

SOURCE CAPITAL INC /DE/  
Form N-PX  
August 30, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION**  
Washington, D.C. 20549

OMB APPROVAL  
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**FORM N-PX**

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

Investment Company Act file number **811-1731**

**Source Capital, Inc.**

(Exact name of registrant as specified in charter)

**11400 W. Olympic Blvd., Ste. 1200, Los Angeles, CA**  
(Address of principal executive offices)

**90064**  
(Zip code)

**J. Richard Atwood, Treasurer**

**Source Capital, Inc.**

**11400 W. Olympic Blvd., Ste. 1200, Los Angeles, CA 90064**  
(Name and address of agent for service)

Registrant's telephone number, including area code: **310-473-0225**

Date of fiscal year end: **12/31**

Date of reporting period: **7/1/12 to 6/30/13**

**Item 1. Proxy Voting Record.**

Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures ( CUSIP ) number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);  
and
- (i) Whether the registrant cast its vote for or against management.

## Investment Company Report

## ACTUANT CORPORATION

Security	00508X203	Meeting Type	Annual
Ticker Symbol	ATU	Meeting Date	15-Jan-2013
ISIN	US00508X2036	Agenda	933715130 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 ROBERT C. ARZBAECHER		For	For
	2 GURMINDER S. BEDI		For	For
	3 GUSTAV H.P. BOEL		For	For
	4 THOMAS J. FISCHER		For	For
	5 WILLIAM K. HALL		For	For
	6 R. ALAN HUNTER		For	For
	7 ROBERT A. PETERSON		For	For
	8 HOLLY A. VAN DEURSEN		For	For
	9 DENNIS K. WILLIAMS		For	For
2.	ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	For	For
3.	APPROVE AMENDMENT TO THE ACTUANT CORPORATION 2009 OMNIBUS INCENTIVE PLAN.	Management	For	For
4.	APPROVE THE COMPANY S EXECUTIVE OFFICER BONUS PLAN.	Management	For	For
5.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT AUDITOR.	Management	For	For

**AGGREKO PLC, GLASGOW**

Security	G0116S169	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	25-Apr-2013
ISIN	GB00B4WQ2Z29	Agenda	704341091 - Management

<b>Item</b>	<b>Proposal</b>	<b>Type</b>	<b>Vote</b>	<b>For/Against Management</b>
1	Receipt of Reports and adoption of Accounts	Management	For	For
2	Approval of Remuneration Report	Management	For	For
3	Declaration of Dividend	Management	For	For
4	Election of Mr D Das	Management	For	For
5	Election of Mr A Satrazemis	Management	For	For
6	Election of Mr D J B Taylor-Smith	Management	For	For
7	Election of Ms D L P Layfield	Management	For	For
8	Election of Ms R A K McDonald	Management	For	For
9	Re-election of Mr K G Hanna	Management	For	For
10	Re-election of Mr A G Cockburn	Management	For	For
11	Re-election of Mr R C Soames	Management	For	For
12	Re-election of Mr D C M Hamill	Management	For	For
13	Re-election of Mr R J King	Management	For	For
14	Re-election of Mr R J MacLeod	Management	For	For
15	Re-appointment of auditor	Management	For	For
16	Authorise Audit Committee to determine remuneration of auditor	Management	For	For
17	Authority to allot shares	Management	For	For
18	Disapplication of pre-emption rights	Management	For	For
19	Purchase of own shares	Management	For	For
20	General meetings on 14 clear days notice	Management	For	For

**BIO-RAD LABORATORIES, INC.**

Security	090572207	Meeting Type	Annual
Ticker Symbol	BIO	Meeting Date	23-Apr-2013
ISIN	US0905722072	Agenda	933786773 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 LOUIS DRAPEAU		For	For
	2 ALBERT J. HILLMAN		For	For
2.	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP TO SERVE AS THE COMPANY S INDEPENDENT AUDITORS.	Management	For	For

**BIOMERIEUX, MARCY L ETOILE**

Security	F1149Y109	Meeting Type	MIX
Ticker Symbol		Meeting Date	29-May-2013
ISIN	FR0010096479	Agenda	704448895 - Management

Item	Proposal	Type	Vote	For/Against Management
CMMT	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE FOR AND AGAINST A VOTE OF ABSTAIN WILL BE TREATED AS AN AGAINST VOTE	Non-Voting		
CMMT	THE FOLLOWING APPLIES TO NON-RESIDENT SHAREOWNERS ONLY: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE GLOBAL CUSTODIANS ON THE VOTE DEADLINE DATE. IN CAPACITY AS REGISTERED INTERMEDIARY, THE GLOBAL CUSTODIANS WILL SIGN THE PROXY CARDS AND FORWARD THEM TO THE LOCAL CUSTODIAN. IF YOU REQUEST MORE INFORMATION, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE	Non-Voting		
CMMT	PLEASE NOTE THAT IMPORTANT ADDITIONAL MEETING INFORMATION IS AVAILABLE BY CLICKING ON THE MATERIAL URL LINK: <a href="https://balo.journalofficiel.gouv.fr/pdf/2013/0422/201304221301369.pdf">https://balo.journalofficiel.gouv.fr/pdf/2013/0422/201304221301369.pdf</a> . PLEASE NOTE THAT THIS IS A REVISION DUE TO RECEIPT OF ADDITIONAL URL: <a href="https://balo.journalofficiel.gouv.fr/pdf/2013/0506/201305061301908.pdf">https://balo.journalofficiel.gouv.fr/pdf/2013/0506/201305061301908.pdf</a> . IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		
O.1	Approval of the corporate financial statements for the financial year ended December 31, 2012. Approval of non-tax deductible expenses and expenditures pursuant to Article 39-4 of the General Tax Code	Management	For	For
O.2	Discharge of duties to directors	Management	For	For
O.3	Approval of the consolidated financial statements for the financial year ended December 31, 2012	Management	For	For
O.4	Allocation of income for the financial year ended December 31, 2012; dividend distribution	Management	For	For
O.5	Acknowledgement of the continuation of regulated agreements entered into by the Company presented in the special report of the Statutory Auditors	Management	For	For
O.6	Authorization granted to the Board of Directors to allow the Company to purchase its own shares up to the legal limit of 10% of its capital at the maximum purchase price not to exceed EUR 100 per share, excluding fees	Management	For	For

E.7	Authorization granted to the Board of Directors to reduce share capital by cancellation of shares	Management	For	For
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E.8	Amendment to Article 14-II of the Bylaws of the Company to specify that General Meeting may be held through videoconference or other telecommunication means	Management	For	For
E.9	Amendment to Article 19 of the Bylaws of the Company to allow electronic voting	Management	For	For
E.10	Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by issuing ordinary shares or securities giving access to capital of the Company or entitling to the allotment of debt securities while maintaining preferential subscription rights up to the limit of 35% of share capital and 500 million for securities representing debts giving immediate or deferred access by any means to capital	Management	For	For
E.11	Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by issuing ordinary shares or securities giving access to capital of the Company or entitling to the allotment of debt securities with cancellation of preferential subscription rights through public offering up to the limit of 35% of share capital and 500 million for securities representing debts giving immediate or deferred access by any means to capital	Management	For	For
E.12	Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by issuing ordinary shares or securities giving access to capital of the Company or entitling to the allotment of debt securities with cancellation of preferential subscription rights through an offer pursuant to Article L.411-2, II, paragraph II of the Monetary and Financial Code up to the limit of 20% of share capital and 500 million for securities representing debts giving immediate or deferred access by any means to capital	Management	For	For
E.13	Setting the issue price of ordinary shares and/or any securities giving access to capital in case of cancellation of preferential subscription rights up to the annual limit of 10% of capital	Management	For	For
E.14	Authorization to be granted to the Board of Directors for a 26-month period to increase the number of share, equity securities or securities giving access to capital of the Company or entitling to the allotment of debt securities to be issued in case of capital increase with or without shareholders preferential subscription rights up to the limit of 15% of the initial issuance and at the same price as the initial issuance	Management	For	For
E.15	Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by issuing ordinary shares or securities giving access to capital of the Company with cancellation of preferential subscription rights, in consideration for in-kind contributions granted to the Company up to the limit of 10% of capital	Management	For	For



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E.16	Authorization to be granted to the Board of Directors for a 26-month period to carry out a share capital increase reserved for employees who are members of a company savings plan with cancellation of preferential subscription rights	Management	For	For
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E.17	Authorization to be granted to the Board of Directors for a 26-month period to increase share capital by incorporation of reserves, profits, premiums or other amounts	Management	For	For
E.18	Overall limitation of authorizations	Management	For	For
E.19	Authorization to be granted to the Board of Directors for a 38-month period to carry out allocations of shares existing or to be issued with cancellation of shareholders preferential subscription rights	Management	For	For
E.20	Authorization to be granted to the Board of Directors to use the delegations referred to under the 10th to 16th and 19th resolutions subject to their adoption during period of public offering	Management	For	For
E.21	Powers to any bearer of an original of the minutes of this meeting to carry out all legal formalities	Management	For	For

**CARMAX, INC.**

Security	143130102	Meeting Type	Annual
Ticker Symbol	KMX	Meeting Date	24-Jun-2013
ISIN	US1431301027	Agenda	933822896 - Management

<b>Item</b>	<b>Proposal</b>	<b>Type</b>	<b>Vote</b>	<b>For/Against Management</b>
1A	ELECTION OF DIRECTOR: RONALD E. BLAYLOCK	Management	For	For
1B	ELECTION OF DIRECTOR: RAKESH GANGWAL	Management	For	For
1C	ELECTION OF DIRECTOR: MITCHELL D. STEENROD	Management	For	For
1D	ELECTION OF DIRECTOR: THOMAS G. STEMBERG	Management	For	For
2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3	TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	For	For
4	TO APPROVE AMENDMENTS TO THE CARMAX, INC. ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For	For
5	TO APPROVE AMENDMENTS TO THE CARMAX, INC. ARTICLES OF INCORPORATION TO UPDATE AND MODIFY CERTAIN PROVISIONS RELATING TO INDEMNIFICATION.	Management	For	For

**CLARCOR INC.**

Security	179895107	Meeting Type	Annual
Ticker Symbol	CLC	Meeting Date	26-Mar-2013
ISIN	US1798951075	Agenda	933734952 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 ROBERT J. BURGSTHALER		For	For
	2 PAUL DONOVAN		For	For
	3 CHRISTOPHER L. CONWAY		For	For
2.	SAY ON PAY-AN ADVISORY NON-BINDING VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Management	For	For
3.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING NOVEMBER 30, 2013.	Management	For	For

**COPART, INC.**

Security	217204106	Meeting Type	Annual
Ticker Symbol	CPRT	Meeting Date	05-Dec-2012
ISIN	US2172041061	Agenda	933698409 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 WILLIS J. JOHNSON		For	For
	2 A. JAYSON ADAIR		For	For
	3 MATT BLUNT		For	For
	4 STEVEN D. COHAN		For	For
	5 DANIEL J. ENGLANDER		For	For
	6 JAMES E. MEEKS		For	For
	7 VINCENT W. MITZ		For	For
	8 THOMAS N. TRYFOROS		For	For
2.	ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION FOR THE YEAR ENDED JULY 31, 2012 (SAY ON PAY VOTE).	Management	For	For
3.	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2013.	Management	For	For

**DOMINO PRINTING SCIENCES PLC**

Security	G28112103	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	19-Mar-2013
ISIN	GB0002748050	Agenda	704254488 - Management

Item	Proposal	Type	Vote	For/Against Management
1	To receive and adopt the accounts, together with reports of the directors and auditors	Management	For	For
2	To approve the Remuneration Report	Management	For	For
3	To declare the final dividend on the ordinary shares	Management	For	For
4	To re-elect Mr P J Byrom as a director	Management	For	For
5	To re-elect Sir Mark Wrightson as a director	Management	For	For
6	To re-elect Mr P C Ruffles as a director	Management	For	For
7	To re-elect Sir David Brown as a director	Management	For	For
8	To re-elect Mr C Brinsmead as a director	Management	For	For
9	To re-elect Mr N R Bond as a director	Management	For	For
10	To re-elect Mr A C Herbert as a director	Management	For	For
11	To re-elect Mr G Havens as a director	Management	For	For
12	To approve the re-appointment of the auditors	Management	For	For
13	To authorise the directors to fix the remuneration of the auditors	Management	For	For
14	To authorise the directors to allot shares pursuant to section 551 of the Companies Act 2006	Management	For	For
15	To authorise the directors to disapply pre-emption rights pursuant to section 570 of the Companies Act 2006	Management	For	For
16	To authorise the Company to make market purchases of its own shares pursuant to section 701 of the Companies Act 2006	Management	For	For
17	To approve general meetings (other than annual general meetings) to be held on not less than 14 clear days' notice	Management	For	For
18	To approve the SAYE Scheme	Management	For	For
19	To approve the Executive Share Option Scheme	Management	For	For

PLEASE NOTE THAT THIS IS A REVISION DUE TO  
MODIFICATION OF TEXT IN RESOLUTION NO 9. IF  
YOU HAVE ALREADY SENT IN YOUR VOTES,  
PLEASE DO NOT RETURN THIS PROXY FORM  
UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL  
INSTRUCTIONS. THANK YOU.

Non-Voting

**EVS BROADCAST EQUIPMENT SA, LIEGE**

Security	B3883A119	Meeting Type	ExtraOrdinary General Meeting
Ticker Symbol		Meeting Date	30-Jul-2012
ISIN	BE0003820371	Agenda	703951649 - Management

Item	Proposal	Type	Vote	For/Against Management
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
CMMT	PLEASE NOTE IN THE EVENT THE MEETING DOES NOT REACH QUORUM, THERE WILL BE A SECOND CALL ON 31 AUG 2012. CONSEQUENTLY, YOUR VOTING INSTRUCTIONS WILL REMAIN VALID FOR ALL CALLS UNLESS THE AGENDA IS AMENDED. THANK YOU.	Non-Voting		
1	Appointment of a Director - Mr. Johannes Janssen	Management	For	For
2	Issuance of warrants	Management	For	For
3	Approval of variable compensation of Mr. Johannes Janssen	Management	For	For
4	Delegation of power	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING TIME FROM 11:00 TO 09:00. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		





**EVS BROADCAST EQUIPMENT SA, LIEGE**

Security	B3883A119	Meeting Type	ExtraOrdinary General Meeting
Ticker Symbol		Meeting Date	31-Aug-2012
ISIN	BE0003820371	Agenda	704020003 - Management

Item	Proposal	Type	Vote	For/Against Management
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 110176 DUE TO AN ADDITIONAL RESOLUTION. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting		
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
CMMT	PLEASE NOTE THAT THIS IS A POSTPONEMENT OF THE MEETING HELD ON 30 JUL 2012.	Non-Voting		
1	Appointment of a Director - Mr. Johannes Janssen	Management	For	For
2	Issuance of warrants	Management	For	For
3	Approval of variable compensation of Mr. Johannes Janssen	Management	For	For
4	Appointment of a Director - Mr. Johannes Janssen (In case the General Meeting does not approve the second and/or third point of the agenda, the General Meeting appoints Mr. Johannes Janssen as Director for a term expiring at the date of the Ordinary General Meeting of May 2016. The mandate is compensated according to the rules applicable	Management	For	For

to all the members of the Board of Directors, without prejudice to the compensation and advantages that will be attributed to Mr. Johannes Janssen in his quality of Managing Director)

5	Delegation of power	Management	For	For
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**EVS BROADCAST EQUIPMENT SA, LIEGE**

Security	B3883A119	Meeting Type	Ordinary General Meeting
Ticker Symbol		Meeting Date	21-May-2013
ISIN	BE0003820371	Agenda	704447588 - Management

Item	Proposal	Type	Vote	For/Against Management
CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) MAY BE REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting		
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting		
1	Receive directors reports	Non-Voting		
2	Approve remuneration report	Management	For	For
3	Receive auditors reports	Non-Voting		
4	Approve financial statements, allocation of income, and dividends of EUR 2.64 per share	Management	For	For
5	Approve discharge of directors	Management	For	For
6	Approve discharge of auditors	Management	For	For
7	Ratify BDO Reviseurs d entreprises SCC as auditors and approve auditors remuneration at EUR 46,700	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN MEETING TYPE FROM AGM TO OGM. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		



**FMC TECHNOLOGIES, INC.**

Security	30249U101	Meeting Type	Annual
Ticker Symbol	FTI	Meeting Date	03-May-2013
ISIN	US30249U1016	Agenda	933773118 - Management

<b>Item</b>	<b>Proposal</b>	<b>Type</b>	<b>Vote</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR: ELEAZAR DE CARVALHO FILHO	Management	For	For
1B.	ELECTION OF DIRECTOR: CLAIRE S. FARLEY	Management	For	For
1C.	ELECTION OF DIRECTOR: JOSEPH H. NETHERLAND	Management	For	For
2.	RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For
3.	ADVISORY APPROVAL OF 2012 EXECUTIVE COMPENSATION.	Management	For	For
4.	REAPPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE AMENDED AND RESTATED INCENTIVE COMPENSATION AND STOCK PLAN.	Management	For	For
5.	STOCKHOLDER PROPOSAL CONCERNING ACCELERATED VESTING OF SENIOR EXECUTIVE EQUITY AWARDS UPON A CHANGE IN CONTROL.	Shareholder	Against	For

**FRANKLIN ELECTRIC CO., INC.**

Security	353514102	Meeting Type	Annual
Ticker Symbol	FELE	Meeting Date	03-May-2013
ISIN	US3535141028	Agenda	933748660 - Management

<b>Item</b>	<b>Proposal</b>	<b>Type</b>	<b>Vote</b>	<b>For/Against Management</b>
1	DIRECTOR	Management		
	1	R. SCOTT TRUMBULL	For	For
	2	THOMAS L. YOUNG	For	For
2	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE, LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2013 FISCAL YEAR.	Management	For	For
3	TO APPROVE, ON AN ADVISORY BASIS, THE EXECUTIVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Management	For	For

**GRACO INC.**

Security	384109104	Meeting Type	Annual
Ticker Symbol	GGG	Meeting Date	26-Apr-2013
ISIN	US3841091040	Agenda	933744787 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 ERIC P. ETCHART		For	For
	2 J. KEVIN GILLIGAN		For	For
	3 WILLIAM G. VAN DYKE		For	For
2.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Management	For	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Management	For	For
4.	APPROVAL OF AN AMENDMENT TO THE RESTATED ARTICLES OF INCORPORATION TO ADOPT MAJORITY VOTING FOR THE ELECTION OF DIRECTORS.	Management	For	For



**HALMA PLC, AMERSHAM**

Security	G42504103	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	24-Jul-2012
ISIN	GB0004052071	Agenda	703945533 - Management

Item	Proposal	Type	Vote	For/Against Management
1	To receive the Accounts and the Reports of the Directors and the Auditors for the period of 52 weeks to 31 March 2012	Management	For	For
2	That a final dividend of 5.95p per share be paid on 22 August 2012 to shareholders on the Register of Members at the close of business on 20 July 2012	Management	For	For
3	To approve the Remuneration Report for the 52 weeks to 31 March 2012	Management	For	For
4	That Geoff Unwin be re-elected as a Director of the Company	Management	For	For
5	That Andrew Williams be re-elected as a Director of the Company	Management	For	For
6	That Kevin Thompson be re-elected as a Director of the Company	Management	For	For
7	That Stephen Pettit be re-elected as a Director of the Company	Management	For	For
8	That Neil Quinn be re-elected as a Director of the Company	Management	For	For
9	That Jane Aikman be re-elected as a Director of the Company	Management	For	For
10	That Adam Meyers be re-elected as a Director of the Company	Management	For	For
11	That Lord Blackwell be re-elected as a Director of the Company	Management	For	For
12	That Steve Marshall be re-elected as a Director of the Company	Management	For	For
13	That Daniela Barone Soares be elected as a Director of the Company	Management	For	For
14	That Deloitte LLP be reappointed as Auditors of the Company	Management	For	For
15	That the Directors be authorised to determine the remuneration of the Auditors	Management	For	For

16	<p>That the Directors be and are hereby generally and unconditionally authorised pursuant to Section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares, or grant rights to subscribe for or to convert securities into shares, up to an aggregate nominal amount of GBP 12,500,000 and that this authority shall expire on the earlier of the conclusion of the annual general meeting of the Company to be held in 2013 and the first anniversary of the passing of this resolution (unless previously renewed, varied or revoked by the Company), save that the Company may before such expiry make any offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares or grant such rights in pursuance of such offer or CONTD</p>	Management	For	For
CONT	<p>CONTD agreement as if the authority conferred hereby had not expired</p>	Non-Voting		

17	<p>That, subject to the passing of resolution 16, the Directors be and are hereby empowered pursuant to Section 570 of the Companies Act 2006 to allot or to make any offer or agreement to allot equity securities (as defined in Section 560 of the Companies Act 2006) of the Company pursuant to the authority contained in resolution 16 and/or sell equity securities held as treasury shares for cash pursuant to Section 727 of the Companies Act 2006, in each case as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such power shall be limited to: (a) any such allotment, offer, agreement and/or sale pursuant to the terms of any share scheme for employees approved by the Company in general meeting; (b) any such allotment, offer, agreement and/or sale in connection with an issue or</p>	Management	For	For
CONT	<p>CONTD offer (whether by way of a rights issue, open offer or otherwise) in favour of ordinary shareholders (other than the Company) on a fixed record date where the equity securities attributable to such ordinary shareholders are proportionate (as nearly as may be) to the respective number of ordinary shares held by them on such record date, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and (c) otherwise than pursuant to-sub-paragraph (a) or (b) above, any such allotment, offer, agreement and/or sale up to an aggregate nominal amount of GBP 1,890,000; and shall expire (unless</p>	Non-Voting		
CONT	<p>CONTD previously renewed, revoked or varied) when the authority contained in resolution 16 expires, save that the Company may make any offer or agreement before such expiry which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry</p>	Non-Voting		
18	<p>That the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 693 of the Companies Act 2006) of its ordinary shares of 10p each ( ordinary shares ) provided that: (a) the maximum number of ordinary shares hereby authorised to be acquired is 37,800,000 ordinary shares, having an aggregate nominal value of GBP 3,780,000; (b) the maximum price (excluding expenses) which may be paid for each ordinary share is an amount equal to the higher of (i) 105% of the average of the closing mid-market prices for the ordinary shares (derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date of purchase and (ii) the price stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation; and (c) the</p>	Management	For	For



CONT	<p>CONTD minimum price per ordinary share (excluding expenses) is its nominal value; and the authority hereby conferred shall expire at the conclusion of the Company's next annual general meeting (except in relation to the purchase of ordinary shares the contract for which was concluded before such date and which would or might be executed wholly or partly after such date), unless such authority is renewed prior to such time</p>	Non-Voting
19	<p>That a general meeting other than an annual general meeting may be called on not less than 14 clear days notice</p>	<p>Management For For</p>

**HEARTLAND EXPRESS, INC.**

Security	422347104	Meeting Type	Annual
Ticker Symbol	HTLD	Meeting Date	09-May-2013
ISIN	US4223471040	Agenda	933763751 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 M. GERDIN		For	For
	2 R. JACOBSON		For	For
	3 B. ALLEN		For	For
	4 L. CROUSE		For	For
	5 J. PRATT		For	For
	6 T. HIRA		For	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2013.	Management	For	For

**HNI CORPORATION**

Security	404251100	Meeting Type	Annual
Ticker Symbol	HNI	Meeting Date	07-May-2013
ISIN	US4042511000	Agenda	933761454 - Management

<b>Item</b>	<b>Proposal</b>	<b>Type</b>	<b>Vote</b>	<b>For/Against Management</b>
1A.	ELECTION OF DIRECTOR FOR A TWO-YEAR TERM: MARY H. BELL	Management	For	For
1B.	ELECTION OF DIRECTOR FOR A THREE-YEAR TERM: JAMES R. JENKINS	Management	For	For
1C.	ELECTION OF DIRECTOR FOR A THREE-YEAR TERM: DENNIS J. MARTIN	Management	For	For
1D.	ELECTION OF DIRECTOR FOR A THREE-YEAR TERM: ABBIE J. SMITH	Management	For	For
2.	RATIFY THE AUDIT COMMITTEE S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE CORPORATION S INDEPENDENT REGISTERED PUBLIC ACCOUNTANT FOR FISCAL YEAR ENDING DECEMBER 28, 2013.	Management	For	For
3.	ADVISORY (NONBINDING) VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Management	For	For
4.	APPROVE AN AMENDMENT TO THE 2007 STOCK-BASED COMPENSATION PLAN.	Management	For	For

**IDEX CORPORATION**

Security	45167R104	Meeting Type	Annual
Ticker Symbol	IEX	Meeting Date	09-Apr-2013
ISIN	US45167R1041	Agenda	933741957 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 ERNEST J. MROZEK		For	For
	2 DAVID C. PARRY		For	For
	3 L.L. SATTERTHWAITE		For	For
2.	TO VOTE ON A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS.	Management	For	For
3.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Management	For	For



**KNIGHT TRANSPORTATION, INC.**

Security	499064103	Meeting Type	Annual
Ticker Symbol	KNX	Meeting Date	16-May-2013
ISIN	US4990641031	Agenda	933773930 - Management

Item	Proposal	Type	Vote	For/Against Management
1	DIRECTOR	Management		
	1 KEVIN P. KNIGHT		For	For
	2 RANDY KNIGHT		For	For
	3 MICHAEL GARNREITER		For	For
2	ELECTION OF RICHARD C. KRAEMER TO SERVE THE REMAINDER OF HIS TERM AS A CLASS I DIRECTOR	Management	For	For
3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	For	For
4	RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013	Management	For	For

**KUEHNE + NAGEL INTERNATIONAL AG, NAGEL INTERNATIO**

Security	H4673L145	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	07-May-2013
ISIN	CH0025238863	Agenda	704422322 - Management

Item	Proposal	Type	Vote	For/Against Management
CMMT	PART 1 OF THIS MEETING IS FOR REGISTRATION ONLY. IF YOU WISH TO SUBMIT A VOTE OR A MEETING ATTENDANCE ON PART 2 OF THE MEETING, THIS CAN ONLY BE PROCESSED BY THE SUB-CUSTODIAN IF YOU FIRST VOTE IN FAVOUR OF THE REGISTRATION IN PART 1 BELOW BY VOTING IN FAVOUR OF THE BELOW RESOLUTION, YOU ARE AUTHORISING BROADRIDGE TO ASK YOUR SUB-CUSTODIAN TO REGISTER THE SHARES. ALTHOUGH BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. DEPENDING ON SUB-CUSTODIAN PRACTICES, SHARES MAY REMAIN REGISTERED UNTIL MEETING DATE+1. DE-REGISTRATION PROCESSES MAY VARY AND THEREFORE SHARES MAY NOT ALWAYS BE AVAILABLE FOR TRADING. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IF YOU HAVE ANY CONCERNS.	Non-Voting		
CMMT	PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. ALTHOUGH BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE.	Non-Voting		
1	Approval of the annual report, financial statements and consolidated financial statements 2012	Management	For	For
2	Resolution on the appropriation of the balance sheet profit	Management	For	For

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3	Discharge to the board of directors and the management	Management	For	For
4.A	Re-election of the board of director: Mr. Dr. Renato Fassbind	Management	For	For
4.B	Re-election of the board of director: Mr. Juergen Fitschen	Management	For	For

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4.C	Re-election of the board of director: Mr. Karl Gernandt	Management	For	For
4.D	Re-election of the board of director: Mr. Klaus-Michael Kuehne	Management	For	For
4.E	Re-election of the board of director: Mr. Hans Lerch	Management	For	For
4.F	Re-election of the board of director: Mr. Dr. Thomas Staehelin	Management	For	For
4.G	Re-election of the board of director: Mr. Dr. Joerg Wolle	Management	For	For
4.H	Re-election of the board of director: Mr. Bernd Wrede	Management	For	For
5	Election of the auditors / Ernst and Young Ag, Zurich	Management	For	For
6	In the case of ad-hoc shareholder motions proposed during the general meeting, I authorize my proxy to act as follows in accordance with the board of directors	Management	For	For

**L OCCITANE INTERNATIONAL SA, LUXEMBOURG**

Security	L6071D109	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	26-Sep-2012
ISIN	LU0501835309	Agenda	704027499 - Management

Item	Proposal	Type	Vote	For/Against Management
CMMT	PLEASE NOTE THAT THE COMPANY NOTICE IS AVAILABLE BY CLICKING ON THE URL LINKS: <a href="http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0824/LTN20120824032.pdf">http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0824/LTN20120824032.pdf</a> AND <a href="http://www.hkexnews.hk/listedco/listconews/sehk/2012/0924/LTN20120924405.pdf">http://www.hkexnews.hk/listedco/listconews/sehk/2012/0924/LTN20120924405.pdf</a>	Non-Voting		
CMMT	PLEASE NOTE IN THE HONG KONG MARKET THAT A VOTE OF ABSTAIN WILL BE TREATED THE SAME AS A TAKE NO ACTION VOTE.	Non-Voting		
1	To receive and adopt the statutory accounts and audited consolidated financial statements of the Company for the year ended 31 March 2012 and to acknowledge the content of the reports of the board of directors and the auditors of the Company	Management	For	For
2	To declare a final dividend of a total amount of EUR 36.3 million for the year ended 31 March 2012	Management	For	For
3.I	Re-elect the retiring director of the Company for a term of 3 years: Mr. Reinold Geiger	Management	For	For
3.II	Re-elect the retiring director of the Company for a term of 3 years: Mr. Emmanuel Laurent Jacques Osti	Management	For	For
3.III	Re-elect the retiring director of the Company for a term of 3 years: Mr. Andre Joseph Hoffmann	Management	For	For
3.IV	Re-elect the retiring director of the Company for a term of 3 years: Mr. Karl Guenard	Management	For	For
3.V	Re-elect the retiring director of the Company for a term of 3 years: Mr. Martial Thierry Lopez	Management	For	For
4.A	To give a general mandate to the directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company	Management	For	For
4.B	To give a general mandate to the directors to repurchase shares not exceeding 10% of the issued share capital of the Company within a price range between HKD 10 and HKD 30	Management	Against	Against

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4.C	To ratify and approve the repurchase of 6,655,500 shares by the Company during the year ended 31 March 2012	Management	For	For
4.D	To extend the authority given to the directors pursuant to ordinary resolution no. 4(A) to issue shares by adding to the issued share capital of the Company the number of shares repurchased under ordinary resolution no. 4(B)	Management	Against	Against
5	To renew the mandate granted to PricewaterhouseCoopers to act as approved statutory auditor of the Company for the financial year ending 31 March 2013	Management	For	For

6	To re-appoint PricewaterhouseCoopers as the external auditor of the Company to hold the office from the conclusion of the Annual General Meeting until the next annual general meeting of the Company	Management	For	For
7	To approve the remuneration to be granted to certain directors of the Company and to authorize the board of directors to implement any subsequent actions which may be required, including, for the avoidance of doubt, the payment modalities	Management	For	For
8	To grant discharge to the directors for the exercise of their mandate during the financial year ended 31 March 2012	Management	For	For
9	To grant discharge to the statutory auditors PricewaterhouseCoopers for the exercise of their mandate during the financial year ended 31 March 2012	Management	For	For
10	To approve the remuneration to be granted to PricewaterhouseCoopers as the approved statutory auditor of the Company	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO ADDITION OF URL LINK. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

**LIFE TECHNOLOGIES CORPORATION**

Security	53217V109	Meeting Type	Annual
Ticker Symbol	LIFE	Meeting Date	24-Apr-2013
ISIN	US53217V1098	Agenda	933743913 - Management

<b>Item</b>	<b>Proposal</b>	<b>Type</b>	<b>Vote</b>	<b>For/Against Management</b>
1.1	ELECTION OF DIRECTOR: GEORGE F. ADAM, JR.	Management	For	For
1.2	ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE	Management	For	For
1.3	ELECTION OF DIRECTOR: DONALD W. GRIMM	Management	For	For
1.4	ELECTION OF DIRECTOR: CRAIG J. MUNDIE	Management	For	For
1.5	ELECTION OF DIRECTOR: ORA H. PESCOVITZ, M.D.	Management	For	For
1.6	ELECTION OF DIRECTOR: PER A. PETERSON, PH.D.	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	APPROVAL OF A NON-BINDING ADVISORY RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2012.	Management	For	For
4.	APPROVAL OF THE COMPANY S 2013 EQUITY INCENTIVE PLAN.	Management	For	For



**MANPOWERGROUP INC.**

Security	56418H100	Meeting Type	Annual
Ticker Symbol	MAN	Meeting Date	30-Apr-2013
ISIN	US56418H1005	Agenda	933753457 - Management

<b>Item</b>	<b>Proposal</b>	<b>Type</b>	<b>Vote</b>	<b>For/Against Management</b>
1.1	ELECTION OF DIRECTOR: GINA R. BOSWELL	Management	For	For
1.2	ELECTION OF DIRECTOR: WILLIAM DOWNE	Management	For	For
1.3	ELECTION OF DIRECTOR: JACK M. GREENBERG	Management	For	For
1.4	ELECTION OF DIRECTOR: PATRICIA A. HEMINGWAY-HALL	Management	For	For
1.5	ELECTION OF DIRECTOR: TERRY A. HUENEKE	Management	For	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS FOR 2013.	Management	For	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	For	For
4.	APPROVAL OF A PROPOSED AMENDMENT TO THE ARTICLES OF INCORPORATION OF MANPOWERGROUP INC. TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For	For

**MAXIM INTEGRATED PRODUCTS, INC.**

Security	57772K101	Meeting Type	Annual
Ticker Symbol	MXIM	Meeting Date	14-Nov-2012
ISIN	US57772K1016	Agenda	933692801 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 TUNC DOLUCA		For	For
	2 B. KIPLING HAGOPIAN		For	For
	3 JAMES R. BERGMAN		For	For
	4 JOSEPH R. BRONSON		For	For
	5 ROBERT E. GRADY		For	For
	6 WILLIAM D. WATKINS		For	For
	7 A.R. FRANK WAZZAN		For	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS MAXIM S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 29, 2013.	Management	For	For
3.	TO RATIFY AND APPROVE AN AMENDMENT TO MAXIM S 2008 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 2,000,000 SHARES.	Management	For	For
4.	TO RATIFY AND APPROVE AN AMENDMENT AND RESTATEMENT OF THE COMPANY S 1996 STOCK INCENTIVE PLAN (AS AMENDED, THE PLAN ) TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER BY 6,000,000 SHARES AND TO EXPAND THE PERFORMANCE METRICS FOR EMPLOYEE EQUITY GRANTS UNDER THE PLAN.	Management	For	For
5.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Management	For	For

## MICROCHIP TECHNOLOGY INCORPORATED

Security	595017104	Meeting Type	Annual
Ticker Symbol	MCHP	Meeting Date	17-Aug-2012
ISIN	US5950171042	Agenda	933667997 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 STEVE SANGHI		For	For
	2 ALBERT J. HUGO-MARTINEZ		For	For
	3 L.B. DAY		For	For
	4 MATTHEW W. CHAPMAN		For	For
	5 WADE F. MEYERCORD		For	For
2.	AMEND AND RESTATE OUR 2004 EQUITY INCENTIVE PLAN TO (I) INCREASE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER BY 9,900,000, (II) EXTEND THE TERM OF THE PLAN THROUGH MAY 22, 2022, (III) RE-APPROVE MATERIAL TERMS OF PLAN, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
3.	PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF OUR COMMON STOCK UPON CONVERSION OF OUR CONVERTIBLE DEBENTURES AS REQUIRED BY THE NASDAQ LISTING RULES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Management	For	For
4.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF MICROCHIP FOR THE FISCAL YEAR ENDING MARCH 31, 2013.	Management	For	For
5.	PROPOSAL TO APPROVE AN ADVISORY (NON-BINDING) VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVES.	Management	For	For

## NOBLE CORPORATION

Security	H5833N103	Meeting Type	Annual
Ticker Symbol	NE	Meeting Date	26-Apr-2013
ISIN	CH0033347318	Agenda	933745246 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 MICHAEL A. CAWLEY		For	For
	2 GORDON T. HALL		For	For
	3 ASHLEY ALMANZA		For	For
2.	APPROVAL OF THE 2012 ANNUAL REPORT, THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2012 AND THE STATUTORY FINANCIAL STATEMENTS OF THE COMPANY FOR FISCAL YEAR 2012	Management	For	For
3.	APPROVAL OF DIVIDEND PAYMENT FUNDED FROM CAPITAL CONTRIBUTION RESERVE IN THE AMOUNT OF USD \$1.00 PER SHARE	Management	For	For
4.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 AND THE ELECTION OF PRICEWATERHOUSECOOPERS AG AS STATUTORY AUDITOR FOR A ONE-YEAR TERM	Management	For	For
5.	APPROVAL OF THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE OFFICERS OF THE COMPANY UNDER SWISS LAW FOR FISCAL YEAR 2012	Management	For	For
6.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY S NAMED EXECUTIVE OFFICERS	Management	For	For
7.	APPROVAL OF AN EXTENSION OF BOARD AUTHORITY TO ISSUE AUTHORIZED SHARE CAPITAL UNTIL APRIL 25, 2015	Management	For	For

**O REILLY AUTOMOTIVE, INC.**

Security	67103H107	Meeting Type	Annual
Ticker Symbol	ORLY	Meeting Date	07-May-2013
ISIN	US67103H1077	Agenda	933753421 - Management

Item	Proposal	Type	Vote	For/Against Management
1A	ELECTION OF DIRECTOR: LARRY O REILLY	Management	For	For
1B	ELECTION OF DIRECTOR: ROSALIE O REILLY-WOOTEN	Management	For	For
1C	ELECTION OF DIRECTOR: THOMAS T. HENDRICKSON	Management	For	For
2	TO AMEND THE ARTICLES OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Management	For	For
3	TO AMEND THE ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS OF RECORD OF NOT LESS THAN 25% OF VOTING POWER TO CALL A SPECIAL MEETING OF SHAREHOLDERS.	Management	For	For
4	TO AMEND THE ARTICLES OF INCORPORATION TO ALLOW MINOR UPDATES TO CONFORM TO CURRENT LAWS AND CLARIFY.	Management	For	For
5	ADVISORY VOTE ON APPROVAL OF COMPENSATION OF EXECUTIVES.	Management	For	For
6	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG, LLP, AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Management	For	For

**ROTORK PLC, BATH**

Security	G76717126	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	26-Apr-2013
ISIN	GB0007506958	Agenda	704351775 - Management

Item	Proposal	Type	Vote	For/Against Management
1	To receive and adopt the Directors Report and Accounts and the Auditors Report thereon for 2012	Management	For	For
2	To declare a final dividend	Management	For	For
3	To re-elect IG King as a director	Management	For	For
4	To re-elect PI France as a director	Management	For	For
5	To re-elect JM Davis as a director	Management	For	For
6	To re-elect RH Arnold as a director	Management	For	For
7	To re-elect GM Ogden as a director	Management	For	For
8	To re-elect JE Nicholas as a director	Management	For	For
9	That RC Lockwood be re-elected a director	Management	For	For
10	To re-elect GB Bullard as a director	Management	For	For
11	To elect SA James as a director	Management	For	For
12	To re-appoint KPMG Audit Plc as Auditor of the Company	Management	For	For
13	To authorise the directors to fix the remuneration of the Auditor	Management	For	For
14	To approve the Directors Remuneration Report	Management	For	For
15	To authorise the directors to allot shares	Management	For	For
16	To empower the directors to allot shares for cash without first offering them to existing shareholders	Management	For	For
17	To authorise the Company to purchase ordinary shares	Management	For	For
18	To authorise the Company to purchase preference shares	Management	For	For
19	To fix the notice period for general meetings	Management	For	For
20	To authorise the extension of the Rotork Sharesave Scheme	Management	For	For



**SCANSOURCE, INC.**

Security	806037107	Meeting Type	Annual
Ticker Symbol	SCSC	Meeting Date	06-Dec-2012
ISIN	US8060371072	Agenda	933700898 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1	MICHAEL L. BAUR	For	For
	2	STEVEN R. FISCHER	For	For
	3	MICHAEL J. GRAINGER	For	For
	4	STEVEN H. OWINGS	For	For
	5	JOHN P. REILLY	For	For
	6	CHARLES R. WHITCHURCH	For	For
2.	ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS (AS DEFINED IN THE PROXY STATEMENT).	Management	For	For
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	Management	For	For



**SIGNET JEWELERS LIMITED**

Security	G81276100	Meeting Type	Annual
Ticker Symbol	SIG	Meeting Date	14-Jun-2013
ISIN	BMG812761002	Agenda	933812794 - Management

Item	Proposal	Type	Vote	For/Against Management
1A	ELECTION OF DIRECTOR: DALE W. HILPERT	Management	For	For
1B	ELECTION OF DIRECTOR: H. TODD STITZER	Management	For	For
1C	ELECTION OF DIRECTOR: MARIANNE PARRS	Management	For	For
1D	ELECTION OF DIRECTOR: MICHAEL BARNES	Management	For	For
1E	ELECTION OF DIRECTOR: RUSSELL WALLS	Management	For	For
1F	ELECTION OF DIRECTOR: THOMAS G. PLASKETT	Management	For	For
1G	ELECTION OF DIRECTOR: VIRGINIA DROSOS	Management	For	For
2.	TO APPOINT KPMG LLP AS INDEPENDENT AUDITOR OF THE COMPANY, TO HOLD OFFICE FROM THE CONCLUSION OF THIS MEETING UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY AND TO AUTHORIZE THE AUDIT COMMITTEE TO DETERMINE ITS COMPENSATION.	Management	For	For
3.	TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT (THE SAY-ON-PAY VOTE).	Management	For	For

**SONOVA HOLDING AG, STAEFA**

Security	H8024W106	Meeting Type	Annual General Meeting
Ticker	Symbol	Meeting Date	18-Jun-2013
ISIN	CH0012549785	Agenda	704528833 - Management

Item	Proposal	Type	Vote	For/Against Management
CMMT	PART 1 OF THIS MEETING IS FOR REGISTRATION ONLY. IF YOU WISH TO SUBMIT A VOTE OR A MEETING ATTENDANCE ON PART 2 OF THE MEETING, THIS CAN ONLY BE PROCESSED BY THE SUB-CUSTODIAN IF YOU FIRST VOTE IN FAVOUR OF THE REGISTRATION IN PART 1 BELOW BY VOTING IN FAVOUR OF THE BELOW RESOLUTION, YOU ARE AUTHORISING BROADRIDGE TO ASK YOUR SUB-CUSTODIAN TO REGISTER THE SHARES. ALTHOUGH BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. DEPENDING ON SUB-CUSTODIAN PRACTICES, SHARES MAY REMAIN REGISTERED UNTIL MEETING DATE+1. DE-REGISTRATION PROCESSES MAY VARY AND THEREFORE SHARES MAY NOT ALWAYS BE AVAILABLE FOR TRADING. PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE IF YOU HAVE ANY CONCERNS.	Non-Voting		
CMMT	PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. ALTHOUGH BLOCKING OF REGISTERED SHARES IS NOT A LEGAL REQUIREMENT IN THE SWISS MARKET, SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE.	Non-Voting		
1.1	Approval of the annual report, of the financial statements of Sonova Holding AG and of the consolidated financial statements for 2012/13, acknowledgement of the auditor s report	Management	For	For

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1.2	Advisory vote on the compensation report 2012/13	Management	For	For
2.1	Appropriation of retained earnings	Management	For	For
2.2	Approve dividends of CHF 1.60 per share from capital contribution reserves	Management	For	For
3	Discharge of the members of the board of directors and of the management board	Management	For	For

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4.1.1	Re-election to the board of directors: Mr. Beat Hess	Management	For	For
4.1.2	Re-election to the board of directors: Mr. John J. Zei	Management	For	For
4.2.1	Election to the board of directors: Mr. Jinlong Wang	Management	For	For
4.3	Re-election of the auditor: PricewaterhouseCoopers AG, Zurich	Management	For	For
5	In the case of ad-hoc/Miscellaneous shareholder motions proposed during the general meeting, I authorize my proxy to act as follows in accordance with the board of directors	Management	For	For
CMMT	PLEASE NOTE THAT THIS IS A REVISION DUE TO CHANGE IN TEXT OF RESOLUTION 2.2. IF YOU HAVE ALREADY SENT IN YOUR VOTES, PLEASE DO NOT RETURN THIS PROXY FORM UNLESS YOU DECIDE TO AMEND YOUR ORIGINAL INSTRUCTIONS. THANK YOU.	Non-Voting		

**SPIRAX-SARCO ENGINEERING PLC, CHELTENHAM GLOUCESTE**

Security	G83561103	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	09-May-2013
ISIN	GB0008347048	Agenda	704344011 - Management

Item	Proposal	Type	Vote	For/Against Management
1	To receive the Annual Report and Accounts	Management	For	For
2	To approve the Remuneration Report	Management	For	For
3	To declare a final dividend	Management	For	For
4	To re-appoint KPMG Audit Plc as auditor of the Company	Management	For	For
5	To authorise the Directors to determine the auditor s remuneration	Management	For	For
6	To re-elect Mr W H whiteley as a Director	Management	For	For
7	To re-elect Mr M E Vernon as a Director	Management	For	For
8	To re-elect Mr G R Bullock as a Director	Management	For	For
9	To re-elect Mr D J Meredith as a Director	Management	For	For
10	To re-elect Dr K Rajagopal as a Director	Management	For	For
11	To elect Dr G E Schoolenberg as a Director	Management	For	For
12	To re-elect Mr C G Watson as a Director	Management	For	For
13	To re-elect Mr N H Daws as a Director	Management	For	For
14	To re-elect Mr N J Anderson as a Director	Management	For	For
15	To re-elect Mr J L Whalen as a Director	Management	For	For
16	To authorise the Directors to allot shares	Management	For	For
17	To authorise the Directors to approve the issue of shares in lieu of cash dividends in respect of the period up to and including the date of the Annual General Meeting to be held in 2018 or, if earlier, 8th May 2018	Management	For	For
18	To declare a special dividend and approve a share consolidation	Management	For	For
19	To disapply statutory pre-emption rights	Management	For	For
20	To authorise the Company to purchase its own shares	Management	For	For

21	To authorise the Company to call general meetings, other than Annual General Meetings, on not less than 14 clear days notice	Management	For	For
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**VARIAN MEDICAL SYSTEMS, INC.**

Security	92220P105	Meeting Type	Annual
Ticker Symbol	VAR	Meeting Date	14-Feb-2013
ISIN	US92220P1057	Agenda	933721830 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 R. ANDREW ECKERT		For	For
	2 MARK R. LARET		For	For
	3 ERICH R. REINHARDT		For	For
2.	TO APPROVE THE COMPENSATION OF THE VARIAN MEDICAL SYSTEMS, INC. NAMED EXECUTIVE OFFICERS AS DESCRIBED IN THE PROXY STATEMENT	Management	For	For
3.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS VARIAN MEDICAL SYSTEMS, INC. S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013	Management	For	For
4.	TO VOTE ON, IF PROPERLY PRESENTED AT THE ANNUAL MEETING, A STOCKHOLDER PROPOSAL RECOMMENDING THAT THE BOARD OF DIRECTORS TAKE ACTION TO DECLASSIFY THE BOARD	Shareholder	Against	For

VCA ANTECH, INC.

Security	918194101	Meeting Type	Annual
Ticker Symbol	WOOF	Meeting Date	20-May-2013
ISIN	US9181941017	Agenda	933780125 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 ROBERT L. ANTIN		For	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	Against	Against



**WABCO HOLDINGS INC.**

Security	92927K102	Meeting Type	Annual
Ticker Symbol	WBC	Meeting Date	30-May-2013
ISIN	US92927K1025	Agenda	933795378 - Management

Item	Proposal	Type	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 JACQUES ESCULIER		For	For
	2 KENNETH J. MARTIN		For	For
	3 DONALD J. STEBBINS		For	For
2.	RATIFY THE SELECTION OF ERNST & YOUNG BEDRIJFSREVISOREN BCVBA/REVISEURS D ENTREPRISES SCCRL AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Management	For	For
3.	APPROVE THE AMENDED AND RESTATED WABCO HOLDINGS INC. 2009 OMNIBUS INCENTIVE PLAN.	Management	For	For
4.	APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY S NAMED EXECUTIVE OFFICERS ( SAY-ON-PAY ).	Management	For	For

**ZEBRA TECHNOLOGIES CORPORATION**

Security	989207105	Meeting Type	Annual
Ticker Symbol	ZBRA	Meeting Date	16-May-2013
ISIN	US9892071054	Agenda	933781761 - Management

<b>Item</b>	<b>Proposal</b>	<b>Type</b>	<b>Vote</b>	<b>For/Against Management</b>
1.	DIRECTOR	Management		
	1 GERHARD CLESS		For	For
	2 MICHAEL A. SMITH		For	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Management	For	For
3.	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR 2013	Management	For	For

**SIGNATURES**

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

(Registrant)

Source Capital, Inc.

By (Signature and Title)\*

/s/ J. Richard Atwood, Treasurer

Date

8/30/13

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