

SOURCE CAPITAL INC /DE/
Form N-PX
August 31, 2011

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**
Washington, D.C. 20549

OMB APPROVAL
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FORM N-PX

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number **811-1731**

Source Capital, Inc.

(Exact name of registrant as specified in charter)

11400 W. Olympic Blvd., Ste. 1200, Los Angeles, CA
(Address of principal executive offices)

90064
(Zip code)

J. Richard Atwood, Treasurer

Source Capital, Inc.

11400 W. Olympic Blvd., Ste. 1200, Los Angeles, CA 90064
(Name and address of agent for service)

Registrant's telephone number, including area code: **310-473-0225**

Date of fiscal year end: **12/31**

Date of reporting period: **7/1/10 to 6/30/11**

Item 1. Proxy Voting Record.

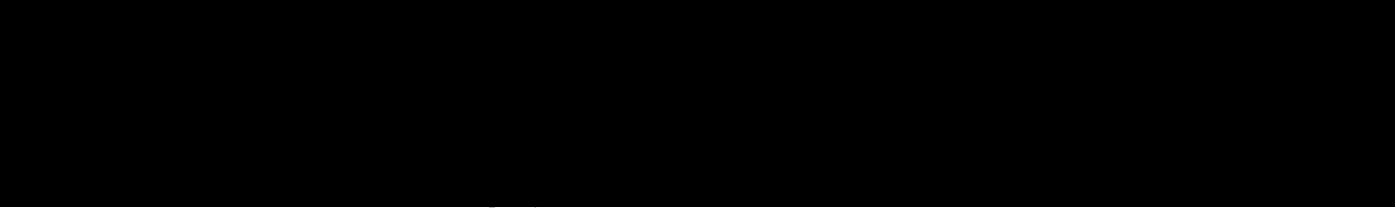
Disclose the following information for each matter relating to a portfolio security considered at any shareholder meeting held during the period covered by the report and with respect to which the registrant was entitled to vote:

- (a) The name of the issuer of the portfolio security;
- (b) The exchange ticker symbol of the portfolio security;
- (c) The Council on Uniform Securities Identification Procedures (CUSIP) number for the portfolio security;
- (d) The shareholder meeting date;
- (e) A brief identification of the matter voted on;
- (f) Whether the matter was proposed by the issuer or by a security holder;
- (g) Whether the registrant cast its vote on the matter;
- (h) How the registrant cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);
and
- (i) Whether the registrant cast its vote for or against management.

Source Capital, Inc. Proxy Voting

| Issuer | Ticker | CUSIP | Mtg Date | Matter | Issr or Shdr Proposal | Voted Y/N | How Voted | For or Against Mgmt |
|-----------------------------------|--------|-----------|-----------|--|-----------------------|-----------|-----------|---------------------|
| Microchip Technology Incorporated | MCHP | 595017104 | 8/20/2010 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm of the company for the fiscal year ending March 31, 2011. | Issuer | Y | For | For |
| Maxim Integrated Products, Inc. | MXIM | 57772K101 | 11/9/2010 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for the fiscal year ending June 25, 2011. | Issuer | Y | For | For |
| | | | | 3. Ratify and approve an amendment to the company's 2008 employee stock purchase plan to increase the number of shares available for issuance thereunder by 2,000,000 shares. | Issuer | Y | For | For |
| | | | | 4. Ratify and approve an amendment to the company's amended and restated 1996 stock incentive plan to increase the number of shares available for issuance thereunder by 7,000,000 shares. | Issuer | Y | For | For |
| Copart, Inc. | CPRT | 217204106 | 12/2/2010 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of Ernst & Young LLP as independent registered public accounting firm for the company for the fiscal year ending July 31, 2011. | Issuer | Y | For | For |
| ScanSource, Inc. | SCSC | 806037107 | 12/2/2010 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of Ernst & Young LLP as the company's independent auditors for the year ending June 30, 2011. | Issuer | Y | For | For |
| Actuant Corporation | ATU | 00508X203 | 1/14/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of PricewaterhouseCoopers | Issuer | Y | For | For |

LLP as the company's
independent auditor.



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| | | | | 3. To hold an advisory vote of stockholders on the compensation of the company's named executive officers at a frequency of one, two, or three years. | Issuer | Y | 3 Yrs. | For |
| | | | | 4. Ratify the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for fiscal year 2011. | Issuer | Y | For | For |
| CLARCOR Inc. | CLC | 179895107 | 3/22/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Say-on-pay - an advisory non-binding vote on the approval of executive compensation, | Issuer | Y | For | For |
| | | | | 3. Say when on pay - an advisory non-binding vote on the approval of the frequency of shareholder votes on executive compensation, | Issuer | Y | 3 Yrs. | For |
| | | | | 4. Ratification of the appointment of PricewaterhouseCoopers LLP as the company's independent registered public accounting firm for the fiscal year ending November 26, 2011. | Issuer | Y | For | For |
| IDEX Corporation | IEX | 45167R104 | 4/5/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Advisory vote on executive compensation. | Issuer | Y | For | For |
| | | | | 3. Advisory vote on frequency of advisory votes on executive compensation. | Issuer | Y | 3 Yrs. | For |
| | | | | 4. Ratify the appointment of Deloitte & Touche LLP as auditors of the company for 2011. | Issuer | Y | For | For |
| Carnival Corporation | CCL | 143658300 | 4/13/2011 | 1. Re-elect Micky Arison as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| | | | | 2. Re-elect Sir Jonathon Band as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| | | | | 3. Re-elect Robert H. Dickinson as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| | | | | 4. Re-elect Arnold W. Donald as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| | | | | 5. Re-elect Pier Luigi Foschi as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| | | | | 6. Re-elect Howard S. Frank as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| | | | | 7. Re-elect Richard J. Glasier as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |

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| 8. Re-elect Modesto A. Maidique as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| 9. Re-elect Sir John Parker as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| 10. Re-elect Peter G. Ratcliffe as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| 11. Re-elect Stuart Subotnick as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| 12. Re-elect Laura Weil as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| 13. Re-elect Randall J. Weisenburger as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| 14. Re-elect Uzi Zucker as a director of Carnival Corporation and as a director of Carnival plc. | Issuer | Y | For | For |
| 15. To re-appoint the UK firm of PricewaterhouseCoopers LLP as independent auditors for Carnival plc and to ratify the selection of the US firm of PricewaterhouseCoopers LLP as the independent registered certified public accounting firm for Carnival Corporation. | Issuer | Y | For | For |
| 16. To authorize the audit committee of Carnival plc to agree to the remuneration of the independent auditors of Carnival plc. | Issuer | Y | For | For |
| 17. To receive the UK accounts and reports of the directors and auditors of Carnival plc for the year ended November 30, 2010. | Issuer | Y | For | For |
| 18. To approve the fiscal 2010 compensation of the named executive officers of Carnival Corporation and Carnival plc. | Issuer | Y | For | For |
| 19. To determine how frequently the shareholders of Carnival Corporation and Carnival plc should be provided with a non-binding advisory vote regarding the compensation of the named executive officers of Carnival Corporation and Carnival plc. | Issuer | Y | 1 Yr. | For |
| 20. To approve the Carnival plc directors remuneration report of Carnival plc for the year ended November 30, 2010. | Issuer | Y | For | For |

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| | | | | 21. To approve the giving of authority for the allotment of new shares by Carnival plc. | Issuer | Y | For | For |
| | | | | 22. To approve the disapplication of pre-emption rights in relation to the allotment of new shares by Carnival plc. | Issuer | Y | For | For |
| | | | | 23. To approve a general authority for Carnival plc to buy back Carnival plc ordinary shares in the open market. | Issuer | Y | For | For |
| | | | | 24. To approve the Carnival Corporation 2011 stock plan. | Issuer | Y | For | For |
| Graco Inc. | GGG | 384109104 | 4/21/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm. | Issuer | Y | For | For |
| | | | | 3. Advisory, non-binding resolution to approve the company's executive compensation. | Issuer | Y | For | For |
| | | | | 4. Advisory, non-binding vote on the frequency for which shareholders will have an advisory, non-binding vote on the company's executive compensation. | Issuer | Y | 1 Yr. | For |
| | | | | 5. Shareholder proposal to adopt majority voting for the election of directors. | Shareholder | Y | Against | For |
| Bio-Rad Laboratories, Inc. | BIO | 090572207 | 4/26/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the selection of Ernst & Young LLP to serve as the company's independent auditors. | Issuer | Y | For | For |
| | | | | 3. Approve the company's 2011 employee stock purchase plan. | Issuer | Y | For | For |
| | | | | 4. Advisory vote on executive compensation. | Issuer | Y | For | For |
| | | | | 5. Advisory vote on the frequency of executive compensation votes. | Issuer | Y | 3 Yrs. | For |
| Aggreko plc | AGK.LN | G0116S102 | 4/27/2011 | 1. To receive the reports of the directors and auditors and to adopt the company's accounts for the year ended December 31, 2010. | Issuer | Y | For | |
| | | | | 2. To approve the remuneration report for the year ended December 31, 2010. | Issuer | Y | For | |
| | | | | 3. To declare a final dividend on the company's ordinary shares of 12.35 pence per share. | Issuer | Y | For | |

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| | | | | 4. To re-elect P. G. Rogerson as a director of the company. | Issuer | Y | For | |
| | | | | 5. To re-elect R. C. Soames as a director of the company. | Issuer | Y | For | |
| | | | | 6. To re-elect A. G. Cockburn as a director of the company. | Issuer | Y | For | |
| | | | | 7. To re-elect G. P. Walker as a director of the company. | Issuer | Y | For | |
| | | | | 8. To re-elect W. F. Kaplan as a director of the company. | Issuer | Y | For | |
| | | | | 9. To re-elect K. Pandya as a director of the company. | Issuer | Y | For | |
| | | | | 10. To re-elect D. C. M. Hamill as a director of the company. | Issuer | Y | For | |
| | | | | 11. To re-elect R. J. MacLeod as a director of the company. | Issuer | Y | For | |
| | | | | 12. To re-elect R. J. King as a director of the company. | Issuer | Y | For | |
| | | | | 13. To re-elect K. G. Hanna as a director of the company. | Issuer | Y | For | |
| | | | | 14. To re-appoint PricewaterhouseCoopers as auditor of the company to hold office from the conclusion of the meeting until the conclusion of the next general meeting at which accounts are laid before the company. | Issuer | Y | For | |
| | | | | 15. To authorize the audit committee of the board to determine the remuneration of the company's auditor. | Issuer | Y | For | |
| | | | | 16. To renew the directors' authority to allot shares. | Issuer | Y | For | |
| | | | | 17. To renew the directors' authority to allot shares on non pre-emptive basis. | Issuer | Y | For | |
| | | | | 18. To renew the directors' authority to purchase shares in the market. | Issuer | Y | For | |
| | | | | 19. To renew the permission of the holding of general meetings at 14 clear days' notice. | Issuer | Y | For | |
| Life Technologies Corporation | LIFE | 53217V109 | 4/28/2011 | 1. Election of Directors | Issuer | Y | For | For |

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| | | | | 2. Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the company for the fiscal year ending December 31, 2011. | Issuer | Y | For | For |
| | | | | 3. Adoption of amendments to the company's certificate of incorporation. | Issuer | Y | For | For |
| | | | | 4. Approval of a non-binding advisory resolution regarding the compensation of the company's named executive officers. | Issuer | Y | For | For |
| | | | | 5. Approval of a non-binding advisory vote regarding the frequency of stockholder voting on the compensation of the company's named executive officers. | Issuer | Y | 2 Yrs. | For |
| Noble Corporation | NE | H5833N103 | 4/29/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Approval of the 2010 annual report, the consolidated financial statements of the company for fiscal year 2010 and the statutory financial statements of the company for fiscal year 2010. | Issuer | Y | For | For |
| | | | | 3. Approval of the creation of a reserve through appropriation of retained earnings. | Issuer | Y | For | For |
| | | | | 4. Approval of a capital reduction by cancellation of certain shares held in treasury. | Issuer | Y | For | For |
| | | | | 5. Approval of an extension of board authority to issue authorized share capital until April 28, 2013. | Issuer | Y | For | For |
| | | | | 6. Approval of a return of capital in the form of a par value reduction in an amount equal to Swiss Francs 0.52 per share. | Issuer | Y | For | For |
| | | | | 7. Approval of the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for fiscal year 2011 and the election of PricewaterhouseCoopers AG as statutory auditor for a one-year term. | Issuer | Y | For | For |
| | | | | 8. Approval of the discharge of the members of the board of directors and the executive officers of the company for fiscal year 2010. | Issuer | Y | For | For |
| | | | | 9. Approval, on an advisory basis, of the compensation of the company's named executive officers. | Issuer | Y | For | For |

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| | | | | 10. Advisory vote on frequency of the executive compensation advisory vote. | Issuer | Y | 3 Yrs. | For |
| Manpower Inc. | MAN | 56418H100 | 5/3/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of William Downe to serve until 2013 as a Class II director. | Issuer | Y | For | For |
| | | | | 3. Ratification of the appointment of Patricia A. Hemingway Hall to serve until 2013 as a Class II director. | Issuer | Y | For | For |
| | | | | 4. Ratification of Deloitte & Touche LLP as independent auditors for 2011. | Issuer | Y | For | For |
| | | | | 5. Approval of the company's corporate senior management annual incentive pool plan. | Issuer | Y | For | For |
| | | | | 6. Approval of the 2011 equity incentive plan of the company. | Issuer | Y | For | For |
| | | | | 7. Advisory vote on compensation of the named executive officers. | Issuer | Y | For | For |
| | | | | 8. Advisory vote on the frequency of the vote on compensation of the company's named executive officers. | Issuer | Y | 1 Yr. | For |
| O Reilly Automotive, Inc. | ORLY | 67103H107 | 5/3/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Advisory vote on approval of compensation of executives. | Issuer | Y | For | For |
| | | | | 3. Advisory vote on the frequency of future say on pay votes. | Issuer | Y | 3 Yrs. | For |
| | | | | 4. Ratification of the appointment of Ernst & Young LLP as independent auditors for fiscal 2011. | Issuer | Y | For | For |
| Heartland Express, Inc. | HTLD | 422347104 | 5/5/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of KPMG LLP as the independent registered public accounting firm of the corporation for 2011. | Issuer | Y | For | For |
| | | | | 3. Advisory vote on named executive officer compensation. | Issuer | Y | For | For |
| | | | | 4. Advisory vote on frequency of advisory vote on named executive officer compensation. | Issuer | Y | 3 Yrs. | For |

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| FMC Technologies, Inc. | FTI | 30249U101 | 5/6/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of KPMG LLP for 2011. | Issuer | Y | For | For |
| | | | | 3. To approve, by non-binding vote, the executive compensation program. | Issuer | Y | For | For |
| | | | | 4. To recommend, by non-binding vote, the frequency of executive compensation votes. | Issuer | Y | 3 Yrs. | For |
| | | | | 5. Amend the amended and restated certificate of incorporation to increase the number of authorized shares of common stock from 300 million to 600 million shares. | Issuer | Y | For | For |
| Franklin Electric Co., Inc. | FELE | 353514102 | 5/6/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of Deloitte & Touche LLP as independent registered public accounting firm for the 2011 fiscal year. | Issuer | Y | For | For |
| | | | | 3. To approve, on an advisory basis, the executive compensation of the company's named executive officers as disclosed in the proxy statement. | Issuer | Y | For | For |
| | | | | 4. To conduct an advisory vote on the frequency of future votes on executive pay. | Issuer | Y | 3 Yrs. | For |
| Lincare Holdings Inc. | LNCR | 532791100 | 5/9/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011. | Issuer | Y | For | For |
| | | | | 3. Approve an advisory resolution regarding executive compensation. | Issuer | Y | For | For |
| | | | | 4. Approve an advisory resolution on the frequency of the advisory vote on executive compensation. | Issuer | Y | 1 Yr. | For |
| HNI Corporation | HNI | 404251100 | 5/10/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the audit committee's selection of PricewaterhouseCoopers LLP as the corporation's independent registered public accountant for fiscal 2011. | Issuer | Y | For | For |
| | | | | 3. Advisory vote on named executive officer compensation. | Issuer | Y | For | For |

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| | | | | 4. Advisory vote on frequency of future advisory votes on named executive officer compensation. | Issuer | Y | 1 Yr. | For |
|------------------------------|--------|-----------|-----------|---|--------|---|-------|-----|
| Spirax-Sarco Engineering plc | SPX.LN | G83561103 | 5/10/2011 | 1. To receive the reports of the directors and auditors and to adopt the company s accounts. | Issuer | Y | | For |
| | | | | 2. To approve the directors remuneration report. | Issuer | Y | | For |
| | | | | 3. To declare a final dividend. | Issuer | Y | | For |
| | | | | 4. To declare a special final dividend. | Issuer | Y | | For |
| | | | | 5. To re-elect W. H. Whiteley as a director of the company. | Issuer | Y | | For |
| | | | | 6. To re-elect M. E. Vernon as a director of the company. | Issuer | Y | | For |
| | | | | 7. To re-elect N. H. Daws as a director of the company. | Issuer | Y | | For |
| | | | | 8. To re-elect M. E. Gibbin as a director of the company. | Issuer | Y | | For |
| | | | | 9. To re-elect D. J. Meredith as a director of the company. | Issuer | Y | | For |
| | | | | 10. To re-elect A. J. Sorvin as a director of the company. | Issuer | Y | | For |
| | | | | 11. To re-elect G. Bullock as a director of the company. | Issuer | Y | | For |
| | | | | 12. To re-elect K. Rajagopal as a director of the company. | Issuer | Y | | For |
| | | | | 13. To re-elect C. G. Watson as a director of the company. | Issuer | Y | | For |
| | | | | 14. To re-appoint KPMG Audit plc as auditor of the company and to authorize the directors to determine their remuneration. | Issuer | Y | | For |
| | | | | 15. To authorize the directors authority to allot shares. | Issuer | Y | | For |
| | | | | 16. To authorize the directors authority to allot equities. | Issuer | Y | | For |
| | | | | 17. To authorize the directors to approve the issue of shares in lieu of cash dividends in respect of the period up to and including the date of the annual general meeting to be held in 2016 or, if earlier, May 9, 2016. | Issuer | Y | | For |
| | | | | 18. To authorize the company to purchase its own shares. | Issuer | Y | | For |

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| | | | | 19. To authorize the company to call general meetings, other than annual general meetings, on not less than 14 clear days notice. | Issuer | Y | For | |
| Helix Energy Solutions Group, Inc. | HLX | 42330P107 | 5/11/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the selection of Ernst & Young LLP as independent registered public accounting firm for the fiscal year 2011 | Issuer | Y | For | For |
| | | | | 3. Approval, on a non-binding advisory basis, of the 2010 compensation of the company's named executive officers. | Issuer | Y | For | For |
| | | | | 4. The vote, on a non-binding advisory basis, on the frequency of including an advisory vote on the compensation of the company's named executive officers every one, two or three years. | Issuer | Y | 3 Yrs. | For |
| Knight Transportation, Inc. | KNX | 499064103 | 5/19/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Advisory vote on executive compensation. | Issuer | Y | For | For |
| | | | | 3. Advisory vote on the frequency of holding future advisory votes on executive compensation. | Issuer | Y | 3 Yrs. | For |
| | | | | 4. Ratification of the appointment of Grant Thornton LLP as the company's independent registered public accounting firm for the fiscal year 2011. | Issuer | Y | For | For |
| Zebra Technologies Corporation | ZBRA | 989207105 | 5/19/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Advisory vote to approve executive compensation. | Issuer | Y | For | For |
| | | | | 3. Advisory vote on the frequency of holding an advisory vote to approve executive compensation. | Issuer | Y | 1 Yr. | For |
| | | | | 4. Approve the company's 2011 long-term incentive plan. | Issuer | Y | For | For |
| | | | | 5. Approve the company's 2011 short-term incentive plan. | Issuer | Y | Against | Against |
| | | | | 6. Approve the company's 2011 employee stock purchase plan. | Issuer | Y | For | For |
| | | | | 7. Ratify the appointment by the company's audit committee of Ernst & Young LLP as the company's independent auditors for 2011. | Issuer | Y | For | For |

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| WABCO Holdings Inc. | WBC | 92927K102 | 5/26/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratify the selection of Ernst & Young Bedrijfsrevisoren BCVBA/Reviseurs D Enterprises SCCRL as the company's independent registered public accounting firm for the year ending December 31, 2011. | Issuer | Y | For | For |
| | | | | 3. Approve, on an advisory basis, the compensation paid to the company's named executive officers (say-on-pay). | Issuer | Y | For | For |
| | | | | 4. Recommend, on an advisory basis, the frequency of the shareholder advisory vote on executive compensation (say-on-frequency). | Issuer | Y | 1 Yr. | For |
| VCA Antech, Inc. | WOOF | 918194101 | 6/6/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the appointment of KPMG LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2011. | Issuer | Y | For | For |
| | | | | 3. Re-approval of the material terms of the performance goals under the company's 2006 equity incentive plan. | Issuer | Y | For | For |
| | | | | 4. Re-approval of the material terms of the performance goals under the company's 2007 cash incentive plan. | Issuer | Y | For | For |
| | | | | 5. Advisory vote to approve the compensation of the company's named executive officers. | Issuer | Y | For | For |
| | | | | 6. Advisory vote on the frequency of holding future advisory votes on the compensation of the company's named executive officers. | Issuer | Y | 3 Yrs. | For |
| Signet Jewelers Limited | SIG | G81276100 | 6/16/2011 | 1. Amend the company's by-laws to provide for the annual election of directors in the manner contemplated in Appendix 1 to the proxy statement. | Issuer | Y | For | For |
| | | | | 2A. Election of Director if proposal 1 is approved: Sir Malcolm Williamson | Issuer | Y | For | For |
| | | | | 2B. Election of Director if proposal 1 is approved: Michael W. Barnes | Issuer | Y | For | For |
| | | | | 2C. Election of Director if proposal 1 is approved: Robert Blanchard | Issuer | Y | For | For |
| | | | | 2D. Election of Director if proposal 1 is approved: Dale Hilpert | Issuer | Y | For | For |

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|--------------|-----|-----------|--|--|--------|-------|-----|-----|
| | | | 2E. Election of Director if proposal 1 is approved: Russell Walls | Issuer | Y | For | For | |
| | | | 2F. Election of Director if proposal 1 is approved: Marianne Parrs | Issuer | Y | For | For | |
| | | | 2G. Election of Director if proposal 1 is approved: Thomas Plaskett | Issuer | Y | For | For | |
| | | | 3A. Election of Director if proposal 1 is not approved: Sir Malcolm Williamson | Issuer | Y | For | For | |
| | | | 3B. Election of Director if proposal 1 is not approved: Michael W. Barnes | Issuer | Y | For | For | |
| | | | 3C. Election of Director if proposal 1 is not approved: Robert Blanchard | Issuer | Y | For | For | |
| | | | 3D. Election of Director if proposal 1 is not approved: Dale Hilpert | Issuer | Y | For | For | |
| | | | 3E. Election of Director if proposal 1 is not approved: Russell Walls | Issuer | Y | For | For | |
| | | | 3F. Election of Director if proposal 1 is not approved: Marianne Parrs | Issuer | Y | For | For | |
| | | | 3G. Election of Director if proposal 1 is not approved: Thomas Plaskett | Issuer | Y | For | For | |
| | | | 4. Appoint KPMG LLP as independent auditor of the company, to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting of the company, and to authorize the audit committee to determine its compensation. | Issuer | Y | For | For | |
| | | | 5. Approve the company's annual performance bonus plan. | Issuer | Y | For | For | |
| | | | 6. Hold a non-binding advisory vote to approve the compensation of the company's named executive officers as disclosed in the proxy statement (the say-on-pay vote). | Issuer | Y | For | For | |
| | | | 7. Hold a non-binding advisory vote on the frequency of the say-on-pay vote. | Issuer | Y | 1 Yr. | For | |
| CarMax, Inc. | KMX | 143130102 | 6/27/2011 | 1. Election of Directors | Issuer | Y | For | For |
| | | | | 2. Ratification of the selection of KPMG LLP as independent registered public accounting firm. | Issuer | Y | For | For |

| | | | | |
|--|--------|---|-------|-----|
| 3. Approve, in an advisory (non-binding) vote, the compensation of the company's named executive officers. | Issuer | Y | For | For |
| 4. To determine, in an advisory (non-binding) vote, whether a shareholder vote to approve the compensation of the company's named executive officers should occur every one, two or three years. | Issuer | Y | 1 Yr. | 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)

Source Capital, Inc.

By (Signature and Title)*

/s/ J. Richard Atwood, Treasurer

Date

8/31/11

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