

NUVEEN MASSACHUSETTS PREMIUM INCOME MUNICIPAL FUND  
Form SC 13G/A  
June 19, 2014

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G/A\*

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO §240.13d-1(b), (c) and (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO §240.13d-2

(Amendment No. 1)\*

Nuveen Massachusetts Premium Income Municipal Fund

(Name of Issuer)

Common Shares, \$0.01 par value per share

(Title of Class of Securities)

67061E104

(CUSIP Number)

June 9, 2014

(Date of Event Which Requires Filing of This Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP No. 67061E104 SCHEDULE 13G Page 2 of 4

(1) Names of reporting persons

Gerald Fels

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

USA

(5) Sole voting power:

1,072,907

(6) Shared voting  
power:

0

(7) Sole dispositive  
power:

1,072,907

(8) Shared dispositive  
power:

0

Number of shares beneficially owned by each reporting person with:

(9) Aggregate amount beneficially owned by each reporting person:

1,072,907

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row 9:

11.5%

(12) Type of reporting person (see instructions):

IN



CUSIP No. 67061E104 SCHEDULE 13G Page 3 of 4

This Amendment No. 1 amends and supplements, as set forth below, the information contained in the cover page and Item 4 of the Schedule 13G that was originally filed with the Securities and Exchange Commission (the "SEC") by Gerald Fels on October 30, 2013 (the "Schedule 13G"). Capitalized terms used but not otherwise defined in this Amendment No. 1 are used with the meanings ascribed to them in the Schedule 13G. Except as amended by this Amendment No. 1, all information contained in the Schedule 13G is, after reasonable inquiry and to the best of the Reporting Person's knowledge and belief, true, complete and correct as of the date of this Amendment No. 1.

**Item 4. Ownership.**

**(a) Amount Beneficially Owned:** 1,072,907 shares.

Effective June 9, 2014, the assets of Nuveen Massachusetts Dividend Advantage Municipal Fund (NMB) and the Nuveen Massachusetts AMT-Free Municipal Income Fund (NGX) were merged into the assets of the Nuveen Massachusetts Premium Income Municipal Fund (NMT). As a result of the merger, the reporting person's holdings of NMB and NGX were converted into an aggregate of 690,180 shares of NMT. In addition, the reporting person owned 335,238 shares of NMT prior to the merger, and has acquired an additional 47,489 shares since the merger.

**(b) Percent of Class:** 11.5%<sup>1</sup>

**(c) Number of shares as to which such person has:**

**(i) Sole power to vote or direct the vote:** 1,072,907 shares

**(ii) Shared power to direct the vote:** N/A

**(iii) Sole power to dispose or to direct the disposition of:** 1,072,907 shares

**(iv) Shared power to dispose or to direct the disposition of:** N/A

<sup>1</sup> Based on 9,346,877 common shares outstanding as of June 9, 2014.

CUSIP No. 67061E104 SCHEDULE 13G Page 4 of 4

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 19, 2014

/s/ Gerald Fels  
Gerald Fels