

FOXBY CORP.
Form N-PX
August 27, 2012

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: 811-09261

Foxby Corp.
(Exact name of registrant as specified in charter)

11 Hanover Square, 12th Floor, New York, NY
(Address of principal executive offices) 10005
(Zip code)

John F. Ramirez, Esq.
Foxby Corp.
11 Hanover Square, 12th Floor
New York, NY 10005

Registrant's telephone number, including area code: 1-212-480-6432

Date of fiscal year end: 12/31

Date of reporting period: 07/01/2011 - 06/30/2012

Item 1. Proxy Voting Record

The information contained herein discloses 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; and
- (i) Whether the registrant cast its vote for or against management.

FOXBY CORP.

3M COMPANY

Ticker: MMM Security ID: 88579Y101
 Meeting Date: MAY 08, 2012 Meeting Type: Annual
 Record Date: MAR 09, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Linda G. Alvarado | For | For | Management |
| 2 | Elect Director Vance D. Coffman | For | For | Management |
| 3 | Elect Director Michael L. Eskew | For | For | Management |
| 4 | Elect Director W. James Farrell | For | For | Management |
| 5 | Elect Director Herbert L. Henkel | For | For | Management |
| 6 | Elect Director Edward M. Liddy | For | For | Management |
| 7 | Elect Director Robert S. Morrison | For | For | Management |
| 8 | Elect Director Aulana L. Peters | For | For | Management |
| 9 | Elect Director Inge G. Thulin | For | For | Management |
| 10 | Elect Director Robert J. Ulrich | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 13 | Amend Qualified Employee Stock Purchase Plan | For | For | Management |
| 14 | Amend Omnibus Stock Plan | For | For | Management |
| 15 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 16 | Prohibit Political Contributions | Against | Against | Shareholder |
| 17 | Require Independent Board Chairman | Against | Against | Shareholder |

AMAZON.COM, INC.

Ticker: AMZN Security ID: 023135106
 Meeting Date: MAY 24, 2012 Meeting Type: Annual
 Record Date: APR 02, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---------------------------------------|---------|-----------|-------------|
| 1 | Elect Director Jeffrey P. Bezos | For | For | Management |
| 2 | Elect Director Tom A. Alberg | For | For | Management |
| 3 | Elect Director John Seely Brown | For | For | Management |
| 4 | Elect Director William B. Gordon | For | For | Management |
| 5 | Elect Director Jamie S. Gorelick | For | For | Management |
| 6 | Elect Director Blake G. Krikorian | For | For | Management |
| 7 | Elect Director Alain Monie | For | For | Management |
| 8 | Elect Director Jonathan J. Rubinstein | For | For | Management |
| 9 | Elect Director Thomas O. Ryder | For | For | Management |
| 10 | Elect Director Patricia Q. Stonesifer | For | For | Management |
| 11 | Ratify Auditors | For | For | Management |
| 12 | Amend Omnibus Stock Plan | For | For | Management |
| 13 | Report on Climate Change | Against | For | Shareholder |
| 14 | Report on Political Contributions | Against | For | Shareholder |

APPLE INC.

Ticker: AAPL Security ID: 037833100
 Meeting Date: FEB 23, 2012 Meeting Type: Annual
 Record Date: DEC 27, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director William V. Campbell | For | For | Management |
| 1.2 | Elect Director Timothy D. Cook | For | For | Management |
| 1.3 | Elect Director Millard S. Drexler | For | For | Management |
| 1.4 | Elect Director Al Gore | For | For | Management |
| 1.5 | Elect Director Robert A. Iger | For | For | Management |
| 1.6 | Elect Director Andrea Jung | For | For | Management |
| 1.7 | Elect Director Arthur D. Levinson | For | For | Management |
| 1.8 | Elect Director Ronald D. Sugar | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 4 | Prepare Conflict of Interest Report | Against | Against | Shareholder |
| 5 | Advisory Vote to Ratify Directors' Compensation | Against | Against | Shareholder |
| 6 | Report on Political Contributions | Against | Against | Shareholder |
| 7 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |

BERKSHIRE HATHAWAY INC.

Ticker: BRK.B Security ID: 084670702
 Meeting Date: MAY 05, 2012 Meeting Type: Annual
 Record Date: MAR 07, 2012

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| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|--------------------------------------|---------|-----------|-------------|
| 1.1 | Elect Director Warren E. Buffett | For | For | Management |
| 1.2 | Elect Director Charles T. Munger | For | For | Management |
| 1.3 | Elect Director Howard G. Buffett | For | For | Management |
| 1.4 | Elect Director Stephen B. Burke | For | For | Management |
| 1.5 | Elect Director Susan L. Decker | For | For | Management |
| 1.6 | Elect Director William H. Gates, III | For | For | Management |
| 1.7 | Elect Director David S. Gottesman | For | For | Management |
| 1.8 | Elect Director Charlotte Guyman | For | For | Management |
| 1.9 | Elect Director Donald R. Keough | For | For | Management |
| 1.10 | Elect Director Thomas S. Murphy | For | For | Management |
| 1.11 | Elect Director Ronald L. Olson | For | For | Management |
| 1.12 | Elect Director Walter Scott, Jr. | For | For | Management |
| 2 | Adopt Policy on Succession Planning | Against | For | Shareholder |

CHEVRON CORPORATION

Ticker: CVX Security ID: 166764100
 Meeting Date: MAY 30, 2012 Meeting Type: Annual
 Record Date: APR 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Linnet F. Deily | For | For | Management |
| 2 | Elect Director Robert E. Denham | For | For | Management |
| 3 | Elect Director Chuck Hagel | For | For | Management |
| 4 | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 5 | Elect Director George L. Kirkland | For | For | Management |
| 6 | Elect Director Charles W. Moorman, IV | For | For | Management |
| 7 | Elect Director Kevin W. Sharer | For | For | Management |
| 8 | Elect Director John G. Stumpf | For | For | Management |
| 9 | Elect Director Ronald D. Sugar | For | For | Management |
| 10 | Elect Director Carl Ware | For | For | Management |
| 11 | Elect Director John S. Watson | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Remove Exclusive Venue Provision | Against | For | Shareholder |
| 15 | Require Independent Board Chairman | Against | For | Shareholder |
| 16 | Report on Lobbying Payments and Policy | Against | For | Shareholder |
| 17 | Adopt Guidelines for Country Selection | Against | For | Shareholder |
| 18 | Report on Hydraulic Fracturing Risks to Company | Against | For | Shareholder |
| 19 | Report on Accident Risk Reduction Efforts | Against | Against | Shareholder |
| 20 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For | Shareholder |
| 21 | Request Director Nominee with Environmental Qualifications | Against | For | Shareholder |

EXXON MOBIL CORPORATION

Ticker: XOM Security ID: 30231G102
 Meeting Date: MAY 30, 2012 Meeting Type: Annual
 Record Date: APR 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|------|---|---------|-----------|-------------|
| 1.1 | Elect Director M.J. Boskin | For | For | Management |
| 1.2 | Elect Director P. Brabeck-Letmathe | For | For | Management |
| 1.3 | Elect Director L.R. Faulkner | For | For | Management |
| 1.4 | Elect Director J.S. Fishman | For | For | Management |
| 1.5 | Elect Director H.H. Fore | For | For | Management |
| 1.6 | Elect Director K.C. Frazier | For | For | Management |
| 1.7 | Elect Director W.W. George | For | For | Management |
| 1.8 | Elect Director S.J. Palmisano | For | For | Management |
| 1.9 | Elect Director S.S. Reinemund | For | For | Management |
| 1.10 | Elect Director R.W. Tillerson | For | For | Management |
| 1.11 | Elect Director E.E. Whitacre, Jr. | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | Against | Management |
| 4 | Require Independent Board Chairman | Against | For | Shareholder |
| 5 | Require a Majority Vote for the Election of Directors | Against | For | Shareholder |
| 6 | Report on Political Contributions | Against | For | Shareholder |
| 7 | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | Against | Shareholder |
| 8 | Report on Hydraulic Fracturing Risks to Company | Against | For | Shareholder |
| 9 | Adopt Quantitative GHG Goals for | Against | For | Shareholder |

GOOGLE INC.

Ticker: GOOG Security ID: 38259P508
 Meeting Date: JUN 21, 2012 Meeting Type: Annual
 Record Date: APR 23, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|---------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Larry Page | For | For | Management |
| 1.2 | Elect Director Sergey Brin | For | For | Management |
| 1.3 | Elect Director Eric E. Schmidt | For | For | Management |
| 1.4 | Elect Director L. John Doerr | For | For | Management |
| 1.5 | Elect Director Diane B. Greene | For | For | Management |
| 1.6 | Elect Director John L. Hennessy | For | For | Management |

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|------|--|---------|---------|-------------|
| 1.7 | Elect Director Ann Mather | For | For | Management |
| 1.8 | Elect Director Paul S. Otellini | For | For | Management |
| 1.9 | Elect Director K. Ram Shriram | For | For | Management |
| 1.10 | Elect Director Shirley M. Tilghman | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Authorize a New Class of Common Stock | For | Against | Management |
| 4 | Increase Authorized Common Stock | For | Against | Management |
| 5 | Amend Charter to Provide For Class A Common Holders to Receive Equal Consideration as Class B Common Holders in event of any Merger, Consolidation or Business Combination | For | For | Management |
| 6 | Approve Omnibus Stock Plan | For | Against | Management |
| 7 | Approve Omnibus Stock Plan | For | Against | Management |
| 8 | Adopt Proxy Statement Reporting on Political Contributions and Advisory Vote | Against | Against | Shareholder |
| 9 | Amend Articles Regarding Arbitration of Shareholder Lawsuits | Against | Against | Shareholder |
| 10 | Approve Recapitalization Plan for all Stock to have One-vote per Share | Against | For | Shareholder |

MCDONALD'S CORPORATION

Ticker: MCD Security ID: 580135101
 Meeting Date: MAY 24, 2012 Meeting Type: Annual
 Record Date: MAR 27, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Robert A. Eckert | For | For | Management |
| 2 | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 3 | Elect Director Jeanne P. Jackson | For | For | Management |
| 4 | Elect Director Andrew J. Mckenna | For | For | Management |
| 5 | Elect Director Donald Thompson | For | For | Management |
| 6 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 7 | Approve Omnibus Stock Plan | For | For | Management |
| 8 | Declassify the Board of Directors | For | For | Management |
| 9 | Provide Right to Call Special Meeting | For | For | Management |
| 10 | Ratify Auditors | For | For | Management |
| 11 | Report on Policy Responses to Children's Health Concerns and Fast Food | Against | Against | Shareholder |

MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104
 Meeting Date: NOV 15, 2011 Meeting Type: Annual

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Record Date: SEP 02, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|----------|-----------|-------------|
| 1 | Elect Director Steven A. Ballmer | For | For | Management |
| 2 | Elect Director Dina Dublon | For | For | Management |
| 3 | Elect Director William H. Gates, III | For | For | Management |
| 4 | Elect Director Raymond V. Gilmartin | For | For | Management |
| 5 | Elect Director Reed Hastings | For | For | Management |
| 6 | Elect Director Maria M. Klawe | For | For | Management |
| 7 | Elect Director David F. Marquardt | For | For | Management |
| 8 | Elect Director Charles H. Noski | For | For | Management |
| 9 | Elect Director Helmut Panke | For | For | Management |
| 10 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 11 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Amend Bylaws to Establish a Board Committee on Environmental Sustainability | Against | Against | Shareholder |

MORGAN STANLEY

Ticker: MS Security ID: 617446448
 Meeting Date: MAY 15, 2012 Meeting Type: Annual
 Record Date: MAR 19, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Roy J. Bostock | For | For | Management |
| 2 | Elect Director Erskine B. Bowles | For | For | Management |
| 3 | Elect Director Howard J. Davies | For | For | Management |
| 4 | Elect Director James P. Gorman | For | For | Management |
| 5 | Elect Director C. Robert Kidder | For | For | Management |
| 6 | Elect Director Klaus Kleinfeld | For | For | Management |
| 7 | Elect Director Donald T. Nicolaisen | For | For | Management |
| 8 | Elect Director Hutham S. Olayan | For | For | Management |
| 9 | Elect Director James W. Owens | For | For | Management |
| 10 | Elect Director O. Griffith Sexton | For | For | Management |
| 11 | Elect Director Ryosuke Tamakoshi | For | For | Management |
| 12 | Elect Director Masaaki Tanaka | For | For | Management |
| 13 | Elect Director Laura D. Tyson | For | For | Management |
| 14 | Ratify Auditors | For | For | Management |
| 15 | Amend Omnibus Stock Plan | For | Against | Management |
| 16 | Amend Non-Employee Director Restricted Stock Plan | For | For | Management |
| 17 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

 THE GOLDMAN SACHS GROUP, INC.

Ticker: GS Security ID: 38141G104
 Meeting Date: MAY 24, 2012 Meeting Type: Annual
 Record Date: MAR 26, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|-------------|
| 1 | Elect Director Lloyd C. Blankfein | For | For | Management |
| 2 | Elect Director M. Michele Burns | For | For | Management |
| 3 | Elect Director Gary D. Cohn | For | For | Management |
| 4 | Elect Director Claes Dahlback | For | For | Management |
| 5 | Elect Director Stephen Friedman | For | For | Management |
| 6 | Elect Director William W. George | For | For | Management |
| 7 | Elect Director James A. Johnson | For | For | Management |
| 8 | Elect Director Lakshmi N. Mittal | For | For | Management |
| 9 | Elect Director James J. Schiro | For | For | Management |
| 10 | Elect Director Debora L. Spar | For | For | Management |
| 11 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Provide for Cumulative Voting | Against | For | Shareholder |
| 14 | Stock Retention/Holding Period | Against | For | Shareholder |
| 15 | Report on Lobbying Payments and Policy | Against | Against | Shareholder |

THE PROCTER & GAMBLE COMPANY

Ticker: PG Security ID: 742718109
 Meeting Date: OCT 11, 2011 Meeting Type: Annual
 Record Date: AUG 12, 2011

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|----------|-----------|------------|
| 1 | Elect Director Angela F. Braly | For | For | Management |
| 2 | Elect Director Kenneth I. Chenault | For | For | Management |
| 3 | Elect Director Scott D. Cook | For | For | Management |
| 4 | Elect Director Susan Desmond-Hellmann | For | For | Management |
| 5 | Elect Director Robert A. McDonald | For | For | Management |
| 6 | Elect Director W. James McNerney, Jr. | For | For | Management |
| 7 | Elect Director Johnathan A. Rodgers | For | For | Management |
| 8 | Elect Director Margaret C. Whitman | For | For | Management |
| 9 | Elect Director Mary Agnes Wilderotter | For | For | Management |
| 10 | Elect Director Patricia A. Woertz | For | For | Management |
| 11 | Elect Director Ernesto Zedillo | For | For | Management |
| 12 | Ratify Auditors | For | For | Management |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 14 | Advisory Vote on Say on Pay Frequency | One Year | One Year | Management |

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|----|---|---------|---------|-------------|
| 15 | Amend Articles of Incorporation | For | For | Management |
| 16 | Provide for Cumulative Voting | Against | For | Shareholder |
| 17 | Phase Out Use of Laboratory Animals in Pet Food Product Testing | Against | Against | Shareholder |
| 18 | Report on Political Contributions and Provide Advisory Vote Against | | Against | Shareholder |

TOLL BROTHERS, INC.

Ticker: TOL Security ID: 889478103
 Meeting Date: MAR 14, 2012 Meeting Type: Annual
 Record Date: JAN 17, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Douglas C. Yearley, Jr. | For | For | Management |
| 1.2 | Elect Director Robert S. Blank | For | For | Management |
| 1.3 | Elect Director Stephen A. Novick | For | For | Management |
| 1.4 | Elect Director Paul E. Shapiro | For | For | Management |
| 2 | Ratify Auditors | For | For | Management |
| 3 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

WAL-MART STORES, INC.

Ticker: WMT Security ID: 931142103
 Meeting Date: JUN 01, 2012 Meeting Type: Annual
 Record Date: APR 04, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|--|---------|-----------|------------|
| 1 | Elect Director Aida M. Alvarez | For | For | Management |
| 2 | Elect Director James W. Breyer | For | For | Management |
| 3 | Elect Director M. Michele Burns | For | For | Management |
| 4 | Elect Director James I. Cash, Jr. | For | For | Management |
| 5 | Elect Director Roger C. Corbett | For | For | Management |
| 6 | Elect Director Douglas N. Daft | For | For | Management |
| 7 | Elect Director Michael T. Duke | For | Against | Management |
| 8 | Elect Director Marissa A. Mayer | For | For | Management |
| 9 | Elect Director Gregory B. Penner | For | For | Management |
| 10 | Elect Director Steven S. Reinemund | For | For | Management |
| 11 | Elect Director H. Lee Scott, Jr. | For | Against | Management |
| 12 | Elect Director Arne M. Sorenson | For | For | Management |
| 13 | Elect Director Jim C. Walton | For | For | Management |
| 14 | Elect Director S. Robson Walton | For | Against | Management |
| 15 | Elect Director Christopher J. Williams | For | Against | Management |
| 16 | Elect Director Linda S. Wolf | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |

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|----|--|---------|---------|-------------|
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 19 | Report on Political Contributions | Against | For | Shareholder |
| 20 | Request Director Nominee with Patient Safety and Healthcare Quality Experience | Against | Against | Shareholder |
| 21 | Performance-Based Equity Awards | Against | For | Shareholder |

WELLS FARGO & COMPANY

Ticker: WFC Security ID: 949746101
 Meeting Date: APR 24, 2012 Meeting Type: Annual
 Record Date: FEB 24, 2012

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|----|---|---------|-----------|-------------|
| 1 | Elect Director John D. Baker, II | For | For | Management |
| 2 | Elect Director Elaine L. Chao | For | For | Management |
| 3 | Elect Director John S. Chen | For | For | Management |
| 4 | Elect Director Lloyd H. Dean | For | For | Management |
| 5 | Elect Director Susan E. Engel | For | For | Management |
| 6 | Elect Director Enrique Hernandez, Jr. | For | For | Management |
| 7 | Elect Director Donald M. James | For | For | Management |
| 8 | Elect Director Cynthia H. Milligan | For | For | Management |
| 9 | Elect Director Nicholas G. Moore | For | For | Management |
| 10 | Elect Director Federico F. Pena | For | For | Management |
| 11 | Elect Director Philip J. Quigley | For | Against | Management |
| 12 | Elect Director Judith M. Runstad | For | For | Management |
| 13 | Elect Director Stephen W. Sanger | For | For | Management |
| 14 | Elect Director John G. Stumpf | For | For | Management |
| 15 | Elect Director Susan G. Swenson | For | For | Management |
| 16 | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |
| 17 | Ratify Auditors | For | For | Management |
| 18 | Require Independent Board Chairman | Against | For | Shareholder |
| 19 | Provide for Cumulative Voting | Against | For | Shareholder |
| 20 | Adopt Proxy Access Right | Against | For | Shareholder |
| 21 | Require Audit Committee Review and Report on Controls Related to Loans, Foreclosure and Securitizations | Against | Against | Shareholder |

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.

Foxby Corp.

By: /s/ John F.
Ramírez
John F.
Ramírez,
Chief
Compliance
Officer

Date:
August 27,
2012