

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

Value Line Mid Cap Focused Fund, Inc.
Form N-PX
August 26, 2016

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: 07/01/2015 - 06/30/2016

Value Line Mid Cap Focused Fund, Inc.

AIRGAS, INC.

Agen

Security: 009363102
Meeting Type: Annual
Meeting Date: 04-Aug-2015
Ticker: ARG
ISIN: US0093631028

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------------------|--------------------------|
| 1 | DIRECTOR JAMES W. HOVEY MICHAEL L. MOLININI PAULA A. SNEED DAVID M. STOUT | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 2. | RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC | Mgmt | For |

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ACCOUNTING FIRM.

3. ADVISORY VOTE ON EXECUTIVE COMPENSATION. Mgmt For

AIRGAS, INC. Agen

Security: 009363102
 Meeting Type: Special
 Meeting Date: 23-Feb-2016
 Ticker: ARG
 ISIN: US0093631028

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER (AS IT MAY BE AMENDED FROM TIME TO TIME, "THE MERGER AGREEMENT"), DATED AS OF NOVEMBER 17, 2015, BY AND AMONG AIRGAS, INC., A CORPORATION ORGANIZED UNDER THE LAWS OF DELAWARE (THE "COMPANY"), L'AIR LIQUIDE, S.A., A SOCIETE ANONYME ORGANIZED ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Mgmt | For |
| 2. | A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, SPECIFIED COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S PRINCIPAL EXECUTIVE OFFICERS, PRINCIPAL FINANCIAL OFFICER AND THREE MOST HIGHLY COMPENSATED EXECUTIVE OFFICERS OTHER THAN THE PRINCIPAL EXECUTIVE OFFICERS AND PRINCIPAL FINANCIAL OFFICER IN CONNECTION WITH THE MERGER. | Mgmt | For |
| 3. | A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT. | Mgmt | For |

ALLIANCE DATA SYSTEMS CORPORATION Agen

Security: 018581108
 Meeting Type: Annual
 Meeting Date: 07-Jun-2016
 Ticker: ADS
 ISIN: US0185811082

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

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| | | Type | |
|-----|--|------|-----|
| 1.1 | ELECTION OF DIRECTOR: BRUCE K. ANDERSON | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: ROGER H. BALLOU | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: D. KEITH COBB | Mgmt | For |
| 1.4 | ELECTION OF DIRECTOR: E. LINN DRAPER, JR. | Mgmt | For |
| 1.5 | ELECTION OF DIRECTOR: EDWARD J. HEFFERNAN | Mgmt | For |
| 1.6 | ELECTION OF DIRECTOR: KENNETH R. JENSEN | Mgmt | For |
| 1.7 | ELECTION OF DIRECTOR: ROBERT A. MINICUCCI | Mgmt | For |
| 1.8 | ELECTION OF DIRECTOR: LAURIE A. TUCKER | Mgmt | For |
| 2. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | TO AMEND THE CERTIFICATE OF INCORPORATION OF ALLIANCE DATA SYSTEMS CORPORATION TO ELIMINATE RESTRICTIONS ON REMOVAL OF DIRECTORS. | Mgmt | For |
| 4. | TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ALLIANCE DATA SYSTEMS CORPORATION FOR 2016. | Mgmt | For |

 AMETEK INC.

Agem

 Security: 031100100
 Meeting Type: Annual
 Meeting Date: 04-May-2016
 Ticker: AME
 ISIN: US0311001004

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1 | ELECTION OF DIRECTOR: RUBY R. CHANDY | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: STEVEN W. KOHLHAGEN | Mgmt | For |
| 2. | APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS IN AMETEK, INC.'S 2011 OMNIBUS INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 3. | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF AMETEK, INC. EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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 AMPHENOL CORPORATION

Agen

Security: 032095101
 Meeting Type: Annual
 Meeting Date: 25-May-2016
 Ticker: APH
 ISIN: US0320951017

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RONALD P. BADIE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: STANLEY L. CLARK | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DAVID P. FALCK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: EDWARD G. JEPSEN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: RANDALL D. LEDFORD | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: MARTIN H. LOEFFLER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOHN R. LORD | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: R. ADAM NORWITT | Mgmt | For |
| 1I. | 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. | TO APPROVE AN AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION. | Mgmt | For |

 ANSYS, INC.

Agen

Security: 03662Q105
 Meeting Type: Annual
 Meeting Date: 20-May-2016
 Ticker: ANSS
 ISIN: US03662Q1058

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RONALD W. HOVSEPIAN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: BARBARA V. SCHERER | Mgmt | For |

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| 1C. | ELECTION OF DIRECTOR: MICHAEL C. THURK | Mgmt | For |
| 2. | THE APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE FOURTH AMENDED AND RESTATED ANSYS, INC. 1996 STOCK OPTION AND GRANT PLAN. | Mgmt | For |
| 3. | THE APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE SECOND AMENDED AND RESTATED ANSYS, INC. EMPLOYEE STOCK PURCHASE PLAN. | Mgmt | For |
| 4. | THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS ON A NON-BINDING, ADVISORY BASIS. | Mgmt | For |
| 5. | THE RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

 ARCH CAPITAL GROUP LTD.

Agen

 Security: G0450A105
 Meeting Type: Annual
 Meeting Date: 06-May-2016
 Ticker: ACGL
 ISIN: BMG0450A1053

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A | TO ELECT THE NOMINEE LISTED AS CLASS III DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS: JOHN L. BUNCE, JR. | Mgmt | For |
| 1B | TO ELECT THE NOMINEE LISTED AS CLASS III DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS: YIORGOS LILLIKAS | Mgmt | For |
| 1C | TO ELECT THE NOMINEE LISTED AS CLASS III DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS: DEANNA M. MULLIGAN | Mgmt | For |
| 1D | TO ELECT THE NOMINEE LISTED AS CLASS III DIRECTOR OF THE COMPANY FOR A TERM OF THREE YEARS: EUGENE S. SUNSHINE | Mgmt | For |
| 2A | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MESHARY AL-JUDAIMI | Mgmt | For |
| 2B | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: TALAL AL-TAWARI | Mgmt | For |

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| 2C | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ANTHONY ASQUITH | Mgmt | For |
| 2D | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: EDGARDO BALOIS | Mgmt | For |
| 2E | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DENNIS R. BRAND | Mgmt | For |
| 2F | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DOMINIC BRANNIGAN | Mgmt | For |
| 2G | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: IAN BRITCHFIELD | Mgmt | For |
| 2H | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PIERRE-ANDRE CAMPS | Mgmt | For |
| 2I | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PAUL COLE | Mgmt | For |
| 2J | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: GRAHAM B.R. COLLIS | Mgmt | For |
| 2K | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL CONSTANTINIDES | Mgmt | For |
| 2L | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: WILLIAM J. COONEY | Mgmt | For |
| 2M | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: STEPHEN J. CURLEY | Mgmt | For |
| 2N | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: NICK DENNISTON | Mgmt | For |
| 2O | TO ELECT THE NOMINEE LISTED AS DESIGNATED | Mgmt | For |

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| | COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL FEETHAM | | |
| 2P | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: STEPHEN FOGARTY | Mgmt | For |
| 2Q | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: STEVE FRANKLIN | Mgmt | For |
| 2R | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: JANN GARDNER | Mgmt | For |
| 2S | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: GIULIANO GIOVANNETTI | Mgmt | For |
| 2T | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MARC GRANDISSON | Mgmt | For |
| 2U | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: AMALIA HADJIPAPA | Mgmt | For |
| 2V | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: YIANNIS HADJIPAPAS | Mgmt | For |
| 2W | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL HAMMER | Mgmt | For |
| 2X | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PET HARTMAN | Mgmt | For |
| 2Y | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DAVID W. HIPKIN | Mgmt | For |
| 2Z | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: W. PRESTON HUTCHINGS | Mgmt | For |
| 2AA | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. | Mgmt | For |

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| SUBSIDIARIES: CONSTANTINE IORDANOU | | | |
| 2AB | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: WOLBERT H. KAMPHUIJS | Mgmt | For |
| 2AC | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: CATHERINE KELLY | Mgmt | For |
| 2AD | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL H. KIER | Mgmt | For |
| 2AE | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: JASON KITTINGER | Mgmt | For |
| 2AF | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: GERALD KONIG | Mgmt | For |
| 2AG | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: LIN LI-WILLIAMS | Mgmt | For |
| 2AH | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MARK D. LYONS | Mgmt | For |
| 2AI | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PATRICK MAILLOUX | Mgmt | For |
| 2AJ | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ANDREAS MARANGOS | Mgmt | For |
| 2AK | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: PAUL MARTIN | Mgmt | For |
| 2AL | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ROBERT MCDOWELL | Mgmt | For |
| 2AM | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DAVID H. MCELROY | Mgmt | For |

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| 2AN | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ROMMEL MERCADO | Mgmt | For |
| 2AO | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: FRANCOIS MORIN | Mgmt | For |
| 2AP | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DAVID J. MULHOLLAND | Mgmt | For |
| 2AQ | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MARK NOLAN | Mgmt | For |
| 2AR | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: NICOLAS PAPADOPOULO | Mgmt | For |
| 2AS | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MICHAEL PRICE | Mgmt | For |
| 2AT | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ELISABETH QUINN | Mgmt | For |
| 2AU | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: MAAMOUN RAJEH | Mgmt | For |
| 2AV | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ANDREW T. RIPPERT | Mgmt | For |
| 2AW | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: CARLA SANTAMARIA-SENA | Mgmt | For |
| 2AX | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ARTHUR SCACE | Mgmt | For |
| 2AY | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: SOREN SCHEUER | Mgmt | For |
| 2AZ | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE | Mgmt | For |

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| | ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: BUDHI SINGH | | |
| 2BA | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: DAMIAN SMITH | Mgmt | For |
| 2BB | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: WILLIAM A. SOARES | Mgmt | For |
| 2BC | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: SCOTT STIRLING | Mgmt | For |
| 2BD | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: HUGH STURGESS | Mgmt | For |
| 2BE | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: RICHARD SULLIVAN | Mgmt | For |
| 2BF | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: RYAN TAYLOR | Mgmt | For |
| 2BG | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: ROSS TOTTEN | Mgmt | For |
| 2BH | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: RIK VAN VELZEN | Mgmt | For |
| 2BI | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: JAMES R. WEATHERSTONE | Mgmt | For |
| 2BJ | TO ELECT THE NOMINEE LISTED AS DESIGNATED COMPANY DIRECTOR SO THAT THEY MAY BE ELECTED DIRECTOR OF CERTAIN OF OUR NON-U.S. SUBSIDIARIES: GERALD WOLFE | Mgmt | For |
| 3 | TO APPROVE THE AMENDED AND RESTATED ARCH CAPITAL GROUP LTD. 2007 EMPLOYEE SHARE PURCHASE PLAN. | Mgmt | For |
| 4 | TO ADOPT THE AMENDMENT TO BYE-LAW SECTION 46(1) SET FORTH AND DESCRIBED IN THE PROXY STATEMENT TO IMPLEMENT MAJORITY VOTING IN UNCONTESTED ELECTIONS. | Mgmt | For |

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| 5 | TO APPOINT PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |
| 6 | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | Against |

C. R. BARD, INC.

Agen

Security: 067383109
Meeting Type: Annual
Meeting Date: 20-Apr-2016
Ticker: BCR
ISIN: US0673831097

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DAVID M. BARRETT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MARC C. BRESLAWSKY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ROBERT M. DAVIS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: HERBERT L. HENKEL | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JOHN C. KELLY | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DAVID F. MELCHER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: GAIL K. NAUGHTON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: TIMOTHY M. RING | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: TOMMY G. THOMPSON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOHN H. WEILAND | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ANTHONY WELTERS | Mgmt | For |
| 1L. | 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 2016. | Mgmt | For |
| 3. | TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS. | Mgmt | Against |
| 4. | A SHAREHOLDER PROPOSAL RELATING TO SHARE REPURCHASES. | Shr | Against |

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CARLISLE COMPANIES INCORPORATED

Agen

Security: 142339100
 Meeting Type: Annual
 Meeting Date: 18-May-2016
 Ticker: CSL
 ISIN: US1423391002

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ROBIN J. ADAMS | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: D. CHRISTIAN KOCH | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DAVID A. ROBERTS | Mgmt | For |
| 2. | AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2016 FISCAL YEAR. | Mgmt | For |

CASEY'S GENERAL STORES, INC.

Agen

Security: 147528103
 Meeting Type: Annual
 Meeting Date: 18-Sep-2015
 Ticker: CASY
 ISIN: US1475281036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1. | DIRECTOR TERRY W. HANDLEY WILLIAM C. KIMBALL RICHARD A. WILKEY | Mgmt Mgmt Mgmt | For For For |
| 2. | TO RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR THE FISCAL YEAR ENDING APRIL 30, 2016. | Mgmt | For |
| 3. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |

CHURCH & DWIGHT CO., INC.

Agen

Security: 171340102

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

Meeting Type: Annual
 Meeting Date: 05-May-2016
 Ticker: CHD
 ISIN: US1713401024

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MATTHEW T. FARRELL | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: BRADLEY C. IRWIN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: PENRY W. PRICE | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ARTHUR B. WINKLEBLACK | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016. | Mgmt | For |

CROWN HOLDINGS, INC.

Agen

Security: 228368106
 Meeting Type: Annual
 Meeting Date: 28-Apr-2016
 Ticker: CCK
 ISIN: US2283681060

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR JENNE K. BRITELL JOHN W. CONWAY TIMOTHY J. DONAHUE ARNOLD W. DONALD WILLIAM G. LITTLE HANS J. LOLIGER JAMES H. MILLER JOSEF M. MULLER THOMAS A. RALPH CAESAR F. SWEITZER JIM L. TURNER WILLIAM S. URKIEL | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | RATIFICATION OF THE APPOINTMENT OF INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |
| 3. | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF THE RESOLUTION ON EXECUTIVE COMPENSATION AS DESCRIBED IN THE PROXY STATEMENT. | Mgmt | Against |

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DANAHER CORPORATION

Agen

Security: 235851102
Meeting Type: Annual
Meeting Date: 10-May-2016
Ticker: DHR
ISIN: US2358511028

| 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: THOMAS P. JOYCE, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: TERI LIST-STOLL | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WALTER G. LOHR, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: MITCHELL P. RALES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: STEVEN M. RALES | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: ALAN G. SPOON | Mgmt | For |
| 1J. | 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. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 4. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURE POLICIES AND DIRECT AND INDIRECT POLITICAL EXPENDITURES. | Shr | Against |
| 5. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Shr | For |

ECOLAB INC.

Agen

Security: 278865100

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

Meeting Type: Annual
 Meeting Date: 05-May-2016
 Ticker: ECL
 ISIN: US2788651006

| 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: JERRY A. GRUNDHOFER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ARTHUR J. HIGGINS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MICHAEL LARSON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JERRY W. LEVIN | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DAVID W. MACLENNAN | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: TRACY B. MCKIBBEN | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: VICTORIA J. REICH | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: JOHN J. ZILLMER | Mgmt | For |
| 2. | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |
| 3. | APPROVE AN AMENDMENT TO THE ECOLAB INC. 2001 NON-EMPLOYEE DIRECTOR STOCK OPTION AND DEFERRED COMPENSATION PLAN. | Mgmt | For |
| 4. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS. | Shr | Against |

ENBRIDGE INC.

Agen

Security: 29250N105

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

Meeting Type: Annual
 Meeting Date: 12-May-2016
 Ticker: ENB
 ISIN: CA29250N1050

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 01 | DIRECTOR DAVID A. ARLEDGE JAMES J. BLANCHARD MARCEL R. COUTU J. HERB ENGLAND CHARLES W. FISCHER V.M. KEMPSTON DARKES AL MONACO GEORGE K. PETTY REBECCA B. ROBERTS DAN C. TUTCHER CATHERINE L. WILLIAMS | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 02 | APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITORS. | Mgmt | For |
| 03 | VOTE ON OUR APPROACH TO EXECUTIVE COMPENSATION. WHILE THIS VOTE IS NON-BINDING, IT GIVES SHAREHOLDERS AN OPPORTUNITY TO PROVIDE IMPORTANT INPUT TO OUR BOARD. | Mgmt | For |
| 04 | VOTE ON THE SHAREHOLDER PROPOSAL SET OUT IN APPENDIX A TO OUR MANAGEMENT INFORMATION CIRCULAR DATED MARCH 8, 2016 REGARDING REQUEST FOR PROPOSALS FOR THE ENGAGEMENT OF THE EXTERNAL AUDITOR EVERY EIGHT YEARS. | Shr | Against |

EQT CORPORATION

Agen

Security: 26884L109
 Meeting Type: Annual
 Meeting Date: 20-Apr-2016
 Ticker: EQT
 ISIN: US26884L1098

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: VICKY A. BAILEY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: PHILIP G. BEHRMAN, PH.D. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: KENNETH M. BURKE | Mgmt | For |

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| | | | |
|-----|---|------|-----|
| 1D. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: A. BRAY CARY, JR. | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: MARGARET K. DORMAN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: DAVID L. PORGES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: JAMES E. ROHR | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: STEPHEN A. THORINGTON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: LEE T. TODD, JR., PH.D. | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR FOR TERM EXPIRING IN 2017: CHRISTINE J. TORETTI | Mgmt | For |
| 2. | APPROVAL OF A NON-BINDING RESOLUTION REGARDING THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS FOR 2015 (SAY-ON-PAY) | Mgmt | For |
| 3. | APPROVAL OF THE COMPANY'S 2016 EXECUTIVE SHORT-TERM INCENTIVE PLAN | Mgmt | For |
| 4. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |

 FISERV, INC.

Agen

 Security: 337738108
 Meeting Type: Annual
 Meeting Date: 18-May-2016
 Ticker: FISV
 ISIN: US3377381088

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1. | DIRECTOR | | |
| | ALISON DAVIS | Mgmt | For |
| | CHRISTOPHER M. FLINK | Mgmt | For |
| | DANIEL P. KEARNEY | Mgmt | For |
| | DENNIS F. LYNCH | Mgmt | For |
| | DENIS J. O'LEARY | Mgmt | For |
| | GLENN M. RENWICK | Mgmt | For |
| | KIM M. ROBAK | Mgmt | For |
| | JD SHERMAN | Mgmt | For |
| | DOYLE R. SIMONS | Mgmt | For |
| | THOMAS C. WERTHEIMER | Mgmt | For |
| | JEFFERY W. YABUKI | Mgmt | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE | Mgmt | For |

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COMPENSATION OF THE NAMED EXECUTIVE OFFICERS OF FISERV, INC.

- | | | | |
|----|---|------|---------|
| 3. | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF FISERV, INC. FOR 2016. | Mgmt | For |
| 4. | A SHAREHOLDER PROPOSAL ASKING THE BOARD OF DIRECTORS TO ADOPT AND PRESENT FOR SHAREHOLDER APPROVAL A PROXY ACCESS BY-LAW. | Shr | Against |

HEICO CORPORATION

Agen

Security: 422806109
 Meeting Type: Annual
 Meeting Date: 18-Mar-2016
 Ticker: HEI
 ISIN: US4228061093

- | Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 1. | DIRECTOR THOMAS M. CULLIGAN ADOLFO HENRIQUES SAMUEL L. HIGGINBOTTOM MARK H. HILDEBRANDT WOLFGANG MAYRHUBER ERIC A. MENDELSON LAURANS A. MENDELSON VICTOR H. MENDELSON JULIE NEITZEL DR. ALAN SCHRIESHEIM FRANK J. SCHWITTER | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING OCTOBER 31, 2016 | Mgmt | For |

HENRY SCHEIN, INC.

Agen

Security: 806407102
 Meeting Type: Annual
 Meeting Date: 31-May-2016
 Ticker: HSIC
 ISIN: US8064071025

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

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| | | | |
|-----|--|------|-----|
| 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 |
| 1M. | ELECTION OF DIRECTOR: CAROL RAPHAEL | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: E. DIANNE REKOW, DDS, PH.D. | Mgmt | For |
| 10. | ELECTION OF DIRECTOR: BRADLEY T. SHEARES, PH.D. | Mgmt | For |
| 2. | PROPOSAL TO APPROVE, BY NON-BINDING VOTE, THE 2015 COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3. | PROPOSAL TO RATIFY THE SELECTION OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |

HORMEL FOODS CORPORATION

Agen

Security: 440452100
Meeting Type: Annual
Meeting Date: 26-Jan-2016
Ticker: HRL
ISIN: US4404521001

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1. | DIRECTOR GARY C. BHOJWANI TERRELL K. CREWS JEFFREY M. ETTINGER | Mgmt Mgmt Mgmt | For For For |

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| | | | |
|----|--|------|---------|
| | JODY H. FERAGEN | Mgmt | For |
| | GLENN S. FORBES, M.D. | Mgmt | For |
| | STEPHEN M. LACY | Mgmt | For |
| | JOHN L. MORRISON | Mgmt | For |
| | ELSA A. MURANO, PH.D. | Mgmt | For |
| | ROBERT C. NAKASONE | Mgmt | For |
| | SUSAN K. NESTEGARD | Mgmt | For |
| | DAKOTA A. PIPPINS | Mgmt | For |
| | C.J. POLICINSKI | Mgmt | For |
| | SALLY J. SMITH | Mgmt | For |
| | JAMES P. SNEE | Mgmt | For |
| | STEVEN A. WHITE | Mgmt | For |
| 2. | AMEND THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED COMMON STOCK FROM 800 MILLION TO 1.6 BILLION SHARES AND TO REDUCE THE PAR VALUE FROM \$.0293 TO \$.01465 PER SHARE, IN ORDER TO EFFECT A TWO-FOR-ONE SPLIT OF THE COMPANY'S COMMON STOCK. | Mgmt | For |
| 3. | 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 30, 2016. | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL TO REQUIRE AN INDEPENDENT BOARD CHAIR. | Shr | Against |

 IDEXX LABORATORIES, INC.

Agen

 Security: 45168D104
 Meeting Type: Annual
 Meeting Date: 04-May-2016
 Ticker: IDXX
 ISIN: US45168D1046

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1 | ELECTION OF DIRECTOR: JONATHAN W. AYERS | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: BARRY C. JOHNSON, PHD | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: M. ANNE SZOSTAK | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR | Mgmt | For |
| 3. | TO APPROVE A NONBINDING ADVISORY RESOLUTION ON THE COMPANY'S EXECUTIVE COMPENSATION | Mgmt | For |

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J & J SNACK FOODS CORP.

Agen

Security: 466032109
 Meeting Type: Annual
 Meeting Date: 16-Feb-2016
 Ticker: JJSF
 ISIN: US4660321096

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | DIRECTOR PETER G. STANLEY | Mgmt | For |
| 2. | ADVISORY VOTE ON APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION PROGRAMS | Mgmt | For |

KANSAS CITY SOUTHERN

Agen

Security: 485170302
 Meeting Type: Annual
 Meeting Date: 05-May-2016
 Ticker: KSU
 ISIN: US4851703029

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LU M. CORDOVA | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: TERRENCE P. DUNN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ANTONIO O. GARZA, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: DAVID GARZA-SANTOS | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: THOMAS A. MCDONNELL | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DAVID L. STARLING | Mgmt | For |
| 2. | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016. | Mgmt | For |
| 3. | APPROVAL OF THE KANSAS CITY SOUTHERN ANNUAL INCENTIVE PLAN FOR PURPOSES OF INTERNAL REVENUE CODE SECTION 162 (M). | Mgmt | For |
| 4. | ADVISORY (NON-BINDING) VOTE APPROVING THE 2015 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5. | APPROVAL OF A STOCKHOLDER PROPOSAL ON PROXY ACCESS WITH DIFFERENT TERMS FROM THE | Shr | Against |

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COMPANY'S CURRENT PROXY ACCESS PROVISIONS.

 LKQ CORPORATION

Agen

Security: 501889208
 Meeting Type: Annual
 Meeting Date: 02-May-2016
 Ticker: LKQ
 ISIN: US5018892084

| 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: ROBERT L. WAGMAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLIAM M. WEBSTER, IV | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | RE-APPROVAL OF OUR MANAGEMENT INCENTIVE PLAN TO MAINTAIN ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Mgmt | For |
| 4. | RE-APPROVAL OF, AND APPROVAL OF AN AMENDMENT TO, OUR LONG TERM INCENTIVE PLAN TO MAINTAIN QUALIFICATION OF PAYOUTS UNDER THE PLAN AS TAX-DEDUCTIBLE PERFORMANCE-BASED COMPENSATION. | Mgmt | For |
| 5. | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |

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MEDNAX, INC.

Agen

Security: 58502B106
 Meeting Type: Special
 Meeting Date: 03-Nov-2015
 Ticker: MD
 ISIN: US58502B1061

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | TO APPROVE THE PROPOSED AMENDED AND RESTATED MEDNAX, INC. 1996 NON-QUALIFIED EMPLOYEE STOCK PURCHASE PLAN, WHICH IS BEING AMENDED AND RESTATED TO INCREASE THE NUMBER OF SHARES OF OUR COMMON STOCK RESERVED FOR ISSUANCE THEREUNDER. | Mgmt | For |
| 2. | TO APPROVE THE CREATION OF THE MEDNAX, INC. 2015 NON-QUALIFIED STOCK PURCHASE PLAN, WHICH IS BEING PROPOSED TO ENABLE MEDNAX'S ELIGIBLE INDEPENDENT CONTRACTORS TO INVEST IN MEDNAX THROUGH PURCHASES OF MEDNAX COMMON STOCK AT A FAVORABLE PRICE THROUGH DEDUCTIONS FROM PAYMENTS MADE FOR INDEPENDENT CONTRACTOR SERVICES. | Mgmt | For |

MEDNAX, INC.

Agen

Security: 58502B106
 Meeting Type: Annual
 Meeting Date: 12-May-2016
 Ticker: MD
 ISIN: US58502B1061

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR CESAR L. ALVAREZ KAREY D. BARKER WALDEMAR A. CARLO, M.D. MICHAEL B. FERNANDEZ PAUL G. GABOS P.J. GOLDSCHMIDT, M.D. MANUEL KADRE ROGER J. MEDEL, M.D. DONNA E. SHALALA, PH.D. ENRIQUE J. SOSA, PH.D. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For |
| 2. | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR THE 2016 FISCAL YEAR. | Mgmt | For |
| 3. | PROPOSAL TO APPROVE, BY NON-BINDING | Mgmt | For |

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ADVISORY VOTE, THE COMPENSATION OF OUR
NAMED EXECUTIVE OFFICERS.

METTLER-TOLEDO INTERNATIONAL INC.

Agen

Security: 592688105
Meeting Type: Annual
Meeting Date: 05-May-2016
Ticker: MTD
ISIN: US5926881054

| 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. | APPROVAL OF THE POBS PLUS INCENTIVE SYSTEM FOR GROUP MANAGEMENT | Mgmt | For |
| 4. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |

OPEN TEXT CORPORATION

Agen

Security: 683715106
Meeting Type: Annual and Special
Meeting Date: 02-Oct-2015
Ticker: OTEX
ISIN: CA6837151068

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

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| | | | |
|----|---|--|--|
| 01 | DIRECTOR P. THOMAS JENKINS MARK BARRENECHEA RANDY FOWLIE GAIL E. HAMILTON BRIAN J. JACKMAN STEPHEN J. SADLER MICHAEL SLAUNWHITE KATHARINE B. STEVENSON DEBORAH WEINSTEIN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For |
| 02 | RE-APPOINT KPMG LLP, CHARTERED ACCOUNTANTS, AS INDEPENDENT AUDITORS FOR THE COMPANY. | Mgmt | For |
| 03 | THE STOCK PURCHASE PLAN RESOLUTION, THE FULL TEXT IS ATTACHED AS SCHEDULE "A" TO THE COMPANY'S MANAGEMENT PROXY CIRCULAR (THE "CIRCULAR"), WITH OR WITHOUT VARIATION, TO AMEND AND RESTATE THE COMPANY'S STOCK PURCHASE PLAN, AS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR. | Mgmt | For |

ROLLINS, INC.

Agen

Security: 775711104
Meeting Type: Annual
Meeting Date: 26-Apr-2016
Ticker: ROL
ISIN: US7757111049

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR BILL J. DISMUKE THOMAS J. LAWLEY, M.D. JOHN F. WILSON | Mgmt Mgmt Mgmt | For For For |
| 2. | TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |

ROPER TECHNOLOGIES, INC.

Agen

Security: 776696106
Meeting Type: Annual
Meeting Date: 27-May-2016
Ticker: ROP
ISIN: US7766961061

| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|

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| | Type | |
|--|--|--|
| 1. DIRECTOR AMY WOODS BRINKLEY JOHN F. FORT, III BRIAN D. JELLISON ROBERT D. JOHNSON ROBERT E. KNOWLING, JR. WILBUR J. PREZZANO LAURA G. THATCHER RICHARD F. WALLMAN CHRISTOPHER WRIGHT | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 2. TO CONSIDER, ON A NON-BINDING, ADVISORY BASIS, A RESOLUTION APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3. TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED ACCOUNTING FIRM OF THE COMPANY. | Mgmt | For |
| 4. TO APPROVE THE ROPER TECHNOLOGIES, INC. 2016 INCENTIVE PLAN. | Mgmt | For |

SILGAN HOLDINGS INC.

Agen

Security: 827048109
Meeting Type: Annual
Meeting Date: 27-May-2016
Ticker: SLGN
ISIN: US8270481091

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | DIRECTOR R. PHILIP SILVER WILLIAM C. JENNINGS | Mgmt Mgmt | For For |
| 2. | TO REAPPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE SILGAN HOLDINGS INC. SENIOR EXECUTIVE PERFORMANCE PLAN, AS AMENDED. | Mgmt | For |
| 3. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |
| 4. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |

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SNAP-ON INCORPORATED

Agen

Security: 833034101
 Meeting Type: Annual
 Meeting Date: 28-Apr-2016
 Ticker: SNA
 ISIN: US8330341012

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: KAREN L. DANIEL | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RUTH ANN M. GILLIS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JAMES P. HOLDEN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: NATHAN J. JONES | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: HENRY W. KNUEPPEL | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: W. DUDLEY LEHMAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: NICHOLAS T. PINCHUK | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: GREGG M. SHERRILL | Mgmt | For |
| 1I. | 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 2016. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE THE COMPENSATION OF SNAP-ON INCORPORATED'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN "COMPENSATION DISCUSSION AND ANALYSIS" AND "EXECUTIVE COMPENSATION INFORMATION" IN THE PROXY STATEMENT. | Mgmt | For |

STERICYCLE, INC.

Agen

Security: 858912108
 Meeting Type: Annual
 Meeting Date: 25-May-2016
 Ticker: SRCL
 ISIN: US8589121081

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---------------------------------------|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MARK C. MILLER | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JACK W. SCHULER | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: CHARLES A. ALUTTO | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: LYNN D. BLEIL | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: THOMAS D. BROWN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: THOMAS F. CHEN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ROD F. DAMMEYER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: WILLIAM K. HALL | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOHN PATIENCE | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI | Mgmt | For |
| 2. | APPROVAL OF THE STERICYCLE, INC. CANADIAN EMPLOYEE STOCK PURCHASE PLAN | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016 | Mgmt | For |
| 4. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL ON INDEPENDENT CHAIRMAN | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS" | Shr | Against |

TELEDYNE TECHNOLOGIES INCORPORATED

Agen

Security: 879360105
Meeting Type: Annual
Meeting Date: 27-Apr-2016
Ticker: TDY
ISIN: US8793601050

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|------------------------------|--------------------------|
| 1. | DIRECTOR CHARLES CROCKER ROBERT MEHRABIAN JANE C. SHERBURNE MICHAEL T. SMITH | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2016. | Mgmt | For |
| 3. | APPROVAL OF NON-BINDING ADVISORY RESOLUTION ON THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |

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 THE BOSTON BEER COMPANY, INC. Agen

Security: 100557107
 Meeting Type: Annual
 Meeting Date: 25-May-2016
 Ticker: SAM
 ISIN: US1005571070

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR DAVID A. BURWICK MICHAEL SPILLANE JEAN-MICHEL VALETTE | Mgmt Mgmt Mgmt | For For For |
| 2. | TO APPROVE, BY NON-BINDING ADVISORY VOTE, OUR NAMED EXECUTIVE OFFICERS' COMPENSATION. | Mgmt | For |

 THE MIDDLEBY CORPORATION Agen

Security: 596278101
 Meeting Type: Annual
 Meeting Date: 11-May-2016
 Ticker: MIDD
 ISIN: US5962781010

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR SELIM A. BASSOUL SARAH PALISI CHAPIN ROBERT B. LAMB CATHY L. MCCARTHY JOHN R. MILLER III GORDON O'BRIEN PHILIP G. PUTNAM | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For |
| 2. | APPROVAL, BY AN ADVISORY VOTE, OF THE 2015 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 |
| 3. | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE CURRENT FISCAL YEAR ENDING DECEMBER 31, 2016. | Mgmt | For |
| 4. | RE-APPROVAL OF THE PERFORMANCE GOALS UNDER | Mgmt | For |

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THE COMPANY'S 2011 LONG-TERM INCENTIVE PLAN, WITH NO ADDITIONAL SHARES AUTHORIZED.

| | | | |
|----|---|------|-----|
| 5. | RE-APPROVAL OF THE PERFORMANCE GOALS UNDER THE COMPANY'S VALUE CREATION INCENTIVE PLAN. | Mgmt | For |
|----|---|------|-----|

THE TJX COMPANIES, INC.

Agen

Security: 872540109
 Meeting Type: Annual
 Meeting Date: 07-Jun-2016
 Ticker: TJX
 ISIN: US8725401090

| 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 |
| 1I. | ELECTION OF DIRECTOR: JOHN F. O'BRIEN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLOW B. SHIRE | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS AS TJX'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017. | Mgmt | For |
| 3. | SAY-ON-PAY: ADVISORY APPROVAL OF TJX'S EXECUTIVE COMPENSATION. | Mgmt | Against |
| 4. | STOCKHOLDER PROPOSAL FOR INCLUSION OF DIVERSITY AS A CEO PERFORMANCE MEASURE. | Shr | Against |
| 5. | STOCKHOLDER PROPOSAL FOR A REVIEW AND SUMMARY REPORT ON EXECUTIVE COMPENSATION POLICIES. | Shr | Against |

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THE TORO COMPANY

Agen

Security: 891092108
 Meeting Type: Annual
 Meeting Date: 15-Mar-2016
 Ticker: TTC
 ISIN: US8910921084

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------------------|--------------------------|
| 1. | DIRECTOR ROBERT C. BUHRMASTER RICHARD M. OLSON JAMES C. O'ROURKE CHRISTOPHER A. TWOMEY | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 2. | RATIFICATION OF THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING OCTOBER 31, 2016. | Mgmt | For |
| 3. | APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION. | Mgmt | For |

THE ULTIMATE SOFTWARE GROUP, INC.

Agen

Security: 90385D107
 Meeting Type: Annual
 Meeting Date: 16-May-2016
 Ticker: ULTI
 ISIN: US90385D1072

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SCOTT SCHERR | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ALOIS T. LEITER | 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, 2016. | Mgmt | For |
| 3. | TO APPROVE BY NON-BINDING ADVISORY VOTE THE COMPENSATION PAID TO ULTIMATE'S NAMED EXECUTIVE OFFICERS. | Mgmt | Against |
| 4. | TO APPROVE THE AMENDED AND RESTATED 2005 EQUITY INCENTIVE PLAN. | Mgmt | For |

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THE VALSPAR CORPORATION

Agen

Security: 920355104
 Meeting Type: Annual
 Meeting Date: 24-Feb-2016
 Ticker: VAL
 ISIN: US9203551042

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | TO ELECT DIRECTOR (CLASS III) FOR A TERM OF THREE YEARS: WILLIAM M. COOK | Mgmt | For |
| 1B. | TO ELECT DIRECTOR (CLASS III) FOR A TERM OF THREE YEARS: GARY E. HENDRICKSON | Mgmt | For |
| 1C. | TO ELECT DIRECTOR (CLASS III) FOR A TERM OF THREE YEARS: MAE C. JEMISON, M.D. | Mgmt | For |
| 2. | TO CAST AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE CORPORATION'S PROXY STATEMENT ("SAY-ON-PAY" VOTE). | Mgmt | For |
| 3. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE CORPORATION FOR THE FISCAL YEAR ENDING OCTOBER 28, 2016. | Mgmt | For |

THE VALSPAR CORPORATION

Agen

Security: 920355104
 Meeting Type: Special
 Meeting Date: 29-Jun-2016
 Ticker: VAL
 ISIN: US9203551042

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | A PROPOSAL TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF MARCH 19, 2016, BY AND AMONG THE VALSPAR CORPORATION, A DELAWARE CORPORATION (THE "COMPANY"), THE SHERWIN-WILLIAMS COMPANY, AN OHIO CORPORATION, AND VIKING MERGER SUB, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF SHERWIN-WILLIAMS (THE "MERGER"). | Mgmt | For |
| 2. | A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, CERTAIN COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER. | Mgmt | For |

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3. A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT OR IN THE ABSENCE OF A QUORUM.

Mgmt

For

 TRANSDIGM GROUP INCORPORATED

 Agen

Security: 893641100
 Meeting Type: Annual
 Meeting Date: 02-Mar-2016
 Ticker: TDG
 ISIN: US8936411003

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR WILLIAM DRIES MERVIN DUNN MICHAEL GRAFF W. NICHOLAS HOWLEY RAYMOND LAUBENTHAL ROBERT SMALL | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For |
| 2. | TO APPROVE (IN AN ADVISORY VOTE) COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS | Mgmt | Against |
| 3. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2016 | Mgmt | For |

 TYLER TECHNOLOGIES, INC.

 Agen

Security: 902252105
 Meeting Type: Annual
 Meeting Date: 11-May-2016
 Ticker: TYL
 ISIN: US9022521051

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.1 | ELECTION OF DIRECTOR: DONALD R. BRATTAIN | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: GLENN A. CARTER | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1.3 | ELECTION OF DIRECTOR: BRENDA A. CLINE | Mgmt | For |
| 1.4 | ELECTION OF DIRECTOR: J. LUTHER KING JR. | Mgmt | For |
| 1.5 | ELECTION OF DIRECTOR: LARRY D. LEINWEBER | Mgmt | For |
| 1.6 | ELECTION OF DIRECTOR: JOHN S. MARR JR. | Mgmt | For |
| 1.7 | ELECTION OF DIRECTOR: DANIEL M. POPE | Mgmt | For |
| 1.8 | ELECTION OF DIRECTOR: DUSTIN R. WOMBLE | Mgmt | For |
| 1.9 | ELECTION OF DIRECTOR: JOHN M. YEAMAN | Mgmt | For |
| 2. | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS. | Mgmt | For |
| 3. | 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 |

WABTEC CORPORATION

Agen

Security: 929740108
Meeting Type: Annual
Meeting Date: 11-May-2016
Ticker: WAB
ISIN: US9297401088

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR ROBERT J. BROOKS WILLIAM E. KASSLING ALBERT J. NEUPAVER | Mgmt Mgmt Mgmt | For For For |
| 2. | APPROVE AN ADVISORY (NON-BINDING) RESOLUTION RELATING TO THE APPROVAL OF 2015 NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 3. | RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2016 FISCAL YEAR | Mgmt | For |
| 4. | APPROVE THE 2011 STOCK INCENTIVE PLAN FOR PURPOSES OF QUALIFICATION UNDER APPLICABLE FRENCH LAW SO THAT EQUITY GRANTS THAT ARE MADE UNDER THE PLAN TO INDIVIDUALS WHO ARE SUBJECT TO TAXATION UNDER FRENCH LAW MAY QUALIFY AS FREE SHARE GRANTS UNDER FRENCH LAW | Mgmt | For |

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WASTE CONNECTIONS, INC.

Agen

Security: 941053100
Meeting Type: Special
Meeting Date: 26-May-2016
Ticker: WCN
ISIN: US9410531001

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | A PROPOSAL TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER DATED AS OF JANUARY 18, 2016 (THE "MERGER AGREEMENT"), BY AND AMONG WASTE CONNECTIONS, PROGRESSIVE WASTE SOLUTIONS LTD. ("PROGRESSIVE") AND WATER MERGER SUB LLC ("MERGER SUB"), AND TO APPROVE THE TRANSACTIONS CONTEMPLATED BY THE MERGER ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Mgmt | For |
| 2. | A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, SPECIFIED COMPENSATORY ARRANGEMENTS BETWEEN WASTE CONNECTIONS AND ITS NAMED EXECUTIVE OFFICERS RELATING TO THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT. | Mgmt | For |
| 3. | A PROPOSAL TO ADJOURN THE MEETING TO ANOTHER DATE AND PLACE IF NECESSARY OR APPROPRIATE TO SOLICIT ADDITIONAL VOTES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE WASTE CONNECTIONS SPECIAL MEETING TO APPROVE THE WASTE CONNECTIONS MERGER PROPOSAL. | Mgmt | For |

WEX INC.

Agen

Security: 96208T104
Meeting Type: Annual
Meeting Date: 13-May-2016
Ticker: WEX
ISIN: US96208T1043

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1 | ELECTION OF DIRECTOR: SHIKHAR GHOSH | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: KIRK P. POND | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: MELISSA D. SMITH | Mgmt | For |
| 2. | TO APPROVE AN ADVISORY (NON-BINDING) VOTE | Mgmt | For |

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ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

3. TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2016. 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 | 08/26/2016 |