

Edgar Filing: Nuveen AMT-Free Municipal Credit Income Fund - Form POS EX

Nuveen AMT-Free Municipal Credit Income Fund  
Form POS EX  
March 07, 2019

As filed with the Securities and Exchange Commission on March 7, 2019

1933 Act File No. 333-226136

1940 Act File No. 811-09475

## U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### FORM N-2

(Check appropriate box or boxes)

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Pre-Effective Amendment No.

Post-Effective Amendment No. 3

and/or

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940  
Amendment No. 17

## Nuveen AMT-Free Municipal Credit Income Fund

(Exact name of Registrant as Specified in Charter)

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**333 West Wacker Drive, Chicago, Illinois 60606**

(Address of Principal Executive Offices)

(Number, Street, City, State, Zip Code)

(Registrant's Telephone Number, including Area Code): (800) 257-8787

**Gifford R. Zimmerman**

**Vice President and Secretary**

**333 West Wacker Drive**

**Chicago, Illinois 60606**

Name and Address (Number, Street, City, State, Zip Code) of Agent for Service

*Copies to:*

**Frank P. Bruno**

**Jonathan B. Miller**

**Sidley Austin LLP**

**787 Seventh Avenue**

**New York, NY 10019**

**Eric F. Fess**

**Chapman and Cutler LLP**

**111 W. Monroe Street**

**Chicago, IL 60603**

**Approximate Date of Proposed Public Offering:**

From time to time after the effective date of this Registration Statement.

If the securities being registered on this form will be offered on a delayed or continuous basis in reliance on Rule 415 under the Securities Act of 1933, other than securities offered in connection with a dividend reinvestment plan, check the following box.

This post-effective amendment will become effective immediately pursuant to Rule 462(d).

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 3 to the Registration Statement on Form N-2 (File Nos. 333-226136 and 811-09475) of Nuveen AMT-Free Municipal Credit Income Fund, as amended (the Registration Statement ), is being filed pursuant to Rule 462(d) under the Securities Act of 1933, as amended (the Securities Act ), solely for the purpose of filing exhibits to the Registration Statement. Accordingly, this Post-Effective Amendment No. 3 consists only of a facing page, this explanatory note and Part C of the Registration Statement on Form N-2 setting forth the exhibits to the Registration Statement. This Post-Effective Amendment No. 3 does not modify any other part of the Registration Statement. Pursuant to Rule 462(d) under the Securities Act, this Post-Effective Amendment No. 3 shall become effective immediately upon filing with the Securities and Exchange Commission. The contents of the Registration Statement are hereby incorporated by reference.

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NUVEEN AMT-FREE MUNICIPAL CREDIT INCOME FUND

**PART C OTHER INFORMATION**

**Item 25: Financial Statements and Exhibits.**

1. Contained in Part A:

Financial Highlights for Nuveen AMT-Free Municipal Credit Income Fund (the Fund or the Registrant ) for fiscal years ended October 31, 2009, October 31, 2010, October 31, 2011, October 31, 2012, October 31, 2013, October 31, 2014, October 31, 2015, October 31, 2016, October 31, 2017 and October 31, 2018 are filed in Part A of this Registration Statement under the caption Financial Highlights .

Contained in Part B:

The financial statements and financial highlights and the accompanying notes thereto, and the report of the independent accounting firm included therein, for the fiscal year ended October 31, 2018 are incorporated by reference in Part B.

2. Exhibits:

- a.1 Declaration of Trust dated July 12, 1999 is incorporated by reference to Exhibit a.1 to Registrant s Registration Statement on Form N-2 (File Nos. 333-160630 and 811-09475) as filed with the SEC on July 17, 2009.
- a.2 Certificate of Amendment to Declaration of Trust dated October 6, 2009 is incorporated by reference to Exhibit a.3 to Registrant s Registration Statement on Form N-2 (File Nos. 333-160630 and 811-09475) as filed with the SEC on October 9, 2009.
- a.3 Certificate of Name Change Amendment to the Declaration of Trust dated December 9, 2011 is incorporated by reference to Exhibit (1)(b) to Registrant s Registration Statement on Form N-14 (File No. 333-206627) as filed with the SEC on August 27, 2015.
- a.4 Statement Establishing and Fixing the Rights and Preferences of Series 1 Variable Rate Demand Preferred Shares dated December 12, 2013 and related Notice of Special Rate Period.\*
- a.5 Certificate of Name Change Amendment to the Declaration of Trust dated April 1, 2016 is incorporated by reference to Exhibit (1)(c) to Registrant s Registration Statement on Form N-14 (File No. 333-206627) as filed with the SEC on May 19, 2016.\*
- a.6 Statement Establishing and Fixing the Rights and Preferences of Series 2 Variable Rate Demand Preferred Shares dated April 7, 2016.\*
- a.7 Statement Establishing and Fixing the Rights and Preferences of Series 4 Variable Rate Demand Preferred Shares dated June 15, 2016 and related Amendment No. 1.\*
- a.8 Statement Establishing and Fixing the Rights and Preferences of Series 5 Variable Rate Demand Preferred Shares dated November 9, 2016.\*
- a.9 Statement Establishing and Fixing the Rights and Preferences of Series 6 Variable Rate Demand Preferred Shares dated November 9, 2016.\*
- a.10 Certificate of Name Change Amendment to the Declaration of Trust dated December 12, 2016.\*
- a.11 Statement Establishing and Fixing the Rights and Preferences of Series A MuniFund Preferred Shares dated January 25, 2018 and related Supplement Initially Designating the Variable Rate Mode.\*

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- b. Registrant's By-laws (Amended and Restated as of November 18, 2009) is incorporated herein by reference to Exhibit b. of Registrant's Registration Statement on Form N-2 (File Nos. 333-173036 and 811-09475) as filed with the SEC on March 24, 2011.
- c. Not Applicable.
- d.1 Form of Share Certificate for Common Shares is incorporated herein by reference to Exhibit d. to Pre-Effective Amendment No. 1 to Registrant's Registration Statement on Form N-2 (File Nos. 333-59770 and 811-09475) as filed with the SEC on October 24, 2001.
- d.2 Form of Share Certificate for the Series B MuniFund Preferred Shares.
- d.3 Statement Establishing and Fixing the Rights and Preferences of Series B MuniFund Preferred Shares effective March 7, 2019.
- d.4 Supplement to the Statement Establishing and Fixing the Rights and Preferences of Series B MuniFund Preferred Shares Initially Designating the Variable Rate Remarketed Mode effective March 7, 2019.
- d.5 Form of Supplement to the Statement Establishing and Fixing the Rights and Preferences of MuniFund Preferred Shares Designating the Variable Rate Mode.\*\*
- d.6 Form of Supplement to the Statement Establishing and Fixing the Rights and Preferences of MuniFund Preferred Shares Designating the Variable Rate Mode (Adjustable Rate).\*\*
- e. Terms and Conditions of the Dividend Reinvestment Plan is incorporated by reference to Exhibit e. to Nuveen Municipal Income Fund, Inc.'s Registration Statement on Form N-2 (File Nos. 333-211435 and 811-05488) as filed with the SEC on May 18, 2016.
- f. Not Applicable.
- g.1 Investment Management Agreement dated April 11, 2016 (the Investment Management Agreement) is incorporated by reference to Exhibit (6)(a) to Registrant's Registration Statement on Form N-14 (File No. 333-206627) as filed with the SEC on May 19, 2016.
- g.2 Investment Sub-Advisory Agreement dated April 11, 2016 (the Investment Sub-Advisory Agreement) is incorporated by reference to Exhibit (6)(b) to Registrant's Registration Statement on Form N-14 (File No. 333-206627) as filed with the SEC on May 19, 2016.
- g.3 Renewal of the Investment Management Agreement dated July 24, 2018 is incorporated by reference to Exhibit g.2 to Nuveen Dow 30<sup>SM</sup> Dynamic Overwrite Fund's Registration Statement on Form N-2 (File Nos. 333-226218 and 811-22970) as filed with the SEC on October 1, 2018.
- g.4 Notice of Continuance of Investment Sub-Advisory Agreements dated July 24, 2018 is incorporated by reference to Exhibit g.4 to Nuveen Dow 30<sup>SM</sup> Dynamic Overwrite Fund's Registration Statement on Form N-2 (File Nos. 333-226218 and 811-22970) as filed with the SEC on October 1, 2018.
- h.1 Form of Distribution Agreement between Registrant and Nuveen Securities, LLC.\*\*
- h.2 Underwriting Agreement dated March 5, 2019 with respect to the Series B MuniFund Preferred Shares.
- h.3 Form of Nuveen Master Selected Dealer Agreement is incorporated herein by reference to Exhibit h.3 of Registrant's Registration Statement on Form N-2 (File Nos. 333-173036 and 811-09475) as filed with the SEC on March 24, 2011.
- h.4 Form of Dealer Letter Agreement is incorporated herein by reference to Exhibit h.5 of Registrant's Registration Statement on Form N-2 (File Nos. 333-173036 and 811-09475) as filed with the SEC on March 24, 2011.

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- i. Nuveen Open-End and Closed-End Fund Deferred Compensation Plan for Independent Directors and Trustees (Restated effective April 27, 2017) is incorporated by reference to Exhibit i. to Nuveen California AMT-Free Quality Municipal Income Fund's Registration Statement on Form N-2 (File Nos. 333-184971 and 811-21212) as filed with the SEC on November 16, 2017.
- j.1 Amended and Restated Master Custodian Agreement between Registrant and State Street Bank and Trust Company dated July 15, 2015 (the Custodian Agreement) is incorporated by reference to Exhibit 9(a) to Registrant's Registration Statement on Form N-14 (File No. 333-206627) as filed with the SEC on October 2, 2015.
- j.2 Transfer Agency and Service Agreement dated June 15, 2017 between Registrant and Computer Share Inc. and Computershare Trust Company, N.A. (the Transfer Agency Agreement) is incorporated by reference to Exhibit k.1 to Nuveen California AMT-Free Quality Municipal Income Fund's Registration Statement on Form N-2 (File Nos. 333-184971 and 811-21212) as filed with the SEC on November 16, 2017.
- j.3 Appendix A to the Custodian Agreement (Updated as of August 1, 2017) is incorporated by reference to Exhibit j.2 to Nuveen California AMT-Free Quality Municipal Income Fund's Registration Statement on Form N-2 (File Nos. 333-184971 and 811-21212) as filed with the SEC on November 16, 2017.
- j.4 First Amendment to Transfer Agency Agreement dated September 7, 2017 is incorporated by reference to Exhibit k.2 to Nuveen California AMT-Free Quality Municipal Income Fund's Registration Statement on Form N-2 (File Nos. 333-184971 and 811-21212) as filed with the SEC on November 16, 2017.
- k. Not Applicable.
- l.1 Opinion of Morgan, Lewis & Bockius LLP.
- l.2 Opinion of Sidley Austin LLP.
- m. Not Applicable.
- n. Consent of KPMG LLP.\*\*\*
- o. Not Applicable.
- p. Not Applicable.
- q. Not Applicable.
- r. Code of Ethics and Reporting Requirements of Nuveen (including affiliated entities) and the Nuveen Funds as amended July 1, 2018 is incorporated by reference to Exhibit r.1 to Nuveen S&P 500 Buy-Write Income Fund's Registration Statement on Form N-2 (File No. 811-21619) as filed with the SEC on July 6, 2018.
- s.1 Powers of Attorney dated May 23, 2018.\*
- s.2 Remarketing Agreement dated as of March 7, 2019 with respect to the Series B MuniFund Preferred Shares.

\* Filed as an Exhibit to the Registrant's Registration Statement of Form N-2 (File No. 811-09475) on July 12, 2018.

\*\* Filed as an Exhibit to Pre-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 811-09475) on October 26, 2018.

\*\*\* Filed as an Exhibit to Post-Effective Amendment No. 2 to the Registrant's Registration Statement on Form N-2 (File No. 811-09475) on January 30, 2019. Filed herewith.

**Item 26: Marketing Arrangements.**

Reference is made to the form of Underwriting Agreement, the form of Distribution Agreement and the form of Dealer Agreement for the Registrant's Common Shares and Preferred Shares filed as exhibits to the Registration Statement and the Underwriting Agreement, Distribution Agreements and Dealer Agreements (or forms thereof) which relate to the specific issuances of Common Shares and Preferred Shares under the Registration Statement and filed as exhibits to the Registration Statement. Reference also is made to the information under the headings "Plan of Distribution" in the Registrant's prospectus and under the heading "Underwriting," or other similar such captions, in the Registrant's prospectus supplement relating to specific issuances of Common Shares and Preferred Shares filed with the Securities and Exchange Commission from time to time.

**Item 27: Other Expenses of Issuance and Distribution.**

Securities and Exchange Commission Registration Fees	\$ 66,663.30
Printing and Engraving Fees	\$ 60,000.00
Legal Fees	\$ 700,000.00
Audit Fees	\$ 13,000.00
Rating Agency Fees	\$ 433,125.00
Miscellaneous Expenses	\$ 7,211.70
	<b>\$ 1,280,000.00</b>

**Item 28: Persons Controlled by or under Common Control with Registrant.**

None.

**Item 29: Number of Holders of Securities.**

As of December 31, 2018:

Title of Class	Number of Record Holders
Common Shares, \$0.01 par value	73,973
Preferred Shares	7

**Item 30: Indemnification.**

Section 4 of Article XII of the Registrant's Declaration of Trust provides as follows:

Subject to the exceptions and limitations contained in this Section 4, every person who is, or has been, a Trustee, officer, employee or agent of the Trust, including persons who serve at the request of the Trust as directors, trustees, officers, employees or agents of another organization in which the Trust has an interest as a shareholder, creditor or otherwise (hereinafter referred to as a "Covered Person"), shall be indemnified by the Trust to the fullest extent permitted by law against liability and against all expenses reasonably incurred or paid by him in connection with any claim, action, suit or proceeding in which he becomes involved as a party or otherwise by virtue of his being or having been such a Trustee, director, officer, employee or agent and against amounts paid or incurred by him in settlement thereof.

No indemnification shall be provided hereunder to a Covered Person:

- (a) against any liability to the Trust or its Shareholders by reason of a final adjudication by the court or other body before which the proceeding was brought that he engaged in willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office;

Part C-4



(b) with respect to any matter as to which he shall have been finally adjudicated not to have acted in good faith in the reasonable belief that his action was in the best interests of the Trust; or

(c) in the event of a settlement or other disposition not involving a final adjudication (as provided in paragraph (a) or (b)) and resulting in a payment by a Covered Person, unless there has been either a determination that such Covered Person did not engage in willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office by the court or other body approving the settlement or other disposition or a reasonable determination, based on a review of readily available facts (as opposed to a full trial-type inquiry), that he did not engage in such conduct:

(i) by a vote of a majority of the Disinterested Trustees acting on the matter (provided that a majority of the Disinterested Trustees then in office act on the matter); or

(ii) by written opinion of independent legal counsel.

The rights of indemnification herein provided may be insured against by policies maintained by the Trust, shall be severable, shall not affect any other rights to which any Covered Person may now or hereafter be entitled, shall continue as to a person who has ceased to be such a Covered Person and shall inure to the benefit of the heirs, executors and administrators of such a person. Nothing contained herein shall affect any rights to indemnification to which Trust personnel other than Covered Persons may be entitled by contract or otherwise under law.

Expenses of preparation and presentation of a defense to any claim, action, suit or proceeding subject to a claim for indemnification under this Section 4 shall be advanced by the Trust prior to final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it is ultimately determined that he is not entitled to indemnification under this Section 4, provided that either:

(a) such undertaking is secured by a surety bond or some other appropriate security or the Trust shall be insured against losses arising out of any such advances; or

(b) a majority of the Disinterested Trustees acting on the matter (provided that a majority of the Disinterested Trustees then in office act on the matter) or independent legal counsel in a written opinion shall determine, based upon a review of the readily available facts (as opposed to a full trial-type inquiry), that there is reason to believe that the recipient ultimately will be found entitled to indemnification.

As used in this Section 4, a Disinterested Trustee is one (x) who is not an Interested Person of the Trust (including anyone, as such Disinterested Trustee, who has been exempted from being an Interested Person by any rule, regulation or order of the Commission), and (y) against whom none of such actions, suits or other proceedings or another action, suit or other proceeding on the same or similar grounds is then or has been pending.

As used in this Section 4, the words claim, action, suit or proceeding shall apply to all claims, actions, suits, proceedings (civil, criminal, administrative or other, including appeals), actual or threatened; and the words liability and expenses shall include without limitation, attorneys fees, costs, judgments, amounts paid in settlement, fines, penalties and other liabilities.

The trustees and officers of the Registrant are covered by the Mutual Fund Professional Liability policy in the aggregate amount of \$70,000,000 against liability and expenses of claims of wrongful acts arising out of their position with the Registrant and other Nuveen funds, except for matters that involve willful acts, bad faith, gross negligence and willful disregard of duty (*i.e.*, where the insured did not act in good faith for a purpose he or she reasonably believed to be in the best interest of the Registrant or where he or she had reasonable cause to believe this conduct was unlawful). The policy has a \$1,000,000 deductible for operational failures and \$1,000,000 deductible for all other claims.

Section 7 of the Form of Underwriting Agreement filed as Exhibit h.2 to this Registration Statement provides for each of the parties thereto, including the Registrant and the underwriter, to indemnify the others, their trustees, directors, certain of their officers, trustees, directors and persons who control them against certain liabilities in connection with the offering described herein, including liabilities under the federal securities laws.

Insofar as indemnification for liability arising under the Securities Act of 1933, as amended, (the "1933 Act") may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

**Item 31: Business and Other Connections of Investment Adviser and Sub-Adviser.**

Nuveen Fund Advisors manages the Registrant and serves as investment adviser or manager to other open-end and closed-end management investment companies and to separately managed accounts. The principal business address for all of these investment companies and the persons named below is 333 West Wacker Drive, Chicago, Illinois 60606.

A description of any other business, profession, vocation or employment of a substantial nature in which the directors and officers of Nuveen Fund Advisors who serve as officers or Trustees of the Registrant have engaged during the last two years for his or her account or in the capacity of director, officer, employee, partner or trustee appears under "Management" in the Statement of Additional Information. Such information for the remaining senior officers appears below:

**Other Business, Profession, Vocation or**

**Name and Position with Nuveen Fund Advisors**

**Employment During Past Two Years**

Joseph T. Castro, Senior Managing Director

Senior Managing Director (since 2017), Head of Compliance (since 2013) of Nuveen, LLC; Senior Managing Director (since 2017) of Nuveen Services, LLC.

Erik Mogavero, Managing Director and Chief Compliance Officer

Formerly employed by Deutsche Bank (2013- August 2017) as Managing Director, Head of Asset Management and Wealth Management Compliance for the Americas region and Chief Compliance Officer of Deutsche Investment Management Americas.

Austin P. Wachter, Managing Director and Contoller

Managing Director and Contoller (since 2017) (formerly, Assistant Treasurer and Assistant Contoller) of Nuveen Asset Management, LLC; Contoller (since 2017) of Nuveen Investments, Inc., Nuveen Alternative Investments, LLC, Nuveen Alternatives Advisors LLC, Nuveen Finance, LLC, Nuveen Services, LLC, NWQ Investment Management Company, Santa Barbara Asset Management, LLC and Winslow Capital Management, LLC; Contoller (since 2014) of Nuveen, LLC; Contoller (since 2016) formerly, Vice President and Funds Treasurer (2014-2016) of Teachers Advisors, LLC; Contoller (since 2016), formerly, Senior Director and Funds Treasurer (2014-2016) of Teachers Insurance and Annuity Association of America.

Nuveen Asset Management LLC ( NAM ) currently serves as sub-adviser to the Fund and as an investment adviser or sub-adviser to certain other open-end and closed-end funds and as investment adviser to separately managed accounts. The address for NAM is 333 West Wacker Drive, Chicago, Illinois 60606. See Investment Adviser, Sub-Adviser and Portfolio Manager in Part B of the Registration Statement.

Set forth below is a list of each director and officer of NAM, indicating each business, profession, vocation or employment of a substantial nature in which such person has been, at any time during the past two fiscal years, engaged for his or her own account or in the capacity of director, officer, partner or trustee.

<b>Name and Position with NAM</b>	<b>Other Business Profession, Vocation or Employment During Past Two Years</b>
[William T. Huffman, President	None.
Stuart J. Cohen, Managing Director and Head of Legal	Managing Director and Assistant Secretary (since 2002) of Nuveen Securities, LLC; Managing Director (since 2007) and Assistant Secretary (since 2003) of Nuveen Fund Advisors, LLC.
Diane S. Meggs, Managing Director and Chief Compliance Officer	Managing Director and Compliance Manager (since 2011) of Nuveen Fund Advisors, LLC; Managing Director and Chief Compliance Officer (since 2013) of Nuveen Investments Advisers Inc.
Austin P. Wachter, Managing Director, Treasurer and Controller	Managing Director and Controller (since 2017) (formerly, Assistant Treasurer and Assistant Controller) of Nuveen Fund Advisors, LLC; Controller (since 2017) of Nuveen Investments, Inc., Nuveen Alternative Investments, LLC, Nuveen Alternatives Advisors LLC, Nuveen Finance, LLC, Nuveen Services, LLC, NWQ Investment Management Company, Santa Barbara Asset Management, LLC and Winslow Capital Management, LLC; Controller (since 2014) of Nuveen, LLC; Controller (since 2016) formerly, Vice President and Funds Treasurer (2014-2016) of Teachers Advisors, LLC; Controller (since 2016), formerly, Senior Director and Funds Treasurer (2014-2016) of Teachers Insurance and Annuity Association of America.

**Item 32: Location of Accounts and Records.**

Nuveen Fund Advisors, LLC, 333 West Wacker Drive, Chicago, Illinois 60606, maintains the Fund's Declaration of Trust, By-Laws, minutes of trustee and shareholder meetings, and contracts of the Registrant and all advisory material of the investment adviser. Nuveen Asset Management, LLC, in its capacity as sub-adviser, may also hold certain accounts and records of the Fund.

Computershare Inc., 250 Royall Street, Canton, Massachusetts 02021 maintains all general and subsidiary ledgers, journals, trial balances, records of all portfolio purchases and sales, and all other required records not maintained by Nuveen Fund Advisors or NAM.

**Item 33: Management Services.**

Not applicable.

**Item 34: Undertakings.**

1. The Registrant undertakes to suspend the offering of its shares until the prospectus is amended if: (1) subsequent to the effective date of its registration statement, the net asset value declines more than ten percent from its net asset value as of the effective date of the registration statement; or (2) the net asset value increases to an amount greater than its net proceeds as stated in the prospectus.

2. Not applicable.

3. Not applicable.

4. The Registrant undertakes:

(a) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(1) to include any prospectus required by Section 10(a)(3) of the 1933 Act;

(2) to reflect in the prospectus any facts or events after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(3) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(b) that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those securities at that time shall be deemed to be the initial bona fide offering thereof; and

(c) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(d) that, for the purpose of determining liability under the 1933 Act to any purchaser, if the Registrant is subject to Rule 430C: Each prospectus filed pursuant to Rule 497(b), (c), (d) or (e) under the 1933 Act as part of a registration statement relating to an offering, other than prospectuses filed in reliance on Rule 430A under the 1933 Act, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into this registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(e) that for the purpose of determining liability of the Registrant under the 1933 Act to any purchaser in the initial distribution of securities:

The undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the

securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to the purchaser:

- (1) any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 497 under the 1933 Act;
- (2) the portion of any advertisement pursuant to Rule 482 under the 1933 Act relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and
- (3) any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

5. The Registrant undertakes that:

- (a) For purposes of determining any liability under the 1933 Act, the information omitted from the form of prospectus filed as part of this Registration Statement in reliance upon Rule 430A and contained in the form of prospectus filed by the Registrant under Rule 497(h) under the 1933 Act shall be deemed to be part of this Registration Statement as of the time it was declared effective; and
- (b) For the purpose of determining any liability under the 1933 Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering thereof.

6. The Registrant undertakes to send by first class mail or other means designed to ensure equally prompt delivery, within two business days of receipt of a written or oral request, any Statement of Additional Information.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in this City of Chicago, and State of Illinois, on the 7th day of March, 2019.

NUVEEN AMT-FREE MUNICIPAL CREDIT INCOME FUND

/s/ GIFFORD R. ZIMMERMAN  
Gifford R. Zimmerman,  
Vice President and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ STEPHEN D. FOY	Vice President and Controller	March 7, 2019
Stephen D. Foy	(principal financial and accounting officer)	
/s/ CEDRIC H. ANTOSIEWICZ	Chief Administrative Officer	March 7, 2019
Cedric H. Antosiewicz	(principal executive officer)	
Terence J. Toth*	Chairman of the Board and Trustee	
Margo L. Cook*	Trustee	
Jack B. Evans*	Trustee	
William C. Hunter*	Trustee	
Albin F. Moschner*	Trustee	
John K. Nelson*	Trustee	
Judith M. Stockdale*	Trustee	
Carole E. Stone*	Trustee	
Margaret L. Wolff*	Trustee	
Robert L. Young*	Trustee	

By\*: /s/ GIFFORD R. ZIMMERMAN  
Gifford R. Zimmerman,  
Attorney-in-Fact  
March 7, 2019

\* The powers of attorney authorizing Gifford R. Zimmerman, among others, to execute this Registration Statement, and Amendments thereto, for the Trustees of the Registrant on whose behalf this Registration Statement is filed, have been executed and are filed as Exhibit s. to the Registrant s Registration Statement on Form N-2 (File No. 811-09475) on July 12, 2018 and are incorporated herein by

reference.

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Name</b>
d.2	Form of Share Certificate for the Series B MuniFund Preferred Shares.
d.3	Statement Establishing and Fixing the Rights and Preferences of Series B MuniFund Preferred Shares effective March 7, 2019.
d.4	Supplement to the Statement Establishing and Fixing the Rights and Preferences of Series B MuniFund Preferred Shares Initially Designating the Variable Rate Remarketed Mode effective March 7, 2019.
h.2	Underwriting Agreement dated March 5, 2019 with respect to the Series B MuniFund Preferred Shares.
l.1	Opinion of Morgan, Lewis & Bockius LLP.
l.2	Opinion of Sidley Austin LLP.
s.2	Remarketing Agreement dated as of March 7, 2019 with respect to the Series B MuniFund Preferred Shares.