

ELLSWORTH GROWTH & INCOME FUND LTD  
Form N-PX  
August 23, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM N-PX**

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

Investment Company Act file number 811-04656

Ellsworth Growth and Income Fund Ltd.

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

James A. Dinsmore

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

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

Date of fiscal year end: September 30

Date of reporting period: July 1, 2017 – June 30, 2018

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

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

**PROXY VOTING RECORD**

**FOR PERIOD JULY 1, 2017 TO JUNE 30, 2018**

ProxyEdge

Report Date: 07/01/2018

Meeting Date Range: 07/01/2017 - 06/30/2018

1

Ellsworth Growth and Income Fund Ltd.

Investment Company Report  
CONAGRA BRANDS, INC.

Security	205887102	Meeting Type	Annual
Ticker	CAG	Meeting Date	22-Sep-2017
Symbol		Agenda	934666186 - Management
ISIN	US2058871029		

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 BRADLEY A. ALFORD		For	For
	2 THOMAS K. BROWN		For	For
	3 STEPHEN G. BUTLER		For	For
	4 SEAN M. CONNOLLY		For	For
	5 THOMAS W. DICKSON		For	For
	6 STEVEN F. GOLDSTONE		For	For
	7 JOIE A. GREGOR		For	For
	8 RAJIVE JOHRI		For	For
	9 RICHARD H. LENNY		For	For
	10 RUTH ANN MARSHALL		For	For
	11 CRAIG P. OMTVEDT		For	For
2.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR FOR FISCAL 2018	Management	For	For
3.	ADVISORY APPROVAL OF THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION	Management	For	For
4.	RECOMMENDATION, ON AN ADVISORY BASIS, REGARDING THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED	Management	1 Year	For

EXECUTIVE OFFICER  
COMPENSATION

## MICROSOFT CORPORATION

Security	594918104	Meeting Type	Annual
Ticker	MSFT	Meeting Date	29-Nov-2017
Symbol		Agenda	934689514 - Management
ISIN	US5949181045		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Management	For	For
1B.	ELECTION OF DIRECTOR: REID G. HOFFMAN	Management	For	For
1C.	ELECTION OF DIRECTOR: HUGH F. JOHNSTON	Management	For	For
1D.	ELECTION OF DIRECTOR: TERI L. LIST-STOLL	Management	For	For
1E.	ELECTION OF DIRECTOR: SATYA NADELLA	Management	For	For
1F.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Management	For	For
1G.	ELECTION OF DIRECTOR: HELMUT PANKE	Management	For	For
1H.	ELECTION OF DIRECTOR: SANDRA E. PETERSON	Management	For	For
1I.	ELECTION OF DIRECTOR: PENNY S. PRITZKER	Management	For	For
1J.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Management	For	For
1K.	ELECTION OF DIRECTOR: ARNE M. SORENSON	Management	For	For
1L.	ELECTION OF DIRECTOR: JOHN W. STANTON	Management	For	For
1M.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Management	For	For
1N.	ELECTION OF DIRECTOR: PADMASREE WARRIOR	Management	For	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	For	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION	Management	1 Year	For
4.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2018	Management	For	For
5.		Management	For	For

APPROVAL OF MATERIAL  
TERMS OF THE  
PERFORMANCE GOALS  
UNDER THE EXECUTIVE  
INCENTIVE PLAN

6. MICROSOFT CORPORATION Management For For  
2017 STOCK PLAN

THE WALT DISNEY COMPANY

Security	254687106	Meeting Type	Annual
Ticker		Meeting Date	08-Mar-2018
Symbol	DIS	Agenda	934720598 - Management
ISIN	US2546871060		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	Election of director: Susan E. Arnold	Management	For	For
1B.	Election of director: Mary T. Barra	Management	For	For
1C.	Election of director: Safra A. Catz	Management	For	For
1D.	Election of director: John S. Chen	Management	For	For
1E.	Election of director: Francis A. deSouza	Management	For	For
1F.	Election of director: Robert A. Iger	Management	For	For
1G.	Election of director: Maria Elena Lagomasino	Management	For	For
1H.	Election of director: Fred H. Langhammer	Management	For	For
1I.	Election of director: Aylwin B. Lewis	Management	For	For
1J.	Election of director: Mark G. Parker To ratify the appointment of PricewaterhouseCoopers	Management	For	For
2.	LLP as the Company's registered public accountants for 2018. To approve material terms of performance goals under	Management	For	For
3.	the Amended and Restated 2002 Executive Performance Plan.	Management	For	For
4.	To approve the advisory resolution on executive compensation.	Management	For	For
5.	To approve the shareholder proposal requesting an annual report disclosing information regarding the Company's lobbying policies and activities.	Shareholder	Against	For
6.		Shareholder	Abstain	Against

To approve the shareholder proposal requesting the Board to amend the Company's bylaws relating to proxy access to increase the number of permitted nominees, remove the limit on aggregating shares to meet the shareholding requirement, and remove the limitation on renomination of persons based on votes in a prior election.

## CITIGROUP INC.

Security	172967424	Meeting Type	Annual
Ticker	C	Meeting Date	24-Apr-2018
Symbol		Agenda	934740401 - Management
ISIN	US1729674242		

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: Michael L. Corbat	Management	For	For
1b.	Election of Director: Ellen M. Costello	Management	For	For
1c.	Election of Director: John C. Dugan	Management	For	For
1d.	Election of Director: Duncan P. Hennes	Management	For	For
1e.	Election of Director: Peter B. Henry	Management	For	For
1f.	Election of Director: Franz B. Humer	Management	For	For
1g.	Election of Director: S. Leslie Ireland	Management	For	For
1h.	Election of Director: Renee J. James	Management	For	For
1i.	Election of Director: Eugene M. McQuade	Management	For	For
1j.	Election of Director: Michael E. O'Neill	Management	For	For
1k.	Election of Director: Gary M. Reiner	Management	For	For
1l.	Election of Director: Anthony M. Santomero	Management	For	For
1m.	Election of Director: Diana L. Taylor	Management	For	For
1n.	Election of Director: James S. Turley	Management	For	For
1o.	Election of Director: Deborah C. Wright	Management	For	For
1p.	Election of Director: Ernesto Zedillo Ponce de Leon	Management	For	For

2.	Proposal to ratify the selection of KPMG LLP as Citi's independent registered public accounting firm for 2018.	Management	For	For
3.	Advisory vote to approve Citi's 2017 executive compensation.	Management	For	For
4.	Approval of an amendment to the Citigroup 2014 Stock Incentive Plan authorizing additional shares.	Management	For	For
5.	Stockholder proposal requesting a Human and Indigenous Peoples' Rights Policy.	Shareholder	Abstain	Against
6.	Stockholder proposal requesting that our Board take the steps necessary to adopt cumulative voting.	Shareholder	Against	For
7.	Stockholder proposal requesting a report on lobbying and grassroots lobbying contributions.	Shareholder	Against	For
8.	Stockholder proposal requesting an amendment to Citi's proxy access bylaw provisions pertaining to the aggregation limit and the number of candidates.	Shareholder	Abstain	Against
9.	Stockholder proposal requesting that the Board adopt a policy prohibiting the vesting of equity-based awards for senior executives due to a voluntary resignation to enter government service.	Shareholder	Against	For
10.	Stockholder proposal requesting that the Board amend Citi's bylaws to give holders in the aggregate of 15% of Citi's outstanding common stock the power to call a special meeting.	Shareholder	Against	For

PFIZER INC.

Security	717081103	Meeting Type	Annual
Ticker	PFE	Meeting Date	26-Apr-2018
Symbol		Agenda	934739256 - Management
ISIN	US7170811035		

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: Dennis A. Ausiello	Management	For	For

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

1b.	Election of Director: Ronald E. Blaylock	Management	For	For
1c.	Election of Director: Albert Bourla	Management	For	For
1d.	Election of Director: W. Don Cornwell	Management	For	For
1e.	Election of Director: Joseph J. Echevarria	Management	For	For
1f.	Election of Director: Helen H. Hobbs	Management	For	For
1g.	Election of Director: James M. Kilts	Management	For	For
1h.	Election of Director: Dan R. Littman	Management	For	For
1i.	Election of Director: Shantanu Narayen	Management	For	For
1j.	Election of Director: Suzanne Nora Johnson	Management	For	For
1k.	Election of Director: Ian C. Read	Management	For	For
1l.	Election of Director: James C. Smith	Management	For	For
2.	Ratify the selection of KPMG LLP as independent registered public accounting firm for 2018	Management	For	For
3.	2018 Advisory approval of executive compensation	Management	For	For
4.	Approval of the Pfizer Inc. French Sub-Plan under the 2014 Stock Plan	Management	For	For
5.	Shareholder proposal regarding right to act by written consent	Shareholder	Against	For
6.	Shareholder proposal regarding independent chair policy	Shareholder	Against	For
7.	Shareholder proposal regarding report on lobbying activities	Shareholder	Against	For

AT&T INC.

Security	00206R102	Meeting Type	Annual
Ticker Symbol	T	Meeting Date	27-Apr-2018
ISIN	US00206R1023	Agenda	934736236 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	Election of Director: Randall L. Stephenson	Management	For	For
1B.	Election of Director: Samuel A. Di Piazza, Jr.	Management	For	For
1C.	Election of Director: Richard W. Fisher	Management	For	For
1D.	Election of Director: Scott T. Ford	Management	For	For



Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

1E.	Election of Director: Glenn H. Hutchins	Management	For	For
1F.	Election of Director: William E. Kennard	Management	For	For
1G.	Election of Director: Michael B. McCallister	Management	For	For
1H.	Election of Director: Beth E. Mooney	Management	For	For
1I.	Election of Director: Joyce M. Roche	Management	For	For
1J.	Election of Director: Matthew K. Rose	Management	For	For
1K.	Election of Director: Cynthia B. Taylor	Management	For	For
1L.	Election of Director: Laura D'Andrea Tyson	Management	For	For
1M.	Election of Director: Geoffrey Y. Yang	Management	For	For
2.	Ratification of appointment of independent auditors.	Management	For	For
3.	Advisory approval of executive compensation.	Management	For	For
4.	Approve Stock Purchase and Deferral Plan.	Management	For	For
5.	Approve 2018 Incentive Plan.	Management	For	For
6.	Prepare lobbying report.	Shareholder	Against	For
7.	Modify proxy access requirements.	Shareholder	Abstain	Against
8.	Independent Chair.	Shareholder	Against	For
9.	Reduce vote required for written consent.	Shareholder	Against	For

INVESCO MORTGAGE CAPITAL INC.

Security	46131B100	Meeting Type	Annual
Ticker	IVR	Meeting Date	02-May-2018
Symbol	IVR	Agenda	934740677 - Management
ISIN	US46131B1008		

Item	Proposal	Proposed by	Vote	For/Against Management
1.1	Election of Director: John S. Day	Management	For	For
1.2	Election of Director: Carolyn B. Handlon	Management	For	For
1.3	Election of Director: Edward J. Hardin	Management	For	For
1.4	Election of Director: James R. Lientz, Jr.	Management	For	For
1.5	Election of Director: Dennis P. Lockhart	Management	For	For
1.6	Election of Director: Gregory G. McGreevey	Management	For	For
1.7	Election of Director: Colin D. Meadows	Management	For	For

- ADVISORY VOTE TO APPROVE
2. THE COMPANY'S Management For For  
EXECUTIVE COMPENSATION
3. APPOINTMENT OF Management For For  
PRICEWATERHOUSECOOPERS  
LLP AS THE COMPANY'S  
INDEPENDENT  
REGISTERED PUBLIC  
ACCOUNTING FIRM

ALLERGAN PLC

Security	G0177J108	Meeting Type	Annual
Ticker	AGN	Meeting Date	02-May-2018
Symbol		Agenda	934748407 - Management
ISIN	IE00BY9D5467		

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: Nesli Basgoz, M.D.	Management	For	For
1b.	Election of Director: Paul M. Bisaro	Management	For	For
1c.	Election of Director: Joseph H. Boccuzzi	Management	For	For
1d.	Election of Director: Christopher W. Bodine	Management	For	For
1e.	Election of Director: Adriane M. Brown	Management	For	For
1f.	Election of Director: Christopher J. Coughlin	Management	For	For
1g.	Election of Director: Carol Anthony (John) Davidson	Management	For	For
1h.	Election of Director: Catherine M. Klema	Management	For	For
1i.	Election of Director: Peter J. McDonnell, M.D.	Management	For	For
1j.	Election of Director: Patrick J. O'Sullivan	Management	For	For
1k.	Election of Director: Brenton L. Saunders	Management	For	For
1l.	Election of Director: Fred G. Weiss	Management	For	For
2.	To approve, in a non-binding vote, Named Executive Officer compensation.	Management	For	For
3.	To ratify, in a non-binding vote, the appointment of PricewaterhouseCoopers LLP as the Company's independent auditor for the fiscal year ending December 31, 2018 and to authorize, in a binding vote, the Board of Directors, acting through its Audit	Management	For	For

and Compliance Committee, to determine PricewaterhouseCoopers LLP's remuneration.

- |     |   |                    |             |
|-----|---|--------------------|-------------|
| 4.  | To renew the authority of the directors of the Company (the "Directors") to issue shares.   | Management For     | For         |
| 5A. | To renew the authority of the Directors to issue shares for cash without first offering shares to existing shareholders.                      | Management Against | Against     |
| 5B. | To authorize the Directors to allot new shares up to an additional 5% for cash in connection with an acquisition or other capital investment. | Management For     | For         |
| 6.  | To consider a shareholder proposal requiring an independent Board Chairman, if properly presented at the meeting.                             | Shareholder        | Against For |

VERIZON COMMUNICATIONS INC.

Security	92343V104	Meeting Type	Annual
Ticker	VZ	Meeting Date	03-May-2018
Symbol		Agenda	934744031 - Management
ISIN	US92343V1044		

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: Shellye L. Archambeau	Management	For	For
1b.	Election of Director: Mark T. Bertolini	Management	For	For
1c.	Election of Director: Richard L. Carrion	Management	For	For
1d.	Election of Director: Melanie L. Healey	Management	For	For
1e.	Election of Director: M. Frances Keeth	Management	For	For
1f.	Election of Director: Lowell C. McAdam	Management	For	For
1g.	Election of Director: Clarence Otis, Jr.	Management	For	For
1h.	Election of Director: Rodney E. Slater	Management	For	For
1i.	Election of Director: Kathryn A. Tesija	Management	For	For
1j.	Election of Director: Gregory D. Wasson	Management	For	For
1k.	Election of Director: Gregory G. Weaver	Management	For	For

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

2.	Ratification of Appointment of Independent Registered Public Accounting Firm	Management	For	For
3.	Advisory Vote to Approve Executive Compensation	Shareholder	For	For
4.	Special Shareowner Meetings	Shareholder	Against	For
5.	Lobbying Activities Report	Shareholder	Against	For
6.	Independent Chair	Shareholder	Against	For
7.	Report on Cyber Security and Data Privacy	Shareholder	Against	For
8.	Executive Compensation Clawback Policy	Shareholder	Against	For
9.	Nonqualified Savings Plan Earnings	Shareholder	Against	For

WELLTOWER INC.

Security Ticker Symbol	95040Q104 WELL US95040Q1040	Meeting Type	Annual
ISIN	US95040Q1040	Meeting Date	03-May-2018
		Agenda	934746984 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: Kenneth J. Bacon	Management	For	For
1b.	Election of Director: Thomas J. DeRosa	Management	For	For
1c.	Election of Director: Jeffrey H. Donahue	Management	For	For
1d.	Election of Director: Geoffrey G. Meyers	Management	For	For
1e.	Election of Director: Timothy J. Naughton	Management	For	For
1f.	Election of Director: Sharon M. Oster	Management	For	For
1g.	Election of Director: Judith C. Pelham	Management	For	For
1h.	Election of Director: Sergio D. Rivera	Management	For	For
1i.	Election of Director: R. Scott Trumbull	Management	For	For
1j.	Election of Director: Gary Whitelaw	Management	For	For
2.	The ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year 2018.	Management	For	For
3.	The approval, on an advisory basis, of the compensation of our named executive officers as disclosed in the 2018 Proxy Statement.	Management	For	For

The approval of the Welltower Inc.

4. Employee Stock Management For For  
Purchase Plan.

UNILEVER N.V.

Security	904784709	Meeting Type	Annual
Ticker	UN	Meeting Date	03-May-2018
Symbol		Agenda	934759400 - Management
ISIN	US9047847093		

Item	Proposal	Proposed by	Vote	For/Against Management
2.	To adopt the Annual Accounts and appropriation of the profit for the 2017 financial year	Management	For	For
3.	To discharge the Executive Directors in office in the 2017 financial year for the fulfilment of their task	Management	For	For
4.	To discharge the Non-Executive Directors in office in the 2017 financial year for the fulfilment of their task	Management	For	For
5.	To approve the Directors' Remuneration Policy	Management	For	For
6.	To reappoint Mr N S Andersen as a Non-Executive Director	Management	For	For
7.	To reappoint Mrs L M Cha as a Non-Executive Director	Management	For	For
8.	To reappoint Mr V Colao as a Non-Executive Director	Management	For	For
9.	To reappoint Dr M Dekkers as a Non-Executive Director	Management	For	For
10.	To reappoint Dr J Hartmann as a Non-Executive Director	Management	For	For
11.	To reappoint Ms M Ma as a Non-Executive Director	Management	For	For
12.	To reappoint Mr S Masiyiwa as a Non-Executive Director	Management	For	For
13.	To reappoint Professor Y Moon as a Non-Executive Director	Management	For	For
14.	To reappoint Mr G Pitkethly as an Executive Director	Management	For	For
15.	To reappoint Mr P G J M Polman as an Executive Director	Management	For	For
16.	To reappoint Mr J Rishton as a Non-Executive Director	Management	For	For
17.	To reappoint Mr F Sijbesma as a Non-Executive Director	Management	For	For

- |     |  |            |     |     |
|-----|--|------------|-----|-----|
| 18. | To appoint Ms A Jung as a Non-Executive Director   | Management | For | For |
| 19. | To appoint KPMG as the Auditor charged with the auditing of the Annual Accounts for the 2018 financial year  | Management | For | For |
| 20. | To authorise the Board of Directors to purchase 6% and 7% cumulative preference shares and depository receipts thereof in the share capital of the Company   | Management | For | For |
| 21. | To authorise the Board of Directors to purchase ordinary shares and depository receipts thereof in the share capital of the Company  | Management | For | For |
| 22. | To reduce the capital with respect to the 6% and 7% cumulative preference shares and depository receipts thereof held by the Company in its own share capital  | Management | For | For |
| 23. | To reduce the capital with respect to ordinary shares and depository receipts thereof held by the Company in its own share capital   | Management | For | For |
| 24. | To designate the Board of Directors as the company body authorised to issue shares in the share capital of the Company   | Management | For | For |
| 25. | To designate the Board of Directors as the company body authorised to restrict or exclude the statutory pre-emption rights that accrue to shareholders upon issue of shares for general corporate purposes | Management | For | For |
| 26. | To designate the Board of Directors as the company body authorised to restrict or exclude the statutory pre-emption rights that accrue to shareholders upon issue of shares for acquisition purposes       | Management | For | For |

UNILEVER N.V.

Security 904784709

Meeting Type

Annual

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

Ticker Symbol	UN	Meeting Date	03-May-2018
ISIN	US9047847093	Agenda	934783855 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
2.	To adopt the Annual Accounts and appropriation of the profit for the 2017 financial year	Management	For	For
3.	To discharge the Executive Directors in office in the 2017 financial year for the fulfilment of their task	Management	For	For
4.	To discharge the Non-Executive Directors in office in the 2017 financial year for the fulfilment of their task	Management	For	For
5.	To approve the Directors' Remuneration Policy	Management	For	For
6.	To reappoint Mr N S Andersen as a Non-Executive Director	Management	For	For
7.	To reappoint Mrs L M Cha as a Non-Executive Director	Management	For	For
8.	To reappoint Mr V Colao as a Non-Executive Director	Management	For	For
9.	To reappoint Dr M Dekkers as a Non-Executive Director	Management	For	For
10.	To reappoint Dr J Hartmann as a Non-Executive Director	Management	For	For
11.	To reappoint Ms M Ma as a Non-Executive Director	Management	For	For
12.	To reappoint Mr S Masiyiwa as a Non-Executive Director	Management	For	For
13.	To reappoint Professor Y Moon as a Non-Executive Director	Management	For	For
14.	To reappoint Mr G Pitkethly as an Executive Director	Management	For	For
15.	To reappoint Mr P G J M Polman as an Executive Director	Management	For	For
16.	To reappoint Mr J Rishton as a Non-Executive Director	Management	For	For
17.	To reappoint Mr F Sijbesma as a Non-Executive Director	Management	For	For
18.	To appoint Ms A Jung as a Non-Executive Director	Management	For	For
19.	To appoint KPMG as the Auditor charged with the auditing of the Annual Accounts for	Management	For	For

- the 2018 financial  
year
- To authorise the Board of Directors  
to purchase 6% and  
7% cumulative preference shares  
and depository receipts  
thereof in the share capital of the  
Company
20. Management For For
- To authorise the Board of Directors  
to purchase ordinary  
shares and depository receipts  
thereof in the share  
capital of the Company
21. Management For For
- To reduce the capital with respect to  
the 6% and 7%  
cumulative preference shares and  
depository receipts  
thereof held by the Company in its  
own share capital
22. Management For For
- To reduce the capital with respect to  
ordinary shares and  
depository receipts thereof held by  
the Company in its  
own share capital
23. Management For For
- To designate the Board of Directors  
as the company  
body authorised to issue shares in  
the share capital of  
the Company
24. Management For For
- To designate the Board of Directors  
as the company  
body authorised to restrict or  
exclude the statutory pre-  
emption rights that accrue to  
shareholders upon issue of  
shares for general corporate  
purposes
25. Management For For
- To designate the Board of Directors  
as the company  
body authorised to restrict or  
exclude the statutory pre-  
emption rights that accrue to  
shareholders upon issue of  
shares for acquisition purposes
26. Management For For

## ABBVIE INC.

Security	00287Y109	Meeting Type	Annual
Ticker Symbol	ABBV	Meeting Date	04-May-2018
ISIN	US00287Y1091	Agenda	934746768 - Management

Item Proposal	Vote
---------------	------



Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

	Proposed by Management		For/Against Management
1. DIRECTOR			
1 Roxanne S. Austin		For	For
2 Richard A. Gonzalez		For	For
3 Rebecca B. Roberts		For	For
4 Glenn F. Tilton		For	For
Ratification of Ernst & Young LLP as AbbVie's independent registered public accounting firm for 2018	Management	For	For
3. Say on Pay - An advisory vote on the approval of	Management	For	For
executive compensation			
4. Say When on Pay - An advisory vote on the frequency of the advisory vote to approve executive compensation	Management	1 Year	For
5. Approval of a management proposal regarding amendment of the certificate of incorporation for the annual election of directors	Management	For	For
6. Approval of a management proposal regarding amendment of the certificate of incorporation to eliminate supermajority voting	Management	For	For
7. Stockholder Proposal - to Issue an Annual Report on Lobbying	Shareholder	Against	For
8. Stockholder Proposal - to Separate Chair and CEO	Shareholder	Against	For
9. Stockholder Proposal - to Issue an Annual Compensation Committee Report on Drug Pricing	Shareholder	Against	For

BLACKROCK CAPITAL INVESTMENT CORPORATION

Security	092533108	Meeting Type	Special
Ticker	BKCC	Meeting Date	04-May-2018
Symbol			
ISIN	US0925331086	Agenda	934759347 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	To Approve a proposal to authorize flexibility for the Company, with approval of its Board of Directors, to sell or otherwise issue shares of its common stock (during the next 12 months) at a price below	Management	For	For

the Company's then  
current net asset value per share in  
one or more  
offerings, subject to certain  
limitations set forth in the  
proxy statement for the Special  
Meeting

ELI LILLY AND COMPANY

Security	532457108	Meeting Type	Annual
Ticker	LLY	Meeting Date	07-May-2018
Symbol		Agenda	934749853 - Management
ISIN	US5324571083		

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: K. Baicker	Management	For	For
1b.	Election of Director: J. E. Fyrwald	Management	For	For
1c.	Election of Director: J. Jackson	Management	For	For
1d.	Election of Director: E. R. Marram	Management	For	For
1e.	Election of Director: J. P. Tai	Management	For	For
2.	Approval, by non-binding vote, of the compensation paid to the company's named executive officers.	Management	For	For
3.	Ratification of Ernst & Young LLP as the principal independent auditor for 2018.	Management	For	For
4.	Approve amendments to the Articles of Incorporation to eliminate the classified board structure.	Management	For	For
5.	Approve amendments to the Articles of Incorporation to eliminate supermajority voting provisions.	Management	For	For
6.	Approve the Amended and Restated 2002 Lilly Stock Plan.	Management	For	For
7.	Shareholder proposal seeking support for the descheduling of cannabis.	Shareholder	Against	For
8.	Shareholder proposal requesting report regarding direct and indirect political contributions.	Shareholder	Against	For
9.	Shareholder proposal requesting report on policies and practices regarding contract animal laboratories.	Shareholder	Abstain	Against
10.	Shareholder proposal requesting report on extent to which risks related to public	Shareholder	Against	For

concern over drug pricing strategies are integrated into incentive compensation arrangements.

BLACKROCK CAPITAL INVESTMENT CORPORATION

Security	092533108	Meeting Type	Annual
Ticker Symbol	BKCC	Meeting Date	11-May-2018
ISIN	US0925331086	Agenda	934755731 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 Michael J. Zugay		For	For
	2 Meridee A. Moore		For	For
	3 William E. Mayer		For	For
	To ratify the selection of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2018.	Management	For	For

NEWELL BRANDS INC.

Security	651229106	Meeting Type	Contested-Annual
Ticker Symbol	NWL	Meeting Date	15-May-2018
ISIN	US6512291062	Agenda	934805839 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	DIRECTOR	Management		
	1 Bridget Ryan Berman		For	For
	2 Patrick D. Campbell		For	For
	3 James R. Craigie		For	For
	4 Debra A. Crew		For	For
	5 Brett M. Icahn		For	For
	6 Gerardo I. Lopez		For	For
	7 Courtney R. Mather		For	For
	8 Michael B. Polk		For	For
	9 Judith A. Sprieser		For	For
	10 Robert A. Steele		For	For
	11 Steven J. Strobel		For	For
	12 Michael A. Todman		For	For
2	Ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year 2018.	Management	For	For
3	Advisory resolution to approve executive compensation.	Management	For	For
4		Shareholder	For	

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

Shareholder proposal - Shareholder  
Right to Act by  
Written Consent.

INTEL CORPORATION

Security	458140100	Meeting Type	Annual
Ticker Symbol	INTC	Meeting Date	17-May-2018
ISIN	US4581401001	Agenda	934763613 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: Aneel Bhusri	Management	For	For
1b.	Election of Director: Andy D. Bryant	Management	For	For
1c.	Election of Director: Reed E. Hundt	Management	For	For
1d.	Election of Director: Omar Ishrak	Management	For	For
1e.	Election of Director: Brian M. Krzanich	Management	For	For
1f.	Election of Director: Risa Lavizzo-Mourey	Management	For	For
1g.	Election of Director: Tsu-Jae King Liu	Management	For	For
1h.	Election of Director: Gregory D. Smith	Management	For	For
1i.	Election of Director: Andrew M. Wilson	Management	For	For
1j.	Election of Director: Frank D. Yeary	Management	For	For
2.	Ratification of selection of Ernst & Young LLP as our independent registered public accounting firm for 2018	Management	For	For
3.	Advisory vote to approve executive compensation	Management	For	For
4.	Stockholder proposal on whether to allow stockholders to act by written consent, if properly presented	Shareholder	Against	For
5.	Stockholder proposal on whether the chairman of the board should be an independent director, if properly presented	Shareholder	Against	For
6.	Stockholder proposal requesting a political contributions cost-benefit analysis report, if properly presented	Shareholder	Against	For

SBA COMMUNICATIONS CORPORATION

Security	78410G104	Meeting Type	Annual
Ticker Symbol	SBAC	Meeting Date	17-May-2018

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

ISIN	US78410G1040	Agenda	934765011 - Management
Item	Proposal	Proposed by	Vote For/Against Management
1A	Election of Director for a three-year term: Brian C. Carr	Management	For
1B	Election of Director for a three-year term: Mary S. Chan	Management	For
1C	Election of Director for a three-year term: George R. Krouse, Jr.	Management	For
2.	Ratification of the appointment of Ernst & Young LLP as SBA's independent registered public accounting firm for the 2018 fiscal year.	Management	For
3.	Approval, on an advisory basis, of the compensation of SBA's named executive officers.	Management	For
4.	Approval of the 2018 Employee Stock Purchase Plan.	Management	For
SYNCHRONY FINANCIAL			
Security	87165B103	Meeting Type	Annual
Ticker Symbol	SYF	Meeting Date	17-May-2018
ISIN	US87165B1035	Agenda	934765201 - Management
Item	Proposal	Proposed by	Vote For/Against Management
1a.	Election of Director: Margaret M. Keane	Management	For
1b.	Election of Director: Paget L. Alves	Management	For
1c.	Election of Director: Arthur W. Coviello, Jr.	Management	For
1d.	Election of Director: William W. Graylin	Management	For
1e.	Election of Director: Roy A. Guthrie	Management	For
1f.	Election of Director: Richard C. Hartnack	Management	For
1g.	Election of Director: Jeffrey G. Naylor	Management	For
1h.	Election of Director: Laurel J. Richie	Management	For
1i.	Election of Director: Olympia J. Snowe	Management	For
2.	Advisory Vote to Approve Named Executive Officer Compensation	Management	For
3.	Ratification of Selection of KPMG LLP as Independent	Management	For

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

Registered Public Accounting Firm  
of the Company for  
2018

CROWN CASTLE INTERNATIONAL CORP

Security	22822V101	Meeting Type	Annual
Ticker	CCI	Meeting Date	17-May-2018
Symbol		Agenda	934770810 - Management
ISIN	US22822V1017		

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: P. Robert Bartolo	Management	For	For
1b.	Election of Director: Jay A. Brown	Management	For	For
1c.	Election of Director: Cindy Christy	Management	For	For
1d.	Election of Director: Ari Q. Fitzgerald	Management	For	For
1e.	Election of Director: Robert E. Garrison II	Management	For	For
1f.	Election of Director: Andrea J. Goldsmith	Management	For	For
1g.	Election of Director: Lee W. Hogan	Management	For	For
1h.	Election of Director: Edward C. Hutcheson, Jr.	Management	For	For
1i.	Election of Director: J. Landis Martin	Management	For	For
1j.	Election of Director: Robert F. McKenzie	Management	For	For
1k.	Election of Director: Anthony J. Melone	Management	For	For
1l.	Election of Director: W. Benjamin Moreland	Management	For	For
2.	The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for fiscal year 2018.	Management	For	For
3.	The non-binding, advisory vote to approve the compensation of the Company's named executive officers.	Management	For	For

MERCK & CO., INC.

Security	58933Y105	Meeting Type	Annual
Ticker	MRK	Meeting Date	22-May-2018
Symbol		Agenda	934774262 - Management
ISIN	US58933Y1055		

Item	Proposal	Vote
------	----------	------

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

	Proposed by	For/Against Management
1a.	Election of Director: Leslie A. Brun	Management For For
1b.	Election of Director: Thomas R. Cech	Management For For
1c.	Election of Director: Pamela J. Craig	Management For For
1d.	Election of Director: Kenneth C. Frazier	Management For For
1e.	Election of Director: Thomas H. Glocer	Management For For
1f.	Election of Director: Rochelle B. Lazarus	Management For For
1g.	Election of Director: John H. Noseworthy	Management For For
1h.	Election of Director: Paul B. Rothman	Management For For
1i.	Election of Director: Patricia F. Russo	Management For For
1j.	Election of Director: Craig B. Thompson	Management For For
1k.	Election of Director: Inge G. Thulin	Management For For
1l.	Election of Director: Wendell P. Weeks	Management For For
1m.	Election of Director: Peter C. Wendell	Management For For
2.	Non-binding advisory vote to approve the compensation of our named executive officers.	Management For For
3.	Ratification of the appointment of the Company's independent registered public accounting firm for 2018.	Management For For
4.	Shareholder proposal concerning shareholders' right to act by written consent.	Shareholder Against For

B&G FOODS, INC.

Security	05508R106	Meeting Type	Annual
Ticker Symbol	BGS	Meeting Date	22-May-2018
ISIN	US05508R1068	Agenda	934779894 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.1	Election of Director: DeAnn L. Brunts	Management	For	For
1.2	Election of Director: Robert C. Cantwell	Management	For	For
1.3	Election of Director: Charles F. Marcy	Management	For	For
1.4		Management	For	For

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

	Election of Director: Robert D. Mills		
1.5	Election of Director: Dennis M. Mullen	Management For	For
1.6	Election of Director: Cheryl M. Palmer	Management For	For
1.7	Election of Director: Alfred Poe	Management For	For
1.8	Election of Director: Stephen C. Sherrill	Management For	For
1.9	Election of Director: David L. Wenner	Management For	For
2.	Approval, by non-binding advisory vote, of executive compensation	Management For	For
3.	Ratification of appointment of KPMG LLP as independent registered public accounting firm	Management For	For

AMERICAN TOWER CORPORATION

Security	03027X100	Meeting Type	Annual
Ticker Symbol	AMT	Meeting Date	23-May-2018
ISIN	US03027X1000	Agenda	934771800 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: Gustavo Lara Cantu	Management	For	For
1b.	Election of Director: Raymond P. Dolan	Management	For	For
1c.	Election of Director: Robert D. Hormats	Management	For	For
1d.	Election of Director: Grace D. Lieblein	Management	For	For
1e.	Election of Director: Craig Macnab	Management	For	For
1f.	Election of Director: JoAnn A. Reed	Management	For	For
1g.	Election of Director: Pamela D.A. Reeve	Management	For	For
1h.	Election of Director: David E. Sharbutt	Management	For	For
1i.	Election of Director: James D. Taiclet, Jr.	Management	For	For
1j.	Election of Director: Samme L. Thompson	Management	For	For
2.	To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018.	Management	For	For
3.	To approve, on an advisory basis, the Company's	Management	For	For



Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

executive compensation.

PAYPAL HOLDINGS, INC.

Security	70450Y103	Meeting Type	Annual
Ticker	PYPL	Meeting Date	23-May-2018
Symbol		Agenda	934777787 - Management
ISIN	US70450Y1038		

Item	Proposal	Proposed by	Vote	For/Against Management
1a.	Election of Director: Rodney C. Adkins	Management	For	For
1b.	Election of Director: Wences Casares	Management	For	For
1c.	Election of Director: Jonathan Christodoro	Management	For	For
1d.	Election of Director: John J. Donahoe	Management	For	For
1e.	Election of Director: David W. Dorman	Management	For	For
1f.	Election of Director: Belinda J. Johnson	Management	For	For
1g.	Election of Director: Gail J. McGovern	Management	For	For
1h.	Election of Director: David M. Moffett	Management	For	For
1i.	Election of Director: Ann M. Sarnoff	Management	For	For
1j.	Election of Director: Daniel H. Schulman	Management	For	For
1k.	Election of Director: Frank D. Yeary	Management	For	For
2.	Advisory vote to approve the compensation of our named executive officers.	Management	For	For
3.	Approval of the PayPal Holdings, Inc. Amended and Restated 2015 Equity Incentive Award Plan.	Management	Against	Against
4.	Approval of the PayPal Holdings, Inc. Amended and Restated Employee Stock Purchase Plan.	Management	For	For
5.	Ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2018.	Management	For	For
6.	Stockholder proposal regarding stockholder proxy access enhancement.	Shareholder	Abstain	Against
7.	Stockholder proposal regarding political transparency.	Shareholder	Against	For

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

8. Stockholder proposal regarding human and indigenous peoples' rights. Shareholder Against For

GOODRICH PETROLEUM CORPORATION

Security	382410843	Meeting Type	Annual
Ticker Symbol	GDP	Meeting Date	23-May-2018
ISIN	US3824108431	Agenda	934794961 - Management

- | Item | Proposal   | Proposed by | Vote    | For/Against Management |
|------|--|-------------|---------|------------------------|
| 1.   | DIRECTOR   | Management  |         |                        |
|      | 1 Ronald F. Coleman  |             | For     | For                    |
|      | 2 K. Adam Leight   |             | For     | For                    |
|      | 3 Thomas M. Souers   |             | For     | For                    |
| 2.   | Ratify the selection of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2018. | Management  | For     | For                    |
| 3.   | Approve, on an advisory basis, the compensation of our Named Executive Officers.   | Management  | For     | For                    |
| 4.   | This proposal has been removed from the agenda.  | Management  | Against |                        |

CHEVRON CORPORATION

Security	166764100	Meeting Type	Annual
Ticker Symbol	CVX	Meeting Date	30-May-2018
ISIN	US1667641005	Agenda	934787308 - Management

- | Item | Proposal  | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1a.  | Election of Director: W.M. Austin   | Management  | For  | For                    |
| 1b.  | Election of Director: J.B. Frank  | Management  | For  | For                    |
| 1c.  | Election of Director: A.P. Gast   | Management  | For  | For                    |
| 1d.  | Election of Director: E. Hernandez, Jr.   | Management  | For  | For                    |
| 1e.  | Election of Director: C.W. Moorman IV   | Management  | For  | For                    |
| 1f.  | Election of Director: D.F. Moyo   | Management  | For  | For                    |
| 1g.  | Election of Director: R.D. Sugar  | Management  | For  | For                    |
| 1h.  | Election of Director: I.G. Thulin   | Management  | For  | For                    |
| 1i.  | Election of Director: D.J. Umpleby III  | Management  | For  | For                    |
| 1j.  | Election of Director: M.K. Wirth  | Management  | For  | For                    |
| 2.   | Ratification of Appointment of PWC as Independent Registered Public Accounting Firm | Management  | For  | For                    |
| 3.   |   | Management  | For  | For                    |

	Advisory Vote to Approve Named Executive Officer Compensation			
4.	Report on Lobbying	Shareholder	Against	For
5.	Report on Feasibility of Policy on Not Doing Business With Conflict Complicit Governments	Shareholder	Abstain	Against
6.	Report on Transition to a Low Carbon Business Model	Shareholder	Abstain	Against
7.	Report on Methane Emissions	Shareholder	Abstain	Against
8.	Adopt Policy on Independent Chairman	Shareholder	Against	For
9.	Recommend Independent Director with Environmental Expertise	Shareholder	Against	For
10.	Set Special Meetings Threshold at 10%	Shareholder	Against	For

ALLIANCE DATA SYSTEMS CORPORATION

Security	018581108	Meeting Type	Annual
Ticker Symbol	ADS	Meeting Date	06-Jun-2018
ISIN	US0185811082	Agenda	934797424 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.1	Election of Director: Bruce K. Anderson	Management	For	For
1.2	Election of Director: Roger H. Ballou	Management	For	For
1.3	Election of Director: Kelly J. Barlow	Management	For	For
1.4	Election of Director: E. Linn Draper, Jr.	Management	For	For
1.5	Election of Director: Edward J. Heffernan	Management	For	For
1.6	Election of Director: Kenneth R. Jensen	Management	For	For
1.7	Election of Director: Robert A. Minicucci	Management	For	For
1.8	Election of Director: Timothy J. Theriault	Management	For	For
1.9	Election of Director: Laurie A. Tucker	Management	For	For
2.	Advisory vote to approve executive compensation.	Management	For	For
3.	Ratification of the selection of Deloitte & Touche LLP as the independent registered public accounting firm of Alliance Data Systems Corporation	Management	For	For

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

for 2018.

EQUINIX, INC.

Security	29444U700	Meeting Type	Annual
Ticker	EQIX	Meeting Date	07-Jun-2018
Symbol	EQIX	Agenda	934802516 - Management
ISIN	US29444U7000		

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 Thomas Bartlett		For	For
	2 Nanci Caldwell		For	For
	3 Gary Hromadko		For	For
	4 Scott Kriens		For	For
	5 William Luby		For	For
	6 Irving Lyons, III		For	For
	7 Christopher Paisley		For	For
	8 Peter Van Camp		For	For

To approve by a non-binding advisory vote the

2.	compensation of the Company's named executive officers.	Management	For	For
----	---	------------	-----	-----

To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

3.	Stockholder proposal related proxy access reform.	Management	For	For
4.		Shareholder	Abstain	Against

T-MOBILE US, INC.

Security	872590104	Meeting Type	Annual
Ticker	TMUS	Meeting Date	13-Jun-2018
Symbol	TMUS	Agenda	934806398 - Management
ISIN	US8725901040		

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 Thomas Dannenfeldt		For	For
	2 Srikant M. Datar		For	For
	3 Lawrence H. Guffey		For	For
	4 Timotheus Hottges		For	For
	5 Bruno Jacobfeuerborn		For	For
	6 Raphael Kubler		For	For
	7 Thorsten Langheim		For	For
	8 John J. Legere		For	For
	9 G. Michael Sievert		For	For
	10 Olaf Swantee		For	For

Edgar Filing: ELLSWORTH GROWTH & INCOME FUND LTD - Form N-PX

	11	Teresa A. Taylor		For	For
	12	Kelvin R. Westbrook		For	For
		Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for Fiscal Year 2018.			
2.			Management	For	For
		Approval of an Amendment to the Company's 2013 Omnibus Incentive Plan.			
3.			Management	For	For
		Stockholder Proposal for Implementation of Proxy Access.			
4.			Shareholder	Abstain	Against
		Stockholder Proposal for Limitations on Accelerated Vesting of Equity Awards in the Event of a Change of Control.			
5.			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.

Registrant Ellsworth Growth and Income Fund Ltd.

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

James A. Dinsmore, Principal Executive Officer

Date 8/13/18

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