ALPINE GLOBAL PREMIER PROPERTIES FUND Form SC TO-I May 17, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)

OF THE SECURITIES EXCHANGE ACT OF 1934

Alpine Global Premier Properties Fund

 $(Name\ Of\ Subject\ Company\ (Issuer)\ And\ Filing\ Person\ (Offeror))$

Common Shares of Beneficial Interest

(Title of Class of Securities)

02083A 103

(CUSIP Number of Common Shares)

Alpine Woods Capital Investors, LLC

2500 Westchester Avenue, Suite 215

Purchase, New York 10577

914-251-0880

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١	ranno,	addices and tele	phone number or	person aumon	ized to recerv	c nonces and	communications o	i ociiai	1 01	IIIIII	persons

	With a copy to:
	David K. Boston, Esq.
	Rose F. DiMartino, Esq.
W	'illkie Farr & Gallagher LLP
	787 Seventh Avenue
1	New York, New York 10019
CAI	LCULATION OF FILING FEE
Transaction Valuation* \$141,613,452	Amount Of Filing Fee** \$16,229
	\$16,229 purposes of calculating the filing fee. This amount is based on the offer to

- ase up
- led, as based on a tender offer price equal to 95% of NAV, assuming a NAV per share of \$6.94, which was the NAV on May 15, 2012.
- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee owas previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A Filing Party: N/A Form or Registration No.: N/A Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4. X
- o going-private transaction subject to Rule 13e-3.

o amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: o

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- o Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- o Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

SCHEDULE TO

This Tender Offer Statement on Schedule TO relates to the offer by Alpine Global Premier Properties Fund, a closed-end management investment company organized under the laws of the state of Delaware (Alpine or the Fund), to purchase up to 21,489,143 of its issued and outstanding common shares, no par value per share, at a price equal to 95% of the net asset value (NAV) per share, determined as of the close of the regular trading session of the New York Stock Exchange (the NYSE), the principal market on which the shares are traded, on the business day immediately following the day the offer expires (the Pricing Date), to the seller in cash, less any applicable withholding taxes and without interest. The Fund s offer is being made upon the terms and subject to the conditions set forth in the offer to purchase dated May 17, 2012 and in the related letter of transmittal, copies of which are attached to this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively (which together, as amended or supplemented from time to time, constitute the Offer). This Tender Offer Statement on Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(2) under the Securities Exchange Act of 1934, as amended.

The information in the Offer to Purchase and the related Letter of Transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, are incorporated by reference in answer to Items 1 through 11 in this Tender Offer Statement on Schedule TO.

ITEM 1. SUMMARY TERM SHEET

The information set forth in the section captioned Summary Term Sheet in the offer to purchase, a copy of which is filed with this Schedule TO as Exhibit (a)(1)(i), is incorporated herein by reference.

ITEM 2. SUBJECT COMPANY INFORMATION

- (a) Name and Address: The name of the subject company is Alpine Global Premier Properties Fund, a closed-end management investment company organized under the laws of the state of Delaware. The address of its principal executive office is 2500 Westchester Avenue, Suite 215, Purchase, New York 10577 and its telephone number is (800) 617-7616. The information set forth in Section 9 (Information About the Fund) of the offer to purchase is incorporated herein by reference.
- (b) Securities: The information set forth in the section of the offer to purchase captioned Introduction is incorporated herein by reference.
- (c) **Trading Market and Price:** The information set forth in the section captioned Introduction in the offer to purchase is incorporated herein by reference. Section 7 (Price Range of Shares) of the offer to purchase is incorporated herein by reference.

ITEM 3. IDENTITY AND BACKGROUND OF FILING PERSON

(a) Name and Address: The name of the filing person is Alpine Global Premier Properties Fund, a closed-end management investment company organized under the laws of the state of Delaware. The address of its principal executive office is 2500 Westchester Avenue, Suite 215, Purchase, New York 10577 and its telephone number is (800) 617-7616. The information set forth in Section 9 (Information About the Fund) and Section 11 (Interests of Trustees and Executive Officers; Transactions and Arrangements Concerning the Shares; Material Arrangements) in the offer to purchase is incorporated herein by reference.

ITEM 4. TERMS OF THE TRANSACTION

(a) Material Terms: The information set forth in the sections of the offer to purchase captioned Introduction and Summary Term Sheet is incorporated herein by reference. The information set forth in Section 1 (Number of Shares; Proration), Section 2 (Purpose of the Offer; Certain Effects of the Offer; Other Plans), Section 3 (Procedures for Tendering Shares), Section 4 (Withdrawal Rights), Section 5 (Purchase of Shares and Payment of Purchase Price), Section 6 (Conditions of the Offer), Section 8 (Source and Amount of Funds), Section 11 (Interests of Trustees and Executive Officers; Transactions and Arrangements Concerning the Shares;

2

Material Arrai	ngements), Secti	ion 14 (Material	U.S. Federal Inc	come Tax Conseq	uences), Secti	on 15 (Extension of the	Offer;	Termination;
Amendment) and Section 17 (Miscellaneous) of the offer to	purchase is incorp	orated herein b	y refere	nce.		

(b) **Purchases:** The information set forth in the sections of the offer to purchase captioned Introduction and Summary Term Sheet is incorporated herein by reference. The information set forth in Section 11 (Interests of Trustees and Executive Officers; Transactions and Arrangements Concerning the Shares; Material Arrangements) in the offer to purchase is incorporated herein by reference.

ITEM 5. PAST CONTACTS, TRANSACTIONS, NEGOTIATIONS AND AGREEMENTS

Agreements Involving the Subject Company s Securities: The information set forth in Section 11 (Interests of Trustees and Executive Officers, Transactions and Arrangements Concerning the Shares; Material Arrangements) of the offer to purchase is incorporated herein by reference.

ITEM 6. PURPOSES OF THE TRANSACTION AND PLANS OR PROPOSALS

- (a) **Purposes:** The information set forth in the section of the offer to purchase captioned Summary Term Sheet is incorporated herein by reference. The information set forth in Section 2 (Purpose of the Offer; Certain Effects of the Offer; Other Plans) of the offer to purchase is incorporated herein by reference.
- (b) **Use of the Securities Acquired:** The information set forth in Section 2 (Purpose of the Offer; Certain Effects of the Offer; Other Plans) of the offer to purchase is incorporated herein by reference.
- (c) **Plans:** The information set forth in Section 2 (Purpose of the Offer; Certain Effects of the Offer; Other Plans) of the offer to purchase is incorporated herein by reference.

ITEM 7. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

- (a) **Source of Funds:** The information set forth in Section 8 (Source and Amount of Funds) of the offer to purchase is incorporated herein by reference.
- (b) **Conditions:** The information set forth in Section 6 (Conditions of the Offer) and Section 8 (Source and Amount of Funds) of the offer to purchase is incorporated herein by reference.

(d) Borrowed Funds: The information	ion set forth in Section 8 (S	Source and Amount of Funds) of the offer to purchase is	incorporated herein by
reference.				

ITEM 8. INTEREST IN SECURITIES OF THE SUBJECT COMPANY

- (a) **Securities Ownership:** The information set forth in Section 11 (Interests of Trustees and Executive Officers, Transactions and Arrangements Concerning the Shares; Material Arrangements) of the offer to purchase is incorporated herein by reference.
- (b) **Securities Transactions:** The information set forth in Section 11 (Interests of Trustees and Executive Officers, Transactions and Arrangements Concerning the Shares; Material Arrangements) of the offer to purchase is incorporated herein by reference.

ITEM 9. PERSONS/ASSETS, RETAINED, EMPLOYED, COMPENSATED OR USED

Solicitations or Recommendations: The information set forth in Section 16 (Fees and Expenses) of the offer to purchase is incorporated herein by reference.

ITEM 10. FINANCIAL STATEMENTS

Financial Information: The information set forth in Section 10 (Selected Financial Information) of the Offer to Purchase is incorporated herein by reference.

ITEM 11. ADDITIONAL INFORMATION

- (a) **Agreements, Regulatory Requirements and Legal Proceedings:** The information set forth in Section 2 (Purpose of the Offer; Certain Effects of the Offer; Other Plans), Section 9 (Information About the Fund), Section 10 (Selected Financial Information), Section 11 (Interests of Trustees and Executive Officers; Transactions and Arrangements Concerning the Shares; Material Arrangements) and Section 13 (Legal Matters; Regulatory Approvals) in the offer to purchase is incorporated herein by reference.
- (b) **Other Material Information:** The information in the offer to purchase and the related letter of transmittal, copies of which are filed with this Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, are incorporated herein by reference.

ITEM 12. EXHIBITS

(a)(1)(i)	Offer to Purchase, dated May 17, 2012.
(a)(1)(ii)	Form of Letter of Transmittal (including IRS Form W-9 and Guidelines for Certification of Taxpayer Identification Number on IRS Form W-9).
(a)(1)(iii)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(iv)	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(v)	Letter to Shareholders.
(a)(2)	Not applicable.
(a)(3)	Not applicable.
(a)(4)	Not applicable.
(a)(5)(i)	Press Release, dated May 17, 2012.
(b)	U.S. PB Agreement, dated December 1, 2010, by and between the Fund and BNP Paribas Prime Brokerage International, Ltd.
(d)	Not applicable.
(g)	Not applicable.
(h)	Not applicable.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

4

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Schedule TO is true, complete and correct.

ALPINE GLOBAL PREMIER PROPERTIES FUND

Dated: May 17, 2012 By: /s/ Ronald G. Palmer, Jr.

Name: Ronald G. Palmer, Jr.

Title: Chief Financial Officer

5