

H&Q HEALTHCARE INVESTORS  
Form POS AMI  
July 21, 2011

(As filed with the Securities and Exchange Commission on July 21, 2011)

Investment Company Act File No. 811-04889

## U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

### FORM N-2

Registration Statement Under the Investment Company Act of 1940

Amendment No. 17

## H&Q HEALTHCARE INVESTORS

(Exact Name of Registrant as Specified in Charter)

2 Liberty Square, 9th Floor, Boston, MA 02109

(Address of Principal Executive Offices)

(617) 772-8500

(Registrant's Telephone Number, including Area Code)

Daniel R. Omstead, Ph.D.

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**2 Liberty Square, 9th Floor, Boston, MA 02109**

(Name and Address of Agent for Service)

**Copies of Communications to:**

**Joseph R. Fleming, Esq.**

**Dechert LLP**

**200 Clarendon St.**

**27th Floor**

**Boston, MA 02116-5021**

This amendment is being filed solely to file Exhibit No. (a)(iii) to this Registration Statement relating to the Declaration of Trust.

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**PART C**

**OTHER INFORMATION**

Amendment No. 1 to the Registrant's Amended and Restated Declaration of Trust, as approved by the Registrant's Board of Trustees by unanimous written consent and by the shareholders of the Registrant on July 8, 2011, is filed herewith as Exhibit (a)(iii).

**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this Amendment No. 17 to its Registration Statement under the Investment Company Act of 1940 to be signed on its behalf by the undersigned thereunto, duly authorized, in the Commonwealth of Massachusetts, on the 20th day of July, 2011.

H&Q HEALTHCARE INVESTORS

By: /s/ Daniel R. Omstead

Daniel R. Omstead  
President

**EXHIBIT INDEX**

**Exhibit No. Description**

(a)(iii) Amendment No. 1 to the Amended and Restated Declaration of Trust, as approved by the Registrant's Board of Trustees and shareholders.

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