

ALPINE TOTAL DYNAMIC DIVIDEND FUND  
Form N-Q  
March 25, 2015

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

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number: 811-21980

ALPINE TOTAL DYNAMIC DIVIDEND FUND

(Exact name of registrant as specified in charter)

2500 Westchester Avenue, Suite 215, Purchase, New York 10577

(Address of principal executive offices) (Zip code)

Alpine Woods Capital Investors, LLC

2500 Westchester Avenue, Suite 215

Purchase, New York 10577

(Name and address of agent for service)

Copies of information to:

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Registrant's telephone number, including area code: 914-251-0880

Date of fiscal year end: October 31, 2015

Date of reporting period: January 31, 2015

**Item 1. Schedule of Investments.**Schedule of Portfolio Investments Alpine Total Dynamic Dividend Fund  
January 31, 2015 (Unaudited)

Shares	Security Description	Value
Common Stocks-98.4%		
Aerospace & Defense-1.1%		
54,500	Raytheon Co.	\$5,452,725
51,500	United Technologies Corp.	5,911,170
		11,363,895
Air Freight & Logistics-1.1%		
68,000	FedEx Corp.	11,499,480
Airlines-0.6%		
200,000	Japan Airlines Co., Ltd.	6,771,119
Auto Components-2.0%		
50,000	BorgWarner, Inc.	2,700,500
84,000	Delphi Automotive PLC	5,773,320
2,342,000	GKN PLC	12,934,470
		21,408,290
Automobiles-0.6%		
109,000	Thor Industries, Inc.	6,142,150
Banks-4.0%		
941,919	Banco Bilbao Vizcaya Argentaria SA	8,046,204
466,000	Bangkok Bank PCL-NVDR	2,709,025
204,000	Hana Financial Group, Inc.	5,963,069
461,000	Mitsubishi UFJ Financial Group, Inc.	2,449,876
1,040,000	Regions Financial Corp.	9,048,000
361,500	Standard Chartered PLC	4,820,562
55,000	Sumitomo Mitsui Financial Group, Inc.	1,845,626
147,500	Wells Fargo & Co.	7,658,200
		42,540,562
Beverages-2.4%		
109,000	Anheuser-Busch InBev NV-ADR	13,305,630
414,900	Diageo PLC	12,281,297
		25,586,927
Capital Markets-2.6%		
295,500	Daiwa Securities Group, Inc.	2,147,033

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292,000	Invesco, Ltd.	10,725,160
106,500	Lazard, Ltd.-Class A	4,877,700
425,811	Mediobanca SpA	3,688,465
140,000	Schroders PLC	6,083,783
		27,522,141
Chemicals-1.7%		
673,000	Clariant AG (a)	10,812,599
106,000	Symrise AG	6,938,005
		17,750,604
Commercial Services & Supplies-2.5%		
294,000	ISS A/S (a)	8,686,330
339,000	KAR Auction Services, Inc.	11,563,290
396,000	RR Donnelley & Sons Co.	6,522,120
		26,771,740
Communications Equipment-2.0%		
388,500	Cisco Systems, Inc.	10,242,803
173,500	QUALCOMM, Inc.	10,836,810
		21,079,613

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Construction & Engineering-1.8%

9,375,000	China Railway Construction Corp., Ltd.-Class H	10,721,502
164,500	Vinci SA	8,641,872
		19,363,374

Containers & Packaging-1.2%

2,803,000	DS Smith PLC	13,331,579
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Diversified Financial Services-1.5%

403,000	Bank of America Corp.	6,105,450
204,000	Citigroup, Inc.	9,577,800
		15,683,250

Electric Utilities-1.3%

245,000	Northeast Utilities	13,617,100
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Electronic Equipment, Instruments & Components-1.4%

219,000	TE Connectivity, Ltd.	14,539,410
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Energy Equipment & Services-0.9%

90,000	Halliburton Co.	3,599,100
74,000	Schlumberger, Ltd.	6,096,860
		9,695,960

Food & Staples Retailing-1.8%

30,000	Costco Wholesale Corp.	4,289,700
199,000	Walgreens Boots Alliance, Inc.	14,676,250
		18,965,950

Food Products-5.5%

341,000	Dean Foods Co.	6,178,920
325,000	Mondelez International, Inc.-Class A	11,453,000
173,000	Nestle SA	13,212,176
589,370	Pilgrim's Pride Corp.	16,001,396
332,000	Pinnacle Foods, Inc.	11,942,040
		58,787,532

Health Care Equipment & Supplies-1.2%

176,000	Medtronic PLC	12,566,400
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Health Care Providers & Services-3.6%

80,000	HCA Holdings, Inc. (a)	5,664,000
65,500	Humana, Inc.	9,591,820
79,300	McKesson Corp.	16,863,145
57,000	UnitedHealth Group, Inc.	6,056,250
		38,175,215

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Hotels, Restaurants & Leisure-0.9%

41,500	Las Vegas Sands Corp.	2,256,355
58,000	McDonald's Corp.	5,361,520
94,000	Melco Crown Entertainment, Ltd.-ADR	2,256,000
		9,873,875

Household Durables-1.7%

199,500	Lennar Corp.-Class A	8,959,545
216,700	Ryland Group, Inc.	8,700,505
		17,660,050

Household Products-2.2%

79,700	Colgate-Palmolive Co.	5,381,344
91,000	Energizer Holdings, Inc.	11,648,910
55,200	The Clorox Co.	5,890,392
		22,920,646

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Independent Power Producers & Energy

Traders-0.6%

42,673	Abengoa Yield PLC	1,404,795
157,256	Pattern Energy Group, Inc.	4,595,020
		5,999,815

Industrial Conglomerates-0.5%

47,200	Siemens AG	4,986,060
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Insurance-2.1%

32,100	Allianz SE	5,293,012
378,500	BB Seguridade Participacoes SA	4,147,172
91,000	Prudential Financial, Inc.	6,905,080
18,000	Zurich Insurance Group AG (a)	5,968,407
		22,313,671

Internet & Catalog Retail-0.8%

110,000	HSN, Inc.	8,518,400
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Internet Software & Services-0.6%

31,770	Equinix, Inc.	6,889,642
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IT Services-1.9%

132,000	Accenture PLC-Class A	11,091,960
58,000	International Business Machines Corp.	8,891,980
		19,983,940

Life Sciences Tools & Services-1.3%

114,500	Thermo Fisher Scientific, Inc.	14,336,545
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Machinery-2.3%

8,121,500	China CNR Corp., Ltd.-Class H (a)(b)	10,358,626
102,500	Snap-on, Inc.	13,602,775
		23,961,401

Media-4.1%

99,000	CBS Corp.-Class B	5,426,190
99,000	Comcast Corp.-Class A	5,261,355
1,600,000	ITV PLC	5,295,231
145,500	The Walt Disney Co.	13,234,680
38,000	Time Warner Cable, Inc.	5,172,940
396,000	WPP PLC	8,708,267
		43,098,663

Multi-Utilities-1.3%

355,000	CMS Energy Corp.	13,394,150
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Multiline Retail-1.0%

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27,500	Kering	5,548,490
725,500	Marks & Spencer Group PLC	5,273,753
		10,822,243
Office Electronics-0.6%		
485,000	Xerox Corp.	6,387,450
Oil, Gas & Consumable Fuels-6.5%		
75,000	Chevron Corp.	7,689,750
235,500	Enbridge, Inc.	11,405,265
117,500	Exxon Mobil Corp.	10,271,850
40,500	Marathon Petroleum Corp.	3,749,895
84,000	Occidental Petroleum Corp.	6,720,000
105,500	Phillips 66	7,418,760
832,000	Scorpio Tankers, Inc.	6,547,840
228,500	The Williams Cos., Inc.	10,022,010
108,000	Total SA	5,543,701
		69,369,071

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Paper & Forest Products-0.3%

123,000	Svenska Cellulosa AB SCA-B Shares	2,964,806
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Pharmaceuticals-5.4%

38,000	Bayer AG	5,473,189
90,000	Merck & Co., Inc.	5,425,200
176,000	Novartis AG-ADR	17,142,400
38,200	Roche Holding AG	10,295,564
114,500	Sanofi-ADR	5,277,305
247,000	Teva Pharmaceutical Industries, Ltd.-ADR	14,044,420
		57,658,078

Real Estate Investment Trusts-5.9%

100,000	American Homes 4 Rent-Class A	1,669,000
118,500	American Tower Corp.	11,488,575
163,500	Corrections Corp. of America	6,428,820
116,000	Digital Realty Trust, Inc.	8,461,040
700,000	Fibra Uno Administracion SA de CV	2,110,811
780	Nippon Building Fund, Inc.	3,837,988
840,723	Scentre Group (a)	2,470,276
220,000	Starwood Waypoint Residential Trust	5,332,800
167,500	The Geo Group, Inc.	7,289,600
796,000	Two Harbors Investment Corp.	8,214,720
674,738	Westfield Corp.	5,147,011
		62,450,641

Real Estate Management & Development-2.5%

577,000	BR Malls Participacoes SA	3,275,025
319,000	Cheung Kong Holdings, Ltd.	6,087,405
4,210,000	Global Logistic Properties, Ltd.	7,854,971
357,000	Mitsui Fudosan Co., Ltd.	9,025,529
		26,242,930

Road & Rail-3.2%

2,334,000	All America Latina Logistica SA	3,348,887
76,000	Canadian Pacific Railway, Ltd.	13,274,920
111,500	Ryder System, Inc.	9,231,085
71,160	Union Pacific Corp.	8,340,663
		34,195,555

Semiconductors & Semiconductor Equipment-2.5%

387,500	Applied Materials, Inc.	8,850,500
177,000	Avago Technologies, Ltd.	18,209,760
		27,060,260

Specialty Retail-1.9%

174,000	Penske Automotive Group, Inc.	8,412,900
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176,000	TJX Cos., Inc.	11,605,440
		20,018,340
Technology, Hardware, Storage & Peripherals-3.3%		
205,000	Apple, Inc.	24,017,800
438,000	EMC Corp.	11,357,340
		35,375,140
Textiles, Apparel & Luxury Goods-1.0%		
131,800	Carter's, Inc.	10,740,382
Trading Companies & Distributors-1.2%		
756,000	Ashtead Group PLC	12,302,016
Water Utilities-0.6%		
108,500	American Water Works Co., Inc.	6,091,190

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Wireless Telecommunication Services-1.4%		
432,500	Vodafone Group PLC-SP ADR	15,193,725
	Total Common Stocks (Cost \$935,236,312)	1,043,970,976
Equity-Linked Structured Notes-1.0%		
Multi-Utilities-1.0%		
560,500	Veolia Environnement SA-Morgan Stanley BV	10,267,867
	Total Equity-Linked Structured Notes (Cost \$10,991,901)	10,267,867
Principal Amount		
Short-Term Investments-1.2%		
\$12,506,000	State Street Eurodollar Time Deposit, 0.01%	12,506,000
	Total Short-Term Investments (Cost \$12,506,000)	12,506,000
Total Investments (Cost \$958,734,213)-100.6%		1,066,744,843
Liabilities in Excess of Other Assets-(0.6)%		(6,378,900 )
TOTAL NET ASSETS 100.0%		\$1,060,365,943

Percentages are stated as a percent of net assets.

(a) *Non-income producing security.*

(b) *Security fair valued in accordance with procedures approved by the Board of Trustees. These securities comprised 1.0% of the Fund's net assets.*

ADR-American Depositary Receipt

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

A/S-Aktieselskab is the Danish term for a stock-based corporation.

BV-Besloten Vennootschap is the Dutch equivalent of a private limited liability company.

NV-Naamloze Vennootschap is the Dutch term for a public limited liability corporation.

NVDR-Non-Voting Depositary Receipts

PCL-Public Company Limited

PLC-Public Limited Company

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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.

SCA-Societe en Commandite par actions is the French equivalent of a limited partnership.

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.

SP ADR-Sponsored American Depositary Receipt

Alpine Total Dynamic Dividend Fund

Notes to Schedule of Portfolio Investments

January 31, 2015 (Unaudited)

**1. Organization:**

Alpine Total Dynamic Dividend Fund (the “Fund”) is a diversified, closed-end management investment company. The Fund was organized as a Delaware Statutory Trust on October 27, 2006, and had no operating history prior to January 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 to seek high current dividend income. The Fund also focuses on long-term growth of capital as a secondary investment objective.

**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 readily 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. For equity investments traded on more than one exchange, the last reported sale price on the exchange where the stock is primarily traded is used. Equity-linked structured notes are valued by referencing the last reported sale or settlement price of the underlying security on the day of valuation. Foreign exchange adjustments are applied to the last reported price to convert the underlying security’s trading currency to the equity-linked structured note’s settlement currency. These investments are categorized as Level 2 of the fair value hierarchy. Each option security traded on a securities exchange in the United States 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 less than one year 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.

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 NAV is calculated 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 equities and OTC derivatives 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. The Fund may also fair value a security if the Fund or Adviser believes that the market price is stale. Other types of securities that the Fund may hold for which fair value pricing might be required include illiquid securities including restricted securities and private placements for which there is no public market.

As of January 31, 2015, the Fund held a security that was fair valued, which comprised 1.0% of the Fund's net assets.

**Fair Value Measurement:**

In accordance with GAAP, the Fund uses a three-tier hierarchy to establish classification of fair value measurements for disclosure 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 - Unadjusted quoted prices in active markets/exchanges 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, 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

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approach uses valuation techniques to discount estimated future cash flows to present value.

The following is a summary of the inputs used to value the Fund's assets and liabilities carried at fair value as of January 31, 2015:

Investments in Securities at Value*	Valuation Inputs			Total Value
	Level 1	Level 2	Level 3	
Common Stocks				
Consumer Discretionary	\$ 110,522,182	\$37,760,211	\$ —	\$ 148,282,393
Consumer Staples	100,767,582	28,458,279	—	129,225,861
Energy	73,521,330	5,543,701	—	79,065,031
Financials	113,314,953	83,438,242	—	196,753,195
Health Care	106,967,485	15,768,753	—	122,736,238
Industrials	88,747,115	62,467,525	—	151,214,640
Information Technology	131,315,455	—	—	131,315,455
Materials	—	31,082,183	—	31,082,183
Telecommunication Services	15,193,725	—	—	15,193,725
Utilities	39,102,255	—	—	39,102,255
Equity-Linked Structured Notes	—	10,267,867	—	10,267,867
Short-Term Investment	—	12,506,000	—	12,506,000
Total	\$779,452,082	\$287,292,761	\$ —	\$ 1,066,744,843

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Other Financial Instruments	Valuation Inputs			Total Value
	Level 1	Level 2	Level 3	
Assets				
Forward Currency Contracts	\$—	\$3,242,641	\$ —	\$3,242,641
Liabilities				
Forward Currency Contracts	—	(2,379,494)	—	(2,379,494)
Total	\$—	\$863,147	\$ —	\$863,147

\* For detailed industry descriptions, see accompanying Schedule of Portfolio Investments.

For the period ended January 31, 2015, there were no transfers between Level 1, Level 2 and Level 3. The Funds recognize transfers as of the beginning of the year.

**B. 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 timely distribute, 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 intend to undertake procedural steps to claim the benefits of such treaties. Where available, the Fund will file refund claims for foreign taxes withheld.

As of January 31, 2015, net unrealized appreciation/(depreciation) of investments, excluding foreign currency, based on Federal tax costs was as follows:\*

Cost of investments	Gross unrealized appreciation	Gross unrealized depreciation	Net unrealized appreciation
\$958,734,213	\$168,780,550	\$(60,769,920)	\$108,010,630

\* Because tax adjustments are calculated annually, the above table reflects the tax adjustments outstanding at the Fund's previous fiscal year end. For the previous fiscal year's Federal income tax information, please refer to the Notes to Financial Statements section in the Fund's most recent semi-annual or annual report.



**C. Distributions to Shareholders:**

The Fund intends to make a level distribution each month to its shareholders of the net investment income of the Fund after payment of Fund operating expenses. 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 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.

**D. 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.

**E. 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. Generally, when the U.S. dollar rises in value against a foreign currency, the Fund's investments denominated in that currency will lose value because that currency is worth fewer U.S. dollars; the opposite effect occurs if the U.S. dollar falls in relative value.

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.

**F. 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 complex securities or other types of fixed-income securities. Such securities may exhibit price behavior that does not correlate with other fixed-income securities.

**G. 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, a Fund records a realized gain or loss equal to the fluctuation in value during the period the forward contract was open. A 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. The Fund’s forward contracts are not subject to a master netting agreement or similar agreement.

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The following forward contracts were held as of January 31, 2015:

Description	Counterparty	Settlement Date	Currency	Settlement Value	Current Value	Unrealized Gain/Loss
<b>Contracts Sold:</b>						
Swiss Franc	State Street Bank and Trust Company	06/25/15	21,700,000	CHF \$21,577,011	\$23,790,059	\$(2,213,000)
Euro	State Street Bank and Trust Company	06/25/15	52,100,000	EUR 62,097,469	58,960,865	3,136,604
British Pound	State Street Bank and Trust Company	06/25/15	12,000,000	GBP 18,163,200	18,057,163	106,037
Japanese Yen	State Street Bank and Trust Company	06/25/15	2,340,000,000	JPY 19,796,284	19,962,730	(166,446)
					\$120,770,817	\$863,147

**Item 2 - 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 of a date within 90 days of this filing and have concluded that the Registrant's disclosure controls and procedures were effective, as of that date.

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

**Item 3 – Exhibits.**

Separate certifications for the Registrant's principal executive officer and principal financial officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 30a-2(a) under the Investment Company Act of 1940, are attached as Ex99.CERT.

**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 TOTAL DYNAMIC DIVIDEND FUND

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

Date: March 25, 2015

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  
President (Principal Executive Officer)

Date: March 25, 2015

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

Date: March 25, 2015