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BANCROFT FUND LTD  
Form N-PX  
August 02, 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: 811-02151  
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BANCROFT FUND LTD.  
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(Exact name of registrant as specified in charter)

65 Madison Avenue, Morristown, New Jersey 07960-7308  
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(Address of principal executive offices) (Zip code)

Thomas H. Dinsmore  
Bancroft Fund Ltd.  
65 Madison Avenue  
Morristown, New Jersey 07960-7308  
(Name and address of agent for service)

Copy to:  
Steven B. King, Esq.  
Ballard Spahr LLP  
1735 Market Street, 51st Floor  
Philadelphia, PA 19103-7599

Registrant's telephone number, including area code: 973-631-1177

Date of fiscal year end: October 31, 2013

Date of reporting period: June 30, 2013

Item 1. Proxy Voting Record

Issuer: Citigroup Inc.  
Ticker symbol: C  
CUSIP: 17296742  
Meeting date: 04/24/2013

Matter Voted On	Proposed By	Voted (Yes or No)	Vote Cast	For/ Against Mgmt.
1-01. Election of Director: Michael L. Corbat	Management	YES	FOR	FOR
1-02. Election of Director: Franz B. Humer	Management	YES	FOR	FOR

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1-03.	Election of Director: Robert L. Joss	Management	YES	FOR	FOR
1-04.	Election of Director: Michael E. O'Neill	Management	YES	FOR	FOR
1-05.	Election of Director: Judith Rodin	Management	YES	FOR	FOR
1-06.	Election of Director: Robert L. Ryan	Management	YES	FOR	FOR
1-07.	Election of Director: Anthony M. Santomero	Management	YES	FOR	FOR
1-08.	Election of Director: Joan E. Spero	Management	YES	FOR	FOR
1-09.	Election of Director: Diana L. Taylor	Management	YES	FOR	FOR
1-10.	Election of Director: William S. Thompson, Jr.	Management	YES	FOR	FOR
1-11.	Election of Director: Ernesto Zedillo Ponce De Leon	Management	YES	FOR	FOR
2.	Ratification of the appointment of independent auditors	Management	YES	FOR	FOR
3.	Approve executive compensation plan	Management	YES	FOR	FOR
4.	Amend stock incentive plan	Management	YES	FOR	FOR
5.	Executives to retain stock	Shareholder	YES	AGAINST	FOR
6.	Lobbying and lobbying contributions	Shareholder	YES	ABSTAIN	N/A
7.	Policy to deny indemnification for board	Shareholder	YES	AGAINST	FOR

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### 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.

Bancroft Fund Ltd.  
 By /s/Thomas H. Dinsmore  
 Thomas H. Dinsmore  
 Principal Executive Officer  
 Date: August 2, 2013