

Madison Strategic Sector Premium Fund  
 Form 3  
 February 21, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                               |  |
| Karpus Management, Inc.                   |         | (Month/Day/Year)                     | Madison Strategic Sector Premium Fund [MSP]                                      |  |
| (Last)                                    | (First) | (Middle)                             | 02/08/2017   |  |
| 183 SULLY'S TRAIL,Â                       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                  |         |                                      | (Check all applicable)   |  |
| PITTSFORD,Â NYÂ 14534                     |         |                                      | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner        |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
|   |         |                                      | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock <sup>(1)</sup>     | 1,371,629   | D <sup>(2)</sup>   | Â   |
| Common Stock <sup>(1)</sup>     | 16,450  | D <sup>(3)</sup>   | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                     |                    |       |                                  |          |  |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Karpus Management, Inc.<br>183 SULLY'S TRAIL<br>PITTSFORD, NY 14534                    | ^             | ^ X       | ^       | ^     |
| KARPUS GEORGE W<br>KARPUS MANAGEMENT, INC.<br>183 SULLY'S TRAIL<br>PITTSFORD, NY 14534 | ^             | ^ X       | ^       | ^     |

## Signatures

|   |            |
|---|------------|
| Karpus Management, Inc. by Daniel L. Lippincott, CFA, Sr. Tax-Sensitive Mgr. & Director of Investment Personnel | 02/21/2017 |
| __Signature of Reporting Person   | Date       |
| George W. Karpus  | 02/21/2017 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- This Form 3 is filed by Karpus Management, Inc., d/b/a Karpus Investment Management ("Karpus") and George W. Karpus (collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of
- (1) the Issuer's outstanding shares of common stock. Both Karpus and Mr. Karpus disclaim any beneficial ownership (as that term is defined in SEC Rule 16a-1(2)) of shares of the Issuer except to the extent of their pecuniary interest, if any, therein. This filing shall not be an admission by either of the Reporting Persons and the filers disclaim any such obligation.
  - (2) Shares of Common Stock beneficially owned by Karpus.
  - (3) Mr. Karpus does not directly own any Shares. However, Mr. Karpus may be deemed to beneficially own 16,450 Shares held by the Karpus Investment Management Profit Sharing Plan Fund C - Growth Common Stock Fund and The Karpus Family Foundation, Inc. entities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.