

TCW STRATEGIC INCOME FUND INC
Form DEFA14A
October 11, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Sec. 240.14a-12

TCW STRATEGIC INCOME FUND, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transactions applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4. Proposed maximum aggregate value of transaction:

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5. Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

6. Amount Previously Paid:

7. Form, Schedule or Registration Statement No.:

8. Filing Party:

9. Date Filed:

October 15, 2012

EMPLOYEE INTERNAL ANNOUNCEMENT

Dear TCW Employee and Funds Shareholder:

As you are aware, in August The TCW Group, Inc. (TCW) announced that private equity funds managed by affiliates of The Carlyle Group L.P., in partnership with TCW management, reached a definitive agreement to purchase a majority interest in TCW from affiliates of Société Générale, S.A. As a result of the transaction, TCW management and employees will increase their equity ownership in TCW from approximately 17% to up to 40% on a fully diluted basis. The sale is subject to customary closing conditions and is expected to be completed in the first quarter of 2013.

We are excited by the acquisition and the ongoing benefits it should confer to shareholders in the TCW Funds, the Metropolitan West Funds (MetWest Funds), and the TCW Strategic Income Fund (TSI). Most importantly, TCW will maintain continuity in terms of management structure, with no anticipated changes to the current personnel, philosophies or processes guiding the management of the Funds. Remaining intact are all the capabilities, resources and platforms to deliver on your current investment objectives, while continuing to develop future strategies in an ever-changing and demanding investment environment.

URGENT: SHAREHOLDER VOTE REQUIRED

As a result of the change in ownership of TCW, under the U.S. Investment Company Act of 1940, shareholders of the TCW Funds, TSI and MetWest Funds, respectively, are being asked to approve new investment management agreements for each fund. We want to stress that the new agreement has substantively the same terms as the current agreement, including the same fees.

Shareholder meetings have been scheduled for November 28, 2012 and shareholders of record on September 28, 2012 for TCW Funds and MetWest Funds, and October 1, 2012 for TSI are being asked to vote on the new agreements.

Within the next few days, you and all of the shareholders of the funds will be receiving proxy materials asking you to vote on a proposal to, respectively, (i) approve a new investment advisory and management agreement with TCW Investment Management Company for the TCW Funds, (ii) approve a new investment advisory and management agreement with TCW Investment Management Company for TSI, and/or (iii) approve a new investment management agreement with Metropolitan West Asset Management, LLC for the MetWest Funds.

THE BOARD OF DIRECTORS OF THE TCW FUNDS, THE BOARD OF DIRECTORS OF TSI AND THE BOARD OF TRUSTEES OF THE METWEST FUNDS UNANIMOUSLY RECOMMEND YOU VOTE IN FAVOR OF EACH OF THE MATTERS TO BE VOTED ON AT THEIR RESPECTIVE SHAREHOLDER MEETINGS.

I ask you to please review the proxy solicitation materials and complete and return your proxy card as soon as possible. Alternatively, you may vote by telephone or via the Internet as described in the proxy solicitation materials. It is very important that you vote and that your voting instructions be received no later than November 26, 2012.

Thank you for your support, hard work and contributions to the continued success and growth of TCW.

Sincerely,

David Lippman

President and Chief Executive Officer

The TCW Group, Inc.