

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>JPMORGAN CHASE & CO</u> _____ (Last) (First) (Middle) <u>270 PARK AVENUE</u> _____ (Street) <u>NEW YORK NY 10017</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BLACKROCK MUNIHOLDINGS FUND, INC. [MHD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/09/2026</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	(A) or (D)	Price			
Series W-7 Variable Rate Muni Term Preferred Shares	02/09/2026		J ⁽¹⁾		5,038	A ⁽¹⁾	(1)	7,178 ⁽¹⁾	I ⁽²⁾	By Subsidiary ⁽²⁾⁽³⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*

JPMORGAN CHASE & CO

 (Last) (First) (Middle)
270 PARK AVENUE

 (Street)
NEW YORK NY 10017

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

DNT Asset Trust

 (Last) (First) (Middle)
270 PARK AVENUE

 (Street)
NEW YORK NY 10017

 (City) (State) (Zip)

Explanation of Responses:

1. In connection with the reorganization of BlackRock MuniHoldings Quality Fund II, Inc. ("MUE"), BlackRock Municipal Income Trust ("BFK"), BlackRock Municipal Income Quality Trust ("BYM"), BlackRock Municipal Income Trust II ("BLE") (collectively, the "Target Funds") into the Issuer, 780 Series W-7 Variable Rate Muni Term Preferred Shares ("VMTP Shares") of MUE, 1,541 VMTP

Shares of BFK, 976 VMTP Shares of BYM, and 1,741 VMTP Shares of BLE beneficially owned by DNT Asset Trust ("DNT Trust") were exchanged for an equal number of VMTP Shares of the Issuer in a cashless transaction. The 5,038 VMTP Shares reported as acquired in Table I represent shares beneficially owned by DNT Trust.

2. This statement is jointly filed by JPMorgan Chase & Co. and DNT Trust. JPMorgan Chase & Co. holds an indirect interest in the securities listed in Table I by virtue of its indirect ownership of its subsidiary DNT Trust.

3. 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 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

JPMORGAN CHASE & CO., 02/26/2026
by: /s/ Michael Lees

DNT ASSET TRUST, by: /s/ 02/26/2026
Tim A. Self

** Signature of Reporting Person Date

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

* 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).

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

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 Number.

JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules and regulations thereunder, each party hereto hereby agrees to the joint filing, on behalf of each of them, of any filing required by such party under Section 13 or Section 16 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with the Securities and Exchange Commission (and, if such security is registered on a national securities exchange, also with the exchange), and further agrees to the filing, furnishing, and/or incorporation by reference of this agreement as an exhibit thereto. This agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party.

IN WITNESS WHEREOF, each party hereto, being duly authorized, has caused this agreement to be executed and effective as of the date set forth below.

Date:
02/26/2026

**JPMORGAN CHASE
& CO.**

B /s/ Michael Lees

Y: _____
Name: Michael
Lees
Title: Executive
Director

DNT ASSET TRUST

B /s/ Tim A. Self

Y: _____
Name: Tim A.
Self
Title:
Authorized
Officer

JOINT FILER INFORMATION

Item	Information
Name:	DNT Asset Trust
Address:	270 Park Avenue New York, New York 10017
Date of Event Requiring Statement (Month/Day/Year):	02/09/2026
Issuer Name and Ticker or Trading Symbol:	BLACKROCK MUNIHOLDINGS FUND, INC. [MHD]
Relationship of Reporting Person(s) to Issuer:	10% Owner
If Amendment, Date Original Filed (Month/Day/Year):	Not Applicable
Individual or Joint/Group Filing:	Form filed by More than One Reporting Person
Signature:	DNT ASSET TRUST By: <u>/s/ Tim A. Self</u> Name: Tim A. Self Title: Authorized Officer Date: 02/26/2026
