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BANCROFT FUND LTD
Form N-PX
August 02, 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: 811-02151

BANCROFT FUND LTD.

(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308

(Address of principal executive offices) (Zip code)

Thomas H. Dinsmore
Bancroft Fund Ltd.
65 Madison Avenue
Morristown, New Jersey 07960-7308
(Name and address of agent for service)

Copy to:
Steven B. King, Esq.
Ballard Spahr LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599

Registrant's telephone number, including area code: 973-631-1177

Date of fiscal year end: October 31, 2013

Date of reporting period: June 30, 2013

Item 1. Proxy Voting Record

Issuer: Citigroup Inc.
Ticker symbol: C
CUSIP: 17296742
Meeting date: 04/24/2013

| Matter Voted On | Proposed By | Voted (Yes or No) | Vote Cast | For/ Against Mgmt. |
|---|----------------|----------------------|--------------|--------------------------|
| 1-01. Election of Director: Michael L. Corbat | Management | YES | FOR | FOR |
| 1-02. Election of Director: Franz B. Humer | Management | YES | FOR | FOR |

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|-------|--|-------------|-----|---------|-----|
| 1-03. | Election of Director: Robert L. Joss | Management | YES | FOR | FOR |
| 1-04. | Election of Director: Michael E. O'Neill | Management | YES | FOR | FOR |
| 1-05. | Election of Director: Judith Rodin | Management | YES | FOR | FOR |
| 1-06. | Election of Director: Robert L. Ryan | Management | YES | FOR | FOR |
| 1-07. | Election of Director: Anthony M. Santomero | Management | YES | FOR | FOR |
| 1-08. | Election of Director: Joan E. Spero | Management | YES | FOR | FOR |
| 1-09. | Election of Director: Diana L. Taylor | Management | YES | FOR | FOR |
| 1-10. | Election of Director: William S. Thompson, Jr. | Management | YES | FOR | FOR |
| 1-11. | Election of Director: Ernesto Zedillo Ponce De Leon | Management | YES | FOR | FOR |
| 2. | Ratification of the appointment of independent auditors | Management | YES | FOR | FOR |
| 3. | Approve executive compensation plan | Management | YES | FOR | FOR |
| 4. | Amend stock incentive plan | Management | YES | FOR | FOR |
| 5. | Executives to retain stock | Shareholder | YES | AGAINST | FOR |
| 6. | Lobbying and lobbying contributions | Shareholder | YES | ABSTAIN | N/A |
| 7. | Policy to deny indemnification for board | Shareholder | YES | AGAINST | FOR |

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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.

Bancroft Fund Ltd.
By /s/Thomas H. Dinsmore
Thomas H. Dinsmore
Principal Executive Officer
Date: August 2, 2013