

Small Cap Premium & Dividend Income Fund, Inc.  
Form SC 13G/A  
May 13, 2010

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934  
(Amendment No.1)

Small Cap Premium & Dividend Income Fund, Inc.

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(Name of Issuer)

Common Stock

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(Title of Class of Securities)

83165P101

-----  
(CUSIP Number)

May 4, 2010

-----  
(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of

1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Information regarding beneficial ownership is as of May 12, 2010.

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-----  
1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION

NO. OF ABOVE PERSON

BIP GP LLC

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)

(B)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

-----  
5. SOLE VOTING POWER

0

NUMBER OF -----

SHARES                      6.    SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY                      184,413  
EACH                      -----

REPORTING                      7.    SOLE DISPOSITIVE POWER  
PERSON  
WITH:                      0  
-----

8.    SHARED DISPOSITIVE POWER  
  
184,413  
-----

9.            AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
184,413  
-----

10.           CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*                      [ ]  
-----

11.           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
1.36%  
-----

12.           TYPE OF REPORTING PERSON\*  
  
00 - Limited Liability Company



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-----  
1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION

NO. OF ABOVE PERSON

WAM GP LLC

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)

(B)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

-----  
5. SOLE VOTING POWER

0

NUMBER OF -----

SHARES                      6.    SHARED VOTING POWER  
BENEFICIALLY

OWNED BY                      343,343

EACH                      -----

REPORTING                      7.    SOLE DISPOSITIVE POWER  
PERSON

WITH:                      0  
-----

8.    SHARED DISPOSITIVE POWER

343,343

-----  
9.            AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

343,343

-----  
10.           CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*                      [ ]

-----  
11.           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.53%

-----  
12.           TYPE OF REPORTING PERSON\*

00 - Limited Liability Company





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-----  
1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION

NO. OF ABOVE PERSON

WEISS ASSET MANAGEMENT LP

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)

(B)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

-----  
5. SOLE VOTING POWER

0

NUMBER OF -----

SHARES                      6.    SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY                      343,343  
EACH                      -----  
REPORTING                      7.    SOLE DISPOSITIVE POWER  
PERSON  
WITH:                      0  
-----

8.    SHARED DISPOSITIVE POWER

343,343  
-----

9.            AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

343,343  
-----

10.           CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*                     

11.           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.53%  
-----

12.           TYPE OF REPORTING PERSON\*

PN - Limited Partnership



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-----  
1. NAME OF REPORTING PERSON/S.S. OR I.R.S. IDENTIFICATION

NO. OF ABOVE PERSON

ANDREW M. WEISS, PH.D.

-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (A)

(B)

-----  
3. SEC USE ONLY

-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

-----  
5. SOLE VOTING POWER

0

NUMBER OF -----

SHARES                      6.    SHARED VOTING POWER  
BENEFICIALLY

OWNED BY                      343,343  
EACH                      -----

REPORTING                      7.    SOLE DISPOSITIVE POWER  
PERSON

WITH:                      0  
-----

8.    SHARED DISPOSITIVE POWER

343,343  
-----

9.            AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

343,343  
-----

10.           CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*                     

11.           PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.53%  
-----

12.           TYPE OF REPORTING PERSON\*

IN



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ITEM 1.

(a) Name of Issuer: Small Cap Premium & Dividend Income Fund, Inc.

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(b) Address of Issuer's Principal Executive Offices:

4 World Financial Center 6<sup>th</sup> Floor

New York, NY 10080

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ITEM 2.

(a) and (c): Name and Citizenship of Persons Filing:

(i) BIP GP LLC, a Delaware limited liability company ("BIP GP").

(ii) WAM GP LLC, a Delaware limited liability company ( WAM GP )

(iii) Weiss Asset Management LP, a Delaware limited partnership ("Weiss Asset Management").

(iv) Andrew M. Weiss, Ph.D., a United States citizen.



(b): Address of Principal Business Office:

BIP GP, WAM GP, Weiss Asset Management, and Dr. Weiss have a business address of 29 Commonwealth Avenue, 10th Floor, Boston, Massachusetts 02116

(d) Title of Class of Securities: Common Stock

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(e) CUSIP Number: 83165P101

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B), CHECK

WHETHER THE PERSON FILING IS A:

- (a)  Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  Investment Adviser registered under section 203 of the Investment Advisers Act or under the laws of any State
- (f)  Employee Benefit Plan, Pension fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Section 240.13d-1(b)(1)(ii)(F)

- (g)  A Parent Holding Company or control person, in accordance with  
Section 240.13d-1(b)(ii)(G)(Note: See Item 7)
- (h)  A Savings Association as defined in Section 3(b) of the Federal  
Deposit Insurance Act (12 U.S.C. 1813)
- (i)  A Church Plan that is excluded from the definition of an  
investment company under Section 3(c)(14) of the Investment  
Company Act of 1940 (15 U.S.C. 80a-3)

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(j)  Group, in accordance with Section 240.13d-1(b)(1)(ii)(J)

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item I.

BIP GP\*

(a) Amount Beneficially Owned: 184,413

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(b) Percent of Class: 1.36%

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(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

-----

(ii) shared power to vote or to direct the vote: 184,413

-----

(iii) sole power to dispose or to direct the disposition of: 0

-----

(iv) shared power to dispose or to direct the disposition of: 184,413

-----

WAM GP\*\*

(a) Amount Beneficially Owned: 343,343

-----

(b) Percent of Class: 2.53%

-----

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

-----

(ii) shared power to vote or to direct the vote: 343,343

-----

(iii) sole power to dispose or to direct the disposition of: 0

-----

(iv) shared power to dispose or to direct the disposition of: 343,343

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WEISS ASSET MANAGEMENT\*\*

(a) Amount Beneficially Owned: 343,343

-----

(b) Percent of Class: 2.53%

-----

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

-----

(ii) shared power to vote or to direct the vote: 343,343

-----

(iii) sole power to dispose or to direct the disposition of: 0

-----

(iv) shared power to dispose or to direct the disposition of: 343,343

-----

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ANDREW M. WEISS, PH.D.\*\*

(a) Amount Beneficially Owned: 343,343

-----

(b) Percent of Class: 2.53%

-----

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 0

-----

(ii) shared power to vote or to direct the vote: 343,343

-----

(iii) sole power to dispose or to direct the disposition of: 0

-----

(iv) shared power to dispose or to direct the disposition of: 343,343

-----

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\* Shares reported for BIP GP include shares beneficially owned by a private investment partnership (the Partnership ) of which BIP GP is the sole general partner.

\*\* Weiss Asset Management is the sole investment manager to the Partnership and a private investment company (the Company ). WAM GP is the sole general partner of Weiss Asset Management. Andrew Weiss is the managing member of WAM GP and BIP GP. Shares reported for WAM GP, Andrew Weiss and Weiss Asset Management include shares beneficially owned by the Partnership (and reported above for BIP GP) and the Company.

Each of BIP GP, WAM GP, Weiss Asset Management and Andrew Weiss disclaims beneficial ownership of the shares reported herein as beneficially owned by each except to the extent of their respective pecuniary interest therein. The percent of class computations are based on 13,580,133 shares of common stock issued and outstanding as of December 31, 2009 as reported on the Form N-CSR filed with the SEC on March 8, 2010.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not Applicable





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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable

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ITEM 10. CERTIFICATION

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I hereby certify that the information set forth in this statement is true, complete and correct.

Dated: May 13, 2010

BIP GP LLC

By: /s/ Georgiy Nikitin

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Georgiy Nikitin, Chief Compliance Officer

WEISS ASSET MANAGEMENT LP

By: /s/ Georgiy Nikitin

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Georgiy Nikitin, Chief Compliance Officer

WAM GP LLC

By: /s/ Georgiy Nikitin

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Georgiy Nikitin, Chief Compliance Officer

By: /s/ Georgiy Nikitin

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Attorney-in-Fact for Andrew Weiss