Avenue Income Credit Strategies Fund
Form N-CSRS
July 02, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-22485

Avenue Income Credit Strategies Fund
(Exact name of registrant as specified in charter)

399 Park Avenue, 6th Floor
New York, NY 10022
(Address of principal executive offices) (Zip code)

Copy to:

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Stuart Strauss
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1095 Avenue of the Americas
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(Name and address of agent for service)

Registrant s telephone number, including area code: (212) 878-3500

Date of fiscal year end: October 31, 2014

Date of reporting period: April 30, 2014

Item 1. Shareholder Report

Avenue Income Credit Strategies Fund

Manager Commentary

April 30, 2014 (unaudited)

Dear Shareholder,

We are pleased to present the 2014 Semi Annual Report for Avenue Income Credit Strategies Fund (the Fund). The following Manager Commentary covers the six month period ended April 30, 2014.

Fund Objective

The Fund s primary investment objective is to seek a high level of current income with a secondary objective of capital appreciation. Depending on market conditions and the Fund s outlook over time, the Fund seeks to achieve its investment objectives by opportunistically investing primarily in loan and debt instruments (and loan-related or debt-related instruments, including repurchase and reverse repurchase agreements and derivative instruments) of issuers that operate in a variety of industries and geographic regions.

Performance[1,2,3]

For the six month period ended April 30, 2014, the Fund had a total return of 7.53% based on net asset value, and 7.96% based on market value. The average annual total return from January 27, 2011 (inception) through April 30, 2014, was 8.49% based on net asset value, and 4.50% based on market value. The closing price of the Fund s shares as of April 30, 2014 on the New York Stock Exchange was $17.65 representing a 7.30% discount to the Fund s net asset value per share of $19.04.

High Yield Bond and Bank Loan Market Returns for the Period November 1, 2013 to April 30, 2014[1,4]

The Fund invests across a range of assets. The below indices cover asset classes that Avenue Capital Management II, L.P. (the Adviser) believes are the same as, or similar to, the asset classes to which the Fund s assets are exposed (in whole or in part).

Fund/Index	Return Over the Period 11/1/2013 - 4/30/2014
Avenue Income Credit Strategies Fund (ACP) based on net asset value	7.53%
Avenue Income Credit Strategies Fund (ACP) based on market value	7.96%
Barclays U.S. Corporate High Yield Index (Barclays Index)	4.72%
CS Leveraged Loan Index	2.56%

Factors Affecting Performance

The Fund posted strong performance over the period as it benefited from security selection across a number of positions within the portfolio. Additionally, the Fund was opportunistic and took advantage of some short-term trading opportunities, including new issuances.

We believe that our approach of analyzing each investment on the merits of issuer, industry and rating has benefitted performance and should continue to allow us to select investments that are likely to be drivers of alpha.

The top 5 issuer contributors, which includes some stressed issuers, were:

Clear Channel Communications Inc., Aquiva Financing No. 2 Ltd., Faenza GMBH, American International Group, Inc. and Connacher Oil and Gas Limited.[5]

The top 5 issuer detractors were:

NII International Telecom S.C.A., iShares iBoxx Investment Grade Corporate Bond (ETF) Short Position, Accellent Inc., Caesars Entertainment Corp. and Lloyds Banking Group PLC.[6]

During the period, the Fund s use of leverage increased from 28.1% to 28.7% as a percentage of Managed Assets or from $95,000,000 to $100,000,000.

Avenue Income Credit Strategies Fund

Manager Commentary (continued)

April 30, 2014 (unaudited)

Market Outlook

The credit markets, as measured by the Barclays Index, experienced solid returns during the six month period from capital appreciation and coupon income. The Adviser s outlook for the near to medium term is balanced, leaning towards positive for the global credit markets. While the Adviser focuses the majority of its research on fundamental company and industry analysis, it is also cognizant of the macro risks that could positively or negatively impact the asset classes we invest in and risk assets in general. The following is a summary of the key macro risks we are currently monitoring:

- **Slower economic growth** in the U.S., Europe, China and emerging markets
- **The impact from the Federal Reserve s** continued plan to reduce its quantitative easing program which could finish before year-end
- **The potential impact** from increased equity market volatility
- **The shadow banking system in China** and the potential for more defaults in its largely unregulated environment
- **Geo-political risks** in various areas especially Russia-Ukraine-Crimea and Syria
- **The possibility of Europe and China undertaking stimulus** actions and the probable positive consequences of these actions

Another developing situation we are monitoring is in the bank loan asset class. The asset class, particularly the par loan portion of the asset class, has seen substantial inflows both to bank loan mutual funds and new collateralized loan obligations (CLO s) which totaled nearly $150 billion in 2013 representing a nearly 120% increase from 2012 levels.[7] These inflows to bank loan mutual funds continued into 2014 and had an unprecedented 95 consecutive weeks of inflows.[8] These inflows have resulted in more aggressive new issuances, with more covenant-lite loans now outstanding than with covenants.[9]

The Adviser s investment team will continue working diligently to identify attractive investment opportunities across the performing, stressed universe on a global basis. We appreciate your continued interest and support.

Avenue Capital Management II, L.P.

June 2014

Alternative investments are speculative and involve substantial risks. It is possible that investors may lose some or all of their investment. An investment in the Fund is not appropriate for all investors, and the Fund is not intended to be a complete investment program.

The views and opinions in the preceding discussion are subject to change. There is no guarantee that any market forecast set forth in the discussion will be realized. This material represents an assessment of the market environment at a specific point in time, should not be relied upon as investment advice and is not intended to predict or depict performance of any investment.

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1 Performance data shown represents past performance and does not guarantee future results. Current performance may be lower or higher than the performance data shown. Investment returns and principal value will fluctuate, and when sold, your investment may be worth more or less than its original cost. All returns assume reinvestment of all dividends. The Fund is subject to various fees and expenses which include advisory fees, operating expenses, investment related expenses (including but not limited to interest on borrowings) and extraordinary expenses, and the performance shown above reflects the deduction of such fees and expenses. The performance above reflects fee waivers and/or expense reimbursements made by the Fund s Investment Adviser. Absent such waivers and/or reimbursements, the Fund s returns would be lower.

Avenue Income Credit Strategies Fund

Manager Commentary (continued)

April 30, 2014 (unaudited)

Performance information is not annualized, unless otherwise noted. The Fund commenced operations on January 27, 2011. An independent accountant has not audited, reviewed or compiled the performance results.

2 Includes dilution of approximately $0.97 to NAV per share resulting from the Fund s transferable rights offering, which expired on May 17, 2013. In connection with such offering, the Fund issued 3,268,518 additional common shares at a subscription price per share below the then-current NAV per share of the Fund.

3 Includes dilution of approximately $0.94 to NAV per share resulting from the Fund s transferable rights offering, which expired on March 23, 2012. In connection with such offering, the Fund issued 2,450,466 additional common shares at a subscription price per share below the then-current NAV per share of the Fund.

4 Index information was compiled from sources that Avenue Capital Management II, L.P. believes to be reliable. No representation or guarantee is made hereby with respect to the accuracy or completeness of such data. The Barclays U.S. Corporate High Yield Index comprises issues that have at least $150 million par value outstanding, a maximum credit rating of Ba1 or BB+ (excluding defaulted issues) and at least one year maturity. The CS Leveraged Loan Index is designed to mirror the investible universe of the US dollar denominated leveraged loan market. Investors cannot invest directly in an index, and index performance does not reflect the deduction of any fees or expenses. There are material differences between such indices and the Fund, including without limitation that such indices are unmanaged, broadly-based indices, do not reflect payment of management or brokerage fees and differ in numerous other respects from the portfolio composition of the Fund; as a result, the Fund s investment portfolio is materially different from any given index. Indices include reinvestment of dividends and other income.

5 The top contributors are evaluated on a total profit and loss basis, which includes realized and unrealized market value gains and losses, impact from foreign exchange transactions, and accrued interest. The list of top contributors does not represent all investments held, purchased or sold during the reporting period and is based on the investment adviser s books and records. As of the reporting date of April 30, 2014, the positions listed represented the following percentages of the Fund on a market value basis: Clear Channel Communications Inc. 4.7%, Aquiva Financing No. 2 Ltd. 2.6%, Faenza GMBH 3.7%, American International Group, Inc. 3.6% and Connacher Oil and Gas Limited 1.4%.

6 The top detractors are evaluated on a total profit and loss basis, which includes realized and unrealized market value gains and losses, impact from foreign exchange transactions, and accrued interest. The list of top detractors does not represent all investments held, purchased or sold during the reporting period and is based on the investment adviser s books and records. As of the reporting date of April 30, 2014, the positions listed represented the following percentages of the Fund on a market value basis: NII International Telecom S.C.A. 0.0%, iShares iBoxx Investment Grade Corporate Bond -4.1%, Accellent Inc. 1.7%, Caesars Entertainment Corp. 4.0% and Lloyds Banking Group PLC 0.0%

7 J.P. Morgan, Credit Strategy Weekly Update, April 11, 2014.

8 J.P. Morgan, Credit Strategy Weekly Update, April 11, 2014.

9 S&P Capital IQ, LCD Quarterly Review, First Quarter 2014.

Avenue Income Credit Strategies Fund

Financial Data(a)

April 30, 2014 (unaudited)

Security Type(b)

Ratings(c)

Geographic Allocation(d)

Top Five Industries(f)

Top 10 Largest Holdings(g)

1	Clear Channel Communications Inc.	3.3%
2	Halcon Resources LLC	2.9%
3	Caesars Entertainment Corp.	2.9%
4	CHC Helicopter SA	2.7%
5	Faenza GMBH	2.7%
6	Navios Maritime Holdings	2.6%
7	American International Group, Inc.	2.6%
8	Chassix	2.5%
9	Hercules Offshore LLC	2.3%
10	K Hovnanian Enterprises Inc.	2.3%
	Total Top 10:	**26.8%**

(a) Holdings are subject to change without notice. Calculated as a percent of net assets as of the date of this document. Where applicable, percentages may not add to 100% due to rounding.

(b) Security Type, as defined by Avenue Capital Management II, L.P. (the Investment Adviser), is sourced from Bloomberg as well as developed via internal classifications.

(c) Ratings information represent Standard & Poor s ratings on instruments in the portfolio. Ratings are provided for informational purposes only and may change over time. Standard & Poor s rates securities from AAA (highest quality) to C (lowest quality), and D to indicate securities in default. BB and below are considered below investment grade securities. Greater risk, such as increased volatility, limited liquidity, prepayment, non-payment and increased default risk, is inherent in portfolios that invest in high yield (junk) bonds. The Fund may invest all or a substantial portion of its assets in below investment grade securities which are often referred to as high yield or junk securities.

(d) The geographic allocation is based on where the Investment Adviser believes the country of risk to be. Country of risk is the country where the majority of the company s operations are based or where it is headquartered. Investment in non-U.S. securities is subject to the risk of currency fluctuations and to economic and political risks associated with such foreign countries.

(e) Cash and Cash Equivalents includes cash as well as other non-investment asset and liabilities (net), excluding borrowings under credit facilities.

(f) Industries are represented using GICS classifications.

(g) The holdings of the Fund are calculated based on Issuer as opposed to Issue. The number of Issues the Fund owns will be significantly higher than the number of Issuers set forth herein.

Avenue Income Credit Strategies Fund

Schedule of Investments

April 30, 2014 (unaudited)

Security Description	Coupon	Maturity		Principal Amount (000)	Value
CORPORATE BONDS & NOTES 111.2%					
Aerospace & Defense 1.7%					
Accudyne Industries Borrower / Accudyne Industries LLC (a)	7.75%	12/15/2020	$	3,800	$ 4,123,000
Airlines 2.6%					
US Airways 2000-3C Pass Through Trust	8.39%	3/1/2022		5,163	5,627,417
US Airways 2011-1 Pass Through Trust	10.88%	10/22/2014		757	781,325
					6,408,742
Auto Components 3.9%					
Chassix Holdings, PIK (a)	10.00%	12/15/2018		2,490	2,577,150
Chassix, Inc. (a)	9.25%	8/1/2018		5,600	6,069,000
Stackpole International Intermediate Co. SA (a)	7.75%	10/15/2021		925	989,750
					9,635,900
Chemicals 2.1%					
Perstorp Holding AB (a)	8.75%	5/15/2017		4,825	5,162,750
Commercial Banks 1.8%					
Royal Bank of Scotland Group PLC	7.65%	(b)		4,000	4,400,000
Communications Equipment 5.0%					
Alcatel-Lucent USA, Inc. (a)	8.88%	1/1/2020		3,195	3,594,375
Aspect Software, Inc.	10.63%	5/15/2017		2,925	3,089,531
Avaya, Inc.:					
	9.00%	4/1/2019(a)		3,700	3,820,250
	10.50%	3/1/2021(a)		2,199	2,001,090
					12,505,246
Computers & Peripherals 0.8%					
Oberthur Technologies Holding SAS (a)	9.25%	4/30/2020	EUR	1,357	2,091,944
Construction Materials 5.5%					
CeramTec Group GmbH (a)	8.25%	8/15/2021		6,100	9,287,957
US Concrete, Inc. (a)	8.50%	12/1/2018	$	4,105	4,443,662
					13,731,619
Consumer Finance 1.8%					
Springleaf Finance Corp.	6.90%	12/15/2017		4,000	4,390,000
Diversified Telecommunication Services 2.2%					
Avanti Communications Group PLC (a)	10.00%	10/1/2019		4,132	4,441,900
Wind Acquisition Finance SA (a)	7.38%	4/23/2021		950	976,125
					5,418,025
Electric Utilities 1.7%					
Energy Future Intermediate Holding Corp. (a)	12.25%	3/1/2022(a)		3,655	4,349,450
Energy Equipment & Services 12.4%					
CHC Helicopter SA	9.38%	6/1/2021		9,050	9,366,750
Globe Luxembourg SCA (a)	9.63%	5/1/2018		7,150	7,811,375
Hercules Offshore, Inc.:					
	6.75%	4/1/2022(a)		817	790,448
	8.75%	7/15/2021(a)		5,015	5,403,662
	10.25%	4/1/2019(a)		1,710	1,910,925
Tervita Corp.:					
	8.00%	11/15/2018(a)		2,725	2,752,250
	9.00%	11/15/2018(a)	CAD	1,500	1,368,551
	10.88%	2/15/2018(a)	$	1,680	1,591,800
					30,995,761
Health Care Equipment & Supplies 2.1%					
ConvaTec Finance International SA PIK (a)	8.25%	1/15/2019		5,000	5,112,500

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Schedule of Investments (continued)

April 30, 2014 (unaudited)

Security Description	Coupon	Maturity		Principal Amount (000)	Value
Health Care Providers & Services 6.2%					
HCA, Inc.:					
	7.05%	12/1/2027	$	745	$ 741,275
	7.50%	11/6/2033		120	123,000
	7.58%	9/15/2025		555	585,525
	7.69%	6/15/2025		900	958,500
	7.75%	7/15/2036		525	535,500
Priory Group Ltd. (a)	7.00%	2/15/2018	GBP	3,500	6,234,414
Tenet Healthcare Corp.:					
	6.88%	11/15/2031	$	2,475	2,298,656
	8.00%	8/1/2020		3,000	3,262,500
	8.13%	4/1/2022		525	582,750
					15,322,120
Hotels, Restaurants & Leisure 9.3%					
Boyd Gaming Corp.	9.00%	7/1/2020		1,946	2,150,330
Caesars Entertainment Operating Co, Inc.:					
	9.00%	2/15/2020		6,215	5,422,587
	11.25%	6/1/2017		4,750	4,536,250
Gala Electric Casinos PLC:					
	11.50%	6/1/2019	GBP	1,385	2,527,659
	11.50%	6/1/2019(a)		1,800	3,285,044
SNAI SpA:					
	7.63%	6/15/2018(a)	EUR	350	521,383
	12.00%	12/15/2018(a)		350	557,214
The Unique Pub Finance Co. PLC	5.66%	6/30/2027	GBP	2,382	4,032,490
					23,032,957
Household Durables 3.2%					
K Hovnanian Enterprises, Inc.:					
	7.00%	1/15/2019(a)	$	240	245,400
	9.13%	11/15/2020(a)		7,000	7,822,500
					8,067,900
Independent Power Producers & Energy Traders 1.3%					
Illinois Power Generating Co.:					
	6.30%	4/1/2020		981	841,207
	7.00%	4/15/2018		1,350	1,228,500
	7.95%	6/1/2032		1,450	1,243,375
					3,313,082
Insurance 3.6%					
American International Group, Inc.:					
	8.00%	5/22/2068(a)	EUR	3,000	4,932,027
	8.18%	5/15/2068	$	3,000	4,012,500
					8,944,527
Machinery 2.5%					
Emeco Pty Ltd (a)	9.88%	3/15/2019		4,126	4,270,410
Waterjet Holdings, Inc. (a)	7.63%	2/1/2020		1,840	1,959,600
					6,230,010
Marine 4.8%					
Global Ship Lease, Inc. (a)	10.00%	4/1/2019		2,606	2,723,270
Navios Maritime Acquisition Corp. / Navios Acquisition Finance US, Inc. (a)	8.13%	11/15/2021		2,780	2,898,150
Navios Maritime Holdings, Inc. / Navios Maritime Finance II US, Inc.:					
	7.38%	1/15/2022(a)		1,046	1,056,460

8.13%	2/15/2019	5,127	5,203,905
			11,881,785

See Accompanying Notes to Financial Statements.

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Avenue Income Credit Strategies Fund

Schedule of Investments (continued)

April 30, 2014 (unaudited)

Security Description	Coupon	Maturity		Principal Amount (000)	Value
Media 10.6%					
Altice SA (a)	7.75%	5/15/2022	$	1,835	$ 1,912,988
Clear Channel Communications, Inc.:					
	11.25%	3/1/2021		8,610	9,697,012
	14.00%	2/1/2021		1,853	1,899,325
Clear Channel Worldwide Holdings, Inc.	7.63%	3/15/2020		3,500	3,771,250
Gibson Brands, Inc. (a)	8.88%	8/1/2018		2,875	3,051,094
Univision Communications, Inc.:					
	7.88%	11/1/2020(a)		3,000	3,296,250
	8.50%	5/15/2021(a)		2,500	2,750,000
					26,377,919
Metals & Mining 2.1%					
Schmolz + Bickenbach Luxembourg SA (a)	9.88%	5/15/2019	EUR	2,268	3,546,971
Wise Metals Group LLC / Wise Alloys Finance Corp. (a)	8.75%	12/15/2018	$	820	869,200
Wise Metals Intermediate Holdings LLC/Wise Holdings Finance Corp. (a)	9.75%	6/15/2019		930	925,350
					5,341,521
Multiline Retail 2.8%					
JC Penney Corp, Inc.	5.65%	6/1/2020		7,650	6,139,125
The Neiman Marcus Group, Inc.:					
	8.00%	10/15/2021(a)		150	164,250
	8.75%	10/15/2021(a)		645	712,725
					7,016,100
Oil, Gas & Consumable Fuels 7.4%					
Connacher Oil and Gas Ltd. (a)	8.50%	8/1/2019		4,000	3,380,000
Halcon Resources Corp.:					
	8.88%	5/15/2021		6,300	6,528,375
	9.25%	2/15/2022(a)		3,458	3,630,900
Midstates Petroleum Co, Inc. / Midstates Petroleum Co. LLC	10.75%	10/1/2020		1,612	1,738,945
Penn Virginia Resource Partners LP / Penn Virginia Resource Finance Corp.	8.38%	6/1/2020		1,575	1,779,750
Westmoreland Coal Company (a)	10.75%	2/1/2018		1,360	1,479,000
					18,536,970
Personal Products 2.6%					
Ontex IV (a)	7.50%	4/15/2018	EUR	4,560	6,587,273
Pharmaceuticals 0.2%					
Pinnacle Merger Sub, Inc. (a)	9.50%	10/1/2023	$	400	442,000
Road & Rail 2.5%					
Jack Cooper Holdings Corp. (a)	9.25%	6/1/2020		5,675	6,270,875
Software 4.1%					
BMC Software Finance, Inc. (a)	8.13%	7/15/2021		937	981,508
Boxer Parent Co, Inc. PIK(a)	9.00%	10/15/2019		5,659	5,545,820
Infor US, Inc.	9.38%	4/1/2019		3,250	3,648,125
					10,175,453
Specialty Retail 1.8%					
CDW LLC / CDW Finance Corp.	8.50%	4/1/2019		2,500	2,734,375
Matalan Finance PLC	9.63%	3/31/2017	GBP	975	1,658,536
					4,392,911
Wireless Telecommunication Services 2.6%					
Arqiva Broadcast Finance PLC (a)	9.50%	3/31/2020	GBP	3,375	6,524,608
TOTAL CORPORATE BONDS & NOTES (Cost $258,892,358)					276,782,948

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Schedule of Investments (continued)

April 30, 2014 (unaudited)

Security Description	Coupon	Maturity	Principal Amount (000)		Value
SENIOR LOANS 21.9% (c)					
Containers & Packaging 2.6%					
Clondalkin Aquisition B. V. 2nd Lien Term Loan (d)(e)	10.00%	11/30/2020	$	6,600	$ 6,600,000
Diversified Telecommunication Services 2.5%					
Tyrol Acquisitions 2 SAS 2nd Lien Term Loan PIK (d)	4.52%	7/28/2016	EUR	4,803	6,184,292
Electric Utilities 2.4%					
Astoria Generating Company Acquisitions Term Loan (d)	8.50%	10/26/2017	$	1,925	1,982,750
La Paloma Generating Co., LLC 2020 2nd Lien Term Loan	9.25%	2/20/2020		4,000	3,893,320
					5,876,070
Energy Equipment & Services 2.1%					
Stallion Oilfield Services, Ltd. Term Loan B (d)	8.00%	6/19/2018		5,073	5,172,205
Food Products 1.7%					
Cucina Acquisition Limited 2nd Lien Term Loan D, PIK (d)	3.74%	3/12/2017	GBP	2,550	4,153,508
Health Care Equipment & Supplies 1.7%					
Accellent, Inc. Second Lien (d)	7.50%	3/11/2022	$	4,300	4,235,500
Household Products 2.3%					
KIK Custom Products, Inc. 2nd Lien Term Loan (d)	9.50%	10/29/2019		5,680	5,736,800
Insurance 1.3%					
Asurion 2nd Lien Term Loan (d)	8.50%	3/3/2021		3,200	3,284,000
Media 2.1%					
Img Worldwide Inc. 2nd Lien Term Loan (d)	8.25%	5/6/2022		5,157	5,195,678
Oil, Gas & Consumable Fuels 2.8%					
Bennu Oil & Gas LLC Replacement Loans (d)	8.75%	11/1/2018		5,403	5,416,451
Southern Pac Resource Corp. First Lien (d)	11.00%	3/31/2019		1,530	1,526,175
					6,942,626
Software 0.4%					
Applied Systems, Inc. 2nd Lien Term Loan (d)	7.50%	1/23/2022		997	1,006,566
TOTAL SENIOR LOANS (Cost $53,480,237)					54,387,245
CONVERTIBLE BONDS 2.6%					
Commercial Banks 0.1%					
Barclays PLC	8.00%	(b)	EUR	255	376,774
Machinery 0.7%					
Meritor, Inc.	7.88%	3/1/2026		1,045	1,590,359
Thrifts & Mortgage Finance 1.8%					
MGIC Investment Corp. (a)	9.00%	4/1/2063		3,625	4,567,500
TOTAL CONVERTIBLE BONDS (Cost $5,438,443)					6,534,633
MUNICIPAL BONDS 0.5%					
Commonwealth of Puerto Rico	8.00%	7/1/2035	$	1,300	1,205,360
TOTAL MUNICIPAL BONDS (Cost $1,219,918)					1,205,360
TOTAL LONG-TERM INVESTMENTS 136.2% (Cost $319,030,956)					338,910,186

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Schedule of Investments (continued)

April 30, 2014 (unaudited)

Security Description	Principal Amount (000)	Value
SHORT-TERM INVESTMENTS 3.4%		
REPURCHASE AGREEMENT 3.4%		
State Street Repurchase Agreement, dated 4/30/14, due 5/1/14 at 0.01%, collateralized by Federal National Mortgage Association obligations maturing 11/1/2027 market value $8,866,497 (repurchase proceeds $8,511,673)	$ 8,512	$ 8,511,673
TOTAL SHORT-TERM INVESTMENTS 3.4% (Cost $8,511,673)		8,511,673
TOTAL INVESTMENTS 139.6% (Cost $327,542,629)		347,421,859
	Shares	
EQUITY SOLD SHORT (4.1)%		
Index (4.1)%		
iShares iBoxx Investment Grade Corporate Bond ETF	(85,969)	(10,157,237)
TOTAL EQUITY SOLD SHORT (4.1)% (Proceeds $9,784,804)		(10,157,237)
OTHER ASSETS & LIABILITIES (35.5)%		(88,310,396)
NET ASSETS 100.0%		$248,954,226

Percentages are calculated as a percentage of net assets as of April 30, 2014.

(a) Securities exempt from registration under Rule 144a of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, to Qualified Institutional Investors as defined in Rule 144a promulgated under the Securities Act of 1933, as amended.

(b) Perpetual Maturity.

(c) Interest rates on Senior Loans may be fixed or may float periodically. On floating rate Senior Loans, the interest rates typically are adjusted based on a base rate plus a premium or spread over the base rate. The base rate usually is a standard inter-bank offered rate, such as a LIBOR, the prime rate offered by one or more major U.S. banks, or the certificate of deposit rate or other base lending rates used by commercial lenders. Floating rate Senior Loans adjust over different time periods, including daily, monthly, quarterly, semi-annually or annually.

(d) Variable Rate Security. Rate shown is rate in effect at April 30, 2014.

(e) For fair value measurement disclosure purposes, security is categorized as Level 3.

PIK Payment in Kind

PLC Public Limited Company

SCA Societe en Commandite par Actions

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Schedule of Investments (continued)

April 30, 2014 (unaudited)

Geographic Allocation of Investments:

Country	Percentage of Net Assets	Value
United States (Includes Short-Term Investments)	81.5%	$202,852,508
United Kingdom	19.3	48,169,578
Canada	7.0	17,345,326
France	4.8	11,870,611
Luxembourg	4.5	11,148,488
Norway	3.8	9,366,750
Germany	3.7	9,287,957
Greece	3.7	9,158,515
Netherlands	2.7	6,600,000
Belgium	2.6	6,587,273
Sweden	2.1	5,162,750
Australia	1.7	4,270,410
Switzerland	1.4	3,546,971
Italy	0.8	2,054,722
Total Investments	139.6%	$347,421,859
United States (securities sold short)	(4.1)%	$ (10,157,237)
Total Securities Sold Short	(4.1)%	$ (10,157,237)

The geographic allocation is based on where Avenue Capital Management II L.P., the Investment Adviser , believes the country of risk to be. Country of risk is traditionally the country where the majority of the company s operations are based or where it is headquartered.

Forward Foreign Currency Contracts:

Settlement Date		Amount	Value	In Exchange for U.S. $	Net Unrealized Appreciation (Depreciation)	Counterparty
Forward Foreign Currency Contracts to Buy:						
05/07/2014	CAD	1,578,375	$ 1,439,855	$ 1,430,568	$ 9,287	State Street Bank and Trust Co.
05/07/2014	EUR	23,271,167	32,285,088	32,240,573	44,515	State Street Bank and Trust Co.
05/07/2014	EUR	247,746	343,709	340,978	2,731	State Street Bank and Trust Co.
05/07/2014	EUR	680,812	944,519	944,000	519	State Street Bank and Trust Co.

05/07/2014	EUR	2,798,278	3,882,171	3,891,201	(9,030)	State Street Bank and Trust Co.
05/07/2014	EUR	1,729,361	2,399,217	2,403,072	(3,855)	State Street Bank and Trust Co.
05/07/2014	GBP	16,506,727	27,868,852	27,745,992	122,860	State Street Bank and Trust Co.
					167,027	
Forward Foreign Currency Contracts to Sell:						
05/07/2014	CAD	1,578,375	1,439,856	1,410,294	(29,562)	State Street Bank and Trust Co.
05/07/2014	GBP	14,039,814	23,703,882	23,125,118	(578,764)	State Street Bank and Trust Co.
05/07/2014	GBP	412,913	697,134	686,566	(10,568)	State Street Bank and Trust Co.
05/07/2014	GBP	323,250	545,754	537,138	(8,616)	State Street Bank and Trust Co.
05/07/2014	GBP	752,500	1,270,471	1,251,483	(18,988)	State Street Bank and Trust Co.
05/07/2014	GBP	651,625	1,100,160	1,079,369	(20,791)	State Street Bank and Trust Co.
05/07/2014	GBP	326,625	551,452	542,459	(8,993)	State Street Bank and Trust Co.
08/07/2014	CAD	1,578,375	1,436,713	1,427,437	(9,276)	State Street Bank and Trust Co.
05/07/2014	EUR	28,727,364	39,854,704	38,939,023	(915,681)	State Street Bank and Trust Co.
08/07/2014	EUR	23,271,168	32,279,138	32,230,640	(48,498)	State Street Bank and Trust Co.
08/07/2014	GBP	16,506,727	27,848,911	27,726,234	(122,677)	State Street Bank and Trust Co.
					(1,772,414)	
	Total				**$ (1,605,387)**	

CAD Canadian Dollar

EUR Euro Currency

GBP Great British Pound

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Statement of Assets and Liabilities

April 30, 2014 (unaudited)

Assets		
Investments in securities, at value (cost $327,542,629)	$	347,421,859
Cash collateral held at broker		14,303,093
Interest receivable		6,891,716
Receivable for investments sold		379,531
Foreign currency, at value (cost $92,455)		92,877
Prepaid expenses		73,839
Total Assets		369,162,915
Liabilities		
Payable for line of credit		100,000,000
Securities sold short, at value (proceeds of $9,784,804)		10,157,237
Payable for investments purchased		7,831,320
Net unrealized depreciation on open forward foreign currency contracts		1,605,387
Accrued investment advisory fee		355,198
Interest payable		69,958
Accrued Trustee s fees and expenses		13,038
Accrued expenses		176,551
Total Liabilities		120,208,689
Net Assets	$	248,954,226
Net Assets Consist of:		
Common shares, $0.001 par value, unlimited number of shares authorized, 13,074,072 shares issued and outstanding	$	13,074
Paid in capital		227,747,776
Undistributed net investment income		1,848,491
Accumulated net realized gain on investments, forward foreign currency contracts, foreign currency transactions and swap contracts		1,442,157
Net unrealized appreciation (depreciation) on investments, forward foreign currency contracts and foreign currency translations		17,902,728
Net Assets	$	248,954,226
Net Asset Value Per Common Share		
$248,954,226 divided by 13,074,072 common shares outstanding	$	19.04

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Statement of Operations

For the six months ended April 30, 2014 (unaudited)

Investment Income:		
Interest income	$	13,832,739
Total Investment Income		13,832,739
Expenses		
Investment Advisory fee		2,136,035
Interest expense and commitment fee		540,586
Dividend expense on securities sold short		182,998
Professional fees		140,571
Fund Accounting and Custody fees		91,195
Administration fees		75,311
Trustee s fees and expenses		51,937
Insurance expense		37,445
Shareholder reporting expenses		28,827
Transfer agent fees		4,893
Loan servicing fees		1,905
Other expenses		101,851
Total expenses		3,393,554
Expenses recouped by Investment Adviser		134,633
Net Expenses		3,528,187
Net Investment Income		10,304,552
Realized And Unrealized Gain (Loss) on Investments, Forward Foreign Currency Contracts, and Foreign Currency Transactions:		
Net realized gain (loss) on:		
Investments		2,132,823
Forward foreign currency contracts		(2,622,479)
Foreign currency transactions		(148,876)
		(638,532)
Net change in unrealized appreciation (depreciation) on:		
Investments in securities		7,066,407
Investments in securities sold short		(253,608)
Forward foreign currency contracts		496,932
Foreign currency translations		449
		7,310,180
Net realized and unrealized gain on investments, forward foreign currency contracts, and foreign currency transactions		6,671,648
Net increase in net assets resulting from operations	$	16,976,200

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Statement of Changes in Net Assets

	Six Months Ended April 30, 2014 (Unaudited)	Year Ended October 31, 2013
Increase In Net Assets From Operations:		
Net investment income	$ 10,304,552	$ 17,589,720
Net realized gain (loss) on investments, forward foreign currency contracts, foreign currency transactions, and swap contracts	(638,532)	547,846
Net change in unrealized appreciation (depreciation) on investments, forward foreign currency contracts, securities sold short, foreign currency transactions and swap contracts	7,310,180	8,723,138
Net increase in net assets resulting from operations	16,976,200	26,860,704
Distributions To Shareholders from:		
Net investment income	(10,720,739)	(15,549,479)
Net realized gains	(902,111)	(564,183)
Total distributions to shareholders	(11,622,850)	(16,113,662)
From Beneficial Interest Transactions:		
Proceeds from sale of Common Shares (net of offering costs of $0 and $384,499, respectively)		51,792,372
Reinvestment of distributions		70,707
Net increase in net assets from beneficial interest transactions		51,863,079
Net increase in net assets during the period	5,353,350	62,610,121
Net assets at beginning of period	243,600,876	180,990,755
Net assets, end of period (including undistributed net investments income of $1,848,491 and $2,264,678, respectively)	$ 248,954,226	$ 243,600,876

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Statement of Cash Flows

For the six months ended April 30, 2014 (unaudited)

Cash Flows From Operating Activities		
Net increase in net assets from operations	$	16,976,200
Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities:		
Investments purchased		(107,948,620)
Investments sold and principal repayments		99,708,167
Decrease in short-term investments, excluding foreign government securities		7,929,408
Net amortization/accretion of premium (discount)		(134,850)
Decrease in Cash held at broker		2,391
Increase in interest receivable		(281,146)
Net change in unrealized (appreciation) depreciation on forward foreign currency transactions		(497,381)
Increase in prepaid expenses and other assets		(45,218)
Decrease in accrued interest expense		(9,867)
Decrease in payable to affiliate for investment adviser fee		(71,556)
Increase in payable to affiliate for Trustees fees		9,821
Decrease in accrued expenses		(596)
Net change in unrealized (appreciation) depreciation from investments		(6,812,799)
Net realized gain from investments		(2,132,823)
Net cash provided by operating activities		6,691,131
Cash Flows From Financing Activities		
Distributions paid to shareholders		(11,622,850)
Proceeds from secured borrowings		5,000,000
Net cash used in financing activities		(6,622,850)
Net increase in cash*		68,281
Cash at beginning of year1		24,596
Cash at end of year1	$	92,877

1 Balance includes foreign currency, at value.

* Includes net change in unrealized appreciation (depreciation) on foreign currency of $449.

Supplemental disclosure of cash flow information:

Cash paid for interest and fees on borrowings:	$	538,920

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Financial Highlights

Selected data for a share outstanding throughout each period

	Six Months Ended April 30, 2014 (unaudited)	Year Ended October 31, 2013	Year Ended October 31, 2012	For the period January 27, 2011*- October 31, 2011
Net asset value, beginning of period	$ 18.63	$ 18.46	$ 17.22	$ 19.101
Income (loss) from investment operations:				
Net investment income2	0.79	1.56	1.51	1.01
Net realized and unrealized gain (loss)	0.51	1.02	2.13	(1.94)
Total from investment operations	1.30	2.58	3.64	(0.93)
Distributions to shareholders from:				
Net investment income	(0.82)	(1.39)	(1.46)	(0.91)
Net realized gains	(0.07)	(0.05)		
Total distributions	(0.89)	(1.44)	(1.46)	(0.91)
Capital Share Transactions				
Dilutive effect on net asset value as a result of rights offering		(0.93)	(0.90)	
Offering costs charged to paid-in-capital		(0.04)	(0.04)	(0.04)
Net asset value, end of period	$ 19.04	$ 18.63	$ 18.46	$ 17.22
Market value, end of period	$ 17.65	$ 17.20	$ 18.22	$ 16.40
Total return on net asset value3	7.53%4	9.29%6	16.94%5	(5.12)%4
Total return on market value3	7.96%4	2.23%6	21.19%5	(13.71)%4
Net assets, end of period (in 000 s)	$ 248,954	$ 243,601	$ 180,991	$ 126,587
Ratio of expenses to average net assets	2.90%7	2.70%	2.50%	2.50%7
Ratio of expenses to average net assets excluding interest expense, commitment fee and loan servicing fees	2.45%7	2.27%	2.12%	2.09%7
Ratio of net investment income to average net assets	8.46%7	8.40%	8.61%	7.28%7
Ratios before expense limitation:				
Ratio of expenses to average net assets	2.79%7	2.64%	2.77%	3.00%7
Ratio of net investment income to average net assets	8.57%7	8.46%	8.34%	6.78%7
Portfolio turnover rate	23%	89%	60%	56%4
(Loans Outstanding, End of Year (000s)	$ 100,000	$ 95,000	$ 59,000	$ 43,000
Asset Coverage per $1,000 unit of senior indebtedness8	$ 3,490	$ 3,564	$ 4,068	$ 3,944

* Commencement of operations.

1 Net asset value at beginning of period reflects the deduction of the underwriters discount of $0.90 per share from the $20.00 offering price.

2 Per share amounts have been calculated using average shares outstanding.

3 Total market value return is computed based upon the New York Stock Exchange market price of the Fund s shares and excludes the effects of brokerage commissions. Total net asset value return measures the changes in value over the period indicated, taking into account dividends as reinvested. Dividends and distributions are assumed for purposes of these calculations to be reinvested at prices obtained under the Fund s dividend reinvestment plan.

4 Not annualized.

5 Includes dilution (net of offering costs) of approximately $0.94 to N.A.V. per share resulting from the Fund s transferrable rights offering, which expired on March 23, 2012. In connection with such offering, the Fund issued 2,450,466 additional common shares at a subscription price per share below the then-current N.A.V. per share of the Fund.

6 Includes dilution (net of offering costs) of approximately $0.97 to N.A.V. per share resulting from the Fund s transferrable rights offering, which expired on May 17, 2013. In connection with such offering, the Fund issued 3,268,518 additional common shares at a subscription price per share below the then-current N.A.V. per share of the Fund.

7 Annualized.

8 Calculated by subtracting the Fund s total liabilities (not including borrowings) from the Fund s total assets and dividing by the total number of senior indebtedness units, where one unit equals $1,000 of senior indebtedness.

See Accompanying Notes to Financial Statements.

Avenue Income Credit Strategies Fund

Notes to Financial Statements

April 30, 2014 (unaudited)

1. Organization

Avenue Income Credit Strategies Fund (the Fund) is a Delaware statutory trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a non-diversified, closed-end management investment company. The Fund s primary investment objective is to seek a high level of current income, with a secondary objective of capital appreciation. The Fund commenced operations on January 27, 2011.

2. Significant Accounting Policies

The following is a summary of significant accounting policies of the Fund in preparation of the financial statements.

SECURITY VALUATION The net asset value (NAV) per Common Share is generally determined daily by State Street Bank and Trust Company (State Street) as of the close of the regular trading session on the New York Stock Exchange (NYSE) on the days the NYSE is open for business. The NAV per share of the Common Shares is determined by calculating the total value of the Fund s assets (the value of the securities, plus cash and/or other assets, including interest accrued but not yet received), deducting its total liabilities (including accrued expenses and liabilities), and dividing the result by the number of Common Shares outstanding of the Fund.

Corporate Bonds and Notes (including convertible bonds) and unlisted equities are valued using an evaluated quote provided by an independent pricing service. Evaluated quotes provided by the pricing service may be determined without exclusive reliance on quoted prices, and may reflect appropriate factors such as institutional-size trading in similar groups of securities, developments related to specific securities, dividend rate, yield, quality, type of issue, coupon rate, maturity, individual trading characteristics and other market data. Short-term debt securities purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value.

Senior Loans are valued using an evaluated quote provided by an independent pricing service. Evaluated quotes provided by the pricing service may be determined without exclusive reliance on quoted prices, and may reflect appropriate factors such as ratings, tranche type, industry, company performance, spread, individual trading characteristics, institutional-size trading in similar groups of securities and other market data.

Credit default swaps are valued using a pricing service, or, if the pricing service does not provide a value, by quotes provided by the selling dealer or financial institution.

Equity securities listed on a U.S. Stock Exchange are valued at the latest quoted sales price on valuation date. Securities listed on a foreign exchange are valued at their closing price.

Forward foreign currency contracts are valued using quoted foreign exchange rates. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. If events materially affecting the price of foreign portfolio securities occur between the time when their price was last determined on such foreign securities exchange or market and the time when the Fund s net asset value was last calculated, such securities may be valued at their fair value as determined in good faith in accordance with procedures established by the Board of the Trustees of the Fund (the Board).

Where reliable market quotes are not readily available from a third party pricing service, investments are valued, where possible, using independent market indicators provided by independent pricing sources approved by the Board. Any investment and other assets or liabilities for which current market quotations are not readily

Avenue Income Credit Strategies Fund

Notes to Financial Statements (continued)

April 30, 2014 (unaudited)

available are valued at fair value as determined in good faith in accordance with procedures established by the Board.

SECURITY TRANSACTIONS AND INVESTMENT INCOME   Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost. Interest income is determined on the basis of coupon interest accrued using the effective interest method which adjusts for amortization of premiums and accretion of discount. For those issuers who are not paying in full, interest is only recognized if amounts are reasonably estimable and collectable. Discounts or premiums on debt securities purchased are accreted or amortized, respectively, to interest income over the lives of the respective securities, subject to collectability.

FEDERAL INCOME TAXES   The Fund has elected to be treated as, and intends to continue to qualify as a regulated investment company by qualifying with the requirements of Subchapter M of the Internal Revenue Code applicable to regulated investment companies and distributing substantially all of its ordinary income and long-term capital gains, if any, each year. Accordingly, no provision for U.S. federal income or excise taxes is required in the financial statements.

SENIOR LOANS   The Fund purchases assignments of, and participations in, senior secured floating rate and fixed rate loans (Senior Loans) originated, negotiated and structured by a U.S. or foreign commercial bank, insurance company, finance company or other financial institution (the Agent) for a lending syndicate of financial institutions (the Lender). When purchasing an assignment, the Fund typically succeeds to all the rights and obligations under the loan of the assigning Lender and becomes a lender under the credit agreement with respect to the debt obligation purchased. Assignments may, however, be arranged through private negotiations between potential assignees and potential assignors, and the rights and obligations acquired by the purchaser of an assignment may differ from, and be more restricted than, those held by the assigning Lender. A participation typically results in a contractual relationship only with the institution participating out the interest, not with the borrower. In purchasing participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement or any rights of setoff against the borrower, and the Fund may not directly benefit from the collateral supporting the debt obligation in which it has purchased the participation. As a result, the Fund will be exposed to the credit risk of both the borrower and the institution selling the participation.

FOREIGN CURRENCY TRANSLATION   Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

FORWARD FOREIGN CURRENCY CONTRACTS   The Fund may enter into forward foreign currency contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The Fund may enter into such forward contracts for hedging purposes. The forward foreign currency contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in the value of a foreign

Avenue Income Credit Strategies Fund

Notes to Financial Statements (continued)

April 30, 2014 (unaudited)

currency relative to the U.S. dollar. In addition, these contracts may involve market risk in excess of the unrealized appreciation (depreciation) reflected in the Fund s Statement of Assets and Liabilities. It is the Fund s policy to net the unrealized appreciation and depreciation amounts for the same counterparty.

SHORT SALES The Fund may engage in short sales. A short sale is a transaction in which the Fund sells an instrument that it does not own in anticipation that the market price will decline. To deliver the securities to the buyer, the Fund arranges through a broker to borrow the securities and, in so doing, the Fund becomes obligated to replace the securities borrowed at their market price at the time of replacement. When selling short, the Fund intends to replace the securities at a lower price and therefore, profit from the difference between the cost to replace the securities and the proceeds received from the sale of the securities. When the Fund makes a short sale, the proceeds it receives from the sale will be held on behalf of a broker until the Fund replaces the borrowed securities. The Fund may have to pay a premium to borrow the securities and must pay any dividends or interest payable on the securities until they are replaced. The Fund s obligation to replace the securities borrowed in connection with a short sale will be secured by collateral deposited with the broker that consists of cash and/or liquid securities. In addition, the Fund will place in a segregated account an amount of cash and/or liquid securities equal to the difference, if any, between (i) the market value of the securities sold at the time they were sold short, and (ii) any cash and/or liquid securities deposited as collateral with the broker in connection with the short sale. Short sales involve certain risks and special considerations. If the Fund incorrectly predicts that the price of the borrowed security will decline, the Fund will have to replace the securities with securities with a greater value than the amount received from the sale. As a result, losses from short sales differ from losses that could be incurred from a purchase of a security, because losses from short sales may be unlimited, whereas losses from purchases can equal only the total amount invested.

REPURCHASE AGREEMENTS The Fund may engage in repurchase agreements with broker-dealers, banks and other financial institutions to earn incremental income on temporarily available cash which would otherwise be uninvested. A repurchase agreement is a short-term investment in which the purchaser (i.e., the Fund) acquires ownership of a security and the seller agrees to repurchase the obligation at a future time and set price, thereby determining the yield during the holding period. Such agreements are carried at the contract amount, which is considered to represent fair value. It is the Fund s policy that the value of collateral pledged (the securities received), which consists primarily of U.S. government securities and those of its agencies or instrumentalities, is not less than the repurchase price and is held by the custodian bank for the benefit of the Fund until maturity of the repurchase agreement. Repurchase agreements involve certain risks, including bankruptcy or other default of a seller of a repurchase agreement.

UNFUNDED LOAN COMMITMENTS The Fund may enter into certain credit agreements all or a portion of which may be unfunded. The Fund is obligated to fund these commitments at the borrower s discretion. These commitments are disclosed in the accompanying Schedule of Investments. At April 30, 2014, the Fund had no outstanding unfunded loan commitments.

INDEMNIFICATIONS In the normal course of business, the Fund enters into general business contracts that contain a variety of representations and warranties and which provide general indemnifications. The Fund s maximum exposure under these arrangements is unknown. However, the Fund expects the risk of material loss to be remote and no amounts have been recorded for such arrangements.

BASIS OF PREPARATION AND USE OF ESTIMATES These financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), which require the use of estimates and assumptions by the Investment

Adviser that affect the reported amounts and

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Avenue Income Credit Strategies Fund

Notes to Financial Statements (continued)

April 30, 2014 (unaudited)

disclosures in these financial statements. Actual amounts and results could differ from these estimates, and such differences could be material.

STATEMENT OF CASH FLOWS The cash amount shown in the Statement of Cash Flows of the Fund is the amount included in the Fund s Statement of Assets and Liabilities and represents the cash (including foreign currency) on hand at State Street, the Fund s custodian.

INTEREST EXPENSE Interest expense primarily relates to the Fund s participation in a revolving credit facility. Interest expense is recorded as incurred.

3. Distributions

The Fund intends to make regular monthly distributions of net investment income to holders of Common Shares (Common Shareholders). The Fund expects to pay its Common Shareholders annually all or substantially all of its investment company taxable income. In addition, at least annually, the Fund intends to distribute all or substantially all of its net capital gains, if any. Distributions from net realized gains for book purposes may include short-term capital gains which are ordinary income for tax purposes. Distributions to Common Shareholders are recorded on the ex-dividend date. The amount of distributions from net investment income and net realized capital gains are determined in accordance with federal income tax regulations, which may differ from GAAP. These book-tax differences are considered either temporary or permanent in nature. To the extent these differences are permanent in nature, such amounts are reclassified within the capital accounts based on their federal income tax treatment. Temporary differences do not require reclassification. To the extent distributions exceed current and accumulated earnings and profits for federal income tax purposes they are reported to shareholders as return of capital.

4. Investment Advisory and Administration Agreements

Under an advisory agreement, Avenue Capital Management II, L.P., the Fund s Investment Adviser, an affiliate of Avenue Capital Group, will receive an annual fee, payable monthly, in an amount equal to 1.25% of the Fund s average daily Managed Assets. Managed Assets means the total assets of the Fund (including any assets attributable to money borrowed for investment purposes, including proceeds from (and assets subject to) reverse repurchase agreements, any credit facility and any issuance of preferred shares or notes) minus the sum of the Fund s accrued liabilities (other than Fund liabilities incurred for the purpose of leverage). Other entities advised by the Investment Adviser and its affiliates may have investments in the issuers held by the Fund.

At an in person meeting held on December 12, 2013 the Board unanimously approved the amendment and restatement of the currently effective Letter Agreement (an Expense Limitation Agreement) between the Fund and the Investment Adviser, dated as of December 8, 2011, to extend the term of such Expense Limitation Agreement through and including February 28, 2015. Under the Expense Limitation Agreement, the Investment Adviser has contractually agreed to reimburse the Fund so that the Fund s Other Expenses (as such term is used in the Fund s registration statement on Form N-2) are limited to 0.50% per year of the Fund s average daily assets attributable to Common Shares of the Fund (excluding (i) interest, taxes, brokerage commissions and expenditures capitalized in accordance with generally accepted accounting principles, (ii) portfolio transactions and investment related expenses and (iii) extraordinary expenses not incurred in the ordinary course of the Fund s business). The Fund may repay any such reimbursement from the Investment Adviser if, within three years of the reimbursement, the Fund could repay the Investment Adviser without causing the Fund s total Other Expenses to exceed 0.50% per year of the Fund s average daily net assets attributable to Common Shares of the Fund for the fiscal year in which such repayment would occur when such amount repaid to the Investment

Avenue Income Credit Strategies Fund

Notes to Financial Statements (continued)

April 30, 2014 (unaudited)

Adviser is included in the Fund s total Other Expenses. Thus, until those amounts are repaid, the Fund and the Common Shareholders will not enjoy any benefit of any reduced expenses. For the period ended April 30, 2014, the year ended October 31, 2013, and the year ended October 31, 2012, and the period ended October 31, 2011, the expense reductions that remain as of April 30, 2014 subject to reimbursement, including any fee waivers were as follows:

Subject to repayment dates	
October 31, 2015	**October 31, 2014**
$414,490	$242,333*

* After repayment of $134,633 to the Investment Adviser during the six months ended April 30, 2014

Under the terms of the Expense Limitation Agreement, if the Fund s expense ratio declines sufficiently, the Fund may be liable to the Investment Adviser to repay such reimbursed amounts until (i) no later than October 31, 2014, in the case of amounts reimbursed during the first fiscal year, (ii) no later than October 31, 2015, in the case of amounts reimbursed during the second fiscal year, and (iii) no later than April 30, 2017, in the case of amounts reimbursed during the current fiscal year, as of April 30, 2014.

State Street provides, or arranges for the provision of certain administrative services for the Fund, including preparing certain reports and other documents required by federal and/or state laws and regulations. State Street also provides legal administration services, including corporate secretarial services and preparing regulatory filings. For administration related services, State Street receives an annual fee, plus certain out-of-pocket expenses.

The Fund has also contracted with State Street to provide custody, fund accounting and transfer agent services to the Fund. Custody, fund accounting and transfer agent fees are payable monthly based on assets held in custody, investment purchases and sales activity and other factors, plus reimbursement for certain out-of-pocket expenses. In addition, the Fund has entered into repurchase agreements and foreign currency transactions with State Street during the period.

5. Related Party Transactions

Affiliates of the Fund may have lending, brokerage, underwriting, or other business relationships with issuers of securities in which the Fund invests. Morgan Stanley, the global financial services firm, owns an indirect, non-controlling minority interest in Avenue Capital Group. During the period, the Fund acquired securities through unaffiliated broker-dealers which were part of underwriting groups in which Morgan Stanley participated.

6. Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations and including maturities and principal repayments on Senior Loans, aggregated $89,072,699 and $75,025,186, respectively, for the period ended April 30, 2014.

7. Share Transactions

The Fund is authorized to issue an unlimited number of common shares of beneficial interest at par value $0.001 per common share.

On April 12, 2013 the Fund s Board of Trustees approved a transferable rights offering (the 2013 Offer) which entitled the Fund s common shareholders of record as of April 22, 2013 (2013 Record Date Shareholders) to one transferable right for each common share held, entitling 2013 Record Date Shareholders to purchase one newly

Avenue Income Credit Strategies Fund

Notes to Financial Statements (continued)

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issued share of common stock for every three rights held. The 2013 Offer commenced on April 22, 2013 and expired on May 17, 2013. The 2013 Offer was over-subscribed. The actual subscription price pursuant to the 2013 Offer was $16.55 per common share for the Fund, and was calculated based on a formula equal to 90% of the average of the last reported sales price of a common share of the Fund on the New York Stock Exchange on the expiration date of the 2013 Offer and on each of the four preceding trading days. Shareholders exercised rights to purchase 3,268,518 shares with an aggregate net asset value of $51,709,871. The net asset value for each of the Fund s common shares was reduced by $0.97 for the Fund as a result of the 2013 Offer, which includes the effect of dealer manager commissions and offering costs. The details of the 2013 Offer are as follows:

Settlement Date	Price	Shares	Amount
May 6, 2013*	$17.06	117,366	$ 2,002,733
May 9, 2013*	16.78	168,134	2,820,616
May 13, 2013*	16.54	114,796	1,898,955
May 15, 2013*	16.60	160,204	2,658,746
May 16, 2013*	16.46	75,000	1,234,575
May 17, 2013**	16.55	2,633,018	43,576,448
Gross Proceeds		3,268,518	54,192,073
Commissions			(2,032,202)
Trading Profits			17,000
Net Proceeds			52,176,871
Offering Costs (charged against Paid in Capital)			(384,499)
			$51,792,372

* Rights converted to newly issued shares prior to the expiration of the Offer. Trading profits realized by UBS Securities LLC, the deal manager, were reimbursed to the Fund and treated as additional proceeds.

** Expiration date.

There were no transactions in Common Shares during the six month period ended April 30, 2014.

8. Federal Tax Information

As of October 31, 2013, the Fund had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. The Fund s federal tax return filings for the years ended October 31, 2013, and October 31, 2012, and the period ended October 31, 2011 remain subject to examination by the Internal Revenue Service for a period of three years.

The tax character of distributions declared for the years ended October 31, 2013 and October 31, 2012 were as follows:

	October 31, 2013	October 31, 2012
Distributions declared from:		
Ordinary income*	$16,113,662	$12,791,435

* For tax purposes short-term capital gains distributions, if any, are considered ordinary income distributions.

The cost and unrealized appreciation (depreciation) of investments of the Fund at April 30, 2014 as determined on a federal income tax basis, were as follows:

Aggregate cost	**$327,542,629**
Gross unrealized appreciation	$ 23,117,759
Gross unrealized (depreciation)	(3,238,529)
Net unrealized appreciation on investments	**$ 19,879,230**
Net unrealized (depreciation) on securities sold short	**(372,433)**
Net unrealized appreciation	**$ 19,506,797**

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Notes to Financial Statements (continued)

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9. Derivative Instruments & Hedging Activities

The Fund is subject to foreign exchange risk in the normal course of pursuing its investment objectives. Because the Fund holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Fund used forward foreign currency contracts.

At April 30, 2014, the fair value of derivative instruments whose primary underlying risk exposure is foreign exchange risk at April 30, 2014 was as follows:

	Fair Value	1
Derivative	**Asset Derivative1**	**Liability Derivative**
Forward foreign currency contracts	$179,912	$(1,785,299)

1 Statement of Assets and Liabilities location: Net unrealized appreciation on open forward foreign currency contracts

The effect of derivative instruments on the Statement of Operations whose primary underlying risk exposure is foreign exchange risk for the six months period ended April 30, 2014 was as follows:

	Realized Gain (Loss) on Derivatives Recognized in Income1	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income2
Forward foreign currency contracts	$(2,622,479)	$496,932

1 Statement of Operations location: Net realized gain (loss) Forward foreign currency contracts

2 Statement of Operations location: Net change in unrealized appreciation (depreciation) Forward foreign currency contracts

The average volume of forward foreign currency contracts bought and sold measured at each month end during the six months period ended April 30, 2014 was approximately $32,462,000 (bought) and $97,753,000 (sold).

10. Revolving Credit Facility

On March 6, 2014, the Fund renewed a senior secured revolving credit facility agreement (the Credit Agreement) with the Bank of Nova Scotia that allows it to borrow up to $122,000,000, and to use the borrowings to make additional investments in the ordinary course of the Fund s business and for general business purposes of the Fund. The loan is secured by a fully perfected first priority lien on all assets of the Fund capable of being pledged. Interest is charged at a rate equal to LIBOR for the applicable interest period plus a spread. There is a commitment fee for the unused portion on the facility. Commitment fees for the period ended April 30, 2014 totaled $11,533 and are included in the other expenses line item in the Statement of Operations. At April 30, 2014, the Fund had borrowings outstanding under the Credit Agreement of $100,000,000 at an interest rate of 1.057%. For the period ended April 30, 2014, the average borrowings under the Credit Agreement and the average interest rate were $98,176,796 and 1.066%, respectively.

11. Principal Risks

CONFLICTS OF INTEREST RISK Because the Investment Adviser manages assets for other investment companies, pooled investment vehicles and/or other accounts (including institutional clients, pension plans and certain high net worth individuals), certain conflicts of interest are present. For instance, the Investment Adviser receives fees from certain accounts that are higher than the fees received from the Fund, or receives a

Avenue Income Credit Strategies Fund

Notes to Financial Statements (continued)

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performance-based fee on certain accounts. In those instances, the Investment Adviser has an incentive to favor the higher and/or performance-based fee accounts over the Fund. In addition, a conflict of interest exists to the extent the Investment Adviser has proprietary investments in certain accounts or where the portfolio manager or other employees of the Investment Adviser have personal investments in certain accounts. The Investment Adviser has an incentive to favor these accounts over the Fund. Because the Investment Adviser manages accounts that engage in short sales of (or otherwise take short positions in) securities or other instruments of the type in which the Fund invests, the Investment Adviser could be seen as harming the performance of the Fund for the benefit of the accounts taking short positions, if such short positions cause the market value of the securities to fall. The Investment Adviser has adopted trade allocation and other policies and procedures that it believes are reasonably designed to address these and other conflicts of interest. These policies and procedures will have the effect of foreclosing certain investment opportunities for the Fund from time to time.

Conflicts of interest may arise where the Fund and other funds advised by the Investment Adviser or its affiliates (Avenue funds) invest in an issuer in different parts of the capital structure of an issuer that is undergoing a corporate action or other transaction particularly where the issuer is stressed or distressed. In such circumstances, decisions made with respect to the securities held by one Avenue fund may cause (or have the potential to cause) harm to the different class of securities of the issuer held by other Avenue funds (including the Fund). For example, if such an issuer goes into bankruptcy or reorganization, becomes insolvent or otherwise experiences financial distress or is unable to meet its payment obligations or comply with covenants relating to credit obligations held by the Fund or by the other Avenue funds, such other Avenue funds may have an interest that conflicts with the interests of the Fund. If additional financing for such an issuer is necessary as a result of financial or other difficulties, it may not be in the best interests of the Fund to provide such additional financing, but if the other Avenue funds were to lose their respective investments as a result of such difficulties, the Investment Adviser may have a conflict in recommending actions in the best interests of the Fund. In such situations, the Investment Adviser will seek to act in the best interests of each of the Avenue funds (including the Fund) and will seek to resolve such conflicts in accordance with its compliance procedures.

In addition, the 1940 Act limits the Fund s ability to enter into certain transactions with certain affiliates of the Investment Adviser. As a result of these restrictions, the Fund may be prohibited from buying or selling any security directly from or to any portfolio company of a fund managed by the Investment Adviser or one of its affiliates. Nonetheless, the Fund may under certain circumstances purchase any such portfolio company s loans or securities in the secondary market, which could create a conflict for the Investment Adviser between the interests of the Fund and the portfolio company, in that the ability of the Investment Adviser to recommend actions in the best interest of the Fund might be impaired. The 1940 Act also prohibits certain joint transactions with certain of the Fund s affiliates (which could include other Avenue funds), which could be deemed to include certain types of investments, or restructuring of investments, in the same portfolio company (whether at the same or different times). These limitations may limit the scope of investment opportunities that would otherwise be available to the Fund. The Board has approved various policies and procedures reasonably designed to monitor potential conflicts of interest. The Board will review these policies and procedures and any conflicts that may arise.

In the course of managing the Avenue funds or otherwise, the Investment Adviser or its respective members, officers, directors, employees, principals or affiliates may come into possession of material, non-public information. The possession of such information may limit the ability of the Fund to buy or sell a security or otherwise to participate in an investment opportunity. Situations may occur where the Fund could be disadvantaged because of the investment activities conducted by the Investment Adviser for other clients, and the

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Investment Adviser will not employ information barriers with regard to its operations on behalf of its registered and private funds, or other accounts. In certain circumstances, employees of the Investment Adviser may serve as board members or in other capacities for portfolio or potential portfolio companies, which could restrict the Fund s ability to trade in the securities of such companies.

MARKET AND INTEREST RATE RISK Market risk is the possibility that the market values of securities owned by the Fund will decline. The values of fixed income securities tend to fall as interest rates rise, and such declines tend to be greater among fixed income securities with longer remaining maturities. Market risk is often greater among certain types of fixed income securities, such as zero coupon bonds which do not make regular interest payments but are instead bought at a discount to their face values and paid in full upon maturity. As interest rates change, these securities often fluctuate more in price than securities that make regular interest payments and therefore subject the Fund to greater market risk than a fund that does not own these types of securities. The values of adjustable, variable or floating rate income securities tend to have less fluctuation in response to changes in interest rates, but will have some fluctuation particularly when the next interest rate adjustment on such security is further away in time or adjustments are limited in number or degree over time. The Fund has no policy limiting the maturity of credit obligations it purchases. Such obligations often have mandatory and optional prepayment provisions and because of prepayments, the actual remaining maturity of loans and debts may be considerably less than their stated maturity. Obligations with longer remaining maturities or durations generally expose the Fund to more market risk. When-issued and delayed delivery transactions are subject to changes in market conditions from the time of the commitment until settlement. This may adversely affect the prices or yields of the securities being purchased. The greater the Fund s outstanding commitments for these securities, the greater the Fund s exposure to market price fluctuations. Interest rate risk can be considered a type of market risk.

LEVERAGE RISK The Fund may utilize leverage to seek to enhance the yield of the Fund by borrowing. There are risks associated with borrowing in an effort to increase yield and distributions to Common Shareholders, including that the costs of the financial leverage may exceed the income from investments made with such leverage, the likelihood of greater volatility of the net asset value and market price of, and distributions on, the Common Shares, and that the fluctuations in the interest rates on the borrowings may affect the yield and distributions to Common Shareholders. There can be no assurance that the Fund s leverage strategy will be utilized or that, if utilized, it will be successful.

RISKS ASSOCIATED WITH FOREIGN INVESTMENTS Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available financial and other information about foreign companies, particularly those not subject to the disclosure and reporting requirements of the U.S. securities laws. Certain foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of funds or other assets of the Fund, unfavorable insolvency regimes, political or financial instability or diplomatic and other developments which could affect such investments. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies. In general, there is less overall governmental supervision and regulation of foreign securities markets, broker-dealers and issuers than in the United States. As a result of the credit crises, in recent years, the risks of investing

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in certain foreign securities have increased dramatically. The credit crises and the ongoing efforts of governments around the world to address the crises have also resulted in increased volatility and uncertainty in the United States and the global economy and securities markets, and it is impossible to predict the effects of these or similar events in the future on the United States and the global economy and securities markets or on the Fund s investments, though it is possible that these or similar events could have a significant adverse impact on the value and risk profile of the Fund.

CREDIT RISK Credit risk refers to the possibility that the issuer of a security will be unable to make timely interest payments and/or repay the principal on its debt. Because the Fund may invest, without limitation, in securities that are below investment grade, the Fund is subject to a greater degree of credit risk than a fund investing primarily in investment grade securities. Lower-grade securities are more susceptible to non-payment of interest and principal and default than higher-grade securities and are more sensitive to specific issuer developments or real or perceived general adverse economic changes than higher-grade securities. Loans and debt obligations of stressed issuers (including those that are in covenant or payment default) are subject to a multitude of legal, industry, market, economic and governmental forces that make analysis of these companies inherently difficult. Obligations of stressed issuers generally trade significantly below par and are considered speculative. The repayment of defaulted obligations is subject to significant uncertainties. Defaulted obligations might be repaid only after lengthy workout or bankruptcy proceedings or result in only partial recovery of cash payments or an exchange of the defaulted obligation for other debt or equity securities of the issuer or its affiliates, which may in turn be illiquid or speculative. In any investment involving stressed obligations, there exists the risk that the transaction involving such debt obligations will be unsuccessful, take considerable time or will result in a distribution of cash or a new security or obligation in exchange for the stressed obligations, the value of which may be less than the Fund s purchase price of such debt obligations. Furthermore, if an anticipated transaction does not occur, the Fund may be required to sell its investment at a loss. However, investments in equity securities obtained through debt restructurings or bankruptcy proceedings may be illiquid and thus difficult or impossible to sell.

RISKS OF CHANGES IN FIXED INCOME MARKET CONDITIONS Following the financial crisis that began in 2007, the Board of Governors of the Federal Reserve System (the Federal Reserve) has attempted to stabilize the U.S. economy and support the U.S. economic recovery by keeping the federal funds rate at or near zero percent. In addition, the Federal Reserve has purchased large quantities of securities issued or guaranteed by the U.S. government, its agencies or instrumentalities on the open market (Quantitative Easing). As the Federal Reserve tapers or reduces Quantitative Easing, and when the Federal Reserve raises the federal funds rate, there is a risk that interest rates across the U.S. financial system will rise. These policy changes, along with other economic, political or other factors, may cause the fixed income markets to experience increased volatility and reduced liquidity, causing the value of the Fund s investments and its NAV per share to decline. If the Fund experiences high redemptions because of these developments, the Fund may have to sell investments at times when it would not be advantageous to do so, potentially resulting in losses to the Fund. The Fund may also experience increased portfolio turnover, which will increase the costs that the Fund incurs and may further lower the Fund s performance. Certain Fund investments may also be difficult to value during such periods. In addition, to the extent the Fund invests in derivatives tied to fixed income markets, the Fund may be more substantially exposed to these risks than a fund that does not invest in derivatives.

RISKS OF SENIOR LOANS There is less readily available and reliable information about most Senior Loans than is the case for many other types of instruments, including listed securities. Senior Loans are not listed on any national securities exchange or automated quotation system and as such, many Senior Loans are illiquid, meaning

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Notes to Financial Statements (continued)

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that the Fund may not be able to sell them quickly at a fair price. To the extent that a secondary market does exist for certain Senior Loans, the market is more volatile than for liquid, listed securities and may be subject to irregular trading activity, wide bid/ask spreads and extended trade settlement periods. The market for Senior Loans could be disrupted in the event of an economic downturn or a substantial increase or decrease in interest rates, resulting in fluctuations in the Fund s net asset value and difficulty in valuing the Fund s portfolio of Senior Loans. Senior Loans, like most other debt obligations, are subject to the risk of default. Default in the payment of interest or principal on a Senior Loan will result in a reduction of income to the Fund, a reduction in the value of the Senior Loan and a potential decrease in the Fund s net asset value.

RISKS OF SHORT SALES The Fund may engage in short sales. A short sale is a transaction in which the Fund sells an instrument that it does not own in anticipation that the market price will decline. To deliver the securities to the buyer, the Fund arranges through a broker to borrow the securities and, in so doing, the Fund becomes obligated to replace the securities borrowed at their market price at the time of replacement. When selling short, the Fund intends to replace the securities at a lower price and therefore, profit from the difference between the cost to replace the securities and the proceeds received from the sale of the securities. When the Fund makes a short sale, the proceeds it received from the sale will be held on behalf of a broker until the Fund replaces the borrowed securities. The Fund may have to pay a premium to borrow the securities and must pay any dividends or interest payable on the securities until they are replaced. The Fund s obligation to replace the securities borrowed in connection with a short sale will be secured by collateral deposited with the broker that consists of cash and/or liquid securities. In addition, the fund will place in a segregated account an amount of cash and/or liquid securities equal to the difference, if any, between (i) the market value of the securities sold at the time they were sold short, and (ii) any cash and/or liquid securities deposited as collateral with the broker in connection with the short sale. Short sales involve certain risks and special considerations. If the Fund incorrectly predicts that the price of the borrowed security will decline, the Fund will have to replace the securities with securities with a greater value than the amount received from the sale. As a result, losses from short sales differ from losses that could be incurred from a purchase of a security, because losses from short sales may be unlimited, whereas losses from purchases can equal only the total amount invested.

12. Fair Value Measurements

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, under current market conditions. GAAP establishes a hierarchy that prioritizes the inputs to valuation methods giving the highest priority to readily available unadjusted quoted prices in an active market for identical assets (Level 1) and the lowest priority to significant unobservable inputs (Level 3) generally when market prices are not readily available or are unreliable. Based on the valuation inputs, the securities or other investments are tiered into one of three levels. Changes in valuation methods may result in transfers in or out of an investment s assigned level:

• Level 1 Prices are determined using quoted prices in an active market for identical assets.

• Level 2 Prices are determined using other significant observable inputs. Observable inputs are inputs that other market participants may use in pricing a security. These may include quoted prices for similar securities, interest rates, prepayment speeds, credit risk, yield curves, loss severities, default rates, discount rates, volatilities and others.

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Notes to Financial Statements (continued)

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• Level 3 Prices are determined using significant unobservable inputs. In situations where quoted prices or observable inputs are unavailable (for example, when there is little or no market activity for an investment at the end of the period), unobservable inputs may be used. Unobservable inputs reflect the Fund s own assumptions about the factors market participants would use in determining fair value of the securities or instruments and would be based on the best available information.

The valuation techniques used by the Fund to measure fair value during the six months period ended April 30, 2014 maximized the use of observable inputs and minimized the use of unobservable inputs.

The following are certain inputs and techniques that the Fund generally uses to evaluate how to classify each major category of assets and liabilities for Level 2 and Level 3, in accordance with GAAP.

Corporate Bonds & Notes Corporate bonds and notes are generally comprised of two main categories: investment grade bonds and high yield bonds. Investment grade bonds are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, active market trading levels, recently executed transactions in securities of the issuer or comparable issuers, and option adjusted spread models that include base curve and spread curve inputs. Adjustments to individual bonds can be applied to recognize trading differences compared to other bonds issued by the same issuer. High yield bonds are valued by independent pricing services based primarily on broker-dealer quotations from relevant market makers and recently executed transactions in securities of the issuer or comparable issuers. To the extent that these inputs are observable, the values of corporate bonds and notes are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Senior Loans Senior loans are valued using inputs which include broker-dealer quotes or quotes received from independent pricing services that take into account quotes received from broker-dealers or other market sources pertaining to the issuer or security. The Fund may also engage a third party appraiser or other valuation techniques, as described in the private equity section above, to value these securities. Inputs may include quoted prices for similar investments in active markets, interest rates, coupon rates, yield curves, option adjusted spreads, default rates, credit spreads and other unique security features in order to estimate the relevant cash flows which is then discounted to calculate fair values. To the extent that these inputs are observable, the values of senior loans are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

Forward Foreign Currency Contracts Forward foreign currency contracts are valued by independent pricing services using various inputs and techniques, which include broker-dealer quotations, actual trading information and foreign currency exchange rates gathered from leading market makers and foreign currency exchange trading centers throughout the world. To the extent that these inputs are observable, the values of forward foreign currency contracts are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

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Avenue Income Credit Strategies Fund

Notes to Financial Statements (continued)

April 30, 2014 (unaudited)

The following is a summary of the tiered valuation input levels, as of April 30, 2014. The Schedule of Investments includes disclosure of each security type by category and/or industry. The level assigned to the securities valuations may not be an indication of the risk or liquidity associated with investing in those securities. Because of the inherent uncertainties of valuation, the values reflected in the financial statements may materially differ from the value received upon actual sale of those investments.

Investment Securities in an Asset Position	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Other Significant Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**	**Total**
Corporate Bonds and Notes	$	$ 276,782,948	$	$ 276,782,948
Senior Loans		47,787,245	6,600,000	54,387,245
Convertible Bonds		6,534,633		6,534,633
Municipal Bonds		1,205,360		1,205,360
Repurchase Agreements		8,511,673		8,511,673
Total Asset Position	**$**	**$ 340,821,859**	**$ 6,600,000**	**$ 347,421,859**
Investments in a Liability Position				
Securities Sold Short	(10,157,237)			(10,157,237)
Forward Foreign Currency Contracts*		(1,605,387)		(1,605,387)
Total Liability Position	**$ (10,157,237)**	**$ (1,605,387)**	**$**	**$ (11,762,624)**

* Other financial instruments such as forward foreign currency contracts are valued at the unrealized appreciation/(depreciation) of the instrument.

Quantitative Information about Level 3 Fair Value Inputs

	Fair Value At April 30, 2014	**Valuation Technique**	**Unobservable Input**	**Range**
Senior Loans	$6,600,000	Third-Party Vendor	Vendor quotes	$97 - $100

The Investment Adviser has established a Valuation Committee (the Committee) which is responsible for overseeing the pricing and valuation of all securities held in the Fund. The Committee operates under pricing and valuation policies and procedures established by the Fund and approved by the Board, including pricing policies which set forth the mechanisms and processes to be employed on a daily basis to implement these policies and procedures. In particular, the pricing policies describe how to determine market quotations for securities and other instruments. The Committee s responsibilities include: 1) fair value and liquidity determinations (and oversight of any third parties to whom any responsibility for fair value and liquidity determinations is delegated), and 2) regular monitoring of the Fund s pricing and valuation policies and procedures and modification or enhancement of these policies and procedures (or recommendation of the modification of these policies and procedures) as the Committee believes appropriate. The Committee is also responsible for monitoring the implementation of the pricing policies by the Fund and third parties which perform certain pricing functions in accordance with the pricing policies. The Investment Adviser is responsible for the oversight of the third party on a day-to-day basis. The Committee and the Investment Adviser perform a series of activities to provide reasonable assurance of the accuracy of prices including: 1) periodic vendor due diligence meetings, review of methodologies, new developments and processes at vendors, 2) daily comparison of security valuation versus prior day for all securities that exceeded established thresholds, and 3) daily review of unpriced, stale, and variance reports with exceptions reviewed by and the Committee.

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Notes to Financial Statements (continued)

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The following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

	Investments in Senior Loans	Total
Balance as of October 31, 2013	**$ 15,488,767**	**$ 15,488,767**
Cost of purchases		
Proceeds from sales		
Transfers to Level 3		
Transfers from Level 3	(9,086,767)	(9,086,767)
Accrued discount (premium)	7,806	7,806
Realized gains (losses)		
Change in net unrealized appreciation (depreciation)	190,194	190,194
Balance as of April 30, 2014	**$ 6,600,000**	**$ 6,600,000**
Change in net unrealized appreciation (depreciation) on Investments still held as of April 30, 2014*	**$ 190,194**	**$ 190,194**

* Amount is included in the related amount on investments in the Statement of Operations.

Transfers are reflected at the value of the securities at the beginning of the period. Transfers from Level 3 to Level 2 were due to an increase in the availability of significant observable inputs in determining the fair value of these investments.

For information related to geographical and industry categorization of investments and types of derivative contracts held, please refer to the Schedule of Investments.

13. Other

On March 17, 2011, the Board approved a share repurchase program for the Fund. Under the repurchase program, the Fund is authorized to make open market purchases of its Common Shares as a measure to reduce any discount from net asset value in the market price of the Common Shares. The program authorizes the Fund to repurchase up to 10% of its outstanding Common Shares in any calendar year. The Fund is not required to make any such repurchases and there can be no assurances that it will. There also can be no assurances that any such repurchases would have the effect of reducing any discount from net asset value in the market price of the Common Shares. The Fund s ability to make repurchases will also be subject to regulatory requirements and to the Fund s ability to liquidate portfolio investments to raise cash for such repurchases. For the six months period ended April 30, 2014, the Fund did not make any share repurchases.

14. Recently Issued Accounting Pronouncements

In June 2013, the FASB issued ASU 2013-08 Financials Services Investment Companies (Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements, which sets forth a new approach for determining whether a public or private company is an Investment Company and sets certain measurement and disclosure requirements for an Investment Company. The amendments are effective for fiscal years beginning on or after December 15, 2013. An entity regulated under the 1940 Act would automatically qualify as an Investment Company for accounting purposes under Topic 946 and thus the Fund s management believes the release will have no impact to the Fund.

Avenue Income Credit Strategies Fund

Notes to Financial Statements (continued)

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15. Subsequent Events

Management has evaluated events occurring subsequent to the date of the Statement of Assets and Liabilities through the date the financial statements were issued. No matters requiring adjustment to, or disclosure, in the financial statements were noted.

The Fund declared the following dividends subsequent to April 30, 2014.

Declaration Date	Amount Per Share	Record Date	Payable Date	Type
May 1, 2014	$0.12	May 12, 2014	May 30, 2014	Income
May 1, 2014	$0.12	June 12, 2014	June 30, 2014	Income
May 1, 2014	$0.12	July 11, 2014	July 31, 2014	Income

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April 30, 2014 (unaudited)

Proxy Information. The policies and procedures used to determine how to vote proxies relating to securities held by the Fund are available without charge, upon request, by calling (877) 525-7330, and on the website of the Securities and Exchange Commission (the SEC) at http://www.sec.gov. Information regarding how the Fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available by August 31 of each year without charge, upon request, by calling (877) 525-7330, or on the Fund s website at http://www.avenuecapital.com and on the SEC s website at http://www.sec.gov.

Quarterly Portfolio Holdings. The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Fund s Forms N-Q are available on the SEC s website at http://www.sec.gov and may be reviewed and copied at the SEC s Public Reference Room in Washington, D.C. Information on the operation of the SEC s Public Reference Room may be obtained by calling 1-800-SEC-0330. The Fund s Forms N-Q are also available on the Fund s website at http://www.avenuecapital.com.

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that the Fund may purchase at market prices from time to time its Common Shares in the open market.

Avenue Income Credit Strategies Fund

April 30, 2014 (unaudited)

Annual Meeting of Shareholders. On May 15, 2014, the Fund held its Annual Meeting of Shareholders (the Meeting) to consider and vote on the proposal set forth below. The following votes were recorded:

Proposal: The election of two Class III Trustees to the Board of Trustees for a term of three years to expire at the 2017 annual meeting of Shareholders, or special meeting in lieu thereof, and until his successor has been duly elected and qualified.

Election of Randoph Takian as a Class III Trustee of the Fund

	Shares Voted	Percentage of Shares Voted
For	11,371,852	98.2%
Withheld	213,257	1.8%

Election of Joel Citron as a Class III Trustee of the Fund

	Shares Voted	Percentage of Shares Voted
For	11,371,582	98.2%
Withheld	213,257	1.8%

The terms of office of Darren Thompson and Julie Dien Ledoux, the remaining members of the Board of Trustees, continued after the Meeting.

Avenue Income Credit Strategies Fund

Summary of Dividend Reinvestment Plan (unaudited)

The Fund offers a Dividend Reinvestment Plan (the Plan) pursuant to which distributions of dividends and all capital gains on Common Shares are automatically reinvested in additional Common Shares, unless a Common Shareholder specifically elects to receive cash by providing the required notice to the Plan Agent. Common Shareholders whose shares are held in the name of a broker or other nominee may have distributions reinvested only if such a service is provided by the broker or the nominee or if the broker or the nominee permits participation in the Plan.

State Street Bank and Trust Company, as plan agent (the Plan Agent), serves as agent for the Common Shareholders of the Fund in administering the Plan. All Common Shareholders are deemed to be participants in the Plan unless they specifically elect not to participate.

If the Fund declares an income dividend or a realized capital gains distribution payable either in the Fund s shares or in cash, as shareholders may have elected, non-participants in the Plan will receive cash and participants in the Plan will receive shares. If the market price per share (plus expected commissions) on the valuation date equals or exceeds net asset value per share on that date, the Fund will issue new shares to participants at net asset value unless the net asset value is less than 95% of the market price on the valuation date, in which case, shares will be issued at 95% of the market price. With respect to Common Shares credited to a participant s account at a price below the current market price, all or a portion of the amount of the discount from such market price may be taxable to the participant as ordinary income. The valuation date will be the dividend or distribution payment date or, if that date is not a trading day on the exchange on which the Fund s shares are then listed, the next preceding trading day. If the net asset value per share exceeds the market price per share (plus expected commissions) at such time, the Plan Agent s broker will buy the Fund s shares in the open market, or elsewhere, with the cash in respect of the dividend or distribution, for the participants account on, or shortly after, the payment date. For purposes of such purchases, the Plan Agent may use an affiliated or unaffiliated broker.

In the event of a market discount on the dividend or distribution payment date, the Plan Agent s broker will have up to 30 days after such payment date to invest the dividend or distribution amount in Common Shares acquired in open-market purchases. If, before the Plan Agent s broker has completed its open-market purchases, the market price of a Common Share (plus expected commissions) exceeds the net asset value per Common Share, the average per Common Share purchase price paid by the Plan Agent s broker may exceed the net asset value of the Fund s Common Shares, resulting in the acquisition of fewer Common Shares than if the distribution had been paid in newly issued Common Shares on the payment date. Therefore, the Plan provides that if the Plan Agent s broker is unable to invest the full dividend or distribution amount in open-market purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Agent s broker will cease making open-market purchases and will invest the uninvested portion of the dividend or distribution amount in newly issued Common Shares.

The Plan Agent maintains all Common Shareholders accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by Common Shareholders for tax records. Common Shares in the account of each Plan participant will be held by the Plan Agent on behalf of the Plan participant, and each Common Shareholder proxy will include those Common Shares purchased or received pursuant to the Plan.

The Plan Agent will forward all proxy solicitation materials to participants and vote proxies for Common Shares held pursuant to the Plan in accordance with the instructions of the participants.

Avenue Income Credit Strategies Fund

Summary of Dividend Reinvestment Plan (unaudited) (continued)

In the case of Common Shareholders such as banks, brokers or nominees that hold Common Shares for others who are the beneficial owners, the Plan Agent will administer the Plan on the basis of the number of Common Shares certified from time to time by the record Common Shareholder s name and held for the account of beneficial owners who participate in the Plan. A shareholder who holds his shares through a broker or other nominee will only be eligible to participate in the Plan if it is permitted by such broker or nominee. Such shareholders will not necessarily participate automatically in the Plan, and must contact their broker or nominee for more information.

There will be no brokerage charges to Common Shareholders with respect to Common Shares issued directly by the Fund as a result of dividends or distributions payable either in Common Shares or in cash. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agent s open-market purchases in connection with the reinvestment of dividends or distributions.

Common Shareholders participating in the Plan may receive benefits not available to Common Shareholders not participating in the Plan. If the market price (plus commissions) of the Fund s Common Shares is above their net asset value, participants in the Plan will receive Common Shares of the Fund at less than they could otherwise purchase them and will have Common Shares with a cash value greater than the value of any cash distribution they would have received on their Common Shares. If the market price plus commissions is below the net asset value, participants will receive distributions in Common Shares with a net asset value greater than the per Common Share value of any cash distribution they would have received on their Common Shares. However, there may be insufficient Common Shares available in the market to make distributions in Common Shares at prices below the net asset value. Also, since the Fund does not redeem its Common Shares, the price on resale may be more or less than the net asset value.

The automatic reinvestment of dividends and distributions does not relieve participants of any income tax that may be payable on such dividends and distributions.

You may obtain additional information about the Plan by calling (877) 525-7330 or by writing to the Plan Agent at State Street Bank and Trust Company, 200 Clarendon Street, 16th Floor, Boston, MA 02116.

Common Shareholders may terminate their participation in the Plan at any time by calling (877) 525-7330 or by writing to the Plan Agent at the address listed above. Such termination will be effective immediately if the participant s notice is received and processed by the Plan Agent not less than three business days prior to any dividend or distribution payment date; otherwise such termination will be effective the first trading day after the payment for such dividend or distribution with respect to any subsequent dividend or distribution. Common Shareholders of the Fund may again elect to participate in the Plan at any time by calling (877) 525-7330 or by writing to the Plan Agent at the address listed above.

The Plan may be terminated by the Plan Agent or the Fund upon notice in writing mailed to participants at least 30 days prior to any record date for the payment of any dividend or distribution by the Fund. Upon any termination described in the paragraph, shares will be held by the Plan Agent in non-certificated form in the name of the participant. If a participant elects by notice to the Plan Agent in writing or by telephone (as described above) in advance of such termination to have the Plan Agent sell part or all of the participant s Common Shares and to remit the proceeds to the participant, the Plan Agent is authorized to deduct brokerage commissions for such transaction from the proceeds. To sell such shares, the Plan Agent may use an affiliated or unaffiliated broker.

Upon 90 days notice to Plan participants, the Fund and the Plan Agent reserve the right to amend or supplement the terms and conditions of the Plan.

Avenue Income Credit Strategies Fund

Consideration and Approval of Investment Advisory Agreement

The Fund s investment adviser is Avenue Capital Management II, L.P. (the Investment Adviser). The Investment Adviser is part of Avenue Capital Group, which comprises five registered investment advisers that have extensive expertise investing in stressed and distressed obligations throughout the world.

The Fund s Board of Trustees (the Board) is legally required to review and approve the Investment Advisory Agreement between the Fund and the Investment Adviser (the Investment Advisory Agreement) initially for a two-year period and annually thereafter.

The Board, including each of the Trustees who are not interested persons within the meaning of the Investment Company Act of 1940, as amended (the 1940 Act) (the Independent Trustees), unanimously approved the continuance of the Investment Advisory Agreement at an in person meeting held on December 12, 2013 (the Meeting). The Independent Trustees met in executive session separate from representatives of the Investment Adviser for the purpose of considering the continuance of the Investment Advisory Agreement. Prior to the Meeting, the Board had received a memorandum describing their duties and responsibilities as the Trustees in connection with their consideration and approval of the Investment Advisory Agreement. The Board had received and considered materials it deemed reasonably necessary for its review of the Investment Advisory Agreement, including materials prepared by the Investment Adviser and a report prepared by a third party data provider comparing fee, expense and performance information to a collection of registered closed-end funds believed by the Investment Adviser and/or such third party to have comparable investment objectives and strategies (the Peer Funds). The Independent Trustees also were given the opportunity to, and did, ask specific questions related to the materials and other relevant matters, the responses to which were addressed prior to or at the Meeting.

In deciding whether to approve the continuance of the Investment Advisory Agreement, the Board considered various factors, including (1) the nature, extent and quality of the services provided by the Investment Adviser under the Investment Advisory Agreement, (2) the investment performance of the Fund and the Investment Adviser, (3) the costs of the services and the profits realized by the Investment Adviser from its relationship with the Fund, (4) the extent to which economies of scale might be realized if and as the Fund grows and whether the fee levels in the Investment Advisory Agreement reflect these economies of scale, and (5) a comparison of services rendered and fees paid to those under other investment advisory contracts, such as contracts of the same and other investment advisers or other clients of the Investment Adviser or its affiliates.

1. Nature, Extent and Quality of the Services to be provided to the Fund under the Investment Advisory Agreements

In considering the nature, extent and quality of the services provided by the Investment Adviser, the Board relied on their ongoing experience as Trustees of the Fund as well as on the materials provided at and prior to the Meeting. They noted that under the Investment Advisory Agreement, the Investment Adviser is responsible for managing the Fund s investments in accordance with the Fund s investment objectives and policies, applicable legal and regulatory requirements, and the instructions of the Board, for providing necessary and appropriate reports and information to the Board, and for furnishing the Fund with the assistance, cooperation, and information necessary for the Fund to meet various legal requirements regarding registration and reporting. The Board noted that the Investment Adviser also provides the Fund with necessary offices, facilities and equipment. Further, it was noted that the Investment Adviser would coordinate and oversee the provision of services to the Fund by other service providers.

The Board reviewed the background and experience of the Investment Adviser s senior management, including those individuals responsible for the investment and compliance and operations with respect to the Fund s investments, and the responsibilities of the investment, compliance and operations personnel with respect to the Fund.

Avenue Income Credit Strategies Fund

Consideration and Approval of Investment Advisory Agreement (continued)

They also considered the resources, operational structures and practices of the Investment Adviser both generally and in managing the Fund s portfolio. The Board went on to consider the Investment Adviser s practices in monitoring and securing the Fund s compliance with investment objectives and policies and with applicable laws and regulations, and in seeking best execution of portfolio transactions. Drawing upon the materials provided and their general knowledge of the business of the Investment Adviser, the Board took into account that the Investment Adviser s experience, resources and strength in these areas are deep, extensive and of high quality. The Board noted in particular the credit analysis and risk management capabilities of the Investment Adviser and, as noted, its emphasis on compliance. With regard to the latter, the Board also considered information provided by the Adviser concerning policies and procedures, and operational measures aimed at mitigating potential conflicts of interest related to side by side management of private funds. On the basis of this review and in consideration of the Fund s performance, as discussed further below, the Independent Trustees determined that the nature and extent of the services provided by the Investment Adviser to the Fund were appropriate, and had been of high quality and could be expected to remain so.

2. Performance of the Fund and the Investment Adviser

The Board considered the performance of the Fund under the management of the Investment Adviser on an absolute basis and in comparison to the Peer Funds. The Board noted that the Fund had positive performance overall. In that regard, although the Fund underperformed the Peer Funds median for the one-year period ended September 30, 2013, ranking in the fourth quintile of all Peer Funds, it outperformed for the two-year period, ranking in the second quintile. The Board also noted the Investment Adviser s explanation for the difference in performance between the one- and two-year periods, namely that such difference was attributable in significant part to dilution caused by the rights offering completed by the Fund in 2013. The Board also considered the Investment Adviser s rationale for including among the Peer Funds certain funds not included in the peer group compiled by the third party data provider, as well as the third party data provider s reasons for not selecting these funds. The Board also considered that, over the same periods, the Fund had underperformed an index comprised of leveraged, closed-end high-yield bond funds over the one-year period and outperformed over the two-year period (as well as differences from the index). The Investment Adviser also discussed with the Board the contributors and detractors to the Fund s performance during the period. The Board determined that, in light of the considerations noted above, the Fund s performance under the management of the Investment Adviser was satisfactory.

3. The Costs of the Services and the Profits Realized from its Relationship with the Fund

Next, the Board reviewed and considered the Fund s investment management fee (Management Fee), payable monthly by the Fund to the Investment Adviser under the Investment Advisory Agreement at an annual rate of 1.25% of the Fund s average daily Managed Assets during each month, as well as the Fund s total expense ratio.

In order to better evaluate the Management Fee and total expenses, the Board compared the Fund s fees and expenses to those of a group of Peer Funds with asset levels comparable to those of the Fund (the Peer Expense Group). The Board noted that the Fund s management fees and total expenses, at common and leveraged asset levels, were higher than the Peer Expense Group median, ranking in the fifth quintile of the Peer Expense Group in each category. The Board also took into account the impact of leverage levels on the Fund s fees and expenses. In addition, the Board considered that the Investment Adviser had waived its fees and/or reimbursed expenses to limit the overall operating expenses of the Fund while also considering the Fund s expense reimbursement agreement with the Investment Adviser. As discussed further below, the Board also compared the Management Fee to the fees paid by the Investment Adviser s other clients, including a registered open-end investment company (the Open-End Fund) and private funds managed by the Investment Adviser or its affiliates.

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Avenue Income Credit Strategies Fund

Consideration and Approval of Investment Advisory Agreement (continued)

Following its review, in light of the extent and high quality of services that the Fund receives, the Board concluded that the Fund s fees and expenses were reasonable.

The Board then considered the profitability to the Investment Adviser of its relationship with the Fund. The Board had been provided with data on the Investment Adviser s profitability with respect to the Investment Advisory Agreement. In response to questions from the Board, the Investment Adviser discussed its cost allocation methodology and the reasons why the Investment Adviser believed it to be reasonable. The Board considered the Investment Adviser s statement, among other things, that the costs of certain services shared by the Fund and other clients of the Investment Adviser and its affiliates were not allocated to the Fund. The Board also examined the level of profits that could be expected to accrue to the Investment Adviser from the fees payable under the Investment Advisory Agreement and any expense subsidization undertaken by the Investment Adviser. After discussion and analysis, the Board concluded that, to the extent that the Investment Adviser s relationship with the Fund had been profitable, the profitability was in no case such as to render the Management Fee excessive.

The Board considered other benefits expected to be received by the Investment Adviser and its affiliates as a result of the Investment Adviser s relationship with the Fund, including potential reputational value. In light of the expected costs of providing investment management and other services to the Fund and the Investment Adviser s commitment to the Fund, the other ancillary benefits that the Investment Adviser s and its affiliates expect to receive were not considered excessive under the circumstances.

4. The Extent to which Economies of Scale might be Realized if and as the Fund Grows and Whether the Fee Levels in the Investment Advisory Agreement Reflect these Economies of Scale for the Benefit of the Fund s Shareholders

The Board considered that the Fund is a closed-end fund and thus not expected to have regular inflows of capital, and that growth would only be achieved through market appreciation or new issuances (e.g., rights offerings). The Board also considered that the nature of the Fund and its operations is such that the Investment Adviser may realize economies of scale in the management of the Fund if it grows in size or as other funds such as the Open-End Fund and series thereof are added. The Board determined that the Management Fee reflected current levels of shared economies of scale with the Fund.

5. Comparison of Services Rendered and Fees Paid to Those Under Other Investment Advisory Contracts, Such as Contracts of the Same and Other Investment Advisers or Other Clients

The Board compared the Management Fee to the fees paid by the Investment Adviser s other clients, including the Open-End Fund and private funds managed by the Investment Adviser or its affiliates. The Board noted that the Management Fee was less than the fees charged to most of the private funds by the Investment Adviser (or its affiliates), and discussed the various differences between the Fund and the Private Funds. The Board also considered the Investment Adviser s explanation that while the Management Fee was higher than the fee charged to the Open-End Fund, this was due to the differences between the Fund and the Open-End Fund, including differing investment objectives and strategies and the use of leverage by the Fund, as well as the Investment Adviser s evaluation of the market for investment advisory services at the time each of the Fund and the Open-End Fund were being organized. The Board also considered the services rendered and fees paid under the Investment Advisory Agreement compared to those under the Investment Adviser s other advisory contracts with its other clients. The Board determined that on a comparative basis the fees under the Advisory Agreement were reasonable in relation to the services provided.

Avenue Income Credit Strategies Fund

Consideration and Approval of Investment Advisory Agreement (continued)

Approval of the Investment Advisory Agreement

The Board, and the Independent Trustees separately, approved the continuance of the Fund s Investment Advisory Agreement with the Investment Adviser after weighing the foregoing factors. No single factor was cited as determinative to the decision of the Board. They reasoned that the nature and extent of the services provided by the Investment Adviser were appropriate, that the performance of the Fund had been satisfactory, and that the Investment Adviser could be expected to continue to provide services of high quality. As to the Management Fee, the Board determined that the fee, considered in relation to the services provided, was within the range of what would have been negotiated at arm s length in light of the surrounding circumstances, that the Fund s relationship with the Investment Adviser was not so profitable as to render the fee excessive, that any additional benefits to the Adviser were not of a magnitude that materially affected the Independent Trustees deliberations, and that the fee adequately reflected current levels of shared economies of scale with the Fund.

Avenue Income Credit Strategies Fund

Trustees and Officers

The business and affairs of the Fund are managed under the direction of the Board and the Fund s officers appointed by the Board. The tables below list the Trustees and officers of the Fund and their present positions and principal occupations during the past five years. The business address of the Fund, its Board members and officers and the Investment Adviser is 399 Park Avenue, 6th Floor, New York, NY 10022, unless specified otherwise below. The term Fund Complex includes each of the registered investment companies advised by the Investment Adviser or its affiliates as of the date of this Annual Report. Trustees serve three year terms or until their successors are duly elected and qualified. Officers are annually elected by the Trustees.

The Fund s Statement of Additional Information includes additional information about the Trustees and is available, without charge, upon request by calling 1-877-525-7330.

Interested Trustee(1)(2)

Name, Age and Address	Position(s) with the Fund	Term of Office and Length of Service	Principal Occupation(s) During Past Five Years and Other Relevant Experience	Number of Portfolios in Fund Complex Overseen by Trustee	Other Directorships Held by Trustee During the Last Five Years
Randolph Takian (39) 399 Park Avenue, 6th Floor New York, NY 10022	President, Chief Executive Officer and Trustee	Since October 2010	President, Chief Executive Officer and Trustee of Avenue Mutual Funds Trust (since March 2012); Senior Managing Director and Head of Traditional Asset Management of Avenue Capital Group (since 2010); President and Principal Executive Officer of certain open-end and closed-end funds advised by Morgan Stanley Investment Management, Inc. (MSIM) or an affiliated person of MSIM (2008-2010); President and Chief Executive Officer of Morgan Stanley Services Company Inc. (2008-2010); Managing Director and Head of Americas distribution, product and marketing for MSIM (2009-2010); Head of Liquidity and Bank Trust business (2008-2010) and the Latin American Franchise (July 2008-2010) at MSIM, Managing Director, Director and/or Officer of MSIM and various entities affiliated with MSIM. Formerly, Head of Retail and Intermediary business, Head of Strategy and Product Development for the Alternatives Group and Senior Loan Investment Management.	2	Board Member and member of Executive Committee of Lenox Hill Neighborhood House, a non-profit.

Avenue Income Credit Strategies Fund

Trustees and Officers (continued)

Independent Trustees(1)

Name, Age and Address	Position(s) with the Fund	Term of Office and Length of Service	Principal Occupation(s) During Past Five Years and Other Relevant Experience	Number of Portfolios in Fund Complex Overseen by Trustee	Other Directorships Held During the Last Five Years
Joel Citron (52) 399 Park Avenue, 6th Floor New York, NY 10022	Trustee	Since December 2010	Chairman of the Board of Trustees of Avenue Mutual Funds Trust (since May 2012); Chief Investment Officer/Managing Member of TAH Management/TAH Capital Partners, a private investment management firm (since 2009), and CEO of Tenth Avenue Holdings, a related holding company (since 2008).	2	Director of Boulevard Acquisition Corp., a blank check company (since 2014); Director of Hello Products LLC, a consumer package goods company (since 2013); Chairman of Tenth Avenue Commerce, an e-commerce company (since 2010); Director of Attivio, Inc., a software company (since 2009); Chairman of Oasmia AB, a Swedish publicly traded biotech company (since 2011); Director of Starfall Education Foundation; President of the Board of The Heschel School; Board of Councilors Member of Shoah Foundation at the University of Southern California.
Darren Thompson (50) 399 Park Avenue, 6th Floor New York, NY 10022	Trustee	Since December 2010	Trustee of Avenue Mutual Funds Trust (since May 2012); Managing Member, RailField Partners, LLC (private investment and advisory firm) (since 2012); Self Employed Consultant (since 2010); Executive of American Express Company (2010); Chief Financial Officer of Revolution Money, Inc., a payment network (now a subsidiary of American Express Company) (2006-2010).	2	Director of Boulevard Acquisition Corp., a blank check company (since 2014).
Julie Dien Ledoux (44) 399 Park Avenue, 6th Floor New York, NY 10022	Trustee	Since December 2010	Trustee of Avenue Mutual Funds Trust (since May 2012). Analyst and Portfolio Manager of Avenue Capital Group (1998-2007)	2	Board Member and on the Executive Committee of Treadwell Farms Historic District Association, f/k/a East Sixties Property Owners Association, a non-profit neighborhood group.

Avenue Income Credit Strategies Fund

Trustees and Officers (continued)

Principal Officers who are not Trustees

Name, Age and Address	**Position(s) with the Fund**	**Term of Office and Length of Service**	**Principal Occupation(s) During Past Five Years**
Stephen M. Atkins (48) 399 Park Avenue, 6th Floor New York, NY 10022	Treasurer and Chief Financial Officer	Since September 2012	Treasurer and Chief Financial Officer of Avenue Mutual Funds Trust (since September 2012); Senior Vice President of Avenue Capital Group, an investment management firm (since December 2010); Formerly with Morgan Stanley Investment Management Co., Inc., (1996-2010), most recently as an Executive Director (2003-2010).
Jeffery J. Gary (51) 399 Park Avenue, 6th Floor New York, NY 10022	Vice President	Since September 2012	Vice President & Portfolio Manager of Avenue Mutual Funds Trust (since May 2012); Senior Portfolio Manager of Avenue Capital Group (since 2012); Portfolio Manager of Third Avenue Management LLC (2009-2010).
Ty Oyer (42) 399 Park Avenue, 6th Floor New York, NY 10022	Secretary	Since December 2010	Secretary of Avenue Mutual Funds Trust (since May 2012); Deputy Chief Compliance Officer (since January 2011) and Compliance Manager (since 2008) of Avenue Capital Group, an investment management firm.
Eric Ross (44) 399 Park Avenue, 6th Floor New York, NY 10022	Chief Compliance Officer	Since December 2010	Chief Compliance Officer of Avenue Mutual Funds Trust (since May 2012); Chief Compliance Officer of Avenue Capital Group, an investment management firm (since 2006).

(1) Independent Trustees are those Trustees who are not interested persons (as defined in Section 2(a)(19) of the 1940 Act) of the Fund, and Interested Trustees are those Trustees who are interested persons of the Fund.

(2) Mr. Takian is an Interested Trustee due to his employment with the Investment Adviser.

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Avenue Income Credit Strategies Fund
399 Park Avenue - 6th Floor
New York, NY 10022

Investment Adviser
Avenue Capital Management II, L.P.
399 Park Avenue, 6th Floor
New York, New York 10022

Administrator and Custodian
State Street Bank and Trust Company
200 Clarendon Street
Boston, Massachusetts 02116

Dividend Paying Agent, Transfer Agent and Registrar
State Street Bank and Trust Company
200 Clarendon Street
Boston, Massachusetts 02116

Legal Counsel
Dechert LLP
1095 Avenue of the Americas
New York, New York 10036

Independent Registered Public Accounting Firm
PricewaterhouseCoopers LLP
300 Madison Avenue
New York, New York 10017

Avenue Income Credit Strategies Fund

SEMI-ANNUAL REPORT
April 30, 2014

Item 2. Code of Ethics

Not applicable to semi-annual reports.

Item 3. Audit Committee Financial Expert

Not applicable to semi-annual reports.

Item 4. Principal Accountant Fees and Services

Not applicable to semi-annual reports.

Item 5. Audit Committee of Listed Registrants

Not applicable to semi-annual reports.

Item 6. Schedule of Investments

(a) Schedule of Investments in securities of unaffiliated issuers as of the close of the reporting period is included as part of Item 1 of this Form N-CSR.

(b) Not applicable.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

Not applicable to semi-annual reports.

Item 8. Portfolio Managers of Closed-End Management Investment Companies.

(a) Not applicable to semi-annual reports.

(b) Not applicable.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

No such purchases were made by or on behalf of the registrant during the period covered by this report.

Item 10. Submission of Matters to a Vote of Security Holders.

There were no material changes to the procedures by which shareholders may recommend nominees to the Registrant s Board of Trustees during the period covered by this report.

Item 11. Controls and Procedures.

(a) The registrant s principal executive officer and principal financial officer have concluded that the registrant s disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the 1940 Act)) are effective as of a date within 90 days of the filing date of this report, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended.

(b) There was no change in the registrant s internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) that occurred during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant s internal control over financial reporting.

Item 12. Exhibits

(a)(1) Not applicable to semi-annual reports.

(a)(2) The certifications required by Rule 30a-2(a) of the 1940 Act are attached hereto.

(a)(3) No written solicitations to purchase securities under Rule 23c-1 under the 1940 Act were sent or given during the period covered by this report by or on behalf of the registrant to 10 or more persons.

(b) The certifications required by Rule 30a-2(b) of the 1940 Act and Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Avenue Income Credit Strategies Fund

By:	/s/ Randolph Takian Randolph Takian Trustee, Chief Executive Officer and President (Principal Executive Officer)

Date: July 2, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By:	/s/ Randolph Takian Randolph Takian Trustee, Chief Executive Officer and President (Principal Executive Officer)
By:	/s/ Stephen M. Atkins Stephen M. Atkins Treasurer and Chief Financial Officer (Principal Financial Officer)

Date: July 2, 2014