

180 DEGREE CAPITAL CORP. /NY/
Form N-PX
August 01, 2018

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 811-07074

180 Degree Capital Corp.
(Exact name of registrant as specified in charter)

7 N. Willow Street, Suite 4B
Montclair, NJ 07042
(Address of principal executive offices) (Zip code)

Daniel B. Wolfe
President and Chief Financial Officer
180 Degree Capital Corp.
7 N. Willow Street, Suite 4B
Montclair, NJ 07042
(Name and address of agent for service)

Registrant's telephone number, including area code: 973-746-4500

Date of fiscal year end: December 31

Date of reporting period: July 1, 2017 — June 30, 2018

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, 100 F Street, NE, Washington, DC 20549. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. § 3507.

Item 1. Proxy Voting Record

Adesto Technologies Corporation

| | |
|---------------------------|----------------|
| Exchange and Symbol: | NASDAQ:IOTS |
| CUSIP: | 00687D101 |
| Shareholder Meeting Type: | Annual Meeting |
| Shareholder Meeting Date: | June 19, 2018 |

| | | | |
|------------|--------------|-------|----------------------------|
| Proposals: | Proposed by: | Vote: | For/Against Management: |
|------------|--------------|-------|----------------------------|

| | | | |
|---------------------------------|------------|-----|-----|
| 1. | | | |
| Election of Class III Directors | | | |
| Nelson Chan | Management | For | For |
| Narbeh Derhacobian | Management | For | For |

| | | | |
|--|------------|-----|-----|
| 2. | | | |
| Ratification of the appointment of BPM LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2018 | Management | For | For |

D-Wave Systems, Inc.

Exchange and Symbol:

N/A

CUSIP:

N/A

Shareholder Meeting Type:

Annual
Meeting

Shareholder Meeting Date:

June 29, 2018

Proposals:

Proposed by: Vote: For/Against
Management:

1.
To determine the number of Directors at nine (9)

Management For For

2.
To election of Directors
Vern J. Brownell
Geoff J. Catherwood
J. Haig deB. Farris, LLD
Steve T. Jurvetson
François Lachance
V. Paul Lee
Donald J. Listwin
Dr. Philippe St-Jean
Steven M. West

Management For For
Management For For
Management For For
Management For For
Management For For
Management For For
Management For For
Management For For
Management For For

3.
To appoint PricewaterhouseCoopers LLP as the auditor of D-Wave Systems

Management For For

4.
To authorize the directors of D-Wave Systems to fix the remuneration of
PricewaterhouseCoopers LLP as the auditor of D-Wave Systems

Management For For

Emcore Corporation

| | |
|---------------------------|----------------|
| Exchange and Symbol: | NASDAQ:EMKR |
| CUSIP: | 290846203 |
| Shareholder Meeting Type: | Annual Meeting |
| Shareholder Meeting Date: | March 16, 2018 |

| Proposal: | Proposed by: | Vote: | For/Against Management: |
|--|--------------|---------|-------------------------|
| 1. Election of Director for a three-year term expiring at Emcore's 2021 Annual Meeting of Shareholders Stephen Domenick | Management | For | For |
| 2. To ratify the appointment of KMPG LLP as Emcore's independent registered public accounting firm for the fiscal year ending September 30, 2018. | Management | For | For |
| 3. To approve an amendment to the Certificate of Incorporation to declassify the Board. | Management | For | For |
| 4. To approve an amendment to the Certificate of Incorporation to change the required number of members of the Company's Board of Directors. | Management | For | For |
| 5. To approve an amendment to the Certificate of Incorporation to eliminate the supermajority voting requirements applicable to certain provisions of the Certificate of Incorporation. | Management | For | For |
| 6. To approve an extension of the company's tax benefits preservation plan. | Management | Against | Against |
| 7. To approve, on an advisory basis, the executive compensation of Emcore's Named Executive Officers. | Management | For | For |

HZO, Inc.

Exchange and Symbol: N/A
CUSIP: N/A
Shareholder Meeting Type: Annual Meeting
Shareholder Meeting Date: March 14, 2018

| Proposal: | Proposed by: | Vote: | For/Against Management: |
|-----------|--------------|-------|----------------------------|
|-----------|--------------|-------|----------------------------|

| | | | |
|-----------------------|------------|-----|-----|
| 1. | | | |
| Election of Directors | | | |
| Michael Rhodin | Management | For | For |
| Gavin Myers | Management | For | For |
| Nelson Chan | Management | For | For |
| Patrick Poon | Management | For | For |
| Ryan Pollock | Management | For | For |
| Kamal Bherwani | Management | For | For |

Mersana Therapeutics, Inc.

| | |
|---------------------------|----------------|
| Exchange and Symbol: | NASDAQ: |
| CUSIP: | MRSN |
| Shareholder Meeting Type: | 59045L106 |
| Shareholder Meeting Date: | Annual Meeting |
| | June 27, 2018 |

| Proposals: | Proposed by: | Vote: | For/Against Management: |
|---|--------------|-------|-------------------------|
| 1. Election of Class I Director Willard H. Dere, M.D. | | | Management For For |
| 2. To ratify the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2018. | | | Management For For |

Synacor, Inc.

Exchange and Symbol:

NASDAQ:
SYNC

CUSIP:

871561106

Shareholder Meeting Type:

Annual
Meeting

Shareholder Meeting Date:

May 17, 2018

Proposals:

Proposed by: Vote: For/Against
Management:

1.
Election of Class I Directors

Himesh Bhise

Management For For

Andrew Kau

Management For For

Jordan Levy

Management For For

2.
To ratify the appointment by the Audit Committee of the Board of Directors of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2018.

Management For For

3.
To approve, on a non-binding, advisory basis, the compensation of our named executive officers.

Management For For

4.
To approve, on a non-binding, advisory basis, the frequency with which future stockholder advisory votes on the compensation of our named executive officers will be conducted for 1 Year.

Management For For

TheStreet, Inc.

Exchange and Symbol:

NASDAQ:

TST

CUSIP:

88368Q103

Shareholder Meeting Type:

Annual
Meeting

Shareholder Meeting Date:

May 18, 2018

Proposals:

Proposed by: Vote: For/Against
Management:

1.
Election of Class I Directors

James Cramer

Management For For

Bowers Espy

Management For For

Kevin Rendino

Management For For

2.
To ratify the appointment of BDO USA LLP as TheStreet, Inc.'s the
independent registered public accounting firm for the fiscal year ending
December 31, 2018.

Management For For

3.
To approve the compensation of The Street, Inc.'s named executive officers as
discussed in the Proxy Statement.

Management For For

4.
To approve TheStreet, Inc. 2007 Performance Incentive Plan, as amended and
restated.

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: 180 Degree Capital Corp.

By: /s/ Daniel B. Wolfe
Daniel B. Wolfe
President and Chief Financial Officer

Date: August 1, 2018