

SOURCE CAPITAL INC /DE/  
Form N-PX  
August 26, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM N-PX**

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

Investment Company Act file number 811-1731

**Source Capital, Inc.**

(Exact name of registrant as specified in charter)

**11601 Wilshire Blvd., Ste. 1200, Los Angeles, CA**  
(Address of principal executive offices)

**90025**  
(Zip code)

**J. Richard Atwood, President**  
**Source Capital, Inc.**  
**11601 Wilshire Blvd., Ste. 1200, Los Angeles, CA 90025**  
(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: **7/1/14 to 6/30/15**



**Item 1. Proxy Voting Record.**

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===== Source Capital, Inc. =====

AGGREKO PLC

Ticker: AGK Security ID: G0116S185

Meeting Date: APR 29, 2015 Meeting Type: Annual

Record Date: APR 27, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Policy	For	For	Management
3	Approve Remuneration Report	For	For	Management
4	Approve Final Dividend	For	For	Management
5	Elect Carole Cran as Director	For	For	Management
6	Elect Chris Weston as Director	For	For	Management
7	Elect Uwe Krueger as Director	For	For	Management
8	Re-elect Ken Hanna as Director	For	For	Management
9	Re-elect Debajit Das as Director	For	For	Management
10	Re-elect Asterios Satrazemis as Director	For	For	Management
11	Re-elect David Taylor-Smith as Director	For	For	Management
12	Re-elect Russell King as Director	For	For	Management
13	Re-elect Diana Layfield as Director	For	For	Management
14	Re-elect Robert MacLeod as Director	For	For	Management
15	Re-elect Ian Marchant as Director	For	For	Management

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16	Re-elect Rebecca McDonald as Director	For	For	Management
17	Reappoint PricewaterhouseCoopers as Auditors	For	For	Management
18	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	Management
19	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management
20	Approve Long-Term Incentive Plan	For	For	Management
21	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
22	Authorise Market Purchase of Ordinary Shares	For	For	Management
23	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management
24	Authorise Purchase of B Shares	For	For	Management

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BED BATH & BEYOND INC.

Ticker:           BBBY                   Security ID: 075896100

Meeting Date: JUL 07, 2014   Meeting Type: Annual

Record Date:   MAY 09, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Warren Eisenberg	For	For	Management
1b	Elect Director Leonard Feinstein	For	For	Management

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1c	Elect Director Steven H. Temares	For	For	Management
1d	Elect Director Dean S. Adler	For	For	Management
1e	Elect Director Stanley F. Barshay	For	For	Management
1f	Elect Director Geraldine T. Elliott	For	For	Management
1g	Elect Director Klaus Eppler	For	For	Management
1h	Elect Director Patrick R. Gaston	For	For	Management
1i	Elect Director Jordan Heller	For	For	Management
1j	Elect Director Victoria A. Morrison	For	For	Management
2	Ratify Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Management

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BELIMO HOLDING AG

Ticker:           BEAN                   Security ID: H07171103

Meeting Date: APR 20, 2015   Meeting Type: Annual

Record Date:

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Allocation of Income and Dividends of CHF 65 per Share	For	For	Management
3	Approve Remuneration Report	For	Against	Management
4	Approve Discharge of Board and Senior	For	For	Management

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### Management

5.1.1	Reelect Patrick Burkhalter as Director	For	For	Management
5.1.2	Reelect Martin Hess as Director	For	For	Management
5.1.3	Reelect Hans Peter Wehrli as Director	For	For	Management
5.1.4	Reelect Martin Zwyssig as Director	For	For	Management
5.1.5	Elect Adrian Altenburger as Director	For	For	Management
5.2.1	Reelect Hans Peter Wehrli as Board	For	For	Management

### Chairman

5.2.2	Reelect Martin Zwyssig as Deputy	For	For	Management
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### Chairman

5.3.1	Appoint Martin Hess as Member of the	For	For	Management
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### Compensation Committee

5.3.2	Appoint Adrian Altenburger as Member	For	For	Management
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### of the Compensation Committee

5.3.3	Appoint Patrick Burkhalter as Member	For	For	Management
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### of the Compensation Committee

5.4	Designate Proxy Voting Services GmbH	For	For	Management
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### as Independent Proxy

5.5	Ratify KPMG AG as Auditors	For	For	Management
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6.1	Approve Remuneration of Board of	For	For	Management
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### Directors in the Amount of CHF 770,000

6.2	Approve Remuneration of Executive	For	For	Management
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### Committee in the Amount of CHF 4.5

### Million

7	Transact Other Business (Voting)	For	Against	Management
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BIO-RAD LABORATORIES, INC.

Ticker: BIO Security ID: 090572207

Meeting Date: APR 28, 2015 Meeting Type: Annual

Record Date: MAR 02, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Louis Drapeau	For	For	Management
1.2	Elect Director Robert M. Malchione	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management

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CARMAX, INC.

Ticker: KMX Security ID: 143130102

Meeting Date: JUN 22, 2015 Meeting Type: Annual

Record Date: APR 17, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Ronald E. Blaylock	For	For	Management
1.2	Elect Director Thomas J. Folliard	For	For	Management
1.3	Elect Director Rakesh Gangwal	For	For	Management
1.4	Elect Director Jeffrey E. Garten	For	For	Management
1.5	Elect Director Shira Goodman	For	For	Management
1.6	Elect Director W. Robert Grafton	For	For	Management



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1.7	Elect Director Edgar H. Grubb	For	For	Management
1.8	Elect Director Marcella Shinder	For	For	Management
1.9	Elect Director Mitchell D. Steenrod	For	For	Management
1.10	Elect Director Thomas G. Stemberg	For	For	Management
1.11	Elect Director William R. Tiefel	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named	For	For	Management
	Executive Officers' Compensation			

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CLARCOR INC.

Ticker: CLC Security ID: 179895107

Meeting Date: MAR 24, 2015 Meeting Type: Annual

Record Date: FEB 06, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director James W. Bradford, Jr.	For	For	Management
1.2	Elect Director Wesley M. Clark	For	For	Management
1.3	Elect Director James L. Packard	For	For	Management
2	Advisory Vote to Ratify Named	For	For	Management
	Executive Officers' Compensation			
3	Report on Sustainability	Against	Against	Shareholder
4	Ratify PricewaterhouseCoopers LLP as	For	For	Management
	Auditors			

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COPART, INC.

Ticker: CPRT Security ID: 217204106

Meeting Date: DEC 03, 2014 Meeting Type: Annual

Record Date: OCT 06, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Willis J. Johnson	For	For	Management
1.2	Elect Director A. Jayson Adair	For	For	Management
1.3	Elect Director Matt Blunt	For	For	Management
1.4	Elect Director Steven D. Cohan	For	For	Management
1.5	Elect Director Daniel J. Englander	For	For	Management
1.6	Elect Director James E. Meeks	For	For	Management
1.7	Elect Director Vincent W. Mitz	For	For	Management
1.8	Elect Director Thomas N. Tryforos	For	For	Management
2	Approve Qualified Employee Stock Purchase Plan	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Ratify Auditors	For	For	Management

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CORE LABORATORIES N.V.

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Ticker: CLB Security ID: N22717107

Meeting Date: MAY 21, 2015 Meeting Type: Annual

Record Date: APR 23, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1a	Elect Richard L. Bergmark as Director	For	For	Management
1.1b	Elect Margaret Ann van Kempen as Director	For	For	Management
2	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Management
3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management
4	Adopt Financial Statements and Statutory Reports	For	For	Management
5	Approve Cancellation of Repurchased Shares	For	For	Management
6	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management
7	Grant Board Authority to Issue Ordinary and Preference Shares Up To 10 Percent of Issued Capital	For	For	Management
8	Authorize Board to Exclude Preemptive Rights from Share Issuances	For	For	Management
9	Ratify KPMG LLP as Auditors	For	For	Management

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DOMINO PRINTING SCIENCES PLC

Ticker: DNO Security ID: G28112103

Meeting Date: MAR 18, 2015 Meeting Type: Annual

Record Date: MAR 16, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Accept Financial Statements and Statutory Reports	For	For	Management
2	Approve Remuneration Policy	For	For	Management
3	Approve Remuneration Report	For	For	Management
4	Approve Final Dividend	For	For	Management
5	Re-elect Peter Byrom as Director	For	For	Management
6	Re-elect Sir Mark Wrightson as Director	For	For	Management
7	Re-elect Sir David Brown as Director	For	For	Management
8	Re-elect Christopher Brinsmead as Director	For	For	Management
9	Re-elect Nigel Bond as Director	For	For	Management
10	Re-elect Andrew Herbert as Director	For	For	Management
11	Elect Sucheta Govil as Director	For	For	Management
12	Elect Rachel Hurst as Director	For	For	Management
13	Reappoint Deloitte LLP as Auditors	For	For	Management
14	Authorise Board to Fix Remuneration of Auditors	For	For	Management
15	Approve Deferred Bonus Plan	For	For	Management
16	Authorise Issue of Equity with Pre-emptive Rights	For	For	Management

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17	Authorise Issue of Equity without Pre-emptive Rights	For	For	Management
18	Authorise Market Purchase of Ordinary Shares	For	For	Management
19	Authorise the Company to Call EGM with Two Weeks' Notice	For	For	Management

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DOMINO PRINTING SCIENCES PLC

Ticker: DNO Security ID: G28112103

Meeting Date: APR 15, 2015 Meeting Type: Special

Record Date: APR 13, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Matters Relating to the Cash Acquisition of Domino Printing Sciences plc by Brother Industries Ltd	For	For	Management

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DOMINO PRINTING SCIENCES PLC

Ticker: DNO Security ID: G28112103

Meeting Date: APR 15, 2015 Meeting Type: Court

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Record Date: APR 13, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Approve Scheme of Arrangement	For	For	Management

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EVS

Ticker: EVS Security ID: B3883A119

Meeting Date: NOV 05, 2014 Meeting Type: Special

Record Date: OCT 22, 2014

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Renew Authorization to Increase Share Capital up to EUR 1.6 Million within the Framework of Authorized Capital	For	For	Management
2	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	Management

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EVS

Ticker: EVS Security ID: B3883A119

Meeting Date: MAY 19, 2015 Meeting Type: Annual/Special

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Record Date: MAY 05, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1	Receive Directors' Reports (Non-Voting)	None	None	Management
2	Approve Remuneration Report	For	Against	Management
3	Receive Auditors' Reports (Non-Voting)	None	None	Management
4	Approve Financial Statements, Allocation of Income, and Dividends of EUR 2 per Share	For	For	Management
5	Approve Discharge of Directors	For	For	Management
6	Approve Discharge of Auditors	For	For	Management
7a	Reelect Acces Direct SA, permanently Represented by Pierre Rion, as Director	For	For	Management
7b	Reelect Yves Trouveroy as Director	For	For	Management
8	Approve Cooptation and Elect Much sprl, Permanently Represented by Muriel De Lathouwer, as Director	For	For	Management
9	Approve Bonus Incentive Plan for Muriel De Lathouwer	For	For	Management
10	Approve Change of Control Clause in Contract of Muriel De Lathouwer	For	For	Management

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FEI COMPANY

Ticker: FEIC Security ID: 30241L109

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Meeting Date: MAY 07, 2015 Meeting Type: Annual

Record Date: MAR 02, 2015

#	Proposal	Mgt Rec	Vote Cast	Sponsor
1.1	Elect Director Homa Bahrami	For	For	Management
1.2	Elect Director Arie Huijser	For	For	Management
1.3	Elect Director Don R. Kania	For	For	Management
1.4	Elect Director Thomas F. Kelly	For	For	Management
1.5	Elect Director Jan C. Lobbezoo	For	For	Management
1.6	Elect Director Jami K. Nachtsheim	For	For	Management
1.7	Elect Director James T. Richardson	For	For	Management
1.8	Elect Director Richard H. Wills	For	For	Management
2	Amend Omnibus Stock Plan	For	For	Management
3	Amend Qualified Employee Stock Purchase Plan	For	For	Management
4	Ratify KPMG LLP as Auditors	For	For	Management
5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Management

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FMC TECHNOLOGIES, INC.

Ticker: FTI Security ID: 30249U101

Meeting Date: MAY 06, 2015 Meeting Type: Annual

Record Date: MAR 13, 2015



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#	Proposal	Mgt Rec	Vote Cast	Sponsor
1a	Elect Director Mike R. Bowlin	For	For	Management
1b	Elect Director Clarence P. Cazalot, Jr.	For	For	Management
1c	Elect Director Eleazar de Carvalho Filho	For	For	Management
1d	Elect Director C. Maury Devine	For	For	Management
1e	Elect Director Claire S. Farley	For	For	Management
1f	Elect Director John T. Grempe	For	For	Management
1g	Elect Director Thomas M. Hamilton	For	For	Management
1h	Elect Director Peter Mellbye	For	For	Management
1i	Elect Director Joseph H. Netherland	For	For	Management
1j	Elect Director Peter Oosterveer	For	For	Management
1k	Elect Director Richard A. Pattarozzi	For	For	Management
1l	Elect Director James M. Ringler	For	For	Management
2	Ratify KPMG LLP as Auditors	For	For	Management