

NUVEEN MUNICIPAL HIGH INCOME OPPORTUNITY FUND
Form DEF 14A
June 28, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement.

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement.

Definitive Additional Materials.

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

Nuveen Municipal High Income Opportunity Fund (NMZ)

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total fee paid:

Fee paid previously with preliminary materials.

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- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

- 4) Date Filed:

**Notice of Annual Meeting
of Shareholders to be held on
August 8, 2018**

333 West Wacker Drive

Chicago, Illinois 60606

(800) 257-8787

June 28, 2018

Nuveen AMT-Free Municipal Credit Income Fund (NVG)

Nuveen AMT-Free Municipal Value Fund (NUW)

Nuveen AMT-Free Quality Municipal Income Fund (NEA)

Nuveen California Select Tax-Free Income Portfolio (NXC)

Nuveen Enhanced Municipal Value Fund (NEV)

Nuveen Municipal Credit Income Fund (NZF)

Nuveen Municipal High Income Opportunity Fund (NMZ)

Nuveen Municipal Income Fund, Inc. (NMI)

Nuveen Municipal Value Fund, Inc. (NUV)

Nuveen New York AMT-Free Quality Municipal Income Fund (NRK)

Nuveen New York Municipal Value Fund 2 (NYV)

Nuveen New York Municipal Value Fund, Inc. (NNY)

Nuveen New York Quality Municipal Income Fund (NAN)

Nuveen New York Select Tax-Free Income Portfolio (NXN)

Nuveen Quality Municipal Income Fund (NAD)

Nuveen Select Maturities Municipal Fund (NIM)

Nuveen Select Tax-Free Income Portfolio (NXP)

Nuveen Select Tax-Free Income Portfolio 2 (NXQ)

Nuveen Select Tax-Free Income Portfolio 3 (NXR)

To the Shareholders of the Above Funds:

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Notice is hereby given that the Annual Meeting of Shareholders of each of Nuveen AMT-Free Municipal Credit Income Fund (AMT-Free Credit Income), Nuveen AMT-Free Municipal Value Fund (AMT-Free Value), Nuveen AMT-Free Quality Municipal Income Fund (AMT-Free Quality Income), Nuveen California Select Tax-Free Income Portfolio (California Select), Nuveen Enhanced Municipal Value Fund (Enhanced Value), Nuveen Municipal Credit Income Fund (Credit Income), Nuveen Municipal High Income Opportunity Fund (Municipal High Income), Nuveen New York AMT-Free Quality Municipal Income Fund (New York AMT-Free), Nuveen New York Municipal Value Fund 2 (New York Value 2), Nuveen New York Quality Municipal Income Fund (New York Quality Income), Nuveen New York Select Tax-Free Income Portfolio (New York Select), Nuveen Quality Municipal Income Fund (Quality Income), Nuveen Select Maturities Municipal Fund (Select Maturities), Nuveen Select Tax-Free Income Portfolio (Select Tax-Free), Nuveen Select Tax-Free Income Portfolio 2 (Select Tax-Free 2) and Nuveen Select Tax-Free Income Portfolio 3 (Select Tax-Free 3), each a **Massachusetts business trust** (each, a Massachusetts Fund and

collectively, the Massachusetts Funds), and Nuveen Municipal Income Fund, Inc. (Municipal Income), Nuveen Municipal Value Fund, Inc. (Municipal Value) and Nuveen New York Municipal Value Fund, Inc. (New York Value), each a **Minnesota corporation** (each, a Minnesota Fund and collectively, the Minnesota Funds) (the Massachusetts Funds and Minnesota Funds are each a Fund and collectively, the Funds), will be held in the offices of Nuveen, LLC, 333 West Wacker Drive, Chicago, Illinois, on Wednesday, August 8, 2018, at 11:00 a.m., Central time (for each Fund, an Annual Meeting and collectively, the Annual Meetings), for the following purposes and to transact such other business, if any, as may properly come before the Annual Meeting.

Matters to Be Voted on by Shareholders:

1. To elect Members to the Board of Directors/Trustees (each a Board and each Director or Trustee a Board Member) of each Fund as outlined below:

a. For Municipal Income, to elect four (4) Class II Board Members.

b. For Municipal Value, New York Value and each Massachusetts Fund (except AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income), to elect four (4) Class III Board Members.

c. For AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income, to elect five (5) Board Members.

i) three (3) Class III Board Members to be elected by the holders of Common Shares and Preferred Shares, voting together as a single class; and

ii) two (2) Board Members to be elected by the holders of Preferred Shares only, voting separately as a single class.

2. To transact such other business as may properly come before the Annual Meeting.

Shareholders of record at the close of business on June 11, 2018 are entitled to notice of and to vote at the Annual Meeting.

All shareholders are cordially invited to attend the Annual Meeting. In order to avoid delay and additional expense and to assure that your shares are represented, please vote as promptly as possible, regardless of whether or not you plan to attend the Annual Meeting. You may vote by mail, telephone or over the Internet. To vote by mail, please mark, sign, date and mail the enclosed proxy card. No postage is required if mailed in the United States. To vote by telephone, please call the toll-free number located on your proxy card and follow the recorded instructions, using your proxy card as a guide. To vote over the Internet, go to the Internet address provided on your proxy card and follow the instructions, using your proxy card as a guide.

If you intend to attend the Annual Meeting in-person and you are a record holder of a Fund's shares, in order to gain admission you must show photographic identification, such as your driver's license. If you intend to attend the Annual Meeting in-person and you hold your shares through a bank, broker or other custodian, in order to gain admission you must show photographic identification, such as your driver's license, and satisfactory proof of ownership of

shares of a Fund, such as your voting instruction form (or a copy thereof) or broker's statement indicating ownership as of a recent date. If you hold your shares in a brokerage account or through a bank or other nominee, you will not be able to vote in-person at the Annual Meeting unless you have previously requested and obtained a legal proxy from your broker, bank or other nominee and present it at the Annual Meeting.

Gifford R. Zimmerman

Vice President and Secretary

333 West Wacker Drive

Joint Proxy Statement

Chicago, Illinois 60606

(800) 257-8787

June 28, 2018

This Joint Proxy Statement is first being mailed to shareholders on or about July 2, 2018.

Nuveen AMT-Free Municipal Credit Income Fund (NVG)

Nuveen AMT-Free Municipal Value Fund (NUW)

Nuveen AMT-Free Quality Municipal Income Fund (NEA)

Nuveen California Select Tax-Free Income Portfolio (NXC)

Nuveen Enhanced Municipal Value Fund (NEV)

Nuveen Municipal Credit Income Fund (NZF)

Nuveen Municipal High Income Opportunity Fund (NMZ)

Nuveen Municipal Income Fund, Inc. (NMI)

Nuveen Municipal Value Fund, Inc. (NUV)

Nuveen New York AMT-Free Quality Municipal Income Fund (NRK)

Nuveen New York Municipal Value Fund 2 (NYV)

Nuveen New York Municipal Value Fund, Inc. (NNY)

Nuveen New York Quality Municipal Income Fund (NAN)

Nuveen New York Select Tax-Free Income Portfolio (NXN)

Nuveen Quality Municipal Income Fund (NAD)

Nuveen Select Maturities Municipal Fund (NIM)

Nuveen Select Tax-Free Income Portfolio (NXP)

Nuveen Select Tax-Free Income Portfolio 2 (NXQ)

Nuveen Select Tax-Free Income Portfolio 3 (NXR)

General Information

This Joint Proxy Statement is furnished in connection with the solicitation by the Board of Trustees or Directors (each a Board and collectively, the Boards, and each Trustee or Director, a Board Member and collectively, the Board Members) of each of Nuveen AMT-Free Municipal

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Credit Income Fund (AMT-Free Credit Income), Nuveen AMT-Free Municipal Value Fund (AMT-Free Value), Nuveen AMT-Free Quality Municipal Income Fund (AMT-Free Quality Income), Nuveen California Select Tax-Free Income Portfolio (California Select), Nuveen Enhanced Municipal Value Fund (Enhanced Value), Nuveen Municipal Credit Income Fund (Credit Income), Nuveen Municipal High Income Opportunity Fund (Municipal High Income), Nuveen New York AMT-Free Quality Municipal Income Fund (New York AMT-Free), Nuveen New York Municipal Value Fund 2 (New York Value 2), Nuveen New York Quality Municipal Income Fund (New York Quality Income), Nuveen New York Select Tax-Free Income Portfolio (New York Select), Nuveen Quality Municipal Income Fund (Quality Income), Nuveen Select Maturities Municipal Fund (Select Maturities), Nuveen Select Tax-Free Income Portfolio (Select Tax-Free), Nuveen Select Tax-Free Income Portfolio 2 (Select Tax-Free 2) and Nuveen Select

Tax-Free Income Portfolio 3 (Select Tax-Free 3), each a **Massachusetts business trust** (each, a **Massachusetts Fund** and collectively, the **Massachusetts Funds**), and Nuveen Municipal Income Fund, Inc. (**Municipal Income**), Nuveen Municipal Value Fund, Inc. (**Municipal Value**) and Nuveen New York Municipal Value Fund, Inc. (**New York Value**), each a **Minnesota corporation** (each, a **Minnesota Fund** and collectively, the **Minnesota Funds**) (the **Massachusetts Funds** and **Minnesota Funds** are each a **Fund** and collectively, the **Funds**), of proxies to be voted at the Annual Meeting of Shareholders to be held in the offices of Nuveen, LLC, 333 West Wacker Drive, Chicago, Illinois, on Wednesday, August 8, 2018 at 11:00 a.m., Central time (for each Fund, an **Annual Meeting** and collectively, the **Annual Meetings**), and at any and all adjournments or postponements thereof.

On the matters coming before each Annual Meeting as to which a choice has been specified by shareholders on the proxy, the shares will be voted accordingly. If a properly executed proxy is returned and no choice is specified, the shares will be voted **FOR** the election of the nominees as listed in this Joint Proxy Statement. Shareholders of a Fund who execute proxies may revoke them at any time before they are voted by filing with that Fund a written notice of revocation, by delivering a duly executed proxy bearing a later date, or by attending the Annual Meeting and voting in-person. A prior proxy can also be revoked by voting again through the toll-free number or the Internet address listed in the proxy card. Merely attending the Annual Meeting, however, will not revoke any previously submitted proxy.

The Board of each Fund has determined that the use of this Joint Proxy Statement for each Annual Meeting is in the best interest of each Fund and its shareholders in light of the similar matters being considered and voted on by the shareholders.

The following table indicates which shareholders are solicited with respect to each matter:

Matter	Common Shares	Preferred Shares⁽¹⁾
1(a) For Municipal Income, election of four (4) Class II Board Members by all shareholders.	X	N/A
1(b) For Municipal Value, New York Value and each Massachusetts Fund (except AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income), election of four (4) Class III Board Members by all shareholders.	X	N/A
1(c)(i) For AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income, election of three (3) Class III Board Members by all shareholders.	X	X
1(c)(ii) For AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income, election of two (2) Board Members by holders of Preferred Shares only.		X

(1) Variable Rate MuniFund Term Preferred Shares (**VMTP Shares**) for Credit Income, New York Quality Income and Quality Income; Variable Rate Demand Preferred Shares (**VRDP Shares**) for AMT-Free Credit Income, AMT-Free

Quality Income, Credit Income, New York AMT-Free, New York Quality Income and Quality Income; MuniFund Preferred Shares (MFP Shares) for AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, New York AMT-Free and Quality Income; and Adjustable Rate MuniFund Term Preferred Shares (AMTP Shares) for Municipal High Income are collectively referred to herein as Preferred Shares.

A quorum of shareholders is required to take action at each Annual Meeting. A majority of the shares entitled to vote at each Annual Meeting, represented in-person or by proxy, will constitute a quorum of shareholders at that Annual Meeting, except that for the election of the two Board Member nominees by holders of Preferred Shares (for AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income), 33 ¹/₃% of the Preferred Shares entitled to vote and represented in-person or by proxy will constitute a quorum. Votes cast by proxy or in-person at each Annual Meeting will be tabulated by the inspectors of election appointed for that Annual Meeting. The inspectors of election will determine whether or not a quorum is present at the Annual Meeting. The inspectors of election will treat abstentions and broker non-votes (i.e., shares held by brokers or nominees, typically in street name, as to which (i) instructions have not been received from the beneficial owners or persons entitled to vote and (ii) the broker or nominee does not have discretionary voting power on a particular matter) as present for purposes of determining a quorum.

VRDP Shares held in street name as to which voting instructions have not been received from the beneficial owners or persons entitled to vote as of one business day before the Annual Meeting, or, if adjourned, one business day before the day to which the Annual Meeting is adjourned, and that would otherwise be treated as broker non-votes may, pursuant to Rule 452 of the New York Stock Exchange (NYSE), be voted by the broker on the proposal in the same proportion as the votes cast by all holders of VRDP Shares as a class who have voted on the proposal or in the same proportion as the votes cast by all holders of VRDP Shares of the Fund who have voted on that item. Rule 452 permits proportionate voting of VRDP Shares with respect to a particular item if, among other things, (i) a minimum of 30% of the VRDP Shares or shares of a series of VRDP Shares outstanding has been voted by the holders of such shares with respect to such item, (ii) less than 10% of the VRDP Shares or shares of a series of VRDP Shares outstanding has been voted by the holders of such shares against such item and (iii) for any proposal as to which holders of Common Shares and Preferred Shares vote as a single class, holders of Common Shares approve the proposal. For the purpose of meeting the 30% test, abstentions will be treated as shares voted and, for the purpose of meeting the 10% test, abstentions will not be treated as shares voted against the item.

Broker-dealers who are not members of the NYSE may be subject to other rules, which may or may not permit them to vote your shares without instruction. We urge you to provide instructions to your broker or nominee so that your votes may be counted.

For each Fund, the affirmative vote of a plurality of the shares present and entitled to vote at the Annual Meeting will be required to elect the Board Members of that Fund. For purposes of determining the approval of the proposal to elect Board Members for each Fund, abstentions and broker non-votes will have no effect.

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Those persons who were shareholders of record at the close of business on Monday, June 11, 2018 will be entitled to one vote for each share held and a proportionate fractional vote for each fractional vote held. As of June 11, 2018, the shares of the Funds were issued and outstanding as follows:

Fund	Ticker Symbol ⁽¹⁾	Common Shares	Preferred Shares	
AMT-Free Credit Income	NVG	202,552,895	MFP Series A	4,054
			VRDP Series 1	1,790
			VRDP Series 2	3,854
			VRDP Series 4	1,800
			VRDP Series 5	3,405
			VRDP Series 6	3,267
AMT-Free Quality Income	NEA	262,776,346	MFP Series A	1,850
			MFP Series B	5,350
			MFP Series C	2,380
			VRDP Series 1	2,190
			VRDP Series 2	1,309
			VRDP Series 3	3,509
			VRDP Series 4	4,895
			VRDP Series 5	1,000
AMT-Free Value	NUW	15,399,134	N/A	
California Select	NXC	6,349,932	N/A	
Credit Income	NZF	142,125,905	MFP Series A	1,500
			MFP Series B	1,550
			VMTP Series 2019	3,360
			VRDP Series 1	2,688
			VRDP Series 2	2,622
			VRDP Series 3	1,960
Enhanced Value	NEV	24,950,068	N/A	
Municipal High Income	NMZ	64,078,934	AMTP Series 2028	870
Municipal Income	NMI	8,730,803	N/A	
Municipal Value	NUV	206,875,449	N/A	
New York AMT-Free	NRK	87,618,504	MFP Series A	800
			VRDP Series 1	1,123
			VRDP Series 2	1,648
			VRDP Series 3	1,617
			VRDP Series 4	500
			VRDP Series 5	1,750
New York Quality Income	NAN	31,126,546	VMTP Series 2019	1,470
			VRDP Series 1	890
New York Select	NXN	3,924,894	N/A	
New York Value	NNY	15,218,655	N/A	
New York Value 2	NYV	2,349,612	N/A	
Quality Income	NAD	201,882,267	MFP Series A	6,070
			VMTP Series 2019	3,370
			VMTP Series 2019-1	2,085
			VRDP Series 1	2,368
			VRDP Series 2	2,675
			VRDP Series 3	1,277

Fund	Ticker Symbol ⁽¹⁾	Common Shares	Preferred Shares
Select Maturities	NIM	12,445,363	N/A
Select Tax-Free	NXP	16,570,310	N/A
Select Tax-Free 2	NXQ	17,713,727	N/A
Select Tax-Free 3	NXR	13,045,560	N/A

(1)The Common Shares of each Fund are listed on the NYSE.

1. Election of Board Members

Pursuant to the organizational documents of each Fund, each Board is divided into three classes, Class I, Class II and Class III, to be elected by the holders of the outstanding Common Shares and any outstanding Preferred Shares, voting together as a single class to serve until the third succeeding annual meeting subsequent to their election or thereafter, in each case until their successors have been duly elected and qualified. For AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income, each a Massachusetts Fund with Preferred Shares outstanding, holders of Preferred Shares are entitled to elect two (2) Board Members. The Board Members elected by holders of Preferred Shares will be elected to serve until the next annual meeting or until their successors have been duly elected and qualified.

(a) For Municipal Income: four (4) Board Members are to be elected by all shareholders. Board Members Cook, Evans, Moschner and Schneider have been designated as Class II Board Members and as nominees for Board Members for a term expiring at the annual meeting of shareholders to be held in 2021 or until their successors have been duly elected and qualified. Board Members Hunter, Nelson, Stockdale, Stone, Toth, Wolff and Young are current and continuing Board Members. Board Members Hunter, Stockdale, Stone and Wolff have been designated as Class III Board Members for a term expiring at the annual meeting of shareholders to be held in 2019 or until their successors have been duly elected and qualified. Board Members Nelson, Toth and Young have been designated as Class I Board Members for a term expiring at the annual meeting of shareholders to be held in 2020 or until their successors have been duly elected and qualified.

(b) For Municipal Value, New York Value and each Massachusetts Fund, except AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income: four (4) Board Members are to be elected by all shareholders. Board Members Cook, Evans, Moschner and Schneider have been designated as Class III Board Members and as nominees for Board Members for a term expiring at the annual meeting of shareholders to be held in 2021 or until their successors have been duly elected and qualified. Board Members Hunter, Nelson, Stockdale, Stone, Toth, Wolff and Young are current and continuing Board Members. Board Members Hunter, Stockdale, Stone and Wolff have been designated as Class I Board Members for a term expiring at the annual meeting of shareholders to be held in 2019 or until their successors have been duly elected and qualified. Board Members Nelson, Toth and Young have been designated as Class II Board Members for a term expiring at the annual meeting of shareholders to be held in 2020 or until their successors have been duly elected and qualified.

(c) For AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income and Quality Income:

- (i) three (3) Board Members are to be elected by holders of Common Shares and Preferred Shares, voting together as a single class. Board Members Cook, Evans and Moschner have been designated as Class III Board Members and as nominees for Board Members for a term expiring at the annual meeting of shareholders to be held in 2021 or until their successors have been duly elected and qualified. Board Members Nelson, Stockdale, Stone, Toth, Wolff and Young are current and continuing Board Members. Board Members Stockdale, Stone and Wolff have been designated as Class I Board Members for a term expiring at the annual meeting of shareholders to be held in 2019 or until their successors have been duly elected and qualified. Board Members Nelson, Toth and Young have been designated as Class II Board Members for a term expiring at the annual meeting of shareholders to be held in 2020 or until their successors have been duly elected and qualified.

- (ii) two (2) Board Members are to be elected by holders of Preferred Shares, voting separately as a single class. Board Members Hunter and Schneider are nominees for election by holders of Preferred Shares for a term expiring at the next annual meeting or until their successors have been duly elected and qualified.

It is the intention of the persons named in the enclosed proxy to vote the shares represented thereby for the election of the nominees listed in the table below unless the proxy is marked otherwise. Each of the nominees has agreed to serve as a Board Member of each Fund if elected. However, should any nominee become unable or unwilling to accept nomination for election, the proxies will be voted for substitute nominees, if any, designated by that Fund's present Board.

Class I Board Members: For New York Value and New York Value 2, Board Members Hunter, Stockdale, Stone and Wolff were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on April 22, 2016. For AMT-Free Value, California Select, Enhanced Value, Municipal Value, New York Select, Select Maturities, Select Tax-Free, Select Tax-Free 2 and Select Tax-Free 3, Board Members Hunter, Stockdale, Stone and Wolff were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on August 3, 2016. For New York AMT-Free and New York Quality Income, Board Members Stockdale, Stone and Wolff were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on April 22, 2016. For AMT-Free Quality Income and Quality Income, Board Members Stockdale, Stone and Wolff were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on June 16, 2016. For AMT-Free Credit Income, Credit Income and Municipal High Income, Board Members Stockdale, Stone and Wolff were last elected to each Fund's Board as Class I Board Members at the annual meeting of shareholders held on August 3, 2016. For Municipal Income, Board Members Nelson, Toth and Young were last elected to the Fund's Board as Class I Board Members at the annual meeting of shareholders held on August 2, 2017.

Class II Board Members: For Municipal Income, Board Members Evans and Schneider were last elected to the Fund's Board as Class II Board Members at the annual meeting of shareholders held on August 5, 2015. For each Fund except Municipal Income, Board Members

Nelson, Toth and Young were last elected to each Fund's Board as Class II Board Members at the annual meeting of shareholders held on August 2, 2017.

Class III Board Members: For New York Value and New York Value 2, Board Members Evans and Schneider were last elected to each Fund's Board as Class III Board Members at the annual meeting of shareholders held on March 26, 2015. For AMT-Free Value, California Select, Enhanced Value, Municipal Value, New York Select, Select Maturities, Select Tax-Free, Select Tax-Free 2 and Select Tax-Free 3, Board Members Evans and Schneider were last elected to each Fund's Board as Class III Board Members at the annual meeting of shareholders held on August 5, 2015. For New York AMT-Free, Board Member Evans was last elected to the Fund's Board as a Class III Board Member at the annual meeting of shareholders held on March 26, 2015. For New York Quality Income, Board Member Evans was last elected to the Fund's Board as a Class III Board Member at the annual meeting of shareholders held on April 20, 2015. For AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income and Quality Income, Board Member Evans was last elected to each Fund's Board as a Class III Board Member at the annual meeting of shareholders held on August 5, 2015. For Municipal Income, Board Members Hunter, Stockdale, Stone and Wolff were last elected to the Fund's Board as Class III Board Members at the annual meeting of shareholders held on August 3, 2016.

Board Members Elected by Holders of Preferred Shares: For AMT-Free Credit Income, AMT-Free Quality Income, Credit Income, Municipal High Income, New York AMT-Free, New York Quality Income, and Quality Income, Board Members Hunter and Schneider were last elected to each Fund's Board at the annual meeting of shareholders held on August 2, 2017.

Board Member Appointments: On June 22, 2016, Board Members Cook and Moschner were appointed as Board Members and designated as Class II Board Members for Municipal Income and Class III Board Members for Municipal Value, New York Value and each Massachusetts Fund, effective July 1, 2016.

Other than Board Member Cook, all Board Member nominees and current and continuing Board Members are not interested persons, as defined in the Investment Company Act of 1940, as amended (the "1940 Act"), of the Funds or Nuveen Fund Advisors, LLC (the "Adviser"), and have never been an employee or director of Nuveen, the Adviser's parent company, or any affiliate. Accordingly, such Board Members are deemed Independent Board Members.

The Board unanimously recommends that shareholders vote FOR the election of the nominees.

Board Nominees/Board Members

Name, Address and Year of Birth Nominees/Board Members who are not	Position(s) Held with Fund interested persons	Term of Office and Length of Time Served ⁽¹⁾ of the Funds	Principal Occupation(s) During Past Five Years	Number of Portfolios in Fund Complex Overseen by Board Member	Other Directorships Held by Board Member During the Past Five Years
William J. Schneider ⁽²⁾ c/o Nuveen 333 West Wacker Drive Chicago, IL 60606 1944	Chairman of the Board; Board Member				