

NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC
Form SC TO-C
March 31, 2009

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**

NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.

(Name of Subject Company (Issuer))

NEUBERGER BERMAN INTERMEDIATE MUNICIPAL FUND INC.

(Name of Filing Person (Issuer))

COMMON STOCK, PAR VALUE \$0.0001 PER SHARE

(Title of Class of Securities)

64124P101

(CUSIP Number of Class of Securities)

Robert Conti

**Chief Executive Officer and President
Neuberger Berman Intermediate Municipal Fund Inc.
605 Third Avenue
New York, NY 10158-0180
Telephone: (877) 628-2583**

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

Arthur C. Delibert, Esq.

**K&L Gates LLP
1601 K Street, NW
Washington, DC 20006**

Telephone: (202) 778-9000

Calculation of Filing Fee

Transaction Valuation*

Amount Of Filing Fee*

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Not Applicable

Not Applicable

- * No filing fee is required because this filing includes only preliminary communications made before the commencement of a tender offer.
- o 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 was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable
Form or Registration No.: Not Applicable

Filing Party: Not Applicable
Date Filed: Not Applicable

- x 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:

- o third party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- 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

Items 1-11.

Not applicable.

Item 12. Exhibits.

| Exhibit No. | Document |
|--------------------|--|
| 99.1 | Press release issued by the Fund dated March 31, 2009. |

Item 13.

Not applicable.