

FIRST OPPORTUNITY FUND INC
Form N-PX
August 23, 2013

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: 811-04605

FIRST OPPORTUNITY FUND, INC.
(Exact name of registrant as specified in charter)

Fund Administrative Services, LLC
2344 Spruce Street, Suite A, Boulder, CO 80302
(Address of principal executive offices) (Zip code)

Fund Administrative Services, LLC
2344 Spruce Street, Suite A, Boulder, CO 80302
(Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: March 31

Date of reporting period: July 1, 2012 – June 30, 2013

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.

Item 1. Proxy Voting Record

For Period July 1, 2012 to June 30, 2013

Shareholder							Matter Proposed	Vote Cast	Vote	
Issuer	Ticker Symbol	CUSIP	Meeting Date	Record Date	Meeting Proposal Type	Meeting Proposal Number	Description of Matter to be Voted On	by Issuer or Holder	(Yes or Abstain)	(For or Against)
FINANCIAL	ICBN	44923M103	9/20/2012	7/31/2012	Annual	1	APPROVING PRINCIPAL TERMS OF AN AGREEMENT AND PLAN OF MERGER AMONG STARBUCK BANCSHARES, INC., ICB MERGER SUB CORP., AND ICBF AS MAY BE AMENDED FROM TIME TO TIME ("MERGER AGREEMENT"), AND THE PRINCIPAL TERMS OF THE MERGER OF ICB MERGER SUB CORP. WITH AND INTO ICBF, WITH ICBF CONTINUING AS THE SURVIVING COMPANY AND AS A WHOLLY-OWNED SUBSIDIARY OF STARBUCK BANCSHARES, INC.	Issuer	Yes	For
						2	APPROVING THE GRANT OF DISCRETIONARY AUTHORITY TO ADJOURN THE ICBF ANNUAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING OF ICBF TO APPROVE THE PRINCIPAL TERMS OF THE MERGER AGREEMENT AND THE MERGER.	Issuer	Abstain	Abstain
						3	Election of directors. Nominees:			
							1) GLENDA M. BAYLESS	Issuer	Yes	For
							2) JAMES S. COOPER	Issuer	Yes	For
							3) KENNETH R. LEHMAN	Issuer	Yes	For

Edgar Filing: FIRST OPPORTUNITY FUND INC - Form N-PX

					4) BYRON R. MATTESON	Issuer	Yes	For	
					5) RONALD J. MAYER	Issuer	Yes	For	
					6) A.G. THEODOROU, D.D.S.	Issuer	Yes	For	
					7) EUGENE H. WOOD	Issuer	Yes	For	
					8) ROBERT H. ZIPRICK	Issuer	Yes	For	
				4	APPROVING AN ADVISORY (NON-BINDING) PROPOSAL TO RATIFY ICBF'S COMPENSATION OF ITS EXECUTIVE OFFICERS.	Issuer	Yes	For	
				5	APPROVING A PROPOSAL TO RATIFY THE SELECTION OF SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP ("SQUAR MILNER") TO SERVE AS ICBF'S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For	
				6	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND AT ANY ADJOURNMENTS THEREOF.	Issuer	Abstain	Abstain	
EBMT	26942G100	10/18/2012	9/6/2012	Annual	1	Election of directors. Nominees:			
					1) THOMAS J. MCCARVEL	Issuer	Yes	For	
					2) JAMES A. MAIERLE	Issuer	Yes	For	
				2	RATIFICATION OF THE APPOINTMENT OF DAVIS, KINARD & CO., P.C. AS EAGLE BANCORP MONTANA INC.'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 30, 2013	Issuer	Yes	For	
WLBC	961443108	10/17/2012	9/10/2012	Special	1	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 17, 2012, BY AND BETWEEN WESTERN ALLIANCE BANCORPORATION AND WESTERN LIBERTY BANCORP, PURSUANT TO WHICH WESTERN LIBERTY BANCORP WILL MERGE WITH AND INTO WESTERN ALLIANCE BANCORPORATION WITH WESTERN ALLIANCE	Issuer	Yes	For

BANCORPORATION
SURVIVING THE MERGER, AS
DESCRIBED IN THE PROXY
STATEMENT/PROSPECTUS.

2	TO VOTE, ON AN ADVISORY (NONBINDING) BASIS, TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO WESTERN LIBERTY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Issuer	Yes	For
---	--	--------	-----	-----

3	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE MEETING, INCLUDING, WITHOUT LIMITATION, A MOTION TO ADJOURN THE SPECIAL MEETING TO ANOTHER TIME AND/OR PLACE FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN ORDER TO APPROVE THE FOREGOING PROPOSALS.	Issuer	Abstain	Abstain
---	--	--------	---------	---------

CARV 146875604 9/27/2012 8/7/2012 Annual
P, INC.

1	Election of directors. Nominees:			
---	----------------------------------	--	--	--

	1) DR. SAMUEL J. DANIEL	Issuer	Yes	For
--	-------------------------	--------	-----	-----

	2) MR. ROBERT R. TARTER	Issuer	Yes	For
--	-------------------------	--------	-----	-----

2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR CARVER FOR THE FISCAL YEAR ENDING MARCH 31, 2013.	Issuer	Yes	For
---	---	--------	-----	-----

3	ADVISORY (NON-BINDING) APPROVAL OF COMPENSATION OF NAMED EXECUTIVE OFFICERS AS DETERMINED BY THE COMPENSATION COMMITTEE.	Issuer	Yes	For
---	--	--------	-----	-----

PITAL FCVA 319438107	8/22/2012	7/2/2012	Annual	1	Election of directors. Nominees:			
P, INC.					1) ROBERT G. WATTS, JR.	Issuer	Yes	For
					2) DEBRA L. RICHARDSON	Issuer	Yes	For
					3) JOHN M. PRESLEY	Issuer	Yes	For
				2	PROPOSAL TO AMEND THIS FIRST CAPITAL BANCORP, INC. 2010 STOCK INCENTIVE PLAN TO INCREASE THE AUTHORIZED NUMBER OF SHARES RESERVED FOR ISSUANCE THEREUNDER BY 360,000 SHARES	Issuer	Yes	For
				3	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO AUTHORIZE THE BOARD OF DIRECTORS TO EFFECT A REVERSE STOCK SPLIT OF THE COMPANY'S COMMON STOCK	Issuer	Yes	For
				4	PROPOSAL TO APPROVE, IN AN ADVISORY (NON-BINDING) VOTE, THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT	Issuer	Yes	For
				5	PROPOSAL TO RATIFY THE APPOINTMENT OF CHERRY, BEKAERT & HOLLAND	Issuer	Yes	For
N MLVF 561410101	10/2/2012	8/9/2012	Special	1	APPROVAL A PLAN OF CONVERSION AND REORGANIZATION AND THE TRANSACTIONS CONTEMPLATED THEREBY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes	For
P INC				2A.	APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW PROVIDING FOR THE AUTHORIZED CAPITAL STOCK OF 50,000,000 SHARES OF COMMON STOCK AND 10,000,000 SHARES OF SERIAL PREFERRED STOCK COMPARED TO 15,000,000 SHARES OF COMMON STOCK	Holder	Yes	Against

					AND 5,000,000 SHARES OF PREFERRED STOCK IN THE CHARTER OF MALVERN FEDERAL BANCORP.				
				2B.	APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW REQUIRING A SUPER-MAJORITY SHAREHOLDER APPROVAL FOR MERGERS, CONSOLIDATIONS AND SIMILAR TRANSACTIONS, UNLESS THEY HAVE BEEN APPROVED IN ADVANCE BY AT LEAST TWO-THIRDS OF THE BOARD OF DIRECTORS OF MALVERN BANCORP-NEW.	Holder	Yes	Against	
				2C.	APPROVAL OF A PROVISION IN THE ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW REQUIRING A SUPER-MAJORITY SHAREHOLDER APPROVAL OF AMENDMENTS TO CERTAIN PROVISIONS IN THE ARTICLES OF INCORPORATION AND BYLAWS OF MALVERN BANCORP-NEW.	Holder	Yes	Against	
				2D.	APPROVAL OF A PROVISION IN ARTICLES OF INCORPORATION OF MALVERN BANCORP-NEW TO LIMIT THE ACQUISITION OF SHARES IN EXCESS OF 10% OF OUTSTANDING VOTING SECURITIES OF MALVERN BANCORP-NEW.	Holder	Yes	Against	
				3	ADJOURNMENT OF THE MEETING, IF NECESSARY, TO SOLICIT ADDITIONAL PROXIES IN EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT MEETING.	Issuer	Abstain	Abstain	
HRS	413875105	10/26/2012	8/31/2012	Annual	1	Election of directors. Nominees:			
						1) ELECTION OF DIRECTOR: WILLIAM M. BROWN	Issuer	Yes	For

ATION

				2) ELECTION OF DIRECTOR: PETER W. CHIARELLI	Issuer	Yes	For		
				3) ELECTION OF DIRECTOR: THOMAS A. DATTILO	Issuer	Yes	For		
				4) ELECTION OF DIRECTOR: TERRY D. GROWCOCK	Issuer	Yes	For		
				5) ELECTION OF DIRECTOR: LEWIS HAY III	Issuer	Yes	For		
				6) ELECTION OF DIRECTOR: KAREN KATEN	Issuer	Yes	For		
				7) ELECTION OF DIRECTOR: STEPHEN P. KAUFMAN	Issuer	Yes	For		
				8) ELECTION OF DIRECTOR: LESLIE F. KENNE	Issuer	Yes	For		
				9) ELECTION OF DIRECTOR: DAVID B. RICKARD	Issuer	Yes	For		
				10) ELECTION OF DIRECTOR: JAMES C. STOFFEL	Issuer	Yes	For		
				11) ELECTION OF DIRECTOR: GREGORY T. SWIENTON	Issuer	Yes	For		
				12) ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Issuer	Yes	For		
			2	APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Issuer	Yes	For		
			3	APPROVAL OF AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PERMIT HOLDERS OF 25% OF OUR OUTSTANDING SHARES OF COMMON STOCK TO CALL SPECIAL MEETINGS OF SHAREHOLDERS.	Issuer	Yes	For		
			4	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013.	Issuer	Yes	For		
N	HBNK 40867E107	11/6/2012	9/19/2012	Annual	1	Election of directors. Nominees:			
P, INC.						1) JUDITH E. KENNEDY	Issuer	Yes	For
						2) RICHARD J. KOS	Issuer	Yes	For
						3) KATHLEEN O'BRIEN MOORE	Issuer	Yes	For
					2	TO RATIFY THE	Issuer	Yes	For
						APPOINTMENT OF WOLF & COMPANY, P.C. AS THE			

COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING JUNE 30, 2013.								
			3	TO EXPLORE AVENUES TO ENHANCE SHAREHOLDER VALUE THROUGH AN EXTRA-ORDINARY TRANSACTION (DEFINED HERE AS A TRANSACTION NOT IN THE ORDINARY COURSE OF BUSINESS OPERATIONS) INCLUDING, BUT NOT LIMITED TO, SELLING OR MERGING THE COMPANY WITH ANOTHER INSTITUTION.	Issuer	Yes	For	
OSBK 68764U106	11/14/2012	9/14/2012	Special	1	TO APPROVE AN AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 27, 2012, BETWEEN AMERICAN BANCORPORATION, INC. AND OSAGE BANCSHARES, INC. AND THE TRANSACTIONS CONTEMPLATED THEREBY.	Issuer	Yes	For
ARES,				2	TO APPROVE AN ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE MERGER AGREEMENT.	Issuer	Abstain	Abstain
CSCO 17275R102	11/15/2012	9/17/2012	Annual	1	Election of directors. Nominees:			
, INC.					1) ELECTION OF DIRECTOR: CAROL A. BARTZ	Issuer	Yes	For
					2) ELECTION OF DIRECTOR: MARC BENIOFF	Issuer	Yes	For
					3) ELECTION OF DIRECTOR: M. MICHELE BURNS	Issuer	Yes	For
					4) ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Issuer	Yes	For
					5) ELECTION OF DIRECTOR: LARRY R. CARTER	Issuer	Yes	For
					6) ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Issuer	Yes	For
						Issuer	Yes	For

	7) ELECTION OF DIRECTOR: BRIAN L. HALLA			
	8) ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Issuer	Yes	For
	9) ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON	Issuer	Yes	For
	10) ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Issuer	Yes	For
	11) ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Issuer	Yes	For
	12) ELECTION OF DIRECTOR: ARUN SARIN	Issuer	Yes	For
	13) ELECTION OF DIRECTOR: STEVEN M. WEST	Issuer	Yes	For
2	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE EXECUTIVE INCENTIVE PLAN.	Issuer	Yes	For
3	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Issuer	Yes	For
4	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2013.	Issuer	Yes	