

FOXBY CORP.
Form N-PX
August 10, 2017

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-09261

Foxby Corp.
(Exact name of registrant as specified in charter)

11 Hanover Square, 12th Floor, New York, NY 10005
(Address of principal executive offices) (Zip code)

John F. Ramirez, Esq.
Foxby Corp.
11 Hanover Square, 12th Floor
New York, NY 10005

Registrant's telephone number, including area code: 1-212-785-0900

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2016 - 06/30/2017

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.

Item 1. Proxy Voting Record

Foxby Corp.

| AFFILIATED MANAGERS GROUP, INC. | | | | |
|---------------------------------|--|-------------|---------------------------|-----------|
| Meeting Date: JUN 13, 2017 | | | | |
| Record Date: APR 17, 2017 | | | | |
| Meeting Type: ANNUAL | | | | |
| Ticker: AMG | | | | |
| Security ID: 008252108 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director Samuel T. Byrne | Management | For | For |
| 1b | Elect Director Dwight D. Churchill | Management | For | For |
| 1c | Elect Director Glenn Earle | Management | For | For |
| 1d | Elect Director Niall Ferguson | Management | For | For |
| 1e | Elect Director Sean M. Healey | Management | For | For |
| 1f | Elect Director Tracy P. Palandjian | Management | For | For |
| 1g | Elect Director Patrick T. Ryan | Management | For | For |
| 1h | Elect Director Jide J. Zeitlin | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Provide Directors May Be Removed With or Without Cause | Management | For | For |
| 5 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| ALPHABET INC. | | | | |
| Meeting Date: JUN 07, 2017 | | | | |
| Record Date: APR 19, 2017 | | | | |
| Meeting Type: ANNUAL | | | | |
| Ticker: GOOGL | | | | |
| Security ID: 02079K305 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Larry Page | Management | For | For |
| 1.2 | Elect Director Sergey Brin | Management | For | For |
| 1.3 | Elect Director Eric E. Schmidt | Management | For | For |
| 1.4 | Elect Director L. John Doerr | Management | For | Withhold |

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| | | | | |
|------|--|-------------|-------------|----------|
| 1.5 | Elect Director Roger W. Ferguson, Jr. | Management | For | For |
| 1.6 | Elect Director Diane B. Greene | Management | For | For |
| 1.7 | Elect Director John L. Hennessy | Management | For | For |
| 1.8 | Elect Director Ann Mather | Management | For | Withhold |
| 1.9 | Elect Director Alan R. Mulally | Management | For | For |
| 1.10 | Elect Director Paul S. Otellini | Management | For | Withhold |
| 1.11 | Elect Director K. Ram Shriram | Management | For | Withhold |
| 1.12 | Elect Director Shirley M. Tilghman | Management | For | For |
| 2 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 3 | Amend Omnibus Stock Plan | Management | For | Against |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against |
| 5 | Advisory Vote on Say on Pay Frequency | Management | Three Years | One Year |
| 6 | Approve Recapitalization Plan for all Stock to Have One-vote per Share | Shareholder | Against | For |
| 7 | Report on Lobbying Payments and Policy | Shareholder | Against | For |
| 8 | Report on Political Contributions | Shareholder | Against | For |
| 9 | Report on Gender Pay Gap | Shareholder | Against | For |
| 10 | Report on Charitable Contributions | Shareholder | Against | Against |
| 11 | Adopt Holy Land Principles | Shareholder | Against | Against |
| 12 | Report on Fake News | Shareholder | Against | Against |

AMERICAN EXPRESS COMPANY

Meeting Date: MAY 01, 2017

Record Date: MAR 03, 2017

Meeting Type: ANNUAL

Ticker: AXP

Security ID: 025816109

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|------------------------------------|-------------|---------------------------|-----------|
| 1a | Elect Director Charlene Barshefsky | Management | For | For |
| 1b | Elect Director John J. Brennan | Management | For | For |
| 1c | Elect Director Ursula M. Burns | Management | For | For |
| 1d | Elect Director Kenneth I. Chenault | Management | For | For |
| 1e | Elect Director Peter Chernin | Management | For | For |
| 1f | Elect Director Ralph de la Vega | Management | For | For |
| 1g | Elect Director Anne L. Lauvergeon | Management | For | For |
| 1h | Elect Director Michael O. Leavitt | Management | For | For |

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| | | | | |
|----|--|-------------|----------|----------|
| 1i | Elect Director Theodore J. Leonsis | Management | For | For |
| 1j | Elect Director Richard C. Levin | Management | For | For |
| 1k | Elect Director Samuel J. Palmisano | Management | For | For |
| 1l | Elect Director Daniel L. Vasella | Management | For | For |
| 1m | Elect Director Robert D. Walter | Management | For | For |
| 1n | Elect Director Ronald A. Williams | Management | For | For |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Provide Right to Act by Written Consent | Shareholder | Against | For |
| 6 | Report on Gender Pay Gap | Shareholder | Against | Against |

APPLE INC.

Meeting Date: FEB 28, 2017

Record Date: DEC 30, 2016

Meeting Type: ANNUAL

Ticker: AAPL

Security ID: 037833100

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1.1 | Elect Director James Bell | Management | For | For |
| 1.2 | Elect Director Tim Cook | Management | For | For |
| 1.3 | Elect Director Al Gore | Management | For | For |
| 1.4 | Elect Director Bob Iger | Management | For | For |
| 1.5 | Elect Director Andrea Jung | Management | For | For |
| 1.6 | Elect Director Art Levinson | Management | For | For |
| 1.7 | Elect Director Ron Sugar | Management | For | For |
| 1.8 | Elect Director Sue Wagner | Management | For | For |
| 2 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Disclose Charitable Contributions | Shareholder | Against | Against |
| 6 | Adopt Policy to Increase Diversity of Senior Management and Board of Directors | Shareholder | Against | Against |
| 7 | Proxy Access Amendments | Shareholder | Against | For |
| 8 | | Shareholder | Against | Against |

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| | | | | |
|---|---|-------------|---------|-----|
| | Engage Outside Independent Experts for Compensation Reforms | | | |
| 9 | Adopt Share Retention Policy For Senior Executives | Shareholder | Against | For |

AUTONATION, INC.
 Meeting Date: APR 19, 2017
 Record Date: FEB 21, 2017
 Meeting Type: ANNUAL

Ticker: AN
 Security ID: 05329W102

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|--|-------------|---------------------------|-----------|
| 1.1 | Elect Director Mike Jackson | Management | For | For |
| 1.2 | Elect Director Rick L. Burdick | Management | For | For |
| 1.3 | Elect Director Tomago Collins | Management | For | For |
| 1.4 | Elect Director David B. Edelson | Management | For | For |
| 1.5 | Elect Director Karen C. Francis | Management | For | For |
| 1.6 | Elect Director Robert R. Grusky | Management | For | For |
| 1.7 | Elect Director Kaveh Khosrowshahi | Management | For | For |
| 1.8 | Elect Director Michael Larson | Management | For | For |
| 1.9 | Elect Director G. Mike Mikan | Management | For | For |
| 1.10 | Elect Director Alison H. Rosenthal | Management | For | For |
| 2 | Ratify KPMG LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | Three Years | One Year |
| 5 | Approve Omnibus Stock Plan | Management | For | For |

AVNET, INC.
 Meeting Date: NOV 10, 2016
 Record Date: SEP 13, 2016
 Meeting Type: ANNUAL

Ticker: AVT
 Security ID: 053807103

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------------------------------|-------------|---------------------------|-----------|
| 1a | Elect Director Rodney C. Adkins | Management | For | For |
| 1b | Elect Director William J. Amelio | Management | For | For |

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| | | | | |
|----|--|------------|-----|-----|
| 1c | Elect Director J. Veronica Biggins | Management | For | For |
| 1d | Elect Director Michael A. Bradley | Management | For | For |
| 1e | Elect Director R. Kerry Clark | Management | For | For |
| 1f | Elect Director James A. Lawrence | Management | For | For |
| 1g | Elect Director Avid Modjtabai | Management | For | For |
| 1h | Elect Director Ray M. Robinson | Management | For | For |
| 1i | Elect Director William H. Schumann, III | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Approve Omnibus Stock Plan | Management | For | For |
| 4 | Ratify KPMG LLP as Auditors | Management | For | For |

BED BATH & BEYOND INC.

Meeting Date: JUL 01, 2016

Record Date: MAY 06, 2016

Meeting Type: ANNUAL

Ticker: BBBY

Security ID: 075896100

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1a | Elect Director Warren Eisenberg | Management | For | For |
| 1b | Elect Director Leonard Feinstein | Management | For | For |
| 1c | Elect Director Steven H. Temares | Management | For | For |
| 1d | Elect Director Dean S. Adler | Management | For | Against |
| 1e | Elect Director Stanley F. Barshay | Management | For | Against |
| 1f | Elect Director Geraldine T. Elliott | Management | For | For |
| 1g | Elect Director Klaus Eppler | Management | For | For |
| 1h | Elect Director Patrick R. Gaston | Management | For | For |
| 1i | Elect Director Jordan Heller | Management | For | For |
| 1j | Elect Director Victoria A. Morrison | Management | For | Against |
| 2 | Ratify KPMG LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against |
| 4 | Proxy Access | Shareholder | Against | For |
| 5 | Adopt Share Retention Policy For Senior Executives | Shareholder | Against | For |
| 6 | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Shareholder | Against | For |

| BED BATH & BEYOND INC. | | | | |
|----------------------------|--|-------------|---------------------------|-----------|
| Meeting Date: JUN 29, 2017 | | | | |
| Record Date: MAY 05, 2017 | | | | |
| Meeting Type: ANNUAL | | | | |
| Ticker: BBBY | | | | |
| Security ID: 075896100 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director Warren Eisenberg | Management | For | For |
| 1b | Elect Director Leonard Feinstein | Management | For | For |
| 1c | Elect Director Steven H. Temares | Management | For | For |
| 1d | Elect Director Dean S. Adler | Management | For | Against |
| 1e | Elect Director Stanley F. Barshay | Management | For | Against |
| 1f | Elect Director Klaus Eppler | Management | For | For |
| 1g | Elect Director Patrick R. Gaston | Management | For | For |
| 1h | Elect Director Jordan Heller | Management | For | For |
| 1i | Elect Director Victoria A. Morrison | Management | For | Against |
| 1j | Elect Director Virginia P. Ruesterholz | Management | For | For |
| 2 | Ratify KPMG LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Amend Omnibus Stock Plan | Management | For | For |
| BERKSHIRE HATHAWAY INC. | | | | |
| Meeting Date: MAY 06, 2017 | | | | |
| Record Date: MAR 08, 2017 | | | | |
| Meeting Type: ANNUAL | | | | |
| Ticker: BRK.B | | | | |
| Security ID: 084670702 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Warren E. Buffett | Management | For | For |
| 1.2 | Elect Director Charles T. Munger | Management | For | For |
| 1.3 | Elect Director Howard G. Buffett | Management | For | For |
| 1.4 | Elect Director Stephen B. Burke | Management | For | For |
| 1.5 | Elect Director Susan L. Decker | Management | For | For |
| 1.6 | Elect Director William H. Gates, III | Management | For | For |
| 1.7 | Elect Director David S. Gottesman | Management | For | For |

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|------|--|-------------|-------------|----------|
| 1.8 | Elect Director Charlotte Guyman | Management | For | For |
| 1.9 | Elect Director Thomas S. Murphy | Management | For | For |
| 1.10 | Elect Director Ronald L. Olson | Management | For | For |
| 1.11 | Elect Director Walter Scott, Jr. | Management | For | For |
| 1.12 | Elect Director Meryl B. Witmer | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | Three Years | One Year |
| 4 | Report on Political Contributions | Shareholder | Against | For |
| 5 | Assess and Report on Exposure to Climate Change Risks | Shareholder | Against | For |
| 6 | Require Divestment from Fossil Fuels | Shareholder | Against | Against |

BIOGEN INC.

Meeting Date: JUN 07, 2017

Record Date: APR 10, 2017

Meeting Type: ANNUAL

Ticker: BIIB

Security ID: 09062X103

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1a | Elect Director Alexander J. Denner | Management | For | For |
| 1b | Elect Director Caroline D. Dorsa | Management | For | For |
| 1c | Elect Director Nancy L. Leaming | Management | For | For |
| 1d | Elect Director Richard C. Mulligan | Management | For | For |
| 1e | Elect Director Robert W. Pangia | Management | For | For |
| 1f | Elect Director Stelios Papadopoulos | Management | For | For |
| 1g | Elect Director Brian S. Posner | Management | For | For |
| 1h | Elect Director Eric K. Rowinsky | Management | For | For |
| 1i | Elect Director Lynn Schenk | Management | For | For |
| 1j | Elect Director Stephen A. Sherwin | Management | For | For |
| 1k | Elect Director Michel Vounatsos | Management | For | For |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Approve Omnibus Stock Plan | Management | For | For |

| CAPELLA EDUCATION COMPANY | | | | |
|----------------------------|--|-------------|---------------------------|-----------|
| Meeting Date: MAY 02, 2017 | | | | |
| Record Date: MAR 06, 2017 | | | | |
| Meeting Type: ANNUAL | | | | |
| Ticker: CPLA | | | | |
| Security ID: 139594105 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Rita D. Brogley | Management | For | For |
| 1.2 | Elect Director H. James Dallas | Management | For | For |
| 1.3 | Elect Director Matthew W. Ferguson | Management | For | For |
| 1.4 | Elect Director J. Kevin Gilligan | Management | For | For |
| 1.5 | Elect Director Michael A. Linton | Management | For | For |
| 1.6 | Elect Director Michael L. Lomax | Management | For | For |
| 1.7 | Elect Director Jody G. Miller | Management | For | For |
| 1.8 | Elect Director David W. Smith | Management | For | For |
| 1.9 | Elect Director Jeffrey W. Taylor | Management | For | For |
| 1.10 | Elect Director Darrell R. Tukua | Management | For | For |
| 2 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Adopt Majority Voting for Uncontested Election of Directors | Management | For | For |
| CISCO SYSTEMS, INC. | | | | |
| Meeting Date: DEC 12, 2016 | | | | |
| Record Date: OCT 14, 2016 | | | | |
| Meeting Type: ANNUAL | | | | |
| Ticker: CSCO | | | | |
| Security ID: 17275R102 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director Carol A. Bartz | Management | For | For |
| 1b | Elect Director M. Michele Burns | Management | For | For |
| 1c | Elect Director Michael D. Capellas | Management | For | For |
| 1d | Elect Director John T. Chambers | Management | For | For |
| 1e | Elect Director Amy L. Chang | Management | For | For |
| 1f | Elect Director John L. Hennessy | Management | For | For |

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|----|--|-------------|---------|---------|
| 1g | Elect Director Kristina M. Johnson | Management | For | For |
| 1h | Elect Director Roderick C. McGeary | Management | For | For |
| 1i | Elect Director Charles H. Robbins | Management | For | For |
| 1j | Elect Director Arun Sarin | Management | For | For |
| 1k | Elect Director Steven M. West | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 4 | Report on Lobbying Payments and Policy | Shareholder | Against | For |
| 5 | Report on Arab and non-Arab Employees using EEO-1 Categories | Shareholder | Against | Against |
| 6 | Establish Board Committee on Operations in Israeli Settlements | Shareholder | Against | Against |

DIAMOND HILL INVESTMENT GROUP, INC.

Meeting Date: APR 26, 2017

Record Date: MAR 03, 2017

Meeting Type: ANNUAL

Ticker: DHIL

Security ID: 25264R207

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|--|-------------|---------------------------|-----------|
| 1.1 | Elect Director R. H. Dillon | Management | For | For |
| 1.2 | Elect Director Randolph J. Fortener | Management | For | For |
| 1.3 | Elect Director James F. Laird | Management | For | For |
| 1.4 | Elect Director Paul A. Reeder, III | Management | For | For |
| 1.5 | Elect Director Bradley C. Shoup | Management | For | For |
| 1.6 | Elect Director Frances A. Skinner | Management | For | For |
| 2 | Ratify KPMG LLP as Auditors | Management | For | For |
| 3 | Adopt Majority Voting for Uncontested Election of Directors | Management | For | For |
| 4 | Eliminate Cumulative Voting | Management | For | Against |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 6 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |

DICK'S SPORTING GOODS, INC.

Meeting Date: JUN 07, 2017

Record Date: APR 12, 2017

Meeting Type: ANNUAL

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| Ticker: DKS Security ID: 253393102 | | | | |
|---------------------------------------|--|--------------------|----------------------------------|------------------|
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director Edward W. Stack | Management | For | For |
| 1b | Elect Director Jacquelyn A. Fouse | Management | For | For |
| 1c | Elect Director Lawrence J. Schorr | Management | For | For |
| 2 | Ratify Deloitte & Touche LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Amend Omnibus Stock Plan | Management | For | Against |

DST SYSTEMS, INC.
 Meeting Date: MAY 09, 2017
 Record Date: MAR 17, 2017
 Meeting Type: ANNUAL

Ticker: DST
 Security ID: 233326107

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1.1 | Elect Director Joseph C. Antonellis | Management | For | For |
| 1.2 | Elect Director Jerome H. Bailey | Management | For | For |
| 1.3 | Elect Director Lynn Dorsey Bleil | Management | For | For |
| 1.4 | Elect Director Gary D. Forsee | Management | For | For |
| 1.5 | Elect Director Stephen C. Hooley | Management | For | For |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |

EMERSON ELECTRIC CO.
 Meeting Date: FEB 07, 2017
 Record Date: NOV 29, 2016
 Meeting Type: ANNUAL

Ticker: EMR
 Security ID: 291011104

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|-----------------|--------------------|----------------------------------|------------------|
|--------------------|-----------------|--------------------|----------------------------------|------------------|

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|-----|--|-------------|----------|----------|
| 1.1 | Elect Director D.N. Farr | Management | For | For |
| 1.2 | Elect Director W.R. Johnson | Management | For | For |
| 1.3 | Elect Director M.S. Levatic | Management | For | For |
| 1.4 | Elect Director J.W. Prueher | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Ratify KPMG LLP as Auditors | Management | For | For |
| 5 | Require Independent Board Chairman | Shareholder | Against | For |
| 6 | Report on Political Contributions | Shareholder | Against | For |
| 7 | Report on Lobbying Payments and Policy | Shareholder | Against | For |
| 8 | Adopt Quantitative Company-wide GHG Goals | Shareholder | Against | For |

EXPRESS SCRIPTS HOLDING COMPANY

Meeting Date: MAY 11, 2017

Record Date: MAR 13, 2017

Meeting Type: ANNUAL

Ticker: ESRX

Security ID: 30219G108

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1a | Elect Director Maura C. Breen | Management | For | For |
| 1b | Elect Director William J. DeLaney | Management | For | For |
| 1c | Elect Director Elder Granger | Management | For | For |
| 1d | Elect Director Nicholas J. LaHowchic | Management | For | For |
| 1e | Elect Director Thomas P. Mac Mahon | Management | For | For |
| 1f | Elect Director Frank Mergenthaler | Management | For | For |
| 1g | Elect Director Woodrow A. Myers, Jr. | Management | For | For |
| 1h | Elect Director Roderick A. Palmore | Management | For | For |
| 1i | Elect Director George Paz | Management | For | For |
| 1j | Elect Director William L. Roper | Management | For | For |
| 1k | Elect Director Seymour Sternberg | Management | For | For |
| 1l | Elect Director Timothy Wentworth | Management | For | For |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Require Independent Board Chairman | Shareholder | Against | For |

| 6 | Report on Gender Pay Gap | Shareholder | Against | Against |
|---|--|-------------|---------------------------|-----------|
| FRANKLIN RESOURCES, INC. Meeting Date: FEB 15, 2017 Record Date: DEC 19, 2016 Meeting Type: ANNUAL | | | | |
| Ticker: BEN Security ID: 354613101 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director Peter K. Barker | Management | For | For |
| 1b | Elect Director Mariann Byerwalter | Management | For | For |
| 1c | Elect Director Charles E. Johnson | Management | For | For |
| 1d | Elect Director Gregory E. Johnson | Management | For | For |
| 1e | Elect Director Rupert H. Johnson, Jr. | Management | For | For |
| 1f | Elect Director Mark C. Pigott | Management | For | For |
| 1g | Elect Director Chutta Ratnathicam | Management | For | For |
| 1h | Elect Director Laura Stein | Management | For | For |
| 1i | Elect Director Seth H. Waugh | Management | For | For |
| 1j | Elect Director Geoffrey Y. Yang | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | Three Years | One Year |
| 4 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 5 | Report on Climate Change Position and Proxy Voting | Shareholder | Against | Against |
| 6 | Report on Executive Pay and Proxy Voting | Shareholder | Against | Against |
| GAMCO INVESTORS, INC. Meeting Date: MAY 03, 2017 Record Date: MAR 24, 2017 Meeting Type: ANNUAL | | | | |
| Ticker: GBL Security ID: 361438104 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Edwin L. Artzt | Management | For | For |
| 1.2 | Elect Director Raymond C. Avansino, Jr. | Management | For | For |
| 1.3 | Elect Director Leslie B. Daniels | Management | For | For |
| 1.4 | Elect Director Mario J. Gabelli | Management | For | Withhold |

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|-----|--|------------|-------------|----------|
| 1.5 | Elect Director Eugene R. McGrath | Management | For | For |
| 1.6 | Elect Director Robert S. Prather, Jr. | Management | For | For |
| 1.7 | Elect Director Elisa M. Wilson | Management | For | Withhold |
| 2 | Ratify Deloitte & Touche LLP as Auditors | Management | For | For |
| 3 | Approve the Issuance of Shares to Mario J. Gabelli | Management | For | Against |
| 4 | Amend Omnibus Stock Plan | Management | For | Against |
| 5 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against |
| 6 | Advisory Vote on Say on Pay Frequency | Management | Three Years | One Year |
| 7 | Reclassification of Class B Stock | Management | For | For |

GAP INC.

Meeting Date: MAY 17, 2017

Record Date: MAR 20, 2017

Meeting Type: ANNUAL

Ticker: GPS

Security ID: 364760108

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1a | Elect Director Robert J. Fisher | Management | For | Against |
| 1b | Elect Director William S. Fisher | Management | For | For |
| 1c | Elect Director Tracy Gardner | Management | For | For |
| 1d | Elect Director Brian Goldner | Management | For | For |
| 1e | Elect Director Isabella D. Goren | Management | For | For |
| 1f | Elect Director Bob L. Martin | Management | For | For |
| 1g | Elect Director Jorge P. Montoya | Management | For | For |
| 1h | Elect Director Arthur Peck | Management | For | For |
| 1i | Elect Director Mayo A. Shattuck, III | Management | For | For |
| 1j | Elect Director Katherine Tsang | Management | For | For |
| 2 | Ratify Deloitte & Touche LLP as Auditors | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 5 | Amend Qualified Employee Stock Purchase Plan | Management | For | For |
| 6 | Adopt Guidelines for Country Selection | Shareholder | Against | Against |

GENERAL MOTORS COMPANY

Meeting Date: JUN 06, 2017

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| Record Date: APR 07, 2017 Meeting Type: PROXY CONTEST | | | | |
|--|--|-------------|---------------------------|--------------|
| Ticker: GM Security ID: 37045V100 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| Management Proxy (White Proxy Card) | | | | |
| 1.1 | Elect Director Joseph J. Ashton | Management | For | For |
| 1.2 | Elect Director Mary T. Barra | Management | For | For |
| 1.3 | Elect Director Linda R. Gooden | Management | For | For |
| 1.4 | Elect Director Joseph Jimenez | Management | For | For |
| 1.5 | Elect Director Jane L. Mendillo | Management | For | For |
| 1.6 | Elect Director Michael G. Mullen | Management | For | For |
| 1.7 | Elect Director James J. Mulva | Management | For | For |
| 1.8 | Elect Director Patricia F. Russo | Management | For | For |
| 1.9 | Elect Director Thomas M. Schoewe | Management | For | For |
| 1.10 | Elect Director Theodore M. Solso | Management | For | For |
| 1.11 | Elect Director Carol M. Stephenson | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Approve Executive Incentive Bonus Plan | Management | For | For |
| 4 | Approve Omnibus Stock Plan | Management | For | For |
| 5 | Ratify Deloitte & Touche LLP as Auditors | Management | For | For |
| 6 | Require Independent Board Chairman | Shareholder | Against | For |
| 7 | Creation of Dual-Class Common Stock | Shareholder | Against | Against |
| Proposal No | Proposal | Proposed By | Dissident Recommendation | Vote Cast |
| Dissident Proxy (Green Proxy Card) | | | | |
| 1.1 | Elect Directors Leo Hindery, Jr. | Shareholder | For | Did Not Vote |
| 1.2 | Elect Director Vinit Sethi | Shareholder | For | Did Not Vote |
| 1.3 | Elect Director William N. Thorndike, Jr. | Shareholder | For | Did Not Vote |
| 1.4 | Management Nominee Joseph J. Ashton | Shareholder | For | Did Not Vote |
| 1.5 | Management Nominee Mary T. Barra | Shareholder | For | Did Not Vote |
| 1.6 | Management Nominee Linda R. Gooden | Shareholder | For | |

| | | | | |
|------|--|-------------|---------|--------------|
| | | | | Did Not Vote |
| 1.7 | Management Nominee Joseph Jimenez | Shareholder | For | Did Not Vote |
| 1.8 | Management Nominee James J. Mulva | Shareholder | For | Did Not Vote |
| 1.9 | Management Nominee Patricia F. Russo | Shareholder | For | Did Not Vote |
| 1.10 | Management Nominee Thomas M. Schoewe | Shareholder | For | Did Not Vote |
| 1.11 | Management Nominee Theodore M. Solso | Shareholder | For | Did Not Vote |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Did Not Vote |
| 3 | Approve Executive Incentive Bonus Plan | Management | For | Did Not Vote |
| 4 | Approve Omnibus Stock Plan | Management | For | Did Not Vote |
| 5 | Ratify Deloitte & Touche LLP as Auditors | Management | For | Did Not Vote |
| 6 | Require Independent Board Chairman | Shareholder | Against | Did Not Vote |
| 7 | Creation of Dual-Class Common Stock | Shareholder | For | Did Not Vote |

GENTHERM INCORPORATED

Meeting Date: MAY 19, 2017

Record Date: APR 03, 2017

Meeting Type: ANNUAL

Ticker: THRM

Security ID: 37253A103

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|---------------------------------------|--------------------|----------------------------------|------------------|
| 1.1 | Elect Director Lewis Booth | Management | For | For |
| 1.2 | Elect Director Francois J. Castaing | Management | For | For |
| 1.3 | Elect Director Daniel R. Coker | Management | For | For |
| 1.4 | Elect Director Sophie Desormiere | Management | For | For |
| 1.5 | Elect Director Maurice E.P. Gunderson | Management | For | For |
| 1.6 | Elect Director Yvonne Hao | Management | For | For |
| 1.7 | Elect Director Ronald Hundzinski | Management | For | For |
| 1.8 | Elect Director Byron T. Shaw, II | Management | For | For |

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| | | | | |
|---|--|------------|----------|----------|
| 2 | Ratify Grant Thornton as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Amend Omnibus Stock Plan | Management | For | For |

GILEAD SCIENCES, INC.
 Meeting Date: MAY 10, 2017
 Record Date: MAR 16, 2017
 Meeting Type: ANNUAL

Ticker: GILD
 Security ID: 375558103

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|--|-------------|---------------------------|-----------|
| 1a | Elect Director John F. Cogan | Management | For | For |
| 1b | Elect Director Kelly A. Kramer | Management | For | For |
| 1c | Elect Director Kevin E. Lofton | Management | For | For |
| 1d | Elect Director John C. Martin | Management | For | For |
| 1e | Elect Director John F. Milligan | Management | For | For |
| 1f | Elect Director Nicholas G. Moore | Management | For | For |
| 1g | Elect Director Richard J. Whitley | Management | For | For |
| 1h | Elect Director Gayle E. Wilson | Management | For | For |
| 1i | Elect Director Per Wold-Olsen | Management | For | For |
| 2 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 3 | Amend Omnibus Stock Plan | Management | For | For |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 5 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 6 | Provide Right to Act by Written Consent | Shareholder | Against | For |
| 7 | Require Independent Board Chairman | Shareholder | Against | For |

GLOBALSCAPE, INC.
 Meeting Date: MAY 10, 2017
 Record Date: MAR 20, 2017
 Meeting Type: ANNUAL

Ticker: GSB
 Security ID: 37940G109

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------|-------------|---------------------------|-----------|
|-------------|----------|-------------|---------------------------|-----------|

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| 1.1 | Elect Director David L. Mann | Management | For | For |
|---|--|-------------|---------------------------|-----------|
| 1.2 | Elect Director Matthew C. Goulet | Management | For | Withhold |
| 2 | Ratify BDO USA LLP as Auditors | Management | For | For |
| 3 | Approve Omnibus Stock Plan | Management | For | Against |
| <p>HENNESSY ADVISORS, INC. Meeting Date: JAN 26, 2017 Record Date: DEC 02, 2016 Meeting Type: ANNUAL</p> | | | | |
| <p>Ticker: HNNA Security ID: 425885100</p> | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Neil J. Hennessy | Management | For | For |
| 1.2 | Elect Director Teresa M. Nilsen | Management | For | For |
| 1.3 | Elect Director Daniel B. Steadman | Management | For | For |
| 1.4 | Elect Director Henry Hansel | Management | For | For |
| 1.5 | Elect Director Brian A. Hennessy | Management | For | For |
| 1.6 | Elect Director Daniel G. Libarle | Management | For | For |
| 1.7 | Elect Director Rodger Offenbach | Management | For | For |
| 1.8 | Elect Director Susan W. Pomilia | Management | For | For |
| 1.9 | Elect Director Thomas L. Seavey | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Ratify Marcum LLP as Auditors | Management | For | For |
| <p>HIBBETT SPORTS, INC. Meeting Date: MAY 17, 2017 Record Date: MAR 27, 2017 Meeting Type: ANNUAL</p> | | | | |
| <p>Ticker: HIBB Security ID: 428567101</p> | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Anthony F. Crudele | Management | For | For |
| 1.2 | Elect Director Ralph T. Parks | Management | For | For |
| 2 | Ratify KPMG LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | |

| | | | | One Year |
|--|--|--------------------|----------------------------------|------------------|
| <p>ICONIX BRAND GROUP, INC. Meeting Date: NOV 04, 2016 Record Date: SEP 09, 2016 Meeting Type: ANNUAL</p> | | | | |
| <p>Ticker: ICON Security ID: 451055107</p> | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director F. Peter Cuneo | Management | For | For |
| 1.2 | Elect Director John Haugh | Management | For | For |
| 1.3 | Elect Director Drew Cohen | Management | For | For |
| 1.4 | Elect Director Sue Gove | Management | For | For |
| 1.5 | Elect Director Mark Friedman | Management | For | For |
| 1.6 | Elect Director James Marcum | Management | For | For |
| 1.7 | Elect Director Sanjay Khosla | Management | For | For |
| 1.8 | Elect Director Kristen O'Hara | Management | For | For |
| 1.9 | Elect Director Kenneth Slutsky | Management | For | For |
| 2 | Ratify BDO USA, LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Approve Omnibus Stock Plan | Management | For | For |
| <p>INVESCO LTD. Meeting Date: MAY 11, 2017 Record Date: MAR 13, 2017 Meeting Type: ANNUAL</p> | | | | |
| <p>Ticker: IVZ Security ID: G491BT108</p> | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Sarah E. Beshar | Management | For | For |
| 1.2 | Elect Director Joseph R. Canion | Management | For | For |
| 1.3 | Elect Director Martin L. Flanagan | Management | For | For |
| 1.4 | Elect Director C. Robert Henrikson | Management | For | For |
| 1.5 | Elect Director Ben F. Johnson, III | Management | For | For |
| 1.6 | Elect Director Denis Kessler | Management | For | For |
| 1.7 | Elect Director Nigel Sheinwald | Management | For | For |

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| | | | | |
|-----|--|------------|----------|----------|
| 1.8 | Elect Director G. Richard Wagoner, Jr. | Management | For | For |
| 1.9 | Elect Director Phoebe A. Wood | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Provide Proxy Access Right | Management | For | For |
| 5 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |

KIMBALL ELECTRONICS, INC.

Meeting Date: OCT 20, 2016

Record Date: AUG 17, 2016

Meeting Type: ANNUAL

Ticker: KE

Security ID: 49428J109

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1.1 | Elect Director Christine M. Vujovich | Management | For | Withhold |
| 1.2 | Elect Director Thomas J. Tischhauser | Management | For | Withhold |
| 2 | Ratify Deloitte & Touche LLP as Auditors | Management | For | For |

LABORATORY CORPORATION OF AMERICA HOLDINGS

Meeting Date: MAY 11, 2017

Record Date: MAR 14, 2017

Meeting Type: ANNUAL

Ticker: LH

Security ID: 50540R409

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1a | Elect Director Kerri B. Anderson | Management | For | For |
| 1b | Elect Director Jean-Luc Belingard | Management | For | For |
| 1c | Elect Director D. Gary Gilliland | Management | For | For |
| 1d | Elect Director David P. King | Management | For | For |
| 1e | Elect Director Garheng Kong | Management | For | For |
| 1f | Elect Director Robert E. Mittelstaedt, Jr. | Management | For | For |
| 1g | Elect Director Peter M. Neupert | Management | For | For |
| 1h | Elect Director Richelle P. Parham | Management | For | For |
| 1i | Elect Director Adam H. Schechter | Management | For | For |
| 1j | Elect Director R. Sanders Williams | Management | For | For |

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| | | | | |
|---|--|-------------|----------|----------|
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 5 | Report on Zika Virus Controls for Primates and Employees | Shareholder | Against | Against |

MARCUS & MILLICHAP, INC.

Meeting Date: MAY 04, 2017

Record Date: MAR 09, 2017

Meeting Type: ANNUAL

Ticker: MMI

Security ID: 566324109

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|--------------------------------------|-------------|---------------------------|-----------|
| 1.1 | Elect Director Hessam Nadji | Management | For | For |
| 1.2 | Elect Director Norma J. Lawrence | Management | For | For |
| 2 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 3 | Amend Omnibus Stock Plan | Management | For | Against |

MCKESSON CORPORATION

Meeting Date: JUL 27, 2016

Record Date: MAY 31, 2016

Meeting Type: ANNUAL

Ticker: MCK

Security ID: 58155Q103

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|--|-------------|---------------------------|-----------|
| 1a | Elect Director Andy D. Bryant | Management | For | For |
| 1b | Elect Director Wayne A. Budd | Management | For | For |
| 1c | Elect Director N. Anthony Coles | Management | For | For |
| 1d | Elect Director John H. Hammergren | Management | For | For |
| 1e | Elect Director M. Christine Jacobs | Management | For | For |
| 1f | Elect Director Donald R. Knauss | Management | For | For |
| 1g | Elect Director Marie L. Knowles | Management | For | For |
| 1h | Elect Director Edward A. Mueller | Management | For | For |
| 1i | Elect Director Susan R. Salka | Management | For | For |
| 2 | Ratify Deloitte & Touche LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Pro-rata Vesting of Equity Awards | Shareholder | Against | For |

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| 5 | Report on Political Contributions | Shareholder | Against | For |
|--|--|-------------|---------------------------|-----------|
| MICHAEL KORS HOLDINGS LIMITED Meeting Date: AUG 04, 2016 Record Date: JUN 01, 2016 Meeting Type: ANNUAL | | | | |
| Ticker: KORS Security ID: G60754101 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director Michael Kors | Management | For | For |
| 1b | Elect Director Judy Gibbons | Management | For | For |
| 1c | Elect Director Jane Thompson | Management | For | For |
| 2 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| MSC INDUSTRIAL DIRECT CO., INC. Meeting Date: JAN 26, 2017 Record Date: DEC 07, 2016 Meeting Type: ANNUAL | | | | |
| Ticker: MSM Security ID: 553530106 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Mitchell Jacobson | Management | For | For |
| 1.2 | Elect Director Erik Gershwind | Management | For | For |
| 1.3 | Elect Director Jonathan Byrnes | Management | For | For |
| 1.4 | Elect Director Roger Fradin | Management | For | For |
| 1.5 | Elect Director Louise Goeser | Management | For | For |
| 1.6 | Elect Director Michael Kaufmann | Management | For | For |
| 1.7 | Elect Director Denis Kelly | Management | For | For |
| 1.8 | Elect Director Steven Paladino | Management | For | For |
| 1.9 | Elect Director Philip Peller | Management | For | For |
| 2 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| OMNICOM GROUP INC. Meeting Date: MAY 25, 2017 | | | | |

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| Record Date: APR 05, 2017 Meeting Type: ANNUAL | | | | |
|---|--|-------------|---------------------------|-----------|
| Ticker: OMC Security ID: 681919106 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director John D. Wren | Management | For | For |
| 1.2 | Elect Director Bruce Crawford | Management | For | For |
| 1.3 | Elect Director Alan R. Batkin | Management | For | For |
| 1.4 | Elect Director Mary C. Choksi | Management | For | For |
| 1.5 | Elect Director Robert Charles Clark | Management | For | For |
| 1.6 | Elect Director Leonard S. Coleman, Jr. | Management | For | For |
| 1.7 | Elect Director Susan S. Denison | Management | For | For |
| 1.8 | Elect Director Deborah J. Kissire | Management | For | For |
| 1.9 | Elect Director John R. Murphy | Management | For | For |
| 1.10 | Elect Director John R. Purcell | Management | For | For |
| 1.11 | Elect Director Linda Johnson Rice | Management | For | For |
| 1.12 | Elect Director Valerie M. Williams | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Ratify KPMG LLP as Auditors | Management | For | For |
| PACCAR INC Meeting Date: APR 25, 2017 Record Date: FEB 28, 2017 Meeting Type: ANNUAL | | | | |
| Ticker: PCAR Security ID: 693718108 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Beth E. Ford | Management | For | For |
| 1.2 | Elect Director Kirk S. Hachigian | Management | For | For |
| 1.3 | Elect Director Roderick C. McGeary | Management | For | For |
| 1.4 | Elect Director Mark A. Schulz | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | Three Years | One Year |

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| 4 | Eliminate Supermajority Vote Requirement | Shareholder | Against | For |
|---|--|-------------|---------------------------|-----------|
| 5 | Adopt Proxy Access Right | Shareholder | Against | For |
| PHILIP MORRIS INTERNATIONAL INC. Meeting Date: MAY 03, 2017 Record Date: MAR 10, 2017 Meeting Type: ANNUAL | | | | |
| Ticker: PM Security ID: 718172109 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Harold Brown | Management | For | For |
| 1.2 | Elect Director Andre Calantzopoulos | Management | For | For |
| 1.3 | Elect Director Louis C. Camilleri | Management | For | For |
| 1.4 | Elect Director Massimo Ferragamo | Management | For | For |
| 1.5 | Elect Director Werner Geissler | Management | For | For |
| 1.6 | Elect Director Jennifer Li | Management | For | For |
| 1.7 | Elect Director Jun Makihara | Management | For | For |
| 1.8 | Elect Director Sergio Marchionne | Management | For | Against |
| 1.9 | Elect Director Kalpana Morparia | Management | For | For |
| 1.10 | Elect Director Lucio A. Noto | Management | For | For |
| 1.11 | Elect Director Frederik Paulsen | Management | For | For |
| 1.12 | Elect Director Robert B. Polet | Management | For | For |
| 1.13 | Elect Director Stephen M. Wolf | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Approve Restricted Stock Plan | Management | For | For |
| 5 | Approve Non-Employee Director Restricted Stock Plan | Management | For | For |
| 6 | Ratify PricewaterhouseCoopers SA as Auditors | Management | For | For |
| 7 | Establish a Board Committee on Human Rights | Shareholder | Against | Against |
| 8 | Participate in OECD Mediation for Human Rights Violations | Shareholder | Against | Against |
| PILGRIM'S PRIDE CORPORATION Meeting Date: APR 28, 2017 Record Date: MAR 09, 2017 Meeting Type: ANNUAL | | | | |

| Ticker: PPC Security ID: 72147K108 | | | | |
|--|--|--------------------|----------------------------------|------------------|
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Gilberto Tomazoni | Management | For | Withhold |
| 1.2 | Elect Director Joesley Mendonca Batista | Management | For | Withhold |
| 1.3 | Elect Director Wesley Mendonca Batista | Management | For | Withhold |
| 1.4 | Elect Director William W. Lovette | Management | For | Withhold |
| 1.5 | Elect Director Andre Nogueira de Souza | Management | For | Withhold |
| 1.6 | Elect Director Wallim Cruz De Vasconcellos Junior | Management | For | For |
| 2.1 | Elect Director David E. Bell | Management | For | For |
| 2.2 | Elect Director Michael L. Cooper | Management | For | For |
| 2.3 | Elect Director Charles Macaluso | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Ratify KPMG LLP as Auditors | Management | For | For |
| 6 | Implement a Water Quality Stewardship Policy | Shareholder | None | For |
| 7 | Report on Steps Taken to Increase Board Diversity | Shareholder | None | For |
| 8 | Require Independent Board Chairman | Shareholder | None | For |
| POLARIS INDUSTRIES INC. Meeting Date: APR 27, 2017 Record Date: FEB 28, 2017 Meeting Type: ANNUAL | | | | |
| Ticker: PII Security ID: 731068102 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Gary E. Hendrickson | Management | For | For |
| 1.2 | Elect Director Gwenne A. Henricks | Management | For | For |
| 2 | Adopt Majority Voting for Uncontested Election of Directors | Management | For | For |
| 3 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 5 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |

| ROBERT HALF INTERNATIONAL INC. | | | | |
|--------------------------------|--|-------------|---------------------------|-----------|
| Meeting Date: MAY 24, 2017 | | | | |
| Record Date: MAR 31, 2017 | | | | |
| Meeting Type: ANNUAL | | | | |
| Ticker: RHI | | | | |
| Security ID: 770323103 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director Harold M. Messmer, Jr. | Management | For | For |
| 1.2 | Elect Director Marc H. Morial | Management | For | For |
| 1.3 | Elect Director Barbara J. Novogradac | Management | For | For |
| 1.4 | Elect Director Robert J. Pace | Management | For | For |
| 1.5 | Elect Director Frederick A. Richman | Management | For | For |
| 1.6 | Elect Director M. Keith Waddell | Management | For | For |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| SSGA FUNDS | | | | |
| Meeting Date: AUG 22, 2016 | | | | |
| Record Date: JUN 23, 2016 | | | | |
| Meeting Type: SPECIAL | | | | |
| Ticker: SSGXX-US | | | | |
| Security ID: 784924748 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1 | Approve Reorganization of Funds between SSGA Funds and State Street Institutional Investment Trust | Management | For | For |
| STURM, RUGER & COMPANY, INC. | | | | |
| Meeting Date: MAY 09, 2017 | | | | |
| Record Date: MAR 15, 2017 | | | | |
| Meeting Type: ANNUAL | | | | |
| Ticker: RGR | | | | |
| Security ID: 864159108 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1.1 | Elect Director John A. Cosentino, Jr. | Management | For | For |
| 1.2 | Elect Director Michael O. Fifer | Management | For | For |

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|-----|--|------------|----------|----------|
| 1.3 | Elect Director Sandra S. Froman | Management | For | For |
| 1.4 | Elect Director C. Michael Jacobi | Management | For | For |
| 1.5 | Elect Director Christopher J. Killoy | Management | For | For |
| 1.6 | Elect Director Terrence G. O'Connor | Management | For | For |
| 1.7 | Elect Director Amir P. Rosenthal | Management | For | For |
| 1.8 | Elect Director Ronald C. Whitaker | Management | For | For |
| 1.9 | Elect Director Phillip C. Widman | Management | For | For |
| 2 | Ratify RSM US LLP as Auditors | Management | For | For |
| 3 | Approve Omnibus Stock Plan | Management | For | For |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 5 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |

T. ROWE PRICE GROUP, INC.

Meeting Date: APR 26, 2017

Record Date: FEB 24, 2017

Meeting Type: ANNUAL

Ticker: TROW

Security ID: 74144T108

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1a | Elect Director Mark S. Bartlett | Management | For | For |
| 1b | Elect Director Edward C. Bernard | Management | For | For |
| 1c | Elect Director Mary K. Bush | Management | For | For |
| 1d | Elect Director H. Lawrence Culp, Jr. | Management | For | For |
| 1e | Elect Director Freeman A. Hrabowski, III | Management | For | For |
| 1f | Elect Director Robert F. MacLellan | Management | For | For |
| 1g | Elect Director Brian C. Rogers | Management | For | For |
| 1h | Elect Director Olympia J. Snowe | Management | For | For |
| 1i | Elect Director William J. Stromberg | Management | For | For |
| 1j | Elect Director Dwight S. Taylor | Management | For | For |
| 1k | Elect Director Anne Marie Whittemore | Management | For | For |
| 1l | Elect Director Sandra S. Wijnberg | Management | For | For |
| 1m | Elect Director Alan D. Wilson | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |

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| | | | | |
|----|---|-------------|---------|---------|
| 4 | Amend Omnibus Stock Plan | Management | For | For |
| 5 | Approve Non-Employee Director Omnibus Stock Plan | Management | For | For |
| 6 | Amend Nonqualified Employee Stock Purchase Plan | Management | For | For |
| 7 | Ratify KPMG LLP as Auditors | Management | For | For |
| 8 | Report on and Assess Proxy Voting Policies in Relation to Climate Change Position | Shareholder | Against | Against |
| 9 | Report on and Assess Proxy Voting Policies in Relation to Executive Compensation | Shareholder | Against | Against |
| 10 | Prepare Employment Diversity Report and Report on Diversity Policies | Shareholder | None | For |

TAIWAN SEMICONDUCTOR MANUFACTURING CO., LTD.

Meeting Date: JUN 08, 2017

Record Date: APR 10, 2017

Meeting Type: ANNUAL

Ticker: 2330

Security ID: 874039100

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|--|-------------|---------------------------|-----------|
| 1.1 | Approve Business Operations Report and Financial Statements | Management | For | For |
| 1.2 | Approve Profit Distribution | Management | For | For |
| 1.3 | Amend Articles of Association | Management | For | For |
| 1.4 | Amend Procedures Governing the Acquisition or Disposal of Assets | Management | For | For |
| 2.1 | Elect Mark Liu with Shareholder No. 10758 as Non-Independent Director | Management | For | For |
| 2.2 | Elect C.C. Wei with Shareholder No. 370885 as Non-Independent Director | Management | For | For |

THE GREENBRIER COMPANIES, INC.

Meeting Date: JAN 06, 2017

Record Date: NOV 04, 2016

Meeting Type: ANNUAL

Ticker: GBX

Security ID: 393657101

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|-------------------------------|-------------|---------------------------|-----------|
| 1.1 | Elect Director Graeme A. Jack | Management | For | For |

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|-----|--|------------|-----|-----|
| 1.2 | Elect Director Wendy L. Teramoto | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Ratify KPMG LLP as Auditors | Management | For | For |

THE WALT DISNEY COMPANY

Meeting Date: MAR 08, 2017

Record Date: JAN 09, 2017

Meeting Type: ANNUAL

Ticker: DIS

Security ID: 254687106

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|--|-------------|---------------------------|-----------|
| 1a | Elect Director Susan E. Arnold | Management | For | For |
| 1b | Elect Director John S. Chen | Management | For | For |
| 1c | Elect Director Jack Dorsey | Management | For | For |
| 1d | Elect Director Robert A. Iger | Management | For | For |
| 1e | Elect Director Maria Elena Lagomasino | Management | For | For |
| 1f | Elect Director Fred H. Langhammer | Management | For | For |
| 1g | Elect Director Aylwin B. Lewis | Management | For | For |
| 1h | Elect Director Robert W. Matschullat | Management | For | For |
| 1i | Elect Director Mark G. Parker | Management | For | For |
| 1j | Elect Director Sheryl K. Sandberg | Management | For | For |
| 1k | Elect Director Orin C. Smith | Management | For | For |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 4 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 5 | Report on Lobbying Payments and Policy | Shareholder | Against | For |
| 6 | Proxy Access Bylaw Amendment | Shareholder | Against | For |

TRANSOCEAN LTD.

Meeting Date: MAY 11, 2017

Record Date: APR 24, 2017

Meeting Type: ANNUAL

Ticker: RIG

Security ID: H8817H100

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|-------------|----------|-------------|---------------------------|-----------|
|-------------|----------|-------------|---------------------------|-----------|

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| | | | | |
|-----|---|------------|----------|----------|
| 1 | Accept Financial Statements and Statutory Reports | Management | For | For |
| 2 | Approve Discharge of Board and Senior Management | Management | For | Against |
| 3 | Appropriation of Available Earnings for Fiscal Year 2016 | Management | For | For |
| 4A | Elect Director Glyn A. Barker | Management | For | For |
| 4B | Elect Director Vanessa C.L. Chang | Management | For | For |
| 4C | Elect Director Frederico F. Curado | Management | For | For |
| 4D | Elect Director Chadwick C. Deaton | Management | For | For |
| 4E | Elect Director Vincent J. Intrieri | Management | For | For |
| 4F | Elect Director Martin B. McNamara | Management | For | For |
| 4G | Elect Director Samuel J. Merksamer | Management | For | For |
| 4H | Elect Director Merrill A. "Pete" Miller, Jr. | Management | For | For |
| 4I | Elect Director Edward R. Muller | Management | For | For |
| 4J | Elect Director Tan Ek Kia | Management | For | For |
| 4K | Elect Director Jeremy D. Thigpen | Management | For | For |
| 5 | Elect Merrill A. "Pete" Miller, Jr. as Board Chairman | Management | For | For |
| 6A | Appoint Frederico F. Curado as Member of the Compensation Committee | Management | For | For |
| 6B | Appoint Vincent J. Intrieri as Member of the Compensation Committee | Management | For | For |
| 6C | Appoint Martin B. McNamara as Member of the Compensation Committee | Management | For | For |
| 6D | Appoint Tan Ek Kia as Member of the Compensation Committee | Management | For | For |
| 7 | Designate Schweiger Advokatur/Notariat as Independent Proxy | Management | For | For |
| 8 | Appointment Of Ernst & Young LLP as Independent Registered Public Accounting Firm for Fiscal Year 2017 and Reelection of Ernst & Young Ltd, Zurich as the Company's Auditor for a Further One-Year Term | Management | For | For |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 10A | Approve Maximum Remuneration of Board of Directors for the Period Between the 2017 and 2018 Annual General Meetings in the Amount of USD 4.12 Million | Management | For | For |
| 10B | Approve Maximum Remuneration of the Executive Management Team for Fiscal Year 2018 in the Amount of USD 24 Million | Management | For | For |
| 11 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 12 | Other Business | Management | For | Against |

| UBIQUITI NETWORKS, INC. Meeting Date: DEC 14, 2016 Record Date: OCT 19, 2016 Meeting Type: ANNUAL | | | | |
|--|--|-------------|---------------------------|-----------|
| Ticker: UBNT Security ID: 90347A100 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1 | Elect Director Ronald A. Sege | Management | For | Withhold |
| 2 | Ratify PricewaterhouseCoopers LLP as Auditors | Management | For | For |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| UNITED THERAPEUTICS CORPORATION Meeting Date: JUN 28, 2017 Record Date: MAY 01, 2017 Meeting Type: ANNUAL | | | | |
| Ticker: UTHR Security ID: 91307C102 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director Raymond Dwek | Management | For | For |
| 1b | Elect Director Christopher Patusky | Management | For | For |
| 1c | Elect Director Tommy Thompson | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| WAL-MART STORES, INC. Meeting Date: JUN 02, 2017 Record Date: APR 07, 2017 Meeting Type: ANNUAL | | | | |
| Ticker: WMT Security ID: 931142103 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director James I. Cash, Jr. | Management | For | For |
| 1b | Elect Director Timothy P. Flynn | Management | For | For |
| 1c | Elect Director Carla A. Harris | Management | For | For |

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|----|--|-------------|----------|----------|
| 1d | Elect Director Thomas W. Horton | Management | For | For |
| 1e | Elect Director Marissa A. Mayer | Management | For | For |
| 1f | Elect Director C. Douglas McMillon | Management | For | For |
| 1g | Elect Director Gregory B. Penner | Management | For | For |
| 1h | Elect Director Steven S Reinemund | Management | For | For |
| 1i | Elect Director Kevin Y. Systrom | Management | For | For |
| 1j | Elect Director S. Robson Walton | Management | For | For |
| 1k | Elect Director Steuart L. Walton | Management | For | For |
| 2 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | Against |
| 4 | Ratify Ernst & Young LLP as Auditors | Management | For | For |
| 5 | Require Independent Board Chairman | Shareholder | Against | For |
| 6 | Provide Proxy Access Right | Shareholder | Against | For |
| 7 | Require Independent Director Nominee with Environmental Experience | Shareholder | Against | Against |

WILLIAMS-SONOMA, INC.

Meeting Date: MAY 31, 2017

Record Date: APR 03, 2017

Meeting Type: ANNUAL

Ticker: WSM

Security ID: 969904101

| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
|--------------------|--|--------------------|----------------------------------|------------------|
| 1.1 | Elect Director Laura J. Alber | Management | For | For |
| 1.2 | Elect Director Adrian D.P. Bellamy | Management | For | For |
| 1.3 | Elect Director Rose Marie Bravo | Management | For | For |
| 1.4 | Elect Director Anthony A. Greener | Management | For | For |
| 1.5 | Elect Director Grace Puma | Management | For | For |
| 1.6 | Elect Director Christiana Smith Shi | Management | For | For |
| 1.7 | Elect Director Sabrina Simmons | Management | For | For |
| 1.8 | Elect Director Jerry D. Stritzke | Management | For | For |
| 1.9 | Elect Director Frits D. van Paasschen | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Ratify Deloitte & Touche LLP as Auditors | Management | For | For |

| 5 | Provide Proxy Access Right | Management | For | For |
|--|--|-------------|---------------------------|-----------|
| 6 | Adopt Proxy Access Right | Shareholder | Against | For |
| WYNDHAM WORLDWIDE CORPORATION Meeting Date: MAY 09, 2017 Record Date: MAR 17, 2017 Meeting Type: ANNUAL | | | | |
| Ticker: WYN Security ID: 98310W108 | | | | |
| Proposal No | Proposal | Proposed By | Management Recommendation | Vote Cast |
| 1a | Elect Director Myra J. Biblowit | Management | For | For |
| 1b | Elect Director Louise F. Brady | Management | For | For |
| 1c | Elect Director James E. Buckman | Management | For | For |
| 1d | Elect Director George Herrera | Management | For | For |
| 1e | Elect Director Stephen P. Holmes | Management | For | For |
| 1f | Elect Director Brian Mulroney | Management | For | For |
| 1g | Elect Director Pauline D.E. Richards | Management | For | For |
| 1h | Elect Director Michael H. Wargotz | Management | For | For |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | Management | For | For |
| 3 | Advisory Vote on Say on Pay Frequency | Management | One Year | One Year |
| 4 | Ratify Deloitte & Touche LLP as Auditors | Management | For | For |
| 5 | Report on Political Contributions Disclosure | Shareholder | Against | 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.

Foxby Corp.

By: /s/ Thomas B. Winmill
Thomas B. Winmill, Chief Executive Officer

Date: August 10, 2017