

BANCROFT FUND LTD  
Form N-PX  
August 18, 2017

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 811-02151

Bancroft Fund Ltd.  
(Exact name of registrant as specified in charter)

One Corporate Center

Rye, New York 10580-1422  
(Address of principal executive offices) (Zip code)

Jane D. O'Keefe

Gabelli Funds, LLC

One Corporate Center

Rye, New York 10580-1422  
(Name and address of agent for service)

Registrant's telephone number, including area code: 1-800-422-3554

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Date of fiscal year end: October 31

Date of reporting period: July 1, 2016 – June 30, 2017

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (§§ 239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

**PROXY VOTING RECORD**

**FOR PERIOD JULY 1, 2016 TO JUNE 30, 2017**

ProxyEdge

Report Date: 07/01/2017

Meeting Date Range: 07/01/2016 - 06/30/2017

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Bancroft Fund Ltd.

Investment Company Report

OCLARO, INC.

Security 67555N206

Meeting Type

Annual

Ticker OCLR  
Symbol

Meeting Date

18-Nov-2016

ISIN US67555N2062

Agenda

934487869 - Management

Item Proposal	Proposed by	Vote	For/Against Management
1. DIRECTOR	Management		
1 KENDALL COWAN		For	For
2 JOEL A. SMITH III		For	For
TO APPROVE AN AMENDMENT TO THE FIFTH AMENDED AND RESTATED 2001 LONG-TERM STOCK INCENTIVE PLAN.			
2. TO APPROVE THE ADVISORY RESOLUTION	Management	Against	Against
3. APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Management	For	For
TO RATIFY THE SELECTION OF GRANT THORNTON LLP AS OUR INDEPENDENT			
4. REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR.	Management	For	For

CROWN CASTLE INTERNATIONAL CORP

Security 22822V101

Meeting Type

Annual

Ticker CCI  
Symbol

Meeting Date

18-May-2017

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ISIN	US22822V1017	Agenda	934571820 - Management
Item Proposal		Proposed by	Vote For/Against Management
1A.	ELECTION OF DIRECTOR: P. ROBERT BARTOLO	Management	For For
1B.	ELECTION OF DIRECTOR: JAY A. BROWN	Management	For For
1C.	ELECTION OF DIRECTOR: CINDY CHRISTY	Management	For For
1D.	ELECTION OF DIRECTOR: ARI Q. FITZGERALD	Management	For For
1E.	ELECTION OF DIRECTOR: ROBERT E. GARRISON II	Management	For For
1F.	ELECTION OF DIRECTOR: LEE W. HOGAN	Management	For For
1G.	ELECTION OF DIRECTOR: EDWARD C. HUTCHESON, JR.	Management	For For
1H.	ELECTION OF DIRECTOR: J. LANDIS MARTIN	Management	For For
1I.	ELECTION OF DIRECTOR: ROBERT F. MCKENZIE	Management	For For
1J.	ELECTION OF DIRECTOR: ANTHONY J. MELONE	Management	For For
1K.	ELECTION OF DIRECTOR: W. BENJAMIN MORELAND	Management	For For
2.	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2017.	Management	For For
3.	THE NON-BINDING, ADVISORY VOTE REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Management	For For
4.	A STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS, IF PROPERLY PRESENTED.	Shareholder	Abstain Against
GOODRICH PETROLEUM CORPORATION			
Security	382410843	Meeting Type	Annual
Ticker Symbol	GDP	Meeting Date	23-May-2017
ISIN	US3824108431	Agenda	934600138 - Management

Item Proposal Vote

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	Proposed by Management		For/Against Management
1. DIRECTOR			
1 STEVEN J. PULLY		For	For
2 TIMOTHY D. LEULIETTE		For	For
RATIFY THE SELECTION OF HEIN & ASSOCIATES, LLP AS THE COMPANY'S INDEPENDENT	Management	For	For
2. REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017. APPROVE, ON AN ADVISORY BASIS, THE			
3. COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. APPROVE, ON AN ADVISORY BASIS, THE	Management	For	For
4. FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. APPROVE A SECOND AMENDMENT TO THE GOODRICH PETROLEUM CORPORATION MANAGEMENT INCENTIVE PLAN, AS AMENDED	Management	1 Year	For
5. FROM TIME TO TIME, TO INCREASE THE NUMBER OF SHARES OF COMPANY COMMON STOCK AUTHORIZED FOR ISSUANCE THEREUNDER.	Management	Against	Against

ENVISION HEALTHCARE CORPORATION

Security	29414D209	Meeting Type	Annual
Ticker		Meeting Date	25-May-2017
Symbol	EVHCPR	Agenda	934582304 - Management
ISIN	US29414D2099		

Item Proposal	Proposed by Management	Vote	For/Against Management
1. DIRECTOR			
1 CAROL J. BURT		For	For
2 CHRISTOPHER A. HOLDEN		For	For
3 CYNTHIA S. MILLER		For	For
4 RONALD A. WILLIAMS		For	For

- |    |  |                   |     |
|----|--|-------------------|-----|
| 2. | APPROVAL, ON A<br>NON-BINDING ADVISORY<br>BASIS,<br>OF ENVISION HEALTHCARE<br>CORPORATION'S<br>EXECUTIVE COMPENSATION.   | Management For    | For |
| 3. | APPROVAL, ON A<br>NON-BINDING ADVISORY<br>BASIS,<br>OF THE FREQUENCY OF<br>FUTURE ADVISORY VOTES<br>APPROVING ENVISION<br>HEALTHCARE<br>CORPORATION'S EXECUTIVE<br>COMPENSATION.<br>RATIFICATION OF THE<br>APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS ENVISION<br>HEALTHCARE | Management 1 Year | For |
| 4. | CORPORATION'S<br>INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM<br>FOR THE YEAR ENDING<br>DECEMBER 31, 2017.   | Management For    | For |

**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.

Registrant Bancroft Fund Ltd.

By (Signature and Title)\* /s/ Jane D. O'Keefe

Jane D. O'Keefe, Principal Executive Officer

Date 8/18/17

\*Print the name and title of each signing officer under his or her signature.