

BABSON CAPITAL PARTICIPATION INVESTORS

Form N-PX

August 30, 2013

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 811-05531

BABSON CAPITAL PARTICIPATION INVESTORS

(Exact name of registrant as specified in charter)

1500 Main Street

P.O. Box 15189

Springfield, MA 01115-5189

(Address of principal executive offices) (Zip code)

Christopher A. DeFrancis, Vice President and Secretary
1500 Main Street, Suite 2800, Springfield, MA 01115-5189
(name and address of agent for service)

Registrant's telephone number, including area code:

413-226-1000

Date of fiscal year end: December 31

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

Item 1. Proxy Voting Record.

INTREPID POTASH, INC.

Ticker: IPI Security ID: 46121Y102
 Meeting Date: May 29, 2013 Meeting Type: Annual

| # | Proposal | Mgt Rec. | Vote Cast | Sponsor |
|-----|--|----------|-----------|------------|
| 1A. | Election of Directors (Majority Voting) | For | For | Management |
| 1B. | Election of Directors (Majority Voting) | For | For | Management |
| 2. | Ratify Appointment of Independent Auditors | For | For | Management |
| 3. | 14A Executive Compensation | For | For | Management |

NORTEK, INC.

Ticker: NTK Security ID: 656559309
 Meeting Date: May 9, 2013 Meeting Type: Annual

| # | Proposal | Mgt Rec. | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1. | Election of Directors | | | |
| | i. John T. Coleman | For | For | Management |
| | ii. Thomas A. Keenan | For | For | Management |
| | iii. J. David Smith | For | For | Management |
| 2. | Ratify Appointment of Independent Auditors | For | For | Management |

RUE21, INC.

Ticker: RUE Security ID: 781295100
 Meeting Date: June 7, 2013 Meeting Type: Annual

| # | Proposal | Mgt Rec. | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1. | Election of Directors | | | |
| | i. Robert N. Fisch | For | For | Management |
| | ii. Arnold S. Barron | For | For | Management |
| | iii. Bruce L. Hartman | For | For | Management |
| 2. | 14A Executive Compensation | For | For | Management |
| 3. | Amend Stock Compensation Plan | For | Against | Management |
| 4. | Approve Cash/Stock Bonus Plan | For | For | Management |
| 5. | Ratify Appointment of Independent Auditors | For | For | Management |

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): Babson Capital Participation Investors

By: /s/ Michael L. Klofas
Michael L. Klofas, President

Date: August 30, 2013