

# BLACKROCK MUNIHOLDINGS FUND, INC.

## FORM N-23C-2

(Notice by closed-end investment companies of intention to call or redeem their own securities)

Filed 11/20/23 for the Period Ending 11/20/23

Address	100 BELLEVUE PARKWAY WILMINGTON, DE, 19809
Telephone	800-441-7762
CIK	0001034665
Symbol	MHD
Industry	Closed End Funds
Sector	Financials
Fiscal Year	04/30

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**NOTIFICATION OF REDEMPTION OF SECURITIES PURSUANT TO  
RULE 23c-2 UNDER THE INVESTMENT COMPANY ACT OF 1940**

Investment Company Act File No. 811-08081

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**BLACKROCK MUNIHOLDINGS FUND, INC.**  
(Name of Registrant)

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100 Bellevue Parkway  
Wilmington, Delaware 19809  
(Address of Principal Executive Offices)

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Registrant's Telephone Number, including Area Code: (800) 441-7762

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The undersigned registered closed-end investment company hereby notifies the Securities and Exchange Commission (the "Commission") that it intends to redeem securities of which it is the issuer, as set forth below in accordance with the requirements of Rule 23c-2 under the Investment Company Act of 1940 (the "Act"), and states that it is filing this notice with the Commission at least 30 days prior to the date set for the redemption.

**(1) Title of the class of securities of BlackRock MuniHoldings Fund, Inc. (the "Fund") to be redeemed:**

Series W-7 Variable Rate Muni Term Preferred Shares, par value \$0.10 per share, liquidation preference of \$100,000 per share (the "Series W-7 VMTP Shares") (CUSIP #: 09253N500).

**(2) The date on which the securities are to be called or redeemed:**

The Series W-7 VMTP Shares will be redeemed on December 20, 2023 (the "Redemption Date").

**(3) The applicable provisions of the governing instrument pursuant to which the securities are to be called or redeemed:**

The Series W-7 VMTP Shares are to be redeemed pursuant to Section 10(a) of the Fund's Articles Supplementary Establishing and Fixing the Rights and Preferences of Variable Muni Term Preferred Shares (the "Articles"), a form of which was most recently filed with the Commission on June 26, 2012, as Exhibit 99.77Q1 to the Fund's annual report on Form N-SAR. Pursuant to Section 10(c) of the Articles, dividends on the Series W-7 VMTP Shares will cease to accumulate from and after the Redemption Date.

**(4) The principal amount or number of shares and the basis upon which the securities to be redeemed are to be selected:**

The Fund intends to redeem 100% (2,140 shares) of its outstanding Series W-7 VMTP Shares. Holders of the Series W-7 VMTP Shares will receive the liquidation preference of \$100,000 per share, together with accumulated and unpaid dividends through the Redemption Date. All of the Series W-7 VMTP Shares are held in book-entry form through the Depository Trust Company ("DTC"), and such shares being redeemed will be redeemed in accordance with the procedures of DTC. Payment by the Fund of the Redemption Price will be made to The Bank of New York Mellon, as redemption and paying agent for the Series W-7 VMTP Shares.

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SIGNATURE

Pursuant to the requirement of Rule 23c-2 of the Investment Company Act of 1940, the Fund has duly caused this Notification of Redemption of Securities to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, and the State of New York, on the 20<sup>th</sup> day of November, 2023.

**BLACKROCK MUNIHOLDINGS FUND, INC.**

By: /s/ Jonathan Diorio

Name: Jonathan Diorio

Title: Vice President

[Signature Page – MHD 23c-2 Notice]