

FLAHERTY & CRUMRINE TOTAL RETURN FUND INC

Form N-PX

August 24, 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 811-21380

Flaherty & Crumrine Total Return Fund Incorporated

(Exact name of registrant as specified in charter)

301 E. Colorado Boulevard, Suite 720

Pasadena, CA 91101

(Address of principal executive offices) (Zip code)

R. Eric Chadwick

Flaherty & Crumrine Incorporated

301 E. Colorado Boulevard, Suite 720

Pasadena, CA 91101

(Name and address of agent for service)

Registrant's telephone number, including area code: 626-795-7300

Date of fiscal year end: November 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.

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## PROXY VOTING RECORD

FOR PERIOD JULY 1, 2016 TO JUNE 30, 2017

REGISTRANT NAME: Flaherty & Crumrine Total Return Fund Incorporated  
 INVESTMENT COMPANY ACT FILE NUMBER: 811 - 21380  
 REPORTING PERIOD: 07/01/2016 - 06/30/2017  
 REGISTRANT ADDRESS: 301 E. Colorado Boulevard, Suite 720, Pasadena, California 91101

Issuer of Portfolio Security	Exchange Ticker Symbol	CUSIP #	Shareholder Meeting Date	Summary of Matter Voted On	Who Proposed Matter: Issuer / Shareholder	Whether Fund C Vote on Matter
CIT Group Inc	CIT	125581801	5/9/2017	Approve annual vote on executive compensation	Issuer	Yes
CIT Group Inc	CIT	125581801	5/9/2017	Approve auditor	Issuer	Yes
CIT Group Inc	CIT	125581801	5/9/2017	Approve compensation of executive officers	Issuer	Yes
CIT Group Inc	CIT	125581801	5/9/2017	Approve directors	Issuer	Yes
ENDURANCE SPECIALTY HOLDINGS	ENH	29267H406	1/27/2017	Approve adjournment of special meeting to solicit additional proxies if needed	Issuer	Yes
ENDURANCE SPECIALTY HOLDINGS	ENH	29267H406	1/27/2017	Approve merger with SOMPO Holdings, Inc.	Issuer	Yes
FT REAL ESTATE SECS CO	FHN	302663208	5/9/2017	Approve directors	Issuer	No

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