

John Hancock Hedged Equity & Income Fund  
Form DEFA14A  
September 19, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under §240.14a-12

**JOHN HANCOCK HEDGED EQUITY & INCOME FUND**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- 4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- 5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
  
  
  
  
  
  
  
  
  
  
- 2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- 3) Filing Party:
  
  
  
  
  
  
  
  
  
  
- 4) Date Filed:



**Welcome to the**

**John Hancock Closed - End Funds**

**Notice & Access Shareholder Portal**

Changes to SEC proxy requirements concerning proxy material delivery give companies the opportunity to reduce printing and mailing expenses by providing shareholders electronic access to proxy materials. If you wish to receive a hardcopy of the proxy materials please do so by selecting [Click Here](#) in the area titled [To Request Printed Proxy Materials](#) below and see instructions on how to receive, at no-cost to you, a full-set of proxy materials via first class U.S. mail. After reviewing the proxy materials, please vote your shares by clicking on [Vote Now](#) and following the subsequent instructions.

**Please review the Proxy Materials before voting your shares**

**To review the Proxy Materials**

Click on Link Below

**[The President's Letter](#)**

**[Notice of Annual Meeting](#)**

**[Proxy Statement](#)**

**To Vote Your Shares by Internet**

**To vote by Telephone: 1-866-540-5760**

**To Request Printed Proxy Materials**

**[Click Here](#)**





**Enter your 11-digit control number located in the shaded box  
on the Proxy Ballot or on the Notice Regarding  
the Availability of Proxy Materials.  
Do not enter any spaces.**

**Welcome to the  
Fund Name  
Proxy Voting Site**

Fund Name

Annual Meeting of Shareholders

November 9, 2012

The undersigned shareholder of Fund Name (the Fund ) hereby appoints ANDREW G. ARNOTT, JOHN DANIELLO, KINGA KAPUSCINSKI, THOMAS M. KINZLER, NICHOLAS KOLOKITHAS, JULIE LYMAN, PATRICIA A. MORISETTE, CHARLES A. RIZZO, CHRISTOPHER SECHLER, BETSY ANNE SEEL, and ANDREW WILKINS, and each of them singly, proxies and attorneys of the undersigned, with full power of substitution to each, for and in the name of the undersigned, to vote and act upon all matters at the Annual Meeting of Shareholders of the Fund to be held on Friday, November 9, 2012 at the offices of the Fund, 601 Congress Street, Boston, Massachusetts 02210, at 2:00 p.m., Eastern time, and at any and all adjournments thereof, in respect of all common shares of the Fund held by the undersigned or in respect of which the undersigned would be entitled to vote or act, with all powers the undersigned would possess if personally present. All proxies previously given by the undersigned in respect of said meeting are hereby revoked.

Your Internet vote authorizes the Named Proxies to vote your  
shares in the same manner as if you marked, signed and returned  
your Proxy Card.

Before you vote, if you would like to review the  
President's Letter, Notice of Annual Meeting of Shareholders,  
and Proxy Statement - [Click Here](#)

Return by simply closing the newly opened browser window.

The Board of Trustees recommends a vote  
For each of the Nominees.



**1. Election of Nominees Specified Below As Trustees:**

- (01) Charles L. Bardelis**
- (02) James R. Boyle**
- (03) Craig Bromley**
- (04) Peter S. Burgess**
- (05) William H. Cunningham**
- (06) Grace K. Fey**
- (07) Theron S. Hoffman**
- (08) Deborah C. Jackson**
- (09) Hassell H. McClellan**
- (10) James M. Oates**
- (11) Steven R. Pruchansky**
- (12) Gregory A. Russo**
- (13) Warren A. Thomson**

[Click Here To Vote As The Board Of Trustees Recommends](#)

[Click Here To Vote Individually On Each Proposal](#)

[Privacy Statement](#)

## **I Vote As The Board of Trustees Recommends**

**If no specification is made, this proxy will be voted for the nominees named in the proxy statement. The persons named as proxies have discretionary authority, which they intend to exercise in favor of the proposal referred to and according to their best judgment as to any other matters which may properly come before the meeting.**

FUND NAME THANKS YOU FOR VOTING ELECTRONICALLY

**Voting Summary**

**Your Control Number:**

**9/17/2012 3:11:26 PMET**

**Trustees: Charles L. Bardelis, James R. Boyle, Craig Bromley, Peter S. Burgess, William H. Cunningham, Grace K. Fey, Theron S. Hoffman, Deborah C. Jackson, Hassell H. McClellan, James M. Oates, Steven R. Pruchansky, Gregory A. Russo, Warren A. Thomson**

**You Voted: For All**

**Electronic Access:** Choose ML\_ink<sup>SM</sup> for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more. Simply log on to Investor ServiceDirect<sup>®</sup> at [www.cpushareownerservices.com/cpuportal/index.jsp](http://www.cpushareownerservices.com/cpuportal/index.jsp) where step-by-step instructions will prompt you through enrollment.

If you are a new user you will be prompted to create a Personal ID and Password.

**To change your address** click [here](#).

**THANK YOU FOR VOTING**

**Your vote has been successfully recorded and will be tabulated by Shareowner Services within 24 hours. It is not necessary for you to mail back your voting card.**

**To vote another Proxy - [CLICK HERE](#).**

**Please exit your browser program for maximum security.**

To Vote On The Proposal for Fund Name Check The Box Below:

The Board of Trustees recommends a vote

For each of the Nominees.

**PROPOSAL 1**

**Election of Nominees Specified Below as Trustees:**

- (01) Charles L. Bardelis
- (02) James R. Boyle
- (03) Craig Bromley
- (04) Peter S. Burgess
- (05) William H. Cunningham
- (06) Grace K. Fey
- (07) Theron S. Hoffman
- (08) Deborah C. Jackson
- (09) Hassell H. McClellan
- (10) James M. Oates
- (11) Steven R. Pruchansky
- (12) Gregory A. Russo
- (13) Warren A. Thomson

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(INSTRUCTIONS: To withhold authority to vote for any individual nominee, check the Exceptions box below and check the box next to that nominee's name.)

For All O

Withhold All O

\*Exceptions O

01 Charles L. Bardelis

02 James R. Boyle

03 Craig Bromley

04 Peter S. Burgess

05 William H. Cunningham

06 Grace K. Fey

07 Theron S. Hoffman

08 Deborah C. Jackson

09 Hassell H. McClellan

10 James M. Oates

11 Steven R. Pruchansky

12 Gregory A. Russo

13 Warren A. Thomson

If no specification is made, this proxy will be voted for the nominees named in the proxy statement, the persons named as proxies have discretionary authority, which they intend to exercise in favor of the proposal referred to and according to their best judgment as to any other matters which may properly come before the meeting.

[Click Here To Register Your Vote](#)

**Welcome to the  
Notice & Access Shareholder Portal**

To Request Copies of Printed Proxy Materials

to be sent via U.S.P.S first class mail:

Please have your 11-digit Control Number available when requesting printed materials:

**By Phone: 1-888-313-0164**

(outside of the U.S. and Canada, Dial: 1-201-680-6688)

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## SCRIPT FOR REGISTERED SHAREOWNER TELEPHONE

### VOTING Computershare

#### Shareowner Hears This Script

Speech 1 Welcome to the Telephone voting site. Enter your 11-digit control number located in the shaded box on the Proxy Ballot.  
Speech 2 To vote as the *[name of fund]* Board of Trustees recommends on all proposals Press 1 now.

Speech 2A To vote on each proposal separately Press 0 now.  
If the voter chooses the 1<sup>st</sup> option of speech 2 the following will be heard.

Speech 2B You have voted as the Board recommended. If this is correct, press 1. If incorrect, Press 0.  
Speech 3 If the voter chooses the 2<sup>nd</sup> option of speech 2 Speech 3 will follow.  
Proposal 1:

To vote FOR all nominees, Press 1

To WITHHOLD from all nominees, Press 9

Speech 4 To WITHHOLD from an individual nominee, press 0  
Speech 4A Enter the two-digit number that appears next to the nominee you DO NOT wish to vote for.  
Speech 5 Press 1 to withhold from another nominee or Press 0 if you have completed voting on Trustees.  
Your votes have been cast as follows:

Proposal 1: For ALL or Withhold All OR For ALL Except...

Speech 6 If this is correct, Press 1; if incorrect, Press 0  
If you would learn to learn more about accessing your account information online, Press 1, otherwise Press 0. If 1 is pressed. Do you know your shareholder communications are available online. If you are a registered shareholder, consider enrolling in MLink for fast, easy and secure 24/7 online access to your future

proxy materials, investment plan statements, tax documents and more. Simply

log on to **Investor ServiceDirect**® at <http://www.cpushareownerservices.com/>

where step-by-step instructions will prompt you through enrollment. If 0 is pressed, Vote Another Card speech will be heard.

Closing A Thank you for voting.  
Closing B Your votes have been canceled. If you would like to re-vote your proxy or if you would like to vote another proxy press 1 now, to end this call, press 0 now.

Closing C I m sorry you re having difficulty. Please try again or mark, sign and date the proxy card and return in the envelope provided.

Vote Another Card If you have received more than one proxy card you must vote each card separately. If you would like to vote another proxy press 1 now to end this call press 0 now.

## [Excerpt from John Hancock Funds Website]

### Proxy Voting

#### Proxy Voting for John Hancock Shareholders:

The following funds are currently conducting a proxy vote.

##### **Closed-end funds**

Shareholders of record as of the close of business on September 6, 2012 of the closed-end funds listed below are cordially invited to attend the annual meeting of shareholders on Friday, November 9, 2012, at 2:00 p.m., Eastern Time, to be held at the offices of John Hancock Funds, 601 Congress Street, Boston, Massachusetts 02210. [Click here for directions.](#)

- John Hancock Bank and Thrift Opportunity Fund
- John Hancock Hedged Equity & Income Fund
- John Hancock Income Securities Trust
- John Hancock Investors Trust
- John Hancock Preferred Income Fund
- John Hancock Preferred Income Fund II
- John Hancock Preferred Income Fund III
- John Hancock Premium Dividend Fund
- John Hancock Tax-Advantaged Dividend Income Fund
- John Hancock Tax-Advantaged Global Shareholder Yield Fund

### Related Resources

#### Download president's letter, notice of meeting and proxy statement

[PDF of Proxy Statement] Includes the following funds: John Hancock Bank and Thrift Opportunity Fund, John Hancock Hedged Equity & Income Fund, John Hancock Preferred Income Fund, John Hancock Preferred Income Fund II, John Hancock Preferred Income Fund III, John Hancock Premium Dividend Fund, John Hancock Tax-Advantaged Dividend Income Fund and John Hancock Tax-Advantaged Global Shareholder Yield Fund

[PDF of Proxy Statement] Includes the following funds: John Hancock Income Securities Trust and John Hancock Investors Trust

### Vote your proxy

##### **Closed-End Funds**

Please refer to your notice, proxy card or ballot for internet voting web site address. Please call 1-800-852-0218 if you have any questions.