

TIMELY INFORMATION INSIDE

CALAMOS[®]
INVESTMENTS
Strategic Total Return Fund (CSQ)

SEMIANNUAL REPORT APRIL 30, 2017



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INVESTMENTS

Experience and Foresight

About Calamos Investments

For 40 years, we have helped investors like you manage and build wealth to meet their long-term individual objectives by working to capitalize on the opportunities of the evolving global marketplace. We launched our first mutual fund in 1985 and our first closed-end fund in 2002. Today, we manage six closed-end funds. Three are total-return oriented offerings, which seek current income, with increased emphasis on capital gains potential. Three are enhanced fixed income offerings, which pursue high current income from income and capital gains. Calamos Strategic Total Return Fund (CSQ) falls into the former category. Please see page 5 for a more detailed overview of our closed-end offerings.

We are dedicated to helping our clients build and protect wealth. We understand when you entrust us with your assets, you also entrust us with your achievements, goals and aspirations. We believe we best honor this trust by making investment decisions guided by integrity, by discipline, and by our conscientious research.

We believe an active, risk-conscious approach is essential for wealth creation. In the 1970s, we pioneered strategies that seek to participate in equity market upside and mitigate some of the potential risks of equity market volatility. Our investment process seeks to manage risk at multiple levels and draws upon our experience investing through multiple market cycles.

We have a global perspective. We believe globalization offers tremendous opportunities for countries and companies all over the world. In our view, this creates significant opportunities for investors. In our U.S., global and international portfolios, we are seeking to capitalize on the potential growth of the global economy.

We believe there are opportunities in all markets. Our history traces back to the 1970s, a period of significant volatility and economic concerns. We have invested through multiple market cycles, each with its own challenges. Out of this experience comes our belief that the flipside of volatility is opportunity.

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JOHN P. CALAMOS, SR.
Founder, Chairman
and Global Chief
Investment Officer

Dear Fellow Shareholder:

Welcome to your semiannual report for the six-month period ended April 30, 2017. In this report, you will find commentary from the Calamos portfolio management teams, as well as a listing of portfolio holdings, financial statements and highlights, and detailed information about the performance and positioning of the Calamos Funds. I encourage you to review this information carefully.

Calamos Strategic Total Return Fund (CSQ) is an income-oriented total return fund. This means we are focused not only on delivering a competitive stream of distributions, but also on total return. We utilize dynamic asset allocation to pursue high current income with a less rate-sensitive approach, while also maintaining a focus on capital gains.

Distribution

During the period, the Fund provided a compelling monthly distribution of \$0.0825 per share. We believe the Fund's current annualized distribution rate, which was 8.59%* on a market price basis as of April 30, 2017, was very competitive, given the low interest rates in many segments of the bond market. In our view, the Fund's distributions illustrate the benefits of a multi-asset class approach and flexible allocation strategy.

We understand that many closed-end fund investors seek steady, predictable distributions instead of distributions that fluctuate. Therefore, this Fund has a level rate distribution policy. As part of this policy, we aim to keep distributions consistent from month to month, and at a level that we believe can be sustained over the long term. In setting the Fund's distribution rate, the investment management team and the Fund's Board of Trustees consider the interest rate, market and economic environment. We also factor in our assessment of individual securities and asset classes. (For additional information on

* Current Annualized Distribution Rate is the Fund's most recent distribution, expressed as an annualized percentage of the Fund's current market price per share. The Fund's 4/17/17 distribution was \$0.0825 per share. Based on our current estimates, we anticipate that approximately \$0.0825 is paid from ordinary income or capital gains and that approximately \$0.0000 represents a return of capital. Estimates are calculated on a tax basis rather than on a generally accepted accounting principles (GAAP) basis, but should not be used for tax reporting purposes. Distributions are subject to re-characterization for tax purposes after the end of the fiscal year. This information is not legal or tax advice. Consult a professional regarding your specific legal or tax matters. Under the Fund's level rate distribution policy, distributions paid to common shareholders may include net investment income, net realized short-term capital gains and return of capital. When the net investment income and net realized short-term capital gains are not sufficient, a portion of the level rate distribution will be a return of capital. In addition, a limited number of distributions per calendar year may include net realized long-term capital gains. Distribution rate may vary.

our level rate distribution policy, please see “The Calamos Closed-End Funds: An Overview” on page 5 and “Level Rate Distribution Policy” on page 33.)

Market Review

During the semiannual period, investors were encouraged by the prospect of increased fiscal policy, generally improving economic data, globally accommodative monetary policy and a weakening dollar. Against this backdrop, equity markets around the world advanced. The MSCI World Index, a measure of developed market equity performance, returned 12.44%, while the S&P 500 Index, a measure of the U.S. market advanced even further, gaining 13.32%. Emerging market equities also rallied, gaining 9.03%, based on the MSCI Emerging Markets Index. Convertible securities, which combine attributes of stocks and bonds, participated in the upside performance of the equity markets. The U.S.-focused BofA Merrill Lynch All U.S. Convertibles ex-Mandatory Index returned 11.28%, while the BofA Merrill Lynch Global 300 Convertible Index advanced 7.44%.

As the Federal Reserve continued tightening short-term rates, investor enthusiasm for fixed income securities waned. Still, there were opportunities within the fixed income markets. Although the government and investment-grade corporate bond markets inched into negative territory for the period, as measured by a -0.67% return for the Bloomberg Barclays U.S. Aggregate Bond Index, high-yield securities benefited from their equity sensitivity and market participants’ continued quest for income, as demonstrated by the Credit Suisse U.S. High Yield Index’s gain of 5.64%.

Our Use of Leverage**

We have the flexibility to utilize leverage in this Fund. Over the long term, we believe that the judicious use of leverage provides us with opportunities to enhance total return and support the Fund’s distribution rate. Leverage strategies typically entail borrowing at short-term interest rates and investing the proceeds at higher rates of return. During the reporting period, we believed the prudent use of leverage would be advantageous given the economic environment, specifically the low borrowing costs we were able to secure. Overall, we believe the use of leverage will contribute favorably to the returns of the Fund, as we anticipate that the performance of the Fund’s holdings will exceed the cost of borrowing.

** Leverage creates risks that may adversely affect return, including the likelihood of greater volatility of net asset value and market price of common shares, and fluctuations in the variable rates of the leverage financing. The Fund has a non-fundamental policy that it will not issue preferred shares, borrow money, or issue debt securities with an aggregate liquidation preference and aggregate principal amount exceeding 38% of the Fund’s managed assets as measured immediately after the issuance of any preferred shares or debt. Prior to May 22, 2015, this leverage limitation was measured according to the Fund’s total assets.

Outlook

We expect sustained and balanced global economic growth to continue, supported by favorable economic trends in the United States, Europe, and many emerging markets. A stabilizing dollar, contained inflation, and an increased emphasis on fiscal policy – most notably but not exclusively in the United States – can provide tailwinds to sustain economic growth. These conditions also set the stage for additional stock market upside, particularly in growth areas of the market.

We expect the Federal Reserve to continue gradually tightening short-term rates. Many investors have been conditioned to think of any rate increase in negative terms, but we believe controlled rate increases made in response to improving economic conditions should be viewed more positively. For example, a more normal rate environment can provide incentives for banks to lend capital to smaller businesses, a key engine of job growth.

While we have a constructive outlook on the global economy and equity markets, we are vigilant to the crosscurrents of a highly politically charged environment, both in the U.S. and globally. Further, although pro-growth policies offer tremendous potential, fiscal policy takes time to implement and work through the economy. We expect volatility in the markets due to these factors, as well as longer-standing geopolitical concerns and conflicts.

Drawing on our collective experience navigating upside opportunity and downside risk, our investment organization believes the Calamos Funds are well positioned. As you will read in the investment manager commentaries, we continue to identify opportunities across the global markets. We see considerable potential for growth equities, as economic conditions continue to improve around the world. We also believe convertible securities remain an attractive diversification tool, as they have tended to demonstrate greater resilience to rising interest rates than traditional bonds, as well as resilience during equity market volatility. Finally, although rising interest rates are likely to create headwinds for some areas of the bond market, longer-term rates have remained well behaved and are unlikely to soar. In this environment, we believe there are opportunities for active managers in select segments, including in high yield.

Conclusion

As the saying goes, every bull market climbs a wall of worry. In other words, opportunity and volatility always go hand in hand. Even upward-moving markets see their share of shorter-term downturns and at times, corrections. When retracements occur, I encourage investors to maintain a long-term focus and rely on their financial advisors. A financial advisor can help align your asset allocation with the opportunities in the global markets as well as your risk tolerance and goals.

Letter to Shareholders

In closing, thank you for the trust you have placed in Calamos Investments to help you achieve your financial goals. We are honored to serve you. I invite you to visit our website, www.calamos.com, on an ongoing basis. You'll find many resources, including blogs and videos from our investment team and thought leadership pieces.

Sincerely,



John P. Calamos, Sr.

Founder, Chairman and Global Chief Investment Officer

Before investing, carefully consider a fund's investment objectives, risks, charges and expenses. Please see the prospectus containing this and other information or call 800.582.6959. Please read the prospectus carefully. Performance data represents past performance, which is no guarantee of future results. Current performance may be lower or higher than the performance quoted.

The MSCI World Index is a market-capitalization weighted index composed of companies representative of the market structure of developed market countries in North America, Europe and the Asia/Pacific region. The S&P 500 Index is an unmanaged index generally considered representative of the U.S. stock market. The MSCI Emerging Markets Index is a free float-adjusted market capitalization index considered broadly representative of emerging market equity performance. The index represents companies within the constituent emerging markets that are available to investors worldwide. The BofA Merrill Lynch All U.S. Convertibles ex-Mandatory Index represents the U.S. convertible securities market excluding mandatory convertibles. The BofA Merrill Lynch Global 300 Convertible Index is a global convertible index composed of companies representative of the market structure of countries in North America, Europe and the Asia/Pacific region. The Credit Suisse U.S. High Yield Index is an unmanaged index of high yield debt securities. The Bloomberg Barclays U.S. Aggregate Bond Index is considered generally representative of the investment-grade bond market. Sources: Lipper, Inc. and Morningstar, Inc.

Unmanaged index returns assume reinvestment of any and all distributions and, unlike fund returns, do not reflect fees, expenses or sales charges. Investors cannot invest directly in an index. Investments in overseas markets pose special risks, including currency fluctuation and political risks. These risks are generally intensified for investments in emerging markets. Countries, regions, and sectors mentioned are presented to illustrate countries, regions, and sectors in which a fund may invest. Fund holdings are subject to change daily. The Funds are actively managed.

The information contained herein is based on internal research derived from various sources and does not purport to be statements of all material facts relating to the securities mentioned. The information contained herein, while not guaranteed as to accuracy or completeness, has been obtained from sources we believe to be reliable. There are certain risks involved with investing in convertible securities in addition to market risk, such as call risk, dividend risk, liquidity risk and default risk, that should be carefully considered prior to investing. This information is being provided for informational purposes only and should not be considered investment advice or an offer to buy or sell any security in the portfolio. Investments in alternative strategies may not be suitable for all investors.

This report is intended for informational purposes only and should not be considered investment advice.

The Calamos Closed-End Funds: An Overview

In our closed-end funds, we draw upon decades of investment experience, including a long history of opportunistically blending asset classes in an attempt to capture upside potential while seeking to manage downside risk. We launched our first closed-end fund in 2002.

Closed-end funds are long-term investments. Most focus on providing monthly distributions, but there are important differences among individual closed-end funds. Calamos closed-end funds can be grouped into multiple categories that seek to produce income while offering exposure to various asset classes and sectors.

Portfolios Positioned to Pursue High Current Income from Income and Capital Gains

OBJECTIVE: U.S. ENHANCED FIXED INCOME

Calamos Convertible Opportunities and Income Fund
(Ticker: CHI)

Invests in high yield and convertible securities, primarily in U.S. markets

Calamos Convertible and High Income Fund
(Ticker: CHY)

Invests in high yield and convertible securities, primarily in U.S. markets

OBJECTIVE: GLOBAL ENHANCED FIXED INCOME

Calamos Global Dynamic Income Fund
(Ticker: CHW)

Invests in global fixed income securities, alternative investments and equities

Portfolios Positioned to Seek Current Income, with Increased Emphasis on Capital Gains Potential

OBJECTIVE: GLOBAL TOTAL RETURN

Calamos Global Total Return Fund
(Ticker: CGO)

Invests in equities and higher-yielding convertible securities and corporate bonds, in both U.S. and non-U.S. markets

OBJECTIVE: U.S. TOTAL RETURN

Calamos Strategic Total Return Fund
(Ticker: CSQ)

Invests in equities and higher-yielding convertible securities and corporate bonds, primarily in U.S. markets

Calamos Dynamic Convertible and Income Fund
(Ticker: CCD)

Invests in convertibles and other fixed income securities

Our Level Rate Distribution Policy

Closed-end fund investors often look for a steady stream of income. Recognizing this, Calamos closed-end funds have a level rate distribution policy in which we aim to keep monthly income consistent through the disbursement of net investment income, net realized capital gains and, if necessary, return of capital. We set distributions at levels that we believe are sustainable for the long term. Our team is focused on delivering an attractive monthly distribution, while maintaining a long-term focus on risk management. The level of the funds' distributions can be greatly influenced by market conditions, including the interest rate environment. The funds' distributions will depend on the individual performance of positions the funds hold, our view of the benefits of retaining leverage, fund tax considerations, and maintaining regulatory requirements.

For more information about any of these funds, we encourage you to contact your financial advisor or Calamos Investments at 800.582.6959 (Monday through Friday from 8:00 a.m. to 6:00 p.m., Central Time). You can also visit us at www.calamos.com.

For more information on our level rate distribution policy, please see page 33.

TOTAL RETURN* AS OF 4/30/17**Common Shares – Inception 3/26/04**

	6 Months	1 Year	Since Inception**
On Market Price	21.33%	28.41%	6.75%
On NAV	14.49%	21.72%	7.56%

* Total return measures net investment income and net realized gain or loss from Fund investments, and change in net unrealized appreciation or depreciation, assuming reinvestment of income and net realized gains distributions.

** Annualized since inception.

SECTOR WEIGHTINGS

Information Technology	18.7%
Consumer Discretionary	17.8
Financials	12.1
Health Care	11.0
Industrials	10.5
Energy	7.3
Consumer Staples	6.9
Telecommunication Services	3.7
Materials	2.7
Utilities	2.3
Real Estate	1.8

Sector Weightings are based on managed assets and may vary over time. Sector Weightings exclude any government/sovereign bonds or options on broad market indexes the Fund may hold.

STRATEGIC TOTAL RETURN FUND (CSQ)

INVESTMENT TEAM DISCUSSION

Please discuss the Fund's strategy and role within an asset allocation.

Calamos Strategic Total Return Fund (CSQ) is a total-return offering that seeks to provide a steady stream of income paid out on a monthly basis. We invest in a diversified portfolio of equities, convertible securities and high-yield securities. The allocation to each asset class is dynamic, and reflects our view of the economic landscape as well as the potential of individual securities. By combining these asset classes, we believe that we are well positioned over the long term to generate capital gains as well as income. This broader range of security types also provides us with increased opportunities to manage the risk/reward characteristics of the portfolio over full market cycles. Through this approach, we seek to offer investors an attractive monthly distribution and equity participation.

We believe our exposure to the equity markets enables us to risk manage the Fund during high periods of market volatility and allows us to optimize our performance going forward.

While we invest primarily in securities of U.S. issuers, we favor those companies that are actively participating in globalization with geographically diversified revenue streams and global business strategies. We emphasize companies that we believe offer reliable debt servicing, respectable balance sheets, solid free cash flow and good prospects for sustainable growth. We continue to remain optimistic with respect to the U.S. equity market and look forward to continued growth through economic expansion and reflationary market dynamics.

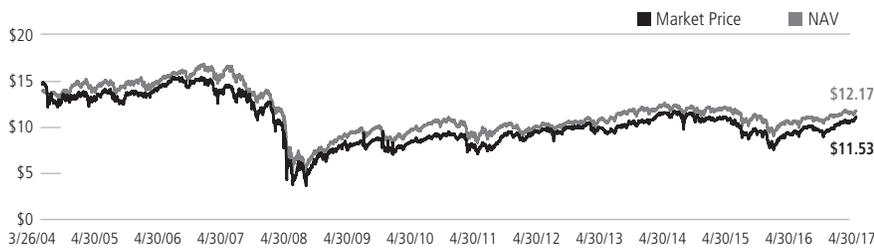
How did the Fund perform over the reporting period?

The Fund increased 14.49% on a net asset value (NAV) basis and 21.33% on a market price basis for the six-month period ended April 30, 2017. The S&P 500 Index finished at 13.32% and the Credit Suisse U.S. High Yield Index gained 5.62% for the same period.

At the end of the reporting period, the Fund's shares traded at a -5.26% discount to net asset value.

How do NAV and market price return differ?

Closed-end funds trade on exchanges, where the price of shares may be driven by factors other than the value of the underlying securities. The price of a share in the market is called market value. Market price may be influenced by factors unrelated to the performance of the fund's holdings, such as general market sentiment or future expectation. A fund's NAV return measures the actual return of the individual securities in the portfolio, less fund expenses. It also measures how a manager was able to capitalize on market opportunities. Because we believe closed-end funds are best utilized long term within asset allocations, we believe that NAV return is the better measure of a fund's performance. However, when managing the fund, we strongly consider actions and policies that we believe will optimize its overall price performance and returns based on market value.

SINCE INCEPTION MARKET PRICE AND NAV HISTORY THROUGH 4/30/17

Performance data quoted represents past performance, which is no guarantee of future results. Current performance may be lower or higher than the performance quoted. The principal value of an investment will fluctuate so that your shares, when sold, may be worth more or less than their original cost. Returns at NAV reflect the deduction of the Fund's management fee, debt leverage costs and all other applicable fees and expenses. You can obtain performance data current to the most recent month end by visiting www.calamos.com.

Please discuss the Fund's distributions during the six-month period.

We employ a level rate distribution policy within this Fund with the goal of providing shareholders with a consistent distribution stream. In each month of the period, the Fund distributed \$0.0825 per share, resulting in a current annualized distribution rate of 8.59% of market price as of April 30, 2017.

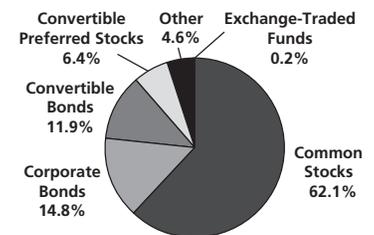
We believe that both the Fund's distribution rate and level remained attractive and competitive, as low interest rates limited yield opportunities in much of the marketplace. For example, as of April 30, 2017, the dividend yield of S&P 500 Index stocks averaged approximately 2.13%. Yields also were low within the U.S. government bond market, with the 10-year U.S. Treasury and 30-year U.S. Treasury yielding 2.29% and 2.96%, respectively.

What factors influenced performance over the reporting period?

The Fund has a wide set of investment parameters that allow us to take advantage of investment opportunities through numerous types of investment vehicles. By optimizing the advantages of such flexibility, the Fund was able to maintain its exposure to the equity markets, which improved during the period. Both convertibles and bonds provided income and appreciation to the portfolio for the year.

In terms of sectors and corresponding industries, our underweight to the consumer staples sector vis-a-vis selection in hypermarkets and super centers contributed to performance relative to the S&P 500 Index. In addition, our selection in telecom services with a notable overweight in wireless telecommunication services was helpful during the period.

Selection in financials (specifically in asset management and custody banks) detracted from the Fund's performance relative to the S&P 500 Index for the period. Our selection in information technology (an underweight in technology hardware, storage and peripherals) also lagged relative to the index.

ASSET ALLOCATION AS OF 4/30/17

Fund asset allocations are based on total investments and may vary over time.

How is the Fund positioned?

We continue to favor businesses with compelling growth opportunities and global revenue drivers. We believe an enhanced focus on risk management and valuation sensitivity is beneficial. We also believe that the U.S. economy is in a reset period as investors contemplate reflationary economic forces that may be poised to drive equity price valuations.

We are also cognizant of the fact that rising interest rates can have a detrimental effect on longer-term fixed income securities. Consequently, managing the duration of the fixed income assets in our portfolio is a priority in mitigating the potential impact.

In terms of positioning, we maintained a relatively high allocation to U.S. stocks and convertibles. We are excited about the opportunities in the convertible market as steady issuance offers additional choices in the space. Accordingly, we have been able to take advantage attractive opportunities and establish meaningful exposure in those investments.

The portfolio currently holds large absolute allocations to the information technology, consumer discretionary and financials sectors. We expect our positioning to benefit in the future as more companies seek solutions to enhance and improve productivity and business performance. We believe these sectors remain poised to benefit from many of our long-term secular themes, including increased accessibility to data and robust consumer demand for products and services that provide access to information. We believe consumer discretionary stocks will also benefit from improving economic conditions derived from increasing employment, improved housing valuations, growing consumer confidence and range bound energy prices. We have also maintained our position in financials as we expect the sector will benefit during periods of rising interest rates, increased lending, and a more hospitable regulatory environment.

The average credit quality of the portfolio is higher than that of the Credit Suisse U.S. High Yield index. This is typical for the Fund, as our credit process tends to guide us away from the most speculative corporate securities. That said, we recognize that opportunities are available for lower-credit securities to enhance performance.

The Fund is leveraged at approximately 27%, which is a relatively moderate amount. We currently borrow through floating rate bank debt. Given low borrowing rates, this has been beneficial to the performance of the Fund. Although our borrowing costs increased over the period due to rising short-term interest rates, the overall use of leverage contributed favorably to the Fund's return, as the performance of the Fund's holdings exceeded the cost of borrowing. In addition, approximately 14% of our floating rate debt is hedged through interest rate swaps. This is a defensive strategy that mitigates the Fund's overall exposure to a quick rise in short-term interest rates.

What is your outlook for the Fund?

In our view, equities continue to offer compelling risk/reward characteristics, and we are finding companies with attractively valued fundamentals in many industries. We have also seen continued issuance in the convertible markets, which present additional opportunities to generate income while participating in equity market appreciation. Equity and equity-sensitive securities continue to offer attractive risk/reward characteristics from a long-term perspective. We continue to pursue our strategic objective to participate in a significant portion of equity market upside while aiming to reduce volatility versus global equities throughout a complete market cycle.

What are your closing thoughts for Fund shareholders?

Given our outlook for a continued period of economic growth, we are favoring quality growth companies. Favorable factors within the U.S. include solid job creation, low interest rates, increased consumer confidence and limited inflationary pressures. We are emphasizing investments in companies with solid cash flow generation and stronger balance sheets. From a thematic and sector perspective, we see opportunities in the technology sector, consumer discretionary companies tied to global consumption, and companies positioned to benefit from improving fundamentals and lower political concerns in Europe. We are also optimistic about financials, as we believe that many of these companies are favorably valued and positioned to grow revenues in a rising interest rate and lower regulatory environment. We are selective regarding companies in the healthcare sector, favoring those that are more product growth oriented. We are cautious about companies in the consumer staples sector, which may be fully valued as investors seek those stocks for income rather than growth.

We believe that fiscal policy is likely to remain a focal point of market anxiety. However, we believe that the Fed will be accommodative in its policies towards fiscal growth. We believe we are well equipped to navigate current market dynamics. In our view, U.S. equities continue to offer compelling risk/reward characteristics, and we are finding companies with attractively valued fundamentals in many industries.

Schedule of Investments April 30, 2017 (Unaudited)

PRINCIPAL AMOUNT		VALUE	PRINCIPAL AMOUNT		VALUE
CORPORATE BONDS (20.1%)			Consumer Staples (0.6%)		
	Consumer Discretionary (5.3%)		290,000	B&G Foods, Inc.	
1,400,000	Altice Luxembourg, SA*			5.250%, 04/01/25	\$ 297,093
	7.750%, 05/15/22	\$ 1,488,963	2,150,000	Fresh Market, Inc.*^	
5,955,000	CalAtlantic Group, Inc.			9.750%, 05/01/23	1,788,187
	5.375%, 10/01/22	6,382,063	4,700,000	JBS USA LUX SA*	
1,000,000	Cedar Fair, LP*			5.750%, 06/15/25	4,847,604
	5.375%, 04/15/27	1,034,085	2,131,000	Post Holdings, Inc.*	
1,749,000	Century Communities, Inc.^			7.750%, 03/15/24	2,371,952
	6.875%, 05/15/22	1,841,618	2,150,000	The Nature's Bounty Company*	
2,300,000	Charter Communications Operating, LLC / Charter Communications Operating Capitalμ			7.625%, 05/15/21	2,289,148
	4.908%, 07/23/25	2,464,738			<u>11,593,984</u>
3,400,000	Dana Financing Luxembourg Sarl*		Energy (2.5%)		
	6.500%, 06/01/26	3,571,071	6,169,000	Atwood Oceanics, Inc.^	
	DISH DBS Corp.			6.500%, 02/01/20	5,559,441
12,230,000	5.875%, 07/15/22	12,978,476	1,330,000	Bill Barrett Corp.^	
5,000,000	6.750%, 06/01/21	5,448,250		7.000%, 10/15/22	1,275,656
3,500,000	5.125%, 05/01/20	3,660,738	3,035,000	Carrizo Oil & Gas, Inc.^	
	GameStop Corp.*			7.500%, 09/15/20	3,134,305
1,315,000	5.500%, 10/01/19	1,350,025	1,250,000	6.250%, 04/15/23	1,260,781
1,100,000	6.750%, 03/15/21^	1,133,715	7,847,000	Cimarex Energy Companyμ	
2,171,000	Golden Nugget, Inc.*			5.875%, 05/01/22	8,079,821
	8.500%, 12/01/21	2,318,682	2,400,000	Energy Transfer Equity, LP	
4,500,000	Goodyear Tire & Rubber Company			4.187%, 11/01/66μ‡	
	7.000%, 05/15/22	4,664,857	1,850,000	3 mo. USD LIBOR + 3.02%	2,065,500
	L Brands, Inc.^		575,000	5.500%, 06/01/27^	1,990,138
4,000,000	6.875%, 11/01/35	3,962,400	2,900,000	5.875%, 01/15/24	622,901
2,750,000	5.625%, 02/15/22	2,910,229		Gulfmark Offshore, Inc.	
2,435,000	Liberty Interactive, LLC			6.375%, 03/15/22	1,529,750
	8.250%, 02/01/30	2,618,319	1,080,000	Gulfport Energy Corp.*	
	Meritage Homes Corp.			6.000%, 10/15/24^	1,062,639
3,280,000	7.000%, 04/01/22	3,731,230	1,000,000	6.375%, 05/15/25	998,315
2,500,000	7.150%, 04/15/20	2,763,900	3,470,000	MPLX, LPμ	
550,000	PetSmart, Inc.*^			4.875%, 06/01/25	3,696,053
	7.125%, 03/15/23	502,851	2,040,000	Oasis Petroleum, Inc.^	
1,650,000	Reliance Intermediate Holdings, LP*			6.500%, 11/01/21	2,066,938
	6.500%, 04/01/23	1,786,925	1,200,000	6.875%, 01/15/23	1,216,422
8,610,000	Royal Caribbean Cruises, Ltd.		680,000	Rice Energy, Inc.	
	7.500%, 10/15/27	11,172,637		7.250%, 05/01/23	734,931
1,308,000	Sally Holdings, LLC / Sally Capital, Inc.		6,500,000	SEACOR Holdings, Inc.	
	5.625%, 12/01/25	1,352,413		7.375%, 10/01/19	6,627,725
	SFR Group, SA*		1,000,000	Southwestern Energy Company	
2,600,000	6.000%, 05/15/22	2,715,323		6.700%, 01/23/25	998,145
1,400,000	7.375%, 05/01/26	1,475,502	1,693,889	W&T Offshore, Inc.*	
7,800,000	Sirius XM Radio, Inc.*			8.500%, 06/15/21	
	6.000%, 07/15/24	8,352,786	2,150,000	10.000% PIK rate	1,338,172
2,900,000	Time, Inc.*			Western Refining, Inc.	
	5.750%, 04/15/22	2,972,921		6.250%, 04/01/21	2,224,379
3,895,000	ZF North America Capital, Inc.*				<u>46,482,012</u>
	4.750%, 04/29/25	4,064,062			
		<u>98,718,779</u>			

Schedule of Investments April 30, 2017 (Unaudited)

PRINCIPAL AMOUNT		VALUE	PRINCIPAL AMOUNT		VALUE
	Financials (1.5%)			Industrials (2.1%)	
4,119,000	Ally Financial, Inc. 8.000%, 11/01/31	\$ 4,910,054	1,300,000	ACCO Brands Corp.* 5.250%, 12/15/24	\$ 1,338,168
3,100,000	7.500%, 09/15/20 μ	3,500,644	380,000	Allison Transmission, Inc.* μ 5.000%, 10/01/24	387,619
5,100,000	AON Corp. μ 8.205%, 01/01/27	6,597,385	270,000	Covanta Holding Corp. 5.875%, 07/01/25	270,265
1,000,000	CyrusOne, LP / CyrusOne Finance Corp.* 5.375%, 03/15/27	1,031,090	2,105,000	Garda World Security Corp.* 7.250%, 11/15/21	2,128,144
290,000	5.000%, 03/15/24	298,713	4,605,000	H&E Equipment Services, Inc.^ 7.000%, 09/01/22	4,831,175
1,950,000	Equinix, Inc. 5.375%, 05/15/27	2,040,032	265,000	Icahn Enterprises, LP 4.875%, 03/15/19	269,330
6,025,000	Jefferies Finance, LLC*^ 7.375%, 04/01/20	6,221,535	600,000	IHO Verwaltungs GmbH* 4.500%, 09/15/23	602,130
1,200,000	Lions Gate Entertainment Corp.*^ 5.875%, 11/01/24	1,246,656	600,000	4.125%, 09/15/21	608,928
575,000	Navient Corp. 6.500%, 06/15/22	594,855		4.875% PIK Rate	
2,400,000	Quicken Loans, Inc.*^ 5.750%, 05/01/25	2,433,000		Meritor, Inc. 6.750%, 06/15/21	3,909,696
		<u>28,873,964</u>	3,756,000	6.250%, 02/15/24^	1,940,597
			1,867,000	Michael Baker International, LLC* 8.250%, 10/15/18	2,027,647
	Health Care (2.1%)		1,943,000	8.875%, 04/15/19	1,462,365
5,580,000	Acadia Healthcare Company, Inc.^ 6.500%, 03/01/24	5,919,348	1,450,047	9.625% PIK rate	1,462,365
983,000	Alere, Inc. 6.500%, 06/15/20	1,007,840	2,470,000	Navistar International Corp. 8.250%, 11/01/21	2,506,148
6,285,000	Community Health Systems, Inc.^ 7.125%, 07/15/20	5,665,613	2,055,000	Park-Ohio Industries, Inc.* 6.625%, 04/15/27	2,131,384
1,270,000	Endo International, PLC* 7.250%, 01/15/22	1,252,772	5,000,000	TransDigm, Inc.^ 6.500%, 07/15/24	5,159,225
2,600,000	Endo, Ltd.*^ 6.000%, 07/15/23	2,282,930	2,300,000	United Continental Holdings, Inc. 6.375%, 06/01/18	2,404,915
8,905,000	HCA Holdings, Inc. 5.875%, 05/01/23	9,706,673	4,123,000	United Rentals North America, Inc. 7.625%, 04/15/22	4,317,688
1,025,000	Hologic, Inc.* 5.250%, 07/15/22	1,080,704	2,300,000	6.125%, 06/15/23	2,409,388
3,600,000	Mallinckrodt International Finance, SA / Mallinckrodt CB, LLC*^ 5.625%, 10/15/23	3,418,272	1,335,000	WESCO Distribution, Inc. 5.375%, 06/15/24	1,372,480
2,915,000	Teleflex, Inc. 5.250%, 06/15/24	3,000,672			<u>40,077,292</u>
3,600,000	Tenet Healthcare Corp.^ 6.750%, 06/15/23	3,441,582		Information Technology (2.7%)	
	Valeant Pharmaceuticals International, Inc.* 7.000%, 10/01/20^	1,975,882	1,947,000	Alliance Data Systems Corp.*^ 5.875%, 11/01/21	2,018,299
2,250,000	5.875%, 05/15/23	241,028	4,500,000	Amkor Technology, Inc.^ 6.625%, 06/01/21	4,590,112
325,000	7.000%, 03/15/24	183,839	3,080,000	6.375%, 10/01/22	3,219,755
180,000	VPII Escrow Corp.*^ 6.750%, 08/15/18	525,294	11,000,000	Belden, Inc.* μ 5.500%, 09/01/22	11,333,135
525,000		<u>39,702,449</u>	1,830,000	Cardtronics, Inc. μ 5.125%, 08/01/22	1,874,588
			1,470,000	5.500%, 05/01/25*	1,503,589

Schedule of Investments April 30, 2017 (Unaudited)

PRINCIPAL AMOUNT		VALUE	PRINCIPAL AMOUNT		VALUE
285,000	CBS Radio, Inc.*^ 7.250%, 11/01/24	\$ 310,077	1,000,000	iStar, Inc. 6.000%, 04/01/22	\$ 1,028,655
809,000	CDW, LLC / CDW Finance Corp.μ 5.000%, 09/01/23	833,137			4,552,090
1,190,000	Clear Channel Worldwide Holdings, Inc. 7.625%, 03/15/20	1,185,395		Telecommunication Services (1.7%)	
2,350,000	CommScope Technologies, LLC*μ 6.000%, 06/15/25	2,514,512	1,956,000	CenturyLink, Inc. 6.750%, 12/01/23μ	2,100,402
1,950,000	5.000%, 03/15/27	1,969,519	975,000	7.500%, 04/01/24^	1,060,844
7,800,000	First Data Corp.* 7.000%, 12/01/23	8,374,704	1,200,000	CSC Holdings, LLC* 10.875%, 10/15/25	1,444,632
1,300,000	Nuance Communications, Inc.* 6.000%, 07/01/24	1,370,779	1,000,000	5.500%, 04/15/27μ	1,034,915
1,200,000	5.625%, 12/15/26	1,242,162	200,000	10.125%, 01/15/23	232,308
686,000	5.375%, 08/15/20	702,423	1,000,000	Embarq Corp.μ 7.995%, 06/01/36	1,019,465
7,000,000	ViaSat, Inc. 6.875%, 06/15/20	7,181,615	3,380,000	Frontier Communications Corp. 7.625%, 04/15/24	2,945,602
		<u>50,223,801</u>	2,880,000	10.500%, 09/15/22	2,899,440
			1,550,000	11.000%, 09/15/25	1,497,997
			187,000	6.875%, 01/15/25^	156,929
			2,815,000	Intelsat Jackson Holdings, SA*^ 8.000%, 02/15/24	3,042,846
	Materials (1.1%)		5,380,000	Sprint Corp.^ 7.875%, 09/15/23	6,045,264
3,000,000	ArcelorMittal, SA^ 6.125%, 06/01/25	3,383,985	2,960,000	7.125%, 06/15/24	3,223,603
2,250,000	Arconic, Inc.^ 5.125%, 10/01/24	2,362,275	4,450,000	T-Mobile USA, Inc. 6.625%, 04/01/23	4,759,119
1,231,000	Chemtura Corp. 5.750%, 07/15/21	1,275,045			<u>31,463,366</u>
787,000	First Quantum Minerals, Ltd.* 7.000%, 02/15/21	815,159		Utilities (0.3%)	
400,000	7.250%, 04/01/23	407,018	2,900,000	AES Corp.μ 7.375%, 07/01/21	3,315,773
270,000	7.500%, 04/01/25	275,829	1,460,000	NRG Energy, Inc.^ 6.625%, 01/15/27	1,450,554
860,000	Freeport-McMoRan, Inc.^ 4.550%, 11/14/24	811,913			4,766,327
545,000	3.550%, 03/01/22	514,467		TOTAL CORPORATE BONDS	
1,600,000	INEOS Group Holdings, SA*^ 5.625%, 08/01/24	1,627,728		(Cost \$366,690,808)	<u>377,135,197</u>
3,915,000	New Gold, Inc.* 7.000%, 04/15/20	3,962,489		CONVERTIBLE BONDS (16.1%)	
1,340,000	Sealed Air Corp.* 5.250%, 04/01/23	1,430,323		Consumer Discretionary (5.9%)	
3,600,000	Trinseo Materials Operating, SCA* 6.750%, 05/01/22	3,814,902	3,466,000	Ctrip.com International, Ltd.* 1.250%, 09/15/22	3,631,744
		<u>20,681,133</u>	7,300,000	DISH Network Corp.* 3.375%, 08/15/26	8,946,953
			24,200,000	Liberty Interactive, LLC*^ 1.750%, 09/30/46	28,473,236
	Real Estate (0.2%)		15,900,000	Liberty Media Corp. 2.250%, 09/30/46*	17,325,276
1,210,000	Crescent Communities, LLC/Crescent Ventures, Inc.* 8.875%, 10/15/21	1,271,940	14,750,000	1.375%, 10/15/23	16,707,694
	DuPont Fabros Technology, LPμ		4,850,000	Macquarie Infrastructure Corp.^ 2.000%, 10/01/23	4,798,590
1,100,000	5.875%, 09/15/21	1,149,104	16,580,000	Priceline Group, Inc.^ 0.900%, 09/15/21	18,971,250
785,000	5.625%, 06/15/23	830,573	10,000,000	Tesla, Inc. 2.375%, 03/15/22	11,185,800
260,000	Iron Mountain, Inc.* 6.000%, 10/01/20	271,818			<u>110,040,543</u>

Schedule of Investments April 30, 2017 (Unaudited)

PRINCIPAL AMOUNT		VALUE
Energy (0.4%)		
8,850,000	Nabors Industries, Inc.*^ 0.750%, 01/15/24	\$ 7,630,470
Financials (0.4%)		
7,500,000	Ares Capital Corp.*^ 3.750%, 02/01/22	7,601,025
Health Care (0.3%)		
4,700,000	NuVasive, Inc. 2.250%, 03/15/21	6,282,819
Industrials (0.6%)		
2,569,000	Air Lease Corp. 3.875%, 12/01/18	3,674,595
7,520,000	Pacira Pharmaceuticals, Inc.* 2.375%, 04/01/22	8,038,391
		11,712,986
Information Technology (7.5%)		
1,289,000	Advanced Micro Devices, Inc. 2.125%, 09/01/26	2,369,930
4,200,000	Citrix Systems, Inc. 0.500%, 04/15/19	5,141,430
4,900,000	Finisar Corp.* 0.500%, 12/15/36	4,564,669
6,100,000	Inphi Corp.* 0.750%, 09/01/21	6,261,193
8,100,000	Intel Corp. 3.250%, 08/01/39	14,164,267
7,500,000	Lumentum Holdings, Inc.* 0.250%, 03/15/24	7,505,887
12,970,000	Microchip Technology, Inc.* 1.625%, 02/15/27	13,346,973
6,300,000	NXP Semiconductors, NV^ 1.000%, 12/01/19	7,350,745
13,100,000	ON Semiconductor Corp.^ 1.000%, 12/01/20	13,853,381
5,000,000	1.625%, 10/15/23*	5,001,875
4,800,000	Pandora Media, Inc. 1.750%, 12/01/20	4,662,360
14,420,000	Salesforce.com, Inc. 0.250%, 04/01/18	19,135,773
7,600,000	Silicon Laboratories, Inc.* 1.375%, 03/01/22	7,982,014
10,000,000	Square, Inc.* 0.375%, 03/01/22	10,593,800
3,700,000	Veeco Instruments, Inc. 2.700%, 01/15/23	4,068,650
5,000,000	Viavi Solutions, Inc.* 1.000%, 03/01/24	5,083,325
4,313,000	WebMD Health Corp.* 2.625%, 06/15/23	4,178,628

PRINCIPAL AMOUNT		VALUE
4,000,000	Workday, Inc. 1.500%, 07/15/20	\$ 5,022,600
		140,287,500
Materials (0.4%)		
5,300,000	Royal Gold, Inc. 2.875%, 06/15/19	5,640,154
1,941,000	RTI International Metals, Inc. 1.625%, 10/15/19	2,310,081
		7,950,235
Real Estate (0.6%)		
4,520,000	Colony Starwood Homes* 3.500%, 01/15/22	4,869,057
5,300,000	Empire State Realty OP, LP* 2.625%, 08/15/19	6,077,325
		10,946,382
TOTAL CONVERTIBLE BONDS (Cost \$289,353,623)		302,451,960
U.S. GOVERNMENT AND AGENCY SECURITIES (0.4%)		
	United States Treasury Note	
6,450,000	2.000%, 11/15/26^	6,295,224
600,000	0.875%, 08/15/17	600,037
TOTAL U.S. GOVERNMENT AND AGENCY SECURITIES (Cost \$6,797,297)		6,895,261
NUMBER OF SHARES		
EXCHANGE-TRADED FUND (0.3%)		
Other (0.3%)		
21,750	iShares NASDAQ Biotechnology ETF^ (Cost \$ 6,101,534)	6,473,670
CONVERTIBLE PREFERRED STOCKS (8.6%)		
Consumer Staples (0.6%)		
111,900	Bunge, Ltd. 4.875%, 12/31/49	12,005,147
Energy (1.0%)		
84,885	CenterPoint Energy, Inc. (Time Warner, Inc., Charter Communications, Time, Inc.)§** 4.184%, 09/15/29	6,112,611
114,350	Hess Corp. 8.000%, 02/01/19	6,820,977
165,000	NuStar Energy, LP† 7.625%, 12/31/49	4,182,750
53,034	3 mo. USD LIBOR + 5.64% 8.500%, 12/31/49	1,420,251
	3 mo. USD LIBOR + 6.77%	18,536,589

Schedule of Investments April 30, 2017 (Unaudited)

NUMBER OF SHARES		VALUE	NUMBER OF SHARES		VALUE
Health Care (1.6%)					
17,847	Allergan, PLC 5.500%, 03/01/18	\$ 15,451,576	123,000	McDonald's Corp.μ	\$ 17,211,390
274,345	Anthem, Inc. 5.250%, 05/01/18	14,095,846	71,990	Netflix, Inc.#	10,956,878
		<u>29,547,422</u>	438,842	Newell Rubbermaid, Inc.^μ	20,950,317
Industrials (0.3%)					
122,000	Rexnord Corp. 5.750%, 11/15/19	6,874,700	221,250	Nike, Inc. - Class B^μ	12,259,462
Materials (0.1%)					
57,800	Arconic, Inc. 5.375%, 10/01/17	2,454,188	324,000	Starbucks Corp.^μ	19,459,440
Real Estate (1.0%)					
98,139	American Tower Corp. 5.500%, 02/15/18	11,359,589	153,000	TJX Companies, Inc.μ	12,031,920
65,372	5.250%, 05/15/17	7,683,825	49,999	TopBuild Corp.μ#	2,559,449
		<u>19,043,414</u>	201,000	Walt Disney Company^μ	23,235,600
Telecommunication Services (1.1%)					
59,750	Alibaba Exchangeable (Softbank)*§ 5.750%, 06/03/19	8,213,629	60,000	Whirlpool Corp.^μ	11,140,800
108,000	T-Mobile USA, Inc. 5.500%, 12/15/17	11,849,760			<u>245,270,573</u>
		<u>20,063,389</u>	Consumer Staples (8.2%)		
Utilities (2.9%)					
40,398	Dominion Resources, Inc.^ 6.750%, 08/15/19	2,044,947	505,000	Coca-Cola Company	21,790,750
144,600	DTE Energy Company 6.500%, 10/01/19	7,823,785	135,825	Costco Wholesale Corp.^μ	24,111,654
336,800	Exelon Corp. 6.500%, 06/01/17	16,634,552	340,000	Mondelez International, Inc. - Class A	15,310,200
126,000	Great Plains Energy, Inc. 7.000%, 09/15/19	6,816,600	189,300	PepsiCo, Inc.^μ	21,443,904
231,000	NextEra Energy, Inc. 6.371%, 09/01/18	14,245,770	120,000	Philip Morris International, Inc.μ	13,300,800
124,600	6.123%, 09/01/19	6,529,040	342,000	Procter & Gamble Company	29,866,860
		<u>54,094,694</u>	170,835	Wal-Mart Stores, Inc.^μ	12,843,375
			177,650	Walgreens Boots Alliance, Inc.^μ	15,373,831
					<u>154,041,374</u>
			Energy (6.1%)		
			475,000	BP, PLC^	16,302,000
			325,000	Chevron Corp.^μ	34,677,500
			60,000	Diamond Offshore Drilling, Inc.^#	865,200
			117,000	EOG Resources, Inc.	10,822,500
			360,000	Exxon Mobil Corp.	29,394,000
			137,300	Halliburton Company	6,299,324
			26,500	Pioneer Natural Resources Company^μ	4,584,235
			156,200	Schlumberger, Ltd.^μ	11,338,558
					<u>114,283,317</u>
			Financials (14.5%)		
			165,000	American Express Companyμ~	13,076,250
			292,940	American International Group, Inc.~	17,842,975
			1,032,250	Bank of America Corp.^	24,092,715
			214,375	Bank of New York Mellon Corp.^μ	10,088,488
			161,625	BB&T Corp.^μ	6,978,968
			945,000	Citigroup, Inc.^	55,868,400
			125,000	Discover Financial Services	7,823,750
			175,050	First Republic Bank	16,185,123
			25,600	Goldman Sachs Group, Inc.	5,729,280
			617,000	JPMorgan Chase & Company^μ	53,679,000
			203,205	MetLife, Inc.^	10,528,051
			180,000	Morgan Stanley	7,806,600
			68,275	PNC Financial Services Group, Inc.μ	8,175,931
			277,726	Synchrony Financialμ	7,720,783
			511,029	Wells Fargo & Company^	27,513,801
					<u>273,110,115</u>
COMMON STOCKS (84.3%)					
Consumer Discretionary (13.0%)					
14,300	Advance Auto Parts, Inc.^~	2,032,602			
36,300	Amazon.com, Inc.^μ~#	33,577,137			
185,615	Carnival Corp.^μ	11,465,439			
600,000	Comcast Corp. - Class Aμ	23,514,000			
650,000	Ford Motor Company	7,455,500			
154,993	General Motors Company, Inc.	5,368,958			
154,215	Home Depot, Inc.	24,072,961			
94,000	Lowe's Companies, Inc.	7,978,720			

Schedule of Investments April 30, 2017 (Unaudited)

NUMBER OF SHARES		VALUE
Health Care (11.0%)		
139,700	Abbott Laboratoriesμ~	\$ 6,096,508
46,225	Aetna, Inc.μ~	6,243,611
181,015	Baxter International, Inc.μ	10,078,915
68,900	Bristol-Myers Squibb Company	3,861,845
81,000	Celgene Corp.#	10,048,050
300,000	Eli Lilly and Company	24,618,000
130,000	Gilead Sciences, Inc.	8,911,500
275,000	Johnson & Johnson	33,954,250
98,200	Medtronic, PLC	8,159,438
331,975	Merck & Company, Inc.	20,692,001
740,400	Pfizer, Inc.^μ	25,114,368
93,375	Stryker Corp.	12,733,549
42,800	Thermo Fisher Scientific, Inc.	7,076,124
139,700	UnitedHealth Group, Inc.μ	24,430,736
45,815	Zimmer Biomet Holdings, Inc.^μ	5,481,765
		<u>207,500,660</u>

Industrials (11.2%)		
103,225	Caterpillar, Inc.μ	10,555,789
261,965	CSX Corp.μ	13,318,301
162,000	Delta Air Lines, Inc.	7,361,280
185,000	Eaton Corp., PLC	13,993,400
1,087,514	General Electric Company	31,527,031
118,650	Honeywell International, Inc.^μ	15,559,761
46,281	Lockheed Martin Corp.	12,470,415
450,000	Masco Corp.	16,659,000
33,000	Northrop Grumman Corp.μ	8,116,680
135,000 EUR	Siemens, AG	19,364,795
246,625	Southwest Airlines Company^μ	13,865,257
188,000	Union Pacific Corp.μ	21,048,480
109,300	United Parcel Service, Inc. - Class B^μ	11,745,378
120,464	United Technologies Corp.μ	14,334,011
		<u>209,919,578</u>

Information Technology (15.4%)		
81,415	Accenture, PLC - Class A	9,875,639
38,600	Alphabet, Inc. - Class A#	35,686,472
12,534	Alphabet, Inc. - Class C~#	11,355,303
504,140	Apple, Inc.^	72,419,711
547,000	Applied Materials, Inc.	22,213,670
49,575	Broadcom, Ltd.	10,946,656
195,000	Facebook, Inc. - Class A^#	29,298,750
56,750	Lam Research Corp.^	8,220,237
89,000	MasterCard, Inc. - Class A	10,352,480
641,000	Microsoft Corp.^μ	43,882,860
300,000	Nintendo Company, Ltd.^μ	9,434,700
1,820,000	Nokia Corp.^μ	10,428,600
160,000	Visa, Inc. - Class A^	14,595,200
		<u>288,710,278</u>

NUMBER OF SHARES		VALUE
Materials (2.0%)		
400,000	Dow Chemical Company	\$ 25,120,000
99,750	E.I. du Pont de Nemours and Company	7,955,063
82,000	Nucor Corp.	5,029,060
		<u>38,104,123</u>
Real Estate (0.6%)		
70,275	Crown Castle International Corp.	6,648,015
56,400	Welltower, Inc.^	4,029,216
		<u>10,677,231</u>
Telecommunication Services (2.3%)		
615,000	AT&T, Inc.^μ	24,372,450
450,000 EUR	Orange, SA	6,964,808
261,000	Verizon Communications, Inc.^μ	11,982,510
		<u>43,319,768</u>
TOTAL COMMON STOCKS		
(Cost \$1,420,913,741)		<u>1,584,937,017</u>

RIGHT (0.0%) #		
Consumer Discretionary (0.0%)		
22,573	Motors Liquidation Company	
	(Cost \$ —)	<u>194,015</u>

WARRANT (0.1%) #		
Consumer Discretionary (0.1%)		
88,470	General Motors Company, Inc.	
	07/10/19, Strike \$0.000	
	(Cost \$5,539,299)	<u>1,506,644</u>

NUMBER OF CONTRACTS/ NOTIONAL AMOUNT		VALUE
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PURCHASED OPTIONS (0.0%) #		
Information Technology (0.0%)		
1,077	Microsoft Corp.	
107,700	Put, 05/05/17, Strike \$65.50	<u>3,231</u>

Other (0.0%)		
695	S&P 500 Index	
69,500	Put, 05/19/17, Strike \$2,300.00	<u>309,275</u>

TOTAL PURCHASED OPTIONS		
(Cost \$1,931,953)		<u>312,506</u>

NUMBER OF SHARES		VALUE
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SHORT TERM INVESTMENTS (5.8%)		
54,432,671	Fidelity Prime Money Market Fund - Institutional Class	54,454,445
54,296,087	Morgan Stanley Institutional Liquidity Funds - Government Portfolio	54,296,087
TOTAL SHORT TERM INVESTMENTS		
(Cost \$108,750,990)		<u>108,750,532</u>

Schedule of Investments April 30, 2017 (Unaudited)

NUMBER OF SHARES		VALUE
TOTAL INVESTMENTS (135.7%)		
	(Cost \$2,356,063,091)	<u>\$ 2,551,276,345</u>
LIABILITIES, LESS OTHER ASSETS (-35.7%)		
		<u>(670,685,469)</u>
NET ASSETS (100.0%)		
		<u>\$ 1,880,590,876</u>
NUMBER OF CONTRACTS/ NOTIONAL AMOUNT		VALUE
WRITTEN OPTIONS (0.0%) #		
Health Care (0.0%)		
660	Amgen, Inc.	
66,000	Put, 05/19/17, Strike \$155.00	<u>(31,680)</u>
Information Technology (0.0%)		
	Microsoft Corp.	
1,077		
107,700	Call, 05/05/17, Strike \$71.00	<u>(1,077)</u>
1,077		
107,700	Put, 05/05/17, Strike \$63.00	<u>(1,077)</u>
		<u>(2,154)</u>
TOTAL WRITTEN OPTIONS		
	(Premium \$103,741)	<u>\$ (33,834)</u>

NOTES TO SCHEDULE OF INVESTMENTS

* Securities issued and sold pursuant to a Rule 144A transaction are excepted from the registration requirement of the Securities Act of 1933, as amended. These securities may only be sold to qualified institutional buyers ("QIBs"), such as the Fund. Any resale of these securities must generally be effected through a sale that is registered under the Act or otherwise exempted from such registration requirements.

^ Security, or portion of security, is on loan.

μ Security, or portion of security, is held in a segregated account as collateral for note payable aggregating a total value of \$427,504,867. \$160,397,547 of the collateral has been re-registered by one of the counterparties, BNP (see Note 7 – Borrowings).

‡ Variable rate security. The rate shown is the rate in effect at April 30, 2017.

§ Securities exchangeable or convertible into securities of one or more entities that are different than the issuer. Each entity is identified in the parenthetical.

** Step Coupon security. Coupon changes periodically based upon a predetermined schedule. The rate shown is the rate in effect at April 30, 2017.

~ Security, or portion of security, is segregated as collateral (or potential collateral for future transactions) for written options and swaps. The aggregate value of such securities is \$12,596,156.

Non-income producing security.

FOREIGN CURRENCY ABBREVIATION

EUR European Monetary Unit

Note: Value for securities denominated in foreign currencies is shown in U.S. dollars. The principal amount for such securities is shown in the respective foreign currency. The date on options represents the expiration date of the option contract. The option contract may be exercised at any date on or before the date shown.

INTEREST RATE SWAPS

COUNTERPARTY	FIXED RATE (FUND PAYS)	FLOATING RATE (FUND RECEIVES)	TERMINATION DATE	NOTIONAL AMOUNT	UPFRONT PAYMENTS (PAID)/ RECEIVED	MARKET VALUE	UNREALIZED APPRECIATION/ (DEPRECIATION)
BNP Paribas, SA	0.934% quarterly	3 month LIBOR quarterly	07/05/17	\$ 52,000,000	—	\$ 29,259	\$ 29,259
BNP Paribas, SA	1.009% quarterly	3 month LIBOR quarterly	06/12/17	47,000,000	—	\$ 15,018	\$ 15,018
					—	\$ 44,277	\$ 44,277

Statement of Assets and Liabilities April 30, 2017 (Unaudited)

ASSETS

Investments in securities, at value (cost \$2,356,063,091)	\$ 2,551,276,345
Unrealized appreciation on interest rate swaps	44,277
Receivables:	
Accrued interest and dividends	9,938,762
Investments sold	8,262,144
Prepaid expenses	178,352
Other assets	247,488
Total assets	2,569,947,368

LIABILITIES

Options written, at value (premium \$103,741)	33,834
Payables:	
Notes payable	682,000,000
Investments purchased	4,353,964
Affiliates:	
Investment advisory fees	2,077,254
Deferred compensation to trustees	247,488
Financial accounting fees	24,258
Trustees' fees and officer compensation	28,572
Other accounts payable and accrued liabilities	591,122
Total liabilities	689,356,492
NET ASSETS	\$ 1,880,590,876

COMPOSITION OF NET ASSETS

Common stock, no par value, unlimited shares authorized 154,514,000 shares issued and outstanding	\$ 1,802,346,845
Undistributed net investment income (loss)	(63,104,021)
Accumulated net realized gain (loss) on investments, foreign currency transactions, written options and interest rate swaps	(53,980,239)
Unrealized appreciation (depreciation) of investments, foreign currency translations, written options and interest rate swaps	195,328,291
NET ASSETS	\$ 1,880,590,876
Net asset value per common shares based upon 154,514,000 shares issued and outstanding	\$ 12.17

Statement of Operations Six Months Ended April 30, 2017 (Unaudited)

INVESTMENT INCOME

Interest	\$ 16,394,759
Dividends	21,936,121
Securities lending income	55,705
Dividend taxes withheld	(92,941)
Total investment income	38,293,644

EXPENSES

Investment advisory fees	12,371,489
Interest expense and related fees	4,489,519
Financial accounting fees	144,110
Legal fees	116,286
Printing and mailing fees	105,289
Trustees' fees and officer compensation	82,285
Accounting fees	80,815
Audit fees	53,722
Custodian fees	32,441
Registration fees	17,758
Transfer agent fees	12,613
Other	120,204
Total expenses	17,626,531
NET INVESTMENT INCOME (LOSS)	20,667,113

REALIZED AND UNREALIZED GAIN (LOSS)

Net realized gain (loss) from:

Investments, excluding purchased options	44,897,915
Purchased options	(12,049,348)
Foreign currency transactions	(3,215)
Written options	2,796,293
Interest rate swaps	(27,718)

Change in net unrealized appreciation/(depreciation) on:

Investments, excluding purchased options	183,241,879
Purchased options	(955,115)
Foreign currency translations	262
Written options	(1,022,470)
Interest rate swaps	73,920

NET GAIN (LOSS)	216,952,403
NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS	\$ 237,619,516

Statements of Changes in Net Assets

	(UNAUDITED) SIX MONTHS ENDED APRIL 30, 2017	YEAR ENDED OCTOBER 31, 2016
OPERATIONS		
Net investment income (loss)	\$ 20,667,113	\$ 46,416,198
Net realized gain (loss)	35,613,927	42,485,345
Change in unrealized appreciation/(depreciation)	181,338,476	(19,502,671)
Net increase (decrease) in net assets applicable to shareholders resulting from operations	237,619,516	69,398,872
DISTRIBUTIONS FROM		
Net investment income	(76,484,430)	(70,667,812)
Net realized gains	—	(25,304,173)
Return of capital	—	(56,996,875)
Net decrease in net assets from distributions	(76,484,430)	(152,968,860)
TOTAL INCREASE (DECREASE) IN NET ASSETS	161,135,086	(83,569,988)
NET ASSETS		
Beginning of period	\$ 1,719,455,790	\$ 1,803,025,778
End of period	1,880,590,876	1,719,455,790
Undistributed net investment income (loss)	\$ (63,104,021)	\$ (7,286,704)

Statement of Cash Flows Six Months Ended April 30, 2017 (Unaudited)

CASH FLOWS FROM OPERATING ACTIVITIES:

Net increase/(decrease) in net assets from operations	\$ 237,619,516
Adjustments to reconcile net increase/(decrease) in net assets from operations to net cash provided by operating activities:	
Purchase of investment securities, including purchased options	(501,291,988)
Net proceeds from disposition of short term investments	25,300,636
Proceeds paid on closing written options	(4,505,988)
Proceeds from disposition of investment securities, including purchased options	534,160,191
Premiums received from written options	3,906,790
Amortization and accretion of fixed-income securities	(1,611,086)
Net realized gains/losses from investments, excluding purchased options	(44,891,459)
Net realized gains/losses from purchased options	12,049,348
Net realized gains/losses from written options	(2,796,293)
Change in unrealized appreciation or depreciation on investments, excluding purchased options	(183,241,879)
Change in unrealized appreciation or depreciation on purchased options	955,115
Change in unrealized appreciation or depreciation on written options	1,022,470
Change in unrealized appreciation or depreciation on interest rate swaps	(73,920)
Net change in assets and liabilities:	
(Increase)/decrease in assets:	
Accrued interest and dividends receivable	(113,434)
Prepaid expenses	(136,920)
Other assets	(1,460)
Increase/(decrease) in liabilities:	
Payables to affiliates	33,218
Other accounts payable and accrued liabilities	77,621
Net cash provided by/(used in) operating activities	<u>\$ 76,460,478</u>

CASH FLOWS FROM FINANCING ACTIVITIES:

Distributions to shareholders	(76,484,430)
Net cash provided by/(used in) financing activities	<u>\$ (76,484,430)</u>
Net increase/(decrease) in cash	\$ (23,952)
Cash at beginning of period	\$ 23,952
Cash at end of period	<u>\$ —</u>
Supplemental disclosure	
Cash paid for interest and related fees	<u>\$ 4,448,690</u>

Note 1 – Organization and Significant Accounting Policies

Organization. Calamos Strategic Total Return Fund (the “Fund”) was organized as a Delaware statutory trust on December 31, 2003 and is registered under the Investment Company Act of 1940 (the “1940 Act”) as a diversified, closed-end management investment company. The Fund commenced operations on March 26, 2004.

The Fund’s investment strategy is to provide total return through a combination of capital appreciation and current income. The Fund, under normal circumstances, will invest at least 50% of its managed assets in equity securities (including securities that are convertible into equity securities). The Fund may invest up to 35% of its managed assets in securities of foreign issuers, including debt and equity securities of corporate issuers and debt securities of government issuers in developed and emerging markets. The Fund may invest up to 15% of its managed assets in securities of foreign issuers in emerging markets. “Managed assets” means the Fund’s total assets (including any assets attributable to any leverage that may be outstanding) minus total liabilities (other than debt representing financial leverage).

Significant Accounting Policies. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP), and the Fund is considered an investment company under U.S. GAAP and follows the accounting and reporting guidance applicable to investment companies. Under U.S. GAAP, management is required to make certain estimates and assumptions at the date of the financial statements and actual results may differ from those estimates. Subsequent events, if any, through the date that the financial statements were issued, have been evaluated in the preparation of the financial statements. The following summarizes the significant accounting policies of the Fund:

Fund Valuation. The valuation of the Fund’s investments is in accordance with policies and procedures adopted by and under the ultimate supervision of the board of trustees.

Fund securities that are traded on U.S. securities exchanges, except option securities, are valued at the official closing price, which is the last current reported sales price on its principal exchange at the time each Fund determines its net asset value (“NAV”). Securities traded in the over-the-counter market and quoted on The NASDAQ Stock Market are valued at the NASDAQ Official Closing Price, as determined by NASDAQ, or lacking a NASDAQ Official Closing Price, the last current reported sale price on NASDAQ at the time a Fund determines its NAV. When a last sale or closing price is not available, equity securities, other than option securities, that are traded on a U.S. securities exchange and other equity securities traded in the over-the-counter market are valued at the mean between the most recent bid and asked quotations on its principal exchange in accordance with guidelines adopted by the board of trustees. Each option security traded on a U.S. securities exchange is valued at the mid-point of the consolidated bid/ask quote for the option security, also in accordance with guidelines adopted by the board of trustees. Each over-the-counter option that is not traded through the Options Clearing Corporation is valued based on a quotation provided by the counterparty to such option under the ultimate supervision of the board of trustees.

Fixed income securities, certain convertible preferred securities, and non-exchange traded derivatives are normally valued by independent pricing services or by dealers or brokers who make markets in such securities. Valuations of such fixed income securities, certain convertible preferred securities, and non-exchange traded derivatives consider yield or price of equivalent securities of comparable quality, coupon rate, maturity, type of issue, trading characteristics and other market data and do not rely exclusively upon exchange or over-the-counter prices.

Trading on European and Far Eastern exchanges and over-the-counter markets is typically completed at various times before the close of business on each day on which the New York Stock Exchange (“NYSE”) is open. Each security trading on these exchanges or in over-the-counter markets may be valued utilizing a systematic fair valuation model provided by an independent pricing service approved by the board of trustees. The valuation of each security that meets certain criteria in relation to the valuation model is systematically adjusted to reflect the impact of movement in the U.S. market after the foreign markets close. Securities that do not meet the criteria, or that are principally traded in other foreign markets, are valued as of the last reported sale price at the time the Fund determines its NAV, or when reliable market prices or quotations are not readily available, at the mean between the most recent bid and asked quotations as of the close of the appropriate exchange or other designated time. Trading of foreign 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.

Notes to Financial Statements (Unaudited)

If the pricing committee determines that the valuation of a security in accordance with the methods described above is not reflective of a fair value for such security, the security is valued at a fair value by the pricing committee, under the ultimate supervision of the board of trustees, following the guidelines and/or procedures adopted by the board of trustees.

The Fund also may use fair value pricing, pursuant to guidelines adopted by the board of trustees and under the ultimate supervision of the board of trustees, if trading in the security is halted or if the value of a security it holds is materially affected by events occurring before the Fund's pricing time but after the close of the primary market or exchange on which the security is listed. Those procedures may utilize valuations furnished by pricing services approved by the board of trustees, 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.

When fair value pricing of securities is employed, the prices of securities used by a Fund to calculate its NAV may differ from market quotations or official closing prices. In light of the judgment involved in fair valuations, there can be no assurance that a fair value assigned to a particular security is accurate.

Investment Transactions. Investment transactions are recorded on a trade date basis as of April 30, 2017. Net realized gains and losses from investment transactions are reported on an identified cost basis. Interest income is recognized using the accrual method and includes accretion of original issue and market discount and amortization of premium. Dividend income is recognized on the ex-dividend date, except that certain dividends from foreign securities are recorded as soon as the information becomes available after the ex-dividend date.

Foreign Currency Translation. Values of investments and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars using a rate quoted by a major bank or dealer in the particular currency market, as reported by a recognized quotation dissemination service.

The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss from investments.

Reported net realized foreign currency gains or losses arise from disposition of foreign currency, the difference in the foreign exchange rates between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest and foreign withholding taxes recorded on the ex-date or accrual date and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes (due to the changes in the exchange rate) in the value of foreign currency and other assets and liabilities denominated in foreign currencies held at period end.

Allocation of Expenses Among Funds. Expenses directly attributable to the Fund are charged to the Fund; certain other common expenses of *Calamos Advisors Trust*, *Calamos Investment Trust*, *Calamos Convertible Opportunities and Income Fund*, *Calamos Convertible and High Income Fund*, *Calamos Strategic Total Return Fund*, *Calamos Global Total Return Fund*, *Calamos Global Dynamic Income Fund* and *Calamos Dynamic Convertible and Income Fund* are allocated proportionately among each Fund to which the expenses relate in relation to the net assets of each Fund or on another reasonable basis.

Income Taxes. No provision has been made for U.S. income taxes because the Fund's policy is to continue to qualify as a regulated investment company under the Internal Revenue Code of 1986, as amended, and distribute to shareholders substantially all of the Fund's taxable income and net realized gains.

Dividends and distributions paid to shareholders are recorded on the ex-dividend date. The amount of dividends and distributions from net investment income and net realized capital gains is determined in accordance with federal income tax regulations, which may differ from U.S. generally accepted accounting principles. To the extent these "book/tax" differences are permanent in nature, such amounts are reclassified within the capital accounts based on their federal tax-basis treatment. These differences are primarily due to differing treatments for foreign currency transactions, contingent payment debt instruments and methods of amortizing and accreting for fixed income securities. The financial statements are not adjusted for temporary differences.

The Fund recognized no liability for uncertain tax positions. A reconciliation is not provided as the beginning and ending amounts of unrecognized benefits are zero, with no interim additions, reductions or settlements. Tax years 2013 - 2016 remain subject to examination by the U.S. and the State of Illinois tax jurisdictions.

Indemnifications. Under the Fund's organizational documents, the Fund is obligated to indemnify its officers and trustees against certain liabilities incurred by them by reason of having been an officer or trustee of the Fund. In addition, in the normal course of business, the Fund may enter into contracts that provide general indemnifications to other parties. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. Currently, the Fund's management expects the risk of material loss in connection to a potential claim to be remote.

Note 2 – Investment Adviser and Transactions With Affiliates Or Certain Other Parties

Pursuant to an investment advisory agreement with Calamos Advisors LLC ("Calamos Advisors"), the Fund pays an annual fee, payable monthly, equal to 1.00% based on the average weekly managed assets.

Pursuant to a financial accounting services agreement, during the period the Funds paid Calamos Advisors a fee for financial accounting services payable monthly at the annual rate of 0.0175% on the first \$1 billion of combined assets, 0.0150% on the next \$1 billion of combined assets and 0.0110% on combined assets above \$2 billion (for purposes of this calculation "combined assets" means the sum of the total average daily net assets of Calamos Investment Trust and Calamos Advisors Trust and the total average weekly managed assets of Calamos Convertible and High Income Fund, Calamos Strategic Total Return Fund, Calamos Convertible Opportunities and Income Fund, Calamos Global Total Return Fund, Calamos Global Dynamic Income Fund and Calamos Dynamic Convertible and Income Fund). Financial accounting services include, but are not limited to, the following: managing expenses and expense payment processing; monitoring the calculation of expense accrual amounts; calculating, tracking and reporting tax adjustments on all assets; and monitoring trustee deferred compensation plan accruals and valuations. The Fund pays its pro rata share of the financial accounting services fee payable to Calamos Advisors based on its relative portion of combined assets used in calculating the fee.

The Fund reimburses Calamos Advisors for a portion of compensation paid to the Fund's Chief Compliance Officer. This compensation is reported as part of the "Trustees' fees and officer compensation" expense on the Statement of Operations.

The Fund has adopted a deferred compensation plan (the "Plan"). Under the Plan, a trustee who is not an "interested person" (as defined in the 1940 Act) and has elected to participate in the Plan (a "participating trustee") may defer receipt of all or a portion of their compensation from the Fund. The deferred compensation payable to the participating trustee is credited to the trustee's deferral account as of the business day such compensation would have been paid to the participating trustee. The value of amounts deferred for a participating trustee is determined by reference to the change in value of Class I shares of one or more funds of Calamos Investment Trust designated by the participant. The value of the account increases with contributions to the account or with increases in the value of the measuring shares, and the value of the account decreases with withdrawals from the account or with declines in the value of the measuring shares. Deferred compensation of \$247,488 is included in "Other assets" on the Statement of Assets and Liabilities at April 30, 2017. The Fund's obligation to make payments under the Plan is a general obligation of the Fund and is included in "Payable for deferred compensation to trustees" on the Statement of Assets and Liabilities at April 30, 2017.

Note 3 – Investments

The cost of purchases and proceeds from sales of long-term investments for the period ended April 30, 2017 were as follows:

Cost of purchases	\$ 361,026,225
Proceeds from sales	433,437,305

The cost basis of investments for federal income tax purposes at April 30, 2017 was as follows*:

Cost basis of investments	\$2,355,959,350
Gross unrealized appreciation	352,000,177
Gross unrealized depreciation	(156,672,739)
Net unrealized appreciation (depreciation)	\$ 195,327,438

* Because tax adjustments are calculated annually, the above table does not reflect tax adjustments. 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 annual report.

Note 4 – Income Taxes

The Fund intends to make monthly distributions from its income available for distribution, which consists of the Fund's dividends and interest income after payment of Fund expenses, and net realized gains on stock investments. At least annually, the Fund intends to distribute all or substantially all of its net realized capital gains, if any. Distributions are recorded on the ex-dividend date. The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in-capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income. Distributions in any year may include a return of capital component.

The tax character of distributions for the period ended April 30, 2017 will be determined at the end of the Fund's current fiscal year.

Distributions for the year ended October 31, 2016 were characterized for federal income tax purposes as follows:

	YEAR ENDED OCTOBER 31, 2016
Distributions paid from:	
Ordinary income	\$ 70,667,812
Long-term capital gains	25,304,173
Return of capital	56,996,875

As of October 31, 2016, the components of accumulated earnings/(loss) on a tax basis were as follows:

Undistributed ordinary income	\$ —
Undistributed capital gains	—
Total undistributed earnings	—
Accumulated capital and other losses	—
Net unrealized gains/(losses)	(82,648,785)
Total accumulated earnings/(losses)	(82,648,785)
Other	(242,270)
Paid-in-capital	1,802,346,845
Net assets applicable to common shareholders	<u>\$ 1,719,455,790</u>

Note 5 – Common Shares

There are unlimited common shares of beneficial interest authorized and 154,514,000 shares outstanding at April 30, 2017. Calamos Advisors did not own any of the outstanding shares at April 30, 2017. Transactions in common shares were as follows:

	PERIOD ENDED APRIL 30, 2017	YEAR ENDED OCTOBER 31, 2016
Beginning shares	154,514,000	154,514,000
Shares issued through reinvestment of distributions	—	—
Ending shares	<u>154,514,000</u>	<u>154,514,000</u>

Notice is hereby given in accordance with Section 23(c) of the 1940 Act that the Fund may from time to time purchase its shares of common stock in the open market.

The Fund also may offer and sell common shares from time to time at an offering price equal to or in excess of the net asset value per share of the Fund's common shares at the time such common shares are initially sold.

Note 6 – Derivative Instruments

Foreign Currency Risk. The Fund may engage in portfolio hedging with respect to changes in currency exchange rates by entering into forward foreign currency contracts to purchase or sell currencies. A forward foreign currency contract is a commitment to purchase or sell a foreign currency at a future date at a negotiated forward rate. Risks associated with such contracts include, among other things, movement in the value of the foreign currency relative to the U.S. dollar and the ability of the counterparty to perform.

To mitigate the counterparty risk, the Fund may enter into an International Swaps and Derivatives Association, Inc. Master Agreement (“ISDA Master Agreement”) or similar agreement with its derivative contract counterparties. An ISDA Master Agreement is a bilateral agreement between the Fund and a counterparty that governs over-the-counter derivatives and foreign exchange contracts and typically contains, among other things, collateral posting terms and netting provisions in the event of a default and/or termination event. Under an ISDA Master Agreement, the Fund may, under certain circumstances, offset with the counterparty certain derivative financial instrument’s payables and/or receivables with collateral held and/or posted and create one single net payment. The provisions of the ISDA Master Agreement typically permit a single net payment in the event of default (close-out netting), including the bankruptcy or insolvency of the counterparty. Generally, collateral is exchanged between the Fund and the counterparty and the amount of collateral due from the Fund or to a counterparty has to exceed a minimum transfer amount threshold before a transfer has to be made. To the extent amounts due to the Fund from its counterparties are not fully collateralized, contractually or otherwise, the Fund bears the risk of loss from counterparty nonperformance. When a Fund is required to post collateral under the terms of a derivatives transaction and master netting agreement, the Fund’s custodian holds the collateral in a segregated account, subject to the terms of a tri-party agreement among the Fund, the custodian and the counterparty. The master netting agreement and tri-party agreement provide, in relevant part, that the counterparty may have rights to the amounts in the segregated account in the event that the Fund defaults in its obligation with respect to the derivative instrument that is subject to the collateral requirement. When a counterparty is required to post collateral under the terms of a derivatives transaction and master netting agreement, the counterparty delivers such amount to the Fund’s custodian. The master netting agreement provides, in relevant part, that the Fund may have rights to such collateral in the event that the counterparty defaults in its obligation with respect to the derivative instrument that is subject to the collateral requirement.

For financial reporting purposes, the Fund does not offset derivative assets and derivative liabilities that are subject to netting arrangements in the Statement of Assets and Liabilities. The Fund’s net counterparty exposure is reflected in the counterparty table below. The net unrealized gain, if any, represents the credit risk to the Fund on a forward foreign currency contract. The contracts are valued daily at forward foreign exchange rates. The Fund realizes a gain or loss when a position is closed or upon settlement of the contracts. There were no open forward foreign currency contracts at April 30, 2017.

Equity Risk. The Fund engages in option transactions and in doing so achieves similar objectives to what it would achieve through the sale or purchase of individual securities. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller of the option the obligation to sell, the underlying security, index or other instrument at the exercise price. A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the seller the obligation to buy, the underlying security, index, or other instrument at the exercise price.

To seek to offset some of the risk of a potential decline in value of certain long positions, the Fund may also purchase put options on individual securities, broad-based securities indexes or certain exchange-traded funds (“ETFs”). The Fund may also seek to generate income from option premiums by writing (selling) options on a portion of the equity securities (including securities that are convertible into equity securities) in the Fund’s portfolio, on broad-based securities indexes, or certain ETFs.

When a Fund purchases an option, it pays a premium and an amount equal to that premium is recorded as an asset. When a Fund writes an option, it receives a premium and an amount equal to that premium is recorded as a liability. The asset or liability is adjusted daily to reflect the current market value of the option. If an option expires unexercised, the Fund realizes a gain or loss to the extent of the premium received or paid. If an option is exercised, the premium received or paid is recorded as an adjustment to the proceeds from the sale or the cost basis of the purchase. The difference between the premium and the amount received or paid on a closing purchase or sale transaction is also treated as a realized gain or loss. The cost of securities acquired through the exercise of call options is increased by premiums paid. The proceeds from securities sold through the exercise of put options are decreased by the premiums paid. Gain or loss on written options and purchased options is presented separately as net realized gain or loss on written options and net realized gain or loss on purchased options, respectively.

Notes to Financial Statements (Unaudited)

Options written by the Fund do not typically give rise to counterparty credit risk since options written obligate the Fund and not the counterparty to perform. Exchange traded purchased options have minimal counterparty credit risk to the Fund since the exchange's clearinghouse, as counterparty to such instruments, guarantees against a possible default.

As of April 30, 2017, the Fund had outstanding purchased options and/or written options as listed on the Schedule of Investments. For the period ended April 30, 2017, the Fund had the following transactions in options written:

	NUMBER OF CONTRACTS	PREMIUMS RECEIVED
Options outstanding at October 31, 2016	957	\$ 3,499,232
Options written	26,968	3,906,790
Options closed	(9,590)	(4,973,905)
Options exercised	—	—
Options expired	(15,521)	(2,328,376)
Options outstanding at April 30, 2017	2,814	\$ 103,741

Interest Rate Risk. The Fund engages in interest rate swaps primarily to hedge the interest rate risk on the Fund's borrowings (see Note 7 – Borrowings). An interest rate swap is a contract that involves the exchange of one type of interest rate for another type of interest rate. If interest rates rise, resulting in a diminution in the value of the Fund's portfolio, the Fund would receive payments under the swap that would offset, in whole or in part, such diminution in value; if interest rates fall, the Fund would likely lose money on the swap transaction. Unrealized gains are reported as an asset, and unrealized losses are reported as a liability on the Statement of Assets and Liabilities. The change in value of swaps, including accruals of periodic amounts of interest to be paid or received on swaps, is reported as change in net unrealized appreciation/depreciation on interest rate swaps in the Statement of Operations. A realized gain or loss is recorded in net realized gain (loss) on interest rate swaps in the Statement of Operations upon payment or receipt of a periodic payment or termination of the swap agreements. Swap agreements are stated at fair value. Notional principal amounts are used to express the extent of involvement in these transactions, but the amounts potentially subject to credit risk are much smaller. In connection with these contracts, securities may be identified as collateral in accordance with the terms of the respective swap contracts in the event of default or bankruptcy of the Fund. Please see the disclosure regarding ISDA Master Agreements under Foreign Currency Risk within this note.

Premiums paid to or by a Fund are accrued daily and included in realized gain (loss) when paid on swaps in the accompanying Statement of Operations. The contracts are marked-to-market daily based upon third party vendor valuations and changes in value are recorded as unrealized appreciation (depreciation). Gains or losses are realized upon early termination of the contract. Risks may exceed amounts recognized in the Statement of Assets and Liabilities. These risks include changes in the returns of the underlying instruments, failure of the counterparties to perform under the contracts' terms, counterparty's creditworthiness, and the possible lack of liquidity with respect to the contracts.

As of April 30, 2017, the Fund had outstanding interest rate swap agreements as listed on the Schedule of Investments.

As of April 30, 2017, the Fund had outstanding derivative contracts which are reflected on the Statement of Assets and Liabilities as follows:

	ASSET DERIVATIVES	LIABILITY DERIVATIVES
Gross amounts at fair value:		
Interest Rate Swaps ⁽¹⁾	\$ 44,277	\$ —
Purchased Options ⁽²⁾	312,506	—
Written Options ⁽³⁾	—	33,834
	\$ 356,783	\$ 33,834

(1) Generally, the Statement of Assets and Liabilities location for "Interest rate swaps" is "Unrealized appreciation (depreciation) on interest rate swaps."

(2) Generally, the Statement of Assets and Liabilities location for "Options purchased" is "Investments in securities, at value."

(3) Generally, the Statement of Assets and Liabilities location for "Options written" is "Options written, at value."

The following table presents the outstanding derivative contracts, organized by counterparty, that are subject to enforceable master netting agreements as of April 30, 2017:

		GROSS AMOUNTS NOT OFFSET IN THE STATEMENT OF ASSETS AND LIABILITIES						
COUNTERPARTY		GROSS AMOUNTS PRESENTED IN THE STATEMENT OF ASSETS AND LIABILITIES		COLLATERAL PLEGDED	NET AMOUNT RECEIVABLE IN THE EVENT OF DEFAULT	NET AMOUNT PAYABLE IN THE EVENT OF DEFAULT		
		ASSETS	LIABILITIES					
BNP Paribas, SA	ISDA	\$ 44,277	\$ —	\$ (44,277)	\$ —	\$ —	\$ —	\$ —
		\$ 44,277	\$ —	\$ (44,277)	\$ —	\$ —	\$ —	\$ —

For the period ended April 30, 2017, the volume of derivative activity for the Fund is reflected below*

	VOLUME
Options purchased	27,109
Options written	26,968

*Activity during the period is measured by opened number of contracts for options purchased or written.

Note 7 – Borrowings

The Fund, with the approval of its board of trustees, including its independent trustees, has entered into a financing package that includes a Committed Facility Agreement (the “BNP Agreement”) with BNP Paribas Prime Brokerage International Ltd. (“BNP”) that allows the Fund to borrow up to \$207.5 million and a lending agreement (“Lending Agreement”), as defined below. In addition, the financing package also includes a Credit Agreement (the “SSB Agreement”, together with the BNP Agreement, “Agreements”) with State Street Bank and Trust Company (“SSB”) that allows the Fund to borrow up to a limit of \$622.5 million, and a related securities lending authorization agreement (“Authorized Agreement”). Borrowings under the BNP Agreement and the SSB Agreement are secured by assets of the Fund that are held with the Fund’s custodian in a separate account (the “pledged collateral”). BNP and SSB share a claim on the pledged collateral, subject to any adjustment that may be agreed upon between the lenders. Interest on the BNP Agreement is charged at the three month LIBOR (London Inter-bank Offered Rate) plus .65% on the amount borrowed and .20% on the undrawn balance. Interest on the SSB Agreement is charged on the drawn amount at the rate of Overnight LIBOR plus .80% and .10% on the undrawn balance. For the period ended April 30, 2017, the average borrowings under the Agreements were \$682.0 million. For the period ended April 30, 2017, the average interest rate was 1.73%. As of April 30, 2017, the amount of total outstanding borrowings was \$682.0 million (\$170.5 million under the BNP Agreement and \$511.5 million under the SSB Agreement), which approximates fair value. The interest rate applicable to the borrowings on April 30, 2017 was 1.15%.

The Lending Agreement with BNP is a separate side-agreement between the Fund and BNP pursuant to which BNP may borrow a portion of the pledged collateral (the “Lent Securities”) in an amount not to exceed the outstanding borrowings owed by the Fund to BNP under the BNP Agreement. The Lending Agreement is intended to permit the Fund to significantly reduce the cost of its borrowings under the BNP Agreement. BNP may re-register the Lent Securities in its own name or in another name other than the Fund, and may pledge, re-pledge, sell, lend or otherwise transfer or use the Lent Securities with all attendant rights of ownership. (It is the Fund’s understanding that BNP will perform due diligence to determine the creditworthiness of any party that borrows Lent Securities from BNP.) The Fund may designate any security within the pledged collateral as ineligible to be a Lent Security, provided there are eligible securities within the pledged collateral in an amount equal to the outstanding borrowing owed by the Fund. During the period in which the Lent Securities are outstanding, BNP must remit payment to the Fund equal to the amount of all dividends, interest or other distributions earned or made by the Lent Securities. The dividend and interest payments are recorded as Dividend or Interest payments in the Statement of Operations. Earnings made by the lent securities are disclosed on a net basis as Securities Lending Income in the Statement of Operations.

Under the terms of the Lending Agreement with BNP, the Lent Securities are marked to market daily, and if the value of the Lent Securities exceeds the value of the then-outstanding borrowings owed by the Fund to BNP under the Agreement (the "Current Borrowings"), BNP must, on that day, either (1) return Lent Securities to the Fund's custodian in an amount sufficient to cause the value of the outstanding Lent Securities to equal the Current Borrowings; or (2) post cash collateral with the Fund's custodian equal to the difference between the value of the Lent Securities and the value of the Current Borrowings. If BNP fails to perform either of these actions as required, the Fund will recall securities, as discussed below, in an amount sufficient to cause the value of the outstanding Lent Securities to equal the Current Borrowings. The Fund can recall any of the Lent Securities and BNP shall, to the extent commercially possible, return such security or equivalent security to the Fund's custodian no later than three business days after such request. If the Fund recalls a Lent Security pursuant to the Lending Agreement, and BNP fails to return the Lent Securities, or equivalent securities in a timely fashion, BNP shall remain liable for the ultimate delivery of such Lent Securities, or equivalent securities, to be made to the Fund's custodian, and for any buy-in costs that the executing broker for the sales transaction may impose with respect to the failure to deliver. The Fund shall also have the right to apply and set-off an amount equal to one hundred percent (100%) of the then-current fair market value of such Lent Securities against the Current Borrowings.

Under the terms of the Authorized Agreement with SSB, all securities lent through SSB must be secured continuously by collateral received in cash, cash equivalents, or U.S. Treasury bills and maintained on a current basis at an amount at least equal to the market value of the securities loaned. Cash collateral held by SSB on behalf of the Fund may be credited against the amounts borrowed under the SSB Agreement. Any amounts credited against the SSB Agreement would count against the Fund's leverage limitations under the 1940 Act, unless otherwise covered in accordance with SEC Release IC-10666. Under the terms of the Authorized Agreement with SSB, SSB will return the value of the collateral to the borrower upon the return of the lent securities, which will eliminate the credit against the SSB Agreement and will cause the amount drawn under the SSB Agreement to increase in an amount equal to the returned collateral. Under the terms of the Authorized Agreement with SSB, the Fund will make a variable "net income" payment related to any collateral credited against the SSB Agreement which will be paid to the securities borrower, less any payments due to the Fund or SSB under the terms of the Authorized Agreement. The Fund has the right to call a loan and obtain the securities loaned at any time. As of April 30, 2017, the Fund used approximately \$471.5 million of its cash collateral to offset the SSB Agreement, representing 18.4% of managed assets, and was required to pay a "net income" payment equal to an annualized interest rate of 0.86%, which can fluctuate depending on interest rates. As of April 30, 2017, approximately \$460.9 million of securities were on loan (\$121.8 million of fixed income securities and \$339.1 million of equity securities) under the SSB Agreement which are reflected in the Investment in securities, at value on the Statement of Assets and Liabilities.

Note 8 – Fair Value Measurements

Variou inputs are used to determine the value of the Fund's investments. These inputs are categorized into three broad levels as follows:

- Level 1 – Prices are determined using inputs from unadjusted quoted prices from active markets (including securities actively traded on a securities exchange) for identical assets.
- Level 2 – Prices are determined using significant observable market inputs other than unadjusted quoted prices, including quoted prices of similar securities, fair value adjustments to quoted foreign securities, interest rates, credit risk, prepayment speeds, and other relevant data.
- Level 3 – Prices reflect unobservable market inputs (including the Fund's own judgments about assumptions market participants would use in determining fair value) when observable inputs are unavailable.

Debt securities are valued based upon evaluated prices received from an independent pricing service or from a dealer or broker who makes markets in such securities. Pricing services utilize various observable market data and as such, debt securities are generally categorized as Level 2. The levels are not necessarily an indication of the risk or liquidity of the Fund's investments. Transfers between the levels for investment securities or other financial instruments are measured at the end of the reporting period.

Notes to Financial Statements (Unaudited)

The following is a summary of the inputs used in valuing the Fund's holdings at fair value:

	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Assets:				
Corporate Bonds	\$ —	\$ 377,135,197	\$ —	\$ 377,135,197
Convertible Bonds	—	302,451,960	—	302,451,960
U.S. Government and Agency Securities	—	6,895,261	—	6,895,261
Exchange-Traded Funds	6,473,670	—	—	6,473,670
Convertible Preferred Stocks	128,464,371	34,155,172	—	162,619,543
Common Stocks U.S.	1,549,172,714	9,434,700	—	1,558,607,414
Common Stocks Foreign	—	26,329,603	—	26,329,603
Rights	—	194,015	—	194,015
Warrants	1,506,644	—	—	1,506,644
Purchased Options	312,506	—	—	312,506
Short Term Investments	108,750,532	—	—	108,750,532
Interest Rate Swaps	—	44,277	—	44,277
Total	\$ 1,794,680,437	\$ 756,640,185	\$ —	\$ 2,551,320,622
Liabilities:				
Written Options	\$ 33,834	\$ —	\$ —	\$ 33,834
Total	\$ 33,834	\$ —	\$ —	\$ 33,834

Financial Highlights

Selected data for a share outstanding throughout each period were as follows:

	(UNAUDITED)					
	SIX MONTHS ENDED APRIL 30, 2017	2016	YEAR ENDED OCTOBER 31,			
	2015	2014	2013	2012		
Net asset value, beginning of period	\$11.13	\$11.67	\$12.51	\$11.86	\$10.56	\$10.15
Income from investment operations:						
Net investment income (loss)*	0.13	0.30	0.38	0.42	0.41	0.44
Net realized and unrealized gain (loss)	1.41	0.15	(0.23)	1.16	1.73	0.76
Total from investment operations	1.54	0.45	0.15	1.58	2.14	1.20
Less distributions to common shareholders from:						
Net investment income	(0.50)	(0.46)	(0.66)	(0.55)	(0.59)	(0.67)
Net realized gains	—	(0.16)	—	(0.16)	—	—
Return of capital	—	(0.37)	(0.33)	(0.22)	(0.25)	(0.12)
Total distributions	(0.50)	(0.99)	(0.99)	(0.93)	(0.84)	(0.79)
Net asset value, end of period	\$12.17	\$11.13	\$11.67	\$12.51	\$11.86	\$10.56
Market value, end of period	\$11.53	\$9.95	\$10.20	\$11.82	\$10.56	\$10.25
Total investment return based on: ^(a)						
Net asset value	14.49%	5.48%	1.98%	14.46%	21.83%	12.97%
Market value	21.33%	7.89%	(5.66)%	21.46%	11.75%	28.08%
Net assets, end of period (000)	\$1,880,591	\$1,719,456	\$1,803,026	\$1,932,218	\$1,832,666	\$1,631,424
Ratios to average net assets applicable to common shareholders:						
Net expenses ^(b)	1.96% ^(c)	1.97%	1.81%	1.72%	1.79%	1.91%
Gross expenses prior to expense reductions and earnings credits	1.96% ^(c)	1.97%	1.81%	1.72%	1.79%	1.91%
Net investment income (loss)	2.30% ^(c)	2.73%	3.11%	3.39%	3.71%	4.25%
Portfolio turnover rate	15%	31%	23%	20%	55%	48%
Average commission rate paid	\$0.0224	\$0.0307	\$0.0336	\$0.0210	\$0.0234	\$0.0171
Asset coverage per \$1,000 of loan outstanding ^(d)	\$3,757	\$3,521	\$3,518	\$3,665	\$3,619	\$3,832

* Net investment income allocated based on average shares method.

(a) Total investment return is calculated assuming a purchase of common stock on the opening of the first day and a sale on the closing of the last day of the period reported. Dividends and distributions are assumed, for purposes of this calculation, to be reinvested at prices obtained under the Fund's dividend reinvestment plan. Total return is not annualized for periods less than one year. Brokerage commissions are not reflected. NAV per share is determined by dividing the value of the Fund's portfolio securities, cash and other assets, less all liabilities, by the total number of common shares outstanding. The common share market price is the price the market is willing to pay for shares of the Fund at a given time. Common share market price is influenced by a range of factors, including supply and demand and market conditions.

(b) Ratio of net expenses, excluding interest expense, to average net assets was 1.46%, 1.49%, 1.47%, 1.44%, 1.44% and 1.45%, respectively.

(c) Annualized.

(d) Calculated by subtracting the Fund's total liabilities (not including Notes payable) from the Fund's total assets and dividing this by the amount of notes payable outstanding, and by multiplying the result by 1,000.

Report of Independent Registered Public Accounting Firm

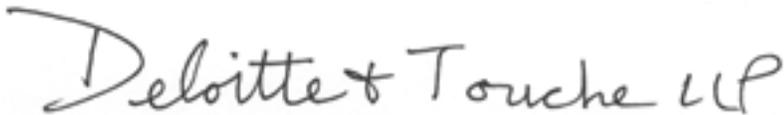
To the Board of Trustees and Shareholders of
Calamos Strategic Total Return Fund

We have reviewed the accompanying statement of assets and liabilities, including the schedule of investments, for Calamos Strategic Total Return Fund (the "Fund") as of April 30, 2017, and the related statements of operations, changes in net assets, and cash flows and the financial highlights for the six month period then ended. These financial statements and financial highlights are the responsibility of the Fund's management.

We conducted our review in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements and financial highlights taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such financial statements and financial highlights for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the statement of changes in net assets of the Fund for the year ended October 31, 2016 and the financial highlights for each of the five years in the period then ended; and in our report dated December 15, 2016, we expressed an unqualified opinion on such statement of changes in net assets and financial highlights.

The image shows a handwritten signature in cursive script that reads "Deloitte & Touche LLP". The signature is written in dark ink and is positioned in the lower-left quadrant of the page.

Chicago, Illinois
June 14, 2017

What is a Closed-End Fund?

A closed-end fund is a publicly traded investment company that raises its initial investment capital through the issuance of a fixed number of shares to investors in a public offering. Shares of a closed-end fund are listed on a stock exchange or traded in the over-the-counter market. Like all investment companies, a closed-end fund is professionally managed and offers investors a unique investment solution based on its investment objective approved by the fund's Board of Directors.

Potential Advantages of Closed-End Fund Investing

- **Defined Asset Pool Allows Efficient Portfolio Management**—Although closed-end fund shares trade actively on a securities exchange, this doesn't affect the closed-end fund manager because there are no new investors buying into or selling out of the fund's portfolio.
- **More Flexibility in the Timing and Price of Trades**—Investors can purchase and sell shares of closed-end funds throughout the trading day, just like the shares of other publicly traded securities.
- **Lower Expense Ratios**—The expense ratios of closed-end funds are oftentimes less than those of mutual funds. Over time, a lower expense ratio could enhance investment performance.
- **Closed-End Structure Makes Sense for Less-Liquid Asset Classes**—A closed-end structure makes sense for investors considering less-liquid asset classes, such as high-yield bonds or micro-cap stocks.
- **Ability to Put Leverage to Work**—Closed-end funds may issue senior securities (such as preferred shares or debentures) or borrow money to "leverage" their investment positions.
- **No Minimum Investment Requirements**

OPEN-END MUTUAL FUNDS VERSUS CLOSED-END FUNDS

OPEN-END FUND	CLOSED-END FUND
Issues new shares on an ongoing basis	Generally issues a fixed number of shares
Issues common equity shares	Can issue common equity shares and senior securities such as preferred shares and bonds
Sold at NAV plus any sales charge	Price determined by the marketplace
Sold through the fund's distributor	Traded in the secondary market
Fund redeems shares at NAV calculated at the close of business day	Fund does not redeem shares

You can purchase or sell common shares of closed-end funds daily. Like any other stock, market price will fluctuate with the market. Upon sale, your shares may have a market price that is above or below net asset value and may be worth more or less than your original investment. Shares of closed-end funds frequently trade at a discount, which is a market price that is below their net asset value.

Leverage creates risks which may adversely affect return, including the likelihood of greater volatility of net asset value and market price of common shares and fluctuations in the variable rates of the leverage financing.

Each open-end or closed-end fund should be evaluated individually. **Before investing carefully consider the fund's investment objectives, risks, charges and expenses.**

Using a Level Rate Distribution Policy to Promote Dependable Income and Total Return

The goal of the level rate distribution policy is to provide investors a predictable, though not assured, level of cash flow, which can either serve as a stable income stream or, through reinvestment, may contribute significantly to long-term total return.

We understand the importance that investors place on the stability of dividends and their ability to contribute to long-term total return, which is why we have instituted a level rate distribution policy for the Fund. Under the policy, monthly distributions paid may include net investment income, net realized short-term capital gains and, if necessary, return of capital. In addition, a limited number of distributions per calendar year may include net realized long-term capital gains. There is no guarantee that the Fund will realize capital gains in any given year. Distributions are subject to re-characterization for tax purposes after the end of the fiscal year. All shareholders with taxable accounts will receive written notification regarding the components and tax treatment for distributions via Form 1099-DIV.

Distributions from the Fund are generally subject to Federal income taxes. For purposes of maintaining the level rate distribution policy, the Fund may realize short-term capital gains on securities that, if sold at a later date, would have resulted in long-term capital gains. Maintenance of a level rate distribution policy may increase transaction and tax costs associated with the Fund.

Automatic Dividend Reinvestment Plan

Maximizing Investment with an Automatic Dividend Reinvestment Plan

The Automatic Dividend Reinvestment Plan offers a simple, cost-efficient and convenient way to reinvest your dividends and capital gains distributions in additional shares of the Fund, allowing you to increase your investment in the Fund.

Potential Benefits

- **Compounded Growth:** By automatically reinvesting with the Plan, you gain the potential to allow your dividends and capital gains to compound over time.
- **Potential for Lower Commission Costs:** Additional shares are purchased in large blocks, with brokerage commissions shared among all plan participants. There is no cost to enroll in the Plan.
- **Convenience:** After enrollment, the Plan is automatic and includes detailed statements for participants. Participants can terminate their enrollment at any time.

Pursuant to the Plan, unless a shareholder is ineligible or elects otherwise, all dividend and capital gains on common shares distributions are automatically reinvested by Computershare, as agent for shareholders in administering the Plan ("Plan Agent"), in additional common shares of the Fund. Shareholders who elect not to participate in the Plan will receive all dividends and distributions payable in cash paid by check mailed directly to the shareholder of record (or, if the shares are held in street or other nominee name, then to such nominee) by Plan Agent, as dividend paying agent. Shareholders may elect not to participate in the Plan and to receive all dividends and distributions in cash by sending written instructions to the Plan Agent, as dividend paying agent, at: Dividend Reinvestment Department, P.O. Box 358016, Pittsburgh, PA 15252. Participation in the Plan is completely voluntary and may be terminated or resumed at any time without penalty by giving notice in writing to the Plan Agent; such termination will be effective with respect to a particular dividend or distribution if notice is received prior to the record date for the applicable distribution.

The shares are acquired by the Plan Agent for the participant's account either (i) through receipt of additional common shares from the Fund ("newly issued shares") or (ii) by purchase of outstanding common shares on the open market ("open-market purchases") on the NASDAQ or elsewhere. If, on the payment date, the net asset value per share of the common shares is equal to or less than the market price per common share plus estimated brokerage commissions (a "market premium"), the Plan Agent will receive newly issued shares from the Fund for each participant's account. The number of newly issued common shares to be credited to the

Automatic Dividend Reinvestment Plan

participant's account will be determined by dividing the dollar amount of the dividend or distribution by the greater of (i) the net asset value per common share on the payment date, or (ii) 95% of the market price per common share on the payment date.

If, on the payment date, the net asset value per common share exceeds the market price plus estimated brokerage commissions (a "market discount"), the Plan Agent has a limited period of time to invest the dividend or distribution amount in shares acquired in open-market purchases. The weighted average price (including brokerage commissions) of all common shares purchased by the Plan Agent as Plan Agent will be the price per common share allocable to each participant. If the Plan Agent is unable to invest the full dividend amount in open-market purchases during the purchase period or if the market discount shifts to a market premium during the purchase period, the Plan Agent will cease making open-market purchases and will invest the uninvested portion of the dividend or distribution amount in newly issued shares at the close of business on the last purchase date.

The automatic reinvestment of dividends and distributions will not relieve participants of any federal, state or local income tax that may be payable (or required to be withheld) on such dividends even though no cash is received by participants.

There are no brokerage charges with respect to shares issued directly by the Fund as a result of dividends or distributions payable either in shares or in cash. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agent's open-market purchases in connection with the reinvestment of dividends or distributions. If a participant elects to have the Plan Agent sell part or all of his or her common shares and remit the proceeds, such participant will be charged his or her pro rata share of brokerage commissions on the shares sold, plus a \$15 transaction fee. There is no direct service charge to participants in the Plan; however, the Fund reserves the right to amend the Plan to include a service charge payable by the participants.

A participant may request the sale of all of the common shares held by the Plan Agent in his or her Plan account in order to terminate participation in the Plan. If such participant elects in advance of such termination to have the Plan Agent sell part or all of his shares, the Plan Agent is authorized to deduct from the proceeds a \$15.00 fee plus the brokerage commissions incurred for the transaction. A participant may re-enroll in the Plan in limited circumstances.

The terms and conditions of the Plan may be amended by the Plan Agent or the Fund at any time upon notice as required by the Plan.

This discussion of the Plan is only summary, and is qualified in its entirety by the Terms and Conditions of the Dividend Reinvestment Plan filed as part of the Fund's registration statement.

For additional information about the Plan, please contact the Plan Agent, Computershare, at 866.226.8016. If you wish to participate in the Plan and your shares are held in your own name, simply call the Plan Agent. If your shares are not held in your name, please contact your brokerage firm, bank, or other nominee to request that they participate in the Plan on your behalf. If your brokerage firm, bank, or other nominee is unable to participate on your behalf, you may request that your shares be re-registered in your own name.

We're pleased to provide our shareholders with the additional benefit of the Fund's Dividend Reinvestment Plan and hope that it may serve your financial plan.

MANAGING YOUR CALAMOS FUNDS INVESTMENTS

Calamos Investments offers several convenient means to monitor, manage and feel confident about your Calamos investment choice.

PERSONAL ASSISTANCE: 800.582.6959

Dial this toll-free number to speak with a knowledgeable Client Services Representative who can help answer questions or address issues concerning your Calamos Fund.

YOUR FINANCIAL ADVISOR

We encourage you to talk to your financial advisor to determine how the Calamos Funds can benefit your investment portfolio based on your financial goals, risk tolerance, time horizon and income needs.



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