

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