

ABERDEEN TOTAL DYNAMIC DIVIDEND FUND  
Form SC 13D/A  
May 21, 2018

---

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

**SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

**ALPINE TOTAL DYNAMIC DIVIDEND FUND**  
(Name of Issuer)

**Common Shares, no par value**  
(Title of Class of Securities)

**00326L100**  
(CUSIP Number)

**Saba Capital Management, L.P.**  
**405 Lexington Avenue**  
**58th Floor**  
**New York, NY 10174**  
**Attention: Michael D'Angelo**  
**(212) 542-4635**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**May 17, 2018**  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [X]

(Page 1 of 6 Pages)

---

\* 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).

---

CUSIP No. 00326L100

SCHEDULE 13D/A

Page 2 of 6 Pages

- 1** NAME OF REPORTING PERSON  
Saba Capital Management, L.P.
- 2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)
- 3** SEC USE ONLY
- 4** SOURCE OF FUNDS  
OO (see Item 3)
- 5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)
- 6** CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- |  |           |                                       |
|--|-----------|---------------------------------------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH: | <b>7</b>  | SOLE VOTING POWER<br>-0-              |
|  | <b>8</b>  | SHARED VOTING POWER<br>8,528,352      |
|  | <b>9</b>  | SOLE DISPOSITIVE POWER<br>-0-         |
|  | <b>10</b> | SHARED DISPOSITIVE POWER<br>8,528,352 |
- 11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON  
8,528,352

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.93%<sup>1</sup>

**14** TYPE OF REPORTING PERSON

PN; IA

---

<sup>1</sup> The percentages used herein are calculated based upon 107,593,339 shares of common stock outstanding as of 10/31/2017, as disclosed in the company's Certified Shareholder Report Form N-CSR filed 1/5/2018.

---

CUSIP No. 00326L100

SCHEDULE 13D/A

Page 3 of 6 Pages

**1** NAME OF REPORTING PERSON

Boaz R. Weinstein

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

OO (see Item 3)

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

**7** SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH:

**8** SHARED VOTING POWER

8,528,352

**9** SOLE DISPOSITIVE POWER

-0-

**10** SHARED DISPOSITIVE POWER

8,528,352

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

8,528,352

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.93%<sup>1</sup>

**14** TYPE OF REPORTING PERSON

IN

---

<sup>1</sup> The percentages used herein are calculated based upon 107,593,339 shares of common stock outstanding as of 10/31/2017, as disclosed in the company's Certified Shareholder Report Form N-CSR filed 1/5/2018.

---

CUSIP No. 00326L100

SCHEDULE 13D/A

Page 4 of 6 Pages

**Item 1. SECURITY AND ISSUER**

This Amendment No. 3 amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission on October 13, 2017, as amended by Amendment No. 1 filed on 11/27/17, and Amendment No. 2 filed 1/18/18. With respect to the common stock, no par value per share (the "Common Shares"), of Alpine Total Dynamic Dividend Fund (the "Issuer"). This Amendment No. 3 amends Items 3, and 5 as set forth below.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Funds for the purchase of the Common Shares were derived from the subscription proceeds from investors in the Saba Entities and the capital appreciation thereon and margin account borrowings made in the ordinary course of business. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the account, which may exist from time to time. Since other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Common Shares reported herein. A total of \$68,679,848 was paid to acquire the Common Shares reported herein

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

- (a) See rows (11) and (13) of the cover pages to this Schedule 13D/A for the aggregate number of Common Shares and percentages of the Common Shares beneficially owned by each of the Reporting Persons. The percentages used herein are calculated based upon 107,593,339 shares of common stock outstanding as of 10/31/2017, as disclosed in the company's Certified Shareholder Report Form N-CSR filed 1/5/2018.
  - (b) See rows (7) through (10) of the cover pages to this Schedule 13D/A for the number of Common Shares as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.
  - (c) The transactions in the Shares effected since the filing of the Schedule 13D/A Amendment 2 by Saba Capital on behalf of the Saba Entities, which were all in the open market, are set forth in Schedule A, and are incorporated herein by reference.
  - (d) No person other than the Reporting Persons and the Saba Entities is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such Common Shares.
  - (e) Not applicable.
-

CUSIP No. 00326L100

SCHEDULE 13D/A

Page 5 of 6 Pages

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: May 21, 2018

SABA CAPITAL MANAGEMENT, L.P.

/s/ Michael D'Angelo

Name: Michael D'Angelo

Title: Chief Compliance Officer

BOAZ R. WEINSTEIN

/s/ Michael D'Angelo

Name: Michael D'Angelo

Title: Attorney-in-fact\*

\* Pursuant to a power of attorney dated as of November 16, 2015, which is incorporated herein by reference to Exhibit 2 to the Schedule 13G filed by the Reporting Persons on December 28, 2015, accession number: 0001062993-15-006823

---



CUSIP No. 00326L100

SCHEDULE 13D/A

Page 6 of 6 Pages

Schedule A

This Schedule sets forth information with respect to each purchase and sale of Shares which were effectuated by a Reporting Person since the Schedule 13D/A filing on 1/18/2018. All transactions were effectuated in the open market through a broker.

| <b>Date</b> | <b>Buy/Sell</b> | <b>Shares</b> | <b>Price</b> |
|-------------|-----------------|---------------|--------------|
| 05/18/18    | Sell            | (5,860)       | 9.13         |
| 05/17/18    | Sell            | (40,742)      | 9.14         |
| 05/17/18    | Sell            | (15,593)      | 9.16         |
| 05/16/18    | Sell            | (31,724)      | 9.14         |
| 05/15/18    | Sell            | (25,963)      | 9.16         |
| 05/14/18    | Sell            | (1,200)       | 9.24         |
| 05/14/18    | Sell            | (14,093)      | 9.22         |
| 05/11/18    | Sell            | (9,000)       | 9.18         |
| 05/11/18    | Sell            | (10,000)      | 9.18         |
| 05/11/18    | Sell            | (400)         | 9.19         |
| 05/11/18    | Sell            | (5,400)       | 9.18         |
| 05/10/18    | Sell            | (18,490)      | 9.16         |
| 04/11/18    | Sell            | (74,269)      | 8.98         |
| 04/10/18    | Sell            | (27,004)      | 8.99         |
| 04/09/18    | Sell            | (84,999)      | 8.85         |
| 04/06/18    | Sell            | (274,093)     | 8.84         |
| 04/05/18    | Sell            | (99,143)      | 8.93         |
| 04/04/18    | Sell            | (90,000)      | 8.79         |
| 04/02/18    | Sell            | (71,400)      | 8.77         |
| 03/27/18    | Sell            | (10,700)      | 8.89         |
| 03/26/18    | Sell            | (22,070)      | 8.96         |
| 03/23/18    | Sell            | (53,945)      | 8.96         |
| 03/22/18    | Sell            | (20,284)      | 9.00         |
| 03/21/18    | Sell            | (50,300)      | 9.20         |
| 03/20/18    | Sell            | (85,717)      | 9.30         |
| 03/19/18    | Sell            | (14,511)      | 9.29         |
| 03/16/18    | Sell            | (34,730)      | 9.42         |
| 03/05/18    | Buy             | 5,000         | 9.24         |
| 02/16/18    | Buy             | 15,052        | 9.51         |
| 01/30/18    | Buy             | 15,052        | 9.87         |
| 01/18/18    | Buy             | 20,000        | 9.78         |