

GABELLI DIVIDEND & INCOME TRUST
Form N-PX
August 22, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM N-PX

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

Investment Company Act file number 811-21423

The Gabelli Dividend & Income Trust

(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422

(Address of principal executive offices) (Zip code)

Bruce N. Alpert

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422

(Name and address of agent for service)

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Registrant's telephone number, including area code: 1-800-422-3554

Date of fiscal year end: December 31

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

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

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

PROXY VOTING RECORD

FOR PERIOD JULY 1, 2017 TO JUNE 30, 2018

ProxyEdge

Report Date: 07/01/2018

Meeting Date Range: 07/01/2017 - 06/30/2018 1

The Gabelli Dividend and Income Trust

Investment Company Report

ALERE INC.

Security 01449J105

Ticker Symbol ALR

ISIN US01449J1051

Meeting Type Special

Meeting Date 07-Jul-2017

Agenda 934647821 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 30, 2016 (THE "ORIGINAL MERGER AGREEMENT"), AS AMENDED BY THE AMENDMENT TO AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 13, 2017 (THE "MERGER AGREEMENT AMENDMENT") BY AND AMONG ABBOTT LABORATORIES, AN ILLINOIS CORPORATION, ALERE INC., A ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Management	For	For
2.	TO APPROVE, BY NON-BINDING ADVISORY VOTE, THE COMPENSATION THAT MAY BE PAID OR MAY	Management	For	For

BECOME PAYABLE TO ALERE INC.S
 NAMED
 EXECUTIVE OFFICERS IN CONNECTION
 WITH, OR
 FOLLOWING, THE CONSUMMATION OF
 THE
 MERGER CONTEMPLATED BY THE
 MERGER
 AGREEMENT.
 TO APPROVE THE ADJOURNMENT OF THE
 SPECIAL
 MEETING TO A LATER DATE OR TIME, IF
 NECESSARY OR APPROPRIATE, TO
 SOLICIT
 3. ADDITIONAL PROXIES IN THE EVENT
 THERE ARE Management For For
 INSUFFICIENT VOTES AT THE TIME OF
 THE SPECIAL
 MEETING OR ANY ADJOURNMENT OR
 POSTPONEMENT THEREOF TO ADOPT THE
 MERGER AGREEMENT.

RITE AID CORPORATION

Security	767754104	Meeting Type	Annual
Ticker Symbol	RAD	Meeting Date	17-Jul-2017
ISIN	US7677541044	Agenda	934644750 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: JOHN T. STANDLEY	Management	For	For
1B.	ELECTION OF DIRECTOR: JOSEPH B. ANDERSON, JR.	Management	For	For
1C.	ELECTION OF DIRECTOR: BRUCE G. BODAKEN	Management	For	For
1D.	ELECTION OF DIRECTOR: DAVID R. JESSICK	Management	For	For
1E.	ELECTION OF DIRECTOR: KEVIN E. LOFTON	Management	For	For
1F.	ELECTION OF DIRECTOR: MYRTLE S. POTTER	Management	For	For
1G.	ELECTION OF DIRECTOR: MICHAEL N. REGAN	Management	For	For
1H.	ELECTION OF DIRECTOR: FRANK A. SAVAGE	Management	For	For
1I.	ELECTION OF DIRECTOR: MARCY SYMS	Management	For	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED	Management	For	For

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PUBLIC ACCOUNTING FIRM.
APPROVE, ON AN ADVISORY BASIS, THE
COMPENSATION OF OUR NAMED

3. EXECUTIVE Management For For
OFFICERS AS PRESENTED IN THE PROXY
STATEMENT.

VOTE, ON AN ADVISORY BASIS, AS TO
THE

4. FREQUENCY OF FUTURE ADVISORY Management 1 Year For
VOTES TO APPROVE THE COMPENSATION OF OUR
NAMED
EXECUTIVE OFFICERS.

CONSTELLATION BRANDS, INC.

Security	21036P108	Meeting Type	Annual
Ticker Symbol	STZ	Meeting Date	18-Jul-2017
ISIN	US21036P1084	Agenda	934641867 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 JERRY FOWDEN		For	For
	2 BARRY A. FROMBERG		For	For
	3 ROBERT L. HANSON		For	For
	4 ERNESTO M. HERNANDEZ		For	For
	5 JAMES A. LOCKE III		For	For
	6 DANIEL J. MCCARTHY		For	For
	7 RICHARD SANDS		For	For
	8 ROBERT SANDS		For	For
	9 JUDY A. SCHMELING		For	For
	10 KEITH E. WANDELL		For	For
2.	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2018 TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED	Management	For	For
3.	EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING EXECUTIVE COMPENSATION	Management	For	For
4.		Management	1 Year	For

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Item	Proposal	Proposed by	Vote	For/Against Management
5.	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S LONG-TERM STOCK INCENTIVE PLAN SEVERN TRENT PLC	Management	For	For
Security	G8056D159		Meeting Type	Annual General Meeting
Ticker Symbol			Meeting Date	19-Jul-2017
ISIN	GB00B1FH8J72		Agenda	708300518 - Management
1	RECEIVE THE REPORTS AND ACCOUNTS APPROVE THE DIRECTORS	Management	For	For
2	REMUNERATION REPORT	Management	For	For
3	DECLARE A FINAL ORDINARY DIVIDEND	Management	For	For
4	REAPPOINT KEVIN BEESTON AS DIRECTOR	Management	For	For
5	REAPPOINT JAMES BOWLING AS DIRECTOR	Management	For	For
6	REAPPOINT JOHN COGHLAN AS DIRECTOR	Management	For	For
7	REAPPOINT ANDREW DUFF AS DIRECTOR	Management	For	For
8	REAPPOINT EMMA FITZGERALD AS DIRECTOR	Management	For	For
9	REAPPOINT OLIVIA GARFIELD AS DIRECTOR	Management	For	For
10	REAPPOINT DOMINIQUE REINICHE AS DIRECTOR	Management	For	For
11	REAPPOINT PHILIP REMNANT AS DIRECTOR	Management	For	For
12	REAPPOINT DR ANGELA STRANK AS DIRECTOR	Management	For	For
13	REAPPOINT DELOITTE LLP AS AUDITOR AUTHORISE THE AUDIT COMMITTEE OF THE BOARD	Management	For	For
14	TO DETERMINE THE REMUNERATION OF THE AUDITOR	Management	For	For
15	AUTHORISE POLITICAL DONATIONS	Management	For	For
16	AUTHORISE ALLOTMENT OF SHARES DISAPPLY PRE-EMPTION RIGHTS ON UP	Management	For	For
17	TO FIVE PER CENT OF THE ISSUED SHARE CAPITAL	Management	For	For
18	DISAPPLY PRE-EMPTION RIGHTS ON UP TO AN ADDITIONAL FIVE PER CENT OF THE ISSUED SHARE CAPITAL IN CONNECTION WITH AN	Management	For	For

19	ACQUISITION OR SPECIFIED CAPITAL INVESTMENT AUTHORISE PURCHASE OF OWN SHARES AUTHORISE GENERAL MEETINGS OF THE COMPANY OTHER THAN ANNUAL GENERAL	Management For	For
20	MEETINGS TO BE CALLED ON NOT LESS THAN 14 CLEAR DAYS NOTICE	Management For	For
AKORN, INC.			
Security	009728106	Meeting Type	Special
Ticker Symbol	AKRX	Meeting Date	19-Jul-2017
ISIN	US0097281069	Agenda	934651969 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO APPROVE THE AGREEMENT AND PLAN OF MERGER, DATED AS OF APRIL 24, 2017, BY AND AMONG FRESENIUS KABI AG, QUERCUS ACQUISITION, INC., AKORN, INC. AND, SOLELY FOR PURPOSES OF ARTICLE VIII THEREIN, FRESENIUS SE & CO. KGAA. TO APPROVE, BY NON-BINDING, ADVISORY VOTE, THE COMPENSATION THAT MAY BE PAID OR MAY BECOME PAYABLE TO AKORN, INC.'S NAMED	Management	For	For
2.	EXECUTIVE OFFICERS IN CONNECTION WITH, OR FOLLOWING, THE CONSUMMATION OF THE MERGER CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER.	Management	For	For
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR TIME, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF TO ADOPT THE	Management	For	For

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AGREEMENT AND PLAN OF MERGER.

VEON LTD

Security	91822M106	Meeting Type	Annual
Ticker Symbol	VEON	Meeting Date	24-Jul-2017
ISIN	US91822M1062	Agenda	934655929 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO RE-APPOINT PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS AUDITOR OF THE COMPANY, FOR A TERM EXPIRING AT THE CONCLUSION OF THE 2018 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF THE COMPANY AND TO AUTHORIZE THE SUPERVISORY BOARD TO DETERMINE THE REMUNERATION OF THE AUDITOR.	Management	For	For
2.	TO INCREASE THE NUMBER OF SUPERVISORY BOARD MEMBERS FROM NINE TO ELEVEN.	Management	For	For
3A	TO APPOINT MIKHAIL FRIDMAN AS A DIRECTOR.	Management	Abstain	
3B	TO APPOINT ALEXEY REZNIKOVICH AS A DIRECTOR.	Management	Abstain	
3C	TO APPOINT ANDREI GUSEV AS A DIRECTOR.	Management	Abstain	
3D	TO APPOINT SIR JULIAN HORN-SMITH AS A DIRECTOR.	Management	For	
3E	TO APPOINT GENNADY GAZIN AS A DIRECTOR.	Management	For	
3F	TO APPOINT NILS KATLA AS A DIRECTOR.	Management	For	
3G	TO APPOINT GUNNAR HOLT AS A DIRECTOR.	Management	For	
3H	TO APPOINT JORN JENSEN AS A DIRECTOR.	Management	For	
3I	TO APPOINT STAN CHUDNOVSKY AS A DIRECTOR.	Management	For	
3J	TO APPOINT URSULA BURNS AS A DIRECTOR.	Management	For	
3K	TO APPOINT GUY LAURENCE AS A DIRECTOR.	Management	For	

VEON LTD

Security	91822M106	Meeting Type	Annual
Ticker Symbol	VEON	Meeting Date	24-Jul-2017
ISIN	US91822M1062	Agenda	

Item	Proposal	Proposed by	Vote	For/Against Management
4A	TO APPOINT MIKHAIL FRIDMAN AS A DIRECTOR.	Management	Abstain	
4B	TO APPOINT ALEXEY REZNIKOVICH AS A DIRECTOR.	Management	Abstain	
4C	TO APPOINT ANDREI GUSEV AS A DIRECTOR.	Management	Abstain	
4D	TO APPOINT SIR JULIAN HORN-SMITH AS A DIRECTOR.	Management	For	
4E	TO APPOINT GENNADY GAZIN AS A DIRECTOR.	Management	For	
4F	TO APPOINT NILS KATLA AS A DIRECTOR.	Management	For	
4G	TO APPOINT GUNNAR HOLT AS A DIRECTOR.	Management	For	
4H	TO APPOINT JORN JENSEN AS A DIRECTOR.	Management	For	
4I	TO APPOINT STAN CHUDNOVSKY AS A DIRECTOR.	Management	For	
4J	TO APPOINT URSULA BURNS AS A DIRECTOR.	Management	For	
4K	TO APPOINT GUY LAURENCE AS A DIRECTOR.	Management	For	
	REMY COINTREAU SA			
	Security F7725A100		Meeting Type	MIX
	Ticker Symbol		Meeting Date	25-Jul-2017
	ISIN FR0000130395		Agenda	708308540 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
	PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE			
CMMT	"FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.		Non-Voting	
CMMT	THE FOLLOWING APPLIES TO SHAREHOLDERS THAT DO NOT HOLD SHARES DIRECTLY WITH A-FRENCH CUSTODIAN: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO THE-GLOBAL CUSTODIANS ON THE VOTE		Non-Voting	

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
IN CASE AMENDMENTS OR NEW
RESOLUTIONS
ARE PRESENTED DURING THE MEETING,
YOUR-
VOTE WILL DEFAULT TO 'ABSTAIN'.
SHARES CAN
ALTERNATIVELY BE PASSED TO
THE-CHAIRMAN OR

CMMT A NAMED THIRD PARTY TO VOTE ON ANY Non-Voting
SUCH
ITEM RAISED. SHOULD YOU-WISH TO
PASS
CONTROL OF YOUR SHARES IN THIS WAY,
PLEASE
CONTACT YOUR-BROADRIDGE CLIENT
SERVICE
REPRESENTATIVE. THANK YOU
05 JUL 2017:PLEASE NOTE THAT
IMPORTANT
ADDITIONAL MEETING INFORMATION
IS-AVAILABLE
BY CLICKING ON THE MATERIAL URL
LINK:-

<http://www.journal-officiel.gouv.fr/pdf/2017/0616/201706161703157.pdf>;-
<http://www.journal-officiel.gouv.fr/pdf/2017/0705/2017070517035511.pdf>

CMMT <http://www.journal-officiel.gouv.fr/pdf/2017/0705/2017070517035511.pdf> Non-Voting
AND-PLEASE NOTE THAT THIS IS A
REVISION DUE
TO ADDITION OF URL LINK. IF YOU
HAVE-ALREADY
SENT IN YOUR VOTES, PLEASE DO NOT
VOTE
AGAIN UNLESS YOU DECIDE TO-AMEND
YOUR
ORIGINAL INSTRUCTIONS. THANK YOU.
APPROVAL OF THE CORPORATE
FINANCIAL
O.1 STATEMENTS FOR THE 2016/2017
FINANCIAL YEAR

Management For For

O.2	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2016/2017 FINANCIAL YEAR	Management For	For
O.3	ALLOCATION OF INCOME AND SETTING OF THE DIVIDEND	Management For	For
O.4	OPTION FOR PAYMENT OF DIVIDEND IN SHARES	Management For	For
O.5	RATIFICATION OF THE DEFINED CONTRIBUTION PENSION AND DEATH, DISABILITY, INABILITY TO WORK BENEFITS COMMITMENTS AND HEALTHCARE COSTS FOR THE BENEFIT OF MRS VALERIE CHAPOULAUD-FLOQUET, MANAGING DIRECTOR, UNDER THE REGULATED AGREEMENTS AND PURSUANT TO ARTICLES L.225-38, L.225-42, AND L.225-42-1 PARA. 6 OF THE FRENCH COMMERCIAL CODE AGREEMENTS GOVERNED BY ARTICLES L.225-38 AND FOLLOWING OF THE FRENCH COMMERCIAL	Management For	For
O.6	CODE THAT WERE AUTHORISED DURING PRIOR FINANCIAL YEARS AND REMAINING EFFECTIVE FOR THE 2016/2017 FINANCIAL YEAR	Management For	For
O.7	GRANT OF DISCHARGE TO THE BOARD OF DIRECTORS	Management For	For
O.8	RENEWAL OF THE TERM OF MRS DOMINIQUE HERIARD DUBREUIL AS DIRECTOR	Management For	For
O.9	RENEWAL OF THE TERM OF MRS LAURE HERIARD DUBREUIL AS DIRECTOR	Management For	For
O.10	RENEWAL OF THE TERM OF MRS GUYLAINE DYEUVRE AS DIRECTOR	Management For	For
O.11	RENEWAL OF THE TERM OF MR EMMANUEL DE GEUSER AS DIRECTOR	Management For	For
O.12	SETTING OF ATTENDANCE FEES	Management For	For
O.13		Management For	For

	ADVISORY REVIEW OF THE COMPENSATION OWED OR PAID TO MR FRANCOIS HERIARD DUBREUIL FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017		
O.14	ADVISORY REVIEW OF THE COMPENSATION OWED OR PAID TO MRS VALERIE CHAPOULAUD-FLOQUET FOR THE FINANCIAL YEAR ENDED 31 MARCH 2017	Management For	For
O.15	APPROVAL OF THE COMPENSATION POLICY OF THE CHAIRMAN OF THE BOARD OF DIRECTORS PURSUANT TO ARTICLE L.225-37-2 OF THE FRENCH COMMERCIAL CODE	Management For	For
O.16	APPROVAL OF THE COMPENSATION POLICY OF THE MANAGING DIRECTOR PURSUANT TO ARTICLE L.225-37-2 OF THE FRENCH COMMERCIAL CODE	Management For	For
O.17	AUTHORISATION TO THE BOARD OF DIRECTORS TO ACQUIRE AND SELL COMPANY SHARES PURSUANT TO THE PROVISIONS OF ARTICLES L.225-209 AND FOLLOWING OF THE FRENCH COMMERCIAL CODE	Management For	For
O.18	POWERS TO CARRY OUT ALL LEGAL FORMALITIES AUTHORISATION TO THE BOARD OF DIRECTORS TO	Management For	For
E.19	REDUCE THE SHARE CAPITAL BY CANCELLING TREASURY SHARES HELD BY THE COMPANY	Management For	For
E.20	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO INCREASE THE CAPITAL BY INCORPORATING RESERVES, PROFITS OR PREMIUMS	Management For	For
E.21	DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES OR SECURITIES	Management Against	Against

	GRANTING ACCESS TO THE CAPITAL, UP TO 10% OF THE CAPITAL, WITH A VIEW TO REMUNERATING IN-KIND CONTRIBUTIONS GRANTED TO THE COMPANY AND CONSISTING OF EQUITY SECURITIES OR TRANSFERABLE SECURITIES			
	GRANTING ACCESS TO THE CAPITAL AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES RESERVED FOR MEMBERS OF A COMPANY SAVINGS SCHEME	Management Against	Against	
E.22	AUTHORISATION TO THE BOARD OF DIRECTORS TO INCREASE THE SHARE CAPITAL BY ISSUING SHARES RESERVED FOR MEMBERS OF A COMPANY SAVINGS SCHEME			
E.23	ALLOCATE THE COSTS INCURRED BY THE INCREASES IN CAPITAL TO THE PREMIUMS RELATED TO THESE TRANSACTIONS	Management For	For	
	AMENDMENT OF ARTICLES 4 AND 17.3 OF THE BY-LAWS FOR COMPLIANCE WITH THE PROVISIONS OF			
E.24	ARTICLE L.225-36 OF THE FRENCH COMMERCIAL CODE AS AMENDED BY LAW NO. 2016-1691 OF 9 DECEMBER 2016	Management For	For	
	ALIGNMENT OF THE BY-LAWS WITH THE FRENCH			
E.25	LAW NO. 2016-1691 OF 9 DECEMBER 2016 DELEGATION OF ALL POWERS TO THE BOARD OF DIRECTORS TO BRING THE BY-LAWS INTO COMPLIANCE WITH LEGAL AND REGULATORY PROVISIONS, SUBJECT TO RATIFICATION BY THE FOLLOWING EXTRAORDINARY GENERAL MEETING	Management For	For	
E.26	POWERS TO CARRY OUT ALL LEGAL FORMALITIES	Management For	For	
E.27				
	ITO EN,LTD.			
Security	J25027103	Meeting Type	Annual General Meeting	
Ticker Symbol		Meeting Date	25-Jul-2017	
ISIN	JP3143000002	Agenda	708342631 - Management	

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Item	Proposal	Proposed by	Vote	For/Against Management
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