

NUVEEN MASSACHUSETTS QUALITY MUNICIPAL INCOME FUND
 Form 4
 March 02, 2017

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WELLS FARGO & COMPANY/MN

(Last) (First) (Middle)

420 MONTGOMERY STREET
 (Street)

SAN FRANCISCO, CA 94163

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 NUVEEN MASSACHUSETTS QUALITY MUNICIPAL INCOME FUND [NMT]

3. Date of Earliest Transaction (Month/Day/Year)
 03/01/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---|-------------------------------------|
| | | | Code | V | Amount | (D) | Price | | |
| Variable Rate MuniFund Term Preferred Shares | 03/01/2017 | | J ⁽¹⁾⁽²⁾ | | 740 | D | (1) 0 | I | By Subsidiary <u>(3)</u> <u>(4)</u> |
| Variable Rate Demand Preferred Shares | 03/01/2017 | | J ⁽¹⁾⁽²⁾ | | 740 | A | (1) 740 | I | By Subsidiary <u>(3)</u> <u>(4)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WELLS FARGO & COMPANY/MN 420 MONTGOMERY STREET SAN FRANCISCO, CA 94163 | | X | | |
| Wells Fargo Municipal Capital Strategies, LLC 375 PARK AVENUE NEW YORK, NY 10152 | | X | | |

Signatures

| | |
|----------------------------------------------------------------|------------|
| WELLS FARGO & COMPANY, /s/ Michael J. Choquette | 03/02/2017 |
| **Signature of Reporting Person | Date |
| WELLS FARGO MUNICIPAL CAPITAL STRATEGIES, LLC, /s/ Adam Joseph | 03/02/2017 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The 740 variable rate demand preferred shares reported as acquired in Table I consist of 740 variable rate demand preferred shares, Series 1, ("Shares") of Nuveen Massachusetts Quality Municipal Income Fund (formerly Nuveen Massachusetts Premium Income Municipal Fund) (the "Issuer") and represent Shares beneficially owned by Wells Fargo Municipal Capital Strategies, LLC ("Capital Strategies").

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The Shares were acquired by Capital Strategies in exchange for Capital Strategies' 740 variable rate munifund term preferred shares, Series 2017, of the Issuer ("VMTP Shares") (the "Exchange"). No funds were exchanged by the Reporting Persons and the Issuer for the Exchange. Capital Strategies is a wholly owned subsidiary of Wells Fargo & Company ("Wells Fargo").

- (2) The 740 VMTP Shares were previously acquired by Capital Strategies as reported in the Form 3 filing filed by Wells Fargo and Capital Strategies with the United States Securities and Exchange Commission on July 9, 2014.
- (3) This statement is jointly filed by Wells Fargo and Capital Strategies. Wells Fargo holds an indirect interest in the securities listed in Table I (the "Securities") by virtue of its indirect ownership of its subsidiary Capital Strategies.

Each reporting person declares that neither the filing of this statement nor anything herein shall be construed as an admission that such person is, for the purposes of Section 13(d) of the US Securities Exchange Act of 1934 or any other purpose, (i) acting (or has agreed or is

- (4) agreeing to act together with any other person) as a partnership, limited partnership, syndicate or other group for the purpose of acquiring, holding or disposing of securities of the Issuer or otherwise with respect to the Issuer or any securities of the Issuer or (ii) a member of any group with respect to the Issuer or any securities of the Issuer

Remarks:

Exhibits Index

Exhibit 99.1 - Joint Filing Agreement

Exhibit 99.2 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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