

Edgar Filing: CALAMOS CONVERTIBLE & HIGH INCOME FUND - Form N-PX

CALAMOS CONVERTIBLE & HIGH INCOME FUND
Form N-PX
August 28, 2018

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: 811-21319

NAME OF REGISTRANT: CALAMOS CONVERTIBLE & HIGH
INCOME FUND

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 2020 Calamos Court
Naperville, IL 60563-2787

NAME AND ADDRESS OF AGENT FOR SERVICE: John P Calamos, Sr., Founder,
Chairman and Global Chief
Investment Officer
Calamos Advisors LLC
2020 Calamos Court
Naperville, IL 60563-2787

REGISTRANT'S TELEPHONE NUMBER: (630) 245-7200

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2017 - 06/30/2018

Calamos Convertible & High Income Fund

ALLERGAN PLC

Agen

Security: G0177J108
Meeting Type: Annual
Meeting Date: 02-May-2018
Ticker: AGN
ISIN: IE00BY9D5467

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Nesli Basgoz, M.D.	Mgmt	For
1b.	Election of Director: Paul M. Bisaro	Mgmt	For
1c.	Election of Director: Joseph H. Boccuzzi	Mgmt	For
1d.	Election of Director: Christopher W. Bodine	Mgmt	For

Edgar Filing: CALAMOS CONVERTIBLE & HIGH INCOME FUND - Form N-PX

1e.	Election of Director: Adriane M. Brown	Mgmt	For
1f.	Election of Director: Christopher J. Coughlin	Mgmt	For
1g.	Election of Director: Carol Anthony (John) Davidson	Mgmt	For
1h.	Election of Director: Catherine M. Klema	Mgmt	For
1i.	Election of Director: Peter J. McDonnell, M.D.	Mgmt	For
1j.	Election of Director: Patrick J. O'Sullivan	Mgmt	For
1k.	Election of Director: Brenton L. Saunders	Mgmt	For
1l.	Election of Director: Fred G. Weiss	Mgmt	For
2.	To approve, in a non-binding vote, Named Executive Officer compensation.	Mgmt	For
3.	To ratify, in a non-binding vote, the appointment of PricewaterhouseCoopers LLP as the Company's independent auditor for the fiscal year ending December 31, 2018 and to authorize, in a binding vote, the Board of Directors, acting through its Audit and Compliance Committee, to determine PricewaterhouseCoopers LLP's remuneration.	Mgmt	For
4.	To renew the authority of the directors of the Company (the "Directors") to issue shares.	Mgmt	For
5A.	To renew the authority of the Directors to issue shares for cash without first offering shares to existing shareholders.	Mgmt	For
5B.	To authorize the Directors to allot new shares up to an additional 5% for cash in connection with an acquisition or other capital investment.	Mgmt	For
6.	To consider a shareholder proposal requiring an independent Board Chairman, if properly presented at the meeting.	Shr	Against

AMERICAN INTERNATIONAL GROUP, INC.

Agen

Security: 026874784
Meeting Type: Annual
Meeting Date: 09-May-2018
Ticker: AIG
ISIN: US0268747849

Edgar Filing: CALAMOS CONVERTIBLE & HIGH INCOME FUND - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: W. DON CORNWELL	Mgmt	For
1b.	Election of Director: BRIAN DUPERRAULT	Mgmt	For
1c.	Election of Director: JOHN H. FITZPATRICK	Mgmt	For
1d.	Election of Director: WILLIAM G. JURGENSEN	Mgmt	For
1e.	Election of Director: CHRISTOPHER S. LYNCH	Mgmt	For
1f.	Election of Director: HENRY S. MILLER	Mgmt	For
1g.	Election of Director: LINDA A. MILLS	Mgmt	For
1h.	Election of Director: SUZANNE NORA JOHNSON	Mgmt	For
1i.	Election of Director: RONALD A. RITTENMEYER	Mgmt	For
1j.	Election of Director: DOUGLAS M. STEENLAND	Mgmt	For
1k.	Election of Director: THERESA M. STONE	Mgmt	For
2.	To vote, on a non-binding advisory basis, to approve executive compensation.	Mgmt	For
3.	To act upon a proposal to ratify the selection of PricewaterhouseCoopers LLP as AIG's independent registered public accounting firm for 2018.	Mgmt	For

GILEAD SCIENCES, INC.

Agent

Security: 375558103
Meeting Type: Annual
Meeting Date: 09-May-2018
Ticker: GILD
ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: John F. Cogan, Ph.D.	Mgmt	For
1b.	Election of Director: Jacqueline K. Barton, Ph.D.	Mgmt	For
1c.	Election of Director: Kelly A. Kramer	Mgmt	For
1d.	Election of Director: Kevin E. Lofton	Mgmt	For
1e.	Election of Director: John C. Martin, Ph.D.	Mgmt	For
1f.	Election of Director: John F. Milligan,	Mgmt	For

Edgar Filing: CALAMOS CONVERTIBLE & HIGH INCOME FUND - Form N-PX

Ph.D.

1g.	Election of Director: Richard J. Whitley, M.D.	Mgmt	For
1h.	Election of Director: Gayle E. Wilson	Mgmt	For
1i.	Election of Director: Per Wold-Olsen	Mgmt	For
2.	To ratify the selection of Ernst & Young LLP by the Audit Committee of the Board of Directors as the independent registered public accounting firm of Gilead for the fiscal year ending December 31, 2018.	Mgmt	For
3.	To approve, on an advisory basis, the compensation of our Named Executive Officers as presented in the Proxy Statement.	Mgmt	For
4.	To vote on a stockholder proposal, if properly presented at the meeting, requesting that the Board adopt a policy that the Chairman of the Board of Directors be an independent director.	Shr	Against
5.	To vote on a stockholder proposal, if properly presented at the meeting, requesting that the Board take steps to permit stockholder action by written consent.	Shr	Against

MAGELLAN MIDSTREAM PARTNERS, L.P.

Agen

Security: 559080106
Meeting Type: Annual
Meeting Date: 26-Apr-2018
Ticker: MMP
ISIN: US5590801065

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Robert G. Croyle Stacy P. Methvin Barry R. Pearl	Mgmt Mgmt Mgmt	For For For
2.	Advisory Resolution to Approve Executive Compensation	Mgmt	For
3.	Ratification of Appointment of Independent Auditor	Mgmt	For

Edgar Filing: CALAMOS CONVERTIBLE & HIGH INCOME FUND - Form N-PX

OCEAN RIG UDW INC

Agen

Security: G66964118
 Meeting Type: Special
 Meeting Date: 03-Nov-2017
 Ticker: ORIG
 ISIN: KYG669641188

Prop.#	Proposal	Proposal Type	Proposal Vote
1	TO APPROVE THE ENHANCED SPECIAL RESOLUTION REQUIRED PURSUANT TO THE CURRENT AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY, TO DELETE THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY CURRENTLY IN EFFECT (THE "CURRENT AMENDED AND RESTATED MEMORANDUM AND ARTICLES") IN ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) .	Mgmt	For
2	TO APPROVE THE ORDINARY RESOLUTION REQUIRED PURSUANT TO THE CURRENT AMENDED AND RESTATED MEMORANDUM AND ARTICLES TO (I) REDUCE THE AUTHORIZED CAPITAL OF THE COMPANY FROM US\$10,005,000,000 DIVIDED INTO ONE TRILLION (1,000,000,000,000) COMMON SHARES OF A PAR VALUE OF US\$0.01 EACH AND FIVE HUNDRED ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) .	Mgmt	For
3	TO APPROVE THE ORDINARY RESOLUTION REQUIRED PURSUANT TO THE CURRENT AMENDED AND RESTATED MEMORANDUM AND ARTICLES TO (I) REDESIGNATE 1,500,000,000 EXISTING COMMON SHARES IN THE AUTHORIZED CAPITAL OF THE COMPANY AS CLASS A COMMON SHARES INCLUDING THE EXISTING ISSUED COMMON SHARES IN THE COMPANY; (II) ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) .	Mgmt	For
4	SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.	Mgmt	For

OCEAN RIG UDW INC

Agen

Security: G66964118
 Meeting Type: Annual
 Meeting Date: 05-Mar-2018
 Ticker: ORIG
 ISIN: KYG669641188

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

Edgar Filing: CALAMOS CONVERTIBLE & HIGH INCOME FUND - Form N-PX

- | | | | |
|----|---|------|-----|
| 1. | To ratify the appointment of Ernst & Young (Hellas) Certified Auditors Accountants S.A., as the Company's independent auditors for the fiscal year ending December 31, 2018. | Mgmt | For |
| 2. | To approve the special resolution required pursuant to the Companies Law (2016 Revision) of the laws of the Cayman Islands and the second amended and restated memorandum and articles of association of the Company to amend Article 32.4 of the second amended and restated memorandum and articles of association by deleting Article 32.4 of the second amended and restated memorandum and articles of association of the Company in its entirety and replacing it | Mgmt | For |

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108
 Meeting Type: Annual
 Meeting Date: 04-Apr-2018
 Ticker: SLB
 ISIN: AN8068571086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Peter L.S. Currie	Mgmt	For
1B.	Election of Director: Miguel M. Galuccio	Mgmt	For
1C.	Election of Director: V. Maureen Kempston Darkes	Mgmt	For
1D.	Election of Director: Paal Kibsgaard	Mgmt	For
1E.	Election of Director: Nikolay Kudryavtsev	Mgmt	For
1F.	Election of Director: Helge Lund	Mgmt	For
1G.	Election of Director: Michael E. Marks	Mgmt	For
1H.	Election of Director: Indra K. Nooyi	Mgmt	For
1I.	Election of Director: Lubna S. Olayan	Mgmt	For
1J.	Election of Director: Leo Rafael Reif	Mgmt	For
1K.	Election of Director: Henri Seydoux	Mgmt	For
2.	To approve, on an advisory basis, the Company's executive compensation.	Mgmt	For

Edgar Filing: CALAMOS CONVERTIBLE & HIGH INCOME FUND - Form N-PX

- | | | | |
|----|--|------|-----|
| 3. | To report on the course of business during the year ended December 31, 2017; and approve our consolidated balance sheet as of December 31, 2017; our consolidated statement of income for the year ended December 31, 2017; and our Board of Directors' declarations of dividends in 2017, as reflected in our 2017 Annual Report to Stockholders. | Mgmt | For |
| 4. | To ratify the appointment of PricewaterhouseCoopers LLP as independent auditors for 2018. | Mgmt | For |
| 5. | To approve amended and restated French Sub Plan for purposes of qualification under French Law. | Mgmt | For |

 SOUTHWESTERN ENERGY COMPANY

Agen

 Security: 845467109
 Meeting Type: Annual
 Meeting Date: 22-May-2018
 Ticker: SWN
 ISIN: US8454671095

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Election of Director: John D. Gass	Mgmt	For
1.2	Election of Director: Catherine A. Kehr	Mgmt	For
1.3	Election of Director: Greg D. Kerley	Mgmt	For
1.4	Election of Director: Gary P. Luquette	Mgmt	For
1.5	Election of Director: Jon A. Marshall	Mgmt	For
1.6	Election of Director: Patrick M. Prevost	Mgmt	For
1.7	Election of Director: Terry W. Rathert	Mgmt	For
1.8	Election of Director: William J. Way	Mgmt	For
2.	Advisory vote to approve 2017 named executive officer compensation.	Mgmt	For
3.	Proposal to ratify the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2018.	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)	CALAMOS CONVERTIBLE & HIGH INCOME FUND
By (Signature)	/s/ John P. Calamos, Sr.
Name	John P. Calamos, Sr.
Title	President
Date	08/07/2018