

BLACKROCK ENHANCED CAPITAL & INCOME FUND, INC.

Form 8-K

October 28, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 28, 2016 (October 28, 2016)**

**BLACKROCK ENHANCED CAPITAL AND INCOME FUND, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**MARYLAND**  
**(State or Other Jurisdiction**

**of Incorporation)**

**811-21506**  
**(Commission**

**File Number)**  
**55 East 52nd Street**

**77-0630562**  
**(IRS Employer**

**Identification No.)**

**New York, New York 10055**

**(Address of principal executive offices, including zip code)**

**(212) 810-5300**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01. Regulation FD Disclosure.**

On October 28, 2016, the Board of Directors (the Board ) of BlackRock Enhanced Capital and Income Fund, Inc. (the Fund ) elected to be subject to Section 3-803 of the Maryland General Corporation Law. Also on October 28, 2016, the Board amended and restated in its entirety the bylaws of the Fund (the Amended and Restated Bylaws ) to classify the Board and amend Article I, Section 11 of the bylaws relating to the election of Directors. The Amended and Restated Bylaws were deemed effective October 28, 2016. A copy of the Amended and Restated Bylaws is included as Exhibit 3.1 to this report and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 3.1                   | Amended and Restated Bylaws of BlackRock Enhanced Capital and Income Fund, Inc., effective as of October 28, 2016 |
| 99.1                  | Initial Classes of Directors  |

**SIGNATURES**

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

BLACKROCK ENHANCED CAPITAL AND  
INCOME FUND, INC.

By: /S/ JANEY AHN  
Name: Janey Ahn  
Title: Secretary

DATE: October 28, 2016

**EXHIBIT INDEX**

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