

GABELLI DIVIDEND & INCOME TRUST
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 811-21423

The Gabelli Dividend & Income Trust
(Exact name of registrant as specified in charter)

One Corporate Center

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

Bruce N. Alpert

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

Date of fiscal year end: December 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

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

The Gabelli Dividend and Income Trust

Investment Company Report

AKORN, INC.

Security 009728106

Ticker Symbol AKRX

ISIN US0097281069

Meeting Type

Annual

Meeting Date

01-Jul-2016

Agenda

934429437 -
Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR			
	1 JOHN KAPOOR, PHD		For	For
	2 KENNETH ABRAMOWITZ		For	For
	3 ADRIENNE GRAVES, PHD		For	For
	4 RONALD JOHNSON		For	For
	5 STEVEN MEYER		For	For
	6 TERRY ALLISON RAPPUHN		For	For
	7 BRIAN TAMBI		For	For
	8 ALAN WEINSTEIN		For	For
	PROPOSAL TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S			
2.	INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DECEMBER 31, 2016.	Management	For	For
3.	PROPOSAL TO APPROVE, THROUGH A NON-BINDING ADVISORY VOTE, THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM AS DESCRIBED IN THE COMPANY'S 2016 PROXY	Management	For	For

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STATEMENT.

EMMIS COMMUNICATIONS CORPORATION

Security	291525103	Meeting Type	Annual
Ticker Symbol	EMMS	Meeting Date	07-Jul-2016
ISIN	US2915251035	Agenda	934439072 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR			
	1 JAMES M. DUBIN		For	For
	2 GREG A. NATHANSON		For	For
	3 JEFFREY H. SMULYAN		For	For
	APPROVAL OF THE 2016 EQUITY COMPENSATION			
2.	PLAN, AS SET FORTH IN EXHIBIT A TO THE ACCOMPANYING PROXY STATEMENT AUTHORIZATION FOR THE BOARD OF DIRECTORS, AT ITS DISCRETION WITHOUT FURTHER ACTION OF	Management	Against	Against
3.	THE SHAREHOLDERS, TO AMEND EMMIS' SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION TO EFFECT A 1 FOR 4 REVERSE STOCK SPLIT	Management	For	For
	APPROVAL, IN AN ADVISORY VOTE, OF THE			
4.	COMPENSATION OF EMMIS' NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT	Management	For	For
	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS EMMIS' INDEPENDENT REGISTERED			
5.	PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2017	Management	For	For

OUTERWALL INC.

Security	690070107	Meeting Type	Annual
Ticker Symbol	OUTR	Meeting Date	07-Jul-2016
ISIN	US6900701078	Agenda	934445152 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1A.	ELECTION OF DIRECTOR FOR A TERM OF THREE	Management	For	For

1B.	YEARS: NORA M. DENZEL ELECTION OF DIRECTOR FOR A TERM OF THREE	Management For	For
2.	YEARS: ERIK E. PRUSCH RESOLUTION TO APPROVE THE 2011 INCENTIVE PLAN, AS AMENDED AND RESTATED BY THE BOARD OF DIRECTORS. ADVISORY RESOLUTION TO APPROVE THE	Management Against	Against
3.	COMPENSATION OF OUTERWALL'S NAMED EXECUTIVE OFFICERS. RATIFICATION OF APPOINTMENT OF KPMG LLP AS	Management For	For
4.	OUTERWALL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. ACCOR SA, COURCOURONNES	Management For	For
	Security F00189120	Meeting Type	MIX
	Ticker Symbol	Meeting Date	12-Jul-2016
	ISIN FR0000120404	Agenda	707207254 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 651713 DUE TO ADDITION OF-RESOLUTIONS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED-AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU PLEASE NOTE IN THE FRENCH MARKET THAT THE ONLY VALID VOTE OPTIONS ARE		Non-Voting	
CMMT	"FOR"-AND "AGAINST" A VOTE OF "ABSTAIN" WILL BE TREATED AS AN "AGAINST" VOTE.		Non-Voting	
CMMT	THE FOLLOWING APPLIES TO SHAREHOLDERS THAT DO NOT HOLD SHARES DIRECTLY WITH A-FRENCH CUSTODIAN: PROXY CARDS: VOTING INSTRUCTIONS WILL BE FORWARDED TO		Non-Voting	

THE-
 GLOBAL CUSTODIANS ON THE VOTE
 DEADLINE
 DATE. IN CAPACITY AS REGISTERED-
 INTERMEDIARY, THE GLOBAL
 CUSTODIANS WILL
 SIGN THE PROXY CARDS AND
 FORWARD-THEM TO
 THE LOCAL CUSTODIAN. IF YOU REQUEST
 MORE
 INFORMATION, PLEASE CONTACT-YOUR
 CLIENT
 REPRESENTATIVE

24 JUN 2016: PLEASE NOTE THAT
 IMPORTANT
 ADDITIONAL MEETING INFORMATION
 IS-AVAILABLE
 BY CLICKING ON THE MATERIAL URL
 LINK:-

<http://www.journal-officiel.gouv.fr/pdf/2016/0601/201606011602781.pdf>,-
<https://balo.journal-officiel.gouv.fr/pdf/2016/0624/201606241603542.pdf>.-

CMMT PLEASE NOTE THAT THIS IS A REVISION Non-Voting

DUE TO
 RECEIPT OF ADDITIONAL URL LINK.
 IF-YOU HAVE
 ALREADY SENT IN YOUR VOTES FOR MID:
 656561.
 PLEASE DO NOT VOTE AGAIN-UNLESS
 YOU DECIDE
 TO AMEND YOUR ORIGINAL
 INSTRUCTIONS. THANK
 YOU.

APPROVAL OF THE CONTRIBUTION OF
 1,718,134

E.1	FRHI SHARES TO THE COMPANY, ITS VALUATION AND CONSIDERATION INCREASE OF THE COMPANY'S CAPITAL FOLLOWING THE CONTRIBUTION OF 1,718,134 FRHI	Management For	For
E.2	SHARES TO THE COMPANY	Management For	For
O.3	POWERS TO CARRY OUT FORMALITIES PLEASE NOTE THAT THIS IS A SHAREHOLDER	Management For	For
O.4	PROPOSAL: APPOINTMENT OF ALI BOUZARIF AS A DIRECTOR	Management For	For
O.5	PLEASE NOTE THAT THIS IS A SHAREHOLDER	Management For	For

PROPOSAL: APPOINTMENT OF AZIZ
ALUTHMAN
FAKHROO AS A DIRECTOR
PLEASE NOTE THAT THIS IS A
SHAREHOLDER

O.6	PROPOSAL: APPOINTMENT OF SARMAD ZOK AS A DIRECTOR PLEASE NOTE THAT THIS IS A SHAREHOLDER	Management For	For
O.7	PROPOSAL: APPOINTMENT OF JIANG QIONG ER AS A DIRECTOR PLEASE NOTE THAT THIS IS A SHAREHOLDER	Management Against	Against
O.8	PROPOSAL: APPOINTMENT OF ISABELLE SIMON AS A DIRECTOR PLEASE NOTE THAT THIS IS A SHAREHOLDER	Management For	For
O.9	PROPOSAL: APPOINTMENT OF NATACHA VALLA AS A DIRECTOR PLEASE NOTE THAT THIS IS A SHAREHOLDER	Management For	For
O.10	PROPOSAL: DIRECTORS' FEES SEVERN TRENT PLC, COVENTRY	Management For	For

Security	G8056D159	Meeting Type	Annual General Meeting
Ticker Symbol		Meeting Date	20-Jul-2016
ISIN	GB00B1FH8J72	Agenda	707199609 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1	RECEIVE THE REPORTS AND ACCOUNTS APPROVE THE DIRECTORS	Management	For	For
2	REMUNERATION REPORT	Management	For	For
3	DECLARE A FINAL ORDINARY DIVIDEND	Management	For	For
4	APPOINT EMMA FITZGERALD	Management	For	For
5	APPOINT KEVIN BEESTON	Management	For	For
6	APPOINT DOMINIQUE REINICHE	Management	For	For
7	REAPPOINT ANDREW DUFF	Management	For	For
8	REAPPOINT JOHN COGHLAN	Management	For	For
9	REAPPOINT OLIVIA GARFIELD	Management	For	For
10	REAPPOINT JAMES BOWLING	Management	For	For
11	REAPPOINT PHILIP REMNANT	Management	For	For
12	REAPPOINT DR. ANGELA STRANK	Management	For	For
13	REAPPOINT DELOITTE LLP AS AUDITOR	Management	For	For
14		Management	For	For

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AUTHORISE THE AUDIT COMMITTEE OF
THE BOARD
TO DETERMINE THE REMUNERATION OF
THE
AUDITOR

15	AUTHORISE POLITICAL DONATIONS	Management For	For
16	AUTHORISE ALLOTMENT OF SHARES	Management For	For
17	DISAPPLY PRE-EMPTION RIGHTS	Management For	For
18	AUTHORISE PURCHASE OF OWN SHARES	Management For	For
19	ADOPT NEW ARTICLES OF ASSOCIATION	Management For	For
	AUTHORISE GENERAL MEETINGS OF THE COMPANY, OTHER THAN ANNUAL GENERAL		
20	MEETINGS, TO BE CALLED ON NOT LESS THAN 14 CLEAR DAYS' NOTICE	Management Against	Against

CONSTELLATION BRANDS, INC.

Security	21036P108	Meeting Type	Annual
Ticker Symbol	STZ	Meeting Date	20-Jul-2016
ISIN	US21036P1084	Agenda	934443398 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	DIRECTOR	Management		
	1 JERRY FOWDEN		For	For
	2 BARRY A. FROMBERG		For	For
	3 ROBERT L. HANSON		For	For
	4 ERNESTO M. HERNANDEZ		For	For
	5 JAMES A. LOCKE III		For	For
	6 DANIEL J. MCCARTHY		For	For
	7 RICHARD SANDS		For	For
	8 ROBERT SANDS		For	For
	9 JUDY A. SCHMELING		For	For
	10 KEITH E. WANDELL		For	For

TO RATIFY THE SELECTION OF KPMG LLP
AS THE

2.	PUBLIC	Management For	For
	ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2017		

TO APPROVE, BY AN ADVISORY VOTE,
THE

3.	NAMED	Management For	For
	EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT		

THE DOW CHEMICAL COMPANY

Security	260543103	Meeting Type	Special
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Ticker Symbol	DOW	Meeting Date	20-Jul-2016
ISIN	US2605431038	Agenda	934450317 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	<p>ADOPTION OF THE MERGER AGREEMENT. TO CONSIDER AND VOTE ON A PROPOSAL (THE "DOW MERGER PROPOSAL") TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 11, 2015 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG DIAMOND-ORION HOLDCO, INC., A DELAWARE CORPORATION, (N/K/A DOWDUPONT INC.), THE DOW CHEMICAL COMPANY, A DELAWARE CORPORATION ("DOW"), DIAMOND MERGER SUB, INC., A DELAWARE CORPORATION, ORION MERGER SUB, INC., A DELAWARE CORPORATION ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).</p> <p>ADJOURNMENT OF SPECIAL MEETING. TO CONSIDER AND VOTE ON A PROPOSAL TO ADJOURN THE DOW SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT</p>	Management	For	For
2.	<p>ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE DOW MERGER PROPOSAL (THE "DOW ADJOURNMENT PROPOSAL").</p>	Management	For	For
3.	<p>ADVISORY VOTE REGARDING MERGER-RELATED NAMED EXECUTIVE OFFICER COMPENSATION. TO CONSIDER AND VOTE ON A NON-BINDING, ADVISORY PROPOSAL TO APPROVE THE</p>	Management	For	For

COMPENSATION THAT MAY BE PAID OR
 BECOME
 PAYABLE TO DOW'S NAMED EXECUTIVE
 OFFICERS
 IN CONNECTION WITH THE TRANSACTION
 (THE
 "DOW COMPENSATION PROPOSAL").

E. I. DU PONT DE NEMOURS AND COMPANY

Security	263534109	Meeting Type	Special
Ticker Symbol	DD	Meeting Date	20-Jul-2016
ISIN	US2635341090	Agenda	934450329 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	ADOPTION OF MERGER AGREEMENT. TO CONSIDER AND VOTE ON A PROPOSAL (THE "DUPONT MERGER PROPOSAL") TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF DECEMBER 11, 2015 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG DIAMOND-ORION HOLDCO, INC., A DELAWARE CORPORATION, (N/K/A DOWDUPONT INC.), E. I. DU PONT DE NEMOURS AND COMPANY, A DELAWARE CORPORATION ("DUPONT"), DIAMOND MERGER SUB, INC., A DELAWARE CORPORATION, ORION MERGER SUB, INC., A DELAWARE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Management	For	For
2.	ADJOURNMENT OF SPECIAL MEETING. TO CONSIDER AND VOTE ON A PROPOSAL TO ADJOURN THE DUPONT SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE DUPONT MERGER PROPOSAL.	Management	For	For

ADVISORY VOTE REGARDING
MERGER-RELATED
NAMED EXECUTIVE OFFICER
COMPENSATION. TO
CONSIDER AND VOTE ON A

3. NON-BINDING,
ADVISORY PROPOSAL TO APPROVE THE
COMPENSATION THAT MAY BECOME
PAYABLE TO
DUPONT'S NAMED EXECUTIVE OFFICERS
IN
CONNECTION WITH THE TRANSACTION.

Management For For

NATIONAL GRID PLC

Security	636274300	Meeting Type	Annual
Ticker Symbol	NGG	Meeting Date	25-Jul-2016
ISIN	US6362743006	Agenda	934450658 - Management

Item	Proposal	Proposed by	Vote	For/Against Management
1.	TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS	Management	For	For
2.	TO DECLARE A FINAL DIVIDEND	Management	For	For
3.	TO RE-ELECT SIR PETER GERSHON	Management	For	For
4.	TO RE-ELECT JOHN PETTIGREW	Management	For	For
5.	TO RE-ELECT ANDREW BONFIELD	Management	For	For
6.	TO ELECT DEAN SEAVERS	Management	For	For
7.	TO ELECT NICOLA SHAW	Management	For	For
8.	TO RE-ELECT NORA MEAD BROWNELL	Management	For	For
9.	TO RE-ELECT JONATHAN DAWSON	Management	For	For
10.	TO RE-ELECT THERESE ESPERDY	Management	For	For
11.	TO RE-ELECT PAUL GOLBY	Management	For	For
12.	TO RE-ELECT RUTH KELLY	Management	For	For
13.	TO RE-ELECT MARK WILLIAMSON	Management	For	For
14.	TO REAPPOINT THE AUDITORS PRICEWATERHOUSECOOPERS LLP	Management	For	For
15.	TO AUTHORISE THE DIRECTORS TO SET THE AUDITORS' REMUNERATION TO APPROVE THE DIRECTORS' REMUNERATION	Management	For	For
16.	REPORT EXCLUDING THE EXCERPTS FROM THE REMUNERATION POLICY	Management	For	For
17.	TO AUTHORISE THE COMPANY TO MAKE POLITICAL DONATIONS	Management	For	For
18.	TO AUTHORISE THE DIRECTORS TO ALLOT ORDINARY SHARES	Management	For	For
19.		Management	For	For

- SPECIAL RESOLUTION: TO DISAPPLY
PRE-EMPTION
RIGHTS
SPECIAL RESOLUTION: TO AUTHORISE
THE
20. COMPANY TO PURCHASE ITS OWN Management For For
ORDINARY
SHARES
- SPECIAL RESOLUTION: TO AUTHORISE
THE
21. DIRECTORS TO HOLD GENERAL Management Against Against
MEETINGS ON 14
WORKING DAYS' NOTICE

HENNESSY CAPITAL ACQUISITION CORP. II

Security	42588J209	Meeting Type	Special
Ticker Symbol	HCACU	Meeting Date	25-Jul-2016
ISIN	US42588J2096	Agenda	934450723 - Management

- | Item | Proposal | Proposed
by | Vote | For/Against
Management |
|------|--|----------------|------|---------------------------|
| 1. | THE BUSINESS COMBINATION PROPOSAL
- TO
CONSIDER AND VOTE UPON A PROPOSAL
TO
APPROVE AND ADOPT THE MERGER
AGREEMENT,
DATED AS OF APRIL 1, 2016, AS IT MAY BE
AMENDED (THE "MERGER AGREEMENT"),
BY AND
AMONG THE COMPANY, HCAC II, INC., USI
SENIOR
HOLDINGS, INC. AND NORTH AMERICAN
DIRECT
INVESTMENT HOLDINGS, LLC, SOLELY IN
ITS
CAPACITY AS THE STOCKHOLDER
REPRESENTATIVE, AND THE
TRANSACTIONS
CONTEMPLATED THEREBY (THE
"BUSINESS
COMBINATION"). | Management | For | For |
| 1A. | INTENTION TO EXERCISE REDEMPTION
RIGHTS - IF
YOU INTEND TO EXERCISE YOUR
REDEMPTION
RIGHTS, PLEASE CHECK THIS BOX.
CHECKING THIS
BOX, HOWEVER, IS NOT SUFFICIENT
TO EXERCISE
YOUR REDEMPTION RIGHTS. YOU MUST | | | |

COMPLY
WITH THE PROCEDURES SET FORTH IN
THE
DEFINITIVE PROXY STATEMENT UNDER