

ELLSWORTH GROWTH & INCOME FUND LTD
Form N-PX
July 16, 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: 811-04656

Ellsworth Growth and Income Fund Ltd.
(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960
(Address of principal executive offices)

Gary I. Levine, Executive Vice President
Ellsworth Growth and Income Fund Ltd.
65 Madison Avenue
Morristown, New Jersey 07960-7308
(Name and address of agent for service)

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

Date of fiscal year end: September 30
Date of reporting period: July 1, 2014 - June 30, 2015

Item 1. Proxy Voting Record**ABBVIE INC.**

Security	00287Y109	Meeting Type	Annual
Ticker Symbol	ABBV	Meeting Date	08-May-2015
ISIN	US00287Y1091	Agenda	934142249 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1. DIRECTOR	Management		
1 ROXANNE S. AUSTIN		For	For
2 RICHARD A. GONZALEZ		For	For
3 GLENN F. TILTON		For	For
RATIFICATION OF ERNST & YOUNG LLP AS ABBVIE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Management	For	For
2. SAY ON PAY - AN ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Management	For	For

AMERICAN TOWER CORPORATION

Security	03027X100	Meeting Type	Annual
Ticker Symbol	AMT	Meeting Date	20-May-2015
ISIN	US03027X1000	Agenda	934174676 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1A. ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Management	For	For
1B. ELECTION OF DIRECTOR: CAROLYN F. KATZ	Management	For	For
1C. ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Management	For	For
1D. ELECTION OF DIRECTOR: CRAIG MACNAB	Management	For	For
1E. ELECTION OF DIRECTOR: JOANN A. REED	Management	For	For
1F. ELECTION OF DIRECTOR: PAMELA D.A. REEVE	Management	For	For

1G.	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Management	For	For
1H.	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Management	For	For
1I.	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Management	For	For
2.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015	Management	For	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION	Management	For	For

AMTRUST FINANCIAL SERVICES, INC.

Security	032359309	Meeting Type	Annual
Ticker Symbol	AFSI	Meeting Date	20-May-2015
ISIN	US0323593097	Agenda	934170515 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1. DIRECTOR	Management		
1 DONALD T. DECARLO		For	For
2 SUSAN C. FISCH		For	For
3 ABRAHAM GULKOWITZ		For	For
4 GEORGE KARFUNKEL		For	For
5 MICHAEL KARFUNKEL		For	For
6 JAY J. MILLER		For	For
7 BARRY D. ZYSKIND		For	For
APPROVAL OF THE AMENDED AND RESTATED AMTRUST FINANCIAL SERVICES, INC. 2007 EXECUTIVE PERFORMANCE PLAN.	Management	For	For

AT&T INC.

Security	00206R102	Meeting Type	Annual
Ticker Symbol	T	Meeting Date	24-Apr-2015
ISIN	US00206R1023	Agenda	934134064 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1A. ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Management	For	For

1B.	ELECTION OF DIRECTOR: SCOTT T. FORD	ManagementFor	For
1C.	ELECTION OF DIRECTOR: GLENN H. HUTCHINS	ManagementFor	For
1D.	ELECTION OF DIRECTOR: WILLIAM E. KENNARD	ManagementFor	For
1E.	ELECTION OF DIRECTOR: JON C. MADONNA	ManagementFor	For
1F.	ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER	ManagementFor	For
1G.	ELECTION OF DIRECTOR: JOHN B. MCCOY	ManagementFor	For
1H.	ELECTION OF DIRECTOR: BETH E. MOONEY	ManagementFor	For
1I.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	ManagementFor	For
1J.	ELECTION OF DIRECTOR: MATTHEW K. ROSE	ManagementFor	For
1K.	ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR	ManagementFor	For
1L.	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	ManagementFor	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	ManagementFor	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	ManagementFor	For
4.	POLITICAL SPENDING REPORT.	Shareholder Against	For
5.	LOBBYING REPORT.	Shareholder Against	For
6.	SPECIAL MEETINGS.	Shareholder Against	For

B&G FOODS, INC.

Security	05508R106	Meeting Type	Annual
Ticker	BGS	Meeting Date	19-May-2015
Symbol		Agenda	934165526 - Management
ISIN	US05508R1068		

Item Proposal	Proposed by	Vote	For/Against Management
1.1	ELECTION OF DIRECTOR: DEANN L. BRUNTS	ManagementFor	For
1.2	ELECTION OF DIRECTOR: ROBERT C. CANTWELL	ManagementFor	For
1.3	ELECTION OF DIRECTOR: CHARLES F. MARCY	ManagementFor	For
1.4	ELECTION OF DIRECTOR: DENNIS M. MULLEN	ManagementFor	For

1.5	ELECTION OF DIRECTOR: CHERYL M. PALMER	ManagementFor	For
1.6	ELECTION OF DIRECTOR: ALFRED POE	ManagementFor	For
1.7	ELECTION OF DIRECTOR: STEPHEN C. SHERRILL	ManagementFor	For
1.8	ELECTION OF DIRECTOR: DAVID L. WENNER	ManagementFor	For
2.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EXECUTIVE COMPENSATION RATIFICATION OF APPOINTMENT OF KPMG	ManagementFor	For
3.	LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	ManagementFor	For

BLACKROCK CAPITAL INVESTMENT CORPORATION

Security	092533108	Meeting Type	Special
Ticker Symbol	BKCC	Meeting Date	18-Feb-2015
ISIN	US0925331086	Agenda	934115797 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1. TO APPROVE AN INVESTMENT MANAGEMENT AGREEMENT (THE "NEW AGREEMENT") BETWEEN THE COMPANY AND BLACKROCK ADVISORS, LLC, AN INDIRECT, WHOLLY-OWNED SUBSIDIARY OF BLACKROCK, INC. (THE "NEW ADVISOR"), TO PERMIT THE NEW ADVISOR TO SERVE AS INVESTMENT ADVISER TO THE COMPANY FOLLOWING THE COMPLETION OF THE SALE OF SUBSTANTIALLY ALL OF THE BUSINESS OF THE COMPANY'S INVESTMENT ADVISER, BLACKROCK KELSO CAPITAL ADVISORS LLC (THE "EXISTING	Management	For	For

- | | | | |
|-----|---|---------------|-----|
| 2A. | <p>ADVISOR"), TO THE NEW
 ADVISOR (THE
 "TRANSACTION"), WHICH
 AGREEMENT ONLY WILL
 TAKE EFFECT UPON
 CLOSING OF THE
 TRANSACTION
 IN THE EVENT THE FIRST
 PROPOSAL IS APPROVED
 BY STOCKHOLDERS AND
 THE TRANSACTION
 CLOSES, TO CONSIDER
 AND VOTE UPON A
 PROPOSAL TO AMEND
 THE EXISTING
 ADVISORY FEE
 STRUCTURE IN ORDER
 TO: (A) REDUCE THE
 BASE MANAGEMENT FEE
 AND (B) CHANGE THE
 STRUCTURE OF THE
 INCENTIVE FEE
 (COLLECTIVELY, THE
 "AMENDMENTS"), WHICH
 AMENDMENTS WILL GO
 INTO EFFECT
 FOLLOWING THE
 SECOND ANNIVERSARY
 OF THE EFFECTIVE DATE
 OF THE NEW
 AGREEMENT.</p> | ManagementFor | For |
| 2B. | <p>IN THE EVENT THE FIRST
 PROPOSAL IS NOT
 APPROVED BY
 STOCKHOLDERS OR THE
 TRANSACTION
 OTHERWISE DOES NOT
 CLOSE, TO CONSIDER
 AND VOTE UPON THE
 APPLICATION OF THE
 AMENDMENTS TO THE
 EXISTING INVESTMENT
 MANAGEMENT
 AGREEMENT BETWEEN
 THE COMPANY AND THE
 EXISTING ADVISOR
 (SUCH AGREEMENT, THE
 "EXISTING
 AGREEMENT"), WHICH
 AMENDMENTS WILL GO
 INTO EFFECT</p> | ManagementFor | For |

IMMEDIATELY
FOLLOWING
STOCKHOLDER
APPROVAL AND THE
CONCLUSION OF THE
SPECIAL MEETING.

BLACKROCK CAPITAL INVESTMENT CORPORATION

Security	092533108	Meeting Type	Annual
Ticker Symbol	BKCC	Meeting Date	08-May-2015
ISIN	US0925331086	Agenda	934153949 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1 DIRECTOR	Management		
1 BRIAN D. FINN		For	For
2 WILLIAM E. MAYER		For	For
3 F. DE SAINT PHALLE		For	For
TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP TO SERVE AS THE COMPANY'S			
2 INDEPENDENT	Management	For	For
REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING IN DECEMBER 31, 2015.			

BLACKROCK CAPITAL INVESTMENT CORPORATION

Security	092533108	Meeting Type	Special
Ticker Symbol	BKCC	Meeting Date	08-May-2015
ISIN	US0925331086	Agenda	934159179 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1. TO AUTHORIZE FLEXIBILITY FOR THE COMPANY, WITH APPROVAL OF ITS BOARD OF DIRECTORS, TO SELL OR OTHERWISE ISSUE SHARES OF ITS COMMON STOCK (DURING THE NEXT 12 MONTHS) AT A PRICE BELOW THE COMPANY'S THEN CURRENT NET ASSET VALUE PER SHARE IN ONE OR MORE OFFERINGS, SUBJECT TO CERTAIN LIMITATIONS	Management	Abstain	Against

SET FORTH IN THE
PROXY STATEMENT.

CHEVRON CORPORATION

Security 166764100

Meeting Type

Annual

Ticker
Symbol CVX

Meeting Date

27-May-2015

ISIN US1667641005

Agenda

934174575 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: A.B. CUMMINGS JR.	Management	For	For
1B.	ELECTION OF DIRECTOR: L.F. DEILY	Management	For	For
1C.	ELECTION OF DIRECTOR: R.E. DENHAM	Management	For	For
1D.	ELECTION OF DIRECTOR: A.P. GAST	Management	For	For
1E.	ELECTION OF DIRECTOR: E. HERNANDEZ JR.	Management	For	For
1F.	ELECTION OF DIRECTOR: J.M. HUNTSMAN JR.	Management	For	For
1G.	ELECTION OF DIRECTOR: C.W. MOORMAN	Management	For	For
1H.	ELECTION OF DIRECTOR: J.G. STUMPF	Management	For	For
1I.	ELECTION OF DIRECTOR: R.D. SUGAR	Management	For	For
1J.	ELECTION OF DIRECTOR: I.G. THULIN	Management	For	For
1K.	ELECTION OF DIRECTOR: C. WARE	Management	For	For
1L.	ELECTION OF DIRECTOR: J.S. WATSON	Management	For	For
2.	RATIFICATION OF APPOINTMENT OF PWC AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM ADVISORY VOTE TO	Management	For	For
3.	APPROVE NAMED EXECUTIVE OFFICER COMPENSATION DISCLOSE CHARITABLE	Management	For	For
4.	CONTRIBUTIONS OF \$5,000 OR MORE	Shareholder	Against	For
5.	REPORT ON LOBBYING CEASE USING	Shareholder	Abstain	Against
6.	CORPORATE FUNDS FOR POLITICAL PURPOSES	Shareholder	Abstain	Against
7.		Shareholder	Abstain	Against

	ADOPT DIVIDEND POLICY		
8.	ADOPT TARGETS TO REDUCE GHG EMISSIONS	Shareholder	Abstain Against
9.	REPORT ON SHALE ENERGY OPERATIONS	Shareholder	Abstain Against
10.	ADOPT PROXY ACCESS BYLAW	Shareholder	Abstain Against
11.	ADOPT POLICY FOR INDEPENDENT CHAIRMAN	Shareholder	Abstain Against
12.	RECOMMEND INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shareholder	Abstain Against
13.	SET SPECIAL MEETINGS THRESHOLD AT 10%	Shareholder	Abstain Against

CHURCH & DWIGHT CO., INC.

Security	171340102	Meeting Type	Annual
Ticker Symbol	CHD	Meeting Date	07-May-2015
ISIN	US1713401024	Agenda	934146730 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1A. ELECTION OF DIRECTOR: T. ROSIE ALBRIGHT	Management	For	For
1B. ELECTION OF DIRECTOR: RAVICHANDRA K. SALIGRAM	Management	For	For
1C. ELECTION OF DIRECTOR: ROBERT K. SHEARER	Management	For	For
ADVISORY VOTE TO APPROVE			
2. COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	For	For
RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP			
3. AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Management	For	For

CITIGROUP INC.

Security	172967424	Meeting Type	Annual
Ticker Symbol	C	Meeting Date	28-Apr-2015
ISIN	US1729674242	Agenda	934141160 - Management

Item Proposal	Proposed by	Vote
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			For/Against Management
1A.	ELECTION OF DIRECTOR: MICHAEL L. CORBAT	ManagementFor	For
1B.	ELECTION OF DIRECTOR: DUNCAN P. HENNES	ManagementFor	For
1C.	ELECTION OF DIRECTOR: PETER B. HENRY	ManagementFor	For
1D.	ELECTION OF DIRECTOR: FRANZ B. HUMER	ManagementFor	For
1E.	ELECTION OF DIRECTOR: MICHAEL E. O'NEILL	ManagementFor	For
1F.	ELECTION OF DIRECTOR: GARY M. REINER	ManagementFor	For
1G.	ELECTION OF DIRECTOR: JUDITH RODIN	ManagementFor	For
1H.	ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO	ManagementFor	For
1I.	ELECTION OF DIRECTOR: JOAN E. SPERO	ManagementFor	For
1J.	ELECTION OF DIRECTOR: DIANA L. TAYLOR	ManagementFor	For
1K.	ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR.	ManagementFor	For
1L.	ELECTION OF DIRECTOR: JAMES S. TURLEY	ManagementFor	For
1M.	ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON	ManagementFor	For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	ManagementFor	For
3.	ADVISORY APPROVAL OF CITI'S 2014 EXECUTIVE COMPENSATION.	ManagementFor	For
4.	APPROVAL OF AN AMENDMENT TO THE CITIGROUP 2014 STOCK INCENTIVE PLAN AUTHORIZING ADDITIONAL SHARES.	ManagementFor	For
5.	STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR	Shareholder For	For

- SHAREHOLDERS.
STOCKHOLDER
PROPOSAL REQUESTING
6. A REPORT ON LOBBYING AND GRASSROOTS LOBBYING CONTRIBUTIONS.
STOCKHOLDER
7. PROPOSAL REQUESTING AN AMENDMENT TO THE GENERAL CLAWBACK POLICY.
STOCKHOLDER
8. PROPOSAL REQUESTING A BY-LAW AMENDMENT TO EXCLUDE FROM THE BOARD OF DIRECTORS' AUDIT COMMITTEE ANY DIRECTOR WHO WAS A DIRECTOR AT A PUBLIC COMPANY WHILE THAT COMPANY FILED FOR REORGANIZATION UNDER CHAPTER 11.
STOCKHOLDER
9. PROPOSAL REQUESTING A REPORT REGARDING THE VESTING OF EQUITY-BASED AWARDS FOR SENIOR EXECUTIVES DUE TO A VOLUNTARY RESIGNATION TO ENTER GOVERNMENT SERVICE.

Shareholder Abstain Against

Shareholder Abstain Against

Shareholder Abstain Against

Shareholder Abstain Against

CONAGRA FOODS, INC.

Security	205887102	Meeting Type	Annual
Ticker Symbol	CAG	Meeting Date	19-Sep-2014
ISIN	US2058871029	Agenda	934063708 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1. DIRECTOR	Management		
1 MOGENS C. BAY		For	For
2 THOMAS K. BROWN		For	For
3 STEPHEN G. BUTLER		For	For
4 STEVEN F. GOLDSTONE		For	For
5 JOIE A. GREGOR		For	For
6 RAJIVE JOHRI		For	For
7 W.G. JURGENSEN		For	For
8 RICHARD H. LENNY		For	For

	9 RUTH ANN MARSHALL		For	For
	10 GARY M. RODKIN		For	For
	11 ANDREW J. SCHINDLER		For	For
	12 KENNETH E. STINSON		For	For
2.	APPROVAL OF THE CONAGRA FOODS, INC. 2014 STOCK PLAN	Management	For	For
3.	APPROVAL OF THE CONAGRA FOODS, INC. 2014 EXECUTIVE INCENTIVE PLAN	Management	For	For
4.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITOR	Management	For	For
5.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Management	For	For
6.	STOCKHOLDER PROPOSAL REGARDING BYLAW CHANGE IN REGARD TO VOTE- COUNTING	Shareholder	Against	For

CONOCOPHILLIPS

Security	20825C104	Meeting Type	Annual
Ticker	COP	Meeting Date	12-May-2015
Symbol		Agenda	934150804 - Management
ISIN	US20825C1045		

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Management	For	For
1B.	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Management	For	For
1C.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Management	For	For
1D.	ELECTION OF DIRECTOR: JAMES E. COPELAND, JR.	Management	For	For
1E.	ELECTION OF DIRECTOR: JOHN V. FARACI	Management	For	For
1F.	ELECTION OF DIRECTOR: JODY L. FREEMAN	Management	For	For
1G.	ELECTION OF DIRECTOR: GAY HUEY EVANS	Management	For	For
1H.	ELECTION OF DIRECTOR: RYAN M. LANCE	Management	For	For
1I.	ELECTION OF DIRECTOR: ARJUN N. MURTI	Management	For	For
1J.		Management	For	For

	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK		
1K.	ELECTION OF DIRECTOR: HARALD J. NORVIK	Management	For
	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS'		
2.	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2015.	Management	For
	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.		
3.		Management	For
	REPORT ON LOBBYING EXPENDITURES.		
4.		Shareholder	Against
	NO ACCELERATED VESTING UPON CHANGE IN CONTROL.		
5.		Shareholder	Against
	POLICY ON USING RESERVES METRICS TO DETERMINE INCENTIVE COMPENSATION.		
6.		Shareholder	Against
	PROXY ACCESS.		
7.		Shareholder	Against

CROWN CASTLE INTERNATIONAL CORP

Security	22822V101	Meeting Type	Annual
Ticker Symbol	CCI	Meeting Date	29-May-2015
ISIN	US22822V1017	Agenda	934172850 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR: P. ROBERT BARTOLO	Management	For	For
1B.	ELECTION OF DIRECTOR: CINDY CHRISTY	Management	For	For
1C.	ELECTION OF DIRECTOR: ARI Q. FITZGERALD	Management	For	For
1D.	ELECTION OF DIRECTOR: ROBERT E. GARRISON II	Management	For	For
1E.	ELECTION OF DIRECTOR: DALE N. HATFIELD	Management	For	For
1F.	ELECTION OF DIRECTOR: LEE W. HOGAN	Management	For	For
1G.	ELECTION OF DIRECTOR: JOHN P. KELLY	Management	For	For
1H.	ELECTION OF DIRECTOR: ROBERT F. MCKENZIE	Management	For	For