TEKLA HEALTHCARE INVESTORS Form N-CSR December 04, 2018

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-04889

Tekla Healthcare Investors (Exact name of registrant as specified in charter)

100 Federal Street, 19th Floor, Boston, MA (Address of principal executive offices)

02110 (Zip code)

Laura Woodward, Chief Compliance Officer and Vice President of Fund Administration

100 Federal Street, 19th Floor, Boston, MA 02110 (Name and address of agent for service)

Registrant s telephone number, including area code: 617-772-8500

Date of fiscal year September 30

end:

Date of reporting period: October 1, 2017 to September 30, 2018

ITEM 1. REPORTS TO STOCKHOLDERS.

TEKLA HEALTHCARE INVESTORS

Annual Report

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TEKLA HEALTHCARE INVESTORS

Distribution policy: The Fund has implemented a managed distribution policy (the Policy) that provides for quarterly distributions at a rate set by the Board of Trustees. Under the current Policy, the Fund intends to make quarterly distributions at a rate of 2% of the Fund's net assets to shareholders of record. The Policy would result in a return of capital to shareholders, if the amount of the distribution exceeds the Fund's net investment income and realized capital gains. A return of capital may occur, for example, when some or all of the money that you invested in the Fund is paid back to you. A return of capital distribution does not necessarily reflect the Fund's investment performance and should not be confused with "yield" or "income."

The amounts and sources of distributions reported in the Fund's notices pursuant to Section 19(a) of the Investment Company Act of 1940 are only estimates and are not being provided for tax reporting purposes. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the Fund's investment experience during its fiscal year and may be subject to changes based on tax regulations. The Fund will send you a Form 1099-DIV for the calendar year that tells you how to report distributions for federal income tax purposes.

You should not draw any conclusions about the Fund's investment performance from the amount of distributions pursuant to the Policy or from the terms of the Policy. The Policy has been established by the Trustees and may be changed or terminated by them without shareholder approval. The Trustees regularly review the Policy and the frequency and rate of distributions considering the purpose and effect of the Policy, the financial market environment, and the Fund's income, capital gains and capital available to pay distributions. The suspension or termination of the Policy could have the effect of creating a trading discount or widening an existing trading discount. At this time there are no reasonably foreseeable circumstances that might cause the Trustees to terminate the Policy.

Consider these risks before investing: As with any investment company that invests in equity securities, the Fund is subject to market risk the possibility that the prices of equity securities will decline over short or extended periods of time. As a result, the value of an investment in the Fund's shares will fluctuate with the market generally and market sectors in particular. You could lose money over short or long periods of time. Political and economic news can influence marketwide trends and can cause disruptions in the U.S. or world financial markets. Other factors may be ignored by the market as a whole but may cause movements in the price of one company's stock or the stock of companies in one or more industries. All of these factors may have a greater impact on initial public offerings and emerging company shares. Different types of equity securities tend to shift into and out of favor with investors, depending on market and economic conditions. The performance of funds that invest in equity securities or that have a broader investment style.

TEKLA HEALTHCARE INVESTORS

Dear Shareholders,

Predictions are difficult to make, especially about the future. This notion is often attributed to Yogi Berra about a prior time, but it could not be more applicable today. Views about nearly every matter seem to be evenly split between dichotomous extremes. Whatever else this situation produces, it creates increased uncertainty that, in turn, makes predictions about the future of healthcare investing extremely difficult.

In such times, we rely on fundamental analysis. On one hand, many people claim that drug prices are too high and that the overall cost of U.S. healthcare consumes too significant a portion of the country's gross domestic product (GDP). These notions lead some to advocate for significantly more regulatory or statutory control over the drug industry. A move in this direction would likely be damaging to investment prospects in healthcare.

On the other hand, the fundamentals in healthcare seem compelling to us. The U.S. population is aging. People need more care and spend more on healthcare as they age. We have a remarkably well-trained and innovative culture in this country that has consistently demonstrated its ability to discover, develop and commercialize new novel drugs and medical product that save lives and improve the quality of life for untold numbers of people. We also have a financial system that has paired inventors with investors to the benefit of all. For the healthcare sector, this combination of factors suggests a promising future.

So what is the likely net of these dichotomous perspectives?

As Mr. Berra said, it is difficult to make predictions. However, if I were to make one, it would be that everything will work out. I expect that drugs that make a real difference in addressing untreatable disease will be funded and developed for use by all. I believe drug pricing for such differentiated products, afforded by time-limited intellectual property protection, will allow a fair return in compensation for the risk investors take and peoples' lives will be helped, more and more each year. In parallel, however, I expect that medical products that aren't differentiated or which have exhausted patent protection will be priced at much lower levels. I expect that the former will be driven by the marketplace and the latter with help from the government and, my expectation is, that the net effect of this action should keep the average price of drugs at reasonable levels to the benefit of all.

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In aggregate, this analysis makes us optimistic about the prospects of healthcare investing.

As always, we thank you for your consideration of the Tekla Funds. Please call our marketing and investor support services agent, Destra Capital, or us if you have any questions.

Be well,

Daniel R. Omstead President and Portfolio Manager

Perspective on the Biotechnology and Healthcare Sectors

We are cautiously optimistic about the prospects for the healthcare sector. We continue to see innovation improving or extending the lives of patients and ultimately being the basis for solid sector performance. While we are immersed in scientific and related developments every day, it is useful to occasionally step back and look at the big picture of what innovative new products are doing.

Treatment of cancer is a good example. In the last five years or so, we have seen the advent of so-called "checkpoint inhibitor" therapies, principally KEYTRUDA® (from Merck & Co.) and OPDIVO® (from Bristol-Myers Squibb), dramatically change the way certain solid tumors are treated. These products have changed the treatment paradigm for lung cancer (the most commonly diagnosed form of cancer in the world) and malignant melanoma, among other solid tumor cancers. In order to treat such diseases in the past, many patients were forced to endure chemotherapy regimens that almost killed the patient with the hope of simultaneously "killing" the cancer. The new checkpoint inhibitors, of which there are now seven approved in the U.S., generally exhibit fewer side effects than traditional chemotherapy and are effective in a significant portion of patients. Certainly the existing checkpoint inhibitors aren't perfect a number of patients are not helped and the ones that are effectively treated can relapse, but overall, this class of drugs has been invaluable. I note that there are a plethora of new companies developing checkpoint and other products that some believe might address the shortfalls of current products. We look forward to seeing these products reach the market.

A similar set of developments is occurring in the treatment of hematologic (i.e., blood) cancers. KYMRIAH® (from Novartis) and YESCARTA® (from Gilead Sciences, Inc.) have transformed the treatment of certain leukemia and lymphoma cancers using CAR-T (chimeric antigen receptor T) cell therapy based drugs. In an analogous way, there are a large number of new companies with impressive technology poised to augment the success of the companies described above.

Similar narratives exist in nearly every area of medicine. Let me highlight just two, Alzheimer's disease and diabetes. The development of effective Alzheimer's treatments has been the bane of the pharmaceutical industry for many years. A large portion of the population develops this insidious disease but there are few if any effective treatments that slow down, let alone, cure it. Toward this end, we are now seeing products in late stage clinical development that have a very decent chance of slowing down

progression. I am optimistic that we will see a material impact on Alzheimer's in my lifetime.

With respect to diabetes, a disease affecting nearly 10% of the U.S. population, progress has been a bit better when compared to Alzheimer's. There are a number of approved products to help cope with this problem and more products are being approved each year. The pace of development has increased over time but the number of afflicted individuals continues to grow rapidly. In this area, we see the simultaneous development of multiple approaches to treat diabetes. The magnitude of impact of each incremental drug as well as the aggregate impact of combination therapy appears to be increasing over time.

We have been investing for HQH for some time now and it is a privilege for us to do so on your behalf. Separately, as someone who has spent many years working in the pharmaceutical and biotech industries, what is seen from a multitude of companies every day is amazing.

There is rarely a time when everything in the market looks all good or all bad. This is presently the case as well. While we see encouraging technical promise in the healthcare sector, there are also reasons to be cautious. At the moment, the cautionary signs relate to the political environment in general and drug pricing in particular.

Whatever one might think of the actions of the U.S. government at this time, at a minimum it is a time of heightened uncertainty. In past years, we felt reasonably confident in our ability to predict the regulatory impact of change in our sector. We are less confident now. There has been much outcry about the price of drugs. There have been reports that suggest the current administration will be aggressive in trying to control the growth or even reduce the current magnitude of drug prices. There have also been signs that the government will be more accommodative. We simply do not know what will happen.

Our own view continues to be that while a solid argument can be made that current prices are well justified and don't constitute an unreasonable or significantly increasing percentage of overall healthcare spending, given the impact they have on patients' lives, the reality is that political pressure will lead to a regulatory-induced slowing or possibly an outright reduction of drug pricing for some products.

Having said this, we think the key is to determine which drugs or drug classes will be most and least affected. We conclude that the price of older drugs and those that are not clearly differentiated from their peers will see the most pressure. Those that are novel, patent protected and have a clear positive benefit on patient lifespan and/or quality of life will

see a much reduced or even minimal downward pricing pressure. Fortunately, we have always favored investing in differentiated products. We regularly include some form of cost/benefit analyses into our decisions to invest. More importantly, the management of companies we invest in are usually astute enough to make a similar analysis. We don't often see pricing that is inconsistent with the benefit a drug delivers. The bottom line is that while we may well reduce our existing exposure to generic drugs, we don't think that drug pricing pressure will have a tremendous impact on the majority of our investments.

When we take a step away from product by product analysis, we see a number of important developments. In the last year, we have seen a performance profile that differs from what we observed in several recent years. You will recall that over the longer term, the NASDAQ Biotechnology Index®* ("NBI") has performed well in comparison to the S&P 500® Index* ("SPX") and the broad S&P Composite 1500® Health Care Index* ("S15HLTH") as follows:

10 Year Performance Ending September 30, 2018

By contrast, for the year ended September 30, 2018, we have observed a somewhat different profile. As you can see below, the NBI underperformed the S15HLTH and the SPX. Generally, this was the result of outperformance in the medical technology and managed care sectors.

	Year ended
Index	9/30/18
S&P 500 [®] Index	17.90%
S&P Composite 1500® Health Care Index	19.95%
NASDAQ Biotechnology Index®	10.34%

The question, of course, is what we should expect for the upcoming period. Our view continues to be that in any given year, one subsector can outperform all others, but that over the long-term, the innovation described above will allow the drug and biotech sectors to do well. Consequently, we favor being overweight these sectors.

Fund Essentials

Objective of the Fund

The Fund's investment objective is to seek long-term capital appreciation by investing primarily in securities of healthcare companies. In addition, the Fund seeks to provide regular distribution of realized capital gains.

Description of the Fund

Tekla Healthcare Investors ("HQH") is a non-diversified closed-end healthcare fund traded on the New York Stock Exchange under the ticker HQH. HQH primarily invests in healthcare industries and will emphasize both large established companies and smaller, emerging companies with a maximum of 40% of the Fund's assets in restricted securities of both public and private companies.

Investment Philosophy

Tekla Capital Management LLC, the Investment Adviser to the Fund, believes that:

- Aging demographics and adoption of new medical products and services can provide long-term tailwinds for healthcare companies
- Late stage biotechnology product pipeline could lead to significant increases in biotechnology sales
- Robust M&A activity in healthcare may create additional investment opportunities

Fund Overview and Characteristics as of 9/30/18

\$23.15
\$25.62
-9.64%
130,114
\$1,081,742,926
НОН
XHQHX
4/22/87
\$1.94

¹ The closing price at which the Fund's shares were traded on the exchange.

Holdings of the Fund (Data is based on net assets)

Asset Allocation as of 9/30/18

² Per-share dollar value of the Fund, calculated by dividing the total value of all the securities in its portfolio, plus any other assets and less liabilities, by the number of Fund shares outstanding.

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Sector Diversification as of 9/30/18

This data is subject to change on a daily basis.

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Largest Holdings by Issuer

(Excludes Short-Term Investments)

As of September 30, 2018

	% of Net	
Issuer Sector	Assets	
Amgen Inc. Biotechnology	7.1%	
Biogen Inc. Biotechnology	7.0%	
Gilead Sciences, Inc. Biotechnology	6.0%	
Celgene Corporation Biotechnology	5.8%	
Illumina, Inc. Life Sciences Tools & Services	3.9%	
Vertex Pharmaceuticals Incorporated Biotechnology	3.8%	
Regeneron Pharmaceuticals, Inc. Biotechnology	3.3%	
Mylan N.V. Pharmaceuticals	3.0%	
Johnson & Johnson Pharmaceuticals	2.8%	
Alexion Pharmaceuticals, Inc. Biotechnology	2.6%	
Incyte Corporation Biotechnology	2.1%	
UnitedHealth Group Incorporated Health Care		
Providers & Services	1.9%	
Pfizer Inc. Pharmaceuticals	1.8%	
Sarepta Therapeutics, Inc. Biotechnology	1.8%	
Merck & Co., Inc. Pharmaceuticals	1.6%	
Seattle Genetics, Inc. Biotechnology	1.5%	
Neurocrine Biosciences, Inc. Biotechnology	1.5%	
Thermo Fisher Scientific Inc. Life Sciences Tools & Services	1.2%	
SPDR S&P Biotech ETF Exchange Traded Fund	1.1%	
Jazz Pharmaceuticals plc Pharmaceuticals	1.1%	

Fund Performance

HQH is a closed-end fund which invests predominantly in healthcare companies. Subject to regular consideration, the Trustees of HQH have instituted a policy of making quarterly distributions to shareholders. The Fund seeks to make such distributions in the form of long-term capital gains.

The Fund considers investments in companies of all sizes and in all healthcare subsectors, including but not limited to, biotechnology, pharmaceuticals, healthcare equipment, healthcare supplies, life science tools and services, healthcare distributors, managed healthcare, healthcare technology, and healthcare facilities. The Fund emphasizes innovation, investing both in public and pre-public venture companies. The Fund considers its venture investments to be a differentiating characteristic. Among the various healthcare subsectors, HQH has considered the

biotechnology subsector, including both pre-public and public companies, to be a key contributor to the healthcare sector. The Fund holds biotech assets, including both public and pre-public, often representing 50-65% of net assets.

There is no commonly published index which matches the investment strategy of HQH. The S15HLTH consists of more than 160 companies representing most or all of the healthcare subsectors in which HQH typically invests; biotechnology often represents 15-25% of this index. By contrast, the NBI, which contains approximately 190 constituents, is much more narrowly constructed. The vast majority of this index is comprised of biotechnology, pharmaceutical and life science tools companies. In recent years, biotechnology has often represented 72-82% of the NBI. Neither the S15HLTH nor NBI indices contain any material amount of pre-public company assets.

We present both NAV and stock returns for the Fund in comparison to several commonly published indices. One index, the SPX, is a commonly considered broad based index; this index is comprised of companies in many areas of the economy, including, but not limited to healthcare. As described above, the NBI is a healthcare index mostly focused in three healthcare sectors with a uniquely high level of biotechnology comparison. The S15HLTH contains a wider representation of healthcare subsectors, but typically contains a much lower biotechnology composition.

HQH generally invests in a combination of large cap growth-oriented and earlier stage innovative healthcare companies with a focus on the biotechnology sector. Generally, HQH targets biotechnology exposure below that of the NBI and a higher biotechnology exposure than that of the S15HLTH. We note that, in recent periods, biotechnology has been a significant contributor to returns (both positive and negative) associated with those indices. We believe this sector continues to have significant potential for growth in the future.

Fund Performance for the Period Ended September 30, 2018

Period	HQH NAV	HQH MKT	NBI	S15HLTH	SPX
6 month	14.28	12.09	14.62	18.63	11.41
1 year	7.37	0.05	10.34	19.95	17.90
5 year	9.78	8.40	12.29	15.89	13.94
10 year	13.12	14.14	16.95	14.66	11.96
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			8		

All performance over one-year has been annualized.

Performance data quoted represents past performance, which is no guarantee of future results, and current performance may be lower or higher than the figures shown. The NAV total return takes into account the Fund's total annual expenses and does not reflect transaction charges. If transaction charges were reflected, NAV total return would be reduced. All distributions are assumed to be reinvested either in accordance with the dividend reinvestment plan (DRIP) for market price returns or NAV for NAV returns. Until the DRIP price is available from the Plan Agent, the market price returns reflect the reinvestment at the closing market price on the last business day of the month. Once the DRIP is available around mid-month, the market price returns are updated to reflect reinvestment at the DRIP price.

Portfolio Highlights as of September 30, 2018

Among other investments, Tekla Healthcare Investors' performance benefitted in the past year by the following:

Sarepta Therapeutics, Inc. (SRPT) is a commercial company. Sales of their exon-skipping therapy, EXONDYS 51, for Duchenne Muscular Dystrophy (DMD) continue to impress as does the progress of their remaining first-generation exon-skipping portfolio. Sarepta's next-generation exon-skipping assets, carriers of their novel cell-penetrating peptides, are also progressing at or ahead of schedule. Outside of the exon-skipping base franchise, Sarepta leads the charge into gene-therapies for DMD and holds pole position ahead of competitors in terms of clinical progress, gene-therapy technology, and maintaining investor mindshare as the preeminent DMD company.

Neurocrine Biosciences, Inc. (NBIX), a mid-cap biotech company focused on brain and endocrine disease, has appreciated significantly over the past year due to strong sales from INGREZZA, its treatment for Tardive Dyskinesia. The drug has done exceedingly well in the market despite competition from a large competitor (Teva/Auspex). Also, Neurocrine and its partner AbbVie Inc. just recently launched a second product, ORLISSA for the treatment of endometriosis. We expect that both drugs will continue to exceed consensus expectations.

IDEXX Laboratories Inc. (IDXX) continues to leverage its unique structure and stature in veterinary medicine. The central lab continues to innovate successful diagnostic tests that facilitate the efforts of veterinarians to drive the shift from reactive pet care to preventative pet care. After their

online and salesforce build out in 2017, we believe IDEXX remains in the early innings of leveraging their expanded operating platforms.

Among other examples, HQH's performance was negatively impacted by the following investments:

Nektar Therapeutics (NKTR) is a biopharmaceutical company with a pegylation-based technology platform that can significantly change the pharmacology of approved agents. Although the company has historically focused most of its attention on the pain space, their first immuno-oncology asset has caught the attention of the market and led to significant stock appreciation initially. This past June, questions arose about this asset, leading to a stock decline. While the Fund lost money in Nektar, HQH was underweight this stock during the report period.

Bioverativ Inc. (*BIVV*) was a spinout of Biogen's hemophilia business that was acquired by Sanofi in January. We were not invested in the company at the time due to our caution about new products in the hemophilia A space. This acquisition reinforces Sanofi's strategic intent to be a leader in rare diseases. HQH was underweight this stock during the report period.

Incyte Corporation (INCY) is a large-cap commercial-stage biopharmaceutical company that had a promising late stage pipeline. Earlier this year, a clinical failure of one asset and a regulatory issue with a second asset led to significant downward pressure on the stock. We continue to believe the company is an attractive commercial story but pipeline value will take some time to be realized following these disappointments.

*The trademarks NASDAQ Biotechnology Index®, S&P1500 Healthcare Index® and S&P500 Index® referenced in this report are the property of their respective owners. These trademarks are not owned by or associated with the Fund or its service providers, including Tekla Capital Management LLC.

SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2018

CONVERTIBLE PREFERRED AND WARRANTS (a) -

	WARRANIS (") -	
SHARES	3.2% of Net Assets	VALUE
	Biotechnology - 2.0%	
	Amphivena Therapeutics, Inc. Series B	
3,266,667	(Restricted) (b) (c)	\$ 4,900,001
708,154	Atreca, Inc. Series C1 (Restricted) (b)	1,649,999
	BioClin Therapeutics, Inc. Series A,	
2,692,309	6.00% (Restricted) (b)	1,750,001
	BioClin Therapeutics, Inc. Series B,	
1,559,715	6.00% (Restricted) (b)	1,166,667
	Galera Therapeutics, Inc. Series C,	
1,043,219	6.00% (Restricted) (b)	2,310,000
	GenomeDx Biosciences, Inc. Series C,	
2,266,666	6.00% (Restricted) (b)	754,800
, ,	GenomeDx Biosciences, Inc. Series D,	·
1,984,030	8.00% (Restricted) (b)	605,129
, ,	GenomeDx Biosciences, Inc. Series D	
389,603	Prime, 8.00% (Restricted) (b)	356,487
2 22 ,2 22	GenomeDx Biosciences, Inc. Series E,	
500,020	8.00% (Restricted) (b)	116,955
2 3 3,3 2 3	GenomeDx Biosciences, Inc. Warrants	
	(Restricted, expiration 11/1/27, exercise	
273,571	price \$0.31) (b)	0
270,071	Sutro Biopharma Series E, 8.00%	ŭ .
287,958	(Restricted) (b)	3,887,435
201,500	Therachon Holding AG Series B,	2,007,120
875,000	8.00% (Restricted) (b)	3,500,000
210,000	Trillium Therapeutics, Inc. Series II (d)	1,218,000
210,000	Timum Therapeduces, the Series II	22,215,474
	Health Care Equipment & Supplies	22,213,171
	(Restricted) - 0.2%	
114,158	CardioKinetix, Inc. Series C, 8.00% (b)	0
205,167	CardioKinetix, Inc. Series D, 8.00% (b)	0
632,211	CardioKinetix, Inc. Series E, 8.00% (b)	0
692,715	CardioKinetix, Inc. Series F, 8.00% (b)	0
05 2 ,710	CardioKinetix, Inc. Warrants	, and the second
	(expiration	
N/A (e)	12/11/19, exercise price \$0.69) (b)	0
1 1/1 1	CardioKinetix, Inc. Warrants	<u> </u>
	(expiration	
N/A (e)	6/03/20, exercise price \$0.69) (b)	0
12,695	CardioKinetix, Inc. Warrants	0
12,073	(expiration	U
	CAPITATION	

	8/15/24, exercise price \$2.85) (b)	
	IlluminOss Medical, Inc. Series AA,	
951,000	8.00% (b) (c)	951,000
	IlluminOss Medical, Inc. Junior	
	Preferred,	
895,848	8.00% (b) (c)	895,848
	The accompanying notes are an integral part of these fir	nancial statements.
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SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2018

(continued)

SHARES	Health Care Equipment & Supplies (Restricted) - continued	VALUE	
SHAKES	IlluminOss Medical, Inc. Warrants	VALUE	
	(expiration		
47,542	1/11/28, exercise price \$1.00) (b) (c)	\$ 0	
47,542	IlluminOss Medical, Inc. Warrants	\$ U	
	(expiration		
23,771	11/20/27, exercise price \$1.00) (b) (c)	0	
23,771	IlluminOss Medical, Inc. Warrants	U	
	(expiration		
47,542	2/6/28, exercise price \$1.00) (b) (c)	0	
47,542	IlluminOss Medical, Inc. Warrants	U	
	(expiration		
71,324	3/31/27, exercise price \$1.00) (b) (c)	0	
/1,324	IlluminOss Medical, Inc. Warrants	U	
	· · · · · · · · · · · · · · · · · · ·		
50.426	(expiration 9/6/27, exercise price \$1.00) (b)	0	
59,426	9/0/27, exercise price \$1.00) (6)	1,846,848	
	Life Sciences Tools & Semines (Bestricted) 0.50	1,040,040	
2 660 024	Life Sciences Tools & Services (Restricted) - 0.5%	4 622 070	
3,669,024	Laboyte, Inc. Series C, 8.00% (b)	4,622,970	
160,767	Laboyte, Inc. Series D, 8.00% (b)	221,858	
122,220	Labcyte, Inc. Series E, 8.00% (b)	196,774	
	DI (D () () O 500	5,041,602	
	Pharmaceuticals (Restricted) - 0.5%		
3,173,164	Curasen Therapeutics, Inc. Series A (b)	3,500,000	
3,173,101	Milestone Pharmaceuticals, Inc. Series	3,500,000	
	C,		
1,538,235	8.00% (b) (d)	2,099,998	
1,550,255	0.00 // \ / \ /	5,599,998	
	TOTAL CONVERTIBLE	3,377,770	
	PREFERRED AND		
	WARRANTS		
	(Cost \$42,804,905)	34,703,922	
	CONVERTIBLE NOTES	34,703,722	
PRINCIPAL	(Restricted) (b) - 0.2%		
AMOUNT	of Net Assets		
	Biotechnology - 0.1%		
	Amphivena Therapeutics, Inc.		
	Promissory		
\$ 814,796	Note, 6.00% due 6/20/19 (c)	814,796	
Ψ 01-1,770	Health Care Equipment & Supplies - 0.1%	017,770	
	Heatin Care Equipment & Supplies - 0.1 /0		

	CardioKinetix, Inc. Promissory Note,	
74,456	5.00% due 7/31/17	0
	IlluminOss Medical, Inc. Promissory	
	Note,	
285,294	8.00% due 12/31/18 ^(c)	285,294
	IlluminOss Medical, Inc. Promissory	
	Note,	
95,083	8.00% due 12/31/18 ^(c)	95,083
	IlluminOss Medical, Inc. Promissory	
	Note,	
190,166	8.00% due 12/31/18 ^(c)	190,166
	The accompanying notes are an integral part of these financial statements.	
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SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2018

(continued)

PRINCIPAL	Health Care Equipment & Supplies -	VALUE
AMOUNT	continued	VALUE
\$ 190,16	IlluminOss Medical, Inc. Promissory Note, 8.00% due 12/31/18 (c)	\$ 190,166
\$ 190,16		\$ 190,166
227.70	IlluminOss Medical, Inc. Promissory Note, 8.00% due 12/31/18 (c)	227.700
237,70	8 8.00% due 12/31/18 (c)	237,708
	TOTAL CONVEDTIBLE NOTES	998,417
	TOTAL CONVERTIBLE NOTES	1 012 212
	(Cost \$1,888,237)	1,813,213
	COMMON STOCKS AND	
CHADEC	WARRANTS - 92.9%	
SHARES	of Net Assets	
94,91	Biotechnology - 61.0% AbbVie Inc.	9 077 061
		8,977,061
119,07		952,592
56,08		1,164,262
184,03	A	1,624,985
86,66		2,856,544
204,74		28,462,019
123,70	*	5,249,870
87,87	·	7,690,645
411,85	• •	6,700,816
369,15		76,521,104
398,91		4,822,834
31,93	1 ·	3,186,554
62,29		2,866,724
261,15	* *	3,969,480
41,20		2,919,928
31,68		492,307
26,96		1,067,346
54,49	·	9,385,473
214,12	<u> </u>	75,653,917
88,51		8,583,203
59,63	•	8,706,856
113,73	• •	8,878,076
702,68		62,883,370
52,60	CV ·	1,544,862
149,82		2,472,030
123,39	^	5,472,435
155,30		1,692,781
48,79	Editas Medicine, Inc. (a)	1,552,625

The accompanying notes are an integral part of these financial statements. 13

SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2018

(continued)

SHARES	Biotechnology - continued	VALUE
	Eiger BioPharmaceuticals, Inc. Warrants	
	(expiration 10/10/18, exercise	
733	price \$84.15) (a) (b)	\$ 0
320,750	Epizyme, Inc. (a)	3,399,950
104,858	Esperion Therapeutics, Inc. (a)	4,652,549
360,685	Exelixis, Inc. (a)	6,391,338
111,769	FibroGen, Inc. (a)	6,789,967
49,714	Galapagos NV (a) (f)	5,589,345
835,283	Gilead Sciences, Inc.	64,492,200
87,433	Global Blood Therapeutics, Inc. (a)	3,322,454
329,676	Incyte Corporation (a)	22,774,018
113,891	Innoviva, Inc. (a)	1,735,699
44,891	Intellia Therapeutics, Inc. (a)	1,284,780
53,387	Ionis Pharmaceuticals, Inc. (a)	2,753,701
127,421	Iovance Biotherapeutics, Inc. (a)	1,433,486
48,710	Lexicon Pharmaceuticals, Inc. (a)	519,736
15,300	Loxo Oncology, Inc. (a)	2,613,699
291,611	Merus N.V. (a) (d)	5,756,401
81,916	Molecular Templates, Inc. (a)	441,527
114,977	Nektar Therapeutics (a)	7,008,998
130,603	Neurocrine Biosciences, Inc. (a)	16,057,639
141,815	NewLink Genetics Corporation (a)	338,938
375,077	Ovid Therapeutics Inc. (a)	2,126,687
1,297,531	Pieris Pharmaceuticals, Inc. (a)	7,266,174
	Pieris Pharmaceuticals, Inc., Series A	
	Warrants (expiration 6/8/21,	
54,790	exercise price \$3.00) (a) (b)	136,427
	Pieris Pharmaceuticals, Inc., Series B	
	Warrants (expiration 6/8/21,	
27,394	exercise price \$2.00) (a) (b)	83,552
70,557	Portola Pharmaceuticals, Inc. (a)	1,878,933
144,091	Protagonist Therapeutics, Inc. (a)	1,482,696
33,670	PTC Therapeutics, Inc. (a)	1,582,490
35,515	Puma Biotechnology, Inc. (a)	1,628,363
87,110	Regeneron Pharmaceuticals, Inc. (a)	35,195,924
80,859	Sage Therapeutics, Inc. (a)	11,421,334
127,693	Sangamo Therapeutics, Inc. (a)	2,164,396
117,188	Sarepta Therapeutics, Inc. (a)	18,927,034
212,307	Seattle Genetics, Inc. (a)	16,373,116
173,814	Sutro Biopharma, Inc. (a)	2,607,210
59,704	TESARO, Inc. (a)	2,329,053

333,399	Trillium Therapeutics Inc. (a) (d)	1,933,714
53,419	Ultragenyx Pharmaceutical Inc. (a)	4,078,006
	The accompanying notes are an integral part of the	hese financial statements.
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SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2018

(continued)

SHARES	Biotechnology - continued	VALUE
34,119	United Therapeutics Corporation (a)	\$ 4,363,138
213,482	Vertex Pharmaceuticals Incorporated (a)	41,146,521
	•	660,431,892
	Drug Discovery Technologies - 0.1%	
117,030	Immunogen, Inc. (a)	1,108,274
	Health Care Equipment & Supplies - 3.0%	
85,589	Abbott Laboratories	6,278,809
115,500	Alliqua BioMedical, Inc. (a)	262,185
12,930	Baxter International Inc.	996,774
4,170	Becton, Dickinson and Company	1,088,370
	Cercacor Laboratories, Inc. (Restricted)	
160,000	(a) (b)	676,860
44,715	IDEXX Laboratories, Inc. (a)	11,163,547
97,680	Inovalon Holdings, Inc. (a)	981,684
27,150	LeMaitre Vascular, Inc.	1,051,791
68,760	Nevro Corp. (a)	3,919,320
37,380	Stryker Corporation	6,641,678
10,735	TherOx, Inc. (Restricted) (a) (b)	215
		33,061,233
	Health Care Providers & Services - 4.7%	
109,000	Acadia Healthcare Company, Inc. (a)	3,836,800
21,000	Aetna Inc.	4,259,850
26,832	Anthem, Inc.	7,353,310
55,158	Centene Corporation (a)	7,985,775
31,400	Henry Schein, Inc. (a)	2,669,942
9,407	Humana Inc.	3,184,458
	InnovaCare Health, Inc. (Restricted) (a)	
222,222	(b) (g)	602,222
78,882	UnitedHealth Group Incorporated	20,985,767
		50,878,124
	Health Care Technology - 0.2%	
84,300	Evolent Health, Inc. (a)	2,394,120
	Life Sciences Tools & Services - 5.5%	
116,117	Illumina, Inc. (a)	42,621,906
32,460	PRA Health Sciences, Inc. (a)	3,576,767
52,912	Thermo Fisher Scientific Inc.	12,914,761
		59,113,434
	Medical Devices and Diagnostics - 1.3%	
46,400	Boston Scientific Corporation (a)	1,786,400
47,260	Danaher Corporation	5,135,272
24,170	Genomic Health, Inc. (a)	1,697,217

The accompanying notes are an integral part of these financial statements. \$15>

SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2018

(continued)

Medical Devices and Diagnostics -

SHARES	medical Devices and Diagnostics - continued	VALUE
4,970	Intuitive Surgical, Inc. (a)	\$ 2,852,780
22,100	ResMed Inc.	2,549,014
22,100	Resivieu IIIc.	14,020,683
	Pharmaceuticals - 17.1%	14,020,063
112,338	Acceleron Pharma Inc. (a)	6,429,104
26,980	Aerie Pharmaceuticals, Inc. (a)	1,660,619
528,740	Aerpio Pharmaceuticals, Inc. (a)	1,633,807
	Agios Pharmaceuticals, Inc. (a)	
21,610 22,991	·	1,666,563 4,379,326
172,920	Allergan plc ArQule, Inc. ^(a)	4,379,320 978,727
63,014		
•	Concert Pharmaceuticals, Inc. (a)	935,128
34,138 637,200	Eli Lilly and Company Endo International plc (a) (d)	3,663,349 10,724,076
29,210	Endocyte, Inc. (a)	518,770
	Foamix Pharmaceuticals Ltd. (a) (d)	
254,676		1,459,293
27,808	GW Pharmaceuticals plc ^(a) (f)	4,803,554
67,750	Immunomedics, Inc. (a)	1,411,233
24,250	Intra-Cellular Therapies, Inc. (a)	526,225
71,769	Jazz Pharmaceuticals plc (a)	12,066,522
215,387	Johnson & Johnson	29,760,022
6,220	Ligand Pharmaceuticals, Inc. (a)	1,707,328
4,640	Madrigal Pharmaceuticals, Inc. (a)	993,563
233,473	Marinus Pharmaceuticals, Inc. (a)	2,334,730
39,555	Medicines Company (The) (a)	1,183,090
243,985	Merck & Co., Inc.	17,308,296
9,460	Mirati Therapeutics, Inc. (a)	445,566
871,770	Mylan N.V. (a)	31,906,782
26,860	MyoKardia, Inc. ^(a)	1,751,272
436,467	Pfizer Inc.	19,235,101
26,930	Repligen Corp (a)	1,493,538
34,590	Revance Therapeutics, Inc. (a)	859,562
17,320	Rhythm Pharmaceuticals, Inc. (a)	505,224
79,790	Spectrum Pharmaceuticals, Inc. (a)	1,340,472
60,428	Teligent, Inc. (a)	238,691
574,944	Tetraphase Pharmaceuticals, Inc. (a)	1,586,845
202.571	Teva Pharmaceutical Industries	0.040.550
382,571	Limited (f)	8,240,579
92,782	Zoetis Inc.	8,495,120
45,888	Zogenix, Inc. (a)	2,276,045
		184,518,122

TOTAL COMMON STOCKS AND WARRANTS

(Cost \$715,380,498)

1,005,525,882

The accompanying notes are an integral part of these financial statements.

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SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2018

(continued)

a	EXCHANGE TRADED FUND - 1.1%	
SHARES	of Net Assets	VALUE
129,000	SPDR S&P Biotech ETF	\$ 12,367,230
	TOTAL EXCHANGE TRADED FUND	
	(Cost \$9,705,930)	12,367,230
PRINCIPAL	SHORT-TERM INVESTMENT - 1.6%	
AMOUNT	of Net Assets	
	Repurchase Agreement, Fixed Income	
	Clearing	
	Corp., repurchase Value \$16,979,000, 0.42%,	
	dated 9/28/18, due 10/1/18 (collateralized	
	by U.S. Treasury Notes 2.125%, due	
\$ 16,979,000	2/29/24, market value \$17,320,071)	16,979,000
, ,	TOTAL SHORT-TERM	.,,
	INVESTMENT	
	(Cost \$16,979,000)	16,979,000
	TOTAL INVESTMENTS BEFORE	- , ,
	MILESTONE	
	INTEREST - 99.0%	
	(Cost \$786,758,570)	1,071,389,247
	MILESTONE INTERESTS (Restricted)	
	(a) (b) - 1.2%	
INTEREST	of Net Assets	
	Health Care Equipment & Supplies - 0.4%	
1	Veniti Milestone Interest	4,538,871
	Pharmaceuticals - 0.8%	
1	Afferent Milestone Interest	775,234
1	Ethismos Research Milestone Interest	0
1	Neurovance Milestone Interest	2,661,032
1	TargeGen Milestone Interest	4,476,469
		7,912,735
	TOTAL MILESTONE INTERESTS	
	(Cost \$9,438,229)	12,451,606
	TOTAL INVESTMENTS - 100.2%	
	(Cost \$796,196,799)	1,083,840,853
	OTHER LIABILITIES IN EXCESS OF ASSETS - (0.2)%	(2,097,927)
	ADDE 10 - (U.2) /U	(4,071,741)

The accompanying notes are an integral part of these financial statements.

NET ASSETS - 100%

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\$1,081,742,926

TEKLA HEALTHCARE INVESTORS

SCHEDULE OF INVESTMENTS

SEPTEMBER 30, 2018

(continued)

- (a) Non-income producing security.
- (b) Security fair valued using significant unobservable inputs. See Investment Valuation and Fair Value Measurements.
- (c) Affiliated issuers in which the Fund holds 5% or more of the voting securities (total market value of \$12,060,062).
- (d) Foreign security.
- (e) Number of warrants to be determined at a future date.
- (f) American Depository Receipt
- (g) Security exempt from registration under Rule 144A of the Securities Act of 1933, as amended. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers.

The accompanying notes are an integral part of these financial statements.

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STATEMENT OF ASSETS AND LIABILITIES

SEPTEMBER 30, 2018

ASSETS:				
Investments in unaffiliated issuers, at value				
(cost \$772,110,093)	\$1,059,329,185			
Investments in affiliated issuers, at value				
(cost \$14,648,477)	12,060,062			
Milestone interests, at value (cost \$9,438,229)	12,451,606			
Total investments	1,083,840,853			
Cash	927			
Dividends and interest receivable	236,050			
Receivable for investments sold	222,970			
Prepaid expenses	47,326			
Other assets (see Note 1)	1,150,714			
Total assets	1,085,498,840			
LIABILITIES:				
Payable for investments purchased	2,607,210			
Accrued advisory fee	780,804			
Accrued investor support service fees	43,872			
Accrued shareholder reporting fees	47,830			
Accrued trustee fees	44,274			
Accrued other	231,924			
Total liabilities	3,755,914			
Commitments and Contingencies (see Notes 1)				
NET ASSETS	\$1,081,742,926			
SOURCES OF NET ASSETS:				
Shares of beneficial interest, par value \$.01 per share,				
unlimited number of shares authorized, amount				
paid in on 42,216,122 shares issued and outstanding	\$ 784,485,437			
Total distributable earnings (loss)	297,257,489			
Total net assets (equivalent to \$25.62 per share				
based on 42,216,122 shares outstanding)	\$1,081,742,926			
The accompanying notes are an integral part of these financial statements				

The accompanying notes are an integral part of these financial statements.

STATEMENT OF OPERATIONS

YEAR ENDED SEPTEMBER 30, 2018

INVESTMENT INCOME:		
Dividend income (net of foreign tax of \$9,361)	\$	6,663,911
Interest and other income		119,891
Total investment income		6,783,802
EXPENSES:		
Advisory fees		9,137,360
Investor support service fees		504,158
Administration fees		203,462
Legal fees		177,119
Custodian fees		172,846
Auditing fees		103,950
Shareholder reporting		162,476
Trustees' fees and expenses		154,534
Transfer agent fees		54,902
Other (see Note 2)		233,798
Total expenses		10,904,605
Net investment loss		(4,120,803)
REALIZED AND UNREALIZED GAIN (LOSS):		
Net realized gain (loss) on:		
Investments in unaffiliated issuers		63,809,882
Investments in affiliated issuers		5,655,949
Net realized gain		69,465,831
Change in unrealized appreciation (depreciation)		
Investments in unaffiliated issuers	((10,992,202)
Investments in affiliated issuers		7,808,878
Milestone interests		7,041,898
Change in unrealized appreciation (depreciation)		3,858,574
Net realized and unrealized gain (loss)		73,324,405
Net increase in net assets resulting from		
operations	\$	69,203,602
	c· · 1	

The accompanying notes are an integral part of these financial statements.

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STATEMENTS OF CHANGES IN NET ASSETS

	Year ended September 30, 2018	Year ended September 30, 2017				
NET INCREASE (DECREASE) IN NET						
ASSETS RESULTING FROM OPERATION	S:					
Net investment loss	(\$ 4,120,803)	(\$ 5,164,404)				
Net realized gain	69,465,831	81,064,642				
Change in net unrealized						
appreciation (depreciation)	3,858,574	45,382,313				
Net increase in net assets						
resulting from operations	69,203,602	121,282,551				
DISTRIBUTIONS TO SHAREHOLDERS						
FROM (see Note 1):						
Distributions (net investment						
income,						
realized gain (loss), other)	(79,998,934)					
Net realized capital gains		(77,681,147)				
Total distributions	(79,998,934)	(77,681,147)				
CAPITAL SHARE TRANSACTIONS:						
Reinvestment of distributions						
(1,696,374 and 1,693,901 shares,						
respectively)	37,609,525	40,294,549				
Fund shares repurchased (128,976						
and 48,775 shares, respectively)						
(see Note 1)	(2,711,761)	(1,038,493)				
Total capital share transactions	34,897,764	39,256,056				
Net increase in net assets	24,102,432	82,857,460				
NET ASSETS:						
Beginning of year	1,057,640,494	974,783,034				
End of year (a)	\$1,081,742,926	\$1,057,640,494				

⁽a) Net assets End of year includes accumulated net investment loss of \$(52,500) for the year ended September 30, 2017. The SEC eliminated this disclosure requirement for 2018.

The accompanying notes are an integral part of these financial statements.

FINANCIAL HIGHLIGHTS

	-010	For the years ended September 30,				
	2018	2017	2016	2015	2014	
OPERATING PERFORM						
SHARE OUTSTANDING	<i>3</i> THROUGHOU	Γ				
EACH YEAR						
Net asset value per						
share, beginning of	ΦΩζ.02	Φ 2 4.00	¢20.61	Φ 20 40	Φ24.00	
year	\$26.02	\$24.99	\$29.61	\$29.40	\$24.90	
Net investment loss ⁽¹⁾ Net realized and	(0.10)	(0.13)	(0.17)	(0.22)	(0.24)	
	1.63	3.12	(1.25)	3.04	7.66	
unrealized gain (loss) Total increase	1.03	3.12	(1.35)	3.04	7.00	
(decrease) from						
investment						
operations	1.53	2.99	(1.52)	2.82	7.42	
Distributions to shareholde		2.))	(1.52)	2.02	7.72	
Net realized capital	73 HOIII.					
gains	(1.94)	(1.96)	(3.10)	(2.61)	(2.13)	
Total distributions	(1.94)	(1.96)	(3.10)	(2.61)	(2.13)	
Increase resulting from	(177.)	(1.70)	(0.10)	(2.01)	(=110)	
shares repurchased (1)	0.01	(2)				
Change due to rights						
offering					$(0.79)^{(3)}$	
Short term gain due to						
trading error				0.00(2)		
Net asset value per						
share, end of year	\$25.62	\$26.02	\$24.99	\$29.61	\$29.40	
Per share market value,						
end of year	\$23.15	\$25.23	\$23.81	\$27.60	\$28.40	
Total investment return	0.07.4				• • • • • • • • • • • • • • • • • • • •	
at market value	0.05%	14.95%	(3.19%)	4.94%	28.08%	
Total investment return	7.27	12.05%	(5.00%)	0.769(4)	27.648	
at net asset value	7.37%	12.95%	(5.29%)	$8.76\%^{(4)}$	27.64%	
RATIOS						
Expenses to average net assets	1.08%	1.10%	1.10%	1.03%	1.15%	
Expenses to average	1.0070	1.1070	1.1070	1.03%	1.1370	
net assets with waiver				1.00%	1.13%	
Net investment loss to				1.50 /6	1.13 //	
average net assets	(0.41%)	(0.53%)	(0.62%)	(0.65%)	(0.87%)	
SUPPLEMENTAL DAT		(3.32,73)	(5.02/0)	(3.30 /0)	(5.57,75)	
Net assets at end of						
year (in millions)	\$1,082	\$1,058	\$ 975	\$1,104	\$1,053	
Portfolio turnover rate	45.75%	29.21%	29.44%	37.43%	28.96%	
(1) Computed using average shares outstanding.						

- (2) Rounds to less than \$0.005 per share.
- (3) These rights offering shares were issued at a subscription price of \$25.037 which was less than the Fund's net asset value per share of \$29.01 on June 27, 2014 thus creating a dilution effect on the net asset value per share.
- (4) Total return includes payment by the Adviser. Excluding this payment, total return would have been 8.68% at net asset value.

The accompanying notes are an integral part of these financial statements.

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TEKLA HEALTHCARE INVESTORS

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2018

(1) Organization and Significant Accounting Policies

Tekla Healthcare Investors (the Fund) is a Massachusetts business trust formed on October 31, 1986 and registered under the Investment Company Act of 1940 as a non-diversified closed-end management investment company. The Fund commenced operations on April 22, 1987. The Fund's investment objective is long-term capital appreciation through investment in U.S. and foreign companies in the healthcare industry. The Fund invests primarily in securities of public and private companies that are believed by the Fund's Investment Adviser, Tekla Capital Management LLC (the Adviser), to have significant potential for above-average growth. The Fund may invest up to 20% of its net assets in securities of foreign issuers, expected to be located primarily in Western Europe, Canada and Japan, and securities of U.S. issuers that are traded primarily in foreign markets.

The preparation of these financial statements requires the use of certain estimates by management in determining the Fund's assets, liabilities, revenues and expenses. Actual results could differ from these estimates and such differences could be material. The following is a summary of significant accounting policies followed by the Fund, which are in conformity with accounting principles generally accepted in the United States of America (GAAP). The Fund is an investment company and follows accounting and reporting guidance in the Financial Accounting Standards Board Accounting Standards Codification 946. Events or transactions occurring after September 30, 2018, through the date that the financial statements were issued, have been evaluated in the preparation of these financial statements.

Investment Valuation

Shares of publicly traded companies listed on national securities exchanges or trading in the over-the-counter market are typically valued at the last sale price, as of the close of trading, generally 4 p.m., Eastern time. The Board of Trustees of the Fund (the Trustees) has established and approved fair valuation policies and procedures with respect to securities for which quoted prices may not be available or which do not reflect fair value. Convertible bonds, corporate and government bonds are valued using a third-party pricing service. Convertible bonds are valued using this pricing service only on days when there is no sale reported. Restricted securities of companies that are publicly traded are typically valued based on the closing market quote on the valuation date adjusted for the impact of the restriction as determined in good faith by the Adviser also using fair valuation policies and procedures approved by the Trustees described below. Non-exchange traded warrants of publicly traded companies are generally valued using the Black-Scholes model, which incorporates both observable and unobservable inputs. Short-term investments with a maturity of 60 days or less are generally valued at amortized cost, which approximates fair value.

Convertible preferred shares, warrants or convertible note interests in private companies, milestone interests, and other restricted securities, as well as shares of publicly traded companies for which market quotations are not readily available, such as stocks for which trading has been halted or for which there are no current day sales, or which do not reflect fair value, are typically valued in good faith, based upon the recommendations made by the Adviser pursuant to fair valuation policies and procedures approved by the Trustees.

The Adviser has a Valuation Sub-Committee comprised of senior management which reports to the Valuation Committee of the Board at least quarterly. Each fair value determination is based on a consideration of relevant factors, including both observable and unobservable

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2018

(continued)

inputs. Observable and unobservable inputs the Adviser considers may include (i) the existence of any contractual restrictions on the disposition of securities; (ii) information obtained from the company, which may include an analysis of the company's financial statements, the company's products or intended markets or the company's technologies; (iii) the price of the same or similar security negotiated at arm's length in an issuer's completed subsequent round of financing; (iv) the price and extent of public trading in similar securities of the issuer or of comparable companies; or (v) a probability and time value adjusted analysis of contractual terms. Where available and appropriate, multiple valuation methodologies are applied to confirm fair value. Significant unobservable inputs identified by the Adviser are often used in the fair value determination. A significant change in any of these inputs may result in a significant change in the fair value measurement. Due to the uncertainty inherent in the valuation process, such estimates of fair value may differ significantly from the values that would have been used had a ready market for the investments existed, and differences could be material. Additionally, changes in the market environment and other events that may occur over the life of the investments may cause the gains or losses ultimately realized on these investments to be different from the valuations used at the date of these financial statements.

Milestone Interests

The Fund holds financial instruments which reflect the current value of future milestone payments the Fund may receive as a result of contractual obligations from other parties. The value of such payments are adjusted to reflect the estimated risk based on the relative uncertainty of both the timing and the achievement of individual milestones. A risk to the Fund is that the milestones will not be achieved and no payment will be received by the Fund. The milestone interests were received as part of the proceeds from the sale of five private companies. Any payments received are treated as a reduction of the cost basis of the milestone interest with payments received in excess of the cost basis treated as a realized gain. The contractual obligations with respect to the Milestone Interests provide for payments at various stages of the development of Afferent, Ethismos Research, Neurovance, TargeGen and Veniti's principal product candidate as of the date of the sale.

The following is a summary of the impact of the milestone interests on the financial statements as of and for the year ended September 30, 2018:

O	Φ10 451 COC
Statement of Assets and Liabilities, Milestone interests, at value	\$12,451,606
Statement of Assets and Liabilities, Total distributable earning	
(loss)	\$ 3,013,377
Statement of Operations, Change in unrealized appreciation	
(depreciation)	
on milestone interests	\$ 7,041,898
Other Assets	

Other assets in the Statement of Assets and Liabilities consists of amounts due to the Fund at various times in the future in connection with the sale of investments in five private companies.

Investment Transactions and Income

Investment transactions are recorded on a trade date basis. Gains and losses from sales of investments are recorded using the "identified cost" method. Interest income is recorded on the accrual basis, adjusted for amortization of premiums and accretion of discounts. Dividend income is recorded on the ex-dividend date, less any foreign taxes withheld. Upon notification

TEKLA HEALTHCARE INVESTORS

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2018

(continued)

from issuers, some of the dividend income received may be redesignated as a reduction of cost of the related investment if it represents a return of capital.

The aggregate cost of purchases and proceeds from sales of investment securities (other than short-term investments) for the year ended September 30, 2018 totaled \$455,426,802 and \$490,431,697, respectively.

Repurchase Agreements

In managing short-term investments the Fund may from time to time enter into transactions in repurchase agreements. In a repurchase agreement, the Fund's custodian takes possession of the underlying collateral securities from the counterparty, the market value of which is at least equal to the principal, including accrued interest, of the repurchase transaction at all times. In the event of default or bankruptcy by the other party to the agreement, realization and/or retention of the collateral by the Fund may be delayed. The Fund may enter into repurchase transactions with any broker, dealer, registered clearing agency or bank. Repurchase agreement transactions are not counted for purposes of the limitations imposed on the Fund's investment in debt securities.

Distribution Policy

Pursuant to a Securities and Exchange Commission exemptive order, the Fund may make periodic distributions that include capital gains as frequently as 12 times in any one taxable year in respect of its common shares, and the Fund has implemented a managed distribution policy (the Policy) providing for quarterly distributions at a rate set by the Board of Trustees. Under the current Policy, the Fund intends to make quarterly distributions at a rate of 2% of the Fund's net assets to shareholders of record. The Fund intends to use net realized capital gains when making quarterly distributions, if available, but the Policy would result in a return of capital to shareholders if the amount of the distribution exceeds the Fund's net investment income and realized capital gains. If taxable income and net long-term realized gains exceed the amount required to be distributed under the Policy, the Fund will at a minimum make distributions necessary to comply with the requirements of the Internal Revenue Code. The Policy has been established by the Trustees and may be changed by them without shareholder approval. The Trustees regularly review the Policy and the frequency and rate of distribution considering the purpose and effect of the Policy, the financial market environment, and the Fund's income, capital gains and capital available to pay distributions.

The Fund's policy is to declare quarterly distributions in stock. The distributions are automatically paid in newly-issued full shares of the Fund unless otherwise instructed by the shareholder. Fractional shares will generally be settled in cash, except for registered shareholders with book entry accounts of the Fund's transfer agent who will have whole and fractional shares added to their accounts. The Fund's transfer agent delivers an election card and instructions to each registered shareholder in connection with each distribution. The number of shares issued will be determined by dividing the dollar amount of the distribution by the lower of net asset value or market price on the pricing date. If a shareholder elects to receive a distribution in cash, rather than in shares, the shareholder's relative ownership in the Fund will be reduced. The shares reinvested will be valued at the lower of the net asset value or market price on the pricing date. Distributions in stock will not relieve shareholders of any federal, state or local income taxes that may be payable on such distributions. Additional

TEKLA HEALTHCARE INVESTORS

NOTES TO FINANCIAL STATEMENTS

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(continued)

distributions, if any, made to satisfy requirements of the Internal Revenue Code may be paid in stock, as described above, or in cash.

Share Repurchase Program

In March 2018, the Trustees approved the renewal of the repurchase program to allow the Fund to repurchase up to 12% of its outstanding shares in the open market for a one year period ending July 14, 2019. Prior to this renewal, in March 2017, the Trustees approved the renewal of the share repurchase program to allow the Fund to repurchase up to 12% of its outstanding shares for a one year period ending July 14, 2018. The share repurchase program is intended to enhance shareholder value and potentially reduce the discount between the market price of the Fund's shares and the Fund's net asset value.

During the year ended September 30, 2018, the Fund repurchased 128,976 shares at a total cost of \$2,711,761. The weighted average discount per share between the cost of repurchase and the net asset value applicable to such shares at the date of repurchase was 8.12%.

During the year ended September 30, 2017 the Fund repurchased 48,775 shares at a total cost of \$1,038,493. The weighted average discount per share between the cost of repurchase and net asset value applicable to such shares at the date of repurchase was 7.56%.

Federal Taxes

It is the Fund's policy to comply with the requirements of the Internal Revenue Code applicable to regulated investment companies and to distribute to its shareholders substantially all of its taxable income and its net realized capital gains, if any. Therefore, no Federal income or excise tax provision is required.

As of September 30, 2018, the Fund had no uncertain tax positions that would require financial statement recognition or disclosure. The Fund's federal tax returns are subject to examination by the Internal Revenue Service for a period of three years.

Distributions

The Fund records all distributions to shareholders on the ex-dividend date. Such distributions are determined in conformity with income tax regulations, which may differ from GAAP. These differences include temporary and permanent differences from losses on wash sale transactions, installment sale adjustments and ordinary loss netting to reduce short term capital gains. Reclassifications are made to the Fund's capital accounts to reflect income and gains available for distribution under income tax regulations. At September 30, 2018, the Fund reclassified \$3,753,303 from accumulated net realized gain on investment and \$3,753,303 to undistributed net investment income for current period book/tax differences.

The tax basis components of distributable earnings and the tax cost as of September 30, 2018 were as follows:

Cost of investments for tax purposes	\$793,574,729
Gross tax unrealized appreciation	\$379,273,610
Gross tax unrealized depreciation	(\$ 89,007,487)
Net tax unrealized depreciation on investments	\$290,266,123
Undistributed ordinary income	\$ 6,991,365

NOTES TO FINANCIAL STATEMENTS

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(continued)

The Fund has designated the distributions for its taxable years ended September 30, 2018 and 2017 as follows:

Distributions paid from:	2018	2017
Ordinary income (includes short-term		
capital gain)	\$ 6,117,698	\$
Long-term capital gain	\$73,881,236	\$77,681,147
Commitments and Contingencies		

Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure under these agreements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred. However, based on experience, the Fund expects the risk of loss to be remote.

Investor Support Services

The Fund has retained Destra Capital Advisors LLC (Destra) to provide investor support services in connection with the ongoing operation of the Fund. The Fund pays Destra a fee in an annual amount equal to 0.05% of the average aggregate daily value of the Fund's Managed pursuant to the investor support services agreement.

(2) Investment Advisory and Other Affiliated Fees

The Fund has entered into an Investment Advisory Agreement (the Advisory Agreement) with the Adviser. Pursuant to the terms of the Advisory Agreement, the Fund pays the Adviser a monthly fee at the rate when annualized of (i) 2.50% of the average net assets for the month of its venture capital and other restricted securities up to 25% of net assets and (ii) for all other net assets, 0.98% of the average net assets up to \$250 million, 0.88% of the average net assets for the next \$250 million, 0.80% of the average net assets for the next \$500 million and 0.70% of the average net assets thereafter. The aggregate fee would not exceed a rate when annualized of 1.36%.

The Fund has entered into a Services Agreement (the Agreement) with the Adviser. Pursuant to the terms of the Agreement, the Fund reimburses the Adviser for certain services related to a portion of the payment of salary and provision of benefits to the Fund's Chief Compliance Officer. During the year ended September 30, 2018, these payments amounted to \$105,028 and are included in the Other category of expenses in the Statement of Operations, together with insurance and other expenses incurred to unaffiliated entities. Expenses incurred pursuant to the Agreement as well as certain expenses paid for by the Adviser are allocated to the Fund in an equitable fashion as approved by the Trustees of the Fund who are also officers of the Adviser.

The Fund pays compensation to Independent Trustees in the form of a retainer, attendance fees, and additional compensation to Board and Committee chairpersons. The Fund does not pay compensation directly to Trustees or officers of the Fund who are also officers of the Adviser.

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2018

(continued)

(3) Other Transactions with Affiliates

An affiliate company is a company in which the Fund holds 5% or more of the voting securities. Transactions involving such companies during the year ended September 30, 2018 were as follows:

Begining Value as of Affiliate September 30 Companies 2017		Proceeds from Sales	Net Realized Gain/(Loss) on sale of Affiliated Companies	Change in Unrealized Appreciation/Depreciation	Ending Value as of September 30, 2018
Amphivena					
Therapeutics, Inc. \$ 4,900,001	\$1,082,065	(\$ 262,500)	(\$ 430)	(\$ 4,339)	\$ 5,714,797
BioClin	\$1,002,003	(\$\psi 202,300)	(φ 430)	(\$\pi\$ 4,339)	\$ 3,714,797
Therapeutics,					
Inc. 2,527,780	388,995			(107)	2,916,668*
Curasen					
Therapeutics,					
Inc.	** 3,500,000				3,500,000
EBI					
Life					
Sciences,			(10.566)	710	*
Inc. 18,854			(19,566)	712	*
Euthymics Biosciences,					
Inc.			(3,846,746)	3,846,746	*
IlluminOss			(3,040,740)	3,040,740	
Medical,					
Inc. 142,647	** 723,473			1,979,145	2,845,265
Veniti,	·				
Inc. 4,198,366	382	(15,708,160)	9,522,691	1,986,721	*
\$11,787,648		(\$ 15,970,660)	\$ 5,655,949	\$7,808,878	\$14,976,730
* Not an affiliate at S	eptember 30, 2018.				

^{**} Not an affiliate at September 30, 2017.

		Dividend/	
	Shares/	Interest	
	Principal	Income	Capital Gain
	Amount as of	from	Distributions
	September 30,	Affiliated	from Affiliated
Affiliated Companies	2018	Companies	Companies

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Amphivena			
Therapeutics, Inc	4,081,463	\$ 21,347	\$
BioClin Therapeutics,			
Inc.	4,252,024		
Curasen Therapeutics,			
Inc.	3,173,164		
EBI Life Sciences, Inc.			
Euthymics Biosciences,			
Inc.			
IlluminOss Medical, Inc.	3,094,870	51,660	
Veniti, Inc.			
	14,601,521	\$ 73,007	\$

(4) Fair Value Measurements

The Fund uses a three-tier hierarchy to prioritize the assumptions, referred to as inputs, used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels. Level 1 includes quoted prices in active markets for identical investments. Level 2 includes prices determined using other significant observable inputs (including

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2018

(continued)

quoted prices for similar investments, interest rates, credit risk, etc.). The independent pricing vendor may value bank loans and debt securities at an evaluated bid price by employing methodologies that utilize actual market transactions, broker-supplied valuations, and/or other methodologies designed to identify the market value for such securities and such securities are considered Level 2 in the fair value hierarchy. Level 3 includes prices determined using significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments). These inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the levels used as of September 30, 2018 to value the Fund's net assets.

Assets at Value	Level 1	Level 2	Level 3	Total
Convertible Preferre	ed And Warrants			
Biotechnology	\$ 1,218,000	\$ 3,887,435	\$17,110,039	\$ 22,215,474
Health Care				
Equipment &				
Supplies			1,846,848	1,846,848
Life Sciences				
Tools &				
Services			5,041,602	5,041,602
Pharmaceuticals			5,599,998	5,599,998
Convertible Notes				
Biotechnology			814,796	814,796
Health Care				
Equipment &				
Supplies			998,417	998,417
Common Stocks Ar	nd Warrants			
Biotechnology	660,211,913		219,979	660,431,892
Drug Discovery				
Technologies	1,108,274			1,108,274
Health Care				
Equipment &				
Supplies	32,384,158		677,075	33,061,233
Health Care				
Providers &				
Services	50,275,902		602,222	50,878,124
Health Care				
Technology	2,394,120			2,394,120
Life Sciences				
Tools &				
Services	59,113,434			59,113,434
Medical	14,020,683			14,020,683
Devices And				

Diagnostics				
Pharmaceuticals	184,518,122			184,518,122
Exchange				
Traded Fund	12,367,230			12,367,230
Short-Term				
Investment		16,979,000		16,979,000
Milestone Interests				
Health Care				
Equipment &				
Supplies			4,538,871	4,538,871
Pharmaceuticals			7,912,735	7,912,735
Other Assets			1,150,714	1,150,714
Total	\$1,017,611,836	\$20,866,435	\$46,513,296	\$1,084,991,567
		29		

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2018

(continued)

The following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value.

	nber 30, 017	Net realized gain (loss) and change in unrealized appreciation (depreciation)	Cost of purchases and converations	Proceeds of sales and conversions	Net transfers in (out of) Level 3	Balance as of September 30, 2018
Biotechno 1 d gy84		(\$ 2,348,941)	\$ 8,612,346		\$ 0	\$17,110,039
Health Care Equipment	r0,03 -1	(\$\psi\$ 2,5\pi0,7\pi1)	ψ 0,012,5 1 0		ų U	ψ17,110,037
Supplies 5,44	13,314	12,274,520	12,576	(\$15,883,562)	0	1,846,848
Life Sciences Tools	-,			(, , , , , , , , , , , , , , , , , , ,		,, ,,,
Services 5,04	1,602	(1,701)	1,701	0	0	5,041,602
Pharmaceuti2a08	99,998	(2,922)	3,502,922	0	0	5,599,998
Common Stocks	and Warrar	nts				
Biotechnology24	18,469	(28,490)	0	0	0	219,979
Health Care Equipment &						
Supplies 35	50,125	326,950	0	0	0	677,075
Health Care Providers &						
Services 48	34,444	117,778	0	0	0	602,222
Convertible Not	es					
Biotechnology	0	(297)	815,093	0	0	814,796
Health Care Equipment &						
	50,398	123,857	715,760	(1,598)	0	998,417
Pharmaceuticals	0	0	0	0	0	0

Milestor	ne Interests					
Health						
Care						
Equipmo	ent					
&						
Supplies	0	529,341	4,009,530	0	0	4,538,871
Pharmac	euti 7 a 1 05,965	6,512,557	4,611	(6,310,398)	0	7,912,735
Other						
Assets	1,226,178		1,521,750	(1,597,214)		1,150,714
Total	\$33,607,127	\$17,502,652	\$19,196,289	(\$23,792,772)	\$ 0	\$46,513,296
Net char	nge in unrealize	d appreciation (depre	ciation) from			
investme	ents still held as	of September 30, 20	18			\$ 7,101,394
			30			

NOTES TO FINANCIAL STATEMENTS

SEPTEMBER 30, 2018

(continued)

The following is a quantitative disclosure about significant unobservable inputs used in the determination of the fair value of Level 3 assets.

	Fair Value at September 30, 2018	Valuation Technique	Unobservable Input	Range (Weighted Average)
Private Companies and Other Restricted Securities	\$ 896,839	Income approach, Black-Scholes	Discount for lack of marketability	20% (20%)
	20,451,701	Probability-weighted expected return model	Discount rate Price to sales multiple	18.96%-45.35% (32.07%) 2.76x-11.36x (6.07x)
	10,960,214	Market approach, recent transaction	(a)	N/A
	602 222	Markat Comparable	Discount for lack of marketability Price to earning	50% 17.00x
	602,222	Market Comparable Probability adjusted value	multiple Probability of events Timing of events	15%-99% (45.96%) 0.25-18.5 (2.84) years
	\$46,513,296			

⁽a) The valuation technique used as a basis to approximate fair value of these investments is based upon subsequent financing rounds. There is no quantitative information to provide as these methods of measure are investment specific.

(5) Private Companies and Other Restricted Securities

The Fund may invest in private companies and other restricted securities if these securities would currently comprise 40% or less of net assets. The value of these securities represented 5% of the Fund's net assets at September 30, 2018.

At September 30, 2018, the Fund had a commitment of \$5,965,054 relating to additional investments in two private companies.

The following table details the acquisition date, cost, carrying value per unit, and value of the Fund's private companies and other restricted securities at September 30, 2018. The Fund on its own does not have the right to demand that such securities be registered.

	Acquisition		Carrying Value	
Security (#)	Date	Cost	per Unit	Value
	7/27/16	\$ 377,701	\$775,234.00	\$ 775,234

Afferent Milestone					
Interest					
Amphivena Therapeutics, Inc.					
Series B Cvt. Pfd	7/17/17	4,904,042	1.50	4,900,001	
Cvt. Promissory Note	6/20/18	815,011	100.00	814,796	
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NOTES TO FINANCIAL STATEMENTS

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(continued)

	Acquisition		Carrying Value	
Security (#)	Date	Cost	per Unit	Value
Atreca, Inc.				
Series C1 Cvt. Pfd	9/5/18	\$1,649,999	\$ 2.33	\$1,649,999
BioClin Therapeutics, Inc.				
	1/19/16,			
Series A Cvt. Pfd	10/24/16	1,751,222	0.65	1,750,001
Series B Cvt. Pfd	3/3/17	1,166,706	0.75	1,166,667
CardioKinetix, Inc.				
Series C Cvt. Pfd	5/22/08	2,379,300	0.00	0
Series D Cvt. Pfd	12/10/10	785,862	0.00	0
Series E Cvt. Pfd	9/14/11	1,805,145	0.00	0
Series F Cvt. Pfd	12/4/14	2,368,365	0.00	0
Cvt. Promissory Note	6/20/17	74,505	0.00	0
Warrants (expiration	12/10/09,			
12/11/19)	2/11/10	177	0.00	0
Warrants (expiration	6/3/10,			
6/03/20)	9/1/10	177	0.00	0
Warrants (expiration				
8/15/24)	8/15/14	204	0.00	0
Cercacor Laboratories,				
Inc. Common	3/31/98	0	4.23	676,860
Curasen Therapeutics, Inc.				
Series A Cvt. Pfd	9/18/18	3,500,000	1.10	3,500,000
Ethismos Research, Inc.				
Milestone Interest	10/31/17	0	0.00	0
Galera Therapeutics, Inc.				
Series C Cvt. Pfd	08/30/18	2,310,000	2.21	2,310,000
GenomeDx Biosciences, Inc	c.			
Series C Cvt. Pfd	2/22/16	3,406,660	0.33	754,800
Series D Cvt. Pfd	4/4/18	520,533	0.31	605,129
Series D Prime Cvt. Pfd	4/4/18	118,943	0.92	356,487
Series E Cvt. Pfd	7/20/18	116,955	0.23	116,955
Warrants (expiration				
11/1/27)	4/4/18	80	0.00	0
IlluminOss Medical, Inc.				
Series AA Cvt. Pfd	1/21/16	960,650	1.00	951,000
Junior Preferred	1/21/16	3,468,037	1.00	895,848
Cvt. Promissory Note	3/28/17	285,489	100.00	285,294
Cvt. Promissory Note	12/20/17	95,163	100.00	95,083
Cvt. Promissory Note	1/11/18	190,196	100.00	190,166
Cvt. Promissory Note	02/06/18	190,166	100.00	190,166
	2=, 22, 23	0,200	- 30.00	

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Cvt. Promissory Note	09/05/18	237,707	100.00	237,708	
Warrants (expiration					
1/11/28)	1/11/18	29	0.00	0	
Warrants (expiration					
11/20/27)	11/21/17	88	0.00	0	
Warrants (expiration					
2/6/28)	2/6/18	0	0.00	0	
Warrants (expiration					
3/31/27)	3/28/17	331	0.00	0	
Warrants (expiration					
9/6/27)	9/5/18	0	0.00	0	
InnovaCare Health, Inc.					
Common	12/21/12†	965,291	2.71	602,222	
Labcyte, Inc.					
Series C Cvt. Pfd	7/18/05	1,928,781	1.26	4,622,970	
Series D Cvt. Pfd	12/21/12	103,036	1.38	221,858	
Series E Cvt. Pfd	3/27/17	106,240	1.61	196,774	
Milestone Pharmaceuticals, Inc.					
Series C Cvt. Pfd	7/17/17	2,102,920	1.37	2,099,998	
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		32			

TEKLA HEALTHCARE INVESTORS NOTES TO FINANCIAL STATEMENTS

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(continued)

Security (#)