

EAGLE CAPITAL GROWTH FUND, INC.

Form N-PX

July 30, 2014

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UNITED STATES  
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: 811-05807

Eagle Capital Growth Fund, Inc.  
(Exact name of registrant as specified in charter)

225 East Mason Street  
Suite 802  
Milwaukee, WI 53202-3657  
(Address of principal executive offices) (zip code)

Luke E. Sims, President  
Eagle Capital Growth Fund, Inc.  
225 East Mason Street  
Suite 802  
Milwaukee, WI 53202-3657  
(Name and address of agent for service)

Registrant's telephone number, including area code: (414) 765-1107

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2013 thru 06/30/2014

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Abbott Laboratories Inc.

Ticker: ABT

Security ID: 002824100

Meeting Date: 04/25/2014 Meeting Type: Annual

Record Date: 02/27/2014

| #    | Proposal                         | Mgt Rec | Vote Cast | Sponsor     |
|------|----------------------------------|---------|-----------|-------------|
| 1-01 | Elect Director R.J. Alpern       | FOR     | FOR       | MANAGEMENT  |
| 1-02 | Elect Director R.S. Austin       | FOR     | FOR       | MANAGEMENT  |
| 1-03 | Elect Director S.E. Blount       | FOR     | FOR       | MANAGEMENT  |
| 1-04 | Elect Director W.J. Farrell      | FOR     | FOR       | MANAGEMENT  |
| 1-05 | Elect Director E.M. Liddy        | FOR     | FOR       | MANAGEMENT  |
| 1-06 | Elect Director N. McKinstry      | FOR     | FOR       | MANAGEMENT  |
| 1-07 | Elect Director P.N. Novakovic    | FOR     | FOR       | MANAGEMENT  |
| 1-08 | Elect Director W.A. Osborn       | FOR     | FOR       | MANAGEMENT  |
| 1-09 | Elect Director S.C. Scott III    | FOR     | FOR       | MANAGEMENT  |
| 1-10 | Elect Director G.F. Tilton       | FOR     | FOR       | MANAGEMENT  |
| 1-11 | Elect Director M.D. White        | FOR     | FOR       | MANAGEMENT  |
| 2    | Ratification of accounting firm  | FOR     | FOR       | MANAGEMENT  |
| 3    | Say on pay                       | FOR     | FOR       | MANAGEMENT  |
| 4    | Genetically modified ingredients | AGAINST | AGAINST   | SHAREHOLDER |
| 5    | Lobbying disclosure              | AGAINST | AGAINST   | SHAREHOLDER |
| 6    | Incentive compensation           | AGAINST | AGAINST   | SHAREHOLDER |

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AFLAC Inc.

Ticker: AFL

Security ID: 001055102

Meeting Date: 05/05/2014 Meeting Type: Annual

Record Date: 02/26/2014

| #   | Proposal                              | Mgt Rec | Sponsor | Vote Cast  |
|-----|---------------------------------------|---------|---------|------------|
| 1-a | Elect Director Daniel P. Amos         | FOR     | FOR     | MANAGEMENT |
| 1-b | Elect Director John Shelby Amos       | FOR     | FOR     | MANAGEMENT |
| 1-c | Elect Director Paul S. Amos           | FOR     | FOR     | MANAGEMENT |
| 1-d | Elect Director W. Paul Bowers         | FOR     | FOR     | MANAGEMENT |
| 1-e | Elect Director Kriss Cloninger III    | FOR     | FOR     | MANAGEMENT |
| 1-f | Elect Director Elizabeth J. Hudson    | FOR     | FOR     | MANAGEMENT |
| 1-g | Elect Director Douglas W. Johnson     | FOR     | FOR     | MANAGEMENT |
| 1-h | Elect Director Robert B. Johnson      | FOR     | FOR     | MANAGEMENT |
| 1-i | Elect Director Charles B. Knapp       | FOR     | FOR     | MANAGEMENT |
| 1-j | Elect Director Barbara K. Rimer, DrPH | FOR     | FOR     | MANAGEMENT |
| 1-k | Elect Director Melvin T. Smith        | FOR     | FOR     | MANAGEMENT |
| 1-l | Elect Director David Gary Thompson    | FOR     | FOR     | MANAGEMENT |
| 1-m | Elect Director Takuro Yoshida         | FOR     | FOR     | MANAGEMENT |
| 2   | Advisory vote on compensation         | FOR     | AGAINST | MANAGEMENT |
| 3   | Appointment of auditor                | FOR     | FOR     | MANAGEMENT |

Automatic Data Processing Inc.

Ticker: ADP

Security ID: 53015103

Meeting Date: 11/13/2012 Meeting Type: Annual

Record Date: 09/14/2013

| #    | Proposal                                       | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1-01 | Elect Director Ellen R. Alemanny               | FOR     | FOR       | MANAGEMENT |
| 1-02 | Elect Director Gregory D. Brenneman            | FOR     | FOR       | MANAGEMENT |
| 1-03 | Elect Director Leslie A. Brun                  | FOR     | FOR       | MANAGEMENT |
| 1-04 | Elect Director Richard T. Clark                | FOR     | FOR       | MANAGEMENT |
| 1-05 | Elect Director Eric C. Fast                    | FOR     | FOR       | MANAGEMENT |
| 1-06 | Elect Director Linda R. Gooden                 | FOR     | FOR       | MANAGEMENT |
| 1-07 | Elect Director R. Glenn Hubbard                | FOR     | FOR       | MANAGEMENT |
| 1-08 | Elect Director John P. Jones                   | FOR     | FOR       | MANAGEMENT |
| 1-09 | Elect Director Carlos A. Rodriguez             | FOR     | FOR       | MANAGEMENT |
| 1-10 | Elect Director Gregory L. Summe                | FOR     | FOR       | MANAGEMENT |
| 2    | Advisory vote on compensation                  | FOR     | FOR       | MANAGEMENT |
| 3    | Appointment of auditor                         | FOR     | FOR       | MANAGEMENT |
| 4    | Re-approval of performance for 2008 award plan | FOR     | FOR       | MANAGEMENT |

Berkshire Hathaway, Inc.

Ticker: BRK-b

Security ID: 084670702

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Meeting Date: 05/04/2013 Meeting Type: Annual

Record Date: 03/06/2013

| #    | Proposal                            | Mgt Rec | Vote Cast | Sponsor     |
|------|-------------------------------------|---------|-----------|-------------|
| 1-01 | Elect Director Warren E. Buffett    | FOR     | FOR       | MANAGEMENT  |
| 1-02 | Elect Director Charles T. Munger    | FOR     | FOR       | MANAGEMENT  |
| 1-03 | Elect Director Howard G. Buffett    | FOR     | FOR       | MANAGEMENT  |
| 1-04 | Elect Director Stephen B. Burke     | FOR     | FOR       | MANAGEMENT  |
| 1-05 | Elect Director Susan L. Decker      | FOR     | FOR       | MANAGEMENT  |
| 1-06 | Elect Director William H. Gates III | FOR     | FOR       | MANAGEMENT  |
| 1-07 | Elect Director David S. Gottesman   | FOR     | FOR       | MANAGEMENT  |
| 1-08 | Elect Director Charlotte Guyman     | FOR     | FOR       | MANAGEMENT  |
| 1-09 | Elect Director Donald R. Keough     | FOR     | FOR       | MANAGEMENT  |
| 1-10 | Elect Director Thomas S. Murphy     | FOR     | FOR       | MANAGEMENT  |
| 1-11 | Elect Director Ronald L. Olson      | FOR     | FOR       | MANAGEMENT  |
| 1-12 | Elect Director Walter Scott, Jr.    | FOR     | FOR       | MANAGEMENT  |
| 1-13 | Elect Director Meryl B. Witmer      | FOR     | FOR       | MANAGEMENT  |
| 2    | Advisory vote on compensation       | FOR     | FOR       | MANAGEMENT  |
| 3    | Executive advisory vote frequency   | 3-year  | 3-year    | MANAGEMENT  |
| 4    | Greenhouse gas emissions            | AGAINST | AGAINST   | SHAREHOLDER |
| 5    | Dividend policy                     | AGAINST | AGAINST   | SHAREHOLDER |

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The Chubb Corporation

Ticker: CB Security ID: 171232101

Meeting Date: 04/29/2014 Meeting Type: Annual

Record Date: 03/03/2014

| #  | Proposal                             | Mgt Rec | Vote Cast | Sponsor     |
|----|--------------------------------------|---------|-----------|-------------|
| 1a | Elect Director Zoe Baird Budinger    | FOR     | FOR       | MANAGEMENT  |
| 1b | Elect Director Sheila P. Burke       | FOR     | FOR       | MANAGEMENT  |
| 1c | Elect Director James I. Cash, Jr.    | FOR     | FOR       | MANAGEMENT  |
| 1d | Elect Director John D. Finnegan      | FOR     | FOR       | MANAGEMENT  |
| 1e | Elect Director Timothy P. Flynn      | FOR     | FOR       | MANAGEMENT  |
| 1f | Elect Director Karen M. Hoguet       | FOR     | FOR       | MANAGEMENT  |
| 1g | Elect Director Lawrence W. Kellner   | FOR     | FOR       | MANAGEMENT  |
| 1h | Elect Director Martin G. McGuinn     | FOR     | FOR       | MANAGEMENT  |
| 1i | Elect Director Lawrence M. Small     | FOR     | FOR       | MANAGEMENT  |
| 1j | Elect Director Jess Soderberg        | FOR     | FOR       | MANAGEMENT  |
| 1k | Elect Director Daniel E. Somers      | FOR     | FOR       | MANAGEMENT  |
| 1l | Elect Director William C. Weldon     | FOR     | FOR       | MANAGEMENT  |
| 1m | Elect Director James M. Zimmerman    | FOR     | FOR       | MANAGEMENT  |
| 1n | Elect Director Alfred W. Zollar      | FOR     | FOR       | MANAGEMENT  |
| 2  | To approve long-term incentive plan  | FOR     | AGAINST   | MANAGEMENT  |
| 3  | To ratify independent auditor        | FOR     | FOR       | MANAGEMENT  |
| 4  | To adopt executive compensation plan | FOR     | AGAINST   | MANAGEMENT  |
| 5  | Annual sustainability report         | AGAINST | AGAINST   | SHAREHOLDER |

The Coca-Cola Company

Ticker: KO Security ID: 191216100

Meeting Date: 04/23/2014 Meeting Type: Annual

Record Date: 02/24/2014

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|-----|---------------------------------------|---------|-----------|------------|
| 1-a | Elect Director Herbert A. Allen       | FOR     | FOR       | MANAGEMENT |
| 1-b | Elect Director Ronald W. Allen        | FOR     | FOR       | MANAGEMENT |
| 1-c | Elect Director Howard G. Buffett      | FOR     | FOR       | MANAGEMENT |
| 1-d | Elect Director Ana Botin              | FOR     | FOR       | MANAGEMENT |
| 1-e | Elect Director Richard M. Daley       | FOR     | FOR       | MANAGEMENT |
| 1-f | Elect Director Barry Diller           | FOR     | FOR       | MANAGEMENT |
| 1-g | Elect Director Helene D. Gayle        | FOR     | FOR       | MANAGEMENT |
| 1-h | Elect Director Evan G. Greenberg      | FOR     | FOR       | MANAGEMENT |
| 1-i | Elect Director Alexis M. Herman       | FOR     | FOR       | MANAGEMENT |
| 1-j | Elect Director Muhtar Kent            | FOR     | FOR       | MANAGEMENT |
| 1-k | Elect Director Robert A. Kotick       | FOR     | FOR       | MANAGEMENT |
| 1-l | Elect Director Maria Elena Lagomasino | FOR     | FOR       | MANAGEMENT |
| 1-m | Elect Director Sam Nunn               | FOR     | FOR       | MANAGEMENT |
| 1-n | Elect Director James D. Robinson III  | FOR     | FOR       | MANAGEMENT |
| 1-o | Elect Director Peter V. Ueberroth     | FOR     | FOR       | MANAGEMENT |
| 2   | Say on pay                            | FOR     | AGAINST   | MANAGEMENT |

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|   |                                 |         |         |             |
|---|---------------------------------|---------|---------|-------------|
| 3 | Approval of Equity Plan         | FOR     | AGAINST | MANAGEMENT  |
| 4 | Ratification of accounting firm | FOR     | FOR     | MANAGEMENT  |
| 5 | Independent board chairman      | AGAINST | FOR     | SHAREHOLDER |

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Colgate-Palmolive Company

Ticker: CL Security ID: 194162103

Meeting Date: 05/09/2014 Meeting Type: Annual

Record Date: 03/10/2014

| # Proposal                                | Mgt Rec | Vote Cast | Sponsor     |
|---|---------|-----------|-------------|
| 1A Elect Director Nikesh Arora            | FOR     | FOR       | MANAGEMENT  |
| 1B Elect Director John Cahill             | FOR     | FOR       | MANAGEMENT  |
| 1C Elect Director Ian Cook                | FOR     | FOR       | MANAGEMENT  |
| 1D Elect Director Helene Gayle            | FOR     | FOR       | MANAGEMENT  |
| 1E Elect Director Ellen Hancock           | FOR     | FOR       | MANAGEMENT  |
| 1F Elect Director Joseph Jimenez          | FOR     | FOR       | MANAGEMENT  |
| 1G Elect Director Richard Kogan           | FOR     | FOR       | MANAGEMENT  |
| 1H Elect Director Delano Lewis            | FOR     | FOR       | MANAGEMENT  |
| 1I Elect Director J. Pedro Reinhard       | FOR     | FOR       | MANAGEMENT  |
| 1J Elect Director Steven Sadove           | FOR     | FOR       | MANAGEMENT  |
| 2 Ratification of accounting firm         | FOR     | FOR       | MANAGEMENT  |
| 3 Advisory vote on executive compensation | FOR     | AGAINST   | MANAGEMENT  |
| 4 Executive stock retention requirement   | AGAINST | AGAINST   | SHAREHOLDER |

Deere & Company

Ticker: DE Security ID: 244199105

Meeting Date: 02/26/2014 Meeting Type: Annual

Record Date: 12/31/2013

| # Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|---|---------|-----------|------------|
| 1a Elect Director Samuel R. Allen         | FOR     | FOR       | MANAGEMENT |
| 1b Elect Director Crandall C. Bowles      | FOR     | FOR       | MANAGEMENT |
| 1c Elect Director Vance D. Coffman        | FOR     | FOR       | MANAGEMENT |
| 1d Elect Director Charles O. Holiday, Jr. | FOR     | FOR       | MANAGEMENT |
| 1e Elect Director Dipak C. Jain           | FOR     | FOR       | MANAGEMENT |
| 1f Elect Director Clayton M. Jones        | FOR     | FOR       | MANAGEMENT |
| 1g Elect Director Joachim Milberg         | FOR     | FOR       | MANAGEMENT |
| 1h Elect Director Richard B. Myers        | FOR     | FOR       | MANAGEMENT |
| 1i Elect Director Gregory R. Page         | FOR     | FOR       | MANAGEMENT |
| 1j Elect Director Thomas H. Patrick       | FOR     | FOR       | MANAGEMENT |
| 1k Elect Director Sherry M Smith          | FOR     | FOR       | MANAGEMENT |
| 2 Advisory vote on executive compensation | FOR     | FOR       | MANAGEMENT |
| 3 Ratification of accounting firm         | FOR     | FOR       | MANAGEMENT |

Emerson Electric Co.

Ticker: EMR Security ID: 291011104

Meeting Date: 02/04/2014 Meeting Type: Annual

Record Date: 11/26/2014

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| #    | Proposal                                   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1-01 | Elect Director D.N. Farr                   | FOR     | FOR       | MANAGEMENT  |
| 1-02 | Elect Director H. Green                    | FOR     | FOR       | MANAGEMENT  |
| 1-03 | Elect Director C.A. Peters                 | FOR     | FOR       | MANAGEMENT  |
| 1-04 | Elect Director J.W. Prueher                | FOR     | FOR       | MANAGEMENT  |
| 1-05 | Elect Director A.A. Busch III              | FOR     | FOR       | MANAGEMENT  |
| 1-06 | Elect Director J.S. Turley                 | FOR     | FOR       | MANAGEMENT  |
| 2    | Executive compensation                     | FOR     | FOR       | MANAGEMENT  |
| 3    | Ratification of accounting firm            | FOR     | FOR       | MANAGEMENT  |
| 4    | Sustainability report                      | AGAINST | AGAINST   | SHAREHOLDER |
| 5    | Issuance of political contributions report | AGAINST | AGAINST   | SHAREHOLDER |
| 6    | Issuance of lobbying report                | AGAINST | AGAINST   | SHAREHOLDER |

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First Trust Dividend and Income Fund.

Ticker: FAV

Security ID: 33731L100

Meeting Date: 04/23/2014

Meeting Type: Annual

Record Date: 01/31/2014

| #    | Proposal                      | Mgt Rec | Vote Cast | Sponsor    |
|------|-------------------------------|---------|-----------|------------|
| 1-01 | Elect Trustee Robert F. Keith | FOR     | FOR       | MANAGEMENT |

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First Trust Dividend and Income Fund.

Ticker: FAV

Security ID: 33731L100

Meeting Date: 06/09/2014

Meeting Type: Special

Record Date: 03/17/2014

| #Proposal | Mgt Rec                                   | Vote Cast | Sponsor                   |
|-----------|---|-----------|---------------------------|
| 1         | Approve investment sub-advisory agreement | FOR       | DID NOT ATTEND MANAGEMENT |

Franklin Resources, Inc.

Ticker: BEN

Security ID: 354613101

Meeting Date: 03/12/2014 Meeting Type: Annual

Record Date: 01/14/2014

| #   | Proposal                              | Mgt Rec | Vote Cast | Sponsor     |
|-----|---------------------------------------|---------|-----------|-------------|
| 1-A | Elect Director Samuel H. Armacost     | FOR     | FOR       | MANAGEMENT  |
| 1-B | Elect Director Peter K. Barker        | FOR     | FOR       | MANAGEMENT  |
| 1-C | Elect Director Charles B. Johnson     | FOR     | FOR       | MANAGEMENT  |
| 1-D | Elect Director Gregory E. Johnson     | FOR     | FOR       | MANAGEMENT  |
| 1-E | Elect Director Rupert H. Johnson, Jr. | FOR     | FOR       | MANAGEMENT  |
| 1-F | Elect Director Mark C. Pigott         | FOR     | FOR       | MANAGEMENT  |
| 1-G | Elect Director Chutta Ratnathicam     | FOR     | FOR       | MANAGEMENT  |
| 1-H | Elect Director Laura Stein            | FOR     | FOR       | MANAGEMENT  |
| 1-I | Elect Director Anne M. Tatlock        | FOR     | FOR       | MANAGEMENT  |
| 1-J | Elect Geoffrey Y. Yang                | FOR     | FOR       | MANAGEMENT  |
| 2   | Ratification of accounting firm       | FOR     | FOR       | MANAGEMENT  |
| 3   | Approval of Incentive Compensation    | FOR     | FOR       | MANAGEMENT  |
| 4   | Approval of executive compensation    | FOR     | FOR       | MANAGEMENT  |
| 5   | Vote on genocide-free investing       | AGAINST | AGAINST   | SHAREHOLDER |

Illinois Tool Works Inc.

Ticker: ITW

Security ID: 452308109

Meeting Date: 05/02/2014 Meeting Type: Annual

Record Date: 03/04/2014

| #  | Proposal                                 | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1A | Election of Director Daniel H. Brutto    | FOR     | FOR       | MANAGEMENT |
| 1B | Election of Director Susan Crown         | FOR     | FOR       | MANAGEMENT |
| 1C | Election of Director Don H. Davis, Jr.   | FOR     | FOR       | MANAGEMENT |
| 1D | Election of Director James W. Griffith   | FOR     | FOR       | MANAGEMENT |
| 1E | Election of Director Robert C. McCormack | FOR     | FOR       | MANAGEMENT |
| 1F | Election of Director Robert S. Morrison  | FOR     | FOR       | MANAGEMENT |
| 1G | Election of Director E. Scott Santi      | FOR     | FOR       | MANAGEMENT |
| 1H | Election of Director James A. Skinner    | FOR     | FOR       | MANAGEMENT |

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|   |     |         |            |
|---|-----|---------|------------|
| 1I Election of Director David B. Smith, Jr. | FOR | FOR     | MANAGEMENT |
| 1J Election of Director Pamela B. Strobel   | FOR | FOR     | MANAGEMENT |
| 1K Election of Director Kevin M. Warren     | FOR | FOR     | MANAGEMENT |
| 1L Election of Director Anre D. Williams    | FOR | FOR     | MANAGEMENT |
| 2 Ratification of accounting firm           | FOR | FOR     | MANAGEMENT |
| 3 Executive compensation approval           | FOR | AGAINST | MANAGEMENT |
| 4 Elimination of supermajority voting       | FOR | FOR     | MANAGEMENT |
| 5 Elimination of provisions re: Board size  | FOR | FOR     | MANAGEMENT |

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Johnson & Johnson

Ticker: JNJ Security ID: 369604103

Meeting Date: 04/24/2014 Meeting Type: Annual

Record Date: 02/25/2014

| # Proposal                                   | Mgt Rec | Vote Cast | Sponsor     |
|--|---------|-----------|-------------|
| 1a Election of Director Mary Sue Coleman     | FOR     | FOR       | MANAGEMENT  |
| 1b Election of Director James G. Cullen      | FOR     | FOR       | MANAGEMENT  |
| 1c Election of Director Ian E.L. Davis       | FOR     | FOR       | MANAGEMENT  |
| 1d Election of Director Alex Gorsky          | FOR     | FOR       | MANAGEMENT  |
| 1e Election of Director Susan L. Lindquist   | FOR     | FOR       | MANAGEMENT  |
| 1f Election of Director Mark B. McClellan    | FOR     | FOR       | MANAGEMENT  |
| 1g Election of Director Anne M. Mulcahy      | FOR     | FOR       | MANAGEMENT  |
| 1h Election of Director Leo F. Mullin        | FOR     | FOR       | MANAGEMENT  |
| 1i Election of Director William D. Perez     | FOR     | FOR       | MANAGEMENT  |
| 1j Election of Director Charles Prince       | FOR     | AGAINST   | MANAGEMENT  |
| 1k Election of Director A. Eugene Washington | FOR     | FOR       | MANAGEMENT  |
| 1l Election of Director Ronald A. Williams   | FOR     | FOR       | MANAGEMENT  |
| 2 Executive officer compensation             | FOR     | AGAINST   | MANAGEMENT  |
| 3 Ratification of accounting firm            | FOR     | FOR       | MANAGEMENT  |
| 4 Executive share ownership                  | AGAINST | FOR       | SHAREHOLDER |

Paychex, Inc.

Ticker: PAYX Security ID: 704326107

Meeting Date: 10/16/2013 Meeting Type: Annual

Record Date: 08/19/2013

| # Proposal                                  | Mgt Rec | Vote Cast | Sponsor    |
|---|---------|-----------|------------|
| 1A Election of Director B. Thomas Golisano  | FOR     | FOR       | MANAGEMENT |
| 1B Election of Director Joseph G. Doody     | FOR     | FOR       | MANAGEMENT |
| 1C Election of Director David J.S. Flaschen | FOR     | FOR       | MANAGEMENT |
| 1D Election of Director Phillip Horsley     | FOR     | FOR       | MANAGEMENT |
| 1E Election of Director Grant M. Inman      | FOR     | FOR       | MANAGEMENT |
| 1F Election of Director Pamela A. Joseph    | FOR     | FOR       | MANAGEMENT |
| 1G Election of Director Martin Mucci        | FOR     | FOR       | MANAGEMENT |
| 1H Election of Director Joseph M. Tucci     | FOR     | FOR       | MANAGEMENT |
| 1I Election of Director Joseph M. Velli     | FOR     | FOR       | MANAGEMENT |
| 2 Advisory vote on compensation             | FOR     | FOR       | MANAGEMENT |
| 3 Ratification of accounting firm           | FOR     | FOR       | MANAGEMENT |

PepsiCo, Inc.

Ticker: PEP Security ID: 713448108

Meeting Date: 05/07/2014 Meeting Type: Annual

Record Date: 02/28/2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Election of Director S.L. Brown                  | FOR     | FOR       | MANAGEMENT |
| 1b | Election of Director G.W. Buckley                | FOR     | FOR       | MANAGEMENT |
| 1c | Election of Director I.M. Cook                   | FOR     | FOR       | MANAGEMENT |
| 1d | Election of Director D. Dublon                   | FOR     | FOR       | MANAGEMENT |
| 1e | Election of Director R.F. Fairhead               | FOR     | FOR       | MANAGEMENT |
| 1f | Election of Director R.L. Hunt                   | FOR     | FOR       | MANAGEMENT |
| 1g | Election of Director A. Ibarguen                 | FOR     | FOR       | MANAGEMENT |
| 1h | Election of Director I.K. Nooyi                  | FOR     | AGAINST   | MANAGEMENT |
| 1i | Election of Director S.P. Rockefeller            | FOR     | FOR       | MANAGEMENT |
| 1j | Election of Director J.J. Schiro                 | FOR     | FOR       | MANAGEMENT |
| 1k | Election of Director L.G. Trotter                | FOR     | FOR       | MANAGEMENT |
| 1l | Election of Director D. Vasella                  | FOR     | FOR       | MANAGEMENT |
| 1m | Election of Director A. Weissner                 | FOR     | FOR       | MANAGEMENT |
| 2  | Approval of public accountants                   | FOR     | FOR       | MANAGEMENT |
| 3  | Approval of executive compensation               | FOR     | AGAINST   | MANAGEMENT |
| 4  | Approval of performance goals for incentive plan | FOR     | AGAINST   | MANAGEMENT |
| 5  | Policy re: approval of political contributions   | AGAINST | AGAINST   | MANAGEMENT |
| 6  | Policy re: executive retention of stock          | AGAINST | AGAINST   | MANAGEMENT |

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Sigma-Aldrich Corporation

Ticker: SIAL Security ID: 826552101

Meeting Date: 05/06/2014 Meeting Type: Annual

Record Date: 03/07/2014

| # Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|--|---------|-----------|------------|
| 1a Election of Director Rebecca M. Bergman           | FOR     | FOR       | MANAGEMENT |
| 1b Election of Director George M. Church             | FOR     | FOR       | MANAGEMENT |
| 1c Election of Director Michael L. Marberry          | FOR     | FOR       | MANAGEMENT |
| 1d Election of Director W. Lee McCollum              | FOR     | FOR       | MANAGEMENT |
| 1e Election of Director Avi M. Nash                  | FOR     | FOR       | MANAGEMENT |
| 1f Election of Director Steven M. Paul               | FOR     | FOR       | MANAGEMENT |
| 1g Election of Director J. Pedro Reinhard            | FOR     | FOR       | MANAGEMENT |
| 1h Election of Director Rakesh Sachdev               | FOR     | FOR       | MANAGEMENT |
| 1i Election of Director D. Dean Spatz                | FOR     | FOR       | MANAGEMENT |
| 1j Election of Director Barrett A. Toan              | FOR     | FOR       | MANAGEMENT |
| 2 Ratification of public accounting firm             | FOR     | FOR       | MANAGEMENT |
| 3 Approval to increase the number of shares of stock | FOR     | AGAINST   | MANAGEMENT |
| 4 Approval of ability to issue preferred stock       | FOR     | AGAINST   | MANAGEMENT |
| 5 Approval of long-term incentive plan               | FOR     | AGAINST   | MANAGEMENT |
| 6 Advisory vote on executive compensation            | FOR     | AGAINST   | MANAGEMENT |

Stryker Corporation

Ticker: SYK Security ID: 863667101

Meeting Date: 04/22/2014 Meeting Type: Annual

Record Date: 02/24/2014

| # Proposal                                     | Mgt Rec | Vote Cast | Sponsor    |
|--|---------|-----------|------------|
| 1-a Election of Director Howard E. Cox, Jr.    | FOR     | FOR       | MANAGEMENT |
| 1-b Election of Director Srikant M. Datar, PhD | FOR     | FOR       | MANAGEMENT |
| 1-c Election of Director Roch Doliveux         | FOR     | FOR       | MANAGEMENT |
| 1-d Election of Director Louise L. Francesconi | FOR     | FOR       | MANAGEMENT |
| 1-e Election of Director Allan C. Golston      | FOR     | FOR       | MANAGEMENT |
| 1-f Election of Director Kevin A. Lobo         | FOR     | FOR       | MANAGEMENT |
| 1-g Election of Director William U. Parfet     | FOR     | FOR       | MANAGEMENT |
| 1-h Election of Director Andrew K. Silvernail  | FOR     | FOR       | MANAGEMENT |
| 1-i Election of Director Ronda E. Stryker      | FOR     | FOR       | MANAGEMENT |
| 2 Ratification of public accounting firm       | FOR     | FOR       | MANAGEMENT |
| 3 Advisory vote on executive compensation      | FOR     | FOR       | MANAGEMENT |

T. Rowe Price Group, Inc.

Ticker: TROW Security ID: 74144T108

Meeting Date: 04/24/2014 Meeting Type: Annual

Record Date: 02/21/2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1A | Election of Director Mark S. Bartlett              | FOR     | FOR       | MANAGEMENT |
| 1B | Election of Director Edward C. Bernard             | FOR     | FOR       | MANAGEMENT |
| 1C | Election of Director Mary K. Bush                  | FOR     | FOR       | MANAGEMENT |
| 1D | Election of Director Donald B. Hebb, Jr.           | FOR     | FOR       | MANAGEMENT |
| 1E | Election of Director Dr. Freeman A. Hrabowski, III | FOR     | FOR       | MANAGEMENT |
| 1F | Election of Director James A.C. Kennedy            | FOR     | FOR       | MANAGEMENT |
| 1G | Election of Director Robert F. Maclellan           | FOR     | FOR       | MANAGEMENT |
| 1H | Election of Director Brian C. Rogers               | FOR     | FOR       | MANAGEMENT |
| 1I | Election of Director Olympia J. Snowe              | FOR     | FOR       | MANAGEMENT |
| 1J | Election of Director Dr. Alfred Sommer.            | FOR     | FOR       | MANAGEMENT |
| 1K | Election of Director Dwight S. Taylor              | FOR     | FOR       | MANAGEMENT |
| 1L | Election of Director Anne Marie Whitmore           | FOR     | FOR       | MANAGEMENT |
| 2  | Approval of executive compensation                 | FOR     | AGAINST   | MANAGEMENT |
| 3  | Ratification of accounting firm                    | FOR     | FOR       | MANAGEMENT |

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Waters Corporation

Ticker: WAT Security ID: 941848103

Meeting Date: 05/15/2013 Meeting Type: Annual

Record Date: 03/21/2013

| #    | Proposal                                    | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1-01 | Election of Director Joshua Bekenstein      | FOR     | FOR       | MANAGEMENT |
| 1-02 | Election of Director Michael J. Berendt     | FOR     | FOR       | MANAGEMENT |
| 1-03 | Election of Director Douglas A. Berthiaume  | FOR     | FOR       | MANAGEMENT |
| 1-04 | Election of Director Edward Conard          | FOR     | FOR       | MANAGEMENT |
| 1-05 | Election of Director Laurie H. Glimcher     | FOR     | FOR       | MANAGEMENT |
| 1-06 | Election of Director Christopher A. Kuebler | FOR     | FOR       | MANAGEMENT |
| 1-07 | Election of Director William J. Miller      | FOR     | FOR       | MANAGEMENT |
| 1-08 | Election of Director Joann A. Reed          | FOR     | FOR       | MANAGEMENT |
| 1-09 | Election of Director Thomas P. Salice       | FOR     | FOR       | MANAGEMENT |
| 2    | Ratification of public accounting firm      | FOR     | FOR       | MANAGEMENT |
| 3    | Advisory vote on executive compensation     | FOR     | AGAINST   | MANAGEMENT |
| 4    | Approval of management incentive plan       | FOR     | AGAINST   | MANAGEMENT |

Wells Fargo & Company

Ticker: WFC Security ID: 949746101

Meeting Date: 04/29/2014 Meeting Type: Annual

Record Date: 03/04/2014

| #  | Proposal                                    | Mgt Rec | Vote Cast | Sponsor      |
|----|---|---------|-----------|--------------|
| 1a | Election of Director John D. Baker II       | FOR     | FOR       | MANAGEMENT   |
| 1b | Election of Director Elaine L. Chao         | FOR     | FOR       | MANAGEMENT   |
| 1c | Election of Director John S. Chen           | FOR     | FOR       | MANAGEMENT   |
| 1d | Election of Director Lloyd H. Dean          | FOR     | FOR       | MANAGEMENT   |
| 1e | Election of Director Susan E. Engel         | FOR     | FOR       | MANAGEMENT   |
| 1f | Election of Director Enrique Hernandez, Jr. | FOR     | FOR       | MANAGEMENT   |
| 1g | Election of Director Donald M. James        | FOR     | FOR       | MANAGEMENT   |
| 1h | Election of Director Cynthia H. Milligan    | FOR     | FOR       | MANAGEMENT   |
| 1i | Election of Director Federico F. Pena       | FOR     | FOR       | MANAGEMENT   |
| 1j | Election of Director James H. Quigley       | FOR     | FOR       | MANAGEMENT   |
| 1k | Election of Director Judith M. Runstad      | FOR     | FOR       | MANAGEMENT   |
| 1l | Election of Director Stephen W. Sanger      | FOR     | FOR       | MANAGEMENT   |
| 1m | Election of Director John G. Stumpf         | FOR     | FOR       | MANAGEMENT   |
| 1n | Election of Director Susan G. Swenson       | FOR     | FOR       | MANAGEMENT   |
| 2  | Advisory vote on executive compensation     | FOR     | AGAINST   | MANAGEMENT   |
| 3  | Ratification of public accounting firm      | FOR     | FOR       | MANAGEMENT   |
| 4  | Policy to require an Independent Chairman   | AGAINST | FOR       | SHAREHOLDE R |
| 5  | Report on mortgage practices                | AGAINST | AGAINST   | SHAREHOLDER  |

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EAGLE CAPITAL GROWTH FUND, INC.

By: /s/ Luke E. Sims  
Luke E. Sims, President

Date: July 28, 2014

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