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GDL FUND  
Form N-PX  
August 22, 2013

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 811-21969

The GDL Fund  
(Exact name of registrant as specified in charter)

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

Bruce N. Alpert  
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: December 31

Date of reporting period: July 1, 2012 - June 30, 2013

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 (Sections 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, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. Section 3507.

PROXY VOTING RECORD  
FOR PERIOD JULY 1, 2012 TO JUNE 30, 2013

INVESTMENT COMPANY REPORT

CATALYST HEALTH SOLUTIONS, INC.

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SECURITY 14888B103 MEETING TYPE Special  
 TICKER SYMBOL CHSI MEETING DATE 02-Jul-2012  
 ISIN US14888B1035 AGENDA 933655524 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 17, 2012, BY AND AMONG SXC HEALTH SOLUTIONS CORP., SXC HEALTH SOLUTIONS, INC., CATAMARAN I CORP., CATAMARAN II LLC AND CATALYST HEALTH SOLUTIONS, INC.	Management	For
2.	TO APPROVE, BY NON-BINDING ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR CATALYST'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING BY CATALYST'S STOCKHOLDERS IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.	Management	For

EASYLINK SERVICES INTERNATIONAL CORP.

SECURITY 277858106 MEETING TYPE Special  
 TICKER SYMBOL ESIC MEETING DATE 02-Jul-2012  
 ISIN US2778581064 AGENDA 933656792 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF MAY 1, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG EASYLINK SERVICES INTERNATIONAL CORPORATION, OPEN TEXT CORPORATION AND EPIC ACQUISITION SUB INC.	Management	For
2.	TO APPROVE, ON A NONBINDING ADVISORY BASIS, THE GOLDEN PARACHUTE COMPENSATION THAT WILL BE PAYABLE TO THE NAMED EXECUTIVE OFFICERS OF EASYLINK SERVICES INTERNATIONAL CORPORATION IN CONNECTION WITH THE CONSUMMATION OF THE MERGER PURSUANT TO THE AGREEMENT AND PLAN OF MERGER.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO	Management	For

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ADOPT THE AGREEMENT AND PLAN OF MERGER.

CIMPOR - CIMENTOS DE PORTUGAL S.G.P.S.SA, LISBOA

SECURITY	X13765106	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	06-Jul-2012
ISIN	PTCPR0AM0003	AGENDA	703936293 - Management

ITEM	PROPOSAL	TYPE	VOTE
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CMMT	PLEASE NOTE THAT VOTING IN PORTUGUESE MEETINGS REQUIRES THE DISCLOSURE OF-BENEFICIAL OWNER INFORMATION, THROUGH DECLARATIONS OF PARTICIPATION AND-VOTING. BROADRIDGE WILL DISCLOSE THE BENEFICIAL OWNER INFORMATION FOR YOUR-VOTED ACCOUNTS. ADDITIONALLY, PORTUGUESE LAW DOES NOT PERMIT BENEFICIAL-OWNERS TO VOTE INCONSISTENTLY ACROSS THEIR HOLDINGS. OPPOSING VOTES MAY BE-REJECTED SUMMARILY BY THE COMPANY HOLDING THIS BALLOT. PLEASE CONTACT YOUR-CLIENT SERVICE REPRESENTATIVE FOR FURTHER DETAILS.	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS A POSTPONEMENT OF THE MEETING HELD ON 20 APR 2012.	Non-Voting	
1	This item was voted in the general meeting of April 20th 2012	Non-Voting	
2	Resolve on the proposal for the allocation of profits	Management	For
3	Resolve on the general appraisal of the management and supervision of the Company	Management	For
4	Resolve on the declaration on the remuneration policy of the members of the management and supervisory bodies of the Company	Management	For
5	Resolve on the election of a new director of the Company for the current term-of-office (2009/2012), in view of the resignation submitted	Management	For
6	Resolve on the disposal of own shares to employees and members of the management body of the Company and affiliates under "3C Plan", as well as the approval of the respective Regulations	Management	For
7	Resolve on the disposal of own shares to employees of the group and members of the management bodies of the Company and affiliates under "ODS Plan" and its Regulations, approved in 2011, and also on the disposal of own shares to execute the stock options granted in 2010 under the "Stock Options Plan - 2004 Regulations"	Management	For
8	Resolve on the acquisition and disposal of own shares	Management	For

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STANDARD MICROSYSTEMS CORPORATION

SECURITY 853626109 MEETING TYPE Special  
 TICKER SYMBOL SMSC MEETING DATE 10-Jul-2012  
 ISIN US8536261097 AGENDA 933654091 - Management

ITEM	PROPOSAL	TYPE	VOTE
1	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 1, 2012, BY AND AMONG MICROCHIP TECHNOLOGY INCORPORATED, A DELAWARE CORPORATION, MICROCHIP TECHNOLOGY MANAGEMENT CO., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF MICROCHIP TECHNOLOGY INCORPORATED, AND STANDARD MICROSYSTEMS CORPORATION, AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For
2	TO APPROVE ANY MOTION TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT.	Management	For
3	TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO STANDARD MICROSYSTEMS CORPORATION'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, INCLUDING THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Management	Abstain

WSP GROUP PLC, LONDON

SECURITY G98105102 MEETING TYPE Ordinary General Meeting  
 TICKER SYMBOL MEETING DATE 12-Jul-2012  
 ISIN GB0009323741 AGENDA 703944466 - Management

ITEM	PROPOSAL	TYPE	VOTE
1	Giving effect to the scheme, as set out in the notice of General Meeting, including amendments to the articles of association of WSP Group plc and the associated reduction of capital	Management	For

WSP GROUP PLC, LONDON

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SECURITY G98105102 MEETING TYPE Court Meeting  
 TICKER SYMBOL MEETING DATE 12-Jul-2012  
 ISIN GB0009323741 AGENDA 703946080 - Management

ITEM	PROPOSAL	TYPE	VOTE
	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR-ISSUERS AGENT.	Non-Voting	
1	For the purpose of considering and, if thought fit, approving(with or without modification) a Scheme of Arrangement pursuant to section 899 of the Companies Act 2006 proposed to be made between the Company and the holders of the Scheme Shares	Management	For

XSTRATA PLC, LONDON

SECURITY G9826T102 MEETING TYPE Ordinary General Meeting  
 TICKER SYMBOL MEETING DATE 12-Jul-2012  
 ISIN GB0031411001 AGENDA 703958972 - Management

ITEM	PROPOSAL	TYPE	VOTE
	PLEASE NOTE THAT THIS IS AN INFORMATION MEETING. SHOULD YOU WISH TO ATTEND-THE MEETING PERSONALLY, YOU MAY APPLY FOR AN ENTRANCE CARD BY CONTACTING YOUR-CLIENT REPRESENTATIVE. THANK YOU	Non-Voting	
	PLEASE NOTE THAT THE DECISION OF ADJOURNMENT WILL BE MADE AT THE MEETING.-THANK YOU	Non-Voting	
1	Any other business	Non-Voting	

YAHOO! INC.

SECURITY 984332106 MEETING TYPE Annual  
 TICKER SYMBOL YHOO MEETING DATE 12-Jul-2012  
 ISIN US9843321061 AGENDA 933658974 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1A.	ELECTION OF DIRECTOR: ALFRED J. AMOROSO	Management	For
1B.	ELECTION OF DIRECTOR: JOHN D. HAYES	Management	For
1C.	ELECTION OF DIRECTOR: SUSAN M. JAMES	Management	For
1D.	ELECTION OF DIRECTOR: DAVID W. KENNY	Management	For
1E.	ELECTION OF DIRECTOR: PETER LIGUORI	Management	For
1F.	ELECTION OF DIRECTOR: DANIEL S. LOEB	Management	For
1G.	ELECTION OF DIRECTOR: THOMAS J. MCINERNEY	Management	For
1H.	ELECTION OF DIRECTOR: BRAD D. SMITH	Management	For
1I.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Management	For
1J.	ELECTION OF DIRECTOR: HARRY J. WILSON	Management	For
1K.	ELECTION OF DIRECTOR: MICHAEL J. WOLF	Management	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain
3.	AMENDMENT TO THE COMPANY'S 1995 STOCK PLAN.	Management	For
4.	AMENDMENT TO THE COMPANY'S 1996 DIRECTORS' STOCK PLAN.	Management	For
5.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For

LOGICA, LONDON

SECURITY	G55552106	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	16-Jul-2012
ISIN	GB0005227086	AGENDA	703943262 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1	For the purposes of giving effect to the proposed Scheme of Arrangement (the Scheme) referred to in the Notice convening the General Meeting in its original form or with or subject to any modification, addition or condition approved or imposed by the Court: (a) the directors of Logica plc be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect; (b) the share capital of Logica plc be reduced by cancelling and extinguishing all of the Scheme Shares (as defined in the Scheme); (c) subject to, and forthwith upon, the reduction of capital referred to in (b) above taking effect, the application of the reserve arising following the reduction in share capital be applied in paying up new ordinary shares to be allotted and issued, credited as fully paid, to CGI Europe (as defined in the Scheme) and/or its nominee(s) in accordance with the Scheme; (d) subject to, and forthwith upon, the reduction of capital referred to in (b) above taking effect, authority be given to the directors under section 551 of the Companies Act 2006 to allot and issue ordinary shares for the purposes of implementing the Scheme; and (e) the inclusion and adoption of a new article 141 in the Articles	Management	For

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CMMT of Association of Logica plc be approved  
PLEASE NOTE THAT THIS IS A REVISION Non-Voting  
DUE TO CHANGE IN TEXT OF RESOLUTION.  
IF YO-U HAVE ALREADY SENT IN YOUR  
VOTES, PLEASE DO NOT RETURN THIS  
PROXY FORM UNLESS-YOU DECIDE TO  
AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.

LOGICA, LONDON

SECURITY G55552106 MEETING TYPE Court Meeting  
TICKER SYMBOL MEETING DATE 16-Jul-2012  
ISIN GB0005227086 AGENDA 703943274 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR-ISSUERS AGENT.	Non-Voting	
1	To approve the proposed Scheme of Arrangement	Management	For

CIMPOR - CIMENTOS DE PORTUGAL S.G.P.S.SA, LISBOA

SECURITY X13765106 MEETING TYPE ExtraOrdinary General Meeting  
TICKER SYMBOL MEETING DATE 16-Jul-2012  
ISIN PTCPR0AM0003 AGENDA 703944644 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT VOTING IN PORTUGUESE MEETINGS REQUIRES THE DISCLOSURE OF-BENEFICIAL OWNER INFORMATION, THROUGH DECLARATIONS OF PARTICIPATION AND-VOTING. BROADRIDGE WILL DISCLOSE THE BENEFICIAL OWNER INFORMATION FOR YOUR-VOTED ACCOUNTS. ADDITIONALLY, PORTUGUESE LAW DOES NOT PERMIT BENEFICIAL-OWNERS TO VOTE INCONSISTENTLY ACROSS THEIR HOLDINGS. OPPOSING VOTES MAY BE-REJECTED SUMMARILY BY THE COMPANY HOLDING THIS BALLOT. PLEASE CONTACT YOUR-CLIENT SERVICE REPRESENTATIVE FOR FURTHER DETAILS.	Non-Voting	
1	Change and restructure of the company's bylaws taking into consideration the adoption of a	Management	For

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monistic model composed by the Administration Board, the Supervisory Board and the External Auditor

2 To resolve on the election of the Administration Board, the Supervisory Board and the Remuneration Board for the term 2012-2014 Management For

NAUTICAL PETROLEUM PLC

SECURITY G6400G118 MEETING TYPE Ordinary General Meeting  
 TICKER SYMBOL MEETING DATE 16-Jul-2012  
 ISIN GB00B3D2ND74 AGENDA 703946725 - Management

ITEM	PROPOSAL	TYPE	VOTE
1	To: (i) authorise the directors of the Company to take all actions necessary or appropriate for carrying the Scheme into effect; (ii) approve the Capital Reduction and subsequent restoration of the capital in the Company in accordance with the Scheme referred to in the Notice convening the meeting; (iii) authorise, conditionally upon the Capital Reduction becoming effective, the directors of the Company to allot the relevant securities to Capricorn Energy Limited or its nominees; (iv) approve, conditionally upon the Scheme becoming effective, cancellation of the Company's securities from admission to trading on AIM; and (v) amend the Company's articles of association by adoption of the new article referred to in the Notice convening the meeting	Management	For

NAUTICAL PETROLEUM PLC

SECURITY G6400G118 MEETING TYPE Court Meeting  
 TICKER SYMBOL MEETING DATE 16-Jul-2012  
 ISIN GB00B3D2ND74 AGENDA 703946737 - Management

ITEM	PROPOSAL	TYPE	VOTE
	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR-ISSUERS AGENT.	Non-Voting	
1	Approving (with or without modification) the proposed scheme of arrangement referred to in the Notice convening the said meeting (the "Scheme") and at such meeting or at any adjournment thereof	Management	For



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CE FRANKLIN LTD.

SECURITY 125151100 MEETING TYPE Special  
 TICKER SYMBOL CFK MEETING DATE 16-Jul-2012  
 ISIN CA1251511004 AGENDA 933662276 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	TO APPROVE THE ARRANGEMENT RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A OF THE ACCOMPANYING MANAGEMENT CIRCULAR DATED JUNE 15, 2012.	Management	For

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

SECURITY G0534R108 MEETING TYPE Court Meeting  
 TICKER SYMBOL BMG0534R1088 MEETING DATE 18-Jul-2012  
 ISIN BMG0534R1088 AGENDA 703945090 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINK:- <a href="http://www.hkexnews.hk/listedco/listconews/sehk/2012/0624/LTN20120624012.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2012/0624/LTN20120624012.pdf</a>	Non-Voting	
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR RESOLUTION "1". THANK YOU.	Non-Voting	
1	For the purpose of considering and, if thought fit, approving (with or without modifications) the Scheme as set out in the notice convening the Court Meeting (the "Notice") and at the Court Meeting (and at any adjournment thereof)	Management	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN RECORD DATE FROM 13 JUL 2-012 TO 17 JUL 2012. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

SECURITY G0534R108 MEETING TYPE Special General Meeting  
 TICKER SYMBOL BMG0534R1088 MEETING DATE 18-Jul-2012  
 ISIN BMG0534R1088 AGENDA 703945103 - Management

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ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR RESOLUTION "1". THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINK:- <a href="http://www.hkexnews.hk/listedco/listconews/sehk/2012/0624/LTN20120624014.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2012/0624/LTN20120624014.pdf</a>	Non-Voting	
1	That (a) Subject to and immediately upon the scheme of arrangement (the "Scheme") between the Company and the holders of the Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting and for the purposes of identification initialled by the chairman of this meeting, subject to any modification or addition or condition as may be approved or imposed by the Supreme Court of Bermuda becoming effective, the bye-laws of the Company be amended as Bye-law 1, Bye-law 3, Bye-law 4, Bye-law 5, Bye-law 7, Bye-law 8, Bye-law 9, Bye-law 10, Bye-law 12, Bye-law 14, Bye-law 15, Bye-law 16, Bye-law 20, Bye-law 21, Bye-law 23, Bye-law 25, Bye-law 26, Bye-law 28, Bye-law 38, Bye-law 42, Bye-law 53, Bye-law 54, Bye-law 56, Bye-law 58, Bye-law 63, Bye-law 66, Bye-law 74, Bye-law 75, Bye-CONTD	Management	For
CONT	CONTD law 78, Bye-law 83, Bye-law 85, Bye-law 85A, Bye-law 90, Bye-law 96,-Bye-law 99, Bye-law 117, Bye-law 134, Bye-law 177, Bye-law 178, Bye-law 179,-Bye-law 186, Bye-law 187, Bye-law 190 and Bye-law 191	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ACTUAL RECORD DATE. IF Y-OU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLES-S YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

GRUPO MODELO SAB DE CV

SECURITY P4833F104 MEETING TYPE ExtraOrdinary General Meeting  
TICKER SYMBOL MEETING DATE 20-Jul-2012  
ISIN MXP4833F1044 AGENDA 703965852 - Management

ITEM	PROPOSAL	TYPE	VOTE
I	Discussion and, if deemed appropriate, approval of an increase in the minimum fixed part of the share capital, which would be carried out through the conversion of all of the Series C, Class II shares that fully correspond to the variable part of the share capital, into an equal number of shares of the same series C, Class I, with identical characteristics, which would thereafter correspond to the minimum fixed part of the	Management	Take No Action

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share capital. as a consequence, the minimum fixed part of the share capital would increase by MXN 955,080,503.00, while the variable part would decrease in an identical amount, for which reason the total share capital of the company would not be changed. resolutions in this regard, including the appropriate amendment to article 6 and article 7 of the corporate bylaws. resolutions in this regard

II	Discussion and, if deemed appropriate, approval of an amendment to articles 29 and 41 of the corporate bylaws. resolutions in this regard	Management	Take No Action
III	Discussion and, if deemed appropriate, approval of a proposal for the merger of the company, under which Grupo Modelo, S.A.B. De C.V, as the company conducting the merger, would merge with the companies called Diblo, S.A. De C.V. and Direccion De Fabricas, S.A. De C.V., which would be extinguished as the companies being merged. approval of the general balance sheet of the company to May 31, 2012, on the basis of which the merger would be carried out. resolutions in this regard	Management	Take No Action
IV	Discussion and, if deemed appropriate, approval of a complete amendment of the corporate bylaws of the company, including the ratification or designation of the members of the board of directors as a consequence of the resolutions that may be passed. resolutions in this regard	Management	Take No Action
V	Designation of delegates who will formalize and carry out the resolutions that the general meeting passes. resolutions in this regard	Management	Take No Action
CMMT	PLEASE NOTE THAT THIS MEETING HAS NO VOTING RIGHTS. THANK YOU.	Non-Voting	
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL COMMENT. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting	

SRS LABS, INC.

SECURITY	78464M106	MEETING TYPE	Special
TICKER SYMBOL	SRSL	MEETING DATE	20-Jul-2012
ISIN	US78464M1062	AGENDA	933664270 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER AND REORGANIZATION, DATED AS OF APRIL 16, 2012 (AS THAT AGREEMENT MAY BE AMENDED IN ACCORDANCE WITH ITS TERMS) BY AND AMONG SRS LABS, INC. ("SRS"), DTS, DTS MERGER SUB, INC., A WHOLLY OWNED SUBSIDIARY OF DTS, AND DTS LLC, A WHOLLY OWNED SUBSIDIARY OF	Management	For

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- |    |  |            |         |
|----|--|------------|---------|
| 2. | DTS (THE "MERGER PROPOSAL").<br>TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO SRS' NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE (THE "MERGER-RELATED COMPENSATION PROPOSAL"). | Management | Abstain |
| 3. | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO CONSTITUTE A QUORUM OR TO APPROVE THE MERGER PROPOSAL OR THE MERGER-RELATED COMPENSATION PROPOSAL.  | Management | For     |

GEORESOURCES, INC.

SECURITY	372476101	MEETING TYPE	Special
TICKER SYMBOL	GEOI	MEETING DATE	31-Jul-2012
ISIN	US3724761016	AGENDA	933665373 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1.	PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 24, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG GEORESOURCES, INC., HALCON RESOURCES CORPORATION, LEOPARD SUB I, INC. AND LEOPARD SUB II, LLC, AND THE TRANSACTIONS CONTEMPLATED THEREBY.	Management	For
2.	PROPOSAL TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO GEORESOURCES' NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER.	Management	Abstain
3.	PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE PROPOSAL 1 ABOVE.	Management	For

MEDTOX SCIENTIFIC, INC.

SECURITY	584977201	MEETING TYPE	Special
TICKER SYMBOL	MTOX	MEETING DATE	31-Jul-2012
ISIN	US5849772018	AGENDA	933666147 - Management

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ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 3, 2012, AS IT MAY BE AMENDED FROM TIME TO TIME, BY AND AMONG MEDTOX SCIENTIFIC, INC., LABORATORY CORPORATION OF AMERICA HOLDINGS AND MERCER ACQUISITION CORP. (THE "AGREEMENT AND PLAN OF MERGER").	Management	For
2.	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For
3.	TO APPROVE, ON A NONBINDING ADVISORY BASIS, "GOLDEN PARACHUTE" COMPENSATION (AS DEFINED IN THE REGULATIONS OF THE SECURITIES AND EXCHANGE COMMISSION) PAYABLE TO CERTAIN OF THE COMPANY'S EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER.	Management	Abstain

TII NETWORK TECHNOLOGIES, INC.

SECURITY 872479209 MEETING TYPE Special  
TICKER SYMBOL TIII MEETING DATE 31-Jul-2012  
ISIN US8724792093 AGENDA 933666173 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 13, 2012, BY AND AMONG KELTA, INC., KELTA NETWORKS, INC., AND TII NETWORK TECHNOLOGIES, INC.	Management	For
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	Abstain
3.	TO ADJOURN OR POSTPONE THE SPECIAL MEETING, IF NECESSARY, TO ALLOW FOR THE SOLICITATION OF ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE INSUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT.	Management	For

GEN-PROBE INCORPORATED

SECURITY 36866T103 MEETING TYPE Special

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TICKER SYMBOL GPRO MEETING DATE 31-Jul-2012  
 ISIN US36866T1034 AGENDA 933667000 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER BY AND AMONG GEN-PROBE INCORPORATED, HOLOGIC, INC. AND GOLD ACQUISITION CORP., AS IT MAY BE AMENDED FROM TIME TO TIME (THE "AGREEMENT AND PLAN OF MERGER").	Management	For
2.	PROPOSAL TO ADJOURN THE SPECIAL MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES TO APPROVE PROPOSAL 1 AT THE TIME OF THE SPECIAL MEETING.	Management	For
3.	PROPOSAL TO APPROVE, ON A NON-BINDING ADVISORY BASIS, CERTAIN COMPENSATION ARRANGEMENTS FOR GEN-PROBE INCORPORATED'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE AGREEMENT AND PLAN OF MERGER.	Management	Abstain

LECROY CORPORATION

SECURITY 52324W109 MEETING TYPE Special  
 TICKER SYMBOL LCRY MEETING DATE 02-Aug-2012  
 ISIN US52324W1099 AGENDA 933668189 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 28, 2012, BY AND AMONG LECROY CORPORATION, A DELAWARE CORPORATION, TELEDYNE TECHNOLOGIES INCORPORATED, A DELAWARE CORPORATION ("TELEDYNE"), AND LUNA MERGER SUB, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF TELEDYNE.	Management	For
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO LECROY CORPORATION'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, INCLUDING THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Management	Abstain
3.	TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE	Management	For

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SPECIAL MEETING TO APPROVE THE  
PROPOSAL TO ADOPT THE MERGER AGREEMENT.

TNT EXPRESS NV, AMSTERDAM

SECURITY	N8726Y106	MEETING TYPE	ExtraOrdinary General Meeting
TICKER SYMBOL		MEETING DATE	06-Aug-2012
ISIN	NL0009739424	AGENDA	703944997 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 102681 DUE TO CHANGE IN RE-CORD DATE FROM 08 JUN TO 09 JUL 2012. ALL VOTES RECEIVED ON THE PREVIOUS MEETI-NG WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE.- THANK YOU.	Non-Voting	
1	Opening and announcements	Non-Voting	
2	Explanation of the public offer by UPS BidCo B.V. (the Offeror), an indirectly-wholly-owned subsidiary of United Parcel Service, Inc. (UPS) on all issued an-d outstanding ordinary shares and all issued and outstanding American deposita-ry shares in the capital of TNT Express N.V. (the Offer)	Non-Voting	
3.a	Composition of the Supervisory Board: Conditional appointment of Mr D.J. Brutto as member of the Supervisory Board as per the Settlement Date	Management	For
3.b	Composition of the Supervisory Board: Conditional appointment of Mr J. Barber as member of the Supervisory Board as per the Settlement Date	Management	For
3.c	Composition of the Supervisory Board: Conditional appointment of Mr J. Firestone as member of the Supervisory Board as per the Settlement Date	Management	For
3.d	Composition of the Supervisory Board: Full and final release and discharge from liability of Mr A. Burgmans, Mr L.W. Gunning, Ms M.E. Harris and Mr R. King in connection with their conditional resignation as members of the Supervisory Board as per the Settlement Date	Management	For
4	Any other business	Non-Voting	
5	Closing	Non-Voting	

PROGRESS ENERGY, INC.

SECURITY	743263105	MEETING TYPE	Annual
TICKER SYMBOL		MEETING DATE	06-Aug-2012
ISIN	US7432631056	AGENDA	933663987 - Management

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ITEM	PROPOSAL	TYPE	VOTE
1A	ELECTION OF DIRECTOR: JOHN D. BAKER II	Management	For
1B	ELECTION OF DIRECTOR: JAMES E. BOSTIC, JR.	Management	For
1C	ELECTION OF DIRECTOR: HARRIS E. DELOACH, JR.	Management	For
1D	ELECTION OF DIRECTOR: JAMES B. HYLER, JR.	Management	For
1E	ELECTION OF DIRECTOR: WILLIAM D. JOHNSON	Management	For
1F	ELECTION OF DIRECTOR: ROBERT W. JONES	Management	For
1G	ELECTION OF DIRECTOR: W. STEVEN JONES	Management	For
1H	ELECTION OF DIRECTOR: MELQUIADES MARTINEZ	Management	For
1I	ELECTION OF DIRECTOR: E. MARIE MCKEE	Management	For
1J	ELECTION OF DIRECTOR: JOHN H. MULLIN, III	Management	For
1K	ELECTION OF DIRECTOR: CHARLES W. PRYOR, JR.	Management	For
1L	ELECTION OF DIRECTOR: CARLOS A. SALADRIGAS	Management	For
1M	ELECTION OF DIRECTOR: THERESA M. STONE	Management	For
1N	ELECTION OF DIRECTOR: ALFRED C. TOLLISON, JR.	Management	For
02	ADVISORY (NONBINDING) VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain
03	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS PROGRESS ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2012.	Management	For
04	RE-APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE COMPANAY'S 2007 EQUITY INCENTIVE PLAN AS REQUIRED BY SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Management	For

MICRONETICS, INC.

SECURITY 595125105 MEETING TYPE Special  
TICKER SYMBOL NOIZ MEETING DATE 08-Aug-2012  
ISIN US5951251058 AGENDA 933668951 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 8, 2012 (WHICH WE REFER TO AS THE MERGER AGREEMENT), BY AND AMONG MERCURY COMPUTER SYSTEMS, INC., WILDCAT MERGER SUB INC. AND MICRONETICS, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For



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2.	TO APPROVE ON AN ADVISORY BASIS (NON-BINDING) CERTAIN COMPENSATION THAT MAY BE PAID TO OR RECEIVED BY MICRONETICS' EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For
4.	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Management	No Action

EDGAR ONLINE, INC.

SECURITY 279765101 MEETING TYPE Special  
TICKER SYMBOL EDGR MEETING DATE 14-Aug-2012  
ISIN US2797651013 AGENDA 933671299 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1.	PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 21, 2012, AMONG EDGAR ONLINE, INC., R.R. DONNELLEY & SONS COMPANY, AND LEO ACQUISITION SUB, INC.	Management	For
2.	PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE AGREEMENT AND PLAN OF MERGER.	Management	For
3.	TO CONSIDER AND VOTE UPON A NON-BINDING PROPOSAL REGARDING CERTAIN MERGER-RELATED EXECUTIVE COMPENSATION PAYMENTS TO OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain

EXTORRE GOLD MINES LIMITED

SECURITY 30227B109 MEETING TYPE Special  
TICKER SYMBOL XG MEETING DATE 15-Aug-2012  
ISIN CA30227B1094 AGENDA 933670526 - Management

ITEM	PROPOSAL	TYPE	VOTE
-----			
01	TO PASS A SPECIAL RESOLUTION APPROVING AN ARRANGEMENT UNDER	Management	For

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SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT INVOLVING THE CORPORATION, ITS SHAREHOLDERS AND YAMANA GOLD INC. ("YAMANA") PURSUANT TO WHICH, AMONG OTHER THINGS, YAMANA WILL ACQUIRE ALL OF THE OUTSTANDING COMMON SHARES OF THE CORPORATION (THE "COMMON SHARES") FOR \$3.50 IN CASH AND A 0.0467 OF A COMMON SHARE OF YAMANA IN EXCHANGE FOR EACH COMMON SHARE, ALL AS MORE PARTICULARLY DESCRIBED IN THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR OF THE CORPORATION.

AEGIS GROUP PLC, LONDON

SECURITY G0105D215 MEETING TYPE Court Meeting  
 TICKER SYMBOL GB00B4JV1B90 MEETING DATE 16-Aug-2012  
 ISIN GB00B4JV1B90 AGENDA 703982101 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE.-PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE-ABSTAIN FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR-ISSUERS AGENT.	Non-Voting	
1	For the purpose of considering and, if thought fit, approving the Scheme	Management	For

AEGIS GROUP PLC, LONDON

SECURITY G0105D215 MEETING TYPE Ordinary General Meeting  
 TICKER SYMBOL GB00B4JV1B90 MEETING DATE 16-Aug-2012  
 ISIN GB00B4JV1B90 AGENDA 703982113 - Management

ITEM	PROPOSAL	TYPE	VOTE
1	That: (A) the Scheme between the Company and the holders of Scheme Shares (as defined in the Scheme), be and is hereby approved; (B) for the purpose of giving effect to the Scheme in its original form or with or subject to any modification, addition or condition approved or imposed by the Court: (i) the share capital of the Company be reduced by cancelling and extinguishing all the Scheme Shares; (ii)	Management	For

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following and contingent upon such capital reduction, the reserve arising in the books of account of the Company as a result of the cancellation of the Scheme Shares be applied in paying up in full at par such number of new ordinary shares of 5.5 pence each as shall be equal to the number of Scheme Shares cancelled as aforesaid, which shall be allotted and issued, credited as fully paid, in accordance with the Scheme; and CONTD

CONT	CONTD (iii) the directors of the Company be hereby authorised pursuant to and-in accordance with paragraphs 549 and 551 of the Companies Act 2006 to give-effect to this special resolution and accordingly to effect the allotment of-the new ordinary shares referred to in sub-paragraph (B)(ii) above; (C) upon-the passing of this special resolution, the articles of association of the-Company be amended on the terms described in the notice of the General-Meeting	Non-Voting
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ACXIOM CORPORATION

SECURITY	005125109	MEETING TYPE	Annual
TICKER SYMBOL	ACXM	MEETING DATE	16-Aug-2012
ISIN	US0051251090	AGENDA	933665412 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1.1	ELECTION OF DIRECTOR: JOHN L. BATTELLE	Management	For
1.2	ELECTION OF DIRECTOR: ANN DIE HASSELMO	Management	For
1.3	ELECTION OF DIRECTOR: WILLIAM J. HENDERSON	Management	For
2.	ADVISORY (NON-BINDING) VOTE TO APPROVE THE COMPENSATION OF ACXIOM CORPORATION'S NAMED EXECUTIVE OFFICERS	Management	Abstain
3.	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT	Management	For

COLLECTIVE BRANDS, INC.

SECURITY	19421W100	MEETING TYPE	Special
TICKER SYMBOL	PSS	MEETING DATE	21-Aug-2012
ISIN	US19421W1009	AGENDA	933671530 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 1, 2012, AS IT	Management	For

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- MAY BE AMENDED FROM TIME TO TIME,  
 AMONG COLLECTIVE BRANDS, INC., WBG-  
 PSS HOLDINGS LLC, WBG-PSS MERGER SUB  
 INC. AND WOLVERINE WORLD WIDE, INC.
- |    |  |            |         |
|----|--|------------|---------|
| 2. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER. | Management | For     |
| 3. | TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR COLLECTIVE BRANDS, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER.              | Management | Abstain |

BENIHANA INC.

SECURITY	082047101	MEETING TYPE	Special
TICKER SYMBOL	BNHN	MEETING DATE	21-Aug-2012
ISIN	US0820471011	AGENDA	933673192 - Management

ITEM	PROPOSAL	TYPE	VOTE
-----			
1.	TO CONSIDER AND VOTE UPON A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 22, 2012 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG BENIHANA INC., A DELAWARE CORPORATION (THE "COMPANY"), SAFFLOWER HOLDINGS CORP., A DELAWARE CORPORATION ("PARENT"), AND SAFFLOWER ACQUISITION CORP., ("MERGER SUB").	Management	For
2.	TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE, ON AN ADVISORY AND NON-BINDING BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO OUR NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE PROPOSED MERGER.	Management	Abstain
3.	TO CONSIDER AND VOTE UPON THE PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT.	Management	For

PROGRESS ENERGY RESOURCES CORP.

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SECURITY 74326Y107 MEETING TYPE Special  
 TICKER SYMBOL PRQNF MEETING DATE 28-Aug-2012  
 ISIN CA74326Y1079 AGENDA 933672722 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	A SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE INFORMATION CIRCULAR AND PROXY STATEMENT OF PROGRESS DATED JULY 20, 2012 (THE "INFORMATION CIRCULAR"), APPROVING AN ARRANGEMENT UNDER SECTION 193 OF THE BUSINESS CORPORATIONS ACT (ALBERTA) INVOLVING PROGRESS, PETRONAS CARIGALI CANADA LTD., HOLDERS OF COMMON SHARES OF PROGRESS, HOLDERS OF 5.25% CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES OF PROGRESS HOLDERS OF 5.75% SERIES B CONVERTIBLE UNSECURED SUBORDINATED DEBENTURES AND CERTAIN OTHER SECURITYHOLDERS OF PROGRESS.	Management	For

ARIBA, INC.

SECURITY 04033V203 MEETING TYPE Special  
 TICKER SYMBOL ARBA MEETING DATE 29-Aug-2012  
 ISIN US04033V2034 AGENDA 933672380 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 22, 2012, BY AND AMONG SAP AMERICA, INC., A DELAWARE CORPORATION (SAP), ANGEL EXPANSION CORPORATION, A DELAWARE CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF SAP, AND ARIBA, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION TO BE PAID TO ARIBA'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER, INCLUDING THE AGREEMENTS AND UNDERSTANDINGS WITH ARIBA PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE, IF THE CHAIRMAN OF THE SPECIAL MEETING	Management	For

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DETERMINES THAT IT IS NECESSARY OR APPROPRIATE AND IS PERMITTED BY THE MERGER AGREEMENT, TO SOLICIT ADDITIONAL PROXIES IF THERE IS NOT A QUORUM PRESENT OR THERE ARE NOT SUFFICIENT VOTES IN FAVOR OF ADOPTION OF THE MERGER AGREEMENT AT THE TIME OF THE MEETING.

INTERLINE BRANDS, INC.

SECURITY 458743101 MEETING TYPE Special  
 TICKER SYMBOL IBI MEETING DATE 29-Aug-2012  
 ISIN US4587431010 AGENDA 933674170 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MAY 29, 2012, BY AND AMONG ISABELLE HOLDING COMPANY INC., ISABELLE ACQUISITION SUB INC. AND INTERLINE BRANDS, INC.	Management	For
2.	APPROVAL, ON AN ADVISORY (NON-BINDING) BASIS, OF THE GOLDEN PARACHUTE COMPENSATION TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE GOLDEN PARACHUTE COMPENSATION.	Management	Abstain
3.	ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES.	Management	For

HERITAGE OIL PLC, ST HELIER

SECURITY G4509M102 MEETING TYPE ExtraOrdinary General Meeting  
 TICKER SYMBOL MEETING DATE 30-Aug-2012  
 ISIN JE00B2Q4TN56 AGENDA 703995538 - Management

ITEM	PROPOSAL	TYPE	VOTE
1	Approval of the proposed acquisition	Management	For
2	Approval of the contingent deposit	Management	For
3	Authority to allot relevant securities	Management	For

SUN HEALTHCARE GROUP, INC

SECURITY 86677E100 MEETING TYPE Special  
 TICKER SYMBOL SUNH MEETING DATE 05-Sep-2012  
 ISIN US86677E1001 AGENDA 933672378 - Management

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ITEM	PROPOSAL	TYPE	VOTE
1.	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED JUNE 20, 2012, BY AND AMONG GENESIS HEALTHCARE LLC, JAM ACQUISITION LLC AND SUN HEALTHCARE GROUP, INC., AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Management	For
2.	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Management	For
3.	APPROVAL, ON AN ADVISORY (NON-BINDING) BASIS, OF THE "GOLDEN PARACHUTE" COMPENSATION ARRANGEMENTS THAT MAY BE PAID OR BECOME PAYABLE TO OUR NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Management	Abstain

XSTRATA PLC, LONDON

SECURITY	G9826T102	MEETING TYPE	Court Meeting
TICKER SYMBOL		MEETING DATE	07-Sep-2012
ISIN	GB0031411001	AGENDA	703964432 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	PLEASE NOTE THAT ABSTAIN IS NOT A VALID VOTE OPTION FOR THIS MEETING TYPE. PLEASE CHOOSE BETWEEN "FOR" AND "AGAINST" ONLY. SHOULD YOU CHOOSE TO VOTE ABSTAIN-FOR THIS MEETING THEN YOUR VOTE WILL BE DISREGARDED BY THE ISSUER OR ISSUERS-AGENT.	Non-Voting	
1	For the purpose of considering and, if thought fit, approving, with or without modification, the Scheme referred to in the notice convening the Court Meeting	Management	For

XSTRATA PLC, LONDON

SECURITY	G9826T102	MEETING TYPE	Ordinary General Meeting
TICKER SYMBOL		MEETING DATE	07-Sep-2012
ISIN	GB0031411001	AGENDA	704015468 - Management

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ITEM	PROPOSAL	TYPE	VOTE
1	That, subject to and conditional upon the passing of resolution 2 set out in the notice of the New Xstrata General Meeting, for the purposes of giving effect to the Scheme: (a) the directors of the Company be authorised to take all such actions as they may consider necessary or appropriate for carrying the Scheme into full effect; (b) the re-classification of the ordinary shares of the Company and the Reduction of Capital (including any reversals or contingencies associated therewith) be approved; (c) the capitalisation of the reserve arising from the Reduction of Capital in paying up the New Xstrata Shares to be allotted to Glencore International plc (or its nominee(s)) be approved; (d) the directors of the Company be authorised to allot the New Xstrata Shares to Glencore International plc (or its nominee(s)) as referred to in paragraph (c) above; and (e) the amendments to the articles of association of the Company be approved	Management	For
2	That, subject to and conditional upon the passing of resolution 1 set out in the notice of the New Xstrata General Meeting and the passing of the resolution set out in the notice of the Court Meeting: 2.1 the Amended Management Incentive Arrangements, as defined in the Supplementary Circular, be approved and the directors of the Company be authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to such arrangements; and 2.2 the New Xstrata 2012 Plan, as defined in the Supplementary Circular, be adopted and that the directors of the Company be authorised to do or procure to be done all such acts and things on behalf of the Company as they consider necessary or expedient for the purpose of giving effect to the New Xstrata 2012 Plan	Management	For

THE PEP BOYS - MANNY, MOE & JACK

SECURITY 713278109 MEETING TYPE Annual  
TICKER SYMBOL PBY MEETING DATE 12-Sep-2012  
ISIN US7132781094 AGENDA 933671376 - Management

ITEM	PROPOSAL	TYPE	VOTE
1A.	ELECTION OF DIRECTOR: JANE SCACCETTI	Management	For



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1B.	ELECTION OF DIRECTOR: JOHN T. SWEETWOOD	Management	For
1C.	ELECTION OF DIRECTOR: M. SHAN ATKINS	Management	For
1D.	ELECTION OF DIRECTOR: ROBERT H. HOTZ	Management	For
1E.	ELECTION OF DIRECTOR: JAMES A. MITAROTONDA	Management	For
1F.	ELECTION OF DIRECTOR: NICK WHITE	Management	For
1G.	ELECTION OF DIRECTOR: MICHAEL R. ODELL	Management	For
2.	AN ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Management	Abstain
3.	THE RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For
4.	A SHAREHOLDER PROPOSAL REGARDING REQUIRING OUR EXECUTIVE OFFICERS TO RETAIN PEP BOYS STOCK FOLLOWING THE TERMINATION OF THEIR EMPLOYMENT, IF PRESENTED BY ITS PROPONENT.	Shareholder	Against

EDELMAN FINANCIAL GROUP INC

SECURITY 27943Q105 MEETING TYPE Special  
TICKER SYMBOL EF MEETING DATE 13-Sep-2012  
ISIN US27943Q1058 AGENDA 933677695 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1.	APPROVAL OF THE AGREEMENT AND PLAN OF MERGER DATED AS OF APRIL 16, 2012, AS IT MAY BE AMENDED, BY AND AMONG SUMMER HOLDINGS II, INC., SUMMER MERGER SUB, INC., AND THE EDELMAN FINANCIAL GROUP INC.	Management	For
2.	APPROVAL, ON A NON-BINDING ADVISORY BASIS, OF THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE AGREEMENT AND PLAN OF MERGER.	Management	Abstain
3.	APPROVAL OF THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING TO ANOTHER TIME AND/OR PLACE FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE THE AGREEMENT AND PLAN OF MERGER, IF NECESSARY.	Management	For

CASEY'S GENERAL STORES, INC.

SECURITY 147528103 MEETING TYPE Annual  
TICKER SYMBOL CASY MEETING DATE 14-Sep-2012  
ISIN US1475281036 AGENDA 933675994 - Management

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ITEM	PROPOSAL	TYPE	VOTE
1.	DIRECTOR 1 KENNETH H. HAYNIE 2 WILLIAM C. KIMBALL 3 RICHARD A. WILKEY	Management	For For For
2.	TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 30, 2013.	Management	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Abstain

INTEGRAMED AMERICA, INC.

SECURITY 45810N302 MEETING TYPE Special  
TICKER SYMBOL INMD MEETING DATE 19-Sep-2012  
ISIN US45810N3026 AGENDA 933679764 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 10, 2012 (THE "MERGER AGREEMENT"), BY AND AMONG SCP-325 HOLDING CORP., SCP-325 MERGER SUB, INC. AND THE COMPANY.	Management	For
2.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE MERGER-RELATED EXECUTIVE COMPENSATION PAYABLE UNDER EXISTING AGREEMENTS WITH THE COMPANY THAT THE COMPANY'S NAMED EXECUTIVE OFFICERS WILL OR MAY RECEIVE IN CONNECTION WITH THE MERGER CONTEMPLATED BY THE MERGER AGREEMENT.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT AND APPROVE THE MERGER AGREEMENT OR TO CONSTITUTE A QUORUM.	Management	For

BRIGHTPOINT, INC.

SECURITY 109473405 MEETING TYPE Special  
TICKER SYMBOL CELL MEETING DATE 19-Sep-2012  
ISIN US1094734050 AGENDA 933680527 - Management

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ITEM	PROPOSAL	TYPE	VOTE
1.	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 29, 2012 (THE "MERGER AGREEMENT"), BY AND AMONG THE COMPANY, INGRAM MICRO, INC., A DELAWARE CORPORATION ("PARENT") AND MERGER SUB, INC., AND INDIANA CORPORATION AND WHOLLY-OWNED SUBSIDIARY OF PARENT ("MERGER SUB"), ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For
2.	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT.	Management	For

NEXEN INC.

SECURITY 65334H102 MEETING TYPE Special  
TICKER SYMBOL NXY MEETING DATE 20-Sep-2012  
ISIN CA65334H1029 AGENDA 933680921 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	A SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A TO THE ACCOMPANYING INFORMATION CIRCULAR AND PROXY STATEMENT OF THE COMPANY DATED AUGUST 16, 2012 (THE "INFORMATION CIRCULAR"), TO APPROVE A PLAN OF ARRANGEMENT UNDER SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT, ALL AS MORE PARTICULARLY DESCRIBED IN THE INFORMATION CIRCULAR.	Management	For

CREDO PETROLEUM CORPORATION

SECURITY 225439207 MEETING TYPE Special  
TICKER SYMBOL CRED MEETING DATE 25-Sep-2012  
ISIN US2254392077 AGENDA 933678875 - Management

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ITEM	PROPOSAL	TYPE	VOTE
1.	ADOPTION OF THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JUNE 3, 2012, BY AND AMONG FORESTAR GROUP INC., LONGHORN ACQUISITION INC. AND CREDO PETROLEUM CORPORATION, AS DESCRIBED IN THE PROXY STATEMENT (THE "MERGER AGREEMENT").	Management	For
2.	APPROVAL ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE, IF ANY, TO THE COMPANY'S NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER (AS DEFINED IN THE PROXY STATEMENT) OR CONTEMPLATED BY THE MERGER AGREEMENT.	Management	Abstain
3.	APPROVAL OF THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO ADOPT THE MERGER AGREEMENT.	Management	For

QUEST SOFTWARE, INC.

SECURITY 74834T103 MEETING TYPE Special  
TICKER SYMBOL QSFT MEETING DATE 25-Sep-2012  
ISIN US74834T1034 AGENDA 933682747 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT & PLAN OF MERGER (THE "MERGER AGREEMENT") AMONG THE COMPANY, DELL INC., A DELAWARE CORPORATION ("PARENT") & DIAMOND MERGER SUB INC. A DELAWARE CORPORATION & WHOLLY OWNED SUBSIDIARY OF PARENT ("MERGER SUB") PROVIDING FOR THE MERGER OF MERGER SUB WITH & INTO THE COMPANY ("MERGER"), WITH THE COMPANY SURVIVING THE MERGER AS A WHOLLY OWNED SUBSIDIARY OF PARENT.	Management	For
2.	TO CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE COMPLETION OF THE MERGER.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL	Management	For

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MEETING TO ADOPT THE MERGER  
AGREEMENT.

PAR PHARMACEUTICAL COMPANIES, INC.

SECURITY 69888P106 MEETING TYPE Special  
TICKER SYMBOL PRX MEETING DATE 27-Sep-2012  
ISIN US69888P1066 AGENDA 933683408 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 14, 2012 (THE "MERGER AGREEMENT"), BY AND AMONG PAR PHARMACEUTICAL COMPANIES, INC. (THE "COMPANY"), SKY GROWTH HOLDINGS CORPORATION, A DELAWARE CORPORATION ("PARENT") AND SKY GROWTH ACQUISITION CORPORATION, A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF PARENT ("MERGER SUB").	Management	For
2.	TO CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE COMPENSATION THAT MAY BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ESTABLISH A QUORUM OR ADOPT THE MERGER AGREEMENT.	Management	For

PURE ENERGY SERVICES LTD.

SECURITY 74623J100 MEETING TYPE Special  
TICKER SYMBOL PUEYF MEETING DATE 28-Sep-2012  
ISIN CA74623J1003 AGENDA 933686303 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX A OF THE ACCOMPANYING MANAGEMENT INFORMATION CIRCULAR OF THE CORPORATION, DATED AUGUST 31, 2012 (THE "INFORMATION CIRCULAR") TO APPROVE AN ARRANGEMENT UNDER	Management	For

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SECTION 193 OF THE BUSINESS  
CORPORATIONS ACT (ALBERTA), AS ALL  
MORE PROPERLY DESCRIBED THEREIN.

SUNOCO, INC.

SECURITY 86764P109 MEETING TYPE Special  
TICKER SYMBOL SUN MEETING DATE 04-Oct-2012  
ISIN US86764P1093 AGENDA 933684450 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO APPROVE AND ADOPT AGREEMENT & PLAN OF MERGER, DATED AS OF APRIL 29, 2012, AS AMENDED BY AMENDMENT NO. 1 THERETO, DATED AS OF JUNE 15, 2012, BY AND AMONG SUNOCO, INC. ("SUNOCO"), ENERGY TRANSFER PARTNERS, L.P. ("ETP"), ENERGY TRANSFER PARTNERS GP, L.P., SAM ACQUISITION CORPORATION, AND, FOR LIMITED PURPOSES SET FORTH THEREIN, ENERGY TRANSFER EQUITY, L.P.	Management	For
2.	TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, SPECIFIED COMPENSATION THAT MAY BE RECEIVED BY SUNOCO'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Management	Abstain
3.	TO APPROVE ANY ADJOURNMENTS OF THE SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT.	Management	For

AUTHENTEC, INC

SECURITY 052660107 MEETING TYPE Special  
TICKER SYMBOL AUTH MEETING DATE 04-Oct-2012  
ISIN US0526601077 AGENDA 933685894 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	AGREEMENT AND PLAN OF MERGER, BY & AMONG AUTHENTEC, INC., APPLE INC. & BRYCE ACQUISITION CORPORATION, A WHOLLY OWNED SUBSIDIARY OF APPLE INC., AS IT MAY BE AMENDED FROM TIME TO TIME, PURSUANT TO WHICH BRYCE ACQUISITION CORPORATION WILL MERGE INTO AUTHENTEC, INC. WITH AUTHENTEC, INC. SURVIVING THE MERGER AS A WHOLLY OWNED SUBSIDIARY OF APPLE INC.	Management	For
2.	TO APPROVE, ON A NON-BINDING ADVISORY	Management	Abstain

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BASIS, THE COMPENSATION THAT MAY BECOME PAYABLE TO AUTHENTEC, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.

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|----|--|------------|-----|
| 3. | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT. | Management | For |
|----|--|------------|-----|

COMVERSE TECHNOLOGY, INC.

SECURITY	205862402	MEETING TYPE	Special
TICKER SYMBOL	CMVT	MEETING DATE	10-Oct-2012
ISIN	US2058624022	AGENDA	933686757 - Management

ITEM	PROPOSAL	TYPE	VOTE
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1.	TO AUTHORIZE THE DISTRIBUTION TO COMVERSE TECHNOLOGY, INC. SHAREHOLDERS OF 100% OF THE OUTSTANDING SHARES OF COMVERSE, INC. COMMON STOCK.	Management	For
2.	TO APPROVE THE COMVERSE, INC. 2012 STOCK INCENTIVE COMPENSATION PLAN.	Management	For
3.	TO APPROVE THE COMVERSE, INC. 2012 ANNUAL PERFORMANCE BONUS PLAN.	Management	For
4.	TO APPROVE A CONTINGENT AMENDMENT TO COMVERSE TECHNOLOGY, INC.'S CERTIFICATE OF INCORPORATION TO EFFECT A REVERSE STOCK SPLIT OF ISSUED AND OUTSTANDING COMVERSE TECHNOLOGY, INC. COMMON STOCK.	Management	For
5.	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING OF SHAREHOLDERS OF COMVERSE TECHNOLOGY, INC., IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO AUTHORIZE OR APPROVE THE FOREGOING PROPOSALS.	Management	For

ASIA SATELLITE TELECOMMUNICATIONS HOLDINGS LTD

SECURITY	G0534R108	MEETING TYPE	Special General Meeting
TICKER SYMBOL		MEETING DATE	18-Oct-2012
ISIN	BMG0534R1088	AGENDA	704067328 - Management

ITEM	PROPOSAL	TYPE	VOTE
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CMMT	PLEASE NOTE THAT THE COMPANY NOTICE AND PROXY FORM IS AVAILABLE BY CLICKING-ON THE URL LINK:- <a href="http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0926/LTN20120926238.pdf">http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0926/LTN20120926238.pdf</a> -AND- <a href="http://www.hkexnews.hk/listedco/listconews/sehk/2012/0926/LTN20120926226.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2012/0926/LTN20120926226.pdf</a>	Non-Voting	
CMMT	PLEASE NOTE THAT SHAREHOLDERS ARE ALLOWED TO VOTE 'IN FAVOR' OR 'AGAINST'-ONLY FOR RESOLUTION "1". THANK YOU.	Non-Voting	
1	To approve, confirm and ratify the Renewed Transponder Master Agreement and the Proposed Transactions (both as defined in the circular of the Company dated 27 September 2012 (the "Circular") (including the Proposed Caps (as defined in the Circular)), and to authorise the directors of the Company to execute such documents and to do such acts as may be considered by such directors in their discretion to be necessary or incidental in connection with the Renewed Transponder Master Agreement	Management	For

AMERIGROUP CORPORATION

SECURITY	03073T102	MEETING TYPE	Special
TICKER SYMBOL	AGP	MEETING DATE	23-Oct-2012
ISIN	US03073T1025	AGENDA	933684842 - Management

ITEM	PROPOSAL	TYPE	VOTE
-----			
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 9, 2012, BY AND AMONG WELLPOINT, INC., THE COMPANY AND WELLPOINT MERGER SUB, INC., AN INDIRECT WHOLLY-OWNED SUBSIDIARY OF WELLPOINT (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT").	Management	For
2.	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE IN THE VIEW OF THE BOARD OF DIRECTORS, TO SOLICIT ADDITIONAL PROXIES IN FAVOR OF THE PROPOSAL TO ADOPT THE MERGER AGREEMENT IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT.	Management	For
3.	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT WILL OR MAY BECOME PAYABLE BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS THAT IS BASED ON OR OTHERWISE RELATES TO THE MERGER.	Management	Abstain



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GARDA WORLD SECURITY CORPORATION

SECURITY 36485M109 MEETING TYPE Special  
 TICKER SYMBOL GWDAF MEETING DATE 24-Oct-2012  
 ISIN CA36485M1095 AGENDA 933694134 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	APPROVAL OF THE ARRANGEMENT.	Management	For

THE HILLSHIRE BRANDS COMPANY

SECURITY 432589109 MEETING TYPE Annual  
 TICKER SYMBOL HSH MEETING DATE 25-Oct-2012  
 ISIN US4325891095 AGENDA 933686694 - Management

ITEM	PROPOSAL	TYPE	VOTE
1A.	ELECTION OF DIRECTOR: TODD A. BECKER	Management	For
1B.	ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY	Management	For
1C.	ELECTION OF DIRECTOR: ELLEN L. BROTHERS	Management	For
1D.	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Management	For
1E.	ELECTION OF DIRECTOR: SEAN M. CONNOLLY	Management	For
1F.	ELECTION OF DIRECTOR: LAURETTE T. KOELLNER	Management	For
1G.	ELECTION OF DIRECTOR: CRAIG P. OMTVEDT	Management	For
1H.	ELECTION OF DIRECTOR: SIR IAN PROSSER	Management	For
1I.	ELECTION OF DIRECTOR: JONATHAN P. WARD	Management	For
1J.	ELECTION OF DIRECTOR: JAMES D. WHITE	Management	For
2.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL 2013.	Management	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Management	Abstain
4.	VOTE ON APPROVAL OF THE 2012 LONG-TERM INCENTIVE STOCK PLAN.	Management	Against

U.S. HOME SYSTEMS, INC.

SECURITY 90335C100 MEETING TYPE Special  
 TICKER SYMBOL USHS MEETING DATE 26-Oct-2012  
 ISIN US90335C1009 AGENDA 933690655 - Management

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ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 6, 2012, BY AND AMONG THD AT-HOME SERVICES, INC., A DELAWARE CORPORATION, UMPIRE ACQUISITION CORP., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF THD AT-HOME SERVICES, INC., AND U.S. HOME SYSTEMS, INC., AS IT MAY BE AMENDED FROM TIME TO TIME.	Management	For
2.	TO APPROVE ON A NON-BINDING, ADVISORY BASIS, THE "GOLDEN PARACHUTE" COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO U.S. HOME SYSTEMS, INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE CONSUMMATION OF THE MERGER.	Management	Abstain
3.	TO APPROVE ANY MOTION TO ADJOURN THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF SUCH ADJOURNMENT TO ADOPT THE MERGER AGREEMENT.	Management	For

COOPER INDUSTRIES PLC

SECURITY G24140111 MEETING TYPE Special  
TICKER SYMBOL MEETING DATE 26-Oct-2012  
ISIN IE00B40K9117 AGENDA 933692736 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	APPROVAL OF THE SCHEME OF ARRANGEMENT.	Management	For
2.	CANCELLATION OF COOPER SHARES PURSUANT TO THE SCHEME OF ARRANGEMENT.	Management	For
3.	DIRECTORS' AUTHORITY TO ALLOT SECURITIES AND APPLICATION OF RESERVES.	Management	For
4.	AMENDMENT TO ARTICLES OF ASSOCIATION.	Management	For
5.	CREATION OF DISTRIBUTABLE RESERVES OF NEW EATON.	Management	For
6.	APPROVAL ON AN ADVISORY BASIS OF SPECIFIED COMPENSATORY ARRANGEMENTS BETWEEN COOPER AND ITS NAMED EXECUTIVES.	Management	Abstain
7.	ADJOURNMENT OF THE EXTRAORDINARY GENERAL MEETING.	Management	For

COOPER INDUSTRIES PLC

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SECURITY G24140108 MEETING TYPE Special  
 TICKER SYMBOL CBE MEETING DATE 26-Oct-2012  
 ISIN IE00B40K9117 AGENDA 933692748 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO APPROVE THE SCHEME OF ARRANGEMENT.	Management	For

PEET'S COFFEE & TEA, INC.

SECURITY 705560100 MEETING TYPE Special  
 TICKER SYMBOL PEET MEETING DATE 26-Oct-2012  
 ISIN US7055601006 AGENDA 933696633 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	ADOPT AND APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 21, 2012, AMONG JAB HOLDINGS BV, PANTHER MERGER CO. AND PEET'S COFFEE & TEA, INC. (THE "MERGER AGREEMENT").	Management	For
2.	APPROVE, ON AN ADVISORY BASIS, THE MERGER-RELATED COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Management	Abstain
3.	APPROVE A PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES TO VOTE IN THE FAVOR OF THE ADOPTION AND APPROVAL OF THE MERGER AGREEMENT.	Management	For

CHINA KANGHUI HOLDINGS

SECURITY 16890V100 MEETING TYPE Special  
 TICKER SYMBOL KH MEETING DATE 31-Oct-2012  
 ISIN US16890V1008 AGENDA 933698625 - Management

ITEM	PROPOSAL	TYPE	VOTE
S1.	TO APPROVE, BY SPECIAL RESOLUTION, THE MERGER AND ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF SEPTEMBER 27, 2012 BY AND AMONG THE COMPANY, MEDTRONIC, INC., AND KERRY MERGER CORP., AS IT MAY BE AMENDED FROM TIME TO TIME, AND ANY AND ALL	Management	For

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TRANSACTIONS CONTEMPLATED THEREBY  
(INCLUDING, BUT NOT LIMITED TO, THE  
PLAN OF MERGER REFERRED TO IN  
SECTION 233(3) OF THE COMPANIES LAW OF  
THE CAYMAN ISLANDS (2011 REVISION),  
AND THE AMENDMENT AND RESTATEMENT  
OF THE COMPANY'S MEMORANDUM AND  
ARTICLES OF ASSOCIATION).

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| 2. | TO CONSIDER SUCH OTHER BUSINESS AS<br>MAY PROPERLY COME BEFORE THE<br>MEETING, INCLUDING ANY PROPOSAL TO<br>ADJOURN THE MEETING, IF NECESSARY OR<br>APPROPRIATE, TO SOLICIT ADDITIONAL<br>PROXIES IN FAVOR OF THE APPROVAL OF<br>THE MERGER AND THE APPROVAL AND<br>ADOPTION OF THE MERGER AGREEMENT IN<br>THE EVENT THAT THERE ARE INSUFFICIENT<br>PROXIES RECEIVED TO PASS THE SPECIAL<br>RESOLUTIONS DURING THE MEETING. | Management | For |
| 3. | MARK BOX AT RIGHT IF YOU WISH TO GIVE<br>A DISCRETIONARY PROXY TO A PERSON<br>DESIGNATED BY THE COMPANY. (MARK<br>"FOR" = YES AND "AGAINST" = NO)   | Management | For |

BRITISH SKY BROADCASTING GROUP PLC, ISLEWORTH MIDD

SECURITY	G15632105	MEETING TYPE	Annual General Meeting
TICKER SYMBOL		MEETING DATE	01-Nov-2012
ISIN	GB0001411924	AGENDA	704068584 - Management

ITEM	PROPOSAL	TYPE	VOTE
-----			
1	To receive the financial statements for the year ended 30 June 2012, together with the reports of the Directors and Auditors thereon	Management	For
2	To declare a final dividend for the year ended 30 June 2012 of 16.20 pence for each ordinary share in the capital of the Company	Management	For
3	To reappoint Tracy Clarke as a Director	Management	For
4	To reappoint Jeremy Darroch as a Director	Management	For
5	To reappoint David F. DeVoe as a Director	Management	For
6	To reappoint Nicholas Ferguson as a Director	Management	For
7	To reappoint Martin Gilbert as a Director	Management	For
8	To reappoint Andrew Griffith as a Director	Management	For
9	To reappoint Andrew Higginson as a Director	Management	For
10	To reappoint Thomas Mockridge as a Director	Management	For
11	To reappoint James Murdoch as a Director	Management	For
12	To reappoint Matthieu Pigasse as a Director	Management	For
13	To reappoint Daniel Rimer as a Director	Management	For
14	To reappoint Arthur Siskind as a Director	Management	For
15	To reappoint Lord Wilson of Dinton as a Director	Management	For
16	To reappoint Deloitte LLP as Auditors of the Company and to authorise the Directors to agree their remuneration	Management	For
17	To approve the report on Directors' remuneration for the year ended 30 June 2012	Management	For
18	That, in accordance with sections 366 and 367 of	Management	For

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the Companies Act 2006, the Company and all companies that are subsidiaries of the Company at the time at which this Resolution is passed or at any time during the period for which this Resolution has effect are generally and unconditionally authorised to: (a) make political donations to political parties or independent election candidates, not exceeding GBP 100,000 in total; (b) make political donations to political organisations other than political parties, not exceeding GBP 100,000 in total; and (c) incur political expenditure, not exceeding GBP 100,000 in total, (as such terms are defined in the Companies Act 2006) during the period beginning with the date of the passing of this Resolution and ending on 31 December 2013 or, if sooner, the conclusion of the annual general meeting of the Company to be held in 2013, provided that the authorised sum referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sum, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the day on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same

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| 19 | That the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company (Rights) up to a maximum nominal amount of GBP 273,000,000 (being approximately 33% of the issued ordinary share capital of the Company), provided that this authority shall expire at the conclusion of the annual general meeting of the Company to be held in 2013, save that the Company shall be entitled to make offers or agreements before the expiry of this authority which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights pursuant to any such offers or agreements as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked | Management | For |
| 20 | That, (a) subject to the passing of Resolution 19 set out above, the Directors be empowered pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities, within the meaning of section 560 of that Act, for cash pursuant to the authority conferred by Resolution 18, as if section 561 (1) of that Act did not apply to any such allotment, provided that this power shall be limited to: (i) the allotment of  | Management | For |

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equity securities in connection with a rights issue; and (ii) the allotment to any person or persons (otherwise than in connection with a rights issue) of equity securities up to an aggregate nominal amount of GBP 41,000,000 (being approximately 5% of the issued ordinary share capital of the Company); (b) the power given by this resolution shall expire upon the expiry of the authority conferred by Resolution 18 set out above, save that the Directors shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offers or agreements as if the power conferred hereby had not expired; and (c) for the purposes of this Resolution, "rights issue" means a rights issue, open offer or other offer of equity securities open for acceptance for a period fixed by the Directors to holders of equity securities on the register on a fixed record date where the equity securities respectively attributable to the interests of such holders are proportionate (as nearly as may be practicable) to their respective holdings of such equity securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements or legal or practical problems under the laws of, or the requirements, of any recognised body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter)

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|----|---|------------|-----|
| 21 | That until the conclusion of the annual general meeting of the Company in 2013, a general meeting of the Company, other than an annual general meeting of the Company, may be called on not less than 14 clear days' notice   | Management | For |
| 22 | That, subject to and conditional on the passing of Resolutions 23 and 24 set out below, the Company be and is hereby generally and unconditionally authorised for the purpose of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its ordinary shares of GBP 0.50 each on such terms and in such manner as the Directors may from time to time determine provided that: (a) the maximum number of ordinary shares authorised to be purchased is 248,313,994 (representing approximately 14.99% of the Company's issued share capital as at 17 September 2012); (b) the minimum price (excluding expenses) which may be paid for each ordinary share is GBP 0.50; (c) the maximum price (excluding expenses) which may be paid for each ordinary share is the higher of: (i) 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such | Management | For |

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share is contracted to be purchased; and (ii) the amount stipulated by Article 5(1) of the EU Buyback and Stabilisation Regulation (being the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out); (d) the authority hereby conferred shall, unless previously varied, revoked or renewed, expire on the date on which the annual general meeting of the Company is held in 2013 or, if earlier, when the Company has repurchased such number of ordinary shares as shall result in the aggregate total payment by the Company to shareholders of GBP 500,000,000 pursuant to market purchases made under this authority and off-market purchases made pursuant to the authority granted by Resolution 23; and (e) the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority

23 That, subject to and conditional upon the passing of Resolution 22 set out above and Resolution 24 set out below, the terms of the agreement between the Company, BSKyB Holdco Inc., News Corporation and News UK Nominees Limited dated 25 July 2012 (a copy of which has been produced to the meeting and made available at the Company's registered office for not less than 15 days ending with the date of this meeting) pursuant to which the Company may make off-market purchases (as defined by section 693(2) of the Companies Act 2006) of its ordinary shares of GBP 0.50 each from BSKyB Holdco Inc. (as beneficial owner) and News UK Nominees Limited (as legal owner), be and are hereby approved and authorised for the purposes of section 694 of the Companies Act 2006 and that: (a) the Company be and is hereby authorised to make such off-market purchases from News UK Nominees Limited, provided that this authority shall expire on the date on which the annual general meeting of the Company is held in 2013 or, if earlier, when the Company has repurchased such number of ordinary shares as shall result in the aggregate total payment by the Company to shareholders of GBP 500,000,000 pursuant to off-market purchases made pursuant to this authority and market purchases made under the authority granted by Resolution 22; and (b) the Company may, before expiry of the authority granted by this resolution enter into a contract to purchase ordinary shares which will be executed wholly or partly after the expiry of such authority

24 That subject to and conditional upon the passing of Resolutions 22 and 23 set out above, the agreement between the Company, BSKyB Holdco Inc., News Corporation and News UK Nominees Limited dated 25 July 2012 (a copy of which has been produced to the meeting) pursuant to which the Company may make off-

Management For

Management For

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market purchases (as defined by section 693(2) of the Companies Act 2006) of its ordinary shares of GBP 0.50 each from B SkyB Holdco Inc. (as beneficial owner) and News UK Nominees Limited (as legal owner), be and is hereby approved and that the Directors be and are hereby authorised to take all such steps as may be necessary or desirable in relation thereto and to carry the same into effect

JAKKS PACIFIC, INC.

SECURITY 47012E106 MEETING TYPE Annual  
 TICKER SYMBOL JAKK MEETING DATE 02-Nov-2012  
 ISIN US47012E1064 AGENDA 933694514 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	DIRECTOR	Management	
	1 STEPHEN G. BERMAN		For
	2 DAN ALMAGOR		For
	3 MARVIN W. ELLIN		For
	4 ROBERT E. GLICK		For
	5 MICHAEL G. MILLER		For
	6 MURRAY L. SKALA		For
	7 PETER F. REILLY		For
	8 LEIGH ANNE BRODSKY		For
2.	APPROVAL OF APPOINTMENT OF THE FIRM OF BDO USA, LLP AS THE COMPANY'S AUDITORS.	Management	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Management	Abstain

WUXI PHARMATECH (CAYMAN) INC.

SECURITY 929352102 MEETING TYPE Annual  
 TICKER SYMBOL WX MEETING DATE 06-Nov-2012  
 ISIN US9293521020 AGENDA 933696936 - Management

ITEM	PROPOSAL	TYPE	VOTE
01	XUESONG (JEFF) LENG BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM.	Management	For
02	ZHAOHUI ZHANG BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM.	Management	For
03	NING ZHAO BE AND HEREBY IS RE-ELECTED AS A DIRECTOR FOR A THREE-YEAR TERM.	Management	For

MEDIWARE INFORMATION SYSTEMS, INC.



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SECURITY 584946107 MEETING TYPE Special  
 TICKER SYMBOL MEDW MEETING DATE 08-Nov-2012  
 ISIN US5849461075 AGENDA 933697902 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT AND APPROVE THE MERGER AGREEMENT AND APPROVE THE MERGER.	Management	For
2.	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION AND RELATED AGREEMENTS AND ARRANGEMENTS OF THE NAMED EXECUTIVE OFFICERS OF MEDIWARE THAT ARE BASED UPON OR OTHERWISE RELATE TO THE MERGER.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OR POSTPONEMENT OF THE SPECIAL MEETING IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES PROPERLY CAST AT THE TIME OF THE MEETING TO ADOPT AND APPROVE THE MERGER AGREEMENT AND APPROVE THE MERGER.	Management	For

PHYSICIANS FORMULA HOLDINGS, INC.

SECURITY 719427106 MEETING TYPE Special  
 TICKER SYMBOL FACE MEETING DATE 08-Nov-2012  
 ISIN US7194271067 AGENDA 933698649 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 26, 2012, BY AND AMONG PHYSICIANS FORMULA HOLDINGS, INC., A DELAWARE CORPORATION, MARKWINS INTERNATIONAL CORPORATION, A CALIFORNIA CORPORATION, AND MARKWINS MERGER SUB, INC., A DELAWARE CORPORATION.	Management	For
2.	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, CERTAIN COMPENSATION THAT MAY BECOME PAYABLE TO THE NAMED EXECUTIVE OFFICERS OF PHYSICIANS FORMULA HOLDINGS, INC. IN CONNECTION WITH THE MERGER UNDER CERTAIN CIRCUMSTANCES.	Management	Abstain
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES TO ADOPT THE	Management	For

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MERGER AGREEMENT DESCRIBED ABOVE  
AT THE TIME OF THE SPECIAL MEETING.

NRG ENERGY, INC.

SECURITY 629377508 MEETING TYPE Special  
TICKER SYMBOL NRG MEETING DATE 09-Nov-2012  
ISIN US6293775085 AGENDA 933696974 - Management

ITEM	PROPOSAL	TYPE	VOTE
1.	TO APPROVE THE ISSUANCE OF NRG ENERGY, INC. COMMON STOCK, PAR VALUE \$0.01 PER SHARE, PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 20, 2012, BY AND AMONG NRG ENERGY, INC., PLUS MERGER CORPORATION AND GENON ENERGY, INC.	Management	For
2.	TO APPROVE AN AMENDMENT TO NRG ENERGY, INC.'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO FIX THE MAXIMUM NUMBER OF DIRECTORS THAT MAY SERVE ON NRG'S BOARD OF DIRECTORS AT 16 DIRECTORS.	Management	For
3.	TO APPROVE ANY MOTION TO ADJOURN THE NRG ENERGY, INC. SPECIAL MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES.	Management	For

ORIGIN ENERGY LTD

SECURITY Q71610101 MEETING TYPE Annual General Meeting  
TICKER SYMBOL MEETING DATE 12-Nov-2012  
ISIN AU0000000ORG5 AGENDA 704064067 - Management

ITEM	PROPOSAL	TYPE	VOTE
CMMT	VOTING EXCLUSIONS APPLY TO THIS MEETING FOR PROPOSALS 6, 7, 8 AND 9 AND VOTES-CAST BY ANY INDIVIDUAL OR RELATED PARTY WHO BENEFIT FROM THE PASSING OF THE-PROPOSAL/S WILL BE DISREGARDED BY THE COMPANY. HENCE, IF YOU HAVE OBTAINED-BENEFIT OR EXPECT TO OBTAIN FUTURE BENEFIT YOU SHOULD NOT VOTE (OR VOTE-"ABSTAIN") ON THE RELEVANT PR	Non-Voting	