

FIRST OPPORTUNITY FUND INC
Form N-PX
August 28, 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: 811-04605

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)

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

Date of fiscal year end: March 31

Date of reporting period: July 1, 2014 – March 23, 2015

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Item 1. Proxy Voting Record

===== FIRST OPPORTUNITY FUND INC =====

CENTERSTATE BANKS, INC.

Ticker: CSFL Security ID: 15201P109
 Meeting Date: APR 30, 2015 Meeting Type: Annual
 Record Date: FEB 27, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director James H. Bingham | For | For | Management |
| 1.2 | Elect Director G. Robert Blanchard, Jr. | For | For | Management |
| 1.3 | Elect Director C. Dennis Carlton | For | For | Management |
| 1.4 | Elect Director John C. Corbett | For | For | Management |
| 1.5 | Elect Director Griffin A. Greene | For | For | Management |
| 1.6 | Elect Director Charles W. McPherson | For | For | Management |
| 1.7 | Elect Director G. Tierso Nunez, II | For | For | Management |
| 1.8 | Elect Director Thomas E. Oakley | For | For | Management |
| 1.9 | Elect Director Ernest S. Pinner | For | For | Management |
| 1.10 | Elect Director William Knox Pou, Jr. | For | For | Management |
| 1.11 | Elect Director Joshua A. Snively | For | For | Management |
| 1.12 | Elect Director Michael F. Ciferri | For | For | Management |
| 1.13 | Elect Director Daniel R. Richey | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Crowe Horwath LLP as Auditors | For | For | Management |

 CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102
 Meeting Date: NOV 20, 2014 Meeting Type: Annual
 Record Date: SEP 22, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Carol A. Bartz | For | For | Management |
| 1b | Elect Director M. Michele Burns | For | For | Management |
| 1c | Elect Director Michael D. Capellas | For | For | Management |
| 1d | Elect Director John T. Chambers | For | For | Management |
| 1e | Elect Director Brian L. Halla | For | For | Management |
| 1f | Elect Director John L. Hennessy | For | For | Management |
| 1g | Elect Director Kristina M. Johnson | For | For | Management |
| 1h | Elect Director Roderick C. McGearry | For | For | Management |
| 1i | Elect Director Arun Sarin | For | For | Management |
| 1j | Elect Director Steven M. West | For | For | Management |
| 2 | Amend 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 |
| 5 | Establish Public Policy Board Committee | Against | Against | Shareholder |
| 6 | Adopt Proxy Access Right | Against | Against | Shareholder |
| 7 | Report on Political Contributions | Against | Against | Shareholder |

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CITIZENS & NORTHERN CORPORATION

Ticker: CZNC Security ID: 172922106
Meeting Date: APR 23, 2015 Meeting Type: Annual
Record Date: FEB 20, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Edward H. Owlett, III | For | Withhold | Management |
| 1.2 | Elect Director James E. Towner | For | Withhold | Management |
| 2 | Ratify Auditors | For | For | Management |

COHEN & STEERS INFRASTRUCTURE FUND, INC.

Ticker: UTF Security ID: 19248A109
Meeting Date: APR 23, 2015 Meeting Type: Annual
Record Date: FEB 28, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director George Grossman | For | For | Management |
| 1.2 | Elect Director Robert H. Steers | For | For | Management |
| 1.3 | Elect Director C. Edward Ward, Jr. | For | For | Management |
| 2 | Approve Change of Fundamental Investment Restriction With Respect To Concentrating Investments in an Industry | For | For | Management |

EAGLE BANCORP MONTANA, INC.

Ticker: EBMT Security ID: 26942G100
Meeting Date: OCT 23, 2014 Meeting Type: Annual
Record Date: SEP 04, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Larry A. Dreyer | For | For | Management |
| 1.2 | Elect Director Lynn E. Dickey | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

EAGLE BANCORP MONTANA, INC.

Ticker: EBMT Security ID: 26942G100
Meeting Date: APR 23, 2015 Meeting Type: Annual
Record Date: MAR 05, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director James A. Maierle | For | For | Management |
| 1.2 | Elect Director Thomas J. McCarvel | For | For | Management |
| 2 | Amend Omnibus Stock Plan | For | For | Management |
| 3 | Ratify Davis Kinard & Co., P.C. as | For | For | Management |

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| | | | | |
|---|---|-----|-----|------------|
| 4 | Auditors Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
|---|---|-----|-----|------------|

FIRST MERCHANTS CORPORATION

Ticker: FRME Security ID: 320817109
 Meeting Date: MAY 04, 2015 Meeting Type: Annual
 Record Date: FEB 24, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Michael R. Becher | For | For | Management |
| 1.2 | Elect Director William L. Hoy | For | For | Management |
| 1.3 | Elect Director Patrick A. Sherman | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify BKD, LLP as Auditors | For | For | Management |

HAMPDEN BANCORP, INC.

Ticker: HBNK Security ID: 40867E107
 Meeting Date: NOV 04, 2014 Meeting Type: Proxy Contest
 Record Date: SEP 19, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---|----------|--------------|-------------|
| | Management Proxy (Blue Card) | None | | |
| 1.1 | Elect Director Stanley Kowalski, Jr. | For | For | Management |
| 1.2 | Elect Director Mary Ellen Scott | For | For | Management |
| 1.3 | Elect Director Glenn S. Welch | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| # | Proposal | Diss Rec | Vote Cast | Sponsor |
| | Dissident Proxy (White Card) | None | | |
| 1.1 | Elect Director Johnny Guerry | For | Did Not Vote | Shareholder |
| 1.2 | Elect Director Garold R. Base | For | Did Not Vote | Shareholder |
| 1.3 | Director Nominee - Glenn S. Welch | For | Did Not Vote | Shareholder |
| 2 | Ratify Auditors | For | Did Not Vote | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | Did Not Vote | Management |
| 4 | Adjourn Meeting | Against | Did Not Vote | Management |

HAMPDEN BANCORP, INC.

Ticker: HBNK Security ID: 40867E107
 Meeting Date: MAR 12, 2015 Meeting Type: Special
 Record Date: JAN 29, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|------------------------------------|---------|-----------|------------|
| 1 | Approve Merger Agreement | For | For | Management |
| 2 | Advisory Vote on Golden Parachutes | For | For | Management |
| 3 | Adjourn Meeting | For | Against | Management |

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HF FINANCIAL CORP.

Ticker: HFFC Security ID: 404172108
 Meeting Date: NOV 20, 2014 Meeting Type: Annual
 Record Date: SEP 30, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director John W. Palmer | For | For | Management |
| 1.2 | Elect Director Thomas L. Van Wyhe | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |

HOME BANCORP, INC.

Ticker: HBCP Security ID: 43689E107
 Meeting Date: MAY 06, 2015 Meeting Type: Annual
 Record Date: MAR 17, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director John W. Bordelon | For | For | Management |
| 1.2 | Elect Director John A. Hendry | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Porter Keadle Moore, LLC as Auditors | For | For | Management |

INDEPENDENCE BANK CORPORATION

Ticker: IBCP Security ID: 453838609
 Meeting Date: APR 21, 2015 Meeting Type: Annual
 Record Date: FEB 20, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Robert L. Hetzler | For | For | Management |
| 1.2 | Elect Director Michael M. Magee, Jr. | For | For | Management |
| 1.3 | Elect Director James E. McCarty | For | For | Management |
| 1.4 | Elect Director Matthew J. Missad | For | For | Management |
| 2 | Ratify Crowe Horwath LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101
 Meeting Date: APR 28, 2015 Meeting Type: Annual
 Record Date: FEB 27, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Alain J.P. Belda | For | For | Management |

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|------|--|---------|---------|-------------|
| 1.2 | Elect Director William R. Brody | For | For | Management |
| 1.3 | Elect Director Kenneth I. Chenault | For | For | Management |
| 1.4 | Elect Director Michael L. Eskew | For | For | Management |
| 1.5 | Elect Director David N. Farr | For | For | Management |
| 1.6 | Elect Director Alex Gorsky | For | For | Management |
| 1.7 | Elect Director Shirley Ann Jackson | For | For | Management |
| 1.8 | Elect Director Andrew N. Liveris | For | For | Management |
| 1.9 | Elect Director W. James McNerney, Jr. | For | For | Management |
| 1.10 | Elect Director James W. Owens | For | For | Management |
| 1.11 | Elect Director Virginia M. Rometty | For | For | Management |
| 1.12 | Elect Director Joan E. Spero | For | For | Management |
| 1.13 | Elect Director Sidney Taurel | For | For | Management |
| 1.14 | Elect Director Peter R. Voser | 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 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 5 | Provide Right to Act by Written Consent | Against | For | Shareholder |
| 6 | Pro-rata Vesting of Equity Awards | Against | For | Shareholder |
| 7 | Establish Public Policy Board Committee | Against | Against | Shareholder |

JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104
 Meeting Date: APR 23, 2015 Meeting Type: Annual
 Record Date: FEB 24, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|--------------|-------------|
| 1a | Elect Director Mary Sue Coleman | For | Did Not Vote | Management |
| 1b | Elect Director D. Scott Davis | For | Did Not Vote | Management |
| 1c | Elect Director Ian E. L. Davis | For | Did Not Vote | Management |
| 1d | Elect Director Alex Gorsky | For | Did Not Vote | Management |
| 1e | Elect Director Susan L. Lindquist | For | Did Not Vote | Management |
| 1f | Elect Director Mark B. McClellan | For | Did Not Vote | Management |
| 1g | Elect Director Anne M. Mulcahy | For | Did Not Vote | Management |
| 1h | Elect Director William D. Perez | For | Did Not Vote | Management |
| 1i | Elect Director Charles Prince | For | Did Not Vote | Management |
| 1j | Elect Director A. Eugene Washington | For | Did Not Vote | Management |
| 1k | Elect Director Ronald A. Williams | For | Did Not Vote | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Did Not Vote | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | Did Not Vote | Management |
| 4 | Policy Regarding Overextended Directors | Against | Did Not Vote | Shareholder |
| 5 | Report on Consistency Between Corporate Values and Political Contributions | Against | Did Not Vote | Shareholder |
| 6 | Require Independent Board Chairman | Against | Did Not Vote | Shareholder |

JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100
 Meeting Date: MAY 19, 2015 Meeting Type: Annual
 Record Date: MAR 20, 2015

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Linda B. Bammann | For | For | Management |
| 1b | Elect Director James A. Bell | For | For | Management |
| 1c | Elect Director Crandall C. Bowles | For | For | Management |
| 1d | Elect Director Stephen B. Burke | For | For | Management |
| 1e | Elect Director James S. Crown | For | For | Management |
| 1f | Elect Director James Dimon | For | For | Management |
| 1g | Elect Director Timothy P. Flynn | For | For | Management |
| 1h | Elect Director Laban P. Jackson, Jr. | For | For | Management |
| 1i | Elect Director Michael A. Neal | For | For | Management |
| 1j | Elect Director Lee R. Raymond | For | For | Management |
| 1k | Elect Director William C. Weldon | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 3 | Ratify PricewaterhouseCoopers LLP as Auditors | For | For | Management |
| 4 | Amend Omnibus Stock Plan | For | For | Management |
| 5 | Require Independent Board Chairman | Against | For | Shareholder |
| 6 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |
| 7 | Amend Bylaws -- Call Special Meetings | Against | For | Shareholder |
| 8 | Provide Vote Counting to Exclude Abstentions | Against | Against | Shareholder |
| 9 | Report on Certain Vesting Program | Against | For | Shareholder |
| 10 | Disclosure of Recoupment Activity from Senior Officers | Against | For | Shareholder |

MALVERN BANCORP, INC.

Ticker: MLVF Security ID: 561409103
 Meeting Date: FEB 10, 2015 Meeting Type: Annual
 Record Date: DEC 17, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Joseph E. Palmer, Jr. | For | For | Management |
| 1.2 | Elect Director Anthony C. Weagley | For | For | Management |
| 1.3 | Elect Director Therese Woodman | For | For | Management |
| 1.4 | Elect Director John B. Yerkes, Jr. | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Approve Omnibus Stock Plan | For | For | Management |
| 4 | Ratify Auditors | For | For | Management |

OAK RIDGE FINANCIAL SERVICES, INC.

Ticker: BKOR Security ID: 671768109
 Meeting Date: APR 30, 2015 Meeting Type: Annual
 Record Date: MAR 20, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Ronald O. Black | For | For | Management |
| 1.2 | Elect Director James W. Hall | For | For | Management |
| 1.3 | Elect Director Stanley N. Tennant | For | For | Management |
| 2 | Ratify Elliott Davis, PLLC as Auditors | For | For | Management |

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OLD POINT FINANCIAL CORPORATION

Ticker: OPOF Security ID: 680194107
 Meeting Date: MAY 26, 2015 Meeting Type: Annual
 Record Date: MAR 17, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Stephen C. Adams | For | For | Management |
| 1.2 | Elect Director James Reade Chisman | For | For | Management |
| 1.3 | Elect Director Russell Smith Evans, Jr. | For | For | Management |
| 1.4 | Elect Director Michael A. Glasser | For | Withhold | Management |
| 1.5 | Elect Director Arthur D. Greene | For | For | Management |
| 1.6 | Elect Director John Cabot Ishon | For | Withhold | Management |
| 1.7 | Elect Director Tom B. Langley | For | For | Management |
| 1.8 | Elect Director Louis G. Morris | For | Withhold | Management |
| 1.9 | Elect Director H. Robert Schappert | For | Withhold | Management |
| 1.10 | Elect Director Robert F. Shuford, Sr. | For | Withhold | Management |
| 1.11 | Elect Director Robert F. Shuford, Jr. | For | Withhold | Management |
| 1.12 | Elect Director Ellen Clark Thacker | For | For | Management |
| 1.13 | Elect Director Joseph R. Witt | For | Withhold | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Yount, Hyde & Barbour, P.C. as Auditors | For | For | Management |

ORACLE CORPORATION

Ticker: ORCL Security ID: 68389X105
 Meeting Date: NOV 05, 2014 Meeting Type: Annual
 Record Date: SEP 08, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Jeffrey S. Berg | For | For | Management |
| 1.2 | Elect Director H. Raymond Bingham | For | For | Management |
| 1.3 | Elect Director Michael J. Boskin | For | For | Management |
| 1.4 | Elect Director Safra A. Catz | For | For | Management |
| 1.5 | Elect Director Bruce R. Chizen | For | For | Management |
| 1.6 | Elect Director George H. Conrades | For | For | Management |
| 1.7 | Elect Director Lawrence J. Ellison | For | For | Management |
| 1.8 | Elect Director Hector Garcia-Molina | For | For | Management |
| 1.9 | Elect Director Jeffrey O. Henley | For | For | Management |
| 1.10 | Elect Director Mark V. Hurd | For | For | Management |
| 1.11 | Elect Director Naomi O. Seligman | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify Auditors | For | For | Management |
| 4 | Provide Vote Counting to Exclude Abstentions | Against | Against | Shareholder |
| 5 | Adopt Multiple Performance Metrics Under Executive Incentive Plans | Against | Against | Shareholder |
| 6 | Adopt Specific Performance Standards | Against | Against | Shareholder |
| 7 | Adopt Proxy Access Right | Against | Against | Shareholder |

PACIFIC PREMIER BANCORP, INC.

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Ticker: PPBI Security ID: 69478X105
 Meeting Date: JAN 23, 2015 Meeting Type: Special
 Record Date: DEC 10, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|---|---------|-----------|------------|
| 1 | Issue Shares in Connection with Acquisition | For | For | Management |
| 2 | Adjourn Meeting | For | Against | Management |

PERPETUAL FEDERAL SAVINGS BANK

Ticker: PFOH Security ID: 714273109
 Meeting Date: JAN 21, 2015 Meeting Type: Annual
 Record Date: DEC 02, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Jesse L. Henson | For | For | Management |
| 1.2 | Elect Director Hobert H. Neiswander | For | For | Management |
| 1.3 | Elect Director M. Todd Woodruff | For | For | Management |

PFIZER INC.

Ticker: PFE Security ID: 717081103
 Meeting Date: APR 23, 2015 Meeting Type: Annual
 Record Date: FEB 25, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|-------------|
| 1.1 | Elect Director Dennis A. Ausiello | For | For | Management |
| 1.2 | Elect Director W. Don Cornwell | For | For | Management |
| 1.3 | Elect Director Frances D. Fergusson | For | For | Management |
| 1.4 | Elect Director Helen H. Hobbs | For | For | Management |
| 1.5 | Elect Director James M. Kilts | For | For | Management |
| 1.6 | Elect Director Shantanu Narayen | For | For | Management |
| 1.7 | Elect Director Suzanne Nora Johnson | For | For | Management |
| 1.8 | Elect Director Ian C. Read | For | For | Management |
| 1.9 | Elect Director Stephen W. Sanger | For | For | Management |
| 1.10 | Elect Director James C. Smith | For | For | Management |
| 1.11 | Elect Director Marc Tessier-Lavigne | 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 | Review and Assess Membership of Lobbying Organizations | Against | Against | Shareholder |

PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109
 Meeting Date: MAY 06, 2015 Meeting Type: Annual
 Record Date: MAR 13, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Harold Brown | For | For | Management |
| 1.2 | Elect Director Andre Calantzopoulos | For | For | Management |

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|------|--|---------|---------|-------------|
| 1.3 | Elect Director Louis C. Camilleri | For | For | Management |
| 1.4 | Elect Director Werner Geissler | For | For | Management |
| 1.5 | Elect Director Jennifer Li | For | For | Management |
| 1.6 | Elect Director Jun Makihara | For | For | Management |
| 1.7 | Elect Director Sergio Marchionne | For | Against | Management |
| 1.8 | Elect Director Kalpana Morparia | For | For | Management |
| 1.9 | Elect Director Lucio A. Noto | For | For | Management |
| 1.10 | Elect Director Frederik Paulsen | For | For | Management |
| 1.11 | Elect Director Robert B. Polet | For | For | Management |
| 1.12 | Elect Director Stephen M. Wolf | For | For | Management |
| 2 | Ratify PricewaterhouseCoopers SA as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 5 | Adopt Anti-Forced Labor Policy for Tobacco Supply Chain | Against | Against | Shareholder |

REPUBLIC SERVICES, INC.

Ticker: RSG Security ID: 760759100
 Meeting Date: MAY 14, 2015 Meeting Type: Annual
 Record Date: MAR 17, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Ramon A. Rodriguez | For | For | Management |
| 1b | Elect Director Tomago Collins | For | For | Management |
| 1c | Elect Director James W. Crownover | For | For | Management |
| 1d | Elect Director Ann E. Dunwoody | For | For | Management |
| 1e | Elect Director William J. Flynn | For | For | Management |
| 1f | Elect Director Manuel Kadre | For | For | Management |
| 1g | Elect Director Michael Larson | For | For | Management |
| 1h | Elect Director W. Lee Nutter | For | For | Management |
| 1i | Elect Director Donald W. Slager | For | For | Management |
| 1j | Elect Director John M. Trani | 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 | Proxy Access | None | For | Shareholder |

RIVER VALLEY BANCORP

Ticker: RIVR Security ID: 768475105
 Meeting Date: APR 15, 2015 Meeting Type: Annual
 Record Date: FEB 20, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Lonnie D. Collins | For | For | Management |
| 1.2 | Elect Director Matthew P. Forrester | For | For | Management |
| 2 | Ratify BKD, LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

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ROYAL FINANCIAL, INC.

Ticker: RYFL Security ID: 78027P109
 Meeting Date: OCT 28, 2014 Meeting Type: Annual
 Record Date: AUG 29, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director C. Michael McLaren | For | For | Management |
| 1.2 | Elect Director Philip J. Timyan | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |

SAN DIEGO PRIVATE BANK

Ticker: SDPB Security ID: 79744Y100
 Meeting Date: OCT 15, 2014 Meeting Type: Annual
 Record Date: AUG 29, 2014

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|-------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David Ellman | For | For | Management |
| 1.2 | Elect Director David Engelman | For | For | Management |
| 1.3 | Elect Director Selwyn Isakow | For | For | Management |
| 1.4 | Elect Director Leon Kassel | For | For | Management |
| 1.5 | Elect Director Maria Kunac | For | For | Management |
| 1.6 | Elect Director David Moore | For | For | Management |
| 1.7 | Elect Director Ernest Rady | For | For | Management |
| 1.8 | Elect Director Steve Rippe | For | For | Management |
| 1.9 | Elect Director Jerry Suppa | For | For | Management |

SI FINANCIAL GROUP, INC.

Ticker: SIFI Security ID: 78425V104
 Meeting Date: MAY 13, 2015 Meeting Type: Annual
 Record Date: MAR 13, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Donna M. Evan | For | For | Management |
| 1.2 | Elect Director William R. Harvey | For | Withhold | Management |
| 1.3 | Elect Director Dennis Pollack | For | For | Management |
| 2 | Ratify Wolf & Company, P.C. as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.

Ticker: SONA Security ID: 843395104
 Meeting Date: APR 23, 2015 Meeting Type: Annual
 Record Date: MAR 05, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Georgia S. Derrico | For | For | Management |
| 1.2 | Elect Director Charles A. Kabbash | For | For | Management |
| 1.3 | Elect Director Robert Y. Clagett | For | For | Management |
| 2 | Ratify Dixon Hughes Goodman LLP as | For | For | Management |

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

THIRD CENTURY BANCORP

Ticker: TDCB Security ID: 884120106
 Meeting Date: MAY 20, 2015 Meeting Type: Annual
 Record Date: MAR 13, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--------------------------------|---------|-----------|------------|
| 1.1 | Elect Director David A. Coffey | For | Withhold | Management |
| 1.2 | Elect Director Jerry D. Petro | For | Withhold | Management |
| 2 | Ratify BKD LLP as Auditors | For | For | Management |

VALLEY COMMERCE BANCORP

Ticker: VCBP Security ID: 919518100
 Meeting Date: APR 28, 2015 Meeting Type: Annual
 Record Date: MAR 10, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Walter A. Dwelle | For | For | Management |
| 1.2 | Elect Director Donald A. Gilles | For | For | Management |
| 1.3 | Elect Director Philip R. Hammond, Jr. | For | For | Management |
| 1.4 | Elect Director Russell F. Hurley | For | For | Management |
| 1.5 | Elect Director Fred P. Lobue, Jr. | For | For | Management |
| 1.6 | Elect Director Kenneth H. Macklin | For | For | Management |
| 1.7 | Elect Director Barry R. Smith | For | For | Management |
| 1.8 | Elect Director Allan W. Stone | For | For | Management |
| 2 | Ratify Crowe Horwath, LLP as Auditors | For | For | Management |

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 28, 2015 Meeting Type: Annual
 Record Date: MAR 03, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|------------|
| 1a | Elect Director John D. Baker, II | For | For | Management |
| 1b | Elect Director Elaine L. Chao | For | For | Management |
| 1c | Elect Director John S. Chen | For | For | Management |
| 1d | Elect Director Lloyd H. Dean | For | For | Management |
| 1e | Elect Director Elizabeth A. Duke | For | For | Management |
| 1f | Elect Director Susan E. Engel | For | For | Management |
| 1g | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 1h | Elect Director Donald M. James | For | For | Management |
| 1i | Elect Director Cynthia H. Milligan | For | For | Management |
| 1j | Elect Director Federico F. Pena | For | For | Management |
| 1k | Elect Director James H. Quigley | For | For | Management |
| 1l | Elect Director Judith M. Runstad | For | For | Management |
| 1m | Elect Director Stephen W. Sanger | For | For | Management |
| 1n | Elect Director John G. Stumpf | For | For | Management |

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| | | | | |
|----|--|---------|---------|-------------|
| 1o | Elect Director Susan G. Swenson | For | For | Management |
| 1p | Elect Director Suzanne M. Vautrinot | For | For | Management |
| 2 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 3 | Ratify KPMG LLP as Auditors | For | For | Management |
| 4 | Require Independent Board Chairman | Against | Against | Shareholder |
| 5 | Report on Lobbying Payments and Policy | Against | For | Shareholder |

XENITH BANKSHARES, INC.

Ticker: XBKS Security ID: 98410X105
 Meeting Date: MAY 07, 2015 Meeting Type: Annual
 Record Date: MAR 13, 2015

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--|---------|-----------|------------|
| 1.1 | Elect Director Larry L. Felton | For | For | Management |
| 1.2 | Elect Director Palmer P. Garson | For | For | Management |
| 1.3 | Elect Director Patrick D. Hanley | For | For | Management |
| 1.4 | Elect Director Peter C. Jackson | For | For | Management |
| 1.5 | Elect Director T. Gaylon Layfield, III | For | For | Management |
| 1.6 | Elect Director Michael A. Mancusi | For | For | Management |
| 1.7 | Elect Director Robert J. Merrick | For | For | Management |
| 1.8 | Elect Director Scott A. Reed | For | For | Management |
| 1.9 | Elect Director Mark B. Sisisky | For | For | Management |
| 1.10 | Elect Director Thomas G. Snead, Jr. | For | For | Management |
| 2 | Ratify BDO USA LLP as Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

SIGNATURE

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)First Opportunity Fund, Inc.

By: /s/ Stephen C. Miller
Stephen C. Miller
President (Principal Executive Officer)

Date: August 28, 2015
