

FIRST OPPORTUNITY FUND INC  
Form N-PX  
August 23, 2013

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: 811-04605

FIRST OPPORTUNITY FUND, INC.  
(Exact name of registrant as specified in charter)

Fund Administrative Services, LLC  
2344 Spruce Street, Suite A, Boulder, CO 80302  
(Address of principal executive offices) (Zip code)

Fund Administrative Services, LLC  
2344 Spruce Street, Suite A, Boulder, CO 80302  
(Name and address of agent for service)

Registrant's Telephone Number, including Area Code: (303) 444-5483

Date of fiscal year end: March 31

Date of reporting period: July 1, 2012 – June 30, 2013

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.

## Item 1. Proxy Voting Record

For Period July 1, 2012 to June 30, 2013

Shareholder							Matter	Proposed		
Ticker	Meeting	Record	Meeting	Proposal	Description of Matter to be		by Issuer	Vote	Vote	Ag
Symbol	CUSIP	Date	Date	Type	Number	Voted On	or	(Yes or	(For or	Manag
							Holder	Abstain)	Against)	
ICBN	44923M103	9/20/2012	7/31/2012	Annual	1	APPROVING PRINCIPAL TERMS OF AN AGREEMENT AND PLAN OF MERGER AMONG STARBUCK BANCSHARES, INC., ICB MERGER SUB CORP., AND ICBF AS MAY BE AMENDED FROM TIME TO TIME ("MERGER AGREEMENT"), AND THE PRINCIPAL TERMS OF THE MERGER OF ICB MERGER SUB CORP. WITH AND INTO ICBF, WITH ICBF CONTINUING AS THE SURVIVING COMPANY AND AS A WHOLLY-OWNED SUBSIDIARY OF STARBUCK BANCSHARES, INC.	Issuer	Yes	For	F
					2	APPROVING THE GRANT OF DISCRETIONARY AUTHORITY TO ADJOURN THE ICBF ANNUAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IF THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE ANNUAL MEETING OF ICBF TO APPROVE THE PRINCIPAL TERMS OF THE MERGER AGREEMENT AND THE MERGER.	Issuer	Abstain	Abstain	Ab

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					3	Election of directors. Nominees:				
						1) GLENDA M. BAYLESS	Issuer	Yes	For	F
						2) JAMES S. COOPER	Issuer	Yes	For	F
						3) KENNETH R. LEHMAN	Issuer	Yes	For	F
						4) BYRON R. MATTESON	Issuer	Yes	For	F
						5) RONALD J. MAYER	Issuer	Yes	For	F
						6) A.G. THEODOROU, D.D.S.	Issuer	Yes	For	F
						7) EUGENE H. WOOD	Issuer	Yes	For	F
						8) ROBERT H. ZIPRICK	Issuer	Yes	For	F
					4	APPROVING AN ADVISORY (NON-BINDING) PROPOSAL TO RATIFY ICBF'S COMPENSATION OF ITS EXECUTIVE OFFICERS.	Issuer	Yes	For	F
					5	APPROVING A PROPOSAL TO RATIFY THE SELECTION OF SQUAR, MILNER, PETERSON, MIRANDA & WILLIAMSON, LLP ("SQUAR MILNER") TO SERVE AS ICBF'S INDEPENDENT PUBLIC ACCOUNTANTS FOR 2012.	Issuer	Yes	For	F
					6	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING AND AT ANY ADJOURNMENTS THEREOF.	Issuer	Abstain	Abstain	Ab
E ORP TANA,	EBMT 26942G100	10/18/2012	9/6/2012	Annual	1	Election of directors. Nominees:				
						1) THOMAS J. MCCARVEL	Issuer	Yes	For	F
						2) JAMES A. MAIERLE	Issuer	Yes	For	F
					2	RATIFICATION OF THE APPOINTMENT OF DAVIS, KINARD & CO., P.C. AS EAGLE BANCORP MONTANA INC.'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING JUNE 30, 2013	Issuer	Yes	For	F
ERN TY ORP	WLBC 961443108	10/17/2012	9/10/2012	Special	1	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF AUGUST 17, 2012, BY AND BETWEEN WESTERN	Issuer	Yes	For	F

ALLIANCE  
 BANCORPORATION AND  
 WESTERN LIBERTY  
 BANCORP, PURSUANT TO  
 WHICH WESTERN LIBERTY  
 BANCORP WILL MERGE  
 WITH AND INTO WESTERN  
 ALLIANCE  
 BANCORPORATION WITH  
 WESTERN ALLIANCE  
 BANCORPORATION  
 SURVIVING THE MERGER,  
 AS DESCRIBED IN THE  
 PROXY  
 STATEMENT/PROSPECTUS.

					2	TO VOTE, ON AN ADVISORY (NONBINDING) BASIS, TO APPROVE THE COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO WESTERN LIBERTY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER, AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Issuer	Yes	For	F
					3	TO APPROVE ANY ADJOURNMENTS OR POSTPONEMENTS OF THE MEETING, INCLUDING, WITHOUT LIMITATION, A MOTION TO ADJOURN THE SPECIAL MEETING TO ANOTHER TIME AND/OR PLACE FOR THE PURPOSE OF SOLICITING ADDITIONAL PROXIES IN ORDER TO APPROVE THE FOREGOING PROPOSALS.	Issuer	Abstain	Abstain	Ab

ER	CARV 146875604	9/27/2012	8/7/2012	Annual	1	Election of directors. Nominees:				
ORP,						1) DR. SAMUEL J. DANIEL	Issuer	Yes	For	F
						2) MR. ROBERT R. TARTER	Issuer	Yes	For	F
					2		Issuer	Yes	For	F



ERN RAL ORP	MLVF 561410101	10/2/2012	8/9/2012	Special	1	APPROVAL A PLAN OF CONVERSION AND REORGANIZATION AND THE TRANSACTIONS CONTEMPLATED THEREBY, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer	Yes
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