

Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

Value Line Mid Cap Focused Fund, Inc.  
Form N-PX  
August 29, 2017

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: 811-02265

NAME OF REGISTRANT: The Value Line Mid Cap Focused  
Fund, Inc

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 7 Times Square  
21st Floor  
New York, NY 10036

NAME AND ADDRESS OF AGENT FOR SERVICE: The Value Line Fund, inc.  
7 Times Square  
21st Floor  
New York, NY 10036

REGISTRANT'S TELEPHONE NUMBER: 212-907-1900

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2016 - 06/30/2017

Value Line Mid Cap Focused Fund, Inc.

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ADVANCE AUTO PARTS, INC.

Agen

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Security: 00751Y106  
Meeting Type: Annual  
Meeting Date: 17-May-2017  
Ticker: AAP  
ISIN: US00751Y1064  
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| Prop.# | Proposal           | Proposal Type | Proposal Vote |
|--------|--------------------|---------------|---------------|
| 1.     | DIRECTOR           |               |               |
|        | JOHN F. BERGSTROM  | Mgmt          | For           |
|        | JOHN C. BROUILLARD | Mgmt          | For           |
|        | BRAD W. BUSS       | Mgmt          | For           |
|        | FIONA P. DIAS      | Mgmt          | For           |
|        | JOHN F. FERRARO    | Mgmt          | For           |
|        | THOMAS R. GRECO    | Mgmt          | For           |
|        | ADRIANA KARABOUTIS | Mgmt          | For           |

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|    |  |      |         |
|----|--|------|---------|
|    | EUGENE I. LEE, JR.   | Mgmt | For     |
|    | WILLIAM S. OGLESBY   | Mgmt | For     |
|    | REUBEN E. SLONE  | Mgmt | For     |
|    | JEFFREY C. SMITH   | Mgmt | For     |
| 2. | APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | Against |
| 3. | RECOMMEND, BY ADVISORY VOTE, HOW OFTEN STOCKHOLDERS SHOULD VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | 1 Year  |
| 4. | APPROVE THE COMPANY'S 2017 AMENDED AND RESTATED EXECUTIVE INCENTIVE PLAN.  | Mgmt | For     |
| 5. | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP (DELOITTE) AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.  | Mgmt | For     |
| 6. | APPROVE PROPOSAL TO AMEND THE COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE THE THRESHOLD STOCK OWNERSHIP REQUIREMENT FROM 25 PERCENT TO 10 PERCENT FOR STOCKHOLDERS TO CALL A SPECIAL MEETING. | Mgmt | For     |

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 AMETEK INC.

Agen

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 Security: 031100100  
 Meeting Type: Annual  
 Meeting Date: 09-May-2017  
 Ticker: AME  
 ISIN: US0311001004  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: THOMAS A. AMATO   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: ANTHONY J. CONTI  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: FRANK S. HERMANCE   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: GRETCHEN W. MCCLAIN   | Mgmt          | For           |
| 2.     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF AMETEK, INC. EXECUTIVE COMPENSATION.     | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION ADVISORY VOTES.            | Mgmt          | 1 Year        |
| 4.     | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt          | For           |

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 AMPHENOL CORPORATION

Agen

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 Security: 032095101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: APH  
 ISIN: US0320951017  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: RONALD P. BADIE   | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: STANLEY L. CLARK  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: DAVID P. FALCK  | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: EDWARD G. JEPSEN  | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: MARTIN H. LOEFFLER  | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: JOHN R. LORD  | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: R. ADAM NORWITT   | Mgmt          | For           |
| 1.8    | ELECTION OF DIRECTOR: DIANA G. REARDON  | Mgmt          | For           |
| 2.     | RATIFICATION OF DELOITTE & TOUCHE LLP AS INDEPENDENT ACCOUNTANTS OF THE COMPANY.                              | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE COMPENSATION OF NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.          | Mgmt          | 1 Year        |
| 5.     | TO RATIFY AND APPROVE THE 2017 STOCK PURCHASE AND OPTION PLAN FOR KEY EMPLOYEES OF AMPHENOL AND SUBSIDIARIES. | Mgmt          | Against       |

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 ANSYS, INC.

Agen

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 Security: 03662Q105  
 Meeting Type: Annual  
 Meeting Date: 19-May-2017  
 Ticker: ANSS  
 ISIN: US03662Q1058  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES E. CASHMAN III | Mgmt          | For           |

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|     |  |      |        |
|-----|--|------|--------|
| 1B. | ELECTION OF DIRECTOR: AJEI S. GOPAL  | Mgmt | For    |
| 1C. | ELECTION OF DIRECTOR: WILLIAM R. MCDERMOTT   | Mgmt | For    |
| 2.  | THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, TO BE VOTED ON A NON-BINDING, ADVISORY BASIS.                            | Mgmt | For    |
| 3.  | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.  | Mgmt | 1 Year |
| 4.  | THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For    |

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 ARCH CAPITAL GROUP LTD.

Agen

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 Security: G0450A105  
 Meeting Type: Annual  
 Meeting Date: 04-May-2017  
 Ticker: ACGL  
 ISIN: BMG0450A1053  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A     | TO ELECT THE NOMINEES LISTED AS CLASS I DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS: KEWSONG LEE   | Mgmt          | For           |
| 1B     | TO ELECT THE NOMINEES LISTED AS CLASS I DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS: LOUIS J. PAGLIA   | Mgmt          | For           |
| 1C     | TO ELECT THE NOMINEES LISTED AS CLASS I DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS: BRIAN S. POSNER   | Mgmt          | For           |
| 1D     | TO ELECT THE NOMINEES LISTED AS CLASS I DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS: JOHN D. VOLLARO   | Mgmt          | For           |
| 2A     | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ROBERT APPLEBY  | Mgmt          | For           |
| 2B     | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ANTHONY ASQUITH | Mgmt          | For           |
| 2C     | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DENNIS R. BRAND | Mgmt          | For           |

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|----|---|------|-----|
| 2D | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: IAN BRITCHFIELD        | Mgmt | For |
| 2E | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PIERRE-ANDRE CAMPS     | Mgmt | For |
| 2F | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PAUL COLE              | Mgmt | For |
| 2G | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: GRAHAM B.R. COLLIS     | Mgmt | For |
| 2H | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL CONSTANTINIDES | Mgmt | For |
| 2I | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: STEPHEN J. CURLEY      | Mgmt | For |
| 2J | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: NICK DENNISTON         | Mgmt | For |
| 2K | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: SEAMUS FEARON          | Mgmt | For |
| 2L | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL FEETHAM        | Mgmt | For |
| 2M | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: BEAU H. FRANKLIN       | Mgmt | For |
| 2N | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: GIULIANO GIOVANNETTI   | Mgmt | For |
| 2O | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL HAMMER         | Mgmt | For |

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|-----|---|------|-----|
| 2P  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: W. PRESTON HUTCHINGS | Mgmt | For |
| 2Q  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: CONSTANTINE IORDANOU | Mgmt | For |
| 2R  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL H. KIER      | Mgmt | For |
| 2S  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: JASON KITTINGER      | Mgmt | For |
| 2T  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: GERALD KONIG         | Mgmt | For |
| 2U  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MARK D. LYONS        | Mgmt | For |
| 2V  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PATRICK MAILLOUX     | Mgmt | For |
| 2W  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PAUL MARTIN          | Mgmt | For |
| 2X  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ROBERT MCDOWELL      | Mgmt | For |
| 2Y  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DAVID H. MCELROY     | Mgmt | For |
| 2Z  | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: FRANCOIS MORIN       | Mgmt | For |
| 2AA | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DAVID J. MULHOLLAND  | Mgmt | For |
| 2AB | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE   | Mgmt | For |

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|     |   |      |     |
|-----|---|------|-----|
|     | ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: MARK NOLAN  |      |     |
| 2AC | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: NICOLAS PAPADOPOULO | Mgmt | For |
| 2AD | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: MICHAEL PRICE       | Mgmt | For |
| 2AE | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: ELISABETH QUINN     | Mgmt | For |
| 2AF | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: MAAMOUN RAJEH       | Mgmt | For |
| 2AG | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: ANDREW T. RIPPERT   | Mgmt | For |
| 2AH | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: ARTHUR SCACE        | Mgmt | For |
| 2AI | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: SOREN SCHEUER       | Mgmt | For |
| 2AJ | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: MATTHEW SHULMAN     | Mgmt | For |
| 2AK | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: BUDHI SINGH         | Mgmt | For |
| 2AL | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: WILLIAM A. SOARES   | Mgmt | For |
| 2AM | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: SCOTT STIRLING      | Mgmt | For |
| 2AN | TO ELECT THE NOMINEES LISTED AS DESIGNATED<br>COMPANY DIRECTOR SO THAT THEY MAY BE<br>ELECTED DIRECTORS OF CERTAIN OF OUR<br>NON-U.S. SUBSIDIARIES: HUGH STURGESS       | Mgmt | For |

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|     |   |      |         |
|-----|---|------|---------|
| 2AO | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ROSS TOTTEN  | Mgmt | For     |
| 2AP | TO ELECT THE NOMINEES LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTORS OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: GERALD WOLFE | Mgmt | For     |
| 3   | TO APPOINT PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.             | Mgmt | For     |
| 4   | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt | Against |
| 5   | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE OFFICER COMPENSATION.  | Mgmt | 1 Year  |

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BALL CORPORATION

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Agen

Security: 058498106  
Meeting Type: Annual  
Meeting Date: 26-Apr-2017  
Ticker: BLL  
ISIN: US0584981064  
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| Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>JOHN A. HAYES<br>GEORGE M. SMART<br>THEODORE M. SOLSO<br>STUART A. TAYLOR II   | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CORPORATION FOR 2017.   | Mgmt                         | For                      |
| 3.     | TO APPROVE THE AMENDED AND RESTATED 2013 STOCK AND CASH INCENTIVE PLAN.  | Mgmt                         | For                      |
| 4.     | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION PAID TO THE NAMED EXECUTIVE OFFICERS.  | Mgmt                         | For                      |
| 5.     | TO APPROVE, BY NON-BINDING VOTE, THE FREQUENCY OF THE NON- BINDING SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS, EVERY ONE, TWO OR THREE YEARS AS INDICATED. | Mgmt                         | 1 Year                   |



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C. R. BARD, INC.

Agen

Security: 067383109  
 Meeting Type: Annual  
 Meeting Date: 19-Apr-2017  
 Ticker: BCR  
 ISIN: US0673831097

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID M. BARRETT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT M. DAVIS  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: HERBERT L. HENKEL  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOHN C. KELLY  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DAVID F. MELCHER   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GAIL K. NAUGHTON   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: TIMOTHY M. RING  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: TOMMY G. THOMPSON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN H. WEILAND  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ANTHONY WELTERS  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: TONY L. WHITE  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2017.                 | Mgmt          | For           |
| 3.     | TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS.  | Mgmt          | For           |
| 4.     | TO APPROVE "SAY - ON - PAY FREQUENCY" OF SHAREHOLDER VOTES ON COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS. | Mgmt          | 1 Year        |

CARLISLE COMPANIES INCORPORATED

Agen

Security: 142339100  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2017  
 Ticker: CSL  
 ISIN: US1423391002

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ROBERT G. BOHN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TERRY D. GROWCOCK   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GREGG A. OSTRANDER  | Mgmt          | For           |
| 2.     | AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.                          | Mgmt          | 1 Year        |
| 4.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2017 FISCAL YEAR. | Mgmt          | For           |

CASEY'S GENERAL STORES, INC.

Agen

Security: 147528103  
 Meeting Type: Annual  
 Meeting Date: 16-Sep-2016  
 Ticker: CASY  
 ISIN: US1475281036

| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>JOHNNY DANOS<br>JEFFERY M. LAMBERTI<br>H. LYNN HORAK  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 30, 2017. | Mgmt                 | For               |
| 3.     | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt                 | For               |

CGI GROUP INC.

Agen

Security: 39945C109  
 Meeting Type: Annual  
 Meeting Date: 01-Feb-2017  
 Ticker: GIB

# Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

ISIN: CA39945C1095

| Prop.# | Proposal  | Proposal Type  | Proposal Vote  |
|--------|---|--|--|
| 01     | DIRECTOR<br>ALAIN BOUCHARD<br>BERNARD BOURIGEAUD<br>JEAN BRASSARD<br>DOMINIC D'ALESSANDRO<br>PAULE DORE<br>RICHARD B. EVANS<br>JULIE GODIN<br>SERGE GODIN<br>TIMOTHY J. HEARN<br>ANDRE IMBEAU<br>GILLES LABBE<br>HEATHER MUNROE-BLUM<br>MICHAEL E. ROACH<br>GEORGE D. SCHINDLER<br>JOAKIM WESTH | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02     | APPOINTMENT OF ERNST & YOUNG LLP AS<br>AUDITORS AND AUTHORIZATION TO THE AUDIT AND<br>RISK MANAGEMENT COMMITTEE TO FIX THEIR<br>REMUNERATION  | Mgmt   | For  |
| 03     | SHAREHOLDER PROPOSAL ONE ADVISORY VOTE ON<br>THE COMPENSATION OF SENIOR EXECUTIVES  | Shr  | For  |
| 04     | SHAREHOLDER PROPOSAL TWO SEPARATE<br>DISCLOSURE OF VOTING RESULTS BY CLASSES OF<br>SHARES   | Shr  | For  |

CHURCH & DWIGHT CO., INC.

Agen

Security: 171340102  
 Meeting Type: Annual  
 Meeting Date: 04-May-2017  
 Ticker: CHD  
 ISIN: US1713401024

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES R. CRAIGIE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ROBERT D. LEBLANC  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JANET S. VERGIS  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE COMPENSATION OF<br>OUR NAMED EXECUTIVE OFFICERS.                  | Mgmt          | For           |
| 3.     | AN ADVISORY VOTE TO DETERMINE THE FREQUENCY<br>OF THE ADVISORY VOTE ON COMPENSATION OF OUR | Mgmt          | 1 Year        |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

NAMED EXECUTIVE OFFICERS.

|    |   |      |     |
|----|---|------|-----|
| 4. | APPROVAL OF OUR SECOND AMENDED AND RESTATED ANNUAL INCENTIVE PLAN.  | Mgmt | For |
| 5. | PROPOSAL TO AMEND OUR RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 300,000,000 TO 600,000,000 SHARES. | Mgmt | For |
| 6. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.   | Mgmt | For |

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DANAHER CORPORATION

Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 09-May-2017  
Ticker: DHR  
ISIN: US2358511028

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DONALD J. EHRLICH  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LINDA HEFNER FILLER  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT J. HUGIN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THOMAS P. JOYCE, JR.   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: TERI LIST-STOLL  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WALTER G. LOHR, JR.  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MITCHELL P. RALES  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: STEVEN M. RALES  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ALAN G. SPOON  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: RAYMOND C. STEVENS, PH.D.  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.  | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017. | Mgmt          | For           |
| 3.     | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S   | Mgmt          | For           |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

2007 STOCK INCENTIVE PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN.

|    |   |      |         |
|----|---|------|---------|
| 4. | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN. | Mgmt | For     |
| 5. | TO APPROVE ON AN ADVISORY BASIS THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt | For     |
| 6. | TO HOLD AN ADVISORY VOTE RELATING TO THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.        | Mgmt | 1 Year  |
| 7. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT AND REPORT ON GOALS TO REDUCE GREENHOUSE GAS EMISSIONS.                              | Shr  | Against |

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 ECOLAB INC.

Agen

Security: 278865100  
 Meeting Type: Annual  
 Meeting Date: 04-May-2017  
 Ticker: ECL  
 ISIN: US2788651006  
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| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR. | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BARBARA J. BECK       | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: LESLIE S. BILLER      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: CARL M. CASALE        | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JEFFREY M. ETTINGER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ARTHUR J. HIGGINS     | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL LARSON        | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DAVID W. MACLENNAN    | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: TRACY B. MCKIBBEN     | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: VICTORIA J. REICH     | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT  | Mgmt          | For           |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

|     |   |      |        |
|-----|---|------|--------|
| 1M. | ELECTION OF DIRECTOR: JOHN J. ZILLMER   | Mgmt | For    |
| 2.  | RATIFY THE APPOINTMENT OF<br>PRICewaterhouseCOOPERS LLP AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE<br>CURRENT YEAR ENDING DECEMBER 31, 2017. | Mgmt | For    |
| 3.  | ADVISORY VOTE TO APPROVE THE COMPENSATION<br>OF EXECUTIVES DISCLOSED IN THE PROXY<br>STATEMENT.   | Mgmt | For    |
| 4.  | ADVISORY VOTE ON THE FREQUENCY OF FUTURE<br>STOCKHOLDER ADVISORY VOTES ON EXECUTIVE<br>COMPENSATION.  | Mgmt | 1 Year |

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FISERV, INC.

Agen

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 Security: 337738108  
 Meeting Type: Annual  
 Meeting Date: 24-May-2017  
 Ticker: FISV  
 ISIN: US3377381088  
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| Prop.# | Proposal   | Proposal<br>Type   | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>ALISON DAVIS<br>JOHN Y. KIM<br>DENNIS F. LYNCH<br>DENIS J. O'LEARY<br>GLENN M. RENWICK<br>KIM M. ROBAK<br>JD SHERMAN<br>DOYLE R. SIMONS<br>JEFFERY W. YABUKI | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE<br>COMPENSATION OF THE NAMED EXECUTIVE<br>OFFICERS OF FISERV, INC.   | Mgmt   | Against  |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF ADVISORY<br>VOTES ON THE COMPENSATION OF NAMED<br>EXECUTIVE OFFICERS.  | Mgmt   | 1 Year   |
| 4.     | TO RATIFY THE APPOINTMENT OF DELOITTE &<br>TOUCHE LLP AS THE INDEPENDENT REGISTERED<br>PUBLIC ACCOUNTING FIRM OF FISERV, INC. FOR<br>2017.                               | Mgmt   | For  |
| 5.     | A SHAREHOLDER PROPOSAL SEEKING AN AMENDMENT<br>TO FISERV, INC.'S PROXY ACCESS BY-LAW.  | Shr  | Against  |

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Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

GARTNER, INC.

Agen

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 Security: 366651107  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: IT  
 ISIN: US3666511072  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MICHAEL J. BINGLE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: PETER E. BISSON  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RICHARD J. BRESSLER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: RAUL E. CESAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KAREN E. DYKSTRA   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ANNE SUTHERLAND FUCHS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM O. GRABE   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: EUGENE A. HALL   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: STEPHEN G. PAGLIUCA  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JAMES C. SMITH   | Mgmt          | For           |
| 2.     | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.                               | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.              | Mgmt          | 1 Year        |
| 4.     | APPROVAL OF AMENDED AND RESTATED EXECUTIVE PERFORMANCE BONUS PLAN.                       | Mgmt          | For           |
| 5.     | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR FISCAL 2017. | Mgmt          | For           |

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 HEICO CORPORATION

Agen

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 Security: 422806109  
 Meeting Type: Annual  
 Meeting Date: 17-Mar-2017  
 Ticker: HEI  
 ISIN: US4228061093  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 1.     | DIRECTOR |               |               |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

|    |  |      |        |
|----|--|------|--------|
|    | THOMAS M. CULLIGAN   | Mgmt | For    |
|    | ADOLFO HENRIQUES   | Mgmt | For    |
|    | MARK H. HILDEBRANDT  | Mgmt | For    |
|    | WOLFGANG MAYRHUBER   | Mgmt | For    |
|    | ERIC A. MENDELSON  | Mgmt | For    |
|    | LAURANS A. MENDELSON   | Mgmt | For    |
|    | VICTOR H. MENDELSON  | Mgmt | For    |
|    | JULIE NEITZEL  | Mgmt | For    |
|    | DR. ALAN SCHRIESHEIM   | Mgmt | For    |
|    | FRANK J. SCHWITTER   | Mgmt | For    |
| 2. | ADVISORY VOTE ON EXECUTIVE COMPENSATION  | Mgmt | For    |
| 3. | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION  | Mgmt | 1 Year |
| 4. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING OCTOBER 31, 2017 | Mgmt | For    |

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HENRY SCHEIN, INC.

Agen

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Security: 806407102  
Meeting Type: Annual  
Meeting Date: 31-May-2017  
Ticker: HSIC  
ISIN: US8064071025  
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| Prop.# | Proposal                                       | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: BARRY J. ALPERIN         | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LAWRENCE S. BACOW, PH.D. | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GERALD A. BENJAMIN       | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STANLEY M. BERGMAN       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES P. BRESLAWSKI      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PAUL BRONS               | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOSEPH L. HERRING        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: DONALD J. KABAT          | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: KURT P. KUEHN            | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: PHILIP A. LASKAWY        | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MARK E. MLOTEK           | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: STEVEN PALADINO          | Mgmt          | For           |



## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

|     |  |      |        |
|-----|--|------|--------|
| 1M. | ELECTION OF DIRECTOR: CAROL RAPHAEL  | Mgmt | For    |
| 1N. | ELECTION OF DIRECTOR: E. DIANNE REKOW, DDS,<br>PH.D.   | Mgmt | For    |
| 1O. | ELECTION OF DIRECTOR: BRADLEY T. SHEARES,<br>PH.D.   | Mgmt | For    |
| 2.  | PROPOSAL TO AMEND THE COMPANY'S SECTION<br>162(M) CASH BONUS PLAN TO EXTEND THE TERM<br>OF THE PLAN TO DECEMBER 31, 2021 AND TO<br>RE-APPROVE THE PERFORMANCE GOALS<br>THEREUNDER. | Mgmt | For    |
| 3.  | PROPOSAL TO APPROVE, BY NON-BINDING VOTE,<br>THE 2016 COMPENSATION PAID TO THE COMPANY'S<br>NAMED EXECUTIVE OFFICERS.  | Mgmt | For    |
| 4.  | PROPOSAL TO RECOMMEND, BY NON-BINDING VOTE,<br>THE FREQUENCY OF FUTURE ADVISORY VOTES ON<br>EXECUTIVE COMPENSATION.  | Mgmt | 1 Year |
| 5.  | PROPOSAL TO RATIFY THE SELECTION OF BDO<br>USA, LLP AS THE COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE<br>FISCAL YEAR ENDING DECEMBER 30, 2017.             | Mgmt | For    |

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HORMEL FOODS CORPORATION

Agen

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Security: 440452100  
Meeting Type: Annual  
Meeting Date: 31-Jan-2017  
Ticker: HRL  
ISIN: US4404521001  
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| Prop.# | Proposal                                    | Proposal<br>Type | Proposal Vote |
|--------|---|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GARY C. BHOJWANI      | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: TERRELL K. CREWS      | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: JEFFREY M. ETTINGER   | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: GLENN S. FORBES, M.D. | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: STEPHEN M. LACY       | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN L. MORRISON      | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: ELSA A. MURANO, PH.D. | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT C. NAKASONE    | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: SUSAN K. NESTEGARD    | Mgmt             | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1J. | ELECTION OF DIRECTOR: DAKOTA A. PIPPINS  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: CHRISTOPHER J. POLICINSKI  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: SALLY J. SMITH   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: JAMES P. SNEE  | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: STEVEN A. WHITE  | Mgmt | For     |
| 2.  | RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 29, 2017.                       | Mgmt | For     |
| 3.  | APPROVE THE NAMED EXECUTIVE OFFICER COMPENSATION AS DISCLOSED IN THE COMPANY'S 2017 ANNUAL MEETING PROXY STATEMENT.  | Mgmt | For     |
| 4.  | VOTE ON A NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY (WHETHER ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH STOCKHOLDERS OF THE COMPANY SHALL BE ENTITLED TO HAVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year  |
| 5.  | STOCKHOLDER PROPOSAL TO REQUIRE ALL NON-BINDING STOCKHOLDER PROPOSALS BE DECIDED BY A SIMPLE MAJORITY OF THE VOTES CAST FOR AND AGAINST AN ITEM.   | Shr  | Against |

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 IDEXX LABORATORIES, INC.

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 Agen

Security: 45168D104  
 Meeting Type: Annual  
 Meeting Date: 03-May-2017  
 Ticker: IDXX  
 ISIN: US45168D1046  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: REBECCA M. HENDERSON, PHD   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LAWRENCE D. KINGSLEY  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: SOPHIE V. VANDEBROEK, PHD   | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING | Mgmt          | For           |

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FIRM FOR THE CURRENT FISCAL YEAR (PROPOSAL TWO).

- |    |  |      |        |
|----|--|------|--------|
| 3. | ADVISORY VOTE ON EXECUTIVE COMPENSATION. TO APPROVE A NONBINDING ADVISORY RESOLUTION ON THE COMPANY'S EXECUTIVE COMPENSATION (PROPOSAL THREE).   | Mgmt | For    |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION. TO RECOMMEND, BY NONBINDING ADVISORY VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION (PROPOSAL FOUR). | Mgmt | 1 Year |

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J & J SNACK FOODS CORP.

Agen

Security: 466032109  
 Meeting Type: Annual  
 Meeting Date: 15-Feb-2017  
 Ticker: JJSF  
 ISIN: US4660321096

- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | DIRECTOR<br>DENNIS G. MOORE   | Mgmt          | For           |
| 2.     | ADVISORY VOTE ON APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION PROGRAMS  | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF THE SHAREHOLDER'S ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM | Mgmt          | 1 Year        |

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JACK HENRY & ASSOCIATES, INC.

Agen

Security: 426281101  
 Meeting Type: Annual  
 Meeting Date: 10-Nov-2016  
 Ticker: JKHY  
 ISIN: US4262811015

- | Prop.# | Proposal   | Proposal Type                | Proposal Vote            |
|--------|--|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>M. FLANIGAN<br>J. PRIM<br>T. WILSON<br>J. FIEGEL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |

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|    |   |      |     |
|----|---|------|-----|
|    | T. WIMSETT  | Mgmt | For |
|    | L. KELLY  | Mgmt | For |
|    | S. MIYASHIRO  | Mgmt | For |
|    | W. BROWN  | Mgmt | For |
| 2. | TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                            | Mgmt | For |
| 3. | TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 2006 EMPLOYEE STOCK PURCHASE PLAN.      | Mgmt | For |
| 4. | TO RATIFY THE SELECTION OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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 LKQ CORPORATION

Agen

-----  
 Security: 501889208  
 Meeting Type: Annual  
 Meeting Date: 08-May-2017  
 Ticker: LKQ  
 ISIN: US5018892084  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SUKHPAL SINGH AHLUWALIA   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: A. CLINTON ALLEN  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT M. HANSER  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOSEPH M. HOLSTEN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PAUL M. MEISTER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JOHN F. O'BRIEN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: GUHAN SUBRAMANIAN   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: WILLIAM M. WEBSTER, IV  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DOMINICK ZARCONE  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt          | For           |
| 3.     | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |

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4. ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. Mgmt 1 Year

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 METTLER-TOLEDO INTERNATIONAL INC. Agen

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 Security: 592688105  
 Meeting Type: Annual  
 Meeting Date: 04-May-2017  
 Ticker: MTD  
 ISIN: US5926881054  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1    | ELECTION OF DIRECTOR: ROBERT F. SPOERRY  | Mgmt          | For           |
| 1.2    | ELECTION OF DIRECTOR: WAH-HUI CHU  | Mgmt          | For           |
| 1.3    | ELECTION OF DIRECTOR: FRANCIS A. CONTINO   | Mgmt          | For           |
| 1.4    | ELECTION OF DIRECTOR: OLIVIER A. FILLIOL   | Mgmt          | For           |
| 1.5    | ELECTION OF DIRECTOR: RICHARD FRANCIS  | Mgmt          | For           |
| 1.6    | ELECTION OF DIRECTOR: CONSTANCE L. HARVEY  | Mgmt          | For           |
| 1.7    | ELECTION OF DIRECTOR: MICHAEL A. KELLY   | Mgmt          | For           |
| 1.8    | ELECTION OF DIRECTOR: HANS ULRICH MAERKI   | Mgmt          | For           |
| 1.9    | ELECTION OF DIRECTOR: THOMAS P. SALICE   | Mgmt          | For           |
| 2.     | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM                      | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                    | Mgmt          | For           |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION | Mgmt          | 1 Year        |

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 OPEN TEXT CORPORATION Agen

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 Security: 683715106  
 Meeting Type: Annual and Special  
 Meeting Date: 23-Sep-2016  
 Ticker: OTEX  
 ISIN: CA6837151068  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

|    |  |  |  |
|----|--|--|--|
| 01 | DIRECTOR<br>P. THOMAS JENKINS<br>MARK BARRENECHEA<br>RANDY FOWLIE<br>GAIL E. HAMILTON<br>BRIAN J. JACKMAN<br>STEPHEN J. SADLER<br>MICHAEL SLAUNWHITE<br>KATHARINE B. STEVENSON<br>DEBORAH WEINSTEIN  | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 02 | RE-APPOINT KPMG LLP, CHARTERED ACCOUNTANTS,<br>AS INDEPENDENT AUDITORS FOR THE COMPANY.  | Mgmt   | For  |
| 03 | THE SPECIAL RESOLUTION AUTHORIZING AN<br>AMENDMENT TO THE COMPANY'S ARTICLES, THE<br>FULL TEXT OF WHICH IS ATTACHED AS SCHEDULE<br>"A" TO THE COMPANY'S MANAGEMENT PROXY<br>CIRCULAR (THE "CIRCULAR"), WITH OR WITHOUT<br>VARIATION, TO CHANGE THE NUMBER OF COMMON<br>SHARES OF THE COMPANY, AS MORE DESCRIBED IN<br>THE CIRCULAR.                        | Mgmt   | For  |
| 04 | THE AMENDED AND RESTATED SHAREHOLDER RIGHTS<br>PLAN RESOLUTION, THE FULL TEXT OF WHICH IS<br>ATTACHED AS SCHEDULE "B" TO THE CIRCULAR,<br>WITH OR WITHOUT VARIATION, TO CONTINUE,<br>AMEND AND RESTATE THE COMPANY'S SHAREHOLDER<br>RIGHTS PLAN, AS MORE PARTICULARLY DESCRIBED<br>IN THE CIRCULAR.  | Mgmt   | For  |
| 05 | THE 2004 STOCK OPTION PLAN RESOLUTION, THE<br>FULL TEXT OF WHICH IS ATTACHED AS SCHEDULE<br>"D" TO THE CIRCULAR, WITH OR WITHOUT<br>VARIATION, TO APPROVE THE AMENDMENT TO THE<br>COMPANY'S 2004 STOCK OPTION PLAN TO RESERVE<br>FOR ISSUANCE AN ADDITIONAL 4,000,000 COMMON<br>SHARES UNDER SUCH PLAN, AS MORE<br>PARTICULARLY DESCRIBED IN THE CIRCULAR. | Mgmt   | For  |

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ROPER TECHNOLOGIES, INC.

Agen

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Security: 776696106  
Meeting Type: Annual  
Meeting Date: 08-Jun-2017  
Ticker: ROP  
ISIN: US7766961061

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| Prop.# | Proposal   | Proposal<br>Type                     | Proposal Vote                   |
|--------|--|--------------------------------------|---------------------------------|
| 1.     | DIRECTOR<br>AMY WOODS BRINKLEY<br>JOHN F. FORT, III<br>BRIAN D. JELLISON<br>ROBERT D. JOHNSON<br>ROBERT E. KNOWLING, JR. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

|    |   |      |        |
|----|---|------|--------|
|    | WILBUR J. PREZZANO  | Mgmt | For    |
|    | LAURA G. THATCHER   | Mgmt | For    |
|    | RICHARD F. WALLMAN  | Mgmt | For    |
|    | CHRISTOPHER WRIGHT  | Mgmt | For    |
| 2. | TO CONSIDER, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                              | Mgmt | For    |
| 3. | TO SELECT, ON A NON-BINDING ADVISORY BASIS, THE FREQUENCY OF THE SHAREHOLDER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.              | Mgmt | 1 Year |
| 4. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017. | Mgmt | For    |

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 SNAP-ON INCORPORATED

Agen

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 Security: 833034101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: SNA  
 ISIN: US8330341012  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID C. ADAMS  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KAREN L. DANIEL   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RUTH ANN M. GILLIS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES P. HOLDEN   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: NATHAN J. JONES   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: HENRY W. KNUEPPEL   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: W. DUDLEY LEHMAN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: NICHOLAS T. PINCHUK   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: GREGG M. SHERRILL   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DONALD J. STEBBINS  | Mgmt          | For           |
| 2.     | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE COMPENSATION   | Mgmt          | For           |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

OF SNAP-ON INCORPORATED'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) .

|   |      |        |
|---|------|--------|
| 4. ADVISORY VOTE RELATED TO THE FREQUENCY OF FUTURE ADVISORY VOTES ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) . | Mgmt | 1 Year |
|---|------|--------|

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STERICYCLE, INC.

Agen

Security: 858912108  
Meeting Type: Annual  
Meeting Date: 24-May-2017  
Ticker: SRCL  
ISIN: US8589121081

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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARK C. MILLER  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JACK W. SCHULER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES A. ALUTTO   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: BRIAN P. ANDERSON   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: LYNN D. BLEIL   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: THOMAS D. BROWN   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: THOMAS F. CHEN  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROBERT S. MURLEY  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN PATIENCE   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION   | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE FREQUENCY OF THE ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                                 | Mgmt          | 1 Year        |
| 4.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017  | Mgmt          | For           |
| 5.     | APPROVAL OF AN AMENDMENT TO THE COMPANY'S EMPLOYEE STOCK PURCHASE PLAN INCREASING THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE | Mgmt          | For           |
| 6.     | APPROVAL OF THE STERICYCLE, INC. 2017   | Mgmt          | For           |



## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

### LONG-TERM INCENTIVE PLAN

|    |   |     |         |
|----|---|-----|---------|
| 7. | STOCKHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS REFORM"               | Shr | Against |
| 8. | STOCKHOLDER PROPOSAL ON THE VESTING OF EQUITY AWARDS UPON A CHANGE IN CONTROL | Shr | For     |

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### TELEDYNE TECHNOLOGIES INCORPORATED

Agen

Security: 879360105  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2017  
 Ticker: TDY  
 ISIN: US8793601050

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| Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>ROXANNE S. AUSTIN<br>KENNETH C. DAHLBERG<br>ROBERT A. MALONE   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | APPROVAL OF THE AMENDED AND RESTATED<br>TELEDYNE TECHNOLOGIES INCORPORATED 2014<br>INCENTIVE AWARD PLAN.   | Mgmt                 | For               |
| 3.     | RATIFICATION OF THE APPOINTMENT OF DELOITTE<br>& TOUCHE LLP AS THE COMPANY'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR<br>FISCAL YEAR 2017. | Mgmt                 | For               |
| 4.     | APPROVAL OF NON-BINDING ADVISORY RESOLUTION<br>ON THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt                 | For               |
| 5.     | TO RECOMMEND, BY NON-BINDING VOTE, ON THE<br>FREQUENCY OF FUTURE EXECUTIVE COMPENSATION<br>VOTES.  | Mgmt                 | 1 Year            |

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### THE MIDDLEBY CORPORATION

Agen

Security: 596278101  
 Meeting Type: Annual  
 Meeting Date: 09-May-2017  
 Ticker: MIDD  
 ISIN: US5962781010

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
| 1.     | DIRECTOR |               |               |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

|    |  |      |         |
|----|--|------|---------|
|    | SELIM A. BASSOUL   | Mgmt | For     |
|    | SARAH PALISI CHAPIN  | Mgmt | For     |
|    | ROBERT B. LAMB   | Mgmt | For     |
|    | CATHY L. MCCARTHY  | Mgmt | For     |
|    | JOHN R. MILLER III   | Mgmt | For     |
|    | GORDON O'BRIEN   | Mgmt | For     |
|    | NASSEM ZIYAD   | Mgmt | For     |
| 2. | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE CURRENT FISCAL YEAR ENDING DECEMBER 30, 2017.   | Mgmt | For     |
| 3. | APPROVAL, BY AN ADVISORY VOTE, OF THE 2016 COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION ("SEC"). | Mgmt | Against |
| 4. | SELECTION, BY AN ADVISORY VOTE, OF THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year  |
| 5. | APPROVAL OF AN AMENDMENT TO AUTHORIZE ADDITIONAL SHARES UNDER THE COMPANY'S 2011 LONG-TERM INCENTIVE PLAN.   | Mgmt | For     |
| 6. | STOCKHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORTING.   | Shr  | For     |

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 THE TJX COMPANIES, INC.

Agen

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 Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2017  
 Ticker: TJX  
 ISIN: US8725401090  
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| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ZEIN ABDALLA     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOSE B. ALVAREZ  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ALAN M. BENNETT  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID T. CHING   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ERNIE HERRMAN    | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: MICHAEL F. HINES | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: AMY B. LANE      | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CAROL MEYROWITZ  | Mgmt          | For           |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

|     |   |      |         |
|-----|---|------|---------|
| 1I. | ELECTION OF DIRECTOR: JACKWYN L. NEMEROV  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: JOHN F. O'BRIEN   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: WILLOW B. SHIRE   | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS AS TJX'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR<br>FISCAL 2018 | Mgmt | For     |
| 3.  | REAPPROVAL OF MATERIAL TERMS OF PERFORMANCE<br>GOALS UNDER THE STOCK INCENTIVE PLAN   | Mgmt | For     |
| 4.  | REAPPROVAL OF MATERIAL TERMS OF PERFORMANCE<br>GOALS UNDER THE CASH INCENTIVE PLANS   | Mgmt | For     |
| 5.  | ADVISORY APPROVAL OF TJX'S EXECUTIVE<br>COMPENSATION (THE SAY-ON-PAY VOTE)  | Mgmt | Against |
| 6.  | ADVISORY APPROVAL OF THE FREQUENCY OF TJX'S<br>SAY-ON-PAY VOTES   | Mgmt | 1 Year  |
| 7.  | SHAREHOLDER PROPOSAL FOR INCLUSION OF<br>DIVERSITY AS A CEO PERFORMANCE MEASURE   | Shr  | Against |
| 8.  | SHAREHOLDER PROPOSAL FOR A REVIEW AND<br>SUMMARY REPORT ON EXECUTIVE COMPENSATION<br>POLICIES   | Shr  | Against |
| 9.  | SHAREHOLDER PROPOSAL FOR A REPORT ON<br>COMPENSATION DISPARITIES BASED ON RACE,<br>GENDER, OR ETHNICITY                               | Shr  | For     |
| 10. | SHAREHOLDER PROPOSAL FOR A REPORT ON<br>NET-ZERO GREENHOUSE GAS EMISSIONS   | Shr  | Against |

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 THE TORO COMPANY

Agen

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 Security: 891092108  
 Meeting Type: Annual  
 Meeting Date: 21-Mar-2017  
 Ticker: TTC  
 ISIN: US8910921084  
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| Prop.# | Proposal  | Proposal<br>Type             | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>JEFFREY M. ETTINGER<br>KATHERINE J. HARLESS<br>MICHAEL J. HOFFMAN<br>D. CHRISTIAN KOCH                              | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE SELECTION OF KPMG LLP<br>AS OUR INDEPENDENT REGISTERED PUBLIC<br>ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING | Mgmt                         | For                      |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

OCTOBER 31, 2017.

- |    |  |      |        |
|----|--|------|--------|
| 3. | APPROVAL OF, ON AN ADVISORY BASIS, OUR EXECUTIVE COMPENSATION.   | Mgmt | For    |
| 4. | APPROVAL OF, ON AN ADVISORY BASIS, THE FREQUENCY OF THE ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

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THE ULTIMATE SOFTWARE GROUP, INC.

Agen

Security: 90385D107  
 Meeting Type: Annual  
 Meeting Date: 15-May-2017  
 Ticker: ULTI  
 ISIN: US90385D1072

- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JONATHAN D. MARINER   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JASON DORSEY  | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF KPMG LLP AS ULTIMATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt          | For           |
| 3.     | TO APPROVE BY NON-BINDING ADVISORY VOTE COMPENSATION PAID TO ULTIMATE'S NAMED EXECUTIVE OFFICERS.   | Mgmt          | Against       |
| 4.     | TO RECOMMEND, BY NON-ADVISORY VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION PAID TO ULTIMATE'S NAMED EXECUTIVE OFFICERS.     | Mgmt          | 1 Year        |

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TRANSDIGM GROUP INCORPORATED

Agen

Security: 893641100  
 Meeting Type: Annual  
 Meeting Date: 01-Mar-2017  
 Ticker: TDG  
 ISIN: US8936411003

- | Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | DIRECTOR<br>WILLIAM DRIES<br>MERVIN DUNN | Mgmt<br>Mgmt  | For<br>For    |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

|    |  |      |        |
|----|--|------|--------|
|    | MICHAEL GRAFF  | Mgmt | For    |
|    | SEAN HENNESSY  | Mgmt | For    |
|    | W. NICHOLAS HOWLEY   | Mgmt | For    |
|    | RAYMOND LAUBENTHAL   | Mgmt | For    |
|    | DOUGLAS PEACOCK  | Mgmt | For    |
|    | ROBERT SMALL   | Mgmt | For    |
|    | JOHN STAER   | Mgmt | For    |
|    |  |      |        |
| 2. | TO APPROVE (IN AN ADVISORY VOTE)<br>COMPENSATION PAID TO THE COMPANY'S NAMED<br>EXECUTIVE OFFICERS   | Mgmt | For    |
|    |  |      |        |
| 3. | TO DETERMINE HOW OFTEN TO CONDUCT THE<br>ADVISORY VOTE REGARDING COMPENSATION PAID<br>TO THE COMPANY'S NAMED EXECUTIVE OFFICERS              | Mgmt | 1 Year |
|    |  |      |        |
| 4. | TO RATIFY THE SELECTION OF ERNST & YOUNG<br>LLP AS THE COMPANY'S INDEPENDENT<br>ACCOUNTANTS FOR THE FISCAL YEAR ENDING<br>SEPTEMBER 30, 2017 | Mgmt | For    |

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 TYLER TECHNOLOGIES, INC.

Agen

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 Security: 902252105  
 Meeting Type: Annual  
 Meeting Date: 10-May-2017  
 Ticker: TYL  
 ISIN: US9022521051  
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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DONALD R. BRATTAIN                         | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: GLENN A. CARTER                            | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: BRENDA A. CLINE                            | Mgmt             | For           |
| 1D.    | ELECTION OF DIRECTOR: J. LUTHER KING JR.                         | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: LARRY D. LEINWEBER                         | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: JOHN S. MARR JR.                           | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: H. LYNN MOORE JR.                          | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: DANIEL M. POPE                             | Mgmt             | For           |
| 1I.    | ELECTION OF DIRECTOR: DUSTIN R. WOMBLE                           | Mgmt             | For           |
| 2.     | RATIFICATION OF ERNST & YOUNG LLP AS<br>INDEPENDENT AUDITORS.    | Mgmt             | For           |
| 3.     | APPROVAL OF AN ADVISORY RESOLUTION ON<br>EXECUTIVE COMPENSATION. | Mgmt             | For           |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF A                              | Mgmt             | 1 Year        |

## Edgar Filing: Value Line Mid Cap Focused Fund, Inc. - Form N-PX

### SHAREHOLDER VOTE ON EXECUTIVE COMPENSATION.

- |    |  |      |         |
|----|--|------|---------|
| 5. | IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS- AS MAY PROPERLY COME BEFORE THE MEETING OR ADJOURNMENTS THEREOF. | Mgmt | Against |
|----|--|------|---------|

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 VALIDUS HOLDINGS LTD

Agen

-----  
 Security: G9319H102  
 Meeting Type: Annual  
 Meeting Date: 10-May-2017  
 Ticker: VR  
 ISIN: BMG9319H1025  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>MATTHEW J. GRAYSON<br>JEAN-MARIE NESSI<br>MANDAKINI PURI  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.  | Mgmt                 | For               |
| 3.     | TO SELECT THE FREQUENCY AT WHICH SHAREHOLDERS WILL BE ASKED TO APPROVE THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS.  | Mgmt                 | 1 Year            |
| 4.     | TO APPROVE THE SELECTION OF PRICEWATERHOUSECOOPERS LTD., HAMILTON, BERMUDA TO ACT AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt                 | For               |

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 WASTE CONNECTIONS, INC.

Agen

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 Security: 94106B101  
 Meeting Type: Annual and Special  
 Meeting Date: 23-May-2017  
 Ticker: WCN  
 ISIN: CA94106B1013  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 01     | DIRECTOR<br>RONALD J. MITTELSTAEDT<br>ROBERT H. DAVIS | Mgmt<br>Mgmt  | For<br>For    |

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|    |   |      |        |
|----|---|------|--------|
|    | EDWARD E. GUILLET   | Mgmt | For    |
|    | MICHAEL W. HARLAN   | Mgmt | For    |
|    | LARRY S. HUGHES   | Mgmt | For    |
|    | SUSAN LEE   | Mgmt | For    |
|    | WILLIAM J. RAZZOUK  | Mgmt | For    |
| 02 | APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE CLOSE OF THE 2018 ANNUAL MEETING OF SHAREHOLDERS OF THE COMPANY AND AUTHORIZATION OF OUR BOARD OF DIRECTORS TO FIX THE REMUNERATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.  | Mgmt | For    |
| 03 | APPROVAL OF A SPECIAL RESOLUTION AUTHORIZING AN AMENDMENT TO THE COMPANY'S ARTICLES OF AMALGAMATION PURSUANT TO SECTION 168(1)(H) OF THE BUSINESS CORPORATIONS ACT (ONTARIO) TO CHANGE THE NUMBER OF COMMON SHARES, WHETHER ISSUED OR UNISSUED, ON A THREE-FOR-TWO BASIS, SUCH THAT, WHEN AND IF SUCH AMENDMENT IS GIVEN EFFECT, EVERY TWO COMMON SHARES WILL BECOME THREE COMMON SHARES. | Mgmt | For    |
| 04 | APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT ("SAY ON PAY").   | Mgmt | For    |
| 05 | APPROVAL, ON A NON-BINDING, ADVISORY BASIS, OF HOLDING FUTURE SAY ON PAY VOTES EVERY YEAR, EVERY TWO YEARS, OR EVERY THREE YEARS.   | Mgmt | 1 Year |

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WEX INC.

Agen

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Security: 96208T104  
Meeting Type: Annual  
Meeting Date: 12-May-2017  
Ticker: WEX  
ISIN: US96208T1043  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR FOR THREE-YEAR TERM: MICHAEL E. DUBYAK                                    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR FOR THREE-YEAR TERM: ROWLAND T. MORIARTY                                  | Mgmt          | For           |
| 2.     | TO APPROVE AN ADVISORY (NON-BINDING) VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt          | For           |
| 3.     | TO DETERMINE, IN AN ADVISORY (NON-BINDING)   | Mgmt          | 1 Year        |

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VOTE, WHETHER A STOCKHOLDER VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY ONE, TWO OR THREE YEARS.

4. TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017. Mgmt For

\* Management position unknown

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)   | The Value Line Mid Cap Focused Fund, Inc |
| By (Signature) | /s/ Mitchell E. Appel                    |
| Name           | Mitchell E. Appel                        |
| Title          | President                                |
| Date           | 08/29/2017                               |