

WELLS FARGO UTILITIES & HIGH INCOME FUND
Form SC 13G/A
February 11, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Wells Fargo Utilities and High Income Fund

(Name of Issuer)

Common

(Title of Class of Securities)

94987E109

(CUSIP Number)

December 31, 2015

(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 the disclosures provided in a prior cover page.

The information required in 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).

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1. Names of Reporting Persons, I.R.S. Identification Nos. of above persons (entities only):

First Trust Portfolios L.P.: 36-3768815
First Trust Advisors L.P.: 36-3788904
The Charger Corporation: 36-3772451

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 of each

Reporting Person: Illinois, U.S.A.

Number of
Shares Bene-
ficially
Owned by Each
Reporting
Person With:

5. Sole Voting Power: 0
6. Shared Voting Power:
Such shares are held by the following entities in the
respective amounts listed:

First Trust Portfolios L.P.: 0
First Trust Advisors L.P.: 0
The Charger Corporation: 0

7. Sole Dispositive Power: 0

8. Shared Dispositive Power:

Such shares are held by the following entities in the
respective amounts listed:

First Trust Portfolios L.P.: 198,081
First Trust Advisors L.P.: 198,081
The Charger Corporation: 198,081

9. Aggregate Amount Beneficially Owned by Each
Reporting Person: 198,081

10. Check if the Aggregate Amount in Row (9) Excludes
Certain Shares (See Instructions)

- 2 -

11. Percent of Class Represented by Amount in Row (9): 2.15%

12. Type of Reporting Person (See Instructions)

First Trust Portfolios L.P.	- BD
First Trust Advisors L.P.	- IA
The Charger Corporation	- HC

ITEM 1.

(a) Name of Issuer: Wells Fargo Utilities and High Income Fund

(b) Address of Issuer's Principal Executive Offices

Attn: Legal Department
200 Berkeley Street
21st Floor
Boston, MA 02116
USA

ITEM 2.

(a) Name of Person Filing

First Trust Portfolios L.P.
First Trust Advisors L.P.
The Charger Corporation

(b) Address of Principal Business Office or, if none, Residence

First Trust Portfolios L.P.
120 East Liberty Drive, Suite 400
Wheaton, Illinois 60187

First Trust Advisors L.P.
120 East Liberty Drive, Suite 400
Wheaton, Illinois 60187

The Charger Corporation
120 East Liberty Drive, Suite 400
Wheaton, Illinois 60187

(c) Citizenship of each Reporting Person:

Illinois, U.S.A.

(d) Title of Class of Securities

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Common Stock

(e) CUSIP Number 94987E109

- 3 -

ITEM 3. If this statement is filed pursuant to Sec. 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with Sec. 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Sec. 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Sec. 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Sec. 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Sec. 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Sec. 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

ITEM 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 198,081
- (b) Percent of class: 2.15%

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- (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 198,081

- 4 -

Instruction. For computations regarding securities which represent a right to acquire an underlying security see Sec. 204.13d-3(d)(1).

ITEM 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Instruction: Dissolution of a group requires a response to this item.

ITEM 6. Ownership of More than Five Percent on Behalf of Another Person

This Schedule 13G filing is jointly filed by The Charger Corporation, First Trust Portfolios L.P. and First Trust Advisors L.P. pursuant to Rule 13d-1(k)(1). The Charger Corporation is the General Partner of both First Trust Portfolios L.P. and First Trust Advisors L.P. First Trust Portfolios L.P. acts as sponsor of certain unit investment trusts which hold shares of the issuer. The total number of shares of the issuer held by these unit investment trusts is set forth in Row (8) above with respect to First Trust Portfolios L.P. No individual unit investment trust sponsored by First Trust Portfolios L.P. holds more than 3% of any registered investment company issuer's shares. First Trust Advisors L.P., an affiliate of First Trust Portfolios L.P., acts as portfolio supervisor of the unit investment trusts sponsored by First Trust Portfolios L.P., certain of which hold shares of the issuer. Neither First Trust Portfolios L.P., First Trust Advisors L.P. nor The Charger Corporation have the power to vote the shares of the issuer held by these unit investment trusts sponsored by First Trust Portfolios L.P. These shares are voted by the trustee of such unit investment trusts so as to insure that the shares are voted as closely as possible in the same manner and in the same general proportion as are the shares held by owners other than such unit investment trusts. The difference, if any, between the aggregate amount of shares beneficially owned by each reporting person, as set forth in Row (9) above, and the number of shares of the issuer held by the unit investment trusts sponsored by First Trust Portfolios L.P. represents shares of the issuer which are either held in other registered investment companies, pooled investment vehicles and/or separately managed accounts for which First Trust Advisors L.P. serves as investment advisor and/or investment sub-advisor. Each of First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation disclaims beneficial ownership of the shares of the issuer identified in this filing.

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ITEM 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

See Item 6.

ITEM 8. Identification and Classification of Members of the Group

Not Applicable.

- 5 -

ITEM 9. Notice of Dissolution of Group

Not Applicable.

ITEM 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect other than activities solely in connection with a nomination under Sec. 240.14a-11.

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.

FIRST TRUST PORTFOLIOS L.P.,
FIRST TRUST ADVISORS L.P. and
THE CHARGER CORPORATION
Date: February 11, 2016

By: /s/ James M. Dykas

James M. Dykas
Controller of
First Trust Portfolios L.P., and
Chief Financial Officer of
First Trust Advisors L.P., and
Chief Financial Officer and
Treasurer of The Charger Corporation

2" style="border: solid black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width:

1">9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

(Instr. 4)11. Nature of Indirect Beneficial Ownership

(Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNOX LINA S 506 NORTH RIDE TALLAHASSEE, FL 32303		X		

Signatures

/s/ Lina S. Knox 12/02/2014

**Signature of Date
Reporting Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

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. (1,047) (4,416) Inventories (6,594) (4,782) Prepaids and other assets 212 (614) Accounts payable and accrued expenses 3,970 3,704 Other, net (15) 50 ----- ----- NET CASH USED IN OPERATING ACTIVITIES (3,878) (2,713) CASH FLOWS FROM INVESTING ACTIVITIES: Purchase of property and equipment (590) (564) Proceeds from sale of property and equipment 254 -- Software development costs (2,806) (1,404) Change in other assets (164) (321) ----- ----- NET CASH USED IN INVESTING ACTIVITIES (3,306) (2,289) CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from revolving credit facility 3,042 1,330 Proceeds from issuance of preferred shares 3,478 46 Other liabilities 375 (55) ----- ----- NET CASH PROVIDED BY FINANCING ACTIVITIES 6,895 1,321 EFFECT OF EXCHANGE RATE CHANGES ON CASH 401 (395) ----- ----- INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS 112 (4,076) CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD 2,835 6,899 ----- ----- CASH AND CASH EQUIVALENTS AT END OF PERIOD \$ 2,947 \$ 2,823 ===== ===== See notes to consolidated financial statements. Page 5 FRANKLIN ELECTRONIC PUBLISHERS, INCORPORATED AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) Reference is made to the financial statements included in the Company's annual Report (Form 10-K) filed with the Securities and Exchange Commission for the year ended March 31, 2001. The financial statements for the periods ended September 30, 2001 and 2000 are unaudited and include all adjustments necessary to a fair presentation of the results of operations for the periods then ended. All such adjustments are of a normal recurring nature. The results of the Company's operations for any interim period are not necessarily indicative of the results of the Company's operations for a full year. EBOOKMAN PROVISIONS In February 2001 the Company began shipment of its new eBookMan product that had been in development for approximately one year. Through September 30, 2001 sales of this product have been below expectations, as the eBook market did not develop and grow as anticipated. Because of the lower than expected sales, the Company recorded provisions totaling \$4,201 to reduce the carrying value of its eBookMan inventory and certain

related assets and provide for price protection related to the eBookMan product. NOTES PAYABLE The Company is not in compliance with certain financial covenants of its Senior Note Agreement pertaining to EBITDA coverage of interest expense and fixed charges. Therefore, the \$10,404 of Senior Notes and the \$7,107 due under the Company's \$25,000 Revolving Credit Facility are shown as current liabilities. The Company is currently in discussions with the Noteholders to restructure the Agreement to allow the Company to operate in compliance with all financial covenants. At March 31 \$2,000 of Senior Notes were included in current liabilities and the remaining \$8,329, along with the \$4,064 due under the Revolving Credit Facility, were shown as long-term liabilities. Page 6 FRANKLIN ELECTRONIC PUBLISHERS, INCORPORATED AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (unaudited) OPERATIONS Under FAS No. 131 "Disclosure about Segments of an Enterprise and Related Information", the Company's operations are treated as one operating segment as it only reports profit and loss information on an aggregate basis to the chief operating decision maker of the Company. Information about the Company's product sales are as follows (in thousands): Three Months Ended Six Months Ended

-----	September 30,	September 30,	-----	-----	Product Sales 2001
2000	2001	2000	-----	-----	Reference \$15,679 \$17,171 \$27,547 \$31,845 Rolodex 4,156
3,253	6,098	5,566	eBookMan (1,121)	1,078 -- Other 86 -- 150	-----
\$20,510	\$34,723	\$37,561	=====	=====	Total Sales \$18,714

Approximate foreign sources of revenues including export sales were as follows (in thousands): Three Months Ended Six Months Ended -----

-----	September 30,	September 30,	-----	-----	Product Sales 2001 2000 2001 2000
-----	-----	-----	-----	-----	Europe \$ 3,922 \$ 4,125 \$ 7,858 \$10,054 Other International 1,851 1,241 2,945

2,338 For the three-month periods ended September 30, 2001 and 2000, one customer in each period accounted for more than 10% of the Company's revenues. Total sales to these customers were \$1,910 and \$2,500 respectively. The sales of \$1,910 in 2001 were comprised of reference product while the sales of \$2,500 in 2000 and included reference product and Rolodex Electronic products. For the six months ended September 30, 2001 and 2000 no customer accounted for more than 10% of the Company's revenues. Page 7 ISSUANCE OF PREFERRED STOCK In April 2001, Dr. James H. Simons, the Company's Chairman of the Board, paid \$3,500,000 for 3,500 shares of the Company's Series A 10% Convertible Preferred Stock for which he had subscribed in March 2001. For additional information regarding the Preferred Stock issue, refer to the financial statements included in the Company's annual Report (Form 10-K) for the year ended March 31, 2001 RECENT ACCOUNTING PRONOUNCEMENTS In July 2001, the FASB issued Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" ("SFAS 142). SFAS No. 142 changes the accounting for goodwill from an amortization method to an impairment-only approach. The provisions of this statement are required to be applied starting with fiscal years beginning after December 15, 2001 and applied to all goodwill and other intangible assets recognized in its financial statements at that date. The Company expects to adopt this standard for its fiscal year commencing April 1, 2002 and is currently evaluating the impact of SFAS 142 on its financial results. RECLASSIFICATIONS Certain reclassifications have been made to the prior years' financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported results of operations or retained earnings. Page 8 Item 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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RESULTS OF OPERATIONS (in thousands) Overview The retail market for handheld eBook readers has not developed and grown as anticipated, resulting in substantially lower sales of eBookMan than were expected. Accordingly, the Company has incurred, and reported in the second quarter, losses from operations of eBookMan and a write-down of inventory and certain retail marketing and promotion costs pertaining to eBookMan. As a result, the Company incurred net losses of (\$5,875) and (\$7,832) respectively for the three- and six-month periods ended September 30, 2001. Three months ended September 30, 2001 compared with three months ended September 30, 2000: A comparative summary of the results of operations of the Company's core business (Reference and ROLODEX(R) Electronics products) and eBookMan product line is shown below. For the Quarter Ended For the Quarter Ended September 30, 2001 September 30, 2000 -----

Core eBookMan Total	Core eBookMan Total	-----	-----	-----	SALES \$ 19,835 \$ (1,121)*
\$ 18,714	\$ 20,510	\$ --	\$ 20,510	COST OF SALES 11,734 243 11,977 11,699 -- 11,699	PROVISION FOR LOSS ON
EBOOKMAN INVENTORY -- 2,898	2,898	--	--	-----	TOTAL COST OF

SALES 11,734 3,141 14,875 11,699 -- 11,699 ----- GROSS MARGIN 8,101
 (4,262) 3,839 8,811 -- 8,811 OPERATING EXPENSES 6,655 2,334 8,989 6,830 1,058 7,888 -----
 ----- OPERATING INCOME (LOSS) 1,446 (6,596) (5,150) 1,981 (1,058) 923 INTEREST AND
 OTHER (334) (391) (725) (715) -- (715) ----- NET INCOME (LOSS) \$ 1,112
 \$ (6,987) \$ (5,875) \$ 1,266 \$ (1,058) \$ 208 ===== *

After provisions for returns and price protection of \$1,722. Net Sales Sales of \$18,714 for the quarter ended September 30, 2001 were 9% lower than sales of \$20,510 last year due to negative sales of eBookMan of (\$1,121) resulting from return and price protection provisions of \$1,722 and lower sales of reference products of \$1,492, partially offset by increased ROLODEX(R) Electronics products sales of \$903. Gross Margin Gross Margin was \$3,839 or 21% of sales in the current period primarily because of a write-down of inventory and provisions for price protection and returns of eBookMan aggregating \$4,016. Core business gross margin of \$8,101 is 41% of sales compared with \$8,811 or 43% of sales last year. The reduction in core business gross margin percentage resulted from lower margin ROLODEX(R) Electronics products comprising 21% of sales in the current period compared with 16% last year. Page 9 Operating Expenses Total operating expenses increased to \$8,989 compared with \$7,888 in the prior period. Sales and marketing expenses increased by \$1,460 to \$5,675 from \$4,215 primarily because of \$1,088 of promotional expense relating to eBookMan and increased customer advertising allowances of \$228. General and administrative expenses were reduced to \$2,271 from \$2,447 in the prior period. Research and development costs were reduced to \$1,043 from \$1,226 because the prior period included \$227 of non-recurring vendor charges pertaining to the development of eBookMan. Other Income/Expense Interest expense of \$441 for the current period approximates the \$410 of the prior period. Currency transaction losses net of investment income were \$284 this year compared with \$305 last year. Net Income (Loss) There was a net loss of (\$5,875) for the current period compared with net income of \$208 last year. The current year's loss is wholly attributable to eBookMan operations and inventory write down aggregating \$6,987. The Company's core Reference and ROLODEX(R) Electronics products business had net income of \$1,112 for the current period compared with \$1,266 last year. Six months ended September 30, 2001, compared with six months ended September 30, 2000: A comparative summary of operations for the Company's core business (Reference and ROLODEX(R) Electronics products) and eBookMan product lines is shown below. Six Months Ended Six Months Ended September 30, 2001 September 30, 2000 -----

Core eBookMan		Total Core eBookMan		Total	
2001	2000	2001	2000	2001	2000
SALES	\$ 33,645	\$ 1,078*	\$ 34,723	\$ 37,561	\$ 37,561
COST OF SALES	19,430	1,909	21,339	21,291	21,291
PROVISION FOR LOSS ON EBOOKMAN INVENTORY	--	2,898	2,898	--	--
TOTAL COST OF SALES	19,430	4,807	24,237	21,291	21,291
GROSS MARGIN	14,215	(3,729)	10,486	16,270	16,270
OPERATING EXPENSES	13,246	3,847	17,093	13,022	12,287
OPERATING INCOME (LOSS)	969	(7,576)	(6,607)	3,248	(1,287)
INTEREST AND OTHER	(510)	(715)	(1,225)	(1,320)	(1,320)
NET INCOME (LOSS)	\$ 459	\$ (8,291)	\$ (7,832)	\$ 1,928	\$ (1,287)

===== * After provisions for returns and price protection of \$2,250. Net Sales Sales of \$34,723 for the six-month period ended September 30, 2001 were \$2,838 or 8% lower than sales of \$37,561 in the prior period. The primary reasons for the decline were a reduction of \$1,736 in sales of reference products in the United States consumer and OEM markets and a decline of \$2,040 in European sales of reference products, caused in part by weaker currencies, offset by eBookMan sales of \$1,078. Page 10 Gross Margin Gross margin in the current period was \$10,486 or 30% of sales including eBookMan operations and write-down of inventory aggregating (\$3,729) or 11% of sales. Core business gross margin of \$14,215 approximates 42% of sales compared with \$16,270 or 43% of sales in the prior period. Operating Expenses Total operating expenses increased to \$17,093 from \$14,309 in the prior period. The increase is attributable to higher sales and marketing expenses of \$2,983 caused by an increase of \$2,423 in eBookMan operations and \$560 in the core business. The eBookMan increase consists primarily of advertising and promotion expenses of \$1,934 while the core business increase is attributable to increased personnel expenses of \$220 and increased customer advertising allowances of \$201. General and administrative expense was reduced to \$4,552 in the current period from \$4,771 in the prior period primarily because of a lower provision for bad debts of \$205 and lower depreciation and amortization of \$158. Research and development expense remained relatively constant at \$2,013 compared with \$1,993 in the prior period. Other Income/Expense Interest expense of \$815 for the current period approximates the \$814 of the prior period. Currency transaction losses net of investment

income were \$410 this year compared with \$506 last year. Net Income (Loss) There was a net loss of (\$7,832) in the current period compared with net income of \$641 in the prior period. The current year's loss is wholly attributable to eBookMan operations and inventory write down aggregating \$8,291. The Company's core Reference and ROLODEX(R) Electronics products business net income in the current period decreased by \$1,469 to \$459 from \$1,928 in the prior period. The reduction in core business net income results from lower sales of \$3,916 and lower gross margin of \$2,055, partially offset by lower interest expense and currency transaction losses of \$810. Changes In Financial Condition - September 30, 2001 compared with March 31, 2001 Inventories increased to \$24,125 from \$20,879 at March 31 as the amount of core business inventory seasonally increased to \$18,675 from \$12,550 while the carrying value of eBookMan inventory decreased to \$5,450 from \$8,329 at March 31, 2001. Other assets increased from \$29,703 to \$30,319 as capitalized software development costs of \$1,976 relating to the Company's new enterprise resource system were partially offset by net amortization of prior development costs and licenses. Accounts payable and accrued expenses increased to \$17,555 from \$13,647 primarily because of the seasonal increase in core business inventory and the accrual of price protection of \$716 pertaining to eBookMan. The \$10,404 of Senior Notes and the \$7,107 due under the Company's \$25,000 Revolving Credit Facility are shown as current liabilities because the Company is not in compliance with certain financial covenants of its Senior Note Agreement pertaining to EBITDA coverage of interest expense and fixed charges. At March 31, \$2,000 of Senior Notes was included in current liabilities and the remaining \$8,329, along with the \$4,064 due under the Revolving Credit Facility, were shown as long term liabilities. In April 2001, the Company received \$3,500 in payment for the Convertible Preferred Stock that had been subscribed for in March 2001. Page 11 Liquidity and Capital Resources The Company has a \$25,000 secured Revolving Credit Facility with a commercial lender which expires on December 7, 2002. Borrowings under the facility bear interest at the bank's prime rate plus 3/8%. As of September 30, 2001, the Company had outstanding borrowings of \$7,107 under this facility and had a balance of \$10,404 outstanding under its Senior Notes. The Company is not in compliance with certain financial covenants of its Senior Note Agreement pertaining to EBITDA coverage of interest expense and fixed charges. The Company is currently in discussions with the Noteholders to restructure the Agreement to allow the Company to operate in compliance with all financial covenants and is in discussions with the lender to extend the term of the Revolving Credit Facility. Management believes that cash flow from operations and the secured Revolving Credit Facility will be adequate to provide for the Company's liquidity and capital needs for the foreseeable future subject to satisfactory completion of discussions with the lender. The Company has no material commitments for capital expenditures in the next twenty-four months. Page 12 PART II

ITEM 3. DEFAULT UPON SENIOR SECURITIES The Company is not in compliance with certain financial covenants of its Senior Note Agreement pertaining to EBITDA coverage of interest expense and fixed charges. The Company is currently in discussions with the Noteholders to restructure the Agreement to allow the Company to operate in compliance with all financial covenants. ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS The Annual Meeting of Shareholders of the Company was held on July 20, 2001. Reference is made to the Company's Proxy Statement furnished to shareholders in connection with the solicitation of proxies in connection with that Annual Meeting. In connection with the annual election of directors, nine incumbent directors were re-elected with Edward H. Cohen and James H. Simons each receiving 7,096,003 votes with 578,477 votes withheld; Kenneth D. Cron and Howard L. Morgan receiving 7,096,253 votes with 578,227 votes withheld; James Meister and Jerry R. Schubel receiving 7,088,311 votes with 586,159 votes withheld; Barry Lipsky receiving 7,095,003 votes with 579,477 votes withheld; Leonard M. Lodish receiving 7,091,949 votes with 582,531 votes withheld; and William H. Turner receiving 7,095,803 votes with 578,677 votes withheld. Shareholders approved the increase in the number of shares with respect to which options may be granted under the Company's 1998 Stock Option Plan and certain other amendments thereto with 3,836,285 votes for and 901,517 votes against with 7,750 abstentions. Shareholders approved the issuance of 10,000,000 shares of Series A Preferred Stock with a value of \$2.50 per share by vote of 4,056,939 votes in favor, 680,863 votes against, and 7,750 abstentions. Shareholders ratified the appointment of Radin, Glass & Co. as auditors for the Company's 2002 fiscal year by vote of 7,657,501 in favor, 12,479 votes against, and 4,500 abstentions. ITEM 5. OTHER INFORMATION ROLODEX(R) is a registered trademark of Berol Corporation, a subsidiary of Newell Rubbermaid, Inc. Rocket eBook is a trademark of NuvoMedia, Inc. ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K No additional exhibits are required and no reports on Form 8-K were filed. SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FRANKLIN ELECTRONIC PUBLISHERS, INCORPORATED Registrant November 14, 2001 /s/ Barry J. Lipsky
----- Date Barry J. Lipsky, President and Chief Executive Officer (Duly Authorized
Officer) November 14, 2001 /s/ Arnold D. Levitt ----- Date Arnold D. Levitt, Senior Vice
President, Chief Financial Officer, and Treasurer (Principal Financial and Accounting Officer)