

ALPINE GLOBAL PREMIER PROPERTIES FUND  
Form N-CSR  
January 07, 2014  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act File number: 811-22016

**Alpine Global Premier Properties Fund**

(Exact name of registrant as specified in charter)

**Alpine Woods Capital Investors, LLC**

**2500 Westchester Avenue, Suite 215**

**Purchase, New York, 10577**

(Address of principal executive offices)(Zip code)

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Date of fiscal year end: October 31, 2013

Date of reporting period: November 1, 2012 – October 31, 2013

**Item 1. Shareholder Report**

Global Premier Properties Fund

October 31,

2013

Annual Report

Alpine Global Premier Properties Fund (“the Fund”), acting in accordance with an exemptive order received from the Securities and Exchange Commission (“SEC”) and with approval of its Board of Trustees (the “Board”), has adopted a level distribution policy (the “Policy”) with the purpose of distributing over the course of each year, through periodic distributions as nearly equal as practicable and any required special distributions, an amount closely approximating the total taxable income of the Fund during such year and all of the returns of capital paid by portfolio companies to the Fund during such year. In accordance with its Policy, the Fund distributes a fixed amount per common share, currently \$0.05, each month to its common shareholders. This amount is subject to change from time to time in the discretion of the Board. Although the level of distributions is independent of Fund performance, the Fund expects such distributions to correlate with its performance over time. Each monthly distribution to shareholders is expected to be at the fixed amount established by the Board, except for extraordinary distributions and potential increases or decreases in the final dividend periods for each year in light of the Fund’s performance for the entire calendar year and to enable the Fund to comply with the distribution requirements imposed by the Internal Revenue Code. Over time, the Fund expects that the distribution rate in relation to the Fund’s Net Asset Value (“NAV”) will approximately equal the Fund’s total return on NAV.

The fixed amount of distributions will be reviewed by the Board at regular intervals with consideration of the level of investment income and realized gains. The Board strives to establish a level regular distribution that will meet the Fund’s requirement to pay out all taxable income (including amounts representing return of capital paid by portfolio companies) with a minimum of special distributions. The Fund’s total return in relation to changes in NAV is presented in the financial highlights table. Shareholders should not draw any conclusions about the Fund’s investment performance from the amount of the current distribution or from the terms of the Fund’s level distribution policy. The Board may amend or terminate the level distribution policy without prior notice to Fund shareholders.

Shareholders should note that the Fund’s Policy is subject to change or termination as a result of many factors. The Fund is subject to risks through ownership of its portfolio company holdings including, but not limited to, declines in the value of real estate held by the portfolio company, risks related to general and local economic conditions, and portfolio company losses. Moreover, an economic downturn could have a material adverse effect on the real estate markets and on real estate companies in which the Fund invests, which in turn could result in the Fund not achieving its investment or distribution objectives thereby jeopardizing the continuance of the Policy. Please refer to the prospectus for a fuller description of the Fund’s risks.

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Alpine View  
October 31, 2013

Dear Investors:

The fiscal year ended October 31, 2013 presented a difficult and complex year for investors across capital markets. However, like 2012, it has produced positive returns as economic and business momentum remain favorable. We are nearly five years past the trough of the global financial crisis which occurred from November, 2008 through early March, 2009. The positive performance of stocks since that time may appear to have moved ahead of the economic recovery in the real economy, however, this must be considered in the context of the extreme trough of valuations after the 2008 financial crisis. Generally, the price of many equities today, as measured against typical parameters such as price to earnings multiples, earnings yield relative to treasury yields, share price to cash flow, discounted cash flows, or EV/EBITDA (enterprise value divided by earnings before interest taxes depreciation and amortization), are typically less expensive than during the 2007 peak. Thus, in the context of a normalized business cycle we believe that the most relevant question becomes where are corporate earnings and overall business activity trending? Given the slow pace of recovery, Alpine believes that we are only in the middle of a protracted economic cycle.

The slow pace of recovery as measured by job creation, business capital expenditures, per capita income growth, new business formation, the pace of car and home sales, as well as retail consumption patterns amongst other components of gross domestic product (GDP), suggests that the tepid economy is far from testing the limits of capacity or productivity. This has contributed to the continued lack of material goods inflation, despite the sustained efforts of the global central bankers to provide inexpensive financial liquidity. The lack of growth is evident from the recent earnings reports of the S&P 500<sup>®</sup> Index companies, which in many cases reflected positive earnings growth with minimal or even declining top line revenue trends. Companies have wrung productivity gains through technological streamlining, enhanced production processes, cost containment and reducing costs of capital through refinancing or restructuring debt. Increasingly, market participants are concerned that companies may be approaching the limits of such profit margin enhancements. Going forward, we believe the market's focus may turn to macro factors underpinning the prospects for economic growth which, if positive, should stimulate incremental demand for goods and services, boost aggregate revenues, and ultimately drive returns.

The year began with the traditional economic concerns as it became increasingly evident that the more than thirty-year trend of declining interest rates was nearing an end. The tug-of-war between inflation and deflation seemed to be tilting in the direction of the former as 2012 rolled into 2013, but swung abruptly in the second calendar quarter back to worries over U.S. economic slowing due to reduced government spending as sequestration cuts were implemented. Then the Federal Reserve (Fed) upset the capital markets shortly after interest rates hit record lows at the end of April when Fed Chairman Bernanke announced a process through which the economy would be weaned off the current Quantitative Easing (QE) program, the mechanism by which the Federal Reserve is making \$85 billion of

monthly purchases of treasury and mortgage backed securities in order to keep interest rates low. The Fed proposed that they would 'taper' down QE from \$85 billion to \$0 in the coming year contingent on the domestic economy showing signs of recovery. Thus, two new words entered the economists' lexicon this year: 'sequestration' and 'taper'.

Due to the inability of the President and Congress to find common ground between ideology and political opportunism, there has been limited fiscal stimulus deployed towards economic recovery over the past three years. This is in stark contrast to historical precedent where economic stimulus typically extended for two to three years after a recession. Since some lawmakers, investors and economists believed that more stimulus would only inflate the existing debt position, they argued for austerity measures, which precluded more fiscal deficit spending. Sequestration came into play earlier this year as a *force majeure* created by Congress in anticipation of their inability to come to terms with both current and future fiscal responsibilities. Most economists forecasted that the sequestration process, which indiscriminately reduced spending across the U.S. government, would impact the economy by over a half percent of GDP. In effect, Congress chose to impose the burden of deficit reduction now, rather than waiting until a future date, even if the economy might be on a more stable footing then. It is clear that uncertainty surrounding government policy has significantly dampened business investment sentiment.

In the wake of the financial crisis the Fed was left as the only entity which could provide economic stimulus in the form of cheap money. However, low interest rates alone would not been enough to stimulate economic activity because the lending operations of many domestic financial institutions were significantly impaired by the near collapse of 2008. Since the onset of the crisis the Fed has utilized numerous tools in order to repair the credit mechanism in the economy. In 2012, the Fed acknowledged the potential of a deflationary effect from diminished fiscal spending combined with restricted bank lending practices, and launched the current wave of its QE program which targeted the open-ended purchase of mortgage and treasury bonds from the banks at a profit. We believe the program almost certainly has helped to stabilize the U.S. banking system, to raise the value of financial assets, and even to stimulate modest job growth. Unfortunately, the liquidity introduced into global markets through the latest QE measures also introduced distortions into the economy including excess leverage and speculation in some segments of the capital markets. Thus in our opinion, the limitless duration of open-ended easing could not go on indefinitely without causing more problems. The market became both concerned that the taper would undermine the renewed strength of our banking system and feared the unknown potential level where unsupported interest rates might settle (presumably higher). This forced many investors holding positions in interest sensitive investments to sell, hedge or otherwise reduce much of their interest rate exposure. As a result of the sudden unwinding of these positions, prices fell sharply in May and June of this year. Bond yields, foreign sovereign yields and mortgage yields rose precipitously as the market began discounting the potential impact of Fed tapering.

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The market's knee-jerk reaction to the May taper announcement proved to be premature as the Fed, in fact, did not begin tapering in September as most expected. In fact, since the sell-off in May, the Fed has gone to great lengths to communicate its decision making parameters and to strengthen the credibility of its forward guidance on interest rates. Indeed, in recent comments by prospective Fed Governor Janet Yellen, after the close of our Funds' fiscal year, she emphasized that when tapering does occur it will be done in accordance with improvement in economic data and will be at a very gradual pace. Thus, bonds have rallied somewhat as we enter a new phase in the seemingly never ending dance of the capital markets.

Despite tapering concerns, which have at times had traders responding to changes in sentiment on what often seems to be a daily basis, the overall direction and tone of the markets has been positive. Indeed, the S&P 500<sup>®</sup> Index, as well as other indices, surpassed the price levels of 2007 in April of this year, establishing new highs through the end of the fiscal year. As we reported in the past, the equity markets continue to climb a 'wall of worry', two steps forward, one step back, looking over a shoulder both to see how far we have advanced as well as whether danger lurks in our shadow. This could be a very positive stance for investment markets, provided that the fundamentals are supportive. In this light, let us return to the story of limited top-line revenue growth as opposed to bottom-line earnings growth.

Without broad economic growth, revenue growth is dependent upon market share gains or an expanding demand for specific goods and services. For most economies to grow there has to be job creation first and foremost, followed by income growth which should be sustained by enhanced productive capacity. As we closely monitor business trends and capital flows it is becoming increasingly apparent that the world's more robust economies, notably the developed economies of North America and Asia, are at the nascent stages of a durable recovery, even if broad growth has yet to be sustained. Specifically, the United States and Japan are showing positive, if not consistent, trends in new orders and capital investment. While such investment is not as broad based as we would like to see across different segments of the economy, automobile sales, new building starts (both commercial and residential), as well as selective capital goods hold the potential for a sustained capital goods cycle.

Outside the United States, the traditional engines of global economic growth appear to be aligning in part due to significant monetary easing utilizing QE type policies in both Japan and Great Britain as well as, to a limited degree, the Eurozone. This is providing scope for these countries domestic banking sectors to heal and for capital markets to begin re-pricing risk more favorably in terms of higher stock prices and increasing money flows moving along the capital stack toward a higher risk/reward profile. Japan is riding the wave of 'Abenomics', pushing both aggressive monetary loosening and increasing fiscal reforms into the economy. If both the business and consumer segments of the economy can be kick started, then markets could continue pricing in a reflation of growth expectations across the economy, which in turn could create a virtuous cycle across other countries given Japan's oversized role in the global

economy. While the overall economic picture in Europe remains difficult due to continued high unemployment and a weak banking system, particularly in Southern Europe, the economies in Germany and Great Britain continue to motor along. Emblematic of this stage of recovery in Europe is Ireland, which was arguably one of the major beneficiaries of the prior period of excess capital in the early part of last decade. Following a period of fiscal austerity and recapitalization of its banking system, there is strong evidence for recovery as property prices rise and investment capital begins to flow into new business formation ultimately leading to job growth.



With respect to the larger emerging markets we can look to continued solid growth out of China, in spite of the fact that China faces challenges of its own in terms of its banking structure and lending channels. Nonetheless, China's current account surpluses and foreign capital reserves provide significant support for them to maintain stability as the economy continues its transformation from a pure low priced exporter towards a higher value added producer with a growing consumer base. We note that a number of trends of internet retail demand are globally led by the Chinese consumer, both in terms of the double-digit growth rate of retail sales to the single day record for sales volume (\$5.75 billion of sales were recorded by Alibaba.com on November 11 of this year). We believe that the business cycle in many other emerging markets will remain a bit choppy over the first half of next year, however, to a certain extent, the developing economies have been able to take advantage of the delay in Fed tapering, to implement agendas to address the uncertain growth outlook and the expected rise in bond yields. We expect such adjustments could drive business capital expenditure to offset fading governmental economic support (be it fiscal or monetary) to set the stage for the next phase of global economic activity.

While we believe that as economies begin to pick up steam over the next two to three years there will be greater consumer demand for goods and services which may again lead to an excess rate of expansion in prices as well as activity, none of this appears to be present in traditional measures of inflation. The price of gold fell by 23.11% over the fiscal year, while silver declined by 32.03%. As uncertainties over China's growth trajectory worked through the global economy, resource-based countries saw their currencies decline, notably the Australian Dollar was down 8.87%, Brazilian Real down 9.33%, South African Rand down 10.73% and Indonesian Rupiah down 12.49%. It's worth noting that Japan was able to depreciate what many believed was an overvalued Yen, leading to an 18.9% fall, which corresponded with significant monetary stimulus and Quantitative Easing in an effort to raise equity prices and jumpstart inflation in its economy. Just to emphasize that currency markets are especially sensitive to global flows of capital, it is worth noting that the largest currency declines during the fiscal year occurred in the Syrian Pound and the Iranian Rial, both of which dropped by over 50% as those countries endured the hardships of civil war and economic blockade respectively.

In summary, we believe the current data suggest that establishing a new trend in global inflation, economic activity and capital availability could be a few years away. Interest rates could remain low relative

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to history, with the prospect for the yield curve tilting higher over time. This implies relatively appealing prospects for equities, assuming valuations remain sensible. At this time current equity valuations appear reasonable, notwithstanding the selective exuberance of the crowd searching for “the next new thing”, be it web retailers, new energy technology or social media related stocks.

In our view other issues that the capital markets would look at favorably include Congress providing a modicum of current fiscal stimulus over the next twelve to twenty-four months via appropriate tax incentives combined with enacting a program to tackle the long term entitlement pressures before they become more corrosive in 2020. In the meantime, the prospect of reasonable earnings growth, moderate top line expansion, rising corporate capex and gradual strengthening of the employment market could lead to a more traditional balance between the corporate sector, government and public expenditures and thereby provide a sustained basis for equity total returns over the next few years.

We appreciate your interest and support.

Sincerely,

Samuel A. Lieber  
President

**Past performance is not a guarantee of future results. The specific market, sector or investment conditions that contribute to a Fund’s performance may not be replicated in future periods.**

**Investing involves risk. Principal loss is possible. Please refer to individual fund letters for risks specific to that fund.**

This letter and the letter that follows represent the opinions of the Funds’ management and are subject to change, are not guaranteed and should not be considered recommendations to buy or sell any security. The information provided is not intended to be, and is not, a forecast of future events, a guarantee of future results, or investment advice.

Quasar Distributors, LLC provides filing administration for Alpine's closed-end funds. The Funds are not bought or sold through Quasar Distributors; the Alpine closed-end funds are bought and sold through non-affiliated broker/dealers and trade on nationally recognized stock exchanges.

**Capex** (aka Capitalization Expenditure) are funds used by a company to acquire or upgrade physical assets such as property, industrial buildings or equipment. This type of outlay is made by companies to maintain or increase the scope of their operations.

**Cash flow** measures the cash generating capability of a company by adding non-cash charges (e.g. depreciation) and interest expense to pretax income.

**Earnings Growth** is a measure of a company's net income over a specific period, generally one year, is a key indicator for measuring a company's success, and the driving force behind stock price appreciation.

**EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)** is essentially Net Income with Interest, Taxes, Depreciation, and Amortization added back to it. EBITDA can be used to analyze and compare profitability between companies and industries because it eliminates the effects of financing and accounting decisions. However, this is a non-GAAP measure that allows a greater amount of discretion as to what is (and is not) included in the calculation. This also means that companies often change the items included in their EBITDA calculation from one reporting period to the next.

**EV (Enterprise Value)** is a measure of a company's value.

**Price to Earnings** is a valuation ratio of a company's current share price compared to its per-share earnings.

**S&P 500®** Index is float-adjusted, market capitalization-weighted index of 500 common stocks chosen for market size, liquidity, and industry group representation to represent U.S. equity performance.

An investor cannot invest directly in an index.

*This is a closed-end fund and does not continuously offer shares.*

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Dear Investor:

We are pleased to present the 2013 annual report for the Alpine Global Premier Properties Fund (AWP). For the twelve month period ended October 31, 2013, the net asset value per share increased from \$7.75 to \$8.17, which in combination with the dividend distribution of \$0.60 per share produced a total return of 14.04%. To maintain the regular monthly distributions of \$0.05 per share, approximately 25% per share of the total distribution of \$0.60 per share paid during the period was paid through return of capital. This is the result of management's determination during the period to focus its efforts on seeking total returns through capital appreciation. This Fund's results compare with the total return of the Fund's primary benchmark, the FTSE EPRA/NAREIT® Global Real Estate Index, of 12.25% over the 12 month period and the 13.51% return of the Fund's secondary benchmark, the S&P Developed Property Index.

The Fund's discount to net asset value (NAV) increased from 5.55% at the end of last fiscal year to 8.6% on October 31, 2013. Over the fiscal year the share price increased from \$7.32 to \$7.47, which in combination with distributions paid produced a total market price return of 10.40% per share to shareholders. For the three and five year periods ended October 31, 2013, shares of AWP produced annualized total returns of 12.09% and 23.01%, respectively.

#### **Big Picture for Real Estate in 2013/2014**

Since real estate asset pricing typically recovers later in the economic cycle, while stocks generally move in anticipation of economic earnings, real estate equities overall tend to perform in a hybrid fashion. As interest rates were falling in the period after the financial crisis, rate-sensitive sectors such as real estate, and particularly REITs which pay much of their income out in the form of dividends, outperformed the broader equity market and saw strong demand consistent with other income-producing assets. However, this year as interest rates have started to move higher, real estate stock returns have been positive but have lagged the broader market indices. While the S&P 500 finally moved above levels achieved in 2007 during this fiscal year, price-only real estate stock indices are generally well below their prior peak levels. Our analysis has led us to believe that real estate stock price indices are approximately 30% below their 2007 peak. Thus, we believe the moderate pace of economic expansion will underpin real estate stock valuations in 2014, as global growth offsets rising interest rate trends.

With weak economic activity suggesting lower levels of demand for goods and services, the construction of new supply of real estate has been limited to specific geographies or subsectors. Thus, the supply and demand balance for many segments of the real estate market is generally supportive, with limited new supply while demand remains flat to modestly higher. We believe that this gap between demand and supply could widen and translate into stable or rising rents and capital values over the next 12 to 24 months. We expect that if rents increase in ensuing years then dividend growth should follow. Such a scenario would provide a landscape in which real estate equities could sustain current price levels or perhaps move higher even as

interest rates rise, because their income and dividend growth could potentially offset the impact of higher relative yields and costs. Of course, this is more likely in an environment where rates are rising at a moderate pace, as opposed to when rates are fluctuating rapidly, such as this summer, when talk of the Fed tapering consumed the market.

Assuming that our assessment of the economic recovery is correct, that we are only in the middle of a protracted economic cycle and given that real estate rents and values tend to perform better in the latter stages of the business cycle, then one might expect positive returns from real estate securities over the next few years. By and large, capital values have moved ahead of rents, due to still low interest rates, but if rents grow appreciably, then development returns could become significant for well capitalized property companies. In our view this could drive the next phase of real estate value creation for property stocks. It is Alpine's view that selectivity, by stock, sector and geography will be significantly influenced by our analysis of competitive business models.

### **2013 Portfolio Overview**

Over the course of the fiscal year, the Fund outperformed its primary benchmark. The greatest driver of returns was generated by market sentiment regarding macro-economic prospects. With sentiment focused on the potential for rising interest rates, the current bias of equity markets greatly favors companies which offer prospects for strong growth. For the FTSE EPRA/NAREIT Global benchmark, the greatest contributors to returns were those developed markets whose central banks have pursued significant QE programs including: the U.S., which comprised 41% of the benchmark and grew by 11.42%. Japan's average benchmark weighting was 11.4% and grew by 43.2%. Far behind was the United Kingdom at 4.6% of the index and it returned 27.69%. In sum, 57.9% of the benchmark holdings contributed approximately 9.91% of its 12.25% total return.

The main drivers of performance for the Fund were Japan, where 12.30% (average weight) of the portfolio generated a 64.80% total return, followed by the U.K. where 8.83% (average weight) of the portfolio produced an average total return of 46.66%. The third major contributor was the U.S. where 34.79% (average weight) of the portfolio generated a 7.09% return. In sum, 55.9% of the portfolio contributed approximately 91% of the total return of the Fund in the period. Negatively impacting the performance of the Fund was its average weighting of 14.83% in Brazil which produced a -21.50% total return and negatively affected the Fund's performance. By comparison, the benchmark index has only a 1.89% average weighted position in Brazil which declined by -22.81%. Stock selection underpinned a considerable portion of the Fund's positive performance most notably in Japan and the U.K., also in France and Thailand, Singapore and Sweden. Yet its impact was diminished by weaker aggregate returns in the U.S. and by the negative macro-economic factors in Brazil, which included a -9.3% decline in its currency over the period.

Recognizing the prospects for diverse countries and differing asset types is an important part of what Alpine tries to do in the context



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of maintaining a globally diversified portfolio. At the end of fiscal 2012, the portfolio had approximately 18% invested in Brazil, which was reduced to 10.1% as of the end of 2013. The position in Japan benefited from this reduction, growing from 8.5% of the portfolio to 12.4% mid-year and 16.7% at year end. We have continued to hedge a portion of our Japanese Yen exposure due to the Bank of Japan's aggressive stimulus policy, which is designed to put significant downward pressure on the Japanese Yen. The U.K. also saw its weighting in the Fund increase from 8.2% last year up to 10.1% as of October 2013. While our U.S. exposure remained relatively stable at approximately 34%, the exposure to Singapore fell from 9.5% to 8.3% as of year-end. Over the course of the year, the Fund sold 29 positions and added 19 new ones, notably selling seven stocks in Brazil and 12 in the U.S., while adding five in Japan, four in the U.K. and four in the U.S., as well as other less significant adjustments in other countries. In response to the Federal Reserve's "taper" talk, the Fund reduced its exposure to U.S. mortgage REITs, particularly shifting out of the names focused on conventional conforming mortgages, while selectively adding to commercial mortgage lenders in the U.S. During the period under review, we also continued to utilize leverage as we pursued attractive dividend opportunities.

### Top Ten Largest Holdings

*ARA Asset Management* continues to be the Fund's largest holding at 4.0% at year end. This Singapore-based real estate asset manager of both public and private portfolios gained 28.57% over the year. The Fund's second largest position is in *Regus PLC*, the world's leading provider of temporary office locations, having risen from ninth position with 2.3% of the portfolio up to second at 3.8% due to its 107.91% total return. *Simon Property Group* is in the third position, down one slot from last year due to its modest 4.45% total return as REIT stocks in the U.S. pulled back a degree in the second half of the year due to the potential impact of a Fed taper on rate-sensitive stocks. *Kenedix Corp* of Japan was the fourth largest position as a result of both performance and additional investments. Kenedix manages both public and private real estate portfolios and thus would be a prime beneficiary of real estate reflation in Tokyo; it gained 305.65% over the year. *Ocwen Financial Corp.* grew over the year into the fifth position with a 2.8% weighting as one of the nation's largest and lowest cost specialized mortgage servicing companies. It has been able to take advantage of large banks selling mortgage servicing rights over the past year, and produced a 45.79% total return. *Colony Financial Corp.* dropped from the fifth position to sixth by generating only an 8.56% total return as the market believes that this commercial mortgage REIT has been slow in realizing the value of their single-family home rental business. *Global Logistics Properties*, the largest developer of industrial properties in China, with significant operations in Japan and Brazil as well, gained 19.93% as it rose from tenth to seventh position in the portfolio. In eighth position, *Mitsubishi Estate Co.*, the largest landlord of prime office properties in downtown Tokyo gained 44.55%. *Starwood Hotel and Resorts*, the owner of Westin, Sheraton and Starwood branded hotels around the world, grew by 45.30% into the number nine slot. This was followed by *Invesco Mortgage Capital*, a mortgage REIT

which fell from the sixth spot last year to tenth this year with a -17.74% total return.

### Top Five Positive/Negative Contributors



Six of the top five positive/negative contributors came from the top 10 investments by weight, this included all five of our top contributors, which in aggregate, comprised 11.4% of the portfolio and added 7.14% of total return. The five greatest detractors made up 9.36% and detracted -2.32%.

*Regus PLC* gained 107.91% (average weight 2.82%), while *Kenedix* (305.65%, average weight 1.26%) and *Hulic* (162.18%, average weight 0.79%) benefited from Japan's economic recovery. *ARA Asset Management* added 28.57% (average weight 4.38%) and *Ocwen* added 45.79% (average weight 2.15%).

Among detractors, the impact of "taper" fears hit the portfolio hardest vis *American Capital Agency* (-23.62%, average weight 2.37%) and *Invesco Mortgage Capital* (-17.74%, average weight 2.36%), while the negative macro trends impacted *BR Properties* (-33.05%, average weight 1.42%), *Multiplan* (-17.48%, average weight 2.43%) and *JHSF* (-40.70%, average weight 0.78%).

## Real Estate Cycle

Earlier in this report, we stated that real estate equities had benefited from falling interest rates and by their nature tend to be forward looking incorporating some measure of future growth into current valuations. This raises the question as to what extent do valuations of real estate equities today reflect future prices and valuations three to five years from now. While there is uncertainty with respect to the duration of the business cycle, the rate of inflation, interest rates and prospective supply vs. demand for property, among other factors that could adversely impact the Fund's holdings. However, it might be constructive to develop a context in which to understand the relative prices of real estate equities.

In the year-end 2008 shareholder report we provided a table showing the performance of nine separate indices for select countries and major regions covering historical cyclical performance. We noted when the previous cyclical rally had started how much they gained to their peak in 2007 and then how large a fall there had been through the post-Lehman debacle. We also showed average historic returns for these different indices with both positive and negative ranges during the 1980's and 1990's. Suffice to say that the decline through November of 2008 from the previous peaks was far larger than the average historic cyclical decline. In fact, many indices continued to decline until March of 2009.

Real estate stock cycles are usually a bit like a waltz, two steps forward, then one step back. During the 1980's and 1990's the S&P Developed Property Index (Global Price Only) averaged 87% cyclical increases, followed by 31% average decline. Notably, the prior cycle from 1998 through 2007 showed a gain of 225% and the subsequent 2008/09 financial crisis decline was -74%. Since this cycle began in March, 2009, the index regained 211% to the peak on May 8, 2013,

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before concerns over ‘taper’-talk induced retracement through the end of October, 2013. What is relevant is that at the end of the fiscal year, this real estate index had only regained 75% of its prior peak before the great financial crisis of 2008. Other indices are even further behind, notably U.S. Homebuilder (-59%) and Euro Zone Real Estate (-46%). The implication here is that even if there were no inflation in real estate values or rents over the next few years, the potential for real estate equities to catch up with broad stock indices, which have already surpassed 2007 levels, seems plausible. If we are correct that the typical late cycle period of expansion takes hold, there could be additional uplift in real estate prices and activity, and with it the potential for further share price appreciation.

Currently we expect that 2014 could be less volatile than prior years and we hope to see a gradual uptick in global growth towards the latter half of the year. We remain steadfast in our belief that real estate continues to be a store of value that is appreciated for both its income potential and its ability to capture economic growth and inflation in terms of rents and prices.

Sincerely,

**Samuel A. Lieber**

**Joel E.D. Wells**

**Bruce Ebnother**

Portfolio Managers

**Past performance is not a guarantee of future results.**

Please refer to the Schedule of Portfolio Investments for fund holdings information. Fund holdings and sector allocations are subject to change and should not be considered a recommendation to buy or sell any security.

Current and future holdings are subject to risk.

This letter represents the opinions of the Fund’s management and is subject to change, is not guaranteed and should not be considered a recommendation to buy or sell any security.

The information provided is not intended to be, and is not, a forecast of future events, a guarantee of future results, or investment advice. Views expressed may vary from those of the firm as a whole.

Favorable tax treatment of Fund distributions may be adversely affected, changed or repealed by future changes in tax laws. Alpine may not be able to anticipate the level of dividends that companies will pay in any given timeframe.

The Fund's monthly distributions may consist of net investment income, net realized capital gains and / or a return of capital. If a distribution includes anything other than net investment income, the Fund will provide a notice of the best estimate of its distribution sources when distributed, which will be posted on the Funds' website, [www.alpinefunds.com](http://www.alpinefunds.com). A return of capital distribution does not necessarily reflect the Fund's performance and should not be confused with "yield" or income". Final determination of the federal income tax characteristics of distributions paid during calendar year 2013 will be provided on U.S. Form 1099-DIV, which will be mailed to shareholders. Please consult your tax advisor for further information.

The Fund may invest in equity-linked securities and various other derivative instruments, which can be illiquid and which may disproportionately increase losses, and have a potentially large impact on Fund performance.

**Investing involves risk. Principal loss is possible. The Fund is subject to risks, including the following:**

**Concentration Risk** – The Fund's strategy of concentrating in companies in a specific industry means that its performance will be closely tied to the performance of a particular market segment. The Fund's concentration in these companies may present more risks than if it were broadly diversified over numerous industries and sectors of the economy. A downturn in these companies would have a larger impact on the Fund than on a mutual fund that does not concentrate in such companies. At times, the performance of these companies will lag the performance of other industries or the broader market as a whole.

**Emerging Market Securities Risk** – The risks of foreign investments are heightened when investing in issuers in emerging market countries. Emerging market countries tend to have economic, political and legal systems that are less fully developed and are less stable than those of more developed countries. They are often particularly sensitive to market movements because their market prices tend to reflect speculative expectations. Low trading volumes may result in a lack of liquidity and in extreme price volatility.

**Equity Securities Risk** – The stock or other security of a company may not perform as well as expected, and may decrease in value, because of factors related to the company (such as poorer than expected earnings or certain management decisions) or to the industry in which the company is engaged (such as a reduction in the demand for

products or services in a particular industry).

**Foreign Currency Transactions Risk** – Foreign securities are often denominated in foreign currencies. As a result, the value of the Fund’s shares is affected by changes in exchange rates. The Fund may enter into foreign currency transactions to try to manage this risk. The Fund’s ability to use foreign currency transactions successfully depends on a number of factors, including the foreign currency transactions being available at prices that are not too costly, the availability of liquid markets and the ability of the Adviser to accurately predict the direction of changes in currency exchange rates.

Manager Commentary  
October 31, 2013

**Foreign Securities Risk** – The Fund’s investments in securities of foreign issuers or issuers with significant exposure to foreign markets involve additional risk. Foreign countries in which the Fund may invest may have markets that are less liquid, less regulated and more volatile than U.S. markets. The value of the Fund’s investments may decline because of factors affecting the particular issuer as well as foreign markets and issuers generally, such as unfavorable government actions, and political or financial instability. Lack of information may also affect the value of these securities. The risks of foreign investment are heightened when investing in issuers of emerging market countries.

**Growth Stock Risk** – Growth stocks typically are very sensitive to market movements because their market prices tend to reflect future expectations. When it appears those expectations will not be met, the prices of growth stocks typically fall. Growth stocks as a group may be out of favor and underperform the overall equity market while the market concentrates on undervalued stocks.

**Initial Public Offerings and Secondary Offerings Risk** – The Fund may invest a portion of its assets in shares of IPOs or secondary offerings of an issuer. IPOs and secondary offerings may have a magnified impact on the performance of a Fund with a small asset base. The impact of IPOs and secondary offerings on a Fund’s performance likely will decrease as the Fund’s asset size increases, which could reduce a Fund’s returns. IPOs and secondary offerings may not be consistently available to the Fund for investing. IPO and secondary offering shares frequently are volatile in price due to the absence of a prior public market, the small number of shares available for trading and limited information about the issuer. Therefore, the Fund may hold IPO and secondary offering shares for a very short period of time. This may increase the turnover of the Fund and may lead to increased expenses for the Fund, such as commissions and transaction costs. In addition, IPO and secondary offering shares can experience an immediate drop in value if the demand for the securities does not continue to support the offering price.

**Leverage Risk** – The Fund may use leverage to purchase securities. Increases and decreases in the value of the Fund’s portfolio will be magnified when the Fund uses leverage.

**Liquidity Risk** – Some securities held by the Fund may be difficult to sell, or illiquid, particularly during times of market turmoil. Illiquid securities may also be difficult to value. If the Fund is forced to sell an illiquid asset to meet redemption requests or other cash needs, the Fund may be forced to sell at a loss.

**Management Risk** – The Adviser’s judgment about the quality, relative yield or value of, or market trends affecting, a particular security or sector, or about interest rates generally, may be incorrect. The Adviser’s security selections and other investment decisions might produce losses or cause the Fund to underperform when compared to other funds with similar investment objectives and strategies.

**Market Risk** – The price of a security held by the Fund may fall due to changing market, economic or political conditions.

**Micro Capitalization Company Risk** – Stock prices of micro capitalization companies are significantly more volatile, and more vulnerable to adverse business and economic developments than those of larger companies. Micro capitalization companies often have narrower markets for their goods and/or services and more limited managerial and financial resources than larger, more established companies, including small or medium capitalization companies.

**Real Estate Investment Trusts (“REITs”) Risk** – REITs’ share prices may decline because of adverse developments affecting the real estate industry including changes in interest rates. The returns from REITs may trail returns from the overall market. Additionally, there is always a risk that a given REIT will fail to qualify for favorable tax treatment.

**Real Estate Securities Risk** – Risks associated with investment in securities of companies in the real estate industry include: declines in the value of real estate; risks related to local economic conditions, overbuilding and increased competition; increases in property taxes and operating expenses; changes in zoning laws; casualty or condemnation losses; variations in rental income, neighborhood values or the appeal of properties to tenants; changes in interest rates and changes in general economic and market conditions.

**Small and Medium Capitalization Company Risk** – Securities of small or medium capitalization companies are more likely to experience sharper swings in market values, less liquid markets, in which it may be more difficult for the Adviser to sell at times and at prices that the Adviser believes appropriate and generally are more volatile than those of larger companies.

**Undervalued Stock Risk** – The Fund may pursue strategies that may include investing in securities, which, in the opinion of the Adviser, are undervalued. The identification of investment opportunities in undervalued securities is a difficult task and there is no assurance that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses.

The following are definitions of some of the terms used in this report:

**Average Weight** refers to the average weight of the holding in the portfolio during the reporting period.

**Real Estate Investment Trust (REIT)** is a security that trades like a stock on the major exchanges and invests in real estate directly, either through properties or mortgages. REITs receive special tax considerations and typically offer

investors high yields, as well as a highly liquid method of investing in real estate.

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Manager Commentary  
October 31, 2013

**FTSE EPRA/NAREIT® Global Real Estate Index** is an unmanaged index designed to track the performance of publicly traded companies engaged in the real estate business in developed and emerging real estate markets/regions around the world.

**S&P Developed Property Index** defines and measures the investable universe of publicly traded real estate companies domiciled in developed countries. The companies in the index are engaged in real estate related activities such as property ownership, management, development, rental and investment.

An investor cannot invest directly in an index.

*This is a closed-end fund and does not continuously offer shares.*

Manager Commentary  
October 31, 2013

**PERFORMANCE<sup>(1)</sup>** *As of October 31, 2013 (unaudited)*

	Ending Value as of 10/31/13	1 Year	3 Years	5 Years	Since Inception <sup>(2)</sup>
Alpine Global Premier Properties Fund   NAV <sup>(3)</sup>	\$ 8.17	14.04%	8.75 %	22.35 %	-2.12%
Alpine Global Premier Properties Fund   Market Price	\$ 7.47	10.40%	12.09%	23.01 %	-4.17%
FTSE EPRA/NAREIT <sup>®</sup> Global Index <sup>(4)</sup>		12.25%	8.81 %	15.27 %	-0.49%
S&P Developed Property Index		13.51%	10.01%	15.05 %	-0.88%
MSCI US REIT Index Gross USD		11.42%	12.26%	15.30 %	1.68%

<sup>(1)</sup> *Performance information calculated assuming reinvestment of dividends and distributions including returns of capital, if any.*

<sup>(2)</sup> *Commenced operations on April 26, 2007. IPO price of \$20 used in calculating performance information for market price.*

<sup>(3)</sup> *Performance at NAV includes fees and expenses.*

*Effective February 28, 2012, the Fund changed the benchmark against which it measures its performance from the*

<sup>(4)</sup> *S&P Developed Property Index to the FTSE EPRA/NAREIT<sup>®</sup> Global Index. The Adviser believes the FTSE EPRA/NAREIT<sup>®</sup> Global Index more accurately reflects the investment strategy of the Fund.*

*To the extent that the Fund's historical performance resulted from gains derived from participation in Initial Public Offerings ("IPOs") and/or Secondary Offerings, there is no guarantee that these results can be replicated in future periods or that the Fund will be able to participate to the same degree in IPO/Secondary Offerings in the future.*

*All figures represent past performance and are not a guarantee of future results and investment returns and principal value of the Fund will fluctuate so that shares, when redeemed, may be worth more or less than their original cost. Current performance may be higher or lower than the performance quoted. Call 1(800)617.7616 or visit [www.alpinefunds.com](http://www.alpinefunds.com) for current month-end performance.*

The **FTSE EPRA/NAREIT<sup>®</sup> Global Index** is an unmanaged index designed to track the performance of publicly traded companies engaged in the real estate business in developed and emerging real estate markets/regions around the world.

The **S&P Developed Property Index** defines and measures the investable universe of publicly-traded real estate companies domiciled in developed countries. The companies in the index are engaged in real estate related activities such as property ownership, management, development, rental and investment.

**MSCI US REIT Index Gross USD** is a free float-adjusted market cap-weighted index that is comprised of the most actively traded equity REITs that are of reasonable size in terms of full and free float adjusted market capitalization.

**PORTFOLIO DISTRIBUTIONS\* (unaudited)**

**TOP 10 HOLDINGS\* (unaudited)**

ARA Asset Management, Ltd.	4.0%	Singapore
Regus PLC	3.8%	United Kingdom
Simon Property Group, Inc.	3.2%	United States
Kenedix, Inc.	2.9%	Japan
Ocwen Financial Corp.	2.8%	United States
Colony Financial, Inc.	2.8%	United States
Global Logistic Properties, Ltd.	2.3%	Singapore
Mitsubishi Estate Co., Ltd.	2.2%	Japan
Starwood Hotels & Resorts Worldwide, Inc.	2.2%	United States
Invesco Mortgage Capital, Inc.	2.2%	United States
<b>Top 10 Holdings</b>	<b>28.4%</b>	

**TOP 5 COUNTRIES\* (unaudited)**

United States	34.0%
Japan	16.7%
United Kingdom	10.9%
Brazil	10.2%
Singapore	8.3%

*Portfolio Distributions percentages are based on total investments. The Top 10 Holdings and Top 5 Countries do not include short-term investments and percentages are based on total net assets. Portfolio holdings and sector distributions are as of 10/31/13 and are subject to change. Portfolio holdings are not recommendations to buy or sell any securities.*

Manager Commentary  
October 31, 2013 (Unaudited)

**REGIONAL ALLOCATION\*\*** *As of October 31, 2013 (unaudited)*

*\*\*As a percentage of total investments, excluding any short-term investments.*

**NAV AND MARKET PRICE** *As of October 31, 2013 (unaudited)*

Report of Independent Registered Public Accounting Firm  
October 31, 2013

To the Shareholders and Board of Trustees of  
Alpine Global Premier Properties Fund:

We have audited the accompanying statement of assets and liabilities, including the schedule of portfolio investments, of Alpine Global Premier Properties Fund (the "Fund") as of October 31, 2013, and the related statement of operations for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of October 31, 2013, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Alpine Global Premier Properties Fund as of October 31, 2013, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

Princeton, New Jersey  
December 27, 2013

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Schedule of Portfolio Investments  
October 31, 2013

Shares	Security Description	Value
<b>COMMON STOCKS-101.2%</b>		
<b>Australia-1.3%</b>		
1,000,000	Goodman Group	\$4,782,459
2,500,000	Mirvac Group	4,111,403
		8,893,862
<b>Belgium-0.6%</b>		
38,000	Cofinimmo	4,589,844
<b>Brazil-10.1%</b>		
699,789	Aliansce Shopping Centers SA	6,769,229
835,619	BHG SA-Brazil Hospitality Group <sup>(a)</sup>	6,117,379
600,200	BR Malls Participacoes SA	5,813,918
720,892	BR Properties SA	6,114,163
440,310	Cyrela Commercial Properties SA Empreendimentos e Participacoes	3,964,402
1,595,723	Direcional Engenharia SA	9,260,066
1,111,948	Iguatemi Empresa de Shopping Centers SA	12,781,297
1,600,000	JHSF Participacoes SA	3,985,358
562,707	Multiplan Empreendimentos Imobiliarios SA	13,209,875
327,444	Sonae Sierra Brasil SA	3,288,764
		71,304,451
<b>Chile-0.7%</b>		
2,378,557	Parque Arauco SA	4,592,275
<b>China-1.6%</b>		
5,414,000	CapitaRetail China Trust	6,079,963
8,785,760	Franshion Properties China, Ltd.	3,059,661
1,601,373	SOCAM Development, Ltd.	1,906,446
		11,046,070
<b>France-4.1%</b>		
175,526	Accor SA	7,868,145
127,273	Kaufman & Broad SA	3,112,215
190,496	Mercialys SA	4,106,002
358,719	Nexity SA	14,075,758
		29,162,120
<b>Germany-1.4%</b>		
96,284	Deutsche Annington Immobilien SE <sup>(a)</sup>	2,510,007
464,626	DIC Asset AG	5,141,392
534,845	Prime Office REIT AG <sup>(a)</sup>	2,341,222
		9,992,621
<b>Hong Kong-0.5%</b>		
68,970,051	CSI Properties, Ltd.	2,401,898
599,000	Mandarin Oriental International, Ltd.	1,024,290
		3,426,188

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Shares	Security Description	Value
<b>India-0.7%</b>		
1,999,368	Hirco PLC <sup>(a)(b)(c)</sup>	\$306,473
1,000,000	Puravankara Projects, Ltd.	1,256,204
1,695,400	Unitech Corporate Parks PLC <sup>(a)</sup>	978,625
573,998	Yatra Capital, Ltd. <sup>(a)</sup>	2,435,454
		4,976,756
<b>Ireland-1.2%</b>		
5,000,000	Green REIT PLC <sup>(a)</sup>	8,146,496
<b>Japan-16.7%</b>		
135,000	Aeon Mall Co., Ltd.	3,829,096
50,000	Daito Trust Construction Co., Ltd.	5,090,003
600	Daiwa House REIT Investment Corp.	4,588,630
357	Frontier Real Estate Investment Corp.	3,568,911
5,607	GLP J-REIT	5,821,974
692,309	Hulic Co., Ltd.	10,955,281
600	Japan Prime Realty Investment Corp.	1,995,322
750	Kenedix Realty Investment Corp.	3,359,860
3,903,769	Kenedix, Inc. <sup>(a)</sup>	20,088,550
550,000	Mitsubishi Estate Co., Ltd.	15,644,767
320,000	Mitsui Fudosan Co., Ltd.	10,527,814
600	Nippon Building Fund, Inc.	7,426,014
643	Nippon Prologis REIT, Inc.	6,408,421
160,000	Nomura Real Estate Holdings, Inc.	4,033,764
300,000	Sumitomo Realty & Development Co., Ltd.	14,110,648
		117,449,055
<b>Malaysia-0.5%</b>		
3,571,429	SP Setia BHD	3,474,604
<b>Mexico-2.4%</b>		
4,326,924	Concentradora Fibra Hotelera Mexicana SA de CV	6,728,873
2,142,858	Corp. Inmobiliaria Vesta SAB de CV	4,105,957
3,125,000	TF Administradora Industrial S de RL de CV	6,179,463
		17,014,293
<b>Philippines-2.5%</b>		
5,983,077	Ayala Land, Inc.	4,077,797
31,030,625	SM Prime Holdings, Inc.	13,773,835
		17,851,632
<b>Singapore-8.3%</b>		
19,055,904	ARA Asset Management, Ltd.	28,149,721
4,210,582	Ascott Residence Trust	4,440,398
8,655,400	Banyan Tree Holdings, Ltd.	4,703,264
6,594,924	Global Logistic Properties, Ltd.	16,405,020
2,253,000	Parkway Life REIT	4,407,334
		58,105,737

*The  
accompanying  
notes are an  
integral part of  
these financial  
statements.*

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Schedule of Portfolio Investments  
October 31, 2013

Shares	Security Description	Value
<b>Sweden-2.0%</b>		
499,945	JM AB	\$ 14,273,011
<b>Thailand-2.5%</b>		
8,010,000	Central Pattana PCL	12,352,771
5,748,980	Minor International PCL	5,125,597
		17,478,368
<b>United Kingdom-10.1%</b>		
275,863	Countrywide PLC	2,468,137
290,164	Crest Nicholson Holdings PLC <sup>(a)</sup>	1,800,512
1,047,946	Foxtons Group PLC <sup>(a)</sup>	5,355,879
1,069,547	Great Portland Estates PLC	9,826,439
40,175	Hammerson PLC	340,764
4,624,322	Londonmetric Property PLC	9,564,878
3,210,000	LxB Retail Properties PLC <sup>(a)</sup>	6,227,763
8,205,015	Regus PLC	26,982,781
3,232,069	Songbird Estates PLC <sup>(a)</sup>	8,291,675
		70,858,828
<b>United States-34.0%</b>		
42,181	AG Mortgage Investment Trust, Inc. <sup>(d)</sup>	689,238
200,000	Altisource Residential Corp.	5,314,000
300,000	American Capital Mortgage Investment Corp. <sup>(d)</sup>	5,733,000
850,000	American Homes 4 Rent-Class A <sup>(a)(e)</sup>	13,158,000
28,302	American Homes 4 Rent-Class A <sup>(a)</sup>	438,115
50,000	AvalonBay Communities, Inc. <sup>(d)</sup>	6,252,500
221,235	Blackstone Mortgage Trust, Inc.- Class A	5,418,045
1	Brookfield Property Partners LP <sup>(a)</sup>	19
143,000	Brookfield Residential Properties, Inc. <sup>(a)</sup>	3,157,440
256,353	CBL & Associates Properties, Inc. <sup>(d)</sup>	5,078,353
965,507	Colony Financial, Inc. <sup>(d)</sup>	19,532,207
200,807	Cousins Properties, Inc.	2,275,143
95,748	Digital Realty Trust, Inc. <sup>(d)</sup>	4,563,350
300,000	DR Horton, Inc. <sup>(d)</sup>	5,685,000
50,000	Equity Lifestyle Properties, Inc.	1,899,500
210,569	Host Hotels & Resorts, Inc. <sup>(d)</sup>	3,906,055
1,000,000	Invesco Mortgage Capital, REIT Inc. <sup>(d)</sup>	15,450,000
225,000	Meritage Homes Corp. <sup>(a)</sup>	10,212,750
1,882,000	MFA Financial, Inc. <sup>(d)</sup>	13,945,620
900,000	New Residential Investment Corp. <sup>(d)</sup>	5,949,000
700,000	Newcastle Investment Corp. <sup>(d)</sup>	4,018,000
352,375	Ocwen Financial Corp. <sup>(a)(d)</sup>	19,814,046
325,000	Ryland Group, Inc. <sup>(d)</sup>	13,065,000

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145,742	Simon Property Group, Inc. <sup>(d)</sup>	22,524,426
210,000	Starwood Hotels & Resorts Worldwide, Inc. <sup>(d)</sup>	15,460,200

Shares	Security Description	Value
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**United States-Continued**

546,944	Starwood Property Trust, Inc. <sup>(d)</sup>	\$14,050,992
50,000	The Howard Hughes Corp. <sup>(a)(d)</sup>	5,852,500
996,931	Two Harbors Investment Corp. <sup>(d)</sup>	9,301,366
63,320	UCP, Inc.-Class A <sup>(a)</sup>	892,812
274,780	WCI Communities, Inc. <sup>(a)</sup>	4,957,031
		238,593,708

TOTAL COMMON STOCKS (Cost \$564,586,615)	711,229,919
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**EQUITY-LINKED STRUCTURED**

**NOTES-1.3%**

**India-0.5%**

850,000	Phoenix Mills, Ltd.-Merrill Lynch & Co., Inc.	3,235,130
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**United Kingdom-0.8%**

200,000	Intercontinental Hotels Group <sup>(a)</sup>	5,826,753
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TOTAL EQUITY-LINKED STRUCTURED NOTES (Cost \$9,555,121)	9,061,883
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**RIGHTS-0.0%\***

**China-0.0%**

324,840	CapitaRetail China Trust <sup>(a)</sup> Expiration: November, 2013 Exercise Price:1.3	24,843
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**Hong Kong-0.0%**

31,250	New Hotel Rights <sup>(a)</sup> Expiration: December, 2013 Exercise Price:0.0	0
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TOTAL RIGHTS (Cost \$0)	24,843
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TOTAL INVESTMENTS (Cost \$574,141,736)-102.5%	720,316,645
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LIABILITIES IN EXCESS OF OTHER ASSETS-(2.5)%	(17,902,253 )
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TOTAL NET ASSETS 100.0%	\$702,414,392
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*The accompanying notes are an  
integral part of these financial  
statements.*

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Schedule of Portfolio Investments  
October 31, 2013

*Percentages are stated as a percent of net assets.*

\* *Less than 0.05% of Net Assets.*

(a) *Non-income producing security.*

(b) *Illiquid security.*

(c) *Security fair valued in accordance with procedures approved by the Board of Trustees. These securities comprised 0.04% of the Fund's net assets.*

(d) *All or a portion of the security has been designated as collateral for the line of credit.*

*Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. These securities have been*

(e) *determined to be liquid in accordance with procedures adopted by the Fund's Board of Trustees. As of October 31, 2013, securities restricted under Rule 144A had a total value of \$13,158,000 which comprised 1.9% of the Fund's net assets.*

### **Common Abbreviations**

*AB - Aktiebolag is the Swedish equivalent of a corporation.*

*AG - Aktiengesellschaft is a German term that refers to a corporation that is limited by shares, i.e., owned by shareholders.*

*BHD - Malaysian equivalent to incorporated.*

*PCL - Public Company Limited*

*PLC - Public Limited Company*

*REIT - Real Estate Investment Trust*

*S de RL de CV - Sociedad de Responsabilidad Limitada de Capital Variable is the Spanish equivalent to Limited Liability Company.*

*SA - Generally designates corporations in various countries, mostly those employing the civil law.*

*SA de CV - Sociedad Anonima de Capital Variable is the Spanish equivalent to Variable Capital Company.*

*SAB de CV - Sociedad Anonima Bursátil de Capital Variable is the Spanish equivalent to Variable Capital Company.*

*SE - SE Regulation. A European Company which can operate on a Europe-wide basis and be governed by Community law directly applicable in all Member States.*

*The  
accompanying  
notes are an  
integral part of  
these financial  
statements.*

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Statement of Assets and Liabilities  
October 31, 2013

ASSETS

Investments, at value <sup>(1)</sup>	\$720,316,645
Foreign currencies, at value <sup>(2)</sup>	4,873
Receivable from investment securities sold	33,441,902
Dividends receivable	611,081
Unrealized appreciation on forward currency contracts	178,291
Prepaid expenses and other assets	37,267
Total Assets	754,590,059

LIABILITIES

Loan payable (Note 7)	38,542,333
Interest on loan payable	2,170
Payable for investment securities purchased	12,740,389
Accrued expenses and other liabilities:	
Investment advisory fees	637,542
Administration fees	12,443
Other	240,790
Total Liabilities	52,175,667
Net Assets	\$702,414,392

NET ASSETS REPRESENTED BY

Paid-in-capital	\$1,809,917,295
Distributions in excess of net investment income	(27,717,178 )
Accumulated net realized loss from investments and foreign currency transactions	(1,226,129,336 )
Net unrealized appreciation on investments and foreign currency translations	146,343,611
Net Assets	\$702,414,392
Net asset value	
Net assets	\$702,414,392
Shares of beneficial interest issued and outstanding	85,956,569
Net asset value per share	\$8.17
<sup>(1)</sup> Total cost of investments	\$574,141,736
<sup>(2)</sup> Cost of foreign currencies	\$4,942

*The accompanying notes are an integral part of these financial statements.*

Statement of Operations  
For the Year Ended October 31, 2013

## INVESTMENT INCOME

Dividend income	\$39,422,331
Less: Foreign taxes withheld	(1,283,089 )
Total investment income	38,139,242

## EXPENSES

Investment advisory fee (Note 4)	7,448,930
Interest on loan (Note 7)	489,392
Printing and mailing fees	272,589
Administration fee (Note 4)	148,979
Audit and tax fees	148,386
Legal fees	134,706
NYSE fees	112,177
Trustee fees	92,984
Accounting and custody fees	61,879
Compliance fees	48,786
Insurance fees	32,478
Miscellaneous fees	330,643
Total Expenses	9,321,929
Net Investment Income	28,817,313

## NET REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS AND FOREIGN CURRENCY

Net realized gain (loss) from:	
Investments	31,810,467
Foreign currency transactions	(18,488 )
Net realized gain from investments and foreign currency	31,791,979
Change in net unrealized appreciation on:	
Investments	26,865,125
Foreign currency translations	243,315
Change in net unrealized appreciation on investments and foreign currency	27,108,440
Net gain on investments and foreign currency	58,900,419
Increase in Net Assets from Operations	\$87,717,732

*The accompanying notes are an integral part of these financial statements.*

## Statement of Changes in Net Assets

	For the Year Ended October 31, 2013	For the Year Ended October 31, 2012
<b>OPERATIONS</b>		
Net investment income	\$28,817,313	\$29,274,466
Net realized gain (loss) on:		
Investments	31,810,467	(4,873,270 )
Foreign currency transactions	(18,488 )	1,546,098
Change in net unrealized appreciation/(depreciation) on:		
Investments	26,865,125	94,252,710
Foreign currency translations	243,315	(203,073 )
Increase in net assets resulting from operations	87,717,732	119,996,931
<b>DISTRIBUTIONS TO COMMON SHAREHOLDERS (NOTE 6)</b>		
From net investment income	(38,310,362 )	(40,781,202 )
Tax return of capital	(13,263,580 )	(18,707,535 )
Net decrease in net assets from distributions to shareholders	(51,573,942 )	(59,488,737 )
<b>CAPITAL SHARE TRANSACTIONS</b>		
Repurchase of shares	—	(152,955,374 )
Decrease in net assets from capital share transactions	—	(152,955,374 )
Net Increase (decrease) in net assets	36,143,790	(92,447,180 )
Net Assets		
Beginning of year	666,270,602	758,717,782
End of year*	\$702,414,392	\$666,270,602
<b>TRANSACTIONS IN CAPITAL SHARES</b>		
Common shares outstanding — beginning of year	85,956,569	109,593,211
Common shares retired	—	(23,636,642 )
Common shares outstanding — end of year	85,956,569	85,956,569
*Including distributions in excess of net investment income of:	\$(27,717,178 )	\$(26,591,069 )

*The accompanying notes are an integral part of these financial statements.*

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## Financial Highlights

(For a share outstanding throughout the year)

	For the Year Ended October 31, 2013	For the Year Ended October 31, 2012	For the Year Ended October 31, 2011	For the Year Ended October 31, 2010	For the Period Ended October 31, 2009
<b>PER COMMON SHARE OPERATING PERFORMANCE</b>					
Net asset value per share, beginning of year	\$7.75	\$6.92	\$8.43	\$7.26	\$5.00
Income from investment operations:					
Net investment income	0.34	0.16	0.34	0.37	0.53
Net realized and unrealized gain (loss)	0.68	1.27	(1.08 )	1.45	2.28
Total from investment operations	1.02	1.43	(0.74 )	1.82	2.81
<b>LESS DISTRIBUTIONS:</b>					
From net investment income	(0.45 )	(0.41 )	(0.60 )	(0.65 )	(0.55 )
From tax return of capital	(0.15 )	(0.19 )	(0.17 )	—	—
Total distributions	(0.60 )	(0.60 )	(0.77 )	(0.65 )	(0.55 )
Net asset value per share, end of year	\$8.17	\$7.75	\$6.92	\$8.43	\$7.26
Per share market value, end of year	\$7.47	\$7.32	\$6.01	\$7.04	\$5.79
<b>Total return based on:</b>					
Net Asset Value <sup>(a)</sup>	14.04%	22.87%	(8.21 )%	28.31%	66.15%
Market Value <sup>(a)</sup>	10.40%	33.62%	(4.54 )%	34.36%	48.89%
<b>RATIOS/SUPPLEMENTAL DATA:</b>					
Net Assets at end of year (000)	\$702,414	\$666,271	\$758,718	\$889,753	\$766,196
Ratio of total expenses to average net assets <sup>(b)</sup>	1.33%	1.29%	1.29%	1.37%	1.34%
Ratio of net investment income to average net assets	4.11%	4.13%	4.06%	4.97%	9.88%
Portfolio turnover rate	49%	59%	67% <sup>(c)</sup>	115% <sup>(c)</sup>	153% <sup>(c)</sup>
<b>Borrowing at End of Year</b>					
Aggregate Amount Outstanding (000)	\$38,542	\$N/A	\$45,570	\$N/A	\$18,610
Asset Coverage Per \$1,000 (000)	\$19,224	\$N/A	\$17,650	\$N/A	\$42,171

Total investment return is calculated assuming a purchase of a common share at the opening on the first day and a sale at closing on the last day of each period reported. Dividends and distributions, if any, are assumed for

<sup>(a)</sup> purposes of this calculation to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total investment returns do not reflect brokerage commissions paid directly by the Fund's common shareholders. Past performance is not a guarantee of future results.

<sup>(b)</sup> Ratio of total expenses to average net assets excluding interest expense was 1.26%, 1.27%, 1.25%, 1.32% and 1.33% for the years ended October 31, 2013, 2012, 2011, 2010 and 2009, respectively.

<sup>(c)</sup> Portfolio turnover rate does not reflect total return swap transactions.

*The accompanying notes are an integral part of these financial statements.*

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Notes to Financial Statements  
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## **1. Organization:**

Alpine Global Premier Properties Fund (the “Fund”) is a diversified, closed-end management investment company. The Fund was organized as a Delaware Statutory Trust on February 13, 2007, and had no operating history prior to April 26, 2007. The Board of Trustees (the “Board”) authorized an unlimited number of shares with no par value. The Fund’s primary investment objective is capital appreciation. The Fund’s secondary investment objective is high current income.

## **2. Significant Accounting Policies:**

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America (“GAAP”), which require management to make estimates and assumptions that affect amounts reported herein. Actual results could differ from those estimates. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ.

### **A. Valuation of Securities:**

The net asset value (“NAV”) of shares of the Fund is calculated by dividing the value of the Fund’s net assets by the number of outstanding shares. NAV is determined each day the New York Stock Exchange (“NYSE”) is open as of the close of regular trading (normally, 4:00 p.m., Eastern time). In computing NAV, portfolio securities of the Fund are valued at their current market values determined on the basis of market quotations or if market quotations are not available or determined to be unreliable, through procedures and/or guidelines established by the Board. In computing the Fund’s NAV, equity securities that are traded on a securities exchange in the United States, except for option securities, are valued at the last reported sale price as of the time of valuation, or lacking any current reported sale at the time of valuation, at the mean between the most recent bid and asked quotations, or if market quotations are not available or determined to be unreliable, through procedures and/or guidelines established by the Board. Each option security traded on a securities exchange in the United States is valued at the last current reported sale price as of the time of valuation, or lacking any current reported sale at the time of valuation, the option is valued at the mid-point of the consolidated bid/ask quote for the option security. Forward currency contracts are valued based on third-party vendor quotations. Each security traded in the over-the-counter market and quoted on the NASDAQ National Market System, is valued at the NASDAQ Official Closing Price (“NOCP”), as determined by NASDAQ, or lacking an NOCP, the last current reported sale price as of the time of valuation by NASDAQ, or lacking any current reported sale on

NASDAQ at the time of valuation, at the mean between the most recent bid and asked quotations. Each over-the-counter option that is not traded through

the Options Clearing Corporation is valued by the counterparty, or if the counterparty's price is not readily available, then by using the Black-Scholes method. Debt securities are valued based on an evaluated mean price as furnished by pricing services approved by the Board, which may be based on market transactions for comparable securities and various relationships between securities that are generally recognized by institutional traders, a computerized matrix system, or appraisals derived from information concerning the securities or similar securities received from recognized dealers in those securities. Each other security traded over-the-counter is valued at the mean between the most recent bid and asked quotations. Short-term securities with maturities of 60 days or less are valued at amortized cost, which approximates fair value.

Equity securities that are principally traded in a foreign market are valued at the last current sale price at the time of valuation or lacking any current or reported sale, at the time of valuation, at the mean between the most recent bid and asked quotations as of the close of the appropriate exchange or other designated time. Trading in securities on European and Far Eastern securities exchanges and over-the-counter markets is normally completed at various times before the close of business on each day on which the NYSE is open. Trading of these securities may not take place on every NYSE business day. In addition, trading may take place in various foreign markets on Saturdays or on other days when the NYSE is not open and on which the Fund's NAV is not calculated. As stated above, if the market prices are not readily available or not reflective of the fair value of the security, as of the close of the regular trading on the NYSE, the security will be priced at fair value following procedures approved by the Board.

When market quotations are not readily available or when the valuation methods mentioned above are not reflective of a fair value of the security, the security is valued at fair value following procedures and/or guidelines approved by the Board. The Fund may also use fair value pricing, if the value of a security it holds is, pursuant to the Board guidelines, materially affected by events occurring before the Fund's pricing time but after the close of the primary market or market transactions for comparable securities and various relationships between securities that are generally recognized by institutional traders, a computerized matrix system, or appraisals derived from information concerning the securities or similar securities received from recognized dealers in those securities. The Board has approved the use of a third-party pricing vendor's proprietary fair value pricing model to assist in determining current valuation for foreign securities traded in markets that close prior to the NYSE. When fair value pricing is employed, the value of the portfolio security used to calculate the Fund's NAV may differ from quoted or official closing prices.

**Fair Value Measurement:**

In accordance with GAAP, the Fund uses a three-tier hierarchy to establish classification of fair value measurements for disclosure



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purposes. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability that are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entities' own assumptions about the assumptions market participants would use in pricing the asset or liability that are developed based on the best information available.

Level 1 - Quoted prices in active markets for identical investments.

Level 2 - Other significant observable inputs (including quoted prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates, etc.).

Level 3 - Significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments).

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on

models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Various inputs are used in determining the value of the Fund's investments as of the reporting period end. The designated input levels are not necessarily an indication of the risk or liquidity associated with these investments. These inputs are categorized in the following hierarchy under GAAP.

The Fund uses valuation techniques to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

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The following is a summary of the inputs used to value the Fund's assets and liabilities carried at fair value as of October 31, 2013:

	Level 1	Valuation Inputs Level 2	Level 3	Total Value
Common Stocks				
Australia	\$8,893,862	\$—	\$—	\$8,893,862
Belgium	4,589,844	—	—	4,589,844
Brazil	71,304,451	—	—	71,304,451
Chile	4,592,275	—	—	4,592,275
China	11,046,070	—	—	11,046,070
France	29,162,120	—	—	29,162,120
Germany	9,992,621	—	—	9,992,621
Hong Kong	3,426,188	—	—	3,426,188
India	4,670,283	—	306,473	4,976,756
Ireland	8,146,496	—	—	8,146,496
Japan	117,449,055	—	—	117,449,055
Malaysia	3,474,604	—	—	3,474,604
Mexico	17,014,293	—	—	17,014,293
Philippines	17,851,632	—	—	17,851,632
Singapore	58,105,737	—	—	58,105,737
Sweden	14,273,011	—	—	14,273,011
Thailand	—	17,478,368	—	17,478,368
United Kingdom	70,858,828	—	—	70,858,828
United States	238,593,708	—	—	238,593,708
Equity-Linked Structured Notes	—	9,061,883	—	9,061,883
Rights	—	24,843	—	24,843
Total	\$693,445,078	\$26,565,094	\$306,473	\$720,316,645

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Other Financial Instruments	Valuation Inputs			Total Value
	Level 1	Level 2	Level 3	
Assets				
Forward Currency Contracts	\$ —	\$ 178,291	\$ —	\$ 178,291

For the year ended October 31, 2013, there were no transfers between Level 1 and Level 2.

The following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

Balance as of October 31, 2012	\$—
Realized gain (loss)	(1,037,695)
Change in unrealized appreciation/depreciation*	116,831
Purchases	—
Sales	(102,505 )
Transfers in to Level 3**	1,329,842
Transfers out of Level 3**	—
Balance as of October 31, 2013	\$306,473
Change in net unrealized appreciation on Level 3 holdings held at year end	\$116,831

\* *Statement of Operations Location: Change in net unrealized appreciation/depreciation on investments.*

\*\* *The Fund recognizes transfers as of the beginning of the year.*

The significant unobservable input used in the fair value measurement of common stocks is the liquidity discount. Other market indicators are also considered. Changes in any of those inputs would result in lower or higher fair value measurement.

## B. Security Transactions and Investment Income:

Security transactions are accounted for on a trade date basis. Realized gains and losses are computed on the identified cost basis. Dividend income is recorded on the ex-dividend date or in the case of some foreign securities, on the date thereafter when the Fund is made aware of the dividend. Interest income is recorded on the accrual basis and includes accretion of discounts and amortization of premiums, where applicable. To the extent any issuer defaults or a credit event occurs that impacts the issuer, the Fund may halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default or credit event.



**C. Federal and Other Income Taxes:**

It is the Fund's policy to comply with the Federal income and excise tax requirements of the Internal Revenue Code of 1986 (the "Code"), as amended, applicable to regulated investment companies and to distribute timely, all of its investment company taxable income and net realized capital gains to shareholders in accordance with the timing requirements imposed by the Code. Therefore, no Federal income tax provision is required. Capital gains realized on some foreign securities are subject to foreign taxes. Dividends and interest from non-U.S. sources received by the Fund are generally subject to non-U.S. withholding taxes at rates ranging up to 30%. Such capital gains and withholding taxes, which are accrued as applicable, may be reduced or eliminated under the terms of applicable U.S. income tax treaties, and the Fund intends to undertake procedural steps to claim the

benefits of such treaties. Where available, the Fund will file refund claims for foreign taxes withheld.

Management has analyzed the Fund's tax positions taken on income tax returns for all open tax years and has concluded that as of October 31, 2013, no provision for income tax is required in the Fund's financial statements. The Fund's Federal and state income and Federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by Internal Revenue Service and state departments of revenue. As of October 31, 2013, open Federal and New York tax years include the tax years ended October 31, 2010 through 2013.

GAAP requires that certain components of net assets be reclassified to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset values per share.

**D. Distributions to Shareholders:**

On July 5, 2011, the Fund, acting in accordance with an exemptive order received from the SEC and with approval of the Board, adopted a level distribution policy under which the Fund intends to make regular monthly cash distributions to common shareholders, stated in terms of a fixed amount per common share. With this policy, the Fund can now include long-term capital gains in its distribution as frequently as twelve times a year. The Board views approval of this policy as a potential means of further supporting the market price of the Fund through the payment of a steady and predictable level of cash distributions to shareholders.

The level distribution rate may be modified or eliminated by the Board from time to time. If a monthly distribution exceeds the Fund's monthly estimated investment company taxable income (which may

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include net short-term capital gain) and net tax exempt income, the excess could result in a tax-free return of capital distribution from the Fund's assets. The determination of a tax-free return of capital is made on an annual basis as further described below. The Fund's final distribution for each calendar year will include any remaining investment company taxable income and net tax-exempt income undistributed during the year, as well as all net capital gains, if any, realized during the year. If the total distributions made in any fiscal year exceed annual investment company taxable income, net tax-exempt income and net capital gain, such excess distributed amount would be treated as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions in excess of the accumulated investment company taxable income, net tax-exempt income and net capital gain would first be a tax-free return of capital to the extent of the adjusted tax basis in the shares. After such adjusted tax basis is reduced to zero, the distribution would constitute capital gain (assuming the shares are held as capital assets). Distributions to shareholders are recorded by the Fund on the ex-dividend date and are determined in accordance with income tax regulations, which may differ from GAAP.

The current monthly distribution rate is \$0.05 per share. The Board continues to evaluate its monthly distribution policy in the light of ongoing economic and market conditions and may change the amount of the monthly distributions in the future.

#### **E. Foreign Currency Translation Transactions:**

The Fund may invest a portion of its assets in foreign securities. In the event that the Fund executes a foreign security transaction, the Fund will generally enter into a forward foreign currency contract to settle the foreign security transaction. The books and records of the Fund are maintained in U.S. dollars. Non-U.S. dollar-denominated amounts are translated into U.S. dollars as follows, with the resultant translations gains and losses recorded in the Statement of Operations:

- i) market value of investment securities and other assets and liabilities at the exchange rate on the valuation date.
- ii) purchases and sales of investment securities, income and expenses at the exchange rate prevailing on the respective date of such transactions.

#### **F. Risks Associated with Foreign Securities and Currencies:**

Investments in securities of foreign issuers carry certain risks not ordinarily associated with investments in securities of domestic issuers. Such risks include future political and economic developments and the possible imposition of exchange controls or other foreign governmental laws and restrictions. In addition, with respect to certain countries, there is a possibility of expropriation of assets, confiscatory taxation, political or social instability or diplomatic

developments, which could adversely affect investments in those countries.

Certain countries may also impose substantial restrictions on investments in their capital markets by foreign entities, including restrictions on investments in issuers or industries deemed sensitive to relevant national interests. These factors may limit the investment opportunities available to the Fund or result in a lack of liquidity and high price volatility with respect to securities of issuers from developing countries.

#### **G. Equity-Linked Structured Notes:**

The Fund may invest in equity-linked structured notes. Equity-linked structured notes are securities which are specially designed to combine the characteristics of one or more underlying securities and their equity derivatives in a single note form. The return and/or yield or income component may be based on the performance of the underlying equity securities, and equity index, and/or option positions. Equity-linked structured notes are typically offered in limited transactions by financial institutions in either registered or non-registered form. An investment in equity-linked structured notes creates exposure to the credit risk of the issuing financial institution, as well as to the market risk of the underlying securities. There is no guaranteed return of principal with these securities and the appreciation potential of these securities may be limited by a maximum payment or call right. In certain cases, equity-linked structured notes may be more volatile and less liquid than less complex securities or other types of fixed-income securities. Such securities may exhibit price behavior that does not correlate with other fixed-income securities.

#### **H. Forward Currency Contracts:**

The Fund is subject to foreign currency exchange rate risk in the normal course of pursuing its investment objective. The Fund may use forward currency contracts to gain exposure to or economically hedge against changes in the value of foreign currencies. A forward currency contract (“forward”) is an agreement between two parties to buy and sell a currency at a set price on a future date. The market value of the forward contract fluctuates with changes in forward currency exchange rates. The forward contract is marked-to-market daily and the change in market value is recorded by the Fund as unrealized appreciation or depreciation. When the forward contract is closed, the Fund records a realized gain or loss equal to the fluctuation in value during the period the forward contract was open. The Fund could be exposed to risk if a counterparty is unable to meet the terms of a forward or if the value of the currency changes unfavorably. During the year ended October 31, 2013, the Fund entered into 3 forward currency contracts.

The following forward currency contracts were held at October 31, 2013:

Description	Settlement Date	Currency	Settlement Value	Current Value	Unrealized Gain
Contracts Sold:					
Japanese Yen	01/29/14	9,000,000,000 JPY	\$91,759,020	\$91,580,729	\$178,291



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### I. Derivative Instruments and Hedging Activities:

The following tables provide information about the effect of derivatives and hedging activities on the Fund's Statement of Assets and Liabilities and Statement of Operations as of and for the year ended October 31, 2013. The first table provides additional detail about the amounts and sources of unrealized appreciation/ (depreciation) on derivatives at the end of the year. The second table provides additional information about the amounts and sources of net realized gain and the change in unrealized appreciation/ depreciation resulting from the Fund's derivatives and hedging activities during the year.

The effect of derivative instruments on the Statement of Assets and Liabilities as of October 31, 2013:

Derivatives	Statement of Assets and Liabilities Location	Unrealized Appreciation
Foreign exchange risk	Unrealized appreciation on forward currency Contracts	\$178,291

The effect of derivative instruments on the Statement of Operations for the year ended October 31, 2013:

Derivatives	Statement of Operations Location	Net Realized Gain	Change in Unrealized Appreciation
Foreign exchange risk	Net realized gain from foreign currency transactions / Change in net unrealized appreciation on foreign currency translations	\$309,785	\$178,291

### 3. Purchase and Sales of Securities:

Purchases and sales of securities (excluding short-term securities) for the year ended October 31, 2013 are as follows:

<b>Purchases</b>	<b>Sales</b>
\$363,549,244	\$361,551,725

The Fund did not have purchases and sales of U.S. Government Obligations during the year ended October 31, 2013.

#### **4. Investment Advisory Agreement, Administration Agreement and Other Affiliated Transactions:**

Alpine Woods Capital Investors, LLC (“Alpine Woods”) serves as the Fund’s investment adviser pursuant to an Investment Advisory Agreement with the Fund. As compensation for its services to the Fund, Alpine Woods receives an annual investment advisory fee of 1.00% based on the Fund’s average daily net assets, computed daily and payable monthly.

State Street Bank and Trust Company (“SSBT”) serves as the Fund’s administrator pursuant to an Administration Agreement with the Fund. As compensation for its services to the Fund, SSBT receives an annual administration fee of 0.02% of total net assets on the first \$5 billion and 0.015% on total Managed Assets exceeding \$5 billion, computed daily and payable monthly.

During the year ended October 31, 2013, the Fund engaged in purchase and sale transactions with funds that have a common investment adviser (or affiliated investment advisers), common Directors/Trustees and/or common Officers. These purchase and sale transactions complied with Rule 17a-7 under the 1940 Act and were as follows:

<b>Purchases</b>	<b>Sales</b>
\$4,636,950	\$—

#### **5. Capital Transactions:**

The Fund, in accordance with its tender offer for up to 21,489,143 of its issued and outstanding shares of common stock, accepted and made payment of these shares at \$6.47 per share (95% of the net asset value per share of \$6.81 on June 18, 2012). The shares purchased represented 20% of the Fund’s then outstanding shares. Following the purchase of the properly tendered shares, the Fund had approximately 85,956,570 outstanding shares. On February 8, 2012, the Board announced a Share Repurchase Plan (the “Repurchase Plan”). Under the Repurchase Plan, the Fund may purchase, in the open market, up to 10% of the Fund’s then outstanding common shares, with the amount and timing of repurchases at the discretion of the Fund’s investment adviser, Alpine Woods, and subject to market conditions and investment considerations. Under the Repurchase Plan, the Adviser purchased 2,147,499 shares at an average price of \$6.511, including commissions in the amount of \$42,950. The Repurchase Plan expired on October 31, 2012. The Fund suspended purchases of common shares in the open market in connection with the tender offer the Fund commenced on May 17, 2012.

**6. Income Tax Information:**

**Classification of Distributions:**

Net investment income (loss) and net realized gain (loss) may differ for financial statement and tax purposes. The character of distributions made during the year from net investment income or net realized gains may differ from its ultimate characterization for Federal income tax purposes.

The tax character of the distributions paid by the Fund during the years ended October 31, 2012 and 2013 were as follows:

<b>Distributions paid from:</b>	<b>2013</b>	<b>2012</b>
Ordinary Income	\$38,310,362	\$40,781,202
Return of Capital	13,263,580	18,707,535
Total	\$51,573,942	\$59,488,737

Tax components of distributable earnings are determined in accordance with income tax regulations which may differ from the composition of



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net assets reported under GAAP. Accordingly, for the year ended October 31, 2013, the effects of certain differences were reclassified. The Fund increased undistributed net investment income by \$21,630,520 and decreased accumulated net realized loss by \$(7,800,529), and decreased paid in capital by \$(13,829,991). These differences were primarily due to the differing tax treatment of foreign currency and certain other investments. Net assets of the Fund were unaffected by the reclassifications and the calculation of net investment income per share in the Financial Highlights excludes these adjustments.

At October 31, 2013, the Fund utilized \$21,292,349 of capital loss carryovers. At October 31, 2013, the Fund had available for tax purposes unused capital loss carryovers of \$78,724,245, expiring on October 31, 2015, unused capital loss carryovers of \$661,143,094, expiring on October 31, 2016, unused capital loss carryforward of \$369,610,833, expiring on October 31, 2017, and unused capital loss carryovers of \$67,561,774, expiring on October 31, 2018, unused capital loss carryforward of \$31,540,996, expiring on October 31, 2019.

Under the Regulated Investment Company (“RIC”) Modernization Act of 2010 (the “Modernization Act”), post-enactment capital losses that are carried forward will retain their character as either short-term or long-term capital losses rather than being considered all short-term as under previous law. However, any losses incurred during those future taxable years will be required to be utilized prior to the losses incurred in pre-enactment taxable years, which carry an expiration date. As a result of this ordering rule, pre-enactment capital loss carryovers may be more likely to expire unused.

Capital loss carryovers as of October 31, 2013 with no expiration are as follows:

<b>Short Term</b>	<b>Long Term</b>
\$11,185,843	\$—

As of October 31, 2013, the components of distributable earnings on a tax basis were as follows:

Accumulated Capital Loss	\$(1,219,766,785)
Unrealized Appreciation	112,263,882
Total	\$(1,107,502,903)

As of October 31, 2013, net unrealized appreciation/(depreciation) of investments, excluding foreign currency, based on Federal tax costs was as follows:

Gross appreciation on investments (excess of value over tax cost)	\$162,806,355
Gross depreciation on investments (excess of tax cost over value)	(50,711,175 )
Net unrealized appreciation	112,095,180
Cost of investments for income tax purposes	\$608,221,465

The differences between book and tax net unrealized appreciation and cost were primarily due to deferral of losses from wash sales and to the different tax treatment of certain other investments.

#### **7. Line of Credit:**

On December 1, 2010 the Fund entered into a lending agreement with BNP Paribas Prime Brokerage International Ltd. (“BNPP PB”) which allows the Fund to borrow on an uncommitted and secured basis. The terms of the lending agreement indicate the rate to be the Fed Funds rate plus 0.95% per annum on amounts borrowed. The BNP Paribas Facility provides for secured, uncommitted lines of credit for the Fund where selected Fund assets are pledged against advances made to the Fund. The Fund is permitted to borrow up to 33.33% of the total assets for extraordinary or emergency purposes. Additionally the Fund is permitted to borrow up to 10% of the managed assets for investment purposes, but in no event shall outstanding borrowings exceed 33.33% of total assets. On October 31, 2013, the amount available for investment purposes was \$36,916,673. Either BNPP PB or the Fund may terminate this agreement upon delivery of written notice. During the year ended October 31, 2013, the average borrowing by the Fund was \$45,216,766 with an average rate on borrowings of 1.07%. During the year ended October 31, 2013, the maximum borrowing by the Fund was \$81,842,319. Interest expense related to the loan for the year ended October 31, 2013 was \$489,392. At October 31, 2013 the outstanding loan for the Fund was \$38,542,333. The line of credit outstanding as of October 31, 2013 approximates fair value and would be categorized at Level 2.

#### **8. Recent Accounting Pronouncement:**

On December 16, 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2011-11, “Disclosures about Offsetting Assets and Liabilities” (“ASU 2011-11”), as clarified with ASU 2013-01 “Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities” issued in January 2013. ASU 2011-11 amends FASB Accounting Standards Codification Topic 210, specifically requiring an entity to disclose information about offsetting and related arrangements and the effect those arrangements have on the financial position. ASU 2011-11 is effective in annual reporting beginning on or after January 1, 2013, and for interim periods within those annual reporting periods. Management is currently evaluating the implications of these changes and their impact on the financial statements.

#### **9. Subsequent Events:**

**Distributions:** The Fund paid a distribution of \$0.05 per common share on November 29, 2013 to common shareholders of record on November 21, 2013.

The Fund will also pay a distribution of \$0.05 per common share payable on December 31, 2013 to common shareholders of record on December 23, 2013.

On December 19, 2013, the Fund also declared a distribution of \$0.05 per common share payable on January 31, 2014 to common shareholders of record on January 24, 2014.

Additional Information (unaudited)  
October 31, 2013

### **Dividend Reinvestment Plan**

Unless the registered owner of common shares elects to receive cash by contacting Boston Financial Data Services, Inc. (the "Plan Administrator"), all dividends or other distributions (together, "Dividends" and each, a "Dividend") declared on common shares will be automatically reinvested by the Plan Administrator for shareholders in the Fund's Dividend Reinvestment Plan (the "Plan"), in additional common shares of the Fund. Shareholders who are not permitted to participate through their broker or nominee or who elect not to participate in the Plan will receive all Dividends in cash paid by check mailed directly to the shareholder of record (or, if the common shares are held in street or other nominee name, then to such nominee) by the Plan Administrator, as dividend disbursing agent. You may elect not to participate in the Plan and to receive all Dividends in cash by contacting the Plan Administrator, as dividend disbursing agent, at the address set forth below. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by notice if received and processed by the Plan Administrator prior to the dividend record date; otherwise such termination or resumption will be effective with respect to any subsequently declared Dividend. If you hold your shares through a broker, and you wish for all Dividends declared on your common shares to be automatically reinvested pursuant to the Plan, please contact your broker.

The Plan Administrator will open an account for each shareholder under the Plan in the same name in which such shareholder's common shares are registered. Whenever the Fund declares a Dividend payable in cash, non-participants in the Plan will receive cash and participants in the Plan will receive the equivalent in common shares. The common shares will be acquired by the Plan Administrator for the participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized common shares from the Fund ("Newly Issued common shares") or (ii) by purchase of outstanding common shares on the open market ("Open-Market Purchases") on the NYSE or elsewhere. If, on the payment date for any Dividend, the closing market price plus estimated brokerage commissions per share is equal to or greater than the NAV per share, the Plan Administrator will invest the Dividend amount in Newly Issued common shares on behalf of the participants. The number of Newly Issued common shares to be credited to each participant's account will be determined by dividing the dollar amount of the Dividend by the NAV per share on the payment date; provided that, if the NAV is less than or equal to 95% of the closing market value on the payment date, the dollar amount of the Dividend will be divided by 95% of the closing market price per share on the payment date. If, on the payment date for any Dividend, the NAV per share is greater than the closing market value plus estimated brokerage commissions, the Plan Administrator will invest the Dividend amount in common shares acquired on behalf of the participants in Open-Market Purchases.

In the event of a market discount on the payment date for any Dividend, the Plan Administrator will have until the last business day before the next date on which the common shares trade on an "ex-dividend" basis or 30 days after the payment date for such Dividend, whichever is sooner (the "Last Purchase Date"), to invest the Dividend amount in common shares acquired in Open-Market Purchases. If, before the Plan Administrator has completed its Open-Market Purchases, the market price per share exceeds the NAV per share, the average per share purchase price paid by the Plan Administrator may exceed the NAV of the common shares, resulting in the acquisition of fewer common shares than if the Dividend had been paid in Newly Issued common shares on the Dividend payment date. Because of the foregoing difficulty with respect to Open-Market Purchases, the Plan provides that if the Plan Administrator is unable to invest the full Dividend amount in Open-Market Purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Administrator may cease making Open-Market Purchases and may invest the uninvested portion of the Dividend amount in Newly Issued common shares at the NAV per share at the close of business on the Last Purchase Date provided that, if the NAV is less than or equal to 95% of the then current market price per share, the dollar amount of the Dividend will be divided by 95% of the market price

on the payment date for purposes of determining the number of shares issuable under the Plan.

The Plan Administrator maintains all shareholders' accounts in the Plan and furnishes written confirmation of all transactions in the accounts, including information needed by shareholders for tax records. Common shares in the account of each Plan participant will be held by the Plan Administrator on behalf of the Plan participant, and each shareholder proxy will include those shares purchased or received pursuant to the Plan. The Plan Administrator will forward all proxy solicitation materials to participants and vote proxies for shares held under the Plan in accordance with the instructions of the participants.

In the case of the Fund's shareholders such as banks, brokers or nominees which hold shares for others who are the beneficial owners, the Plan Administrator will administer the Plan on the basis of the number of common shares certified from time to time by the record shareholder's name and held for the account of beneficial owners who participate in the Plan.

There will be no brokerage charges with respect to common shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred in connection with Open-Market Purchases. The automatic reinvestment of Dividends will not relieve participants of any U.S. Federal, state or local income tax that may be payable (or required to be withheld) on such Dividends. See "Federal and Other Income Taxes."

Additional Information (unaudited)  
October 31, 2013

Participants that request a sale of common shares through the Plan Administrator are subject to brokerage commissions.

Shareholders participating in the Plan may receive benefits not available to shareholders not participating in the Plan. If the market price plus commissions of the Fund's shares is higher than the NAV, participants in the Plan will receive shares of the Fund for less than they could otherwise purchase them and will have shares with a cash value greater than the value of any cash distribution they would have received on their shares. If the market price plus commissions is below the net asset value, participants receive distributions of shares with a NAV greater than the value of any cash distribution they would have received on their shares. However, there may be insufficient shares available in the market to make distributions in shares at prices below the NAV. Also, because the Fund does not redeem its shares, the price on resale may be more or less than the NAV.

The Fund reserves the right to amend or terminate the Plan. There is no direct service charge to participants with regard to purchases in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

All correspondence or question concerning the Plan should be directed to the Plan Administrator, Boston Financial Data Services, Inc., c/o Alpine Closed-End Funds, PO Box 8128, Boston, MA 02266-8128 or by calling toll-free 1(800)617.7616.

### **Fund Proxy and Voting Policies & Procedures**

Policies and procedures used in determining how to vote proxies relating to portfolio securities and a summary of proxies voted by the Fund are available without a charge, upon request, by contacting the Fund at 1(800) 617.7616 and on the Securities and Exchange Commission's ("Commission") web site at <http://www.sec.gov>.

### **Portfolio Holdings**

The Fund files its complete schedule of portfolio holdings with the Commission for the first and third quarters of each fiscal year on Form N-Q within 60 days after the end of the period. Copies of the Fund's Forms N-Q are available without a charge, upon request, by contacting the Fund at 1(800)617.7616 and on the Commission's web site at <http://www.sec.gov>. You may also review and copy Form N-Q at the Commission's Public Reference Room in Washington, D.C. For more information about the operation of the Public Reference Room, please call the Commission at 1(800)SEC.0330.

### **Designation Requirements**

Of the distributions paid by the Fund from ordinary income for the year ended October 31, 2013, the following percentages met the requirements to be treated as qualifying for the corporate dividends received deduction and qualified dividend income, respectively.

Dividends Received Deduction 1.59%  
Qualified Dividend Income 12.36%

## SHAREHOLDER MEETING

On May 21, 2013, the Fund held its Annual Meeting of Shareholders (the “Meeting”) for the purpose of voting on a proposal to re-elect two Trustees to the Board and to conduct other business. The results of the proposals below reflect the percentage of shares voted at the meeting and are as follows:

**Proposal 1:** To elect Messrs. James A. Jacobson and H. Guy Leibler as Trustees to the Board for a term of three years to expire at the 2016 Annual Meeting or until his successor has been duly elected and qualified.

**James A.  
Jacobson**

For 96.87%  
Withheld 3.13%

**H. Guy  
Leibler**

For 96.48%  
Withheld 3.52%

**Proposal 2:** To transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

For 74.54%  
Against 23.70%  
Abstain 1.76%

## NOTICE

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940 that the Fund may purchase at market prices from time to time its common shares in the open market.





Additional Information (unaudited)  
October 31, 2013

**INDEPENDENT  
TRUSTEES\***

<b>Name and Age</b>	<b>Position(s) Held with the Fund</b>	<b>Principal Occupation During Past Five Years</b>	<b># of Portfolios in Alpine Fund Complex**</b>	<b>Other Directorships Held by Trustee</b>
H. Guy Leibler (59)	Independent Trustee	Private investor since 2007, Vice Chair and Chief Operating Officer of L&L Acquisitions, LLC (2004-2007); President, Skidmore, Owings & Merrill LLP (2001-2004).	18	Chairman Emeritus, White Plains Hospital Center; Trustee, Alpine Family of Funds.* Director, International Succession Planning Association; Director, Bondi Icebergs Inc.; Director, MH Properties, Inc.; Trustee, Alpine Family of Funds.*
Jeffrey E. Wacksman (53)	Independent Trustee	Partner, Loeb, Block & Partners LLP since 1994.	18	Trustee, Alpine Family of Funds.* Trustee, Allianz Global Investors Multi-Funds.
James A. Jacobson (68)	Independent Trustee	Retired (11/2008-Present); Vice Chairman and Managing Director, Spear Leeds & Kellogg Specialists, LLC (01/2003-11/2008)	18	
Eleanor T.M. Hoagland (62)	Independent Trustee	Principal, VCS Advisory, LLC (since 2011); Chief Compliance Officer and Senior Managing Director of Magni Asset Management LLC (since 2011) and Park Fifth Capital Management LLC (2011-2013); Vice President (2008-2010) and CCO (2009-2010), Ameriprise Financial Inc.; Managing Director (2000-2008) and CCO (2004-2008), J. & W. Seligman & Co. Incorporated.	18	Trustee of each of the Alpine Trusts.

*The Independent Trustees identified above are the members of the Board of Trustees for each of the Alpine Series \* Trust, Alpine Equity Trust and Alpine Income Trust, Alpine Total Dynamic Dividend Fund, Alpine Global Premier Properties Fund, and Alpine Global Dynamic Dividend Fund (collectively, the "Alpine Family of Funds").*

*Alpine Woods Capital Investors, LLC manages eighteen fund portfolios within the Alpine Family of Funds. Three of \*\*the Alpine Trusts are registered as an open-end management investment company. The Trustees oversee each of the eighteen portfolios within the Alpine Family of Funds.*

Additional Information (unaudited)  
 October 31, 2013

**INTERESTED  
 TRUSTEE**

<b>Name and Age</b>	<b>Position(s) Held with the Fund</b>	<b>Principal Occupation During Past Five Years</b>	<b># of Portfolios in Alpine Fund Complex**</b>	<b>Other Directorships Held by Trustee</b>
Samuel A. Lieber* (57)	Interested Trustee and President	Chief Executive Officer of Alpine Woods Capital Investors, LLC since, November 1997. President of Alpine Trusts since 1998.	18	Trustee, Alpine Family of Funds.

\* *Samuel A. Lieber has been a Trustee of the Fund since its inception. He is the son of Stephen A. Lieber.*

*Alpine Woods Capital Investors, LLC manages eighteen fund portfolios within the Alpine Family of Funds. Three of \*\*the Alpine Trusts are registered as open-end management investment companies. The Trustees oversee each of the eighteen portfolios within the Alpine Family of Funds.*

Additional Information (unaudited)  
October 31, 2013

In addition to Mr. Samuel A. Lieber, the table below identifies the Fund's executive officers.

Name and Age	Position(s) Held with the Fund	Principal Occupation During Past Five Years	# of Portfolios in Alpine Fund Complex**	Other Directorships Held by Trustee
Stephen A. Lieber (88)*	Executive Vice President	Chief Investment Officer, Alpine Woods Capital Investors, LLC since 2003. Chairman and Senior Portfolio Manager, Saxon Woods Advisors, LLC since 1999. Chief Compliance Officer, Alpine Woods Capital Investors, LLC since July 2013; Independent Compliance Consultant (2012-2013); Vice President and Deputy Chief Compliance Officer, Artio Global Management, LLC (2007-2012); Vice President and Chief Compliance Officer, BNY Asset Management (2000-2007), Compliance Officer, Prudential Insurance Company of America (1995-2000), Operations Manager, Prudential Insurance Company of America (1998-1995).	18	None
Kenneth Corrado (49)	Chief Compliance Officer	Chief Financial Officer, Alpine Woods Capital Investors, LLC since January 2010; Independent Consultant (2008-2009); Vice President, Cash Management and Foreign Exchange, Macquarie Capital Management, LLC (2007-2008); Chief Operating Officer, Macquarie Fund Adviser, LLC (2004-2007). Director of Fund Operations, Alpine Woods Capital Investors, LLC since September 2008; Assistant Vice President, Mutual Fund Operations, Credit Suisse Asset Management, LLC (2003-2008).	18	None
Ronald Palmer (45)	Chief Financial Officer and Treasurer	Director of Fund Operations, Alpine Woods Capital Investors, LLC since September 2008; Assistant Vice President, Mutual Fund Operations, Credit Suisse Asset Management, LLC (2003-2008).	18	None
Andrew Pappert (33)	Secretary	Director of Fund Operations, Alpine Woods Capital Investors, LLC since September 2008; Assistant Vice President, Mutual Fund Operations, Credit Suisse Asset Management, LLC (2003-2008).	18	None

\* Stephen A. Lieber is the father of Samuel A. Lieber.

*Alpine Woods Capital Investors, LLC manages eighteen fund portfolios within the Alpine Family of Funds. Three of \*\*the Alpine Trusts are registered as an open-end management investment company. The Trustees oversee each of the eighteen portfolios within the Alpine Family of Funds.*

**Investor** 1(800) 617.7616  
**Information** [www.alpinefunds.com](http://www.alpinefunds.com)

**Investment Adviser**

Alpine Woods Capital Investors, LLC

2500 Westchester Ave., Suite 215

Purchase, NY 10577

**Administrator &**

**Custodian**

State Street Bank & Trust Company

One Lincoln Street

Boston, MA 02111

**Transfer Agent**

Boston Financial Data Services, Inc.

Two Heritage Drive

North Quincy, MA 02171

**INDEPENDENT REGISTERED**

**PUBLIC ACCOUNTING FIRM**

Deloitte & Touche LLP

500 College Road East

Princeton, NJ 08540

**Fund Counsel**

Willkie Farr & Gallagher LLP

787 7th Ave.

New York, NY 10019

INVESTOR INFORMATION

**1(800) 617.7616**

[www.alpinefunds.com](http://www.alpinefunds.com)

**Item 2. Code of Ethics.**

(a) The Registrant, as of the end of the period covered by the report, has adopted a code of ethics that applies to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions.

(b) Not applicable.

(c) There have been no amendments, during the period covered by this report, to a provision of the code of ethics that applies to the Registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions and that relates to any element of the code of ethics described in Item 2(b) of Form N-CSR.

(d) The Registrant has not granted any waivers, including an implicit waiver, from a provision of the code of ethics that applies to the registrant's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions that relates to any element of the code of ethics described in Item 2(b) of Form N-CSR.

(e) Not applicable.

(f) The Registrant's Code of Ethics is attached as Exhibit 12(A)(1) hereto.

**Item 3. Audit Committee Financial Expert.**

(a)(1) The Board of Trustees of the Registrant has determined that the Registrant has at least one audit committee financial expert serving on its audit committee.

(a)(2) The Board of Trustees has determined that James A. Jacobson and H. Guy Leibler are audit committee financial experts. Messrs. Jacobson and Leibler are "independent" as defined in paragraph (a)(2) of Item 3 to Form N-CSR. It has been determined that Mr. Jacobson qualifies as an audit committee financial expert based on his extensive experience in the financial services industry, including serving for more than 15 years as a senior executive at a New York Stock Exchange ("NYSE") specialist firm and as a member of the NYSE Board of Directors (including terms as Vice Chair), his other board service, as well as his educational background. It has been determined that Mr. Leibler qualifies as an audit committee financial expert based on his substantial experience as a senior executive of an operating company actively supervising principal financial officers in the preparation of financial statements, other board service, as well as his educational background.

(a)(3) Not applicable.

**Item 4. Principal Accountant Fees and Services.**

(a) **Audit Fees:** The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for fiscal year 2012 was \$86,116 and fiscal year 2013 was \$77,337.

(b) **Audit-Related Fees:** The aggregate fees billed in each of the last two fiscal years for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under paragraph (a) of this Item was \$0 in fiscal year 2012 and \$0 in fiscal year 2013.

(c) **Tax Fees:** The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for tax compliance, tax advice, and tax planning was \$15,160 in fiscal year 2012 and \$9,517 in fiscal year 2013.

(d) **All Other Fees:** The aggregate fees billed in each of the last two fiscal years for products and services provided by the principal accountant, other than the services reported in paragraphs (a) through (c) of this Item is \$10,947 in fiscal year 2012 and \$19,029 in fiscal year 2013. The fees were for consulting and advisory services regarding enterprise risk management.

(e)(1) **Audit Committee Pre-Approval Policies and Procedures:** All services to be performed by the Registrant's principal auditors must be pre-approved by the Registrant's audit committee, which may include the approval of certain services up to an amount determined by the audit committee. Any services that would exceed that amount would require additional approval of the audit committee.

(e)(2) No services described in paragraphs (b) through (d) were approved pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

(f) Not applicable.



(g) The aggregate non-audit fees billed by the registrant's accountant for services rendered to the registrant, and the registrant's investment adviser, and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant was \$109,474 in fiscal year 2012 and \$190,297 in fiscal year 2013. The fees were for consulting and advisory services regarding enterprise risk management.

(h) Not applicable

**Item**  
**5. Audit Committee of Listed Registrants.**

The Registrant has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Exchange Act which is comprised of the following members:

Eleanor T.M. Hoagland

H. Guy Leibler

Jeffrey E. Wacksman

James A. Jacobson

**Item 6. Schedule of Investments.**

(a) The Schedule of Investments is included as part of the Report to Stockholders filed under Item 1 of this form.

(b) Not applicable.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

The registrant's proxy voting policies and procedures are attached hereto as Exhibit 12(a)(4).

**Item 8. Portfolio Managers of Closed-End Management Investment Companies.**

(a)(1)

<b>Name</b>	<b>Title</b>	<b>Length of Service</b>	<b>Business Experience 5 Years</b>
Samuel A. Lieber	Portfolio Manager	Since Inception	Chairman, President (2006-present), Founder, Alpine Woods Capital Investors, LLC (2003-present)
Joel E.D. Wells	Portfolio Manager	Since November 2010	Portfolio Manager, Alpine Emerging Markets Real Estate Fund (2008-present); Equity Real Estate markets Analyst at Wachovia Capital
Bruce Ebnother	Portfolio Manager	Since September 2011	UBS Global Asset Management, Portfolio Manager (1996-2010)

(a)(2) Other Accounts Managed as of December 31, 2013

<b>Type of Accounts</b>	<b>Number of Accounts</b>	<b>Total Assets (\$ in millions)</b>	<b>Advisory Fee Based on Performance</b>		<b>Material Conflicts if Any</b>
			<b>Number of Accounts</b>	<b>Total Assets</b>	
<b>Samuel A. Lieber</b>					
Registered Investment Companies	6	502.9	0	0	

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					See below <sup>(2)</sup>
Other Pooled Accounts	2	168.6	0 <sup>(1)</sup>	0	
Other Accounts	0	0	0	0	
<b>Joel E.D. Wells</b>					
Registered Investment Companies	1	6.5	0	0	See below <sup>(2)</sup>
Other Pooled Accounts	0	0	0	0	
Other Accounts	0	0	0	0	
<b>Bruce Ebnother</b>					
Registered Investment Companies	0	0	0	0	See below <sup>(2)</sup>
Other Pooled Accounts	0	0	0	0	
Other Accounts	0	0	0	0	

<sup>(1)</sup> There is a Fixed Advisory Fee for these accounts. Under certain circumstances an Incentive Fee can be earned by an affiliate of the Adviser based on performance.

<sup>(2)</sup> Conflicts of interest may arise because the Fund's Portfolio Managers have day-to-day management responsibilities with respect to both the Fund and various other accounts. These potential conflicts include:

*Limited Resources.* The Portfolio Managers cannot devote their full time and attention to the management of each of the accounts that they manage. Accordingly, the Portfolio Managers may be limited in their ability to identify investment opportunities for each of the accounts that are as attractive as might be the case if the Portfolio Managers were to devote substantially more attention to the management of a single account. The effects of this potential conflict may be more pronounced where the accounts have different investment strategies.

*Limited Investment Opportunities.* Other clients of the Alpine Woods Capital Investors LLC (the “Adviser”) may have investment objectives and policies similar to those of the Fund. The Adviser may, from time to time, make recommendations which result in the purchase or sale of a particular security by its other clients simultaneously with the Fund. If transactions on behalf of more than one client during the same period increase the demand for securities being purchased or the supply of securities being sold, there may be an adverse effect on price or quantity. It is the policy of the Adviser to allocate advisory recommendations and the placing of orders in a manner that it believes is equitable to the accounts involved, including the Fund. When two or more clients of the Adviser are purchasing or selling the same security on a given day from the same broker-dealer, such transactions may be averaged as to price.

*Different Investment Strategies.* The accounts managed by the Portfolio Managers have differing investment strategies. If the Portfolio Managers determine that an investment opportunity may be appropriate for only some of the accounts or decide that certain of the accounts should take different positions with respect to a particular security, the Portfolio Managers may effect transactions for one or more accounts which may affect the market price of the security or the execution of the transaction, or both, to the detriment or benefit of one or more other accounts.

*Variation in Compensation.* A conflict of interest may arise where the Adviser is compensated differently by the accounts that are managed by the Portfolio Managers. If certain accounts pay higher management fees or performance-based incentive fees, the Portfolio Managers might be motivated to prefer certain accounts over others. The Portfolio Managers might also be motivated to favor accounts in which they have a greater ownership interest or accounts that are more likely to enhance the Portfolio Managers’ performance record or to otherwise benefit the Portfolio Managers.

*Selection of Brokers.* The Portfolio Managers may select the brokers that execute securities transactions for the accounts that they supervise. In addition to executing trades, some brokers provide the Portfolio Managers with research and other services which may require the payment of higher brokerage fees than might otherwise be available. The Portfolio Managers' decision as to the selection of brokers could yield disproportionate costs and benefits among the accounts that they manage, since the research and other services provided by brokers may be more beneficial to some accounts than to others.

Where conflicts of interest arise between the Fund and other accounts managed by the Portfolio Managers, the Portfolio Managers will use good faith efforts so that the Fund will not be treated materially less favorably than other accounts. There may be instances where similar portfolio transactions may be executed for the same security for numerous accounts managed by the Portfolio Managers. In such instances, securities will be allocated in accordance with the Adviser's trade allocation policy.

(a)(3) Portfolio Manager Compensation as of October 31, 2013

Portfolio manager compensation is comprised of a fixed base salary and a bonus. The base salary is not based on the value of assets managed, but rather on the individual portfolio manager's experience and responsibilities. The bonus also varies by individual, and is based upon criteria that incorporate management's assessment of the Fund's performance relative to returns of comparable mutual funds tracked by Lipper Analytical Services, Inc., Morningstar or Bloomberg LLP, as well the portfolio manager's corporate citizenship and overall contribution to the Firm.

(a)(4) Dollar Range of Securities Owned as of December 31, 2013

<b>Portfolio Manager</b>	<b>Dollar Range of Equity Securities Held in Registrant<sup>1</sup></b>
Samuel A. Lieber	Over \$1,000,000
Joel E.D. Wells	\$10,001 - \$50,000
Bruce Ebnother	None

<sup>1</sup> "Beneficial Ownership" is determined in accordance with Section 16a-1(a)(2) of the Securities Exchange Act of 1934, as amended

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

Not Applicable.

**Item 10. Submission of Matters to Vote of Security Holders.**

There have been no material changes to the procedures by which shareholders may recommend nominees to the Registrant's Board of Trustees.

**Item 11. Controls and Procedures.**

(a) The Registrant's principal executive officer and principal financial officer have evaluated the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended) within 90 days of this filing and have concluded that the registrant's disclosure controls and procedures were effective, as of that date.

(b) There was no change in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940, as amended) during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits.**

(a)(1) The Code of Ethics that applies to the Registrant's principal executive officer and principal financial officer is attached hereto as Exhibit 12.A.1.

(a)(2) The certifications required by Rule 30a-2(a) of the Investment Company Act of 1940, as amended, and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto as Ex99.Cert.

(a)(3) Not applicable.

(a)(4) The Registrant's Proxy Voting Policies and Procedures are attached hereto in response to Item 7.

(b) The certifications by the Registrant's Principal Executive Officer and Principal Financial Officer, as required by Rule 30a-2(b) of the Investment Company Act of 1940, as amended, and Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto as Ex99.906Cert.

(c) Notices to shareholders regarding the Fund's distributions.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Alpine Global Premier Properties Fund

By: /s/ Samuel A. Lieber  
Samuel A. Lieber  
Chief Executive Officer (Principal Executive Officer)

Date: January 7, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Samuel A. Lieber  
Samuel A. Lieber  
Chief Executive Officer (Principal Executive Officer)

By: /s/ Ronald G. Palmer, Jr.  
Ronald G. Palmer, Jr.  
Chief Financial Officer (Principal Financial Officer)

Date: January 7, 2014