

STAGE STORES INC  
Form 4  
July 12, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LUCAS RON

(Last) (First) (Middle)  
10201 S. MAIN STREET  
(Street)

HOUSTON, TX 77025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
STAGE STORES INC [STGS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/08/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

EVP, Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/08/2005		M		2,500 A \$ 15	5,500	D
Common Stock	07/08/2005		S		2,500 (1) D \$ 45	3,000	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15	07/08/2005		M	2,500	08/24/2002 08/24/2011	Common Stock	2,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCAS RON 10201 S. MAIN STREET HOUSTON, TX 77025			EVP, Human Resources	

## Signatures

/s/ Ronald Lucas 07/12/2005

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This sale was made pursuant to a pre-established, written plan for trading securities pursuant to Rule 10b5-1 adopted by the Securities Exchange Act of 1934.
- (2) Includes all derivative securities currently owned by the reporting person, including those previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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Fund and Class	Shareholder Name and Address	Number of Shares Owned	Percentage Owned
	Morgan Stanley <sup>(c)</sup>		
	1585 Broadway		
	New York, NY 10036		
	First Trust Portfolios L.P. <sup>(a)</sup>	1,954,111	10.20%
	120 East Liberty Drive, Suite 400		
	Wheaton, Illinois 60187		
	First Trust Advisors L.P. <sup>(a)</sup>		
	120 East Liberty Drive, Suite 400		
	Wheaton, Illinois 60187		
	The Charger Corporation <sup>(a)</sup>		
	120 East Liberty Drive, Suite 400		
	Wheaton, Illinois 60187		
Mortgage Opportunity 2 Common Shares	Sit Investment Associates, Inc.	354,342	7.38%
	3300 IDS Center		
	80 South Eighth Street		
	Minneapolis, MN 55402		
Multi-Currency Common Shares	First Trust Portfolio L.P. <sup>(a)</sup>	2,634,836	6.10%
	120 East Liberty Drive, Suite 400		
	Wheaton, Illinois 60187		
	First Trust Advisors L.P. <sup>(a)</sup>		
	120 East Liberty Drive, Suite 400		
	Wheaton, Illinois 60187		
	The Charger Corporation <sup>(a)</sup>		
	120 East Liberty Drive, Suite 400		
	Wheaton, Illinois 60187		
Dow 30 Premium Common Shares	First Trust Portfolios L.P. <sup>(a)</sup>	1,203,941	10.10%
	120 East Liberty Drive, Suite 400		
	Wheaton, Illinois 60187		
	First Trust Advisors L.P. <sup>(a)</sup>		
	120 East Liberty Drive, Suite 400		
	Wheaton, Illinois 60187		

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The Charger Corporation<sup>(a)</sup>

120 East Liberty Drive, Suite 400

Wheaton, Illinois 60187

Global Income  
Common Shares

Wells Fargo and Company

775,244

13.74%

420 Montgomery Street

San Francisco, CA 94104

\* The information contained in this table is based on Schedule 13G filings made on or before February 1, 2012

(a) First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation filed their Schedule 13G jointly and did not differentiate holdings as to each entity.

(b) Royal Bank of Canada and RBC Capital Markets filed their Schedule 13G jointly and did not differentiate holdings as between each entity.

(c) Morgan Stanley and Morgan Stanley Smith Barney LLC filed their Schedule 13G jointly and did not differentiate holdings as between each entity.

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Variable Rate Demand Preferred Shares ( VRDP Shares ) are designed to be eligible for purchase by money market funds. Based on information provided by remarketing agents for the VRDP Shares, money market funds within certain fund complexes may hold, in the aggregate, greater than 5% of the outstanding VRDP Shares of one or more Funds, and individual money market funds within such complexes may beneficially own an indeterminable amount of VRDP Shares exceeding 5% of the outstanding VRDP Shares of one or more Funds. Information with respect to aggregate holdings of these VRDP Shares associated with fund complexes indentified by the remarketing agents, other than with respect to the Vanguard complex, including the number of VRDP Shares associated with the fund complex and percentage of total outstanding, is as follows: New York Dividend Municipal Income: Federated (250 shares (50%)), Schwab (250 shares (50%)); New York Investment Quality: Federated (200 shares (17.8%)), JPMorgan (200 shares (17.8%)), Schwab (200 shares (17.8%)), BlackRock (173 shares (15.4%)), Bank of America (150 shares (13.4%)); New York Performance Plus: Morgan Stanley (345 shares (38.7%)), JPMorgan (200 shares (22.5%)), Schwab (200 shares (22.5%)), Bank of America (145 shares (16.3%)); New York Quality: Federated (310 shares (19.2%)), Schwab (310 shares (19.2%)), JPMorgan (177 shares ((10.9%)), Morgan Stanley (170 shares (10.5%)), Bank of America (170 shares (10.5%)), BlackRock (170 shares (10.5%)); New York Select Quality: Federated (310 shares (18.8%)), JPMorgan (310 shares (18.8%)), Schwab (310 shares (18.8%)), BlackRock (240 shares (14.6%)), Bank of America (168 shares (10.2%)). Information with respect to the holdings of VRDP Shares by funds in the Vanguard complex identified by Vanguard, including number of VRDP Shares held and percentage of total outstanding, is as follows: New York Investment Quality: Vanguard Tax-Exempt Money Market (200 shares (17.8%)); New York Quality: Vanguard Tax-Exempt Money Market Fund (100 shares (6.2%)), Vanguard New York Tax-Exempt Money Market Fund (210 shares (13.0%)); New York Select: Vanguard New York Tax-Exempt Money Market Fund (310 shares 18.8%).

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## NUMBER OF BOARD AND COMMITTEE MEETINGS

## HELD DURING EACH FUND'S LAST FISCAL YEAR

Fund	Regular Board Meeting	Special Board Meeting	Executive Committee Meeting	Dividend Committee Meeting	Compliance, Risk Management and Regulatory Oversight Committee Meeting	Audit Committee Meeting	Nominating and Governance Committee Meeting
Nuveen New York Dividend Advantage Municipal Fund	6	9	1	4	5	4	6
Nuveen New York Dividend Advantage Municipal Fund 2	6	9	0	4	5	4	6
Nuveen New York Investment Quality Municipal Fund, Inc.	6	9	0	4	5	4	6
Nuveen New York Municipal Value Fund, Inc.	6	2	0	4	5	4	6
Nuveen New York Municipal Value Fund 2	6	2	0	4	5	4	6
Nuveen New York Performance Plus Municipal Fund, Inc.	6	9	0	4	5	4	6
Nuveen New York Quality Income Municipal Fund, Inc.	6	9	1	4	5	4	6
Nuveen New York Select Quality Municipal Fund, Inc.	6	9	0	4	5	4	6
Nuveen New York Dividend Advantage Municipal Income Fund	6	9	0	4	5	4	6
Nuveen New York Premium Income Municipal Fund, Inc.	6	9	1	4	5	4	6
Nuveen New York AMT-Free Municipal Income Fund	6	9	0	4	5	4	6
Nuveen Core Equity Alpha Fund	6	1	0	5	5	4	6
Nuveen Real Estate Income Fund	6	1	0	5	5	4	6
Nuveen Diversified Dividend and Income Fund	6	1	0	5	5	4	6
Nuveen Equity Premium and Growth Fund	6	1	0	5	5	4	6
Nuveen Equity Premium Advantage Fund	6	1	0	5	5	4	6
Nuveen Equity Premium Income Fund	6	1	0	5	5	4	6
Nuveen Equity Premium Opportunity Fund	6	1	0	5	5	4	6
Nuveen Quality Preferred Income Fund	6	1	0	5	5	4	6
Nuveen Quality Preferred Income Fund 2	6	1	0	5	5	4	6
Nuveen Quality Preferred Income Fund 3	6	1	0	5	5	4	6
Nuveen Tax-Advantaged Total Return Strategy Fund	6	1	0	5	5	4	6
Nuveen Tax-Advantaged Dividend Growth Fund	6	1	0	5	5	4	6

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<b>Fund</b>	<b>Regular Board Meeting</b>	<b>Special Board Meeting</b>	<b>Executive Committee Meeting</b>	<b>Dividend Committee Meeting</b>	<b>Compliance, Risk Management and Regulatory Oversight Committee Meeting</b>	<b>Audit Committee Meeting</b>	<b>Nominating and Governance Committee Meeting</b>
Nuveen Global Government Enhanced Income Fund	6	1	0	5	5	4	6
Nuveen Global Value Opportunities Fund	6	1	0	5	5	4	6
Nuveen Mortgage Opportunity Term Fund	6	1	0	5	5	4	6
Nuveen Mortgage Opportunity Term Fund 2	6	1	0	5	5	4	6
Nuveen Multi-Currency Short-Term Government Income Fund	6	1	0	5	5	4	6
Nuveen Multi-Strategy Income & Growth Fund	6	3	0	5	5	4	6
Nuveen Multi-Strategy Income & Growth Fund 2	6	3	0	5	5	4	6
Dow 30 <sup>SM</sup> Premium & Dividend Income Fund, Inc.	6	1	0	5	5	4	6
Global Income & Currency Fund, Inc.	6	1	0	5	5	4	6
NASDAQ Premium Income & Growth Fund Inc.	6	1	0	5	5	4	6
Dow 30 <sup>SM</sup> Enhanced Premium & Income Fund Inc.	6	1	0	5	5	4	6

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**NUVEEN FUND BOARD AUDIT COMMITTEE CHARTER****I. Organization and Membership**

There shall be a committee of each Board of Directors/Trustees (the Board) of the Nuveen Management Investment Companies (the Funds or, individually, a Fund) to be known as the Audit Committee. The Audit Committee shall be comprised of at least three Directors/Trustees. Audit Committee members shall be independent of the Funds and free of any relationship that, in the opinion of the Directors/Trustees, would interfere with their exercise of independent judgment as an Audit Committee member. In particular, each member must meet the independence and experience requirements applicable to the Funds of the exchanges on which shares of the Funds are listed, Section 10a of the Securities Exchange Act of 1934 (the Exchange Act), and the rules and regulations of the Securities and Exchange Commission (the Commission). Each such member of the Audit Committee shall have a basic understanding of finance and accounting, be able to read and understand fundamental financial statements, and be financially literate, and at least one such member shall have accounting or related financial management expertise, in each case as determined by the Directors/Trustees, exercising their business judgment (this person may also serve as the Audit Committee's financial expert as defined by the Commission). The Board shall appoint the members and the Chairman of the Audit Committee, on the recommendation of the Nominating and Governance Committee. The Audit Committee shall meet periodically but in any event no less frequently than on a semi-annual basis. Except for the Funds, Audit Committee members shall not serve simultaneously on the audit committees of more than two other public companies.

**II. Statement of Policy, Purpose and Processes**

The Audit Committee shall assist the Board in oversight and monitoring of (1) the accounting and reporting policies, processes and practices, and the audits of the financial statements, of the Funds; (2) the quality and integrity of the financial statements of the Funds; (3) the Funds compliance with legal and regulatory requirements, (4) the independent auditors' qualifications, performance and independence; and (5) oversight of the Pricing Procedures of the Funds and the Valuation Group. In exercising this oversight, the Audit Committee can request other committees of the Board to assume responsibility for some of the monitoring as long as the other committees are composed exclusively of independent directors.

In doing so, the Audit Committee shall seek to maintain free and open means of communication among the Directors/Trustees, the independent auditors, the internal auditors and the management of the Funds. The Audit Committee shall meet periodically with Fund management, the Funds' internal auditor, and the Funds' independent auditors, in separate executive sessions. The Audit Committee shall prepare reports of the Audit Committee as required by the Commission to be included in the Fund's annual proxy statements or otherwise.

The Audit Committee shall have the authority and resources in its discretion to retain special legal, accounting or other consultants to advise the Audit Committee and to otherwise discharge its responsibilities, including appropriate funding as determined by the Audit Committee for compensation to independent auditors engaged for the purpose of preparing or issuing

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an audit report or performing other audit, review or attest services for a Fund, compensation to advisers employed by the Audit Committee, and ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties, as determined in its discretion. The Audit Committee may request any officer or employee of Nuveen (or its affiliates) or the Funds' independent auditors or outside counsel to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee. The Funds' independent auditors and internal auditors shall have unrestricted accessibility at any time to Committee members.

### **Responsibilities**

Fund management has the primary responsibility to establish and maintain systems for accounting, reporting, disclosure and internal control.

The independent auditors have the primary responsibility to plan and implement an audit, with proper consideration given to the accounting, reporting and internal controls. Each independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Funds shall report directly to the Audit Committee. The independent auditors are ultimately accountable to the Board and the Audit Committee. It is the ultimate responsibility of the Audit Committee to select, appoint, retain, evaluate, oversee and replace any independent auditors and to determine their compensation, subject to ratification of the Board, if required. These Audit Committee responsibilities may not be delegated to any other Committee or the Board.

The Audit Committee is responsible for the following:

#### **With respect to Fund financial statements:**

- A. Reviewing and discussing the annual audited financial statements and semiannual financial statements with Fund management and the independent auditors including major issues regarding accounting and auditing principles and practices, and the Funds' disclosures in its periodic reports under Management's Discussion and Analysis.
- B. Requiring the independent auditors to deliver to the Chairman of the Audit Committee a timely report on any issues relating to the significant accounting policies, management judgments and accounting estimates or other matters that would need to be communicated under Statement on Auditing Standards (sas) No. 90, Audit Committee Communications (which amended sas No. 61, Communication with Audit Committees), that arise during the auditors' review of the Funds' financial statements, which information the Chairman shall further communicate to the other members of the Audit Committee, as deemed necessary or appropriate in the Chairman's judgment.
- C. Discussing with management the Funds' press releases regarding financial results and dividends, as well as financial information and earnings guidance provided to analysts and rating agencies. This discussion may be done generally, consisting of discussing the types of information to be disclosed and the types of presentations to be made. The Chairman of the Audit Committee shall be authorized to have these discussions with management on behalf of the Audit Committee.

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- D. Discussing with management and the independent auditors (a) significant financial reporting issues and judgments made in connection with the preparation and presentation of the Funds' financial statements, including any significant changes in the Funds' selection or application of accounting principles and any major issues as to the adequacy of the Funds' internal controls and any special audit steps adopted in light of material control deficiencies; and (b) analyses prepared by Fund management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative gaap methods on the financial statements.
- E. Discussing with management and the independent auditors the effect of regulatory and accounting initiatives on the Funds' financial statements.
- F. Reviewing and discussing reports, both written and oral, from the independent auditors and/or Fund management regarding (a) all critical accounting policies and practices to be used; (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative treatments and disclosures, and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
- G. Discussing with Fund management the Funds' major financial risk exposures and the steps management has taken to monitor and control these exposures, including the Funds' risk assessment and risk management policies and guidelines. In fulfilling its obligations under this paragraph, the Audit Committee may review in a general manner the processes other Board committees have in place with respect to risk assessment and risk management.
- H. Reviewing disclosures made to the Audit Committee by the Funds' principal executive officer and principal financial officer during their certification process for the Funds' periodic reports about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Funds' internal controls. In fulfilling its obligations under this paragraph, the Audit Committee may review in a general manner the processes other Board committees have in place with respect to deficiencies in internal controls, material weaknesses, or any fraud associated with internal controls.

**With respect to the independent auditors:**

- A. Selecting, appointing, retaining or replacing the independent auditors, subject, if applicable, only to Board and shareholder ratification; and compensating, evaluating and overseeing the work of the independent auditor (including the resolution of disagreements between Fund management and the independent auditor regarding financial reporting).

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- B. Meeting with the independent auditors and Fund management to review the scope, fees, audit plans and staffing for the audit, for the current year. At the conclusion of the audit, reviewing such audit results, including the independent auditors' evaluation of the Funds' financial and internal controls, any comments or recommendations of the independent auditors, any audit problems or difficulties and management's response, including any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management, any accounting adjustments noted or proposed by the auditor but not made by the Fund, any communications between the audit team and the audit firm's national office regarding auditing or accounting issues presented by the engagement, any significant changes required from the originally planned audit programs and any adjustments to the financial statements recommended by the auditors.
  
- C. Pre-approving all audit services and permitted non-audit services, and the terms thereof, to be performed for the Funds by their independent auditors, subject to the de minimis exceptions for non-audit services described in Section 10a of the Exchange Act that the Audit Committee approves prior to the completion of the audit, in accordance with any policies or procedures relating thereto as adopted by the Board or the Audit Committee. The Chairman of the Audit Committee shall be authorized to give pre-approvals of such non-audit services on behalf of the Audit Committee.
  
- D. Obtaining and reviewing a report or reports from the independent auditors at least annually (including a formal written statement delineating all relationships between the auditors and the Funds consistent with Independent Standards Board Standard 1, as may be amended, restated, modified or replaced) regarding (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years, respecting one or more independent audits carried out by the firm; (c) any steps taken to deal with any such issues; and (d) all relationships between the independent auditor and the Funds and their affiliates, in order to assist the Audit committee in assessing the auditor's independence. After reviewing the foregoing report[s] and the independent auditor's work throughout the year, the Audit Committee shall be responsible for evaluating the qualifications, performance and independence of the independent auditor and their compliance with all applicable requirements for independence and peer review, and a review and evaluation of the lead partner, taking into account the opinions of Fund management and the internal auditors, and discussing such reports with the independent auditors. The Audit Committee shall present its conclusions with respect to the independent auditor to the Board.
  
- E. Reviewing any reports from the independent auditors mandated by Section 10a(b) of the Exchange Act regarding any illegal act detected by the independent auditor (whether or not perceived to have a material effect on the Funds' financial statements) and obtaining from the independent auditors any information about illegal acts in accordance with Section 10a(b).

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- F. Ensuring the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law, and further considering the rotation of the independent auditor firm itself.
- G. Establishing and recommending to the Board for ratification policies for the Funds , Fund management or the Fund adviser s hiring of employees or former employees of the independent auditor who participated in the audits of the Funds.
- H. Taking, or recommending that the Board take, appropriate action to oversee the independence of the outside auditor.

**With respect to any internal auditor:**

- A. Reviewing the proposed programs of the internal auditor for the coming year. It is not the obligation or responsibility of the Audit Committee to confirm the independence of any Nuveen internal auditors performing services relating to the Funds or to approve any termination or replacement of the Nuveen Manager of Internal Audit.
- B. Receiving a summary of findings from any completed internal audits pertaining to the Funds and a progress report on the proposed internal audit plan for the Funds, with explanations for significant deviations from the original plan.

**With respect to pricing and valuation oversight:**

- A. The Board has responsibilities regarding the pricing of a Fund s securities under the 1940 Act. The Board has delegated this responsibility to the Committee to address valuation issues that arise between Board meetings, subject to the Board s general supervision of such actions. The Committee is primarily responsible for the oversight of the Pricing Procedures and actions taken by the internal Valuation Group ( Valuation Matters ). The Valuation Group will report on Valuation Matters to the Committee and/or the Board of Directors/Trustees, as appropriate.
- B. Performing all duties assigned to it under the Funds Pricing Procedures, as such may be amended from time to time.
- C. Periodically reviewing and making recommendations regarding modifications to the Pricing Procedures as well as consider recommendations by the Valuation Group regarding the Pricing Procedures.
- D. Reviewing any issues relating to the valuation of a Fund s securities brought to the Committee s attention, including suspensions in pricing, pricing irregularities, price overrides, self-pricing, nav errors and corrections thereto, and other pricing matters. In this regard, the Committee should consider the risks to the Funds in assessing the possible resolutions of these Valuation Matters.
- E. Evaluating, as it deems necessary or appropriate, the performance of any pricing agent and recommend changes thereto to the full Board.

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- F. Reviewing any reports or comments from examinations by regulatory authorities relating to Valuation Matters of the Funds and consider management's responses to any such comments and, to the extent the Committee deems necessary or appropriate, propose to management and/or the full Board the modification of the Fund's policies and procedures relating to such matters. The Committee, if deemed necessary or desirable, may also meet with regulators.
- G. Meeting with members of management of the Funds, outside counsel, or others in fulfilling its duties hereunder, including assessing the continued appropriateness and adequacy of the Pricing Procedures, eliciting any recommendations for improvements of such procedures or other Valuation Matters, and assessing the possible resolutions of issues regarding Valuation Matters brought to its attention.
- H. Performing any special review, investigations or oversight responsibilities relating to Valuation as requested by the Board of Directors/Trustees.
- I. Investigating or initiating an investigation of reports of improprieties or suspected improprieties in connection with the Fund's policies and procedures relating to Valuation Matters not otherwise assigned to another Board committee.

**Other responsibilities:**

- A. Reviewing with counsel to the Funds, counsel to Nuveen, the Fund adviser's counsel and independent counsel to the Board legal matters that may have a material impact on the Fund's financial statements or compliance policies.
- B. Receiving and reviewing periodic or special reports issued on exposure/controls, irregularities and control failures related to the Funds.
- C. Reviewing with the independent auditors, with any internal auditor and with Fund management, the adequacy and effectiveness of the accounting and financial controls of the Funds, and eliciting any recommendations for the improvement of internal control procedures or particular areas where new or more detailed controls or procedures are desirable. Particular emphasis should be given to the adequacy of such internal controls to expose payments, transactions or procedures that might be deemed illegal or otherwise improper.
- D. Reviewing the reports of examinations by regulatory authorities as they relate to financial statement matters.
- E. Discussing with management and the independent auditor any correspondence with regulators or governmental agencies that raises material issues regarding the Funds' financial statements or accounting policies.
- F. Obtaining reports from management with respect to the Funds' policies and procedures regarding compliance with applicable laws and regulations.
- G. Reporting regularly to the Board on the results of the activities of the Audit Committee, including any issues that arise with respect to the quality or integrity of the Funds' financial statements, the Funds' compliance with legal or regulatory requirements, the performance and independence of the Funds' independent auditors, or the performance of the internal audit function.

- H. Performing any special reviews, investigations or oversight responsibilities requested by the Board.
  
- I. Reviewing and reassessing annually the adequacy of this charter and recommending to the Board approval of any proposed changes deemed necessary or advisable by the Audit Committee.
  
- J. Undertaking an annual review of the performance of the Audit Committee.
  
- K. Establishing procedures for the receipt, retention and treatment of complaints received by the Funds regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission of concerns regarding questionable accounting or auditing matters by employees of Fund management, the investment adviser, administrator, principal underwriter, or any other provider of accounting related services for the Funds, as well as employees of the Funds.

Although the Audit Committee shall have the authority and responsibilities set forth in this Charter, it is not the responsibility of the Audit Committee to plan or conduct audits or to determine that the Funds' financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the independent auditors. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditors or to ensure compliance with laws and regulations.

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Nuveen Investments

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Chicago, IL 60606-1286

(800) 257-8787

[www.nuveen.com](http://www.nuveen.com)

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NUVEEN Investments NUVEEN FUNDS PROXY THIS PROXY IS SOLICITED BY THE BOARD OF THE FUND FOR AN ANNUAL MEETING OF SHAREHOLDERS, MARCH 30, 2012 COMMON SHARES The Annual Meeting of shareholders will be held Friday, March 30, 2012 at 2:30 p.m. Central time, in the offices of Nuveen Investments, 333 West Wacker Drive, Chicago, Illinois, 60606. At this meeting, you will be asked to vote on the proposals described in the proxy statement attached. The undersigned hereby appoints Kevin J. McCarthy and Gifford R. Zimmerman, and each of them, with full power of substitution, proxies for the undersigned, to represent and vote the shares of the undersigned at the Annual Meeting of shareholders to be held on Friday, March 30, 2012, or any adjournment or adjournments thereof. WHETHER OR NOT YOU PLAN TO JOIN US AT THE MEETING, PLEASE COMPLETE, DATE AND SIGN YOUR PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE SO THAT YOUR VOTE WILL BE COUNTED. AS AN ALTERNATIVE, PLEASE CONSIDER VOTING BY TELEPHONE AT 1-800-337-3503 OR OVER THE INTERNET (www.proxy-direct.com). VOTE VIA THE INTERNET: www.proxy-direct.com VOTE BY TELEPHONE: 1-800-337-3503 NOTE: PLEASE SIGN YOUR NAME EXACTLY AS IT APPEARS ON THIS PROXY. IF SHARES ARE HELD JOINTLY, EACH HOLDER MUST SIGN THE PROXY. IF YOU ARE SIGNING ON BEHALF OF AN ESTATE, TRUST OR CORPORATION, PLEASE STATE YOUR TITLE OR CAPACITY. Signature Signature 2012 Date NUV\_23351\_Com\_020912 FUNDS FUNDS FUNDS Nuveen NY Dividend Advantage Municipal Fund Nuveen NY Dividend Advantage Municipal Fund 2 Nuveen NY Investment Quality Municipal Fund, Inc. Nuveen NY Municipal Value Fund, Inc. Nuveen NY Municipal Value Fund 2 Nuveen NY Performance Plus Municipal Fund, Inc. Nuveen NY Quality Income Municipal Fund, Inc. Nuveen NY Select Quality Municipal Fund, Inc. Nuveen NY Dividend Advantage Municipal Inc Fund Nuveen NY Premium Income Municipal Fund, Inc. Nuveen NY AMT-Free Municipal Income Fund Nuveen Core Equity Alpha Fund Nuveen Real Estate Income Fund Nuveen Diversified Dividend and Income Fund Nuveen Equity Premium and Growth Fund Nuveen Equity Premium Advantage Fund Nuveen Equity Premium Income Fund Nuveen Equity Premium Opportunity Fund Nuveen Quality Preferred Income Fund Nuveen Quality Preferred Income Fund 2 Nuveen Quality Preferred Income Fund 3 Nuveen Tax-Advantaged Total Return Strategy Fund Nuveen Tax-Advantaged Dividend Growth Fund Nuveen Global Gov t Enhanced Income Fund Nuveen Global Value Opportunities Fund Nuveen Mortgage Opportunity Term Fund Nuveen Mortgage Opportunity Term Fund 2 Nuveen Multi-Currency Short-Term Gov t Inc Fund Nuveen Multi-Strategy Income and Growth Fund Nuveen Multi-Strategy Income and Growth Fund 2 Dow 30SM Premium & Dividend Income Fund Inc. Global Income & Currency Fund Inc. NASDAQ Premium Income & Growth Fund Inc. Dow 30SM Enhanced Premium & Income Fund Inc. THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR PROPOSALS. ? To vote in accordance with the Board recommendations mark this box. Do not mark any other boxes on this card. To vote each proposal separately, completely fill in the boxes below in blue or black ink. Example: (proxies marked in the box above and any box below will not be voted and will be returned to the shareholder) 1a. Election of Board Members Class III: To withhold authority to vote for any individual nominee(s) mark the For All Except and write the nominee number(s) on the line provided. Robert P. Bremner 02. Jack B. Evans FOR WITHHOLD FOR ALL FOR WITHHOLD FOR ALL ALL ALL EXCEPT ALL ALL EXCEPT Nuveen NY Dividend Advantage Municipal Fund Nuveen NY Dividend Advantage Municipal Fund 2 Nuveen NY Dividend Advantage Municipal Inc Fund Nuveen NY AMT-Free Municipal Income Fund DO NOT TEAR



1b. Election of Board Members – Class III: To withhold authority to vote for any individual nominee(s) mark the  For All Except  and write the nominee number(s) on the line provided. Robert P. Bremner 02. Jack B. Evans 03. William J. Schneider FOR WITHHOLD FOR ALL FOR WITHHOLD FOR ALL ALL ALL EXCEPT ALL ALL EXCEPT Nuveen NY Municipal Value Fund 2 Nuveen Core Equity Alpha Fund Nuveen Real Estate Income Fund Nuveen Diversified Dividend and Income Fund Nuveen Equity Premium and Growth Fund Nuveen Equity Premium Advantage Fund Nuveen Equity Premium Income Fund Nuveen Equity Premium Opportunity Fund Nuveen Quality Preferred Income Fund Nuveen Quality Preferred Income Fund 2 Nuveen Quality Preferred Income Fund 3 Nuveen Tax-Advantaged Total Return Strategy Fund Nuveen Tax-Advantaged Dividend Growth Fund Nuveen Global Gov t Enhanced Income Fund Nuveen Global Value Opportunities Fund Nuveen Mortgage Opportunity Term Fund Nuveen Mortgage Opportunity Term Fund 2 Nuveen Multi-Currency Short-Term Gov t Inc Fund Nuveen Multi-Strategy Income and Growth Fund Nuveen Multi-Strategy Income and Growth Fund 2 1c. Election of Board Members: To withhold authority to vote for any individual nominee(s) mark the  For All Except  and write the nominee number(s) on the line provided. 01. John P. Amboian 02. Robert P. Bremner 03. Jack B. Evans 04. David J. Kundert 05. Judith M. Stockdale 06. Carole E. Stone 07. Virginia L. Stringer 08. Terence J. Toth FOR WITHHOLD FOR ALL FOR WITHHOLD FOR ALL ALL ALL EXCEPT ALL ALL EXCEPT Nuveen NY Investment Quality Municipal Fund, Inc. Nuveen NY Quality Income Municipal Fund, Inc. Nuveen NY Select Quality Municipal Fund, Inc. Nuveen NY Performance Plus Municipal Fund, Inc. Nuveen NY Premium Income Municipal Fund, Inc. 1d. Election of Board Members – Class III: To withhold authority to vote for any individual nominee(s) mark the  For All Except  and write the nominee number(s) on the line provided. 01. John P. Amboian 02. Robert P. Bremner 03. Jack B. Evans 04. David J. Kundert 05. William C. Hunter 06. William J. Schneider 07. Judith M. Stockdale 08. Carole E. Stone 09. Virginia L. Stringer 10. Terence J. Toth FOR WITHHOLD FOR ALL FOR WITHHOLD FOR ALL ALL ALL EXCEPT ALL ALL EXCEPT Dow 30SM Premium & Dividend Income Fund Inc. Global Income & Currency Fund Inc. NASDAQ Premium Income & Growth Fund Inc. Dow 30SM Enhanced Premium & Income Fund Inc. 2a. To approve the elimination of the Fund’s existing fundamental investment policy relating to the Fund’s ability to make loans. FOR AGAINST ABSTAIN FOR AGAINST ABSTAIN Nuveen NY Dividend Advantage Municipal Fund Nuveen NY Dividend Advantage Municipal Fund 2 Nuveen NY Investment Quality Municipal Fund, Inc. Nuveen NY Municipal Value Fund, Inc. Nuveen NY Performance Plus Municipal Fund, Inc. Nuveen NY Quality Income Municipal Fund, Inc. Nuveen NY Select Quality Municipal Fund, Inc. Nuveen NY Dividend Advantage Municipal Inc Fund Nuveen NY Premium Income Municipal Fund, Inc. Nuveen NY AMT-Free Municipal Income Fund 2b. To approve a new fundamental investment policy relating to the Fund’s ability to make loans. FOR AGAINST ABSTAIN FOR AGAINST ABSTAIN Nuveen NY Dividend Advantage Municipal Fund Nuveen NY Dividend Advantage Municipal Fund 2 Nuveen NY Investment Quality Municipal Fund, Inc. Nuveen NY Municipal Value Fund, Inc. Nuveen NY Performance Plus Municipal Fund, Inc. Nuveen NY Quality Income Municipal Fund, Inc. Nuveen NY Select Quality Municipal Fund, Inc. Nuveen NY Dividend Advantage Municipal Inc Fund Nuveen NY Premium Income Municipal Fund, Inc. Nuveen NY AMT-Free Municipal Income Fund 3. To transact such other business as may properly come before the Annual Meeting. Important Notice Regarding the Availability of Proxy Materials for the Nuveen Annual Meeting of Shareholders to Be Held on March 30, 2012. The Proxy Statement for this meeting is available at: <https://www.proxy-direct.com/nuv23351> IMPORTANT: PLEASE SIGN AND DATE BEFORE MAILING. NUV\_23351\_Com\_020912