

ELLSWORTH GROWTH & INCOME FUND LTD  
Form N-PX  
August 18, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM N-PX**

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811-04656

Ellsworth Growth and Income Fund Ltd.  
(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422  
(Address of principal executive offices) (Zip code)

James A. Dinsmore  
Gabelli Funds, LLC  
One Corporate Center

Rye, New York 10580-1422  
(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: September 30

Date of reporting period: July 1, 2016 – June 30, 2017

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

**PROXY VOTING RECORD**

**FOR PERIOD JULY 1, 2016 TO JUNE 30, 2017**

ProxyEdge

Report Date: 07/01/2017

Meeting Date Range: 07/01/2016 - 06/30/2017

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Ellsworth Growth and Income Fund Ltd.

Investment Company Report

VODAFONE GROUP PLC

Security 92857W308

Meeting Type Annual

Ticker VOD

Meeting Date 29-Jul-2016

Symbol

ISIN US92857W3088

Agenda 934454947 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO RECEIVE THE COMPANY'S ACCOUNTS, THE STRATEGIC REPORT AND REPORTS OF THE DIRECTORS AND THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2016	Management	For	For
2.	TO RE-ELECT GERARD KLEISTERLEE AS A DIRECTOR	Management	For	For
3.	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	Management	For	For
4.	TO RE-ELECT NICK READ AS A DIRECTOR	Management	For	For
5.	TO RE-ELECT SIR CRISPIN DAVIS AS A DIRECTOR	Management	For	For
6.	TO RE-ELECT DR MATHIAS DOPFNER AS A DIRECTOR	Management	For	For
7.	TO RE-ELECT DAME CLARA FURSE AS A DIRECTOR	Management	For	For
8.	TO RE-ELECT VALERIE GOODING AS A DIRECTOR	Management	For	For
9.	TO RE-ELECT RENEE JAMES AS A DIRECTOR	Management	For	For

10.	TO RE-ELECT SAMUEL JONAH AS A DIRECTOR	Management For	For
11.	TO RE-ELECT NICK LAND AS A DIRECTOR	Management For	For
12.	TO ELECT DAVID NISH AS A DIRECTOR IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION	Management For	For
13.	TO RE-ELECT PHILIP YEA AS A DIRECTOR	Management For	For
14.	TO DECLARE A FINAL DIVIDEND OF 7.77 PENCE PER ORDINARY SHARE FOR THE YEAR ENDED 31 MARCH 2016	Management For	For
15.	TO APPROVE THE REMUNERATION REPORT OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2016	Management For	For
16.	TO REAPPOINT PRICEWATERHOUSE COOPERS LLP AS THE COMPANY'S AUDITOR UNTIL THE END OF THE NEXT GENERAL MEETING AT WHICH ACCOUNTS ARE LAID BEFORE THE COMPANY	Management For	For
17.	TO AUTHORISE THE AUDIT AND RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR	Management For	For
18.	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Management For	For
19.	TO AUTHORISE THE DIRECTORS TO DIS-APPLY PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)	Management For	For
20.	TO AUTHORISE THE DIRECTORS TO DIS-APPLY PRE-EMPTION RIGHTS UP TO A FURTHER 5 PER CENT FOR THE PURPOSES OF FINANCING AN ACQUISITION OR OTHER CAPITAL INVESTMENT (SPECIAL RESOLUTION)	Management For	For
21.		Management For	For

TO AUTHORISE THE  
COMPANY TO PURCHASE ITS  
OWN SHARES (SPECIAL  
RESOLUTION)

22. TO AUTHORISE POLITICAL  
DONATIONS AND EXPENDITURE Management For For

23. TO AUTHORISE THE  
COMPANY TO CALL GENERAL  
MEETINGS (OTHER THAN  
AGMS) ON 14 CLEAR Management Against Against  
DAYS' NOTICE (SPECIAL  
RESOLUTION)

CONAGRA FOODS, INC.

Security	205887102	Meeting Type	Annual
Ticker	CAG	Meeting Date	23-Sep-2016
Symbol		Agenda	934467677 - Management
ISIN	US2058871029		

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 BRADLEY A. ALFORD		For	For
	2 THOMAS K. BROWN		For	For
	3 STEPHEN G. BUTLER		For	For
	4 SEAN M. CONNOLLY		For	For
	5 STEVEN F. GOLDSTONE		For	For
	6 JOIE A. GREGOR		For	For
	7 RAJIVE JOHRI		For	For
	8 W.G. JURGENSEN		For	For
	9 RICHARD H. LENNY		For	For
	10 RUTH ANN MARSHALL		For	For
	11 TIMOTHY R. MCLEVISH		For	For

2. RATIFICATION OF THE  
APPOINTMENT OF INDEPENDENT AUDITOR Management For For

3. ADVISORY VOTE TO APPROVE  
COMPENSATION OF THE COMPANY'S NAMED Management For For  
EXECUTIVE OFFICERS

OCLARO, INC.

Security	67555N206	Meeting Type	Annual
Ticker	OCLR	Meeting Date	18-Nov-2016
Symbol		Agenda	934487869 - Management
ISIN	US67555N2062		

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 KENDALL COWAN		For	For
	2 JOEL A. SMITH III		For	For

- TO APPROVE AN AMENDMENT TO THE FIFTH AMENDED AND RESTATED 2001 LONG-TERM STOCK INCENTIVE PLAN.
2. Management Against Against
- TO APPROVE THE ADVISORY RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.
3. Management For For
- TO RATIFY THE SELECTION OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.
4. Management For For

MICROSOFT CORPORATION

Security	594918104	Meeting Type	Annual
Ticker	MSFT	Meeting Date	30-Nov-2016
Symbol		Agenda	934491224 - Management
ISIN	US5949181045		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Management	For	For
1B.	ELECTION OF DIRECTOR: TERI L. LIST-STOLL	Management	For	For
1C.	ELECTION OF DIRECTOR: G. MASON MORFIT	Management	For	For
1D.	ELECTION OF DIRECTOR: SATYA NADELLA	Management	For	For
1E.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Management	For	For
1F.	ELECTION OF DIRECTOR: HELMUT PANKE	Management	For	For
1G.	ELECTION OF DIRECTOR: SANDRA E. PETERSON	Management	For	For
1H.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Management	For	For
1I.	ELECTION OF DIRECTOR: JOHN W. STANTON	Management	For	For
1J.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Management	For	For
1K.	ELECTION OF DIRECTOR: PADMASREE WARRIOR	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	For	For

- |    |   |                |                 |
|----|---|----------------|-----------------|
| 3. | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2017 | Management For | For             |
| 4. | APPROVAL OF AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION           | Management For | For             |
| 5. | APPROVAL OF FRENCH SUB PLAN UNDER THE 2001 STOCK PLAN                                 | Management For | For             |
| 6. | SHAREHOLDER PROPOSAL - REQUESTING CERTAIN PROXY ACCESS BYLAW AMENDMENTS               | Shareholder    | Abstain Against |

SBA COMMUNICATIONS CORPORATION

Security	78388J106	Meeting Type	Special
Ticker	SBAC	Meeting Date	12-Jan-2017
Symbol		Agenda	934513575 - Management
ISIN	US78388J1060		

- | Item | Proposal  | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1.   | PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF NOVEMBER 10, 2016, BETWEEN SBA COMMUNICATIONS CORPORATION AND SBA COMMUNICATIONS REIT CORPORATION, A WHOLLY-OWNED SUBSIDIARY OF SBA, WHICH IS BEING IMPLEMENTED IN CONNECTION WITH SBA'S ELECTION TO BE TAXED AS A REIT. ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Management  | For  | For                    |
| 2.   | PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, FOR FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE ORIGINALLY SCHEDULED TIME OF THE   | Management  | For  | For                    |

SPECIAL MEETING TO  
APPROVE PROPOSAL 1.

## THE WALT DISNEY COMPANY

Security	254687106	Meeting Type	Annual
Ticker	DIS	Meeting Date	08-Mar-2017
Symbol		Agenda	934523437 - Management
ISIN	US2546871060		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Management	For	For
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Management	For	For
1C.	ELECTION OF DIRECTOR: JACK DORSEY	Management	For	For
1D.	ELECTION OF DIRECTOR: ROBERT A. IGER	Management	For	For
1E.	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Management	For	For
1F.	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Management	For	For
1G.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Management	For	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Management	For	For
1I.	ELECTION OF DIRECTOR: MARK G. PARKER	Management	For	For
1J.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Management	For	For
1K.	ELECTION OF DIRECTOR: ORIN C. SMITH	Management	For	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2017.	Management	For	For
3.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. TO APPROVE HOLDING AN ADVISORY VOTE ON	Management	For	For
4.	EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.	Management	1 Year	For
5.	TO APPROVE THE SHAREHOLDER PROPOSAL	Shareholder	Abstain	Against



REQUESTING AN ANNUAL  
REPORT DISCLOSING  
INFORMATION REGARDING  
THE COMPANY'S  
LOBBYING POLICIES AND  
ACTIVITIES.  
TO APPROVE THE  
SHAREHOLDER PROPOSAL  
REQUESTING THE BOARD TO  
AMEND THE  
COMPANY'S BYLAWS  
RELATING TO PROXY ACCESS  
TO INCREASE THE NUMBER  
OF PERMITTED

- |    |   |             |         |         |
|----|---|-------------|---------|---------|
| 6. | NOMINEES, REMOVE THE<br>LIMIT ON AGGREGATING<br>SHARES TO MEET THE<br>SHAREHOLDING<br>REQUIREMENT, AND REMOVE<br>THE LIMITATION ON<br>RENOMINATION OF PERSONS<br>BASED ON VOTES IN<br>A PRIOR ELECTION. | Shareholder | Abstain | Against |
|----|---|-------------|---------|---------|

CITIGROUP INC.

Security	172967424	Meeting Type	Annual
Ticker	C	Meeting Date	25-Apr-2017
Symbol		Agenda	934541904 - Management
ISIN	US1729674242		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: MICHAEL L. CORBAT	Management	For	For
1B.	ELECTION OF DIRECTOR: ELLEN M. COSTELLO	Management	For	For
1C.	ELECTION OF DIRECTOR: DUNCAN P. HENNES	Management	For	For
1D.	ELECTION OF DIRECTOR: PETER B. HENRY	Management	For	For
1E.	ELECTION OF DIRECTOR: FRANZ B. HUMER	Management	For	For
1F.	ELECTION OF DIRECTOR: RENEE J. JAMES	Management	For	For
1G.	ELECTION OF DIRECTOR: EUGENE M. MCQUADE	Management	For	For
1H.	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	Management	For	For
1I.	ELECTION OF DIRECTOR: GARY M. REINER	Management	For	For
1J.	ELECTION OF DIRECTOR: ANTHONY M.	Management	For	For

	SANTOMERO		
1K.	ELECTION OF DIRECTOR: DIANA L. TAYLOR	Management For	For
1L.	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	Management For	For
1M.	ELECTION OF DIRECTOR: JAMES S. TURLEY	Management For	For
1N.	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Management For	For
1O.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON	Management For	For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Management For	For
3.	ADVISORY VOTE TO APPROVE CITI'S 2016 EXECUTIVE COMPENSATION.	Management For	For
4.	ADVISORY VOTE TO APPROVE THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Management 1 Year	For
5.	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON THE COMPANY'S POLICIES AND GOALS TO REDUCE THE GENDER PAY GAP.	Shareholder	Abstain Against
6.	STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD APPOINT A STOCKHOLDER VALUE COMMITTEE TO ADDRESS WHETHER THE DIVESTITURE OF ALL NON-CORE BANKING BUSINESS SEGMENTS WOULD ENHANCE SHAREHOLDER VALUE.	Shareholder	Against For
7.	STOCKHOLDER PROPOSAL REQUESTING A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.	Shareholder	Against For
8.	STOCKHOLDER PROPOSAL REQUESTING AN AMENDMENT TO THE	Shareholder	Against For

GENERAL CLAWBACK POLICY  
 TO PROVIDE THAT A  
 SUBSTANTIAL PORTION OF  
 ANNUAL TOTAL  
 COMPENSATION OF  
 EXECUTIVE  
 OFFICERS SHALL BE  
 DEFERRED AND FORFEITED,  
 IN PART OR WHOLE, AT THE  
 DISCRETION OF THE  
 BOARD, TO HELP SATISFY  
 ANY MONETARY  
 PENALTY ASSOCIATED WITH  
 A VIOLATION OF LAW.  
 STOCKHOLDER PROPOSAL  
 REQUESTING THAT THE  
 BOARD ADOPT A POLICY  
 PROHIBITING THE

9. VESTING OF EQUITY-BASED AWARDS FOR SENIOR EXECUTIVES DUE TO A VOLUNTARY RESIGNATION TO ENTER GOVERNMENT SERVICE.
- Shareholder Against For

WELLS FARGO & COMPANY

Security	949746101	Meeting Type	Annual
Ticker Symbol	WFC	Meeting Date	25-Apr-2017
ISIN	US9497461015	Agenda	934543314 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For	For
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Management	For	For
1C.	ELECTION OF DIRECTOR: LLOYD H. DEAN	Management	For	For
1D.	ELECTION OF DIRECTOR: ELIZABETH A. DUKE	Management	For	For
1E.	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: DONALD M. JAMES	Management	For	For
1G.	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Management	For	For
1H.	ELECTION OF DIRECTOR: KAREN B. PEETZ	Management	For	For
1I.	ELECTION OF DIRECTOR: FEDERICO F. PENA	Management	For	For

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1J.	ELECTION OF DIRECTOR: JAMES H. QUIGLEY	Management	For	For
1K.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For	For
1L.	ELECTION OF DIRECTOR: RONALD L. SARGENT	Management	For	For
1M.	ELECTION OF DIRECTOR: TIMOTHY J. SLOAN	Management	For	For
1N.	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Management	For	For
1O.	ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT	Management	For	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management	For	For
3.	ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION.	Management	1 Year	For
4.	RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Management	For	For
5.	STOCKHOLDER PROPOSAL - RETAIL BANKING	Shareholder	For	Against
6.	SALES PRACTICES REPORT. STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.	Shareholder	Against	For
7.	STOCKHOLDER PROPOSAL - DIVESTING NON-CORE BUSINESS REPORT.	Shareholder	Against	For
8.	STOCKHOLDER PROPOSAL - GENDER PAY EQUITY REPORT.	Shareholder	Abstain	Against
9.	STOCKHOLDER PROPOSAL - LOBBYING REPORT.	Shareholder	Against	For
10.	STOCKHOLDER PROPOSAL - INDIGENOUS PEOPLES' RIGHTS POLICY.	Shareholder	Abstain	Against
	GENERAL ELECTRIC COMPANY Security 369604103		Meeting Type	Annual
	Ticker GE		Meeting Date	26-Apr-2017
	Symbol		Agenda	934541916 - Management
	ISIN US3696041033			
Item	Proposal	Proposed by	Vote	For/Against Management
A1	ELECTION OF DIRECTOR: SEBASTIEN M. BAZIN	Management	For	For

A2	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Management For	For
A3	ELECTION OF DIRECTOR: JOHN J. BRENNAN	Management For	For
A4	ELECTION OF DIRECTOR: FRANCISCO D'SOUZA	Management For	For
A5	ELECTION OF DIRECTOR: MARIJN E. DEKKERS	Management For	For
A6	ELECTION OF DIRECTOR: PETER B. HENRY	Management For	For
A7	ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD	Management For	For
A8	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Management For	For
A9	ELECTION OF DIRECTOR: ANDREA JUNG	Management For	For
A10	ELECTION OF DIRECTOR: ROBERT W. LANE	Management For	For
A11	ELECTION OF DIRECTOR: RISA LAVIZZO-MOUREY	Management For	For
A12	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management For	For
A13	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Management For	For
A14	ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF	Management For	For
A15	ELECTION OF DIRECTOR: JAMES J. MULVA	Management For	For
A16	ELECTION OF DIRECTOR: JAMES E. ROHR	Management For	For
A17	ELECTION OF DIRECTOR: MARY L. SCHAPIRO	Management For	For
A18	ELECTION OF DIRECTOR: JAMES S. TISCH	Management For	For
B1	ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	Management For	For
B2	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management 1 Year	For
B3	APPROVAL OF GE'S 2007 LONG-TERM INCENTIVE PLAN AS AMENDED	Management For	For
B4	APPROVAL OF THE MATERIAL TERMS OF SENIOR OFFICER PERFORMANCE GOALS	Management For	For
B5	RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2017	Management For	For

C1	REPORT ON LOBBYING ACTIVITIES	Shareholder	Against	For
C2	REQUIRE THE CHAIRMAN OF THE BOARD TO BE INDEPENDENT	Shareholder	Against	For
C3	ADOPT CUMULATIVE VOTING FOR DIRECTOR ELECTIONS	Shareholder	Against	For
C4	REPORT ON CHARITABLE CONTRIBUTIONS	Shareholder	Against	For

UNILEVER N.V.

Security	904784709	Meeting Type	Annual
Ticker Symbol	UN	Meeting Date	26-Apr-2017
ISIN	US9047847093	Agenda	934555915 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
2.	TO ADOPT THE ANNUAL ACCOUNTS AND APPROPRIATION OF THE PROFIT FOR THE 2016 FINANCIAL YEAR	Management	For	For
3.	TO DISCHARGE THE EXECUTIVE DIRECTORS IN OFFICE IN THE 2016 FINANCIAL YEAR FOR THE FULFILMENT OF THEIR TASK	Management	For	For
4.	TO DISCHARGE THE NON-EXECUTIVE DIRECTORS IN OFFICE IN THE 2016 FINANCIAL YEAR FOR THE FULFILMENT OF THEIR TASK	Management	For	For
5.	TO APPROVE THE DIRECTORS REMUNERATION POLICY	Management	For	For
6.	TO APPROVE THE UNILEVER SHARE PLAN 2017	Management	For	For
7.	TO REAPPOINT MR N S ANDERSEN AS A NON- EXECUTIVE DIRECTOR	Management	For	For
8.	TO REAPPOINT MRS L M CHA AS A NON-EXECUTIVE DIRECTOR	Management	For	For
9.	TO REAPPOINT MR V COLAO AS A NON-EXECUTIVE DIRECTOR	Management	For	For
10.	TO REAPPOINT DR M DEKKERS AS A NON- EXECUTIVE DIRECTOR	Management	For	For
11.		Management	For	For

	TO REAPPOINT MS A M FUDGE AS A NON- EXECUTIVE DIRECTOR TO REAPPOINT DR J			
12.	HARTMANN AS A NON- EXECUTIVE DIRECTOR	Management	For	For
13.	TO REAPPOINT MS M MA AS A NON-EXECUTIVE DIRECTOR	Management	For	For
14.	TO REAPPOINT MR S MASIYIWA AS A NON- EXECUTIVE DIRECTOR	Management	For	For
15.	TO REAPPOINT PROFESSOR Y MOON AS A NON- EXECUTIVE DIRECTOR	Management	For	For
16.	TO REAPPOINT MR G PITKETHLY AS AN EXECUTIVE DIRECTOR	Management	For	For
17.	TO REAPPOINT MR P G J M POLMAN AS AN EXECUTIVE DIRECTOR	Management	For	For
18.	TO REAPPOINT MR J RISHTON AS A NON- EXECUTIVE DIRECTOR	Management	For	For
19.	TO REAPPOINT MR F SIJBESMA AS A NON- EXECUTIVE DIRECTOR	Management	For	For
20.	TO APPOINT KPMG AS THE AUDITOR CHARGED WITH THE AUDITING OF THE ANNUAL ACCOUNTS FOR THE 2017 FINANCIAL YEAR	Management	For	For
21.	TO DESIGNATE THE BOARD OF DIRECTORS AS THE COMPANY BODY AUTHORISED TO ISSUE SHARES IN THE SHARE CAPITAL OF THE COMPANY	Management	For	For
22.	TO AUTHORISE THE BOARD OF DIRECTORS TO PURCHASE SHARES AND DEPOSITARY RECEIPTS THEREOF IN THE SHARE CAPITAL OF THE COMPANY	Management	For	For
23.	TO REDUCE THE CAPITAL WITH RESPECT TO SHARES AND DEPOSITARY	Management	For	For

RECEIPTS THEREOF  
HELD BY THE COMPANY IN  
ITS OWN SHARE  
CAPITAL

UNILEVER N.V.

Security	904784709	Meeting Type	Annual
Ticker Symbol	UN	Meeting Date	26-Apr-2017
ISIN	US9047847093	Agenda	934573076 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
2.	TO ADOPT THE ANNUAL ACCOUNTS AND APPROPRIATION OF THE PROFIT FOR THE 2016 FINANCIAL YEAR	Management	For	For
3.	TO DISCHARGE THE EXECUTIVE DIRECTORS IN OFFICE IN THE 2016 FINANCIAL YEAR FOR THE FULFILMENT OF THEIR TASK	Management	For	For
4.	TO DISCHARGE THE NON-EXECUTIVE DIRECTORS IN OFFICE IN THE 2016 FINANCIAL YEAR FOR THE FULFILMENT OF THEIR TASK	Management	For	For
5.	TO APPROVE THE DIRECTORS REMUNERATION POLICY	Management	For	For
6.	TO APPROVE THE UNILEVER SHARE PLAN 2017	Management	For	For
7.	TO REAPPOINT MR N S ANDERSEN AS A NON- EXECUTIVE DIRECTOR	Management	For	For
8.	TO REAPPOINT MRS L M CHA AS A NON-EXECUTIVE DIRECTOR	Management	For	For
9.	TO REAPPOINT MR V COLAO AS A NON-EXECUTIVE DIRECTOR	Management	For	For
10.	TO REAPPOINT DR M DEKKERS AS A NON- EXECUTIVE DIRECTOR	Management	For	For
11.	TO REAPPOINT MS A M FUDGE AS A NON- EXECUTIVE DIRECTOR	Management	For	For
12.	TO REAPPOINT DR J HARTMANN AS A NON- EXECUTIVE DIRECTOR	Management	For	For
13.		Management	For	For



- TO REAPPOINT MS M MA AS A  
NON-EXECUTIVE  
DIRECTOR
14. TO REAPPOINT MR S  
MASIYIWA AS A NON-  
EXECUTIVE DIRECTOR Management For For
15. TO REAPPOINT PROFESSOR Y  
MOON AS A NON-  
EXECUTIVE DIRECTOR Management For For
16. TO REAPPOINT MR G  
PITKETHLY AS AN  
EXECUTIVE DIRECTOR Management For For
17. TO REAPPOINT MR P G J M  
POLMAN AS AN  
EXECUTIVE DIRECTOR Management For For
18. TO REAPPOINT MR J RISHTON  
AS A NON-  
EXECUTIVE DIRECTOR Management For For
19. TO REAPPOINT MR F  
SIJBESMA AS A NON-  
EXECUTIVE DIRECTOR Management For For
20. TO APPOINT KPMG AS THE  
AUDITOR CHARGED  
WITH THE AUDITING OF THE  
ANNUAL ACCOUNTS  
FOR THE 2017 FINANCIAL  
YEAR Management For For
21. TO DESIGNATE THE BOARD  
OF DIRECTORS AS THE  
COMPANY BODY  
AUTHORISED TO ISSUE  
SHARES Management For For
22. IN THE SHARE CAPITAL OF  
THE COMPANY  
TO AUTHORISE THE BOARD  
OF DIRECTORS TO  
PURCHASE SHARES AND  
DEPOSITARY RECEIPTS Management For For
23. THEREOF IN THE SHARE  
CAPITAL OF THE  
COMPANY  
TO REDUCE THE CAPITAL  
WITH RESPECT TO  
SHARES AND DEPOSITARY  
RECEIPTS THEREOF Management For For
- HELD BY THE COMPANY IN  
ITS OWN SHARE  
CAPITAL

PFIZER INC.

Security 717081103

Meeting Type

Annual

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Ticker Symbol	PFE	Meeting Date	27-Apr-2017
ISIN	US7170811035	Agenda	934540798 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Management	For	For
1B.	ELECTION OF DIRECTOR: RONALD E. BLAYLOCK	Management	For	For
1C.	ELECTION OF DIRECTOR: W. DON CORNWELL	Management	For	For
1D.	ELECTION OF DIRECTOR: JOSEPH J. ECHEVARRIA	Management	For	For
1E.	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Management	For	For
1F.	ELECTION OF DIRECTOR: HELEN H. HOBBS	Management	For	For
1G.	ELECTION OF DIRECTOR: JAMES M. KILTS	Management	For	For
1H.	ELECTION OF DIRECTOR: SHANTANU NARAYEN	Management	For	For
1I.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Management	For	For
1J.	ELECTION OF DIRECTOR: IAN C. READ	Management	For	For
1K.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Management	For	For
1L.	ELECTION OF DIRECTOR: JAMES C. SMITH	Management	For	For
2.	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Management	For	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Management	For	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Management	1 Year	For
5.	SHAREHOLDER PROPOSAL REGARDING THE HOLY LAND PRINCIPLES	Shareholder	Abstain	Against
6.	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS	Shareholder	Against	For
7.	SHAREHOLDER PROPOSAL REGARDING	Shareholder	Against	For

## INDEPENDENT CHAIR POLICY

AT&amp;T INC.

Security	00206R102	Meeting Type	Annual
Ticker Symbol	T	Meeting Date	28-Apr-2017
ISIN	US00206R1023	Agenda	934539935 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Management	For	For
1B.	ELECTION OF DIRECTOR: SAMUEL A. DI PIAZZA, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: RICHARD W. FISHER	Management	For	For
1D.	ELECTION OF DIRECTOR: SCOTT T. FORD	Management	For	For
1E.	ELECTION OF DIRECTOR: GLENN H. HUTCHINS	Management	For	For
1F.	ELECTION OF DIRECTOR: WILLIAM E. KENNARD	Management	For	For
1G.	ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER	Management	For	For
1H.	ELECTION OF DIRECTOR: BETH E. MOONEY	Management	For	For
1I.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Management	For	For
1J.	ELECTION OF DIRECTOR: MATTHEW K. ROSE	Management	For	For
1K.	ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR	Management	For	For
1L.	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Management	For	For
1M.	ELECTION OF DIRECTOR: GEOFFREY Y. YANG	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Management	For	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Management	For	For
4.	ADVISORY APPROVAL OF FREQUENCY OF VOTE ON EXECUTIVE COMPENSATION	Management	1 Year	For
5.	PREPARE POLITICAL SPENDING REPORT.	Shareholder	Against	For
6.	PREPARE LOBBYING REPORT.	Shareholder	Against	For
7.		Shareholder	Abstain	Against

MODIFY PROXY ACCESS  
REQUIREMENTS.

8. REDUCE VOTE REQUIRED FOR WRITTEN CONSENT. Shareholder Against For

ELI LILLY AND COMPANY

Security	532457108	Meeting Type	Annual
Ticker Symbol	LLY	Meeting Date	01-May-2017
ISIN	US5324571083	Agenda	934535494 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: M. L. ESKEW	Management	For	For
1B.	ELECTION OF DIRECTOR: W. G. KAELIN, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: J. C. LECHLEITER	Management	For	For
1D.	ELECTION OF DIRECTOR: D. A. RICKS	Management	For	For
1E.	ELECTION OF DIRECTOR: M. S. RUNGE	Management	For	For
2.	ADVISORY VOTE ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	For	For
3.	ADVISORY VOTE REGARDING THE FREQUENCY OF ADVISORY VOTES ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	1 Year	For
4.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2017.	Management	For	For
5.	APPROVE AMENDMENT TO THE LILLY DIRECTORS' DEFERRAL PLAN.	Management	For	For
6.	CONSIDERATION OF A SHAREHOLDER PROPOSAL SEEKING A REPORT REGARDING DIRECT AND INDIRECT POLITICAL CONTRIBUTIONS.	Shareholder	Against	For

INVESCO MORTGAGE CAPITAL INC.

Security	46131B100	Meeting Type	Annual
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Ticker Symbol	IVR	Meeting Date	03-May-2017
ISIN	US46131B1008	Agenda	934543504 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.1	ELECTION OF DIRECTOR: JAMES S. BALLOUN	Management	For	For
1.2	ELECTION OF DIRECTOR: JOHN S. DAY	Management	For	For
1.3	ELECTION OF DIRECTOR: KAREN DUNN KELLEY	Management	For	For
1.4	ELECTION OF DIRECTOR: CAROLYN B. HANDLON	Management	For	For
1.5	ELECTION OF DIRECTOR: EDWARD J. HARDIN	Management	For	For
1.6	ELECTION OF DIRECTOR: JAMES R. LIENTZ, JR.	Management	For	For
1.7	ELECTION OF DIRECTOR: DENNIS P. LOCKHART	Management	For	For
1.8	ELECTION OF DIRECTOR: GREGORY G. MCGREEVEY	Management	For	For
2.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION	Management	For	For
3.	ADVISORY VOTE ON FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION	Management	1 Year	For
4.	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For

VERIZON COMMUNICATIONS INC.

Security	92343V104	Meeting Type	Annual
Ticker Symbol	VZ	Meeting Date	04-May-2017
ISIN	US92343V1044	Agenda	934546461 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU	Management	For	For
1B.	ELECTION OF DIRECTOR: MARK T. BERTOLINI	Management	For	For
1C.		Management	For	For

	ELECTION OF DIRECTOR: RICHARD L. CARRION			
1D.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Management	For	For
1E.	ELECTION OF DIRECTOR: M. FRANCES KEETH	Management	For	For
1F.	ELECTION OF DIRECTOR: KARL-LUDWIG KLEY	Management	For	For
1G.	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Management	For	For
1H.	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Management	For	For
1I.	ELECTION OF DIRECTOR: RODNEY E. SLATER	Management	For	For
1J.	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Management	For	For
1K.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Management	For	For
1L.	ELECTION OF DIRECTOR: GREGORY G. WEAVER	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Management	For	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	For	For
4.	ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION	Management	1 Year	For
5.	APPROVAL OF 2017 LONG-TERM INCENTIVE PLAN	Management	For	For
6.	HUMAN RIGHTS COMMITTEE REPORT ON GREENHOUSE	Shareholder	Against	For
7.	GAS REDUCTION TARGETS	Shareholder	Abstain	Against
8.	SPECIAL SHAREOWNER MEETINGS	Shareholder	Against	For
9.	EXECUTIVE COMPENSATION CLAWBACK POLICY	Shareholder	Against	For
10.	STOCK RETENTION POLICY LIMIT MATCHING	Shareholder	Against	For
11.	CONTRIBUTIONS FOR EXECUTIVES	Shareholder	Against	For

## ABBVIE INC.

Security	00287Y109	Meeting Type	Annual
Ticker	ABBV	Meeting Date	05-May-2017
Symbol			
ISIN	US00287Y1091	Agenda	934548821 - Management

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Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 ROBERT J. ALPERN		For	For
	2 EDWARD M. LIDDY		For	For
	3 MELODY B. MEYER		For	For
	4 FREDERICK H. WADDELL		For	For

RATIFICATION OF ERNST & YOUNG LLP AS

2.	ABBVIE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 SAY ON PAY - AN ADVISORY	Management	For	For
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3.	VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION APPROVAL OF A MANAGEMENT PROPOSAL REGARDING AMENDMENT OF	Management	For	For
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4.	THE CERTIFICATE OF INCORPORATION FOR THE ANNUAL ELECTION OF DIRECTORS	Management	For	For
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5.	STOCKHOLDER PROPOSAL - TO ISSUE A REPORT ON LOBBYING	Shareholder	Against	For
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6.	STOCKHOLDER PROPOSAL - TO SEPARATE CHAIR AND CEO	Shareholder	Against	For
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BLACKROCK CAPITAL INVESTMENT CORPORATION

Security	092533108	Meeting Type	Annual
Ticker Symbol	BKCC	Meeting Date	05-May-2017
ISIN	US0925331086	Agenda	934556830 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 JOHN R. BARON		For	For
	2 JERROLD B. HARRIS		For	For
2.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.	Management	For	For

BLACKROCK CAPITAL INVESTMENT CORPORATION

Security	092533108	Meeting Type	Special
	BKCC	Meeting Date	05-May-2017

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Ticker  
 Symbol  
 ISIN US0925331086 Agenda 934560536 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO APPROVE A PROPOSAL TO AUTHORIZE FLEXIBILITY FOR THE COMPANY, WITH APPROVAL OF ITS BOARD OF DIRECTORS, TO SELL OR OTHERWISE ISSUE SHARES OF ITS COMMON STOCK (DURING THE NEXT 12 MONTHS) AT A PRICE BELOW THE COMPANY'S THEN CURRENT NET ASSET VALUE PER SHARE IN ONE OR MORE OFFERINGS, SUBJECT TO CERTAIN LIMITATIONS SET FORTH IN THE PROXY STATEMENT FOR THE SPECIAL MEETING.	Management	For	For

NEWELL BRANDS INC.

Security	651229106	Meeting Type	Annual
Ticker Symbol	NWL	Meeting Date	09-May-2017
ISIN	US6512291062	Agenda	934564750 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: IAN G.H. ASHKEN	Management	For	For
1B.	ELECTION OF DIRECTOR: THOMAS E. CLARKE	Management	For	For
1C.	ELECTION OF DIRECTOR: KEVIN C. CONROY	Management	For	For
1D.	ELECTION OF DIRECTOR: SCOTT S. COWEN	Management	For	For
1E.	ELECTION OF DIRECTOR: MICHAEL T. COWHIG	Management	For	For
1F.	ELECTION OF DIRECTOR: DOMENICO DE SOLE	Management	For	For
1G.	ELECTION OF DIRECTOR: MARTIN E. FRANKLIN	Management	For	For
1H.	ELECTION OF DIRECTOR: ROS L'ESPERANCE	Management	For	For
1I.	ELECTION OF DIRECTOR: MICHAEL B. POLK	Management	For	For



1J.	ELECTION OF DIRECTOR: STEVEN J. STROBEL	Management For	For
1K.	ELECTION OF DIRECTOR: MICHAEL A. TODMAN	Management For	For
1L.	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Management For	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Management For	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Management For	For
4.	VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management 1 Year	For

GILEAD SCIENCES, INC.

Security	375558103	Meeting Type	Annual
Ticker	GILD	Meeting Date	10-May-2017
Symbol		Agenda	934558810 - Management
ISIN	US3755581036		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: JOHN F. COGAN, PH.D.	Management	For	For
1B.	ELECTION OF DIRECTOR: KELLY A. KRAMER	Management	For	For
1C.	ELECTION OF DIRECTOR: KEVIN E. LOFTON	Management	For	For
1D.	ELECTION OF DIRECTOR: JOHN C. MARTIN, PH.D.	Management	For	For
1E.	ELECTION OF DIRECTOR: JOHN F. MILLIGAN, PH.D.	Management	For	For
1F.	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Management	For	For
1G.	ELECTION OF DIRECTOR: RICHARD J. WHITLEY, M.D	Management	For	For
1H.	ELECTION OF DIRECTOR: GAYLE E. WILSON	Management	For	For
1I.	ELECTION OF DIRECTOR: PER WOLD-OLSEN	Management	For	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For

- |    |   |                    |             |
|----|---|--------------------|-------------|
| 3. | RESTATEMENT OF THE GILEAD SCIENCES, INC. 2004 EQUITY INCENTIVE PLAN.<br>ADVISORY VOTE TO APPROVE THE          | Management Against | Against     |
| 4. | COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.<br>ADVISORY VOTE AS TO THE FREQUENCY OF                         | Management For     | For         |
| 5. | FUTURE ADVISORY SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.<br>STOCKHOLDER PROPOSAL REQUESTING THAT THE      | Management 1 Year  | For         |
| 6. | BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.<br>STOCKHOLDER PROPOSAL REQUESTING THAT THE | Shareholder        | Against For |
| 7. | BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.                  | Shareholder        | Against For |

SBA COMMUNICATIONS CORPORATION

Security	78410G104	Meeting Type	Annual
Ticker	SBAC	Meeting Date	18-May-2017
Symbol		Agenda	934564712 - Management
ISIN	US78410G1040		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR FOR A THREE YEAR TERM: STEVEN E. BERNSTEIN	Management	For	For
1B.	ELECTION OF DIRECTOR FOR A THREE YEAR TERM: DUNCAN H. COCROFT	Management	For	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS SBA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2017 FISCAL YEAR.	Management	For	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF SBA'S	Management	For	For

NAMED EXECUTIVE  
OFFICERS.  
APPROVAL, ON AN ADVISORY  
BASIS, OF THE  
FREQUENCY OF FUTURE  
4. ADVISORY VOTES ON THE  
COMPENSATION OF SBA'S  
NAMED EXECUTIVE  
OFFICERS.

Management 1 Year For

INTEL CORPORATION

Security 458140100

Meeting Type Annual

Ticker  
Symbol INTC

Meeting Date 18-May-2017

ISIN US4581401001

Agenda 934568431 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Management	For	For
1B.	ELECTION OF DIRECTOR: ANEEL BHUSRI	Management	For	For
1C.	ELECTION OF DIRECTOR: ANDY D. BRYANT	Management	For	For
1D.	ELECTION OF DIRECTOR: REED E. HUNDT	Management	For	For
1E.	ELECTION OF DIRECTOR: OMAR ISHRAK	Management	For	For
1F.	ELECTION OF DIRECTOR: BRIAN M. KRZANICH	Management	For	For
1G.	ELECTION OF DIRECTOR: TSU-JAE KING LIU	Management	For	For
1H.	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Management	For	For
1I.	ELECTION OF DIRECTOR: GREGORY D. SMITH	Management	For	For
1J.	ELECTION OF DIRECTOR: FRANK D. YEARY	Management	For	For
1K.	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Management	For	For
2.	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 ADVISORY VOTE TO APPROVE	Management	For	For
3.	EXECUTIVE COMPENSATION APPROVAL OF AMENDMENT	Management	For	For
4.	AND RESTATEMENT OF THE 2006 EQUITY INCENTIVE PLAN	Management	For	For

- ADVISORY VOTE ON THE  
FREQUENCY OF HOLDING
5. FUTURE ADVISORY VOTES TO Management 1 Year For  
APPROVE
- EXECUTIVE COMPENSATION  
STOCKHOLDER PROPOSAL  
REQUESTING AN
6. ANNUAL ADVISORY Shareholder Against For  
STOCKHOLDER VOTE ON  
POLITICAL CONTRIBUTIONS  
STOCKHOLDER PROPOSAL  
REQUESTING THAT
7. VOTES COUNTED ON Shareholder Against For  
STOCKHOLDER PROPOSALS  
EXCLUDE ABSTENTIONS

CROWN CASTLE INTERNATIONAL CORP

Security	22822V101	Meeting Type	Annual
Ticker	CCI	Meeting Date	18-May-2017
Symbol		Agenda	934571820 - Management
ISIN	US22822V1017		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: P. ROBERT BARTOLO	Management	For	For
1B.	ELECTION OF DIRECTOR: JAY A. BROWN	Management	For	For
1C.	ELECTION OF DIRECTOR: CINDY CHRISTY	Management	For	For
1D.	ELECTION OF DIRECTOR: ARI Q. FITZGERALD	Management	For	For
1E.	ELECTION OF DIRECTOR: ROBERT E. GARRISON II	Management	For	For
1F.	ELECTION OF DIRECTOR: LEE W. HOGAN	Management	For	For
1G.	ELECTION OF DIRECTOR: EDWARD C. HUTCHESON, JR.	Management	For	For
1H.	ELECTION OF DIRECTOR: J. LANDIS MARTIN	Management	For	For
1I.	ELECTION OF DIRECTOR: ROBERT F. MCKENZIE	Management	For	For
1J.	ELECTION OF DIRECTOR: ANTHONY J. MELONE	Management	For	For
1K.	ELECTION OF DIRECTOR: W. BENJAMIN MORELAND	Management	For	For
2.	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT	Management	For	For

REGISTERED PUBLIC  
ACCOUNTANTS FOR FISCAL  
YEAR 2017.

THE NON-BINDING,  
ADVISORY VOTE REGARDING

3. THE COMPENSATION OF THE Management For For  
COMPANY'S NAMED  
EXECUTIVE OFFICERS.

4. A STOCKHOLDER PROPOSAL  
REGARDING PROXY Shareholder Abstain Against  
ACCESS, IF PROPERLY  
PRESENTED.

SYNCHRONY FINANCIAL

Security	87165B103	Meeting Type	Annual
Ticker	SYF	Meeting Date	18-May-2017
Symbol		Agenda	934572808 - Management
ISIN	US87165B1035		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: MARGARET M. KEANE	Management	For	For
1B.	ELECTION OF DIRECTOR: PAGET L. ALVES	Management	For	For
1C.	ELECTION OF DIRECTOR: ARTHUR W. COVIELLO, JR.	Management	For	For
1D.	ELECTION OF DIRECTOR: WILLIAM W. GRAYLIN	Management	For	For
1E.	ELECTION OF DIRECTOR: ROY A. GUTHRIE	Management	For	For
1F.	ELECTION OF DIRECTOR: RICHARD C. HARTNACK	Management	For	For
1G.	ELECTION OF DIRECTOR: JEFFREY G. NAYLOR	Management	For	For
1H.	ELECTION OF DIRECTOR: LAUREL J. RICHIE	Management	For	For
1I.	ELECTION OF DIRECTOR: OLYMPIA J. SNOWE	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	For	For
3.	APPROVE THE ADOPTION OF THE AMENDMENT TO THE SYNCHRONY FINANCIAL 2014 LONG-TERM INCENTIVE PLAN AND RE-APPROVAL OF PERFORMANCE MEASURES	Management	For	For
4.	RATIFICATION OF SELECTION OF KPMG LLP AS	Management	For	For

INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING  
FIRM OF THE COMPANY FOR  
2017

MERCK & CO., INC.

Security	58933Y105	Meeting Type	Annual
Ticker Symbol	MRK	Meeting Date	23-May-2017
ISIN	US58933Y1055	Agenda	934581439 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: LESLIE A. BRUN	Management	For	For
1B.	ELECTION OF DIRECTOR: THOMAS R. CECH	Management	For	For
1C.	ELECTION OF DIRECTOR: PAMELA J. CRAIG	Management	For	For
1D.	ELECTION OF DIRECTOR: KENNETH C. FRAZIER	Management	For	For
1E.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Management	For	For
1F.	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Management	For	For
1G.	ELECTION OF DIRECTOR: JOHN H. NOSEWORTHY	Management	For	For
1H.	ELECTION OF DIRECTOR: CARLOS E. REPRESAS	Management	For	For
1I.	ELECTION OF DIRECTOR: PAUL B. ROTHMAN	Management	For	For
1J.	ELECTION OF DIRECTOR: PATRICIA F. RUSSO	Management	For	For
1K.	ELECTION OF DIRECTOR: CRAIG B. THOMPSON	Management	For	For
1L.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Management	For	For
1M.	ELECTION OF DIRECTOR: PETER C. WENDELL	Management	For	For
2.	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	For	For
3.	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF FUTURE VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	1 Year	For
4.		Management	For	For

	RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. SHAREHOLDER PROPOSAL REQUESTING AN INDEPENDENT BOARD CHAIRMAN.	Shareholder	Against	For
5.	SHAREHOLDER PROPOSAL REQUESTING IMPLEMENTATION OF A SET OF EMPLOYEE PRACTICES IN ISRAEL/PALESTINE.	Shareholder	Abstain	Against
6.	SHAREHOLDER PROPOSAL REQUESTING A REPORT ON CONDUCTING BUSINESS IN CONFLICT-AFFECTED AREAS.	Shareholder	Abstain	Against
7.	SHAREHOLDER PROPOSAL REQUESTING A REPORT ON BOARD OVERSIGHT OF PRODUCT SAFETY AND QUALITY.	Shareholder	Against	For
8.				

B&G FOODS, INC.

Security	05508R106	Meeting Type	Annual
Ticker Symbol	BGS	Meeting Date	23-May-2017
ISIN	US05508R1068	Agenda	934584409 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: DEANN L. BRUNTS	Management	For	For
1B.	ELECTION OF DIRECTOR: ROBERT C. CANTWELL	Management	For	For
1C.	ELECTION OF DIRECTOR: CHARLES F. MARCY	Management	For	For
1D.	ELECTION OF DIRECTOR: DENNIS M. MULLEN	Management	For	For
1E.	ELECTION OF DIRECTOR: CHERYL M. PALMER	Management	For	For
1F.	ELECTION OF DIRECTOR: ALFRED POE	Management	For	For
1G.	ELECTION OF DIRECTOR: STEPHEN C. SHERRILL	Management	For	For
1H.	ELECTION OF DIRECTOR: DAVID L. WENNER	Management	For	For
2.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF	Management	For	For

- EXECUTIVE COMPENSATION.  
RECOMMENDATION, BY  
NON-BINDING ADVISORY
3. VOTE, FOR THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES. Management 1 Year For
4. RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. Management For For
5. APPROVAL OF THE AMENDED AND RESTATED OMNIBUS INCENTIVE COMPENSATION PLAN. Management For For

GOODRICH PETROLEUM CORPORATION

Security	382410843	Meeting Type	Annual
Ticker Symbol	GDP	Meeting Date	23-May-2017
ISIN	US3824108431	Agenda	934600138 - Management

- | Item | Proposal  | Proposed by | Vote    | For/Against Management |
|------|---|-------------|---------|------------------------|
| 1.   | DIRECTOR  | Management  |         |                        |
|      | 1 STEVEN J. PULLY   |             | For     | For                    |
|      | 2 TIMOTHY D. LEULIETTE  |             | For     | For                    |
| 2.   | RATIFY THE SELECTION OF HEIN & ASSOCIATES, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017. APPROVE, ON AN ADVISORY BASIS, THE | Management  | For     | For                    |
| 3.   | COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. APPROVE, ON AN ADVISORY BASIS, THE  | Management  | For     | For                    |
| 4.   | FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Management  | 1 Year  | For                    |
| 5.   | APPROVE A SECOND AMENDMENT TO THE GOODRICH PETROLEUM  | Management  | Against | Against                |



CORPORATION  
MANAGEMENT INCENTIVE  
PLAN, AS AMENDED  
FROM TIME TO TIME, TO  
INCREASE THE NUMBER  
OF SHARES OF COMPANY  
COMMON STOCK  
AUTHORIZED FOR ISSUANCE  
THEREUNDER.

PAYPAL HOLDINGS, INC.

Security	70450Y103	Meeting Type	Annual
Ticker	PYPL	Meeting Date	24-May-2017
Symbol		Agenda	934589512 - Management
ISIN	US70450Y1038		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: WENCES CASARES	Management	For	For
1B.	ELECTION OF DIRECTOR: JONATHAN CHRISTODORO	Management	For	For
1C.	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID W. DORMAN	Management	For	For
1E.	ELECTION OF DIRECTOR: BELINDA JOHNSON	Management	For	For
1F.	ELECTION OF DIRECTOR: GAIL J. MCGOVERN	Management	For	For
1G.	ELECTION OF DIRECTOR: DAVID M. MOFFETT	Management	For	For
1H.	ELECTION OF DIRECTOR: DANIEL H. SCHULMAN	Management	For	For
1I.	ELECTION OF DIRECTOR: FRANK D. YEARY	Management	For	For
	ADVISORY VOTE TO APPROVE THE			
2.	COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	For	For
3.	APPROVAL OF AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF STOCKHOLDERS WHO MAY, FOR PROXY ACCESS PURPOSES, AGGREGATE THEIR	Management	For	For

	HOLDINGS FROM 15 TO 20.			
	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2017.	Management	For	For
4.	STOCKHOLDER PROPOSAL REGARDING			
5.	STOCKHOLDER WRITTEN CONSENT WITHOUT A MEETING.	Shareholder	Against	For
	STOCKHOLDER PROPOSAL REGARDING A			
6.	SUSTAINABILITY REPORT.	Shareholder	Abstain	Against
	STOCKHOLDER PROPOSAL REGARDING A "NET-ZERO" GREENHOUSE GAS EMISSIONS REPORT.			
7.		Shareholder	Abstain	Against

## CHEVRON CORPORATION

Security	166764100	Meeting Type	Annual
Ticker Symbol	CVX	Meeting Date	31-May-2017
ISIN	US1667641005	Agenda	934581732 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: W. M. AUSTIN	Management	For	For
1B.	ELECTION OF DIRECTOR: L. F. DEILY	Management	For	For
1C.	ELECTION OF DIRECTOR: R. E. DENHAM	Management	For	For
1D.	ELECTION OF DIRECTOR: A. P. GAST	Management	For	For
1E.	ELECTION OF DIRECTOR: E. HERNANDEZ, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: J. M. HUNTSMAN JR.	Management	For	For
1G.	ELECTION OF DIRECTOR: C. W. MOORMAN IV	Management	For	For
1H.	ELECTION OF DIRECTOR: D. F. MOYO	Management	For	For
1I.	ELECTION OF DIRECTOR: R. D. SUGAR	Management	For	For
1J.	ELECTION OF DIRECTOR: I. G. THULIN	Management	For	For
1K.	ELECTION OF DIRECTOR: J. S. WATSON	Management	For	For
1L.	ELECTION OF DIRECTOR: M. K. WIRTH	Management	For	For

RATIFICATION OF APPOINTMENT OF PWC AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM				
2.		Management	For	For
ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION				
3.		Management	For	For
ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION				
4.		Management	1 Year	For
REPORT ON LOBBYING REPORT ON FEASIBILITY OF POLICY ON NOT DOING BUSINESS WITH CONFLICT GOVERNMENTS				
5.		Shareholder	Against	For
REPORT ON CLIMATE CHANGE IMPACT ASSESSMENT				
6.		Shareholder	Abstain	Against
REPORT ON TRANSITION TO A LOW CARBON ECONOMY				
7.		Shareholder	Abstain	Against
ADOPT POLICY ON INDEPENDENT CHAIRMAN RECOMMEND INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE				
8.		Shareholder	Against	For
SET SPECIAL MEETINGS THRESHOLD AT 10%				
9.		Shareholder	Against	For
10.		Shareholder	Against	For
11.		Shareholder	Against	For

AMERICAN TOWER CORPORATION

Security	03027X100	Meeting Type	Annual
Ticker Symbol	AMT	Meeting Date	31-May-2017
ISIN	US03027X1000	Agenda	934590945 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Management	For	For
1B.	ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Management	For	For
1C.	ELECTION OF DIRECTOR: ROBERT D. HORMATS	Management	For	For
1D.	ELECTION OF DIRECTOR: CRAIG MACNAB	Management	For	For
1E.	ELECTION OF DIRECTOR: JOANN A. REED	Management	For	For
1F.		Management	For	For

	ELECTION OF DIRECTOR: PAMELA D.A. REEVE		
1G.	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Management For	For
1H.	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Management For	For
1I.	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Management For	For
2.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Management For	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Management For	For
4.	TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY WITH WHICH THE COMPANY WILL HOLD A STOCKHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management 1 Year	For

EQUINIX, INC.

Security	29444U700	Meeting Type	Annual
Ticker Symbol	EQIX	Meeting Date	31-May-2017
ISIN	US29444U7000	Agenda	934596339 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 THOMAS BARTLETT		For	For
	2 NANJI CALDWELL		For	For
	3 GARY HROMADKO		For	For
	4 JOHN HUGHES		For	For
	5 SCOTT KRIENS		For	For
	6 WILLIAM LUBY		For	For
	7 IRVING LYONS, III		For	For
	8 CHRISTOPHER PAISLEY		For	For
	9 STEPHEN SMITH		For	For
	10 PETER VAN CAMP		For	For
2.	TO APPROVE BY A NON-BINDING ADVISORY VOTE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	For	For
3.		Management	1 Year	For

TO APPROVE BY A  
NON-BINDING ADVISORY  
VOTE  
THE FREQUENCY OF  
STOCKHOLDER NON-BINDING  
ADVISORY VOTES ON THE  
COMPANY'S NAMED  
EXECUTIVE OFFICER  
COMPENSATION.

TO APPROVE LONG-TERM  
INCENTIVE

4. CERTAIN OF OUR EXECUTIVES, PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE. Management For For

TO RATIFY THE  
APPOINTMENT OF  
PRICEWATERHOUSECOOPERS  
LLP AS THE

5. COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. Management For For

ALLIANCE DATA SYSTEMS CORPORATION

Security	018581108	Meeting Type	Annual
Ticker	ADS	Meeting Date	07-Jun-2017
Symbol		Agenda	934600621 - Management
ISIN	US0185811082		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: BRUCE K. ANDERSON	Management	For	For
1B.	ELECTION OF DIRECTOR: ROGER H. BALLOU	Management	For	For
1C.	ELECTION OF DIRECTOR: KELLY J. BARLOW	Management	For	For
1D.	ELECTION OF DIRECTOR: D. KEITH COBB	Management	For	For
1E.	ELECTION OF DIRECTOR: E. LINN DRAPER, JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: EDWARD J. HEFFERNAN	Management	For	For
1G.	ELECTION OF DIRECTOR: KENNETH R. JENSEN	Management	For	For
1H.	ELECTION OF DIRECTOR: ROBERT A. MINICUCCI	Management	For	For
1I.		Management	For	For

- |     |  |                   |     |
|-----|--|-------------------|-----|
|     | ELECTION OF DIRECTOR:<br>TIMOTHY J. THERIAULT  |                   |     |
| 1J. | ELECTION OF DIRECTOR:<br>LAURIE A. TUCKER  | Management For    | For |
|     | ADVISORY VOTE TO APPROVE   |                   |     |
| 2.  | EXECUTIVE<br>COMPENSATION.   | Management For    | For |
|     | ADVISORY VOTE ON THE   |                   |     |
| 3.  | FREQUENCY OF AN<br>ADVISORY VOTE ON<br>EXECUTIVE COMPENSATION.   | Management 1 Year | For |
|     | RATIFICATION OF THE<br>SELECTION OF DELOITTE &<br>TOUCHE LLP AS THE                                      |                   |     |
| 4.  | INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM<br>OF ALLIANCE DATA<br>SYSTEMS CORPORATION FOR<br>2017. | Management For    | For |

**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant Ellsworth Growth and Income Fund Ltd.

By (Signature and Title)\* /s/ James A. Dinsmore

James A. Dinsmore, Principal Executive Officer

Date 8/18/17

\*Print the name and title of each signing officer under his or her signature.