatory issues facing the Funds. In addition, Dr. Feldstein's independence from the Funds and the Funds' investment advisor enhances her service as a member of the Compliance Committee, Governance and Nominating Committee and Performance Oversight Committee.

James T. Flynn

Mr. Flynn brings to the Boards a broad and diverse knowledge of business and capital markets as a result of his many years of experience in the banking and financial industry. Mr. Flynn's five years as the Chief Financial Officer of JP Morgan & Co. provide the Boards with experience on financial reporting obligations and oversight of investments. Mr. Flynn's long-standing service on the boards of the Closed-End Complex also provides him with a specific understanding of the Funds, their operations, and the business and regulatory issues facing the Funds. Mr. Flynn's knowledge of financial and accounting matters qualifies him to serve as a member of each Fund's Audit Committee. Mr. Flynn's independence from the Funds and the Funds' investment advisor enhances his service as a member of the Governance and Nominating Committee and Performance Oversight Committee.

Jerrold B. Harris

Mr. Harris's time as President and Chief Executive Officer of VWR Scientific Products Corporation brings to the Boards business leadership and experience and knowledge of the chemicals industry and national and international product distribution. Mr. Harris's position as a director of BlackRock Kelso Capital Corporation brings to the Boards the benefit of his experience as a director of a business development company governed by the 1940 Act and allows him to provide the Boards with added insight into the management practices of other financial companies. Mr. Harris's long-standing service on the boards of the Closed-End Complex also provides him with a specific understanding of the Funds, their operations and the business and regulatory issues facing the Funds. Mr. Harris's independence from the Funds and the Funds' investment advisor fosters his role as Chair of the Compliance Committee and as a member of the Governance and Nominating Committee and Performance Oversight Committee.

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**Board Members/Nominees**

R. Glenn Hubbard

**Experience, Qualifications and Skills**

Dr. Hubbard has served in numerous roles in the field of economics, including as the Chairman of the U.S. Council of Economic Advisers of the President of the United States. Dr. Hubbard serves as the Dean of Columbia Business School, has served as a member of the Columbia Faculty and as a Visiting Professor at the John F. Kennedy School of Government at Harvard University, the Harvard Business School and the University of Chicago. Dr. Hubbard's experience as an adviser to the President of the United States adds a dimension of balance to the Funds' governance and provides perspective on economic issues. Dr. Hubbard's service on the boards of KKR Financial Corporation, ADP and Metropolitan Life Insurance Company provides the Boards with the benefit of his experience with the management practices of other financial companies. Dr. Hubbard's long-standing service on the boards of the Closed-End Complex also provides him with a specific understanding of the Funds, their operations, and the business and regulatory issues facing the Funds. Dr. Hubbard's independence from the Funds and the Funds' investment advisor enhances his service as the Chair of the Governance and Nominating Committee and a member of the Compliance Committee and Performance Oversight Committee.

W. Carl Kester

The Boards benefit from Dr. Kester's experiences as a professor and author in finance, and his experience as the George Fisher Baker Jr. Professor of Business Administration at Harvard Business School and as Deputy Dean of Academic Affairs at Harvard Business School adds to the Board a wealth of expertise in corporate finance and corporate governance. Dr. Kester has authored and edited numerous books and research papers on both subject matters, including co-editing a leading volume of finance case studies used worldwide. Dr. Kester's long-standing service on the boards of the Closed-End Complex also provides him with a specific understanding of the Funds, their operations, and the business and regulatory issues facing the Funds. Dr. Kester's knowledge of financial and accounting matters qualifies him to serve as a member of each Fund's Audit Committee. In addition, Dr. Kester's independence from the Funds and the Funds' investment advisor enhances his service as a member of the Governance and Nominating Committee, Performance Oversight Committee and the Leverage Committee.

Paul L. Audet

Mr. Audet has a wealth of experience in the investment management industry, including more than 13 years with BlackRock and over 30 years in finance and asset management. He also has expertise in finance, as demonstrated by his positions as Chief Financial Officer of BlackRock and head of BlackRock's Global Cash Management business. Mr. Audet currently is a member of BlackRock's Global Operating and Corporate Risk Management Committees, the BlackRock Alternative Investors Executive Committee and the Investment Committee for the Private Equity Fund of Funds. Prior to joining BlackRock, Mr. Audet was the Senior Vice President of Finance at PNC Bank Corp. and Chief Financial Officer of the investment management and mutual fund processing businesses and head of PNC's Mergers & Acquisitions Unit. Mr. Audet is a member of the Executive Committee.

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**Board Members/Nominees**

Henry Gabbay

**Experience, Qualifications and Skills**

The Boards benefit from Dr. Gabbay’s many years of experience in administration, finance and financial services operations. Dr. Gabbay’s experience as a Managing Director of BlackRock, Chief Administrative Officer of BlackRock Advisors, LLC and President of BlackRock Funds provides the Board with insight into investment company operational, financial and investment matters. Dr. Gabbay’s former positions as Chief Administrative Officer of BlackRock Advisors, LLC and as Treasurer of certain closed-end funds in the Closed-End Complex provide the Boards with direct knowledge of the operations of the Funds and their investment advisor. Dr. Gabbay’s long-standing service on the boards of the Closed-End Complex also provides him with a specific understanding of the Funds, their operations, and the business and regulatory issues facing the Funds. Dr. Gabbay serves as a member of the Leverage Committee.

**Board Leadership Structure and Oversight**

The Boards consist of eleven individuals, nine of whom are Independent Board Members. The registered investment companies advised by the Advisor are composed of the BlackRock Closed-End Complex, two complexes of open-end funds and one complex of exchange-traded funds. The Funds are included in the BlackRock Closed-End Complex. The Board Members also oversee the operations of other closed-end registered investment companies included in the BlackRock Closed-End Complex as directors or trustees.

The Boards have overall responsibility for the oversight of the Funds. The Chair of the Boards and the Chief Executive Officer are two different people. Not only is the Chair of the Boards an Independent Board Member, but also the Chair of each Board committee (each, a Committee) is an Independent Board Member. The Boards have six standing Committees: an Audit Committee, a Governance and Nominating Committee, a Compliance Committee, a Performance Oversight Committee, a Leverage Committee and an Executive Committee. The Funds do not have a compensation committee because their executive officers, other than the CCO, do not receive any direct compensation from the Funds and the CCO’s compensation is comprehensively reviewed by the Boards. The role of the Chair of the Boards is to preside at all meetings of the Boards and to act as a liaison with service providers, officers, attorneys, and other Board Members between meetings. The Chair of each Committee performs a similar role with respect to such Committee. The Chair of the Boards or Committees may also perform such other functions as may be delegated by the Boards or the Committees from time to time. The Independent Board Members meet regularly outside the presence of the Funds’ management, in executive session or with other service providers to the Funds. The Boards have regular meetings five times a year, including a meeting to consider the approval of the Funds’ investment management agreements, and may hold special meetings if required before their next regular meeting. Each Committee meets regularly to conduct the oversight functions delegated to that Committee by the Boards and reports its findings to the Boards. The Boards and each standing Committee conduct annual assessments of their oversight function and structure. The Boards have determined that the Boards’ leadership structure is appropriate because it allows the Boards to exercise independent judgment over management and to allocate areas of responsibility among Committees and the Boards to enhance effective oversight.



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The Boards decided to separate the roles of Chair and Chief Executive Officer because they believe that an independent Chair:

increases the independent oversight of the Funds and enhances the Boards' objective evaluation of the Chief Executive Officer;

allows the Chief Executive Officer to focus on the Funds' operations instead of Board administration;

provides greater opportunities for direct and independent communication between shareholders and the Boards; and

provides an independent spokesman for the Funds.

The Boards have engaged the Advisor to manage the Funds on a day-to-day basis. Each Board is responsible for overseeing the Advisor, other service providers, the operations of each Fund and associated risks in accordance with the provisions of the 1940 Act, state law, other applicable laws, each Fund's charter, and each Fund's investment objective(s) and strategies. The Boards review, on an ongoing basis, the Funds' performance, operations, and investment strategies and techniques. The Boards also conduct reviews of the Advisor and its role in running the operations of the Funds.

Day-to-day risk management with respect to the Funds is the responsibility of the Advisor or other service providers (depending on the nature of the risk), subject to the supervision of the Advisor. The Funds are subject to a number of risks, including investment, compliance, operational and valuation risks, among others. While there are a number of risk management functions performed by the Advisor or other service providers, as applicable, it is not possible to eliminate all of the risks applicable to the Funds. Risk oversight is part of the Boards' general oversight of the Funds and is addressed as part of various Board and Committee activities. The Boards, directly or through Committees, also review reports from, among others, management, the independent registered public accounting firm for the Funds, the Advisor, and internal auditors for the Advisor or its affiliates, as appropriate, regarding risks faced by the Funds and management's or the service provider's risk functions. The Committee system facilitates the timely and efficient consideration of matters by the Board Members and facilitates effective oversight of compliance with legal and regulatory requirements and of the Funds' activities and associated risks. The Boards have appointed a Chief Compliance Officer, who oversees the implementation and testing of the Funds' compliance program and reports regularly to the Boards regarding compliance matters for the Funds and their service providers. The Independent Board Members have engaged independent legal counsel to assist them in performing their oversight responsibilities.

**Compensation.** Information relating to compensation paid to the Board Members for each Fund's most recent fiscal year is set forth in *Appendix B*.

**Equity Securities Owned by Board Members and Board Nominees.** Information relating to the amount of equity securities owned by Board Members/Nominees in the Funds that they are nominated to oversee, as well as certain other funds in the Closed-End Complex, as of April 30, 2012 is set forth in *Appendix C*.

**Attendance of Board Members at Annual Shareholders' Meetings.** It is the policy of all the Funds to encourage Board Members to attend the annual shareholders' meeting. All of the Board Members of each Fund, except one Board Member, attended last year's annual shareholders' meeting.

**Board Meetings.** During the calendar year 2011, the Board of each Fund met seven times. Information relating to the number of times that the Boards met during each Fund's most recent

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fiscal year is set forth in *Appendix D*. No incumbent Board Member attended less than 75% of the aggregate number of meetings of each Board and of each committee of each Board on which the Board Member served during each Fund's most recently completed fiscal year.

**Standing Committees of the Boards.** Information relating to the various standing committees of the Boards is set forth in *Appendix E*.

**Compliance with Section 16(a) of the Securities Exchange Act of 1934 (the Exchange Act).** Section 16(a) of the Exchange Act requires the Funds' Board Members, executive officers, persons who own more than ten percent of a registered class of a Fund's equity securities, BlackRock Advisors and certain officers of BlackRock Advisors, to file reports on holdings of, and transactions in, Fund shares with the Securities and Exchange Commission (SEC) and to furnish the Funds with copies of all such reports. Based solely on a review of copies of such reports furnished to the relevant Funds and representations from these reporting persons, each Fund believes that its Board Members, executive officers, ten percent holders, BlackRock Advisors and certain officers of BlackRock Advisors met all applicable SEC filing requirements.

**Executive Officers of the Funds.** Information about the executive officers of each Fund, including their year of birth and their principal occupations during the past five years, is set forth in *Appendix F*.

**Your Board recommends that you vote FOR the election of each Board Nominee to the Board of your Fund(s).**

**Settlement of Shareholder Solicitation.** On June 15, 2011, 14 BlackRock closed-end registered investment companies listed on *Appendix I* (the Settlement Funds) and certain other BlackRock closed-end registered investment companies, including the Funds, entered into an agreement (the Agreement) with Karpus Management, Inc. (Karpus), Special Opportunities Fund, Inc. (SOF) and Opportunity Partners, L.P. (Opportunity Partners) and, together with SOF, the Bulldog/Brooklyn Funds). As it pertains to the Funds, Karpus and the Bulldog/Brooklyn Funds agreed to abide by certain standstill restrictions, including refraining from bringing lawsuits against the Funds or engaging in any proxy contest against the Funds, through the Funds' and Settlement Funds' 2012 annual meetings of shareholders. The parties also agreed to a mutual non-disparagement provision through the Funds' 2012 annual meetings of shareholders. Among other things, Karpus and the Bulldog/Brooklyn Funds also agreed to dismiss a lawsuit previously brought by them that challenged the adoption of By-Law amendments by the boards of directors/trustees of certain of the Settlement Funds, which amendments are substantially similar to amendments also adopted by all of the Funds. Karpus and the Bulldog/Brooklyn Funds also agreed to withdraw their purported nominees for election as a director/trustee of the Settlement Funds at the 2011 annual meeting of shareholders and to abide by similar standstill restrictions with respect to the Settlement Funds until after their 2014 annual meetings of shareholders. The Boards of the Funds believe that the Agreement is in the best interests of the Funds and their shareholders.

In addition, each of the Settlement Funds agreed that, if all of the outstanding AMPS of such Settlement Fund were not redeemed or called for redemption two weeks prior to the date such Settlement Fund mails its proxy materials to shareholders in connection with the Settlement Fund's 2012 annual meeting of shareholders (each, a 2012 Annual Meeting), Karpus or the Bulldog/Brooklyn Funds, as applicable (based on the party who submitted the nomination notice), would be entitled to designate an individual (the Designee) to be nominated as a director/trustee elected by the preferred shareholders of such Settlement Fund, to serve on the board of directors/trustees of such Settlement Fund, and such Settlement Fund will include the Designee in the Settlement Fund's proxy materials, and such Settlement Fund's board of directors/trustees will

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recommend that the Designee be elected, in connection with its 2012 Annual Meeting if the Designee is reasonably acceptable to the board of directors/trustees of the Settlement Fund and agrees to resign from the board of directors/trustees at such time as all of the AMPS of the Settlement Fund are redeemed. The Settlement Funds were and are under no obligation to redeem any of the AMPS and no redemption of AMPS will be made unless the board of directors/trustees of the Settlement Fund determines that such redemption is in the best interests of all of its shareholders.

On May 29, 2012, two Settlement Funds, BJZ and BPK, entered into an agreement with the Bulldog/Brooklyn Funds to amend their Agreement so that the provisions described above relating to BJZ's and BPK's 2012 Annual Meeting were extended to BJZ's and BPK's 2013 annual meeting of shareholders.

As of the date of this Proxy Statement, 12 of the Settlement Funds have redeemed, called for redemption, or publicly announced the anticipated redemption of all of their previously outstanding AMPS.

**VOTE REQUIRED AND MANNER OF VOTING PROXIES**

A quorum of shareholders is required to take action at each meeting. For MFL, MFT, MPA and MYF, the holders of a majority of the shares entitled to vote on any matter at a meeting present in person or by proxy shall constitute a quorum for purposes of conducting business on such matter. For MHE, the holders of a majority of the shares entitled to vote on any matter at a meeting present in person or by proxy shall constitute a quorum for purposes of conducting business on such matter except when the owners of Preferred Shares voting as a separate class are entitled to elect any Board Member, in which case the holders of  $\frac{1}{3}$  of the Preferred Shares entitled to vote at a meeting shall constitute a quorum for purposes of such an election. For the remainder of the Funds<sup>3</sup>, the holders of  $\frac{1}{3}$  of the shares entitled to vote on any matter at a meeting present in person or by proxy shall constitute a quorum for purposes of conducting business on such matter.

Except for the Funds listed in the next sentence, the affirmative vote of a plurality of the votes cast with respect to a Board Nominee at a meeting at which a quorum is present is necessary to elect each of the respective Board Nominees under Proposal 1 for each respective Fund. For MFL, MFT, MHE, MPA and MYF, the affirmative vote of a majority of the shares represented at a meeting at which a quorum is present is necessary to elect each of the respective Board Nominees under Proposal 1 for each respective Fund. For the Funds that require a plurality of votes to elect each of the Board Nominees, withhold votes and broker non-votes, if any, will not have an effect on the outcome of Proposal 1. For the Funds that require a majority of votes present to elect each of the Board Nominees, withhold votes and broker non-votes, if any, will be counted as represented at the meeting and will have the same effect as a vote against Proposal 1.

Votes cast by proxy or in person at each meeting will be tabulated by the inspectors of election appointed for that meeting. The inspectors of election will determine whether or not a quorum is present at the meeting. The inspectors of election will treat withhold votes and broker non-votes, if any, as present for purposes of determining a quorum. Broker non-votes occur when shares held by brokers or nominees, typically in street name, as to which proxies have been returned but (a) voting instructions have not been received from the beneficial owners or persons entitled to vote, (b) the broker or nominee does not have discretionary voting power or elects not to exercise discretion on a particular matter and (c) the shares are present at the meeting. Preferred Shares of any Fund held in street name may be counted for purposes of establishing a quorum of that Fund if no instructions are received one business day before the applicable meeting or, if adjourned, one business day before the day to which the meeting is adjourned.

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If you hold your shares directly (not through a broker-dealer, bank or other financial institution) and if you return a signed and dated proxy card that does not specify how you wish to vote on a proposal, your shares will be voted **FOR** the Board Nominees in Proposal 1.

Broker-dealer firms holding shares of a Fund in street name for the benefit of their customers and clients will request the instructions of such customers and clients on how to vote their shares on Proposal 1 before the meeting. The Funds understand that, under the rules of the New York Stock Exchange and NYSE Amex, such broker-dealer firms may for certain routine matters, without instructions from their customers and clients, grant discretionary authority to the proxies designated by the Board to vote if no instructions have been received prior to the date specified in the broker-dealer firm's request for voting instructions. Proposal 1 is a routine matter and beneficial owners who do not provide proxy instructions or who do not return a proxy card may have their shares voted by broker-dealer firms in favor of Proposal 1. A properly executed proxy card or other authorization by a beneficial owner of Fund shares that does not specify how the beneficial owner's shares should be voted on Proposal 1 may be deemed an instruction to vote such shares in favor of the proposal.

If you hold shares of a Fund through a bank or other financial institution or intermediary (called a service agent) that has entered into a service agreement with the Fund or a distributor of the Fund, the service agent may be the record holder of your shares. At the meeting, a service agent will vote shares for which it receives instructions from its customers in accordance with those instructions. A properly executed proxy card or other authorization by a shareholder that does not specify how the shareholder's shares should be voted on a proposal may be deemed to authorize a service provider to vote such shares in favor of the proposal. Depending on its policies, applicable law or contractual or other restrictions, a service agent may be permitted to vote shares with respect to which it has not received specific voting instructions from its customers. In those cases, the service agent may, but is not required to, vote such shares in the same proportion as those shares for which the service agent has received voting instructions. This practice is commonly referred to as echo voting.

If you beneficially own shares that are held in street name through a broker-dealer or that are held of record by a service agent, and if you do not give specific voting instructions for your shares, they may not be voted at all or, as described above, they may be voted in a manner that you may not intend. Therefore, you are strongly encouraged to give your broker-dealer or service agent specific instructions as to how you want your shares to be voted.

### **INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Board Members, including a majority of the Independent Board Members, of each Fund have selected Deloitte & Touche LLP ( D&T ) as the independent registered public accounting firm for the Funds.

A representative of D&T is expected to be present at the meeting. The representative of D&T will have the opportunity to make a statement at the meeting if he desires to do so and is expected to be available to respond to appropriate questions.

Each Audit Committee has discussed the matters required by the Statement on Auditing Standards No. 114, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board ( PCAOB ) in Rule 3200T.

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Each Audit Committee has received from D&T the written disclosures and the letter required by PCAOB Ethics and Independence Rule 3526, Communication with Audit Committees Concerning Independence, and has discussed D&T's independence with D&T, and has considered the compatibility of non-audit services with the independence of the independent registered public accounting firm.

Each Audit Committee also reviews and discusses the Fund's financial statements with Fund management and the independent registered public accounting firm. If any material concerns arise during the course of the audit and the preparation of the audited financial statements mailed to shareholders and included in the Fund's Annual Report to Shareholders, the Audit Committee would be notified by Fund management or the independent registered public accounting firm. The Audit Committees received no such notifications for any Fund during its most recently completed fiscal year. Following each Audit Committee's review and discussion of the Fund's independent registered public accounting firm, pursuant to authority delegated by its respective Board, each Audit Committee approved the respective Fund's audited financial statements for the Fund's most recently completed fiscal year (each Fund's fiscal year end is set forth in *Appendix G*) for inclusion in each Fund's Annual Report to Shareholders.

*Appendix G* sets forth for each Fund the fees billed by that Fund's independent registered public accounting firm for the two most recent fiscal years for all audit, non-audit, tax and all other services provided directly to the Fund. The fee information in *Appendix G* is presented under the following captions:

(a) **Audit Fees** fees related to the audit and review of the financial statements included in annual reports and registration statements, and other services that are normally provided in connection with statutory and regulatory filings or engagements, including out-of-pocket expenses.

(b) **Audit-Related Fees** fees related to assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but not reported under **Audit Fees**, including accounting consultations, agreed-upon procedure reports, attestation reports, comfort letters, out-of-pocket expenses and internal control reviews not required by regulators.

(c) **Tax Fees** fees associated with tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews, tax distribution and analysis reviews and miscellaneous tax advice.

(d) **All Other Fees** fees for products and services provided to the Fund other than those reported under **Audit Fees**, **Audit-Related Fees** and **Tax Fees**.

Each Audit Committee is required to approve all audit engagement fees and terms for its Fund. Each Audit Committee also is required to consider and act upon (i) the provision by the Fund's independent accountant of any non-audit services to the Fund, and (ii) the provision by the Fund's independent accountant of non-audit services to BlackRock and any entity controlling, controlled by or under common control with BlackRock that provides ongoing services to the Fund ( **Affiliated Service Providers** ) to the extent that such approval (in the case of this clause (ii)) is required under applicable regulations of the SEC. See *Appendix G* to this Proxy Statement for information about the fees paid by the Funds, their investment advisers, and **Affiliated Service Providers** to each Fund's independent registered public accounting firm.

The Audit Committee of each Fund complies with applicable laws and regulations with regard to the pre-approval of services. Audit, audit-related and tax compliance services provided to a Fund



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on an annual basis require specific pre-approval by the Fund's Audit Committee. As noted above, the Audit Committee also must approve other non-audit services provided to a Fund and those non-audit services provided to a Fund's Affiliated Service Providers that relate directly to the operations and financial reporting of a Fund. Each Audit Committee has implemented policies and procedures by which such services may be approved other than by the full Audit Committee. Subject to such policies and procedures, including applicable dollar limitations, the Audit Committee may pre-approve, without consideration on a specific case-by-case basis (general pre-approval), certain permissible non-audit services that the Audit Committee believes are (a) consistent with the SEC's auditor independence rules and (b) routine and recurring services that will not impair the independence of the independent registered public accounting firm. Each service approved subject to general pre-approval is presented to each Audit Committee for ratification at the next regularly scheduled in-person board meeting.

For each Fund's two most recently completed fiscal years, there were no services rendered by D&T to the Funds for which the general pre-approval requirement was waived.

Each Audit Committee has considered the provision of non-audit services that were rendered by D&T to the Fund's Affiliated Service Providers that were not pre-approved (and did not require pre-approval) in connection with determining such auditor's independence. All services provided by D&T to each Fund and each Fund's Affiliated Service Provider that required pre-approval were pre-approved during the Fund's most recently completed fiscal year.

The Audit Committee of each Fund consists of the following Board Members:

Karen P. Robards (Chair);

Michael J. Castellano;

Frank J. Fabozzi;

James T. Flynn; and

W. Carl Kester.

## **ADDITIONAL INFORMATION**

### **5% Beneficial Share Ownership**

As of May 24, 2012, to the best of the Funds' knowledge, the persons listed in *Appendix H* beneficially owned more than 5% of the outstanding shares of the class of the Funds indicated.

### **Submission of Shareholder Proposals**



## Edgar Filing: BLACKROCK MUNIVEST FUND INC - Form DEFR14A

A shareholder proposal intended to be presented at a future meeting of shareholders of a Fund must be received at the offices of the Fund, Park Avenue Plaza, 55 East 52<sup>nd</sup> Street, New York, NY 10055, in accordance with the timing requirements set forth below. Timely submission of a proposal does not guarantee that such proposal will be included in a proxy statement.

If a shareholder intends to present a proposal at the 2013 annual meeting of a Fund's shareholders and desires to have the proposal included in such Fund's proxy statement and form of proxy for that meeting pursuant to Rule 14a-8 under the Exchange Act, the shareholder must deliver the proposal to the offices of the appropriate Fund by Monday, February 11, 2013. In the event a Fund moves the date of its 2013 annual meeting by more than 30 days from the anniversary of its 2012 annual meeting, under current rules, shareholder submissions of proposals for inclusion in such Fund's proxy statement and proxy card for the 2013 meeting pursuant to

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Rule 14a-8 under the Exchange Act must be delivered to the Fund a reasonable time before the Fund begins to print and send its proxy materials.

Shareholders who do not wish to submit a proposal for inclusion in a Fund's proxy statement and form of proxy for the 2013 annual meeting in accordance with Rule 14a-8 may submit a proposal for consideration at the 2013 annual meeting in accordance with the By-laws of the Fund. The By-laws for all of the Funds require that advance notice be given to the Fund in the event a shareholder desires to transact any business, including business from the floor, at an annual meeting of shareholders, including the nomination of Board Members. Notice of any such business or nomination must be in writing, comply with the requirements of the By-laws and be received by the Fund between Wednesday, February 27, 2013 and Friday, March 29, 2013. In order for proposals of shareholders made outside of Rule 14a-8 under the Exchange Act to be considered timely within the meaning of Rule 14a-4(c) under the Exchange Act, such proposals must be received at the Fund's principal executive offices by Monday, February 11, 2013. In the event a Fund moves the date of its 2013 annual meeting by more than 25 days from the anniversary of its 2012 annual meeting, shareholders who wish to submit a proposal or nomination for consideration at the 2013 annual meeting in accordance with the advance notice provisions of the By-laws of a Fund must deliver such proposal or nomination not later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such public disclosure of the meeting date was made, whichever comes first. If such proposals are not timely within the meaning of Rule 14a-4(c), then proxies solicited by the Board for next year's annual meeting may confer discretionary authority to the Board to vote on such proposals. Copies of the By-laws of each Fund are available on the EDGAR Database on the SEC's website at [www.sec.gov](http://www.sec.gov). Each Fund will also furnish, without charge, a copy of its By-laws to a shareholder upon request. Such requests should be directed to the appropriate Fund at 100 Bellevue Parkway, Wilmington, DE 19809, or by calling toll free at 1-800-441-7762. For further information, please see *Appendix E* Standing Committees Governance and Nominating Committee.

For all Funds, written proposals (including nominations) and notices should be sent to the Secretary of the Fund, 40 East 52<sup>nd</sup> Street, New York, NY 10022.

## **Shareholder Communications**

Shareholders who want to communicate with the Board or any individual Board Member should write their Fund to the attention of the Secretary, 40 East 52<sup>nd</sup> Street, New York, NY 10022. Shareholders may communicate with the Boards electronically by sending an e-mail to [closedendfunds@blackrock.com](mailto:closedendfunds@blackrock.com). The communication should indicate that you are a Fund shareholder. If the communication is intended for a specific Board Member and so indicates, it will be sent only to that Board Member. If a communication does not indicate a specific Board Member, it will be sent to the Chair of the Governance and Nominating Committee and the outside counsel to the Independent Board Members for further distribution as deemed appropriate by such persons.

Additionally, shareholders with complaints or concerns regarding accounting matters may address letters to the Fund's Chief Compliance Officer (CCO), 100 Bellevue Parkway, Wilmington, DE 19809. Shareholders who are uncomfortable submitting complaints to the CCO may address letters directly to the Chair of the Audit Committee of the Board that oversees the Fund. Such letters may be submitted on an anonymous basis.

## **Expense of Proxy Solicitation**

The cost of preparing, printing and mailing the enclosed proxy, accompanying notice and this Proxy Statement, and costs in connection with the solicitation of proxies will be borne by the



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Funds. Additional out-of-pocket costs, such as legal expenses and auditor fees, incurred in connection with the preparation of this Proxy Statement, also will be borne by the Funds. Costs that are borne by the Funds collectively will be allocated among the Funds on the basis of a combination of their respective net assets and number of shareholder accounts, except when direct costs can be reasonably attributed to one or more specific Funds.

Solicitation may be made by mail, telephone, fax, e-mail or the Internet by officers or employees of BlackRock Advisors, or by dealers and their representatives. Brokerage houses, banks and other fiduciaries may be requested to forward proxy solicitation material to their principals to obtain authorization for the execution of proxies. The Funds will reimburse brokerage firms, custodians, banks and fiduciaries for their expenses in forwarding this Proxy Statement and proxy materials to the beneficial owners of each Fund's shares. The Funds and BlackRock have retained Georgeson Inc. ( "Georgeson" ), 199 Water Street, 26<sup>th</sup> floor, New York, New York, 10038, a proxy solicitation firm, to assist in the distribution of proxy materials and the solicitation and tabulation of proxies. In addition, Broadridge Financial Solutions, Inc. ( "Broadridge" ), 51 Mercedes Way, Edgewood, NY 11717, will assist the Funds in the distribution of proxy materials. It is anticipated that Georgeson and Broadridge will be paid approximately \$98,000 and \$433,000, respectively, for such services (including reimbursements of out-of-pocket expenses). Georgeson may solicit proxies personally and by mail, telephone, fax, e-mail or the Internet. Each Fund's portion of the foregoing expenses is not subject to any cap or voluntary agreement to waive fees and/or reimburse expenses that may otherwise apply to that Fund.

## **If You Plan to Attend the Annual Meeting**

Attendance at the annual meeting will be limited to Funds' shareholders as of the Record Date. ***Each shareholder will be asked to present valid photographic identification, such as a driver's license or passport.*** Shareholders holding shares in brokerage accounts or by a bank or other nominee will be required to show satisfactory proof of ownership of shares in a Fund, such as a voting instruction form (or a copy thereof) or a letter from the shareholder's bank, broker or other custodian or a brokerage statement or account statement reflecting share ownership as of the Record Date. Cameras, recording devices and other electronic devices will not be permitted at the annual meeting.

If you are a registered shareholder, you may vote your shares in person by ballot at the annual meeting. If you hold your Common or Preferred Shares in a brokerage account or through a bank or other nominee, you will not be able to vote in person at the annual meeting, unless you have previously requested and obtained a legal proxy from your broker, bank or other nominee and present it at the annual meeting.

## **Privacy Principles of the Funds**

BlackRock is committed to maintaining the privacy of its current and former fund investors and individual clients (collectively, "Clients") and to safeguarding their non-public personal information. The following information is provided to help you understand what personal information BlackRock collects, how we protect that information and why in certain cases we share such information with select parties.

If you are located in a jurisdiction where specific laws, rules or regulations require BlackRock to provide you with additional or different privacy-related rights beyond what is set forth below, then BlackRock will comply with those specific laws, rules or regulations.

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BlackRock obtains or verifies personal non-public information from and about you from different sources, including the following:

(i) information we receive from you or, if applicable, your financial intermediary, on applications, forms or other documents; (ii) information we receive from your transactions with us, our affiliates, or others; (iii) information we receive from a consumer reporting agency; and (iv) information we receive from visits to our websites.

BlackRock does not sell or disclose to non-affiliated third parties any non-public personal information about its Clients, except as permitted by law or as is necessary to respond to regulatory inquiries or service Client accounts. These non-affiliated third parties are required to protect the confidentiality and security of this information and to use it only for its intended purpose.

BlackRock may share information with its affiliates to service a Client's account or to provide Clients with information about other BlackRock products or services that may be of interest to them. In addition, BlackRock restricts access to non-public personal information about its Clients to those BlackRock employees with a legitimate business need for the information. BlackRock maintains physical, electronic and procedural safeguards that are designed to protect the non-public personal information of its Clients, including procedures relating to the proper storage and disposal of such information.

## **General**

Management does not intend to present and does not have reason to believe that any other items of business will be presented at the meeting. However, if other matters are properly presented to the meeting for a vote, the proxies will be voted by the persons named in the enclosed proxy upon such matters in accordance with their judgment of the best interests of the Fund.

A list of each Fund's shareholders of record as of the Record Date will be available for inspection at the shareholder meeting.

Failure of a quorum to be present at any meeting may necessitate adjournment. The persons named in the enclosed proxy may also move for an adjournment of any meeting to permit further solicitation of proxies with respect to the proposal if they determine that adjournment and further solicitation are reasonable and in the best interests of shareholders. Any such adjournment will require the affirmative vote of a majority of the shares of the Fund present in person or by proxy and entitled to vote at the time of the meeting to be adjourned. Any adjourned meeting or meetings may be held without the necessity of another notice. The persons named in the enclosed proxy will vote in favor of any such adjournment if they believe the adjournment and additional proxy solicitation are reasonable and in the best interests of the Fund's shareholders. For purposes of determining the presence of a quorum, withhold votes and broker non-votes, if any, will be treated as shares that are present at the meeting.

**Please vote promptly by signing and dating each enclosed proxy card, and if received by mail, returning it (them) in the accompanying postage-paid return envelope OR by following the enclosed instructions to provide voting instructions by telephone or via the Internet.**

By Order of the Boards,

Janey Ahn

Secretary of the Funds

June 11, 2012

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The following table lists, with respect to each Fund, the total number of shares outstanding and the managed assets of the Fund on May 31, 2012, the record date for voting at the meeting. All Funds have a policy to encourage Board Members to attend the annual meeting.

<b>Ticker</b>	<b>Fund</b>	<b>Form of Organization</b>	<b>Total Common Shares Outstanding</b>	<b>Total AMPS Shares</b>	<b>Total VRDP Shares</b>	<b>Total VMTP Shares</b>	<b>Managed Assets (\$ ( 000s)*</b>
ARK	BlackRock Senior High Income Fund, Inc	Maryland Corporation	56,700,399	N/A	N/A	N/A	306,970
CII	BlackRock Enhanced Capital and Income Fund, Inc	Maryland Corporation	44,121,400	N/A	N/A	N/A	603,885
COY	BlackRock Corporate High Yield Fund, Inc	Maryland Corporation	34,893,040	N/A	N/A	N/A	341,933
CYE	BlackRock Corporate High Yield Fund III, Inc	Maryland Corporation	37,445,362	N/A	N/A	N/A	388,306
DSU	BlackRock Debt Strategies Fund, Inc	Maryland Corporation	108,096,877	N/A	N/A	N/A	599,692
DVF	BlackRock Diversified Income Strategies Fund, Inc	Maryland Corporation	12,401,086	N/A	N/A	N/A	181,133
EGF	BlackRock Enhanced Government Fund, Inc	Maryland Corporation	10,999,641	N/A	N/A	N/A	252,620
FRA	BlackRock Floating Rate Income Strategies Fund, Inc	Maryland Corporation	18,472,917	N/A	N/A	N/A	363,261
FRB	BlackRock Floating Rate Income Strategies Fund II, Inc	Maryland Corporation	10,577,054	N/A	N/A	N/A	192,552
HYT	BlackRock Corporate High Yield Fund VI, Inc	Maryland Corporation	35,355,915	N/A	N/A	N/A	599,221
HYV	BlackRock Corporate High Yield Fund V, Inc	Maryland Corporation	32,985,918	N/A	N/A	N/A	576,656
MCA	BlackRock MuniYield California Quality Fund, Inc.	Maryland Corporation	34,361,200	N/A	1,665	N/A	925,340
MEN	BlackRock MuniEnhanced Fund, Inc.	Maryland Corporation	29,465,984	N/A	1,425	N/A	576,090
MFL	BlackRock MuniHoldings Investment Quality Fund	Massachusetts Trust	37,744,251	N/A	2,746	N/A	976,483
MFT	BlackRock MuniYield Investment Quality Fund	Massachusetts Trust	8,467,395	N/A	N/A	565	216,148
MHD	BlackRock MuniHoldings Fund, Inc.	Maryland Corporation	14,059,785	N/A	N/A	837	398,496
MHE	The Massachusetts Health & Education Tax-Exempt Trust	Massachusetts Trust	2,357,446	370	N/A	N/A	53,935

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Ticker	Fund	Form of Organization	Total				
			Common Shares Outstanding	Total AMPS Shares	Total VRDP Shares	Total VMTP Shares	Managed Assets (\$ ( 000s)*
MHN	BlackRock MuniHoldings New York Quality Fund, Inc.	Maryland Corporation	30,992,180	N/A	2,436	N/A	800,465
MIY	BlackRock MuniYield Michigan Quality Fund, Inc.	Maryland Corporation	18,219,159	N/A	1,446	N/A	463,649
MJI	BlackRock MuniYield New Jersey Quality Fund, Inc.	Maryland Corporation	8,861,140	N/A	644	N/A	221,191
MNE	BlackRock Muni New York Intermediate Duration Fund, Inc.	Maryland Corporation	4,206,439	N/A	296	N/A	101,726
MPA	BlackRock MuniYield Pennsylvania Quality Fund	Massachusetts Trust	11,500,521	N/A	663	N/A	305,083
MQT	BlackRock MuniYield Quality Fund II, Inc.	Maryland Corporation	22,484,568	N/A	N/A	1,165	508,731
MQY	BlackRock MuniYield Quality Fund, Inc.	Maryland Corporation	30,536,774	N/A	1,766	N/A	792,709
MUC	BlackRock MuniHoldings California Quality Fund, Inc.	Maryland Corporation	40,874,458	N/A	N/A	2,540	1,098,417
MUE	BlackRock MuniHoldings Quality Fund II, Inc.	Maryland Corporation	22,461,427	N/A	N/A	1,310	544,636
MUH	BlackRock MuniHoldings Fund II, Inc.	Maryland Corporation	11,253,741	N/A	N/A	550	292,606
MUI	BlackRock Muni Intermediate Duration Fund, Inc.	Maryland Corporation	38,099,516	N/A	2,871	N/A	1,007,876
MUJ	BlackRock MuniHoldings New Jersey Quality Fund, Inc.	Maryland Corporation	21,276,068	N/A	1,727	N/A	548,266
MUS	BlackRock MuniHoldings Quality Fund, Inc.	Maryland Corporation	12,977,276	N/A	N/A	870	326,783
MVF	BlackRock MuniVest Fund, Inc.	Maryland Corporation	63,505,760	N/A	N/A	2,438	1,100,765
MVT	BlackRock MuniVest Fund II, Inc.	Maryland Corporation	20,813,703	N/A	N/A	1,400	572,058
MYC	BlackRock MuniYield California Fund, Inc.	Maryland Corporation	21,295,255	N/A	1,059	N/A	586,362
MYD	BlackRock MuniYield Fund, Inc.	Maryland Corporation	46,314,414	N/A	2,514	N/A	1,159,379
MYF	BlackRock MuniYield Investment Fund	Massachusetts Trust	13,597,658	N/A	594	N/A	354,634
MYI	BlackRock MuniYield Quality Fund III, Inc.	Maryland Corporation	67,607,763	N/A	3,564	N/A	1,615,218



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<b>Ticker</b>	<b>Fund</b>	<b>Form of Organization</b>	<b>Total Common Shares Outstanding</b>	<b>Total AMPS Shares</b>	<b>Total VRDP Shares</b>	<b>Total VMTP Shares</b>	<b>Managed Assets (\$ ( 000s)*</b>
MYJ	BlackRock MuniYield New Jersey Fund, Inc.	Maryland Corporation	14,221,829	N/A	1,022	N/A	364,922
MYM	BlackRock MuniYield Michigan Quality Fund II, Inc.	Maryland Corporation	12,093,097	N/A	873	N/A	283,412
MYN	BlackRock MuniYield New York Quality Fund, Inc.	Maryland Corporation	39,460,127	N/A	2,477	N/A	949,929
MZA	BlackRock MuniYield Arizona Fund, Inc.	Maryland Corporation	4,565,270	N/A	373	N/A	108,515
PSW	BlackRock Credit Allocation Income Trust I, Inc	Maryland Corporation	10,311,941	N/A	N/A	N/A	156,291
PSY	BlackRock Credit Allocation Income Trust II, Inc	Maryland Corporation	40,807,418	N/A	N/A	N/A	665,143

Denotes a Preferred Fund.

\* Managed Assets means the total assets of the Fund minus its accrued liabilities (other than aggregate indebtedness constituting financial leverage).

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**Table of Contents****Appendix B Compensation of the Board Members**

Each Board Member who is not an interested person (as defined in the 1940 Act) (the Independent Board Members), is paid an annual retainer of \$250,000 per year for his or her services as a Board Member of all BlackRock-advised closed-end funds (the Closed-End Complex) that are overseen by the respective director/trustee, and each Board Member may also receive a \$10,000 board meeting fee for special unscheduled meetings or meetings in excess of six Board meetings held in a calendar year, together with out-of-pocket expenses in accordance with a Board policy on travel and other business expenses relating to attendance at meetings. In addition, the Chair and Vice Chair of the Board are paid an additional annual retainer of \$120,000 and \$40,000, respectively. The Chairs of the Audit Committee, Compliance Committee, Governance and Nominating Committee, and Performance Oversight Committee are paid an additional annual retainer of \$35,000, \$20,000, \$10,000 and \$20,000, respectively. Each Audit Committee and Leverage Committee member is paid an additional annual retainer of \$25,000 for his or her service on such committee. For the year ended December 31, 2011, the Closed-End Complex reimbursed Independent Board Member expenses in an aggregate amount of \$46,446. Each Fund shall pay a *pro rata* portion quarterly (based on relative net assets) of the foregoing Board Member fees paid by the funds in the Closed-End Complex.

Dr. Gabbay is an interested person of the Funds and serves as an interested Board Member of three groups of BlackRock-advised funds the Closed-End Complex and two complexes of open-end funds (the Equity-Liquidity Complex and the Equity-Bond Complex; each such complex, a BlackRock Fund Complex). Dr. Gabbay receives for his services as a Board Member of such BlackRock Fund Complexes (i) an annual retainer of \$531,250 allocated to the funds in these three BlackRock Fund Complexes, including the Funds, based on their relative net assets and (ii) with respect to each of the two open-end BlackRock Fund Complexes, a Board meeting fee of \$3,750 (with respect to meetings of the Equity-Liquidity Complex) and \$18,750 (with respect to meetings of the Equity-Bond Complex) to be paid for attendance at each Board meeting up to five Board meetings held in a calendar year by each such complex (compensation for meetings in excess of this number to be determined on a case-by-case basis). Dr. Gabbay is also reimbursed for out-of-pocket expenses in accordance with a Board policy on travel and other business expenses relating to attendance at meetings. Dr. Gabbay's compensation for serving on the boards of the funds in these BlackRock Fund Complexes (including the Funds) is equal to 75% of each Board Member retainer and, as applicable, of each Board meeting fee (without regard to additional fees paid to Board and Committee chairs) received by the Independent Board Members serving on such boards, as well as the full Leverage Committee member retainer. The Boards of the Funds or of any other fund in a BlackRock Fund Complex may modify the Board Members' compensation from time to time depending on market conditions and Dr. Gabbay's compensation would be impacted by those modifications.

The Independent Board Members have agreed that a maximum of 50% of each Independent Board Member's total compensation paid by funds in the Closed-End Complex may be deferred pursuant to the Closed-End Complex's deferred compensation plan. Under the deferred compensation plan, deferred amounts earn a return for the Independent Board Members as though equivalent dollar amounts had been invested in common shares of certain funds in the Closed-End Complex selected by the Independent Board Members. This has approximately the same economic effect for the Independent Board Members as if they had invested the deferred amounts in such other funds in the Closed-End Complex. The deferred compensation plan is not funded and obligations thereunder represent general unsecured claims against the general assets of a fund and are recorded as a liability for accounting purposes.

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The following table sets forth the aggregate compensation, including deferred compensation amounts, paid to each Independent Board Member and Dr. Gabbay by each Fund during its most recently completed fiscal year and by the Closed-End Complex for the most recently completed calendar year. Mr. Audet serves without compensation from the Funds because of his affiliation with BlackRock, Inc. and the BlackRock Advisors.

<b>Fund</b>	<b>Fund s Fiscal Year</b>	<b>Richard E. Cavanagh</b>	<b>Frank J. Fabozzi</b>	<b>Kathleen F. Feldstein</b>	<b>R. Glenn Hubbard</b>	<b>James T. Flynn</b>	<b>Jerrold B. Harris</b>	<b>W. Carl Kester</b>	<b>Karen P. Robards</b>	<b>Henry Gabbay</b>	<b>Michael J. Castellano</b>	<b>Fund Total</b>
	<b>End(1)</b>	<b>(2)(12)</b>	<b>(3)(12)</b>	<b>(4)</b>	<b>(5)(10)</b>	<b>(6)</b>	<b>(7)</b>	<b>(8)(12)</b>	<b>(9)(12)</b>	<b>(10)(12)</b>	<b>(11)</b>	
ARK	28-Feb	\$ 2,949	\$ 2,351	\$ 1,992	\$ 2,072	\$ 2,192	\$ 2,152	\$ 2,192	\$ 2,789	\$ 1,653	\$ 1,992	\$ 22,332
CII	31-Oct	\$ 8,435	\$ 6,794	\$ 5,538	\$ 5,689	\$ 6,017	\$ 6,179	\$ 6,357	\$ 8,337	\$ 4,523	\$ 3,489	\$ 61,358
COY	28-Feb	\$ 3,125	\$ 2,492	\$ 2,112	\$ 2,196	\$ 2,323	\$ 2,280	\$ 2,323	\$ 2,956	\$ 1,740	\$ 2,107	\$ 23,653
CYE	28-Feb	\$ 3,412	\$ 2,721	\$ 2,306	\$ 2,398	\$ 2,536	\$ 2,490	\$ 2,536	\$ 3,228	\$ 1,898	\$ 2,301	\$ 25,825
DSU	28-Feb	\$ 5,612	\$ 4,474	\$ 3,792	\$ 3,944	\$ 4,171	\$ 4,095	\$ 4,171	\$ 5,309	\$ 3,127	\$ 3,787	\$ 42,482
DVF	31-Aug	\$ 1,810	\$ 1,465	\$ 1,179	\$ 1,195	\$ 1,264	\$ 1,321	\$ 1,373	\$ 1,827	\$ 971	\$ 529	\$ 12,932
EGF	31-Dec	\$ 2,434	\$ 1,941	\$ 1,645	\$ 1,710	\$ 1,809	\$ 1,776	\$ 1,809	\$ 2,302	\$ 1,382	\$ 1,340	\$ 18,148
FRA	31-Aug	\$ 3,610	\$ 2,903	\$ 2,420	\$ 2,454	\$ 2,595	\$ 2,606	\$ 2,714	\$ 3,540	\$ 1,997	\$ 1,088	\$ 25,927
FRB	28-Feb	\$ 1,817	\$ 1,449	\$ 1,228	\$ 1,277	\$ 1,351	\$ 1,326	\$ 1,351	\$ 1,719	\$ 1,014	\$ 1,226	