

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 |

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 |

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 |
|-------|----------------------------------|-----|-----|------------|

Chairman

| | | | | |
|-------|--------------------------------------|-----|-----|------------|
| 5.3.1 | Appoint Martin Hess as Member of the | For | For | Management |
|-------|--------------------------------------|-----|-----|------------|

Compensation Committee

| | | | | |
|-------|--------------------------------------|-----|-----|------------|
| 5.3.2 | Appoint Adrian Altenburger as Member | For | For | Management |
|-------|--------------------------------------|-----|-----|------------|

of the Compensation Committee

| | | | | |
|-------|--------------------------------------|-----|-----|------------|
| 5.3.3 | Appoint Patrick Burkhalter as Member | For | For | Management |
|-------|--------------------------------------|-----|-----|------------|

of the Compensation Committee

| | | | | |
|-----|--------------------------------------|-----|-----|------------|
| 5.4 | Designate Proxy Voting Services GmbH | For | For | Management |
|-----|--------------------------------------|-----|-----|------------|

as Independent Proxy

| | | | | |
|-----|----------------------------|-----|-----|------------|
| 5.5 | Ratify KPMG AG as Auditors | For | For | Management |
|-----|----------------------------|-----|-----|------------|

| | | | | |
|-----|----------------------------------|-----|-----|------------|
| 6.1 | Approve Remuneration of Board of | For | For | Management |
|-----|----------------------------------|-----|-----|------------|

Directors in the Amount of CHF 770,000

| | | | | |
|-----|-----------------------------------|-----|-----|------------|
| 6.2 | Approve Remuneration of Executive | For | For | Management |
|-----|-----------------------------------|-----|-----|------------|

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 |

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 Executive Officers' Compensation | For | For | Management |

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 Executive Officers' Compensation | For | For | Management |
| 3 | Report on Sustainability | Against | Against | Shareholder |
| 4 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |

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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 |

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 |

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 |

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 |

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 |

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 |

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 |

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 |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

FRANKLIN ELECTRIC CO., INC.

Ticker: FELE Security ID: 353514102

Meeting Date: MAY 08, 2015 Meeting Type: Annual

Record Date: MAR 02, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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| | | | | |
|----|-------------------------------------------------------------------|-----|-----|------------|
| 1a | Elect Director Jerome D. Brady | For | For | Management |
| 1b | Elect Director Gregg C. Sengstack | For | For | Management |
| 1c | Elect Director David M. Wathen | For | For | Management |
| 2 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 3 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |
| 4 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

GRACO INC.

Ticker: GGG Security ID: 384109104

Meeting Date: APR 24, 2015 Meeting Type: Annual

Record Date: FEB 23, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-------------------------------------------------------------------|---------|-----------|------------|
| 1a | Elect Director William J. Carroll | For | For | Management |
| 1b | Elect Director Jack W. Eugster | For | For | Management |
| 1c | Elect Director R. William Van Sant | For | For | Management |
| 2 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |

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HALMA PLC

Ticker: HLMA Security ID: G42504103

Meeting Date: JUL 24, 2014 Meeting Type: Annual

Record Date: JUL 22, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------------------------|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Final Dividend | For | For | Management |
| 3 | Approve Remuneration Policy | For | For | Management |
| 4 | Approve Remuneration Report | For | For | Management |
| 5 | Re-elect Paul Walker as Director | For | For | Management |
| 6 | Re-elect Andrew Williams as Director | For | For | Management |
| 7 | Re-elect Kevin Thompson as Director | For | For | Management |
| 8 | Re-elect Stephen Pettit as Director | For | For | Management |
| 9 | Re-elect Neil Quinn as Director | For | For | Management |
| 10 | Re-elect Jane Aikman as Director | For | For | Management |
| 11 | Re-elect Adam Meyers as Director | For | For | Management |
| 12 | Re-elect Daniela Barone Soares 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 | Authorise Issue of Equity with | For | For | Management |

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Pre-emptive Rights

16 Authorise Issue of Equity without For For Management

Pre-emptive Rights

17 Authorise Market Purchase of Ordinary For For Management

Shares

18 Authorise the Company to Call EGM with For For Management

Two Weeks' Notice

HEARTLAND EXPRESS, INC.

Ticker: HTLD Security ID: 422347104

Meeting Date: MAY 14, 2015 Meeting Type: Annual

Record Date: MAR 16, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Michael J. Gerdin | For | For | Management |
| 1.2 | Elect Director Larry J. Gordon | For | For | Management |
| 1.3 | Elect Director Benjamin J. Allen | For | For | Management |
| 1.4 | Elect Director Lawrence D. Crouse | For | For | Management |
| 1.5 | Elect Director James G. Pratt | For | For | Management |
| 1.6 | Elect Director Tahira K. Hira | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |

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HNI CORPORATION

Ticker: HNI Security ID: 404251100

Meeting Date: MAY 05, 2015 Meeting Type: Annual

Record Date: MAR 06, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|-------------------------------------------------------------------|---------|-----------|------------|
| 1.1a | Elect Director Stan A. Askren | For | For | Management |
| 1.1b | Elect Director Mary H. Bell | For | For | Management |
| 1.1c | Elect Director Ronald V. Waters, III | For | For | Management |
| 2 | Ratify KPMG LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 6 | Amend Executive Incentive Bonus Plan | For | For | Management |
| 7 | Amend Non-Employee Director Omnibus Stock Plan | For | For | Management |

IDEX CORPORATION

Ticker: IEX Security ID: 45167R104

Meeting Date: APR 08, 2015 Meeting Type: Annual

Record Date: FEB 10, 2015

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director William M. Cook | For | For | Management |
| 1.2 | Elect Director Cynthia J. Warner | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Amend Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Deloitte & Touche LLP as Auditors | For | For | Management |

KNIGHT TRANSPORTATION, INC.

Ticker: KNX Security ID: 499064103

Meeting Date: MAY 14, 2015 Meeting Type: Annual

Record Date: MAR 24, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Gary J. Knight | For | For | Management |
| 1.2 | Elect Director G.D. Madden | For | For | Management |
| 1.3 | Elect Director Kathryn L. Munro | For | For | Management |
| 2 | Elect Director David A. Jackson | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Approve Omnibus Stock Plan | For | For | Management |
| 5 | Ratify Grant Thornton LLP as Auditors | For | For | Management |

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 L'OCCITANE INTERNATIONAL S.A.

Ticker: 00973 Security ID: L6071D109

Meeting Date: SEP 24, 2014 Meeting Type: Annual

Record Date: SEP 17, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|------------------------------------------------------------------------------------|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Declare Final Dividend | For | For | Management |
| 3a | Elect Thomas Levilion as Director | For | For | Management |
| 3b | Elect Domenico Luigi Trizio as Director | For | For | Management |
| 3c | Elect Charles Mark Broadley as Director | For | For | Management |
| 3d | Elect Jackson Chik Sum Ng as Director | For | For | Management |
| 4 | Elect Nicolas Veto as Director | For | For | Management |
| 5a | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights | For | For | Management |
| 5b | Authorize Repurchase of Up to 10 Percent of Issued Share Capital | For | For | Management |
| 5c | Authorize Reissuance of Repurchased Shares | For | For | Management |
| 6 | Renew Appointment of PricewaterhouseCoopers as Statutory | For | For | Management |

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Auditor

7 Reappoint PricewaterhouseCoopers as For For Management

External Auditor

8 Authorize Board to Fix Remuneration of For For Management

Directors

9 Approve Discharge of Directors For For Management

10 Approve Discharge of Auditors For For Management

11 Approve Remuneration of Auditors For For Management

12 Change Location of Registered Office For For Management

MAXIM INTEGRATED PRODUCTS, INC.

Ticker: MXIM Security ID: 57772K101

Meeting Date: NOV 12, 2014 Meeting Type: Annual

Record Date: SEP 18, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director B. Kipling Hagopian | For | For | Management |
| 1.2 | Elect Director Tunc Doluca | For | For | Management |
| 1.3 | Elect Director James R. Bergman | For | For | Management |
| 1.4 | Elect Director Joseph R. Bronson | For | For | Management |
| 1.5 | Elect Director Robert E. Grady | For | For | Management |
| 1.6 | Elect Director William D. Watkins | For | For | Management |
| 1.7 | Elect Director A.R. Frank Wazzan | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

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| | | | | |
|---|-------------------------------------------------------------------|-----|-----|------------|
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Eliminate Cumulative Voting | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Approve Executive Incentive Bonus Plan | For | For | Management |

MICROCHIP TECHNOLOGY INCORPORATED

Ticker: MCHP Security ID: 595017104

Meeting Date: AUG 25, 2014 Meeting Type: Annual

Record Date: JUL 01, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Steve Sanghi | For | For | Management |
| 1.2 | Elect Director Matthew W. Chapman | For | For | Management |
| 1.3 | Elect Director L.B. Day | For | For | Management |
| 1.4 | Elect Director Esther L. Johnson | For | For | Management |
| 1.5 | Elect Director Wade F. Meyercord | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 4 | Amend Nonqualified Employee Stock Purchase Plan | For | For | Management |

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5 Advisory Vote to Ratify Named For For Management
Executive Officers' Compensation

NOBLE CORPORATION PLC

Ticker: NE Security ID: G65431101

Meeting Date: DEC 22, 2014 Meeting Type: Special

Record Date: NOV 11, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Authorize Share Repurchase Program | For | For | Management |

NOBLE CORPORATION PLC

Ticker: NE Security ID: G65431101

Meeting Date: APR 24, 2015 Meeting Type: Annual

Record Date: MAR 10, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Elect Director Julie H. Edwards | For | For | Management |
| 2 | Elect Director Scott D. Josey | For | For | Management |
| 3 | Elect Director Jon A. Marshall | For | For | Management |

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| | | | | |
|----|------------------------------------------------------------------------|-----|-----|------------|
| 4 | Elect Director Mary P. Ricciardello | For | For | Management |
| 5 | Elect Director David W. Williams | For | For | Management |
| 6 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 7 | Ratify PricewaterhouseCoopers LLP as Statutory Auditor | For | For | Management |
| 8 | Authorize Audit Committee to Fix Remuneration of Statutory Auditors | For | For | Management |
| 9 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 10 | Advisory Vote to Ratify Directors' Compensation Report | For | For | Management |
| 11 | Approve Omnibus Stock Plan | For | For | Management |

NORDSON CORPORATION

Ticker: NDSN Security ID: 655663102

Meeting Date: FEB 24, 2015 Meeting Type: Annual

Record Date: DEC 26, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Arthur L. George, Jr. | For | For | Management |
| 1.2 | Elect Director Michael F. Hilton | For | For | Management |
| 1.3 | Elect Director Frank M. Jaehnert | For | For | Management |
| 2 | Ratify Ernst & Young LLP as Auditors | For | For | Management |

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3 Advisory Vote to Ratify Named Executive Officers' Compensation For For Management

O'REILLY AUTOMOTIVE, INC.

Ticker: ORLY Security ID: 67103H107

Meeting Date: MAY 05, 2015 Meeting Type: Annual

Record Date: FEB 27, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|----------------------------------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director David O'Reilly | For | For | Management |
| 1.2 | Elect Director Charlie O'Reilly | For | For | Management |
| 1.3 | Elect Director Larry O'Reilly | For | For | Management |
| 1.4 | Elect Director Rosalie O'Reilly Wooten | For | For | Management |
| 1.5 | Elect Director Jay D. Burchfield | For | For | Management |
| 1.6 | Elect Director Thomas T. Hendrickson | For | For | Management |
| 1.7 | Elect Director Paul R. Lederer | For | For | Management |
| 1.8 | Elect Director John R. Murphy | For | For | Management |
| 1.9 | Elect Director Ronald Rashkow | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Ernst & Young LLP as Auditors | For | For | Management |
| 4 | Claw-back Statements under Restatements Against | Against | Against | Shareholder |

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ROTORK PLC

Ticker: ROR Security ID: G76717126

Meeting Date: APR 24, 2015 Meeting Type: Annual

Record Date: APR 22, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------------------------|---------|-----------|------------|
| 1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 2 | Approve Final Dividend | For | For | Management |
| 3 | Re-elect Bob Arnold as Director | For | For | Management |
| 4 | Re-elect Gary Bullard as Director | For | For | Management |
| 5 | Re-elect Jonathan Davis as Director | For | For | Management |
| 6 | Re-elect Peter France as Director | For | For | Management |
| 7 | Re-elect Sally James as Director | For | For | Management |
| 8 | Re-elect John Nicholas as Director | For | For | Management |
| 9 | Elect Martin Lamb as Director | For | For | Management |
| 10 | Elect Lucinda Bell as Director | For | For | Management |
| 11 | Appoint Deloitte LLP as Auditors | For | For | Management |
| 12 | Authorise Board to Fix Remuneration of Auditors | For | For | Management |
| 13 | Approve Remuneration Report | For | For | Management |
| 14 | Authorise Issue of Equity with Pre-emptive Rights | For | For | Management |
| 15 | Authorise Issue of Equity without Pre-emptive Rights | For | For | Management |

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| | | | | |
|----|------------------------------------------------------------|-----|-----|------------|
| 16 | Authorise Market Purchase of Ordinary Shares | For | For | Management |
| 17 | Authorise Market Purchase of Preference Shares | For | For | Management |
| 18 | Authorise the Company to Call EGM with Two Weeks' Notice | For | For | Management |
| 19 | Approve Share Sub-Division; Amend Articles of Association | For | For | Management |
| 20 | Approve Increase in the Limit of Fees Payable to Directors | For | For | Management |

SCANSOURCE, INC.

Ticker: SCSC Security ID: 806037107

Meeting Date: DEC 04, 2014 Meeting Type: Annual

Record Date: OCT 08, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Steven R. Fischer | For | For | Management |
| 1.2 | Elect Director Michael L. Baur | For | For | Management |
| 1.3 | Elect Director Peter C. Browning | For | For | Management |
| 1.4 | Elect Director Michael J. Grainger | For | For | Management |
| 1.5 | Elect Director John P. Reilly | For | For | Management |
| 1.6 | Elect Director Charles R. Witchurch | For | For | Management |
| 2 | Advisory Vote to Ratify Named | For | For | Management |

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Executive Officers' Compensation

| | | | | |
|---|-----------------|-----|-----|------------|
| 3 | Ratify Auditors | For | For | Management |
|---|-----------------|-----|-----|------------|

SIGNET JEWELERS LIMITED

Ticker: SIG Security ID: G81276100

Meeting Date: JUN 12, 2015 Meeting Type: Annual

Record Date: APR 10, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|-----------------------------------------|---------|-----------|------------|
| 1a | Elect H. Todd Stitzer as Director | For | For | Management |
| 1b | Elect Virginia Drosos as Director | For | For | Management |
| 1c | Elect Dale Hilpert as Director | For | For | Management |
| 1d | Elect Mark Light as Director | For | For | Management |
| 1e | Elect Helen McCluskey as Director | For | For | Management |
| 1f | Elect Marianne Miller Parrs as Director | For | For | Management |
| 1g | Elect Thomas Plaskett as Director | For | For | Management |
| 1h | Elect Robert Stack as Director | For | For | Management |
| 1i | Elect Eugenia Ulasewicz as Director | For | For | Management |
| 1j | Elect Russell Walls as Director | 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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SONOVA HOLDING AG

Ticker: SOON Security ID: H8024W106

Meeting Date: JUN 16, 2015 Meeting Type: Annual

Record Date:

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-------|------------------------------------------------------------------|---------|-----------|------------|
| 1.1 | Accept Financial Statements and Statutory Reports | For | For | Management |
| 1.2 | Approve Remuneration Report | For | For | Management |
| 2 | Approve Allocation of Income and Dividends of CHF 2.05 per Share | For | For | Management |
| 3 | Approve Discharge of Board and Senior Management | For | For | Management |
| 4.1.1 | Reelect Robert Spoerry as Director and Board Chairman | For | For | Management |
| 4.1.2 | Reelect Beat Hess as Director | For | For | Management |
| 4.1.3 | Reelect Stacy Seng as Director | For | For | Management |
| 4.1.4 | Reelect Michael Jacobi as Director | For | For | Management |
| 4.1.5 | Reelect Anssi Vanjoki as Director | For | For | Management |
| 4.1.6 | Reelect Ronald van der Vis as Director | For | For | Management |
| 4.1.7 | Reelect Jinlong Wang as Director | For | For | Management |
| 4.1.8 | Reelect John Zei as Director | For | For | Management |
| 4.2.1 | Appoint Robert Spoerry as Member of the Compensation Committee | For | For | Management |
| 4.2.2 | Appoint Beat Hess as Member of the | For | For | Management |

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Compensation Committee

| | | | | |
|-------|--------------------------------------------------------------------------------------------|-----|-----|------------|
| 4.2.3 | Appoint John Zei as Member of the Compensation Committee | For | For | Management |
| 4.3 | Ratify PricewaterhouseCoopers AG as Auditors | For | For | Management |
| 4.4 | Designate Andreas Keller as Independent Proxy | For | For | Management |
| 5.1 | Approve Remuneration of Directors in the Amount of CHF 3 Million | For | For | Management |
| 5.2 | Approve Remuneration of Executive Committee in the Amount of CHF 17.9 Million | For | For | Management |
| 6 | Approve CHF 27,345 Reduction in Share Capital via Cancellation of Repurchased Shares | For | For | Management |
| 7 | Transact Other Business (Voting) | For | For | Management |

SPIRAX-SARCO ENGINEERING PLC

Ticker: SPX Security ID: G83561111

Meeting Date: MAY 11, 2015 Meeting Type: Annual

Record Date: MAY 07, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---------------------------------|---------|-----------|------------|
| 1 | Accept Financial Statements and | For | For | Management |

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Statutory Reports

| | | | | |
|---|----------------------------------------|-----|-----|------------|
| 2 | Approve Remuneration Report | For | For | Management |
| 3 | Approve Final Dividend | For | For | Management |
| 4 | Reappoint Deloitte LLP as Auditors | For | For | Management |
| 5 | Authorise Board to Fix Remuneration of | For | For | Management |

Auditors

| | | | | |
|----|----------------------------------------|-----|-----|------------|
| 6 | Re-elect Bill Whiteley as Director | For | For | Management |
| 7 | Re-elect Nick Anderson as Director | For | For | Management |
| 8 | Re-elect David Meredith as Director | For | For | Management |
| 9 | Re-elect Neil Daws as Director | For | For | Management |
| 10 | Re-elect Jay Whalen as Director | For | For | Management |
| 11 | Re-elect Jamie Pike as Director | For | For | Management |
| 12 | Re-elect Dr Krishnamurthy Rajagopal as | For | For | Management |

Director

| | | | | |
|----|-----------------------------------|-----|-----|------------|
| 13 | Re-elect Dr Trudy Schoolenberg as | For | For | Management |
| 14 | Re-elect Clive Watson as Director | For | For | Management |
| 15 | Authorise Issue of Equity with | For | For | Management |

Pre-emptive Rights

| | | | | |
|----|------------------------------------|-----|-----|------------|
| 16 | Approve Scrip Dividend | For | For | Management |
| 17 | Approve Special Dividend and Share | For | For | Management |

Consolidation

| | | | | |
|----|-------------------------------------|-----|-----|------------|
| 18 | Approve 2015 Performance Share Plan | For | For | Management |
| 19 | Authorise Issue of Equity without | For | For | Management |

Pre-emptive Rights

| | | | | |
|----|----------------------------------------|-----|-----|------------|
| 20 | Authorise Market Purchase of Ordinary | For | For | Management |
| 21 | Authorise the Company to Call EGM with | For | For | Management |

Shares

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Two Weeks' Notice

VARIAN MEDICAL SYSTEMS, INC.

Ticker: VAR Security ID: 92220P105

Meeting Date: FEB 12, 2015 Meeting Type: Annual

Record Date: DEC 15, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Timothy E. Guertin | For | For | Management |
| 1.2 | Elect Director David J. Illingworth | For | For | Management |
| 1.3 | Elect Director Ruediger Naumann-Etienne | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

WABCO HOLDINGS INC.

Ticker: WBC Security ID: 92927K102

Meeting Date: MAY 21, 2015 Meeting Type: Annual

Record Date: MAR 27, 2015

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Michael T. Smith | For | For | Management |
| 1.2 | Elect Director Jean-Paul L. Montupet | For | For | Management |
| 1.3 | Elect Director David N. ('Nick') Reilly | For | For | Management |
| 2 | Ratify Ernst &Young Belgium as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

===== END NPX REPORT

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.

SOURCE CAPITAL, INC.

By: /s/ J. Richard Atwood
J. Richard Atwood
President

Date: August 26, 2015