

TEKLA HEALTHCARE INVESTORS
Form N-PX
August 29, 2016

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

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Washington, D.C. 20549

FORM N-PX

**ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED
MANAGEMENT INVESTMENT COMPANY**

Investment Company Act file number 811- 04889

Tekla Healthcare Investors

(Exact name of registrant as specified in charter)

100 Federal Street, 19th Floor, Boston, MA
(Address of principal executive offices)

02110
(Zip code)

Laura Woodward

Tekla Healthcare Investors

100 Federal Street, 19th Floor, Boston MA 02110

(Name and address of agent for service)

Registrant's telephone number, including area code: **617-772-8500**

Date of fiscal year end: **September 30**

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Date of reporting period: **7/1/15-6/30/16**

Form N-PX is to be used by a registered management investment company, other than a small business investment company registered on Form N-5 (ss.ss.239.24 and 274.5 of this chapter), to file reports with the Commission, not later than August 31 of each year, containing the registrant's proxy voting record for the most recent twelve-month period ended June 30, pursuant to section 30 of the Investment Company Act of 1940 and rule 30b1-4 thereunder (17 CFR 270.30b1-4). The Commission may use the information provided on Form N-PX in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-PX, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-PX unless the Form displays a currently valid Office of Management and Budget (OMB) control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to the Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

Item 1. Proxy Voting Record.

*Vote Summary***ACADIA PHARMACEUTICALS INC.**

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 004225108 | Meeting Type | Annual |
| Ticker Symbol | ACAD | Meeting Date | 10-Jun-2016 |
| Record Date | 22-Apr-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1 | DIRECTOR | Management | | |
| | 1 LAURA BREGE | | For | For |
| | 2 STEPHEN DAVIS | | For | For |
| 2 | TO APPROVE AN AMENDMENT TO OUR 2004 EMPLOYEE STOCK PURCHASE PLAN TO, AMONG OTHER THINGS, INCREASE THE AGGREGATE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 400,000 SHARES. | Management | For | For |
| 3 | TO APPROVE AN AMENDMENT TO OUR 2010 EQUITY INCENTIVE PLAN, AS AMENDED, TO, AMONG OTHER THINGS, INCREASE THE AGGREGATE NUMBER OF SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 3,000,000 SHARES. | Management | For | For |
| 4 | TO APPROVE, ON AN ADVISORY BASIS, OUR EXECUTIVE COMPENSATION. | Management | For | For |
| 5 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Management | For | For |

AETNA INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 00817Y108 | Meeting Type | Special |
| Ticker Symbol | AET | Meeting Date | 19-Oct-2015 |
| Record Date | 16-Sep-2015 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1 | TO APPROVE THE ISSUANCE OF AETNA INC. COMMON SHARES, PAR VALUE \$0.01 PER SHARE (AETNA COMMON SHARES), TO HUMANA INC. STOCKHOLDERS IN THE MERGER BETWEEN ECHO MERGER SUB, INC., A DELAWARE CORPORATION AND WHOLLY OWNED SUBSIDIARY OF AETNA INC., AND HUMANA INC. PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JULY 2, 2015, AMONG AETNA INC., ECHO MERGER SUB, INC., ECHO MERGER SUB, LLC, A DELAWARE LIMITED LIABILITY COMPANY AND | Management | For | For |

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| | | | | |
|---|---|------------|-----|-----|
| WHOLLY OWNED SUBSIDIARY OF AETNA INC., AND HUMANA INC., AS IT MAY BE AMENDED FROM TIME TO TIME (THE MERGER AGREEMENT). | | | | |
| 2 | TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING OF SHAREHOLDERS OF AETNA INC. IF NECESSARY TO SOLICIT ADDITIONAL PROXIES IF THERE ARE NOT SUFFICIENT VOTES TO APPROVE THE ISSUANCE OF AETNA COMMON SHARES PURSUANT TO THE MERGER AGREEMENT AT THE TIME OF THE SPECIAL MEETING OF SHAREHOLDERS OF AETNA INC. | Management | For | For |

AGILENT TECHNOLOGIES, INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 00846U101 | Meeting Type | Annual |
| Ticker Symbol | A | Meeting Date | 16-Mar-2016 |
| Record Date | 19-Jan-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1A | ELECTION OF DIRECTOR TO A 3-YEAR TERM: PAUL N. CLARK | Management | For | For |
| 1B | ELECTION OF DIRECTOR TO A 3-YEAR TERM: JAMES G. CULLEN | Management | For | For |
| 1C | ELECTION OF DIRECTOR TO A 3-YEAR TERM: TADATAKA YAMADA, M.D. | Management | For | For |
| 2 | TO RATIFY THE AUDIT AND FINANCE COMMITTEE S APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS AGILENT S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For | For |
| 3 | TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF AGILENT S NAMED EXECUTIVE OFFICERS. | Management | For | For |
| 4 | TO APPROVE AMENDMENTS TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND BYLAWS TO DECLASSIFY THE BOARD. | Management | For | For |

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AKORN, INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 009728106 | Meeting Type | Annual |
| Ticker Symbol | AKRX | Meeting Date | 01-Jul-2016 |
| Record Date | 11-May-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1 | DIRECTOR | Management | | |
| | 1 JOHN KAPOOR, PHD | | For | For |
| | 2 KENNETH ABRAMOWITZ | | For | For |
| | 3 ADRIENNE GRAVES, PHD | | For | For |
| | 4 RONALD JOHNSON | | For | For |
| | 5 STEVEN MEYER | | For | For |
| | 6 TERRY ALLISON RAPPUHN | | For | For |
| | 7 BRIAN TAMBI | | For | For |
| | 8 ALAN WEINSTEIN | | For | For |
| 2 | PROPOSAL TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR YEAR ENDING DECEMBER 31, 2016. | Management | For | For |
| 3 | PROPOSAL TO APPROVE, THROUGH A NON-BINDING ADVISORY VOTE, THE COMPANY'S EXECUTIVE COMPENSATION PROGRAM AS DESCRIBED IN THE COMPANY'S 2016 PROXY STATEMENT. | Management | For | For |

ALERE INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 01449J105 | Meeting Type | Annual |
| Ticker Symbol | ALR | Meeting Date | 22-Jul-2015 |
| Record Date | 05-Jun-2015 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1A | ELECTION OF DIRECTOR: GREGG J. POWERS | Management | For | For |
| 1B | ELECTION OF DIRECTOR: HAKAN BJORKLUND, PHD. | Management | For | For |
| 1C | ELECTION OF DIRECTOR: GEOFFREY S. GINSBURG | Management | For | For |
| 1D | ELECTION OF DIRECTOR: CAROL R. GOLDBERG | Management | For | For |
| 1E | ELECTION OF DIRECTOR: JOHN F. LEVY | Management | For | For |
| 1F | ELECTION OF DIRECTOR: BRIAN A. MARKISON | Management | For | For |
| 1G | ELECTION OF DIRECTOR: SIR THOMAS F. WILSON | Management | For | For |
| 1H | ELECTION OF DIRECTOR: JOHN A. QUELCH | Management | For | For |
| 1I | ELECTION OF DIRECTOR: JAMES ROOSEVELT, JR. | Management | For | For |
| 1J | ELECTION OF DIRECTOR: NAMAL NAWANA | Management | For | For |
| 2 | APPROVE AMENDMENTS TO OUR 2010 STOCK OPTION AND INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR .. (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Management | For | For |

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| | | | | |
|---|---|------------|-----|-----|
| 3 | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2015. | Management | For | For |
| 4 | HOLD AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Management | For | For |

ALEXION PHARMACEUTICALS, INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 015351109 | Meeting Type | Annual |
| Ticker Symbol | ALXN | Meeting Date | 11-May-2016 |
| Record Date | 15-Mar-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|---------|------------------------|
| 1A | ELECTION OF DIRECTOR: LEONARD BELL | Management | For | For |
| 1B | ELECTION OF DIRECTOR: FELIX BAKER | Management | For | For |
| 1C | ELECTION OF DIRECTOR: DAVID R. BRENNAN | Management | For | For |
| 1D | ELECTION OF DIRECTOR: M. MICHELE BURNS | Management | For | For |
| 1E | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN | Management | For | For |
| 1F | ELECTION OF DIRECTOR: DAVID L. HALLAL | Management | For | For |
| 1G | ELECTION OF DIRECTOR: JOHN T. MOLLEN | Management | For | For |
| 1H | ELECTION OF DIRECTOR: R. DOUGLAS NORBY | Management | For | For |
| 1I | ELECTION OF DIRECTOR: ALVIN S. PARVEN | Management | For | For |
| 1J | ELECTION OF DIRECTOR: ANDREAS RUMMELT | Management | For | For |
| 1K | ELECTION OF DIRECTOR: ANN M. VENEMAN | Management | For | For |
| 2 | APPROVAL OF A NON-BINDING ADVISORY VOTE OF THE 2015 COMPENSATION PAID TO ALEXION S NAMED EXECUTIVE OFFICERS. | Management | For | For |
| 3 | RATIFICATION OF APPOINTMENT BY BOARD OF PRICEWATERHOUSECOOPERS LLP AS ALEXION S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Management | For | For |
| 4 | TO REQUEST THE BOARD TO AMEND ALEXION S GOVERNING DOCUMENTS TO GIVE SHAREHOLDERS OWNING 10% OF ALEXION STOCK THE POWER TO CALL A SPECIAL MEETING. | Shareholder | Against | For |

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ALKERMES PLC

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | G01767105 | Meeting Type | Annual |
| Ticker Symbol | ALKS | Meeting Date | 25-May-2016 |
| Record Date | 17-Mar-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1.1 | ELECTION OF DIRECTOR: DAVID W. ANSTICE | Management | For | For |
| 1.2 | ELECTION OF DIRECTOR: ROBERT A. BREYER | Management | For | For |
| 1.3 | ELECTION OF DIRECTOR: WENDY L. DIXON, PH.D. | Management | For | For |
| 2 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Management | For | For |
| 3 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITOR OF THE COMPANY AND TO AUTHORIZE THE AUDIT AND RISK COMMITTEE TO SET THE INDEPENDENT AUDITOR'S REMUNERATION ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Management | For | For |
| 4 | TO APPROVE THE ALKERMES PLC 2011 STOCK OPTION AND INCENTIVE PLAN, AS AMENDED. | Management | For | For |
| 5 | TO GRANT THE BOARD THE AUTHORITY TO ISSUE SHARES UNDER IRISH LAW. | Management | For | For |
| 6A | TO APPROVE CERTAIN AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION THAT ADDRESS THE ADOPTION OF THE IRISH COMPANIES ACT 2014. | Management | For | For |
| 6B | TO APPROVE CERTAIN AMENDMENTS TO THE COMPANY'S MEMORANDUM OF ASSOCIATION THAT ADDRESS THE ADOPTION OF THE IRISH COMPANIES ACT 2014. | Management | For | For |
| 7 | TO GRANT THE BOARD THE AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS UNDER IRISH LAW. | Management | For | For |

ALLERGAN PLC

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | G0177J108 | Meeting Type | Annual |
| Ticker Symbol | AGN | Meeting Date | 05-May-2016 |
| Record Date | 07-Mar-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|----------|--------------------|------|------------------------|
| 1 | DIRECTOR | Management | | |
| | 1 | NESLI BASGOZ, M.D. | For | For |
| | 2 | PAUL M. BISARO | For | For |
| | 3 | JAMES H. BLOEM | For | For |

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|----|--|-------------|---------|-----|
| 4 | CHRISTOPHER W. BODINE | | For | For |
| 5 | CHRISTOPHER J. COUGHLIN | | For | For |
| 6 | MICHAEL R. GALLAGHER | | For | For |
| 7 | CATHERINE M. KLEMA | | For | For |
| 8 | PETER J. MCDONNELL, M.D | | For | For |
| 9 | PATRICK J. O SULLIVAN | | For | For |
| 10 | BRENTON L. SAUNDERS | | For | For |
| 11 | RONALD R. TAYLOR | | For | For |
| 12 | FRED G. WEISS | | For | For |
| 2 | TO APPROVE, IN A NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION | Management | For | 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, 2016 AND TO AUTHORIZE, IN A BINDING VOTE, THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT AND COMPLIANCE COMMITTEE, TO DETERMINE PRICEWATERHOUSECOOPERS LLP S REMUNERATION | Management | For | For |
| 4A | TO APPROVE THE AMENDMENT OF THE COMPANY S: MEMORANDUM OF ASSOCIATION TO MAKE CERTAIN ADMINISTRATIVE AMENDMENTS | Management | For | For |
| 4B | TO APPROVE THE AMENDMENT OF THE COMPANY S: ARTICLES OF ASSOCIATION TO MAKE CERTAIN ADMINISTRATIVE AMENDMENTS | Management | For | For |
| 5A | TO APPROVE THE AMENDMENT OF THE COMPANY S ARTICLES OF ASSOCIATION IN ORDER TO: PROVIDE FOR A PLURALITY VOTING STANDARD IN THE EVENT OF A CONTESTED ELECTION | Management | For | For |
| 5B | TO APPROVE THE AMENDMENT OF THE COMPANY S ARTICLES OF ASSOCIATION IN ORDER TO: GRANT THE BOARD OF DIRECTORS SOLE AUTHORITY TO DETERMINE ITS SIZE | Management | For | For |
| 6 | TO APPROVE THE REDUCTION OF COMPANY CAPITAL | Management | For | For |
| 7 | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING AN ANNUAL REPORT ON LOBBYING ACTIVITIES, IF PROPERLY PRESENTED AT THE MEETING | Shareholder | Against | For |
| 8 | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN, IF PROPERLY PRESENTED AT THE MEETING | Shareholder | Against | For |

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ALLIQUA BIOMEDICAL, INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 019621200 | Meeting Type | Annual |
| Ticker Symbol | ALQA | Meeting Date | 06-May-2016 |
| Record Date | 11-Mar-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|------|------------------------|
| 1 | DIRECTOR | Management | | |
| | 1 DAVID JOHNSON | | For | For |
| | 2 WINSTON KUNG | | For | For |
| | 3 JOSEPH LEONE | | For | For |
| | 4 GARY RESTANI | | For | For |
| | 5 JEFFREY SKLAR | | For | For |
| | 6 MARK WAGNER | | For | For |
| | 7 JEROME ZELDIS, MD, PHD. | | For | For |
| 2 | APPROVAL OF AN AMENDMENT TO OUR CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 45,714,286 TO 95,000,000. | Management | For | For |
| 3 | RATIFICATION OF THE APPOINTMENT OF MARCUM LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Management | For | For |

ALNYLAM PHARMACEUTICALS, INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 02043Q107 | Meeting Type | Annual |
| Ticker Symbol | ALNY | Meeting Date | 03-May-2016 |
| Record Date | 11-Mar-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1.1 | ELECTION OF CLASS III DIRECTOR: STEVEN M. PAUL, M.D. | Management | For | For |
| 1.2 | ELECTION OF CLASS III DIRECTOR: AMY W. SCHULMAN | Management | For | For |
| 1.3 | ELECTION OF CLASS III DIRECTOR: KEVIN P. STARR | Management | For | For |
| 2 | TO APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF ALNYLAM S NAMED EXECUTIVE OFFICERS. | Management | For | For |
| 3 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS ALNYLAM S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Management | For | For |

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ALTERG, INC.

| | | | |
|----------------------|-----|---------------------|-----------------|
| Security | N/A | Meeting Type | Written Consent |
| Ticker Symbol | N/A | Meeting Date | 1-Feb-2016 |
| Record Date | N/A | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|--|-------------|------|------------------------|
| 1 | WAIVER OF REQUIREMENT FOR AUDITED FINANCIAL STATEMENTS | Management | For | For |
| 2 | ADDITIONAL PROVISIONS | Management | For | For |

AMGEN INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 031162100 | Meeting Type | Annual |
| Ticker Symbol | AMGN | Meeting Date | 19-May-2016 |
| Record Date | 21-Mar-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|------|---|-------------|---------|------------------------|
| 1A | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: DR. DAVID BALTIMORE | Management | For | For |
| 1B | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: MR. FRANK J. BIONDI, JR. | Management | For | For |
| 1C | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: MR. ROBERT A. BRADWAY | Management | For | For |
| 1D | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: MR. FRANCOIS DE CARBONNEL | Management | For | For |
| 1E | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: MR. ROBERT A. ECKERT | Management | For | For |
| 1F | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: MR. GREG C. GARLAND | Management | For | For |
| 1G | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: MR. FRED HASSAN | Management | For | For |
| 1H | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: DR. REBECCA M. HENDERSON | Management | For | For |
| 1I | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: MR. FRANK C. HERRINGER | Management | For | For |
| 1J | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: DR. TYLER JACKS | Management | For | For |
| 1K | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: MS. JUDITH C. PELHAM | Management | For | For |
| 1L | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: DR. RONALD D. SUGAR | Management | For | For |
| 1M | ELECTION OF DIRECTOR FOR A TERM EXPIRING AT 2017: DR. R. SANDERS WILLIAMS | Management | For | For |
| 2 | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016. | Management | For | For |
| 3 | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION. | Management | For | For |
| 4 | STOCKHOLDER PROPOSAL TO CHANGE THE VOTING STANDARD APPLICABLE TO | Shareholder | Against | For |

NON-BINDING PROPOSALS SUBMITTED BY
STOCKHOLDERS.

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ARIAD PHARMACEUTICALS, INC.

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | 04033A100 | Meeting Type | Annual |
| Ticker Symbol | ARIA | Meeting Date | 21-Jul-2016 |
| Record Date | 25-May-2016 | | |

| Item | Proposal | Proposed by | Vote | For/Against Management |
|-------------|---|--------------------|-------------|-------------------------------|
| 1 | TO ADOPT AN AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS AND PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS. | Management | For | For |
| 2A | TO ELECT CLASS 1 DIRECTOR TO SERVE ON OUR BOARD OF DIRECTORS: ALEXANDER J. DENNER, PH.D. | Management | For | For |
| 3 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Management | For | For |
| 4 | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016. | Management | For | For |

AURIS MEDICAL HOLDING AG

| | | | |
|----------------------|-------------|---------------------|-------------|
| Security | H03579101 | Meeting Type | Annual |
| Ticker Symbol | EARS | Meeting Date | 08-Apr-2016 |
| Record Date | 10-Mar-2016 | | |

| Item | Proposal | Proposed by |
|-------------|-----------------|--------------------|
|-------------|-----------------|--------------------|