

FLAHERTY & CRUMRINE TOTAL RETURN FUND INC  
Form N-PX/A  
August 30, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**FORM N-PX**

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

Investment Company Act file number 811-21380

Flaherty & Crumrine Total Return Fund Incorporated  
(Exact name of registrant as specified in charter)

301 E. Colorado Boulevard, Suite 720  
Pasadena, CA 91101  
(Address of principal executive offices) (Zip code)

R. Eric Chadwick  
Flaherty & Crumrine Incorporated  
301 E. Colorado Boulevard, Suite 720  
Pasadena, CA 91101  
(Name and address of agent for service)

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

Date of fiscal year end: November 30

Date of reporting period: July 1, 2015 June 30, 2016

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

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**PROXY VOTING RECORD****FOR PERIOD JULY 1, 2015 TO JUNE 30, 2016****REGISTRANT NAME: Flaherty & Crumrine Total Return Fund Incorporated****INVESTMENT COMPANY ACT FILE NUMBER: 811 - 21380****REPORTING PERIOD: 07/01/2015 - 06/30/2016****REGISTRANT ADDRESS: 301 E. Colorado Boulevard, Suite 720, Pasadena, California 91101****NAME OF SERIES (AS APPLICABLE): \_\_\_\_\_**

<b>Issuer of Portfolio Security</b>	<b>Exchange Ticker Symbol</b>	<b>CUSIP #</b>	<b>Shareholder Meeting Date</b>	<b>Summary of Matter Voted On</b>	<b>Who Proposed Matter: Issuer / Shareholder</b>	<b>V</b>
CIT Group Inc	CIT	125581801	5/10/2016	Change voting requirement for removal of directors to simple from supermajority	Issuer	N
CIT Group Inc	CIT	125581801	5/10/2016	Approve amendment to remove Article Twelfth	IssuerN	
CIT Group Inc	CIT	125581801	5/10/2016	Approve executive compensation	IssuerN	
CIT Group Inc	CIT	125581801	5/10/2016	Approve the 2016 omnibus incentive plan	IssuerN	
CIT Group Inc	CIT	125581801	5/10/2016	Approve directors	IssuerN	
CIT Group Inc	CIT	125581801	5/10/2016	Approve auditor	IssuerN	
FT REAL ESTATE SECS CO	FHN	302663208	6/8/2016	Approve directors	IssuerY	
PARTNERRE LTD	PRE	G68603508	11/19/2015	Approve meeting adjournment to solicit additional proxies	IssuerN	
PARTNERRE LTD	PRE	G68603508	11/19/2015	Approve merger	IssuerN	

\*Complete for each series of the Registrant, as applicable.

**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 Flaherty & Crumrine Total Return Fund Incorporated

By (Signature and Title)\* /s/R. Eric Chadwick  
R. Eric Chadwick, Chief Executive Officer and President  
(principal executive officer)

Date 8/29/16

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

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