

NUVEEN REAL ESTATE INCOME FUND  
Form 8-A12B  
August 23, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-A**  
**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Nuveen Real Estate Income Fund**

*(Exact Name of Registrant as Specified in Its Charter)*

**MASSACHUSETTS**  
*(State of Incorporation*

*or Organization)*

**36-4472501**  
*(I.R.S. Employer*

*Identification No.)*

**333 West Wacker Drive**

**Chicago, Illinois 60606**

*(Address of Principal Executive Offices)*

**Securities to be registered pursuant to Section 12(b) of the Act:**

**Title of Class**

**Name of Exchange On Which**

**to be so Registered**  
**Common shares of beneficial interest,**  
**par value \$0.01 per share**

**Class is to be Registered**  
**New York Stock Exchange**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box. ☐ "

**Securities Act registration statement file number to which this form relates: 333-190055**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**NONE**

**(Title of Class)**

**Item 1. Description of Registrant's Securities to be Registered.**

The shares to be registered hereunder are common shares of beneficial interest, par value \$0.01 per share (the Common Shares), of Nuveen Real Estate Income Fund (the Registrant). The description of the Common Shares is contained in the prospectus and in the related exhibits included in the registration statement on Form N-2, pre-effective amendment no. 1, filed by the Registrant under the Securities Act of 1933, as amended, on March 7, 2014 (Registration No. 333-190055).

The description of the Common Shares contained in such filings is deemed incorporated herein by reference and made part of this registration statement.

**Item 2. Exhibits.**

- 1 Declaration of Trust of Registrant, dated August 27, 2001, is incorporated herein by reference to Pre-Effective Amendment No. 1 of the Registrant's Registration Statement on Form N-2 (File No. 333-133365) filed on May 22, 2006.
- 2 Amended and Restated By-Laws of Registrant, dated November 18, 2009, are incorporated herein by reference to the Registrant's Registration Statement on Form N-2 (File No. 333-190055) filed on July 22, 2013.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: August 23, 2016

**NUVEEN REAL ESTATE INCOME FUND**

By: /s/ Kevin J. McCarthy  
Name: Kevin J. McCarthy  
Title: Vice President and Secretary