

Madison Strategic Sector Premium Fund
Form SC 13D/A
October 17, 2018

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Madison Strategic Sector Premium Fund
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

558268108

(CUSIP Number)

Frank E. Burgess
550 Science Drive
Madison, WI 53711
608-274-0300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 8, 2018

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See 240.13d-7(b) for other parties to whom copies are to be sent.

*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).

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SCHEDULE 13D

CUSIP No. 558268108

NAMES OF REPORTING

1 PERSONS

Frank E. Burgess

CHECK THE APPROPRIATE BOX

2 IF A MEMBER OF A GROUP*

(a) ☐

(b) ☐

3 SEC USE ONLY

SOURCE OF FUNDS (See

4 Instructions)

PF

CHECK IF DISCLOSURE OF

LEGAL PROCEEDINGS IS

5 REQUIRED PURSUANT TO ITEMS

2(D) OR 2(E)

☐

CITIZENSHIP OR PLACE OF

6 ORGANIZATION

United States of America

NUMBER OF VOTING POWER

OF 0

8 SHARED VOTING POWER
SHARES

9 SOLE DISPOSITIVE POWER

BENEFICIALLY

SHARED DISPOSITIVE POWER

OWNED

BY

EACH

10

REPORTING

PERSON

WITH

AGGREGATE AMOUNT

11 BENEFICIALLY OWNED BY

EACH REPORTING PERSON

0

CHECK BOX IF THE

AGGREGATE AMOUNT IN ROW

12(11) EXCLUDES CERTAIN

SHARES (See Instructions)

☐

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
13 ROW (11)

0%

TYPE OF REPORTING PERSON
14 (See Instructions)
IN

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Item 1. Security and Issuer

This statement relates to the shares of common stock (the “Shares”) of Madison Strategic Sector Premium Fund (the “Issuer”). The address of the principal executive offices of the Issuer is 550 Science Drive, Madison, WI 53711.

Item 2. Identity and Background

(a) The reporting person is Frank E. Burgess.

(b) 550 Science Drive, Madison, WI 53711

The reporting person is the Chairman of the Board of Madison Investment Holdings, Inc. (“MIH”), which is the (c) parent company of Madison Asset Management, LLC (“MAM”), the investment adviser to the Issuer. The principal business address of MIH (and MAM) is 550 Science Drive, Madison, WI 53711.

(d) The reporting person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) during the past five years.

The reporting person has not been party to any civil proceedings of a judicial or administrative body of competent (e) jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws during the past five years.

(f) The reporting person is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

This filing does not reflect any purchase of securities by the Reporting Person.

Item 4. Purpose of Transaction

Item 4 is hereby amended to add the following:

Madison Strategic Sector Premium Fund (“MSP”) and Madison Covered Call & Equity Strategy Fund (“MCN”), each a closed end fund, announced that the merger of MSP with and into MCN was completed prior to the opening of the New York Stock Exchange (“NYSE”) on October 8, 2018.

In the merger, common shareholders of MSP received newly-issued MCN common shares in a tax-free transaction having an aggregate net asset value equal to the aggregate net asset value of their holdings of MSP common shares, as determined as of the close of trading on the NYSE on October 5, 2018. Fractional MCN shares were not issued in the merger and consequently cash will be distributed for any such fractional amounts. After the merger date, MSP has no shareholders.

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Item 5. Interest in Securities of the Issuer

(a) Not applicable.

(b) Regarding the number of Shares as to which such person has:

(i) sole power to vote or to direct the vote: See line 7 of the cover sheet.

(ii) shared power to vote or to direct the vote: See line 8 of the cover sheet.

(iii) sole power to dispose or to direct the disposal: See line 9 of the cover sheet.

(iv) shared power to dispose or to direct the disposal: See line 10 of the cover sheet.

(c) Not applicable.

(d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, shares beneficially owned by the reporting person.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Not applicable.

Item 7. Material to Be Filed as Exhibits

Not applicable.

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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.

October 16, 2018

Dated

/s/ Frank E. Burgess

Signature

Frank E. Burgess

Name