

Viggle Inc.  
Form S-3  
February 09, 2015

As filed with the Securities and Exchange Commission on February 9, 2015  
Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-3

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

Viggle Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

33-0637631

I.R.S. Employer Identification Number

902 Broadway, 11<sup>th</sup> Floor  
New York, New York 10010  
(212) 231-0092

(Address including zip code and telephone number, including area code, of registrant's principal executive offices)

Robert F.X. Sillerman  
Chairman and Chief Executive Officer  
Viggle Inc.  
902 Broadway, 11<sup>th</sup> Floor  
New York, New York 10010  
(212) 231-0092

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Approximate date of commencement of proposed sale to the public: From time to time after  
the effective date of this Registration Statement

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. ☐

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest

reinvestment plans, check the following box. ☒

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☐

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/> (do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>
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## CALCULATION OF REGISTRATION FEE

Title of each class of	Amount to be registered(1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price (2)	Amount of registration fee(3)
Securities to be registered				
Common stock, par value \$0.001 per share	0	0	0	0
Preferred stock, par value \$0.001 per share	0	0	0	0
Warrants(4)	0	0	0	0
Units(5)	0	0	0	0
Total			\$ 40,000,000	\$ 4,648.00

(1) The registrant is registering an indeterminate number of shares of common stock, preferred stock, warrants to purchase common stock or preferred stock, and units with an aggregate initial offering price not to exceed \$40,000,000. The securities registered also include such indeterminate amounts and numbers of common stock and preferred stock as may be issued upon conversion of or exchange for preferred stock that provide for conversion or exchange, upon exercise of warrants, or pursuant to the antidilution provisions of any such securities.

(2) In no event will the aggregate offering price of all securities issued from time to time pursuant to this registration statement exceed \$40,000,000.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "Securities Act"), which permits the registration fee to be calculated on the basis of the maximum aggregate offering price of all securities registered.

(4) Includes warrants to purchase common stock and warrants to purchase preferred stock.

(5) Any of the securities registered hereunder may be sold separately, or as units with other securities registered hereby. We will determine the proposed maximum offering price per unit when we issue the above listed securities. The proposed maximum per unit and aggregate offering prices per class of securities will be determined from time to time by the registrant in connection with the issuance by the registrant of the securities registered under this registration statement and is not specified as to each class of security pursuant to General Instruction II.D of Form S-3 under the Securities Act.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement relating to these securities that has been filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

(Subject to Completion, Dated February 9, 2015)

PROSPECTUS

\$40,000,000

Viggle Inc.

Common Stock

Preferred Stock

Warrants

Units

We may from time to time, in one or more offerings at prices and on terms that we will determine at the time of each offering, sell common stock, preferred stock, warrants, or a combination of these securities, or units, for an aggregate initial offering price of up to \$40,000,000. This prospectus describes the general manner in which our securities may be offered using this prospectus. Each time we offer and sell securities, we will provide you with a prospectus supplement that will contain specific information about the terms of that offering. Any prospectus supplement may also add, update, or change information contained in this prospectus. You should carefully read this prospectus and the applicable prospectus supplement as well as the documents incorporated or deemed to be incorporated by reference in this prospectus before you purchase any of the securities offered hereby.

This prospectus may not be used to offer and sell securities unless accompanied by a prospectus supplement.

Our common stock is traded on the NASDAQ Capital Market under the symbol "VGGL." On February 6, 2015, the last reported sales price for our common stock was \$2.20 per share. As of that date, the aggregate market value of our outstanding common stock held by non-affiliates was approximately \$17,579,749 based on 16,556,881 shares of our outstanding common stock, of which approximately 7,990,795 shares were held by non-affiliates. Pursuant to General Instruction I.B.6 of Form S-3, in no event will we sell our common stock in a public primary offering with a value exceeding more than one-third of the aggregate market value of our common stock in any 12-month period so long as the aggregate market value of our common stock remains below \$75,000,000. As of the date of this prospectus, we have not offered or sold any securities pursuant to General Instruction I.B.6. of Form S-3 during the 12 calendar month period that ends on and includes the date of this prospectus. We will apply to list any shares of common stock sold by us under this prospectus and any prospectus supplement on the NASDAQ Capital Market. The prospectus supplement will contain information, where applicable, as to any other listing of the securities on the NASDAQ Capital Market or any other securities market or exchange covered by the prospectus supplement.

The securities offered by this prospectus involve a high degree of risk. See "Risk Factors" beginning on page 8, in addition to Risk Factors contained in the applicable prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We may offer the securities directly or through agents or to or through underwriters or dealers. If any agents or underwriters are involved in the sale of the securities their names, and any applicable purchase price, fee, commission or discount arrangement between or among them, will be set forth, or will be calculable from the information set forth, in an accompanying prospectus supplement. We can sell the securities through agents, underwriters or dealers only with delivery of a prospectus supplement describing the method and terms of the offering of such securities. See "Plan of Distribution."

The date of this prospectus is \_\_\_\_\_, 2015.

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You should rely only on the information contained or incorporated by reference in this prospectus or any prospectus supplement. We have not authorized anyone to provide you with information different from that contained or incorporated by reference into this prospectus. If any person does provide you with information that differs from what is contained or incorporated by reference in this prospectus, you should not rely on it. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus. You should assume that the information contained in this prospectus or any prospectus supplement is accurate only as of the date on the front of the document and that any information contained in any document we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus or any prospectus supplement or any sale of a security. These documents are not an offer to sell or a solicitation of an offer to buy these securities in any circumstances under which the offer or solicitation is unlawful.

## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, using a “shelf” registration process. Under this shelf registration process, we may sell any combination of the securities described in this prospectus in one of more offerings up to a total dollar amount of proceeds of \$40,000,000. This prospectus describes the general manner in which our securities may be offered by this prospectus. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus or in documents incorporated by reference in this prospectus. The prospectus supplement that contains specific information about the terms of the securities being offered may also include a discussion of certain U.S. Federal income tax consequences and any risk factors or other special considerations applicable to those securities. To the extent that any statement that we make in a prospectus supplement is inconsistent with statements made in this prospectus or in documents incorporated by reference in this prospectus, you should rely on the information in the prospectus supplement. You should carefully read both this prospectus and any prospectus supplement together with the additional information described under “Where You Can Find More Information” before buying any securities in this offering.

The terms “Viggle,” the “Company,” “we,” “our” or “us” in this prospectus refer to Viggle Inc. and its subsidiaries, unless the context suggests otherwise.

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this prospectus and the documents and information incorporated by reference in this prospectus include some statements that are not purely historical and that are “forward-looking statements.” Such forward-looking statements include, but are not limited to, statements regarding our expectations, hopes, beliefs, intentions or strategies regarding the future, including our financial condition, and results of operations. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipates,” “believes,” “continue,” “could,” “estimates,” “expects,” “intends,” “may,” “might,” “plans,” “possible,” “potential,” “predicts,” “projects,” “seeks,” “s” and similar expressions, or the negatives of such terms, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

The forward-looking statements contained in this prospectus are based on current expectations and beliefs concerning future developments and their potential effects on us. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including, but not limited to, the risks outlined under “Risk Factors,” that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Unless we are required to do so under U.S. federal securities laws or other applicable laws, we do not intend to update or revise any forward-looking statements.



## ABOUT VIGGLE

### Overview

Viggle Inc. was incorporated in Delaware in July 1994, and was formerly known as Function (x) Inc, Function (X) Inc. and Gateway Industries, Inc.

Viggle makes entertainment more rewarding.

Viggle is a mobile and web-based entertainment marketing platform that uses incentives to make content consumption and discovery more rewarding for media companies, brands and consumers. Viggle helps guide consumers towards various forms of media consumption with television enhancement, music discovery, entertainment content publishing and distributed viewing reminders. Viggle helps consumers decide what to watch and when, broadens the viewing experience with real time games and additional content, and rewards viewers for being loyal to their favorite shows throughout a season, allowing them to earn points. For brands, Viggle provides advertising clients with targeted interactive ads to amplify their TV messaging to verified audiences. For media companies, Viggle delivers promotional benefits by driving viewers to specific shows, engaging them in a richer content experience, and increasing awareness of promoted shows through web, mobile and social channels.

Our content website, wetpaint.com, extends our promotional capabilities by reaching potential viewers before a TV show is broadcast and by allowing viewers to continue the conversation with additional show coverage after the broadcast date. We also have technology that helps consumers search for media and set reminders to watch their favorite TV shows and movies wherever they are offered. In addition, we recently launched our music service, which allows consumers to check-in to songs on Viggle and also earn points. As a media company, we seek to attract a significant and growing audience in order to sell advertising. We believe that making entertainment more rewarding and engaging for consumers will drive them to use Viggle.

U.S. consumers can become Viggle users through a free App that works on multiple types of mobile phones and tablets and is distributed through the Apple App Store and the Google Play Store. After a consumer downloads the App, he or she must create an account. Viggle then allows consumers to play along with TV shows, share comments through social media, answer trivia questions or polls, discover more about the show, all while watching TV. Users can also use the App to discover new music. The App can listen to a song and identify it and allow users to build playlists and purchase the music. All of this activity earns users points they can redeem for real rewards.

Through Wetpaint, we report original news stories and publish information content covering top television shows, music, celebrities, entertainment news and fashion. Wetpaint publishes more than 100 new articles, videos and galleries each day. We generate revenues through Wetpaint by displaying advertisements to Wetpaint users as they view Wetpaint's content.

The Viggle user experience is simple. While watching TV or listening to music, a user taps the “check-in” button, which activates the device’s microphone. Viggle collects an audio sample of the content the user can hear and uses technology to convert that sample into a digital fingerprint. Within seconds, that digital fingerprint is matched against a database of reference fingerprints that are collected from approximately 175 English and Spanish television channels within the United States and over 20 million songs. We are able to verify TV check-ins across broadcast, cable, online, satellite, time-shifted and on-demand content as well as most songs cataloged on Apple’s iTunes music library. The ability to verify check-ins is critical because users are rewarded with points for each check-in and engagement (defined as an advertisement view, song match, web video view, poll, video quiz, game or slide show). Users can redeem the points within the rewards catalog for items that have a monetition Feick Occidental Petroleum OXY 674599105 03-May-13 Management Elect Director For No Corporation Margaret M. Foran Occidental Petroleum OXY 674599105 03-May-13 Management Elect Director Carlos For No Corporation M. Gutierrez Occidental

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07-May-13 Management Ratify Auditors For No Philip Morris PM 718172109 08-May-13 Management Elect Director Harold For No International Inc. Brown Philip Morris PM 718172109 08-May-13 Management Elect Director Mathis For No International Inc. Cabiallavetta Philip Morris PM 718172109 08-May-13 Management Elect Director Andre For No International Inc. Calantzopoulos Philip Morris PM 718172109 08-May-13 Management Elect Director Louis For No International Inc. C. Camilleri Philip Morris PM 718172109 08-May-13 Management Elect Director J. For No International Inc. Dudley Fishburn Philip Morris PM 718172109 08-May-13 Management Elect Director For No International Inc. Jennifer Li Philip Morris PM 718172109 08-May-13 Management Elect Director Graham For No International Inc. Mackay Philip Morris PM 718172109 08-May-13 Management Elect Director Sergio For No International Inc. Marchionne Philip Morris PM 718172109 08-May-13 Management Elect Director Kalpana For No International Inc. 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Johnson American Water Works AWK 030420103 13-May-13 Management Elect Director George For No Company, Inc. MacKenzie American Water Works AWK 030420103 13-May-13 Management Elect Director William For No Company, Inc. J. Marrazzo American Water Works AWK 030420103 13-May-13 Management Elect Director Jeffry For No Company, Inc. E. Sterba American Water Works AWK 030420103 13-May-13 Management Ratify Auditors For No Company, Inc. American Water Works AWK 030420103 13-May-13 Management Advisory Vote to For No Company, Inc. Ratify Named Executive Officers' Compensation International Paper IP 460146103 13-May-13 Management Elect Director David For No Company J. Bronczek International Paper IP 460146103 13-May-13 Management Elect Director Ahmet For No Company C. Dorduncu International Paper IP 460146103 13-May-13 Management Elect Director John V. For No Company Faraci International Paper IP 460146103 13-May-13 Management Elect Director Ilene For No Company S. 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Management Elect Director William For No Company G. Walter International Paper IP 460146103 13-May-13  
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 William For No H. Spence PPL CORPORATION PPL 69351T106 15-May-13 Management Elect Director Natica For  
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 Williamson PPL CORPORATION PPL 69351T106 15-May-13 Management Adopt Majority Voting For No for  
 Uncontested Election of Directors PPL CORPORATION PPL 69351T106 15-May-13 Management Ratify Auditors  
 For No PPL CORPORATION PPL 69351T106 15-May-13 Management Advisory Vote to For No Ratify Named  
 Executive Officers' Compensation PPL CORPORATION PPL 69351T106 15-May-13 Share Holder Report on  
 Political For Yes Contributions Page 23 Altria Group, Inc. MO 02209S103 16-May-13 Management Elect Director  
 Gerald For No L. Baliles Altria Group, Inc. MO 02209S103 16-May-13 Management Elect Director Martin For No J.  
 Barrington Altria Group, Inc. MO 02209S103 16-May-13 Management Elect Director John T. For No Casteen, III  
 Altria Group, Inc. MO 02209S103 16-May-13 Management Elect Director Dinyar For No S. Devitre Altria Group,  
 Inc. MO 02209S103 16-May-13 Management Elect Director Thomas For No F. Farrell, II Altria Group, Inc. MO  
 02209S103 16-May-13 Management Elect Director Thomas For No W. Jones Altria Group, Inc. MO 02209S103  
 16-May-13 Management Elect Director Debra For No J. Kelly-Ennis Altria Group, Inc. MO 02209S103 16-May-13  
 Management Elect Director W. Leo For No Kiely, III Altria Group, Inc. MO 02209S103 16-May-13 Management  
 Elect Director Kathryn For No B. McQuade Altria Group, Inc. MO 02209S103 16-May-13 Management Elect  
 Director George For No Munoz Altria Group, Inc. MO 02209S103 16-May-13 Management Elect Director Nabil For  
 No Y. Sakkab Altria Group, Inc. MO 02209S103 16-May-13 Management Ratify Auditors For No Altria Group, Inc.  
 MO 02209S103 16-May-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation  
 Altria Group, Inc. MO 02209S103 16-May-13 Share Holder Report on Lobbying For Yes Payments and Policy Intel  
 Corporation INTC 458140100 16-May-13 Management Elect Director For No Charlene Barshefsky Intel Corporation  
 INTC 458140100 16-May-13 Management Elect Director Andy D. For No Bryant Intel Corporation INTC 458140100  
 16-May-13 Management Elect Director Susan For No L. Decker Intel Corporation INTC 458140100 16-May-13

Management Elect Director John J. For No Donahoe Intel Corporation INTC 458140100 16-May-13 Management Elect Director Reed E. For No Hundt Intel Corporation INTC 458140100 16-May-13 Management Elect Director James For No D. Plummer Intel Corporation INTC 458140100 16-May-13 Management Elect Director David For No S. Pottruck Intel Corporation INTC 458140100 16-May-13 Management Elect Director Frank For No D. Yearly Intel Corporation INTC 458140100 16-May-13 Management Elect Director David For No B. Yoffie Intel Corporation INTC 458140100 16-May-13 Management Ratify Auditors For No Intel Corporation INTC 458140100 16-May-13 Management Advisory Vote to Against Yes Ratify Named Executive Officers' Compensation Intel Corporation INTC 458140100 16-May-13 Management Amend Omnibus Stock For No Plan Intel Corporation INTC 458140100 16-May-13 Share Holder Stock For Yes Retention/Holding Period Page 24 JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director James For No A. Bell JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director For No Crandall C. Bowles JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director Stephen For No B. Burke JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director David Against Yes M. Cote JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director James Against Yes S. Crown JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director James For No Dimon JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director Timothy For No P. Flynn JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director Ellen Against Yes V. Futter JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director Laban For No P. Jackson, Jr. JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director Lee R. For No Raymond JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Elect Director William For No C. Weldon JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Ratify Auditors For No JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Provide Right to Act For No by Written Consent JPMorgan Chase & Co. JPM 46625h100 21-May-13 Management Amend Executive For No Incentive Bonus Plan JPMorgan Chase & Co. JPM 46625h100 21-May-13 Share Holder Require Independent For Yes Board Chairman JPMorgan Chase & Co. JPM 46625h100 21-May-13 Share Holder Stock Against No Retention/Holding Period JPMorgan Chase & Co. JPM 46625h100 21-May-13 Share Holder Institute Procedures Against No to Prevent Investments in Companies that Contribute to Genocide or Crimes Against Humanity JPMorgan Chase & Co. JPM 46625h100 21-May-13 Share Holder Report on Lobbying Against No Payments and Policy Kraft Foods Group, Inc. KRFT 50076Q106 22-May-13 Management Elect Director For No Abelardo E. Bru Kraft Foods Group, Inc. KRFT 50076Q106 22-May-13 Management Elect Director Jeanne For No P. Jackson Kraft Foods Group, Inc. KRFT 50076Q106 22-May-13 Management Elect Director E. For No Follin Smith Kraft Foods Group, Inc. KRFT 50076Q106 22-May-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation Kraft Foods Group, Inc. KRFT 50076Q106 22-May-13 Management Advisory Vote on Say One Year No on Pay Frequency Kraft Foods Group, Inc. KRFT 50076Q106 22-May-13 Management Amend Omnibus Stock For No Plan Kraft Foods Group, Inc. KRFT 50076Q106 22-May-13 Management Ratify Auditors For No Kraft Foods Group, Inc. KRFT 50076Q106 22-May-13 Share Holder Label Products with Against No GMO Ingredients Page 25 The Travelers TRV 89417E109 22-May-13 Management Elect Director Alan L. For No Companies, Inc. Beller The Travelers TRV 89417E109 22-May-13 Management Elect Director John H. For No Companies, Inc. Dasburg The Travelers TRV 89417E109 22-May-13 Management Elect Director Janet For No Companies, Inc. M. Dolan The Travelers TRV 89417E109 22-May-13 Management Elect Director Kenneth For No Companies, Inc. M. Duberstein The Travelers TRV 89417E109 22-May-13 Management Elect Director Jay S. For No Companies, Inc. Fishman The Travelers TRV 89417E109 22-May-13 Management Elect Director For No Companies, Inc. Patricia L. Higgins The Travelers TRV 89417E109 22-May-13 Management Elect Director Thomas For No Companies, Inc. R. Hodgson The Travelers TRV 89417E109 22-May-13 Management Elect Director William For No Companies, Inc. J. Kane The Travelers TRV 89417E109 22-May-13 Management Elect Director Cleve For No Companies, Inc. L. Killingsworth, Jr. The Travelers TRV 89417E109 22-May-13 Management Elect Director Donald For No Companies, Inc. J. Shepard The Travelers TRV 89417E109 22-May-13 Management Elect Director Laurie For No Companies, Inc. J. Thomsen The Travelers TRV 89417E109 22-May-13 Management Ratify Auditors For No Companies, Inc. The Travelers TRV 89417E109 22-May-13 Management Advisory Vote to For No Companies, Inc. Ratify Named Executive Officers' Compensation The Travelers TRV 89417E109 22-May-13 Management Authorize New Class of For No Companies, Inc. Preferred Stock The Travelers TRV 89417E109 22-May-13 Share Holder Report on Political For Yes Companies,

Inc. Contributions Annaly Capital NLY 035710409 23-May-13 Management Elect Director Kevin For No Management, Inc. P. Brady Annaly Capital NLY 035710409 23-May-13 Management Elect Director E. For No Management, Inc. Wayne Nordberg Annaly Capital NLY 035710409 23-May-13 Management Elect Director Kevin For No Management, Inc. G. Keyes Annaly Capital NLY 035710409 23-May-13 Management Elect Director John H. For No Management, Inc. Schaefer Annaly Capital NLY 035710409 23-May-13 Management Approve Management For No Management, Inc. Externalization Proposal Annaly Capital NLY 035710409 23-May-13 Management Advisory Vote to Against Yes Management, Inc. Ratify Named Executive Officers' Compensation Annaly Capital NLY 035710409 23-May-13 Management Ratify Auditors For No Management, Inc. L Brands, Inc. LTD 501797104 23-May-13 Management Elect Director Dennis For No S. Hersch L Brands, Inc. LTD 501797104 23-May-13 Management Elect Director David For No T. Kollat L Brands, Inc. LTD 501797104 23-May-13 Management Elect Director William For No R. Loomis, Jr. L Brands, Inc. LTD 501797104 23-May-13 Management Elect Director Leslie For No H. Wexner L Brands, Inc. LTD 501797104 23-May-13 Management Ratify Auditors For No L Brands, Inc. LTD 501797104 23-May-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation L Brands, Inc. LTD 501797104 23-May-13 Management Declassify the Board For No of Directors L Brands, Inc. LTD 501797104 23-May-13 Share Holder Pro-rata Vesting of For Yes Equity Plans Page 26 Lincoln National LNC 534187109 23-May-13 Management Elect Director William For No Corporation J. Avery Lincoln National LNC 534187109 23-May-13 Management Elect Director William For No Corporation H. Cunningham Lincoln National LNC 534187109 23-May-13 Management Elect Director William For No Corporation Porter Payne Lincoln National LNC 534187109 23-May-13 Management Elect Director Patrick For No Corporation S. Pittard Lincoln National LNC 534187109 23-May-13 Management Ratify Auditors For No Corporation Lincoln National LNC 534187109 23-May-13 Management Advisory Vote to For No Corporation Ratify Named Executive Officers' Compensation McDonald's Corporation MCD 580135101 23-May-13 Management Elect Director Walter For No E. Massey McDonald's Corporation MCD 580135101 23-May-13 Management Elect Director John W. For No Rogers, Jr. McDonald's Corporation MCD 580135101 23-May-13 Management Elect Director Roger For No W. Stone McDonald's Corporation MCD 580135101 23-May-13 Management Elect Director Miles For No D. White McDonald's Corporation MCD 580135101 23-May-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation McDonald's Corporation MCD 580135101 23-May-13 Management Ratify Auditors For No McDonald's Corporation MCD 580135101 23-May-13 Share Holder Report on Pay For Yes Disparity McDonald's Corporation MCD 580135101 23-May-13 Share Holder Stock For Yes Retention/Holding Period McDonald's Corporation MCD 580135101 23-May-13 Share Holder Report on Human Rights For Yes Risk Assessment Process McDonald's Corporation MCD 580135101 23-May-13 Share Holder Report on Nutrition Against No Initiatives and Childhood Obesity Concerns National Retail NNN 637417106 23-May-13 Management Elect Director Don For No Properties, Inc. DeFosset National Retail NNN 637417106 23-May-13 Management Elect Director David For No Properties, Inc. M. Fick National Retail NNN 637417106 23-May-13 Management Elect Director Edward For No Properties, Inc. J. Fritsch National Retail NNN 637417106 23-May-13 Management Elect Director Kevin For No Properties, Inc. B. Habicht National Retail NNN 637417106 23-May-13 Management Elect Director Richard For No Properties, Inc. B. Jennings National Retail NNN 637417106 23-May-13 Management Elect Director Ted B. For No Properties, Inc. Lanier National Retail NNN 637417106 23-May-13 Management Elect Director Robert For No Properties, Inc. C. Legler National Retail NNN 637417106 23-May-13 Management Elect Director Craig For No Properties, Inc. Macnab National Retail NNN 637417106 23-May-13 Management Elect Director Robert For No Properties, Inc. Martinez National Retail NNN 637417106 23-May-13 Management Advisory Vote to For No Properties, Inc. Ratify Named Executive Officers' Compensation National Retail NNN 637417106 23-May-13 Management Ratify Auditors For No Properties, Inc. Page 27 Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director Leslie For No A. Brun Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director Thomas For No R. Cech Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director Kenneth For No C. Frazier Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director Thomas For No H. Glocer Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director William For No B. Harrison Jr. Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director C. For No Robert Kidder Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director For No Rochelle B. Lazarus Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director Carlos For No E. Represas Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director For No Patricia F. Russo Merck & Co.,

Inc. MRK 58933Y105 28-May-13 Management Elect Director Craig For No B. Thompson Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director Wendell For No P. Weeks Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Elect Director Peter For No C. Wendell Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Ratify Auditors For No Merck & Co., Inc. MRK 58933Y105 28-May-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation Merck & Co., Inc. MRK 58933Y105 28-May-13 Share Holder Provide Right to Act For Yes by Written Consent Merck & Co., Inc. MRK 58933Y105 28-May-13 Share Holder Amend For Yes Articles/Bylaws/Charterrrr -- Call Special Meetings Merck & Co., Inc. MRK 58933Y105 28-May-13 Share Holder Report on Charitable Against No and Political Contributions Merck & Co., Inc. MRK 58933Y105 28-May-13 Share Holder Report on Lobbying Against No Activities Chevron Corporation CVX 166764100 29-May-13 Management Elect Director Linnet For No F. Deily Chevron Corporation CVX 166764100 29-May-13 Management Elect Director Robert For No E. Denham Chevron Corporation CVX 166764100 29-May-13 Management Elect Director Alice For No P. Gast Chevron Corporation CVX 166764100 29-May-13 Management Elect Director Enrique For No Hernandez, Jr. Chevron Corporation CVX 166764100 29-May-13 Management Elect Director George For No L. Kirkland Chevron Corporation CVX 166764100 29-May-13 Management Elect Director Charles For No W. Moorman, IV Chevron Corporation CVX 166764100 29-May-13 Management Elect Director Kevin For No W. Sharer Chevron Corporation CVX 166764100 29-May-13 Management Elect Director John G. For No Stumpf Chevron Corporation CVX 166764100 29-May-13 Management Elect Director Ronald For No D. Sugar Chevron Corporation CVX 166764100 29-May-13 Management Elect Director Carl For No Ware Chevron Corporation CVX 166764100 29-May-13 Management Elect Director John S. For No Watson Chevron Corporation CVX 166764100 29-May-13 Management Ratify Auditors For No Chevron Corporation CVX 166764100 29-May-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation Chevron Corporation CVX 166764100 29-May-13 Management Amend Omnibus Stock For No Plan Chevron Corporation CVX 166764100 29-May-13 Share Holder Report on Management For Yes of Hydraulic Fracturing Risks and Opportunities Chevron Corporation CVX 166764100 29-May-13 Share Holder Report on Offshore Oil Against No Wells and Spill Mitigation Measures Chevron Corporation CVX 166764100 29-May-13 Share Holder Report on Financial Against No Risks of Climate Change Chevron Corporation CVX 166764100 29-May-13 Share Holder Report on Lobbying For Yes Payments and Policy Chevron Corporation CVX 166764100 29-May-13 Share Holder Prohibit Political Against No Contributions Chevron Corporation CVX 166764100 29-May-13 Share Holder Provide for Cumulative For Yes Voting Chevron Corporation CVX 166764100 29-May-13 Share Holder Amend For Yes Articles/Bylaws /Charter -- Call Special Meetings Chevron Corporation CVX 166764100 29-May-13 Share Holder Require Director For Yes Nominee with Environmental Expertise Chevron Corporation CVX 166764100 29-May-13 Share Holder Adopt Guidelines for For Yes Country Selection Page 28 Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director M.J. For No Boskin Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director P. For No Brabeck-Letmathe Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director U.M. For No Burns Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director L.R. For No Faulkner Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director J.S. For No Fishman Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director H.H. For No Fore Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director K.C. For No Frazier Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director W.W. For No George Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director S.J. For No Palmisano Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director S.S. For No Reinemund Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director R.W. For No Tillerson Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director W.C. For No Weldon Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Elect Director E.E. For No Whitacre, Jr. Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Ratify Auditors For No Exxon Mobil Corporation XOM 30231G102 29-May-13 Management Advisory Vote to Against Yes Ratify Named Executive Officers' Compensation Exxon Mobil Corporation XOM 30231G102 29-May-13 Share Holder Require Independent For Yes Board Chairman Exxon Mobil Corporation XOM 30231G102 29-May-13 Share Holder Require a Majority For Yes Vote for the Election of Directors Exxon Mobil Corporation XOM 30231G102 29-May-13 Share Holder Limit Directors to a Against No Maximum of Three Board Memberships in Companies with Sales over \$500 Million Annually Exxon Mobil Corporation XOM 30231G102 29-May-13 Share Holder Report on Lobbying For Yes



Payments and Policy Exxon Mobil Corporation XOM 30231G102 29-May-13 Share Holder Study Feasibility of Against No Prohibiting Political Contributions Exxon Mobil Corporation XOM 30231G102 29-May-13 Share Holder Adopt Sexual For Yes Orientation Anti-bias Policy Exxon Mobil Corporation XOM 30231G102 29-May-13 Share Holder Report on Management For Yes of Hydraulic Fracturing Risks and Opportunities Exxon Mobil Corporation XOM 30231G102 29-May-13 Share Holder Adopt Quantitative GHG For Yes Goals for Products and Operations Page 29 BlackRock, Inc. BLK 09247X101 30-May-13 Management Elect Director For No Abdlatif Yousef Al-Hamad BlackRock, Inc. BLK 09247X101 30-May-13 Management Elect Director Mathis For No Cabiallavetta BlackRock, Inc. BLK 09247X101 30-May-13 Management Elect Director Dennis For No D. Dammerman BlackRock, Inc. BLK 09247X101 30-May-13 Management Elect Director Jessica For No P. Einhorn BlackRock, Inc. BLK 09247X101 30-May-13 Management Elect Director For No Fabrizio Freda BlackRock, Inc. BLK 09247X101 30-May-13 Management Elect Director David For No H. Komansky BlackRock, Inc. BLK 09247X101 30-May-13 Management Elect Director James For No E. Rohr BlackRock, Inc. BLK 09247X101 30-May-13 Management Elect Director Susan For No L. Wagner BlackRock, Inc. BLK 09247X101 30-May-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation BlackRock, Inc. BLK 09247X101 30-May-13 Management Ratify Auditors For No Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Frits For No Resorts Worldwide, Inc. van Paasschen Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Bruce For No Resorts Worldwide, Inc. W. Duncan Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Adam M. For No Resorts Worldwide, Inc. Aron Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director For No Resorts Worldwide, Inc. Charlene Barshefsky Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Thomas For No Resorts Worldwide, Inc. E. Clarke Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Clayton For No Resorts Worldwide, Inc. C. Daley, Jr. Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Lizanne For No Resorts Worldwide, Inc. Galbreath Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Eric For No Resorts Worldwide, Inc. Hippeau Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Aylwin For No Resorts Worldwide, Inc. B. Lewis Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Stephen For No Resorts Worldwide, Inc. R. Quazzo Starwood Hotels & HOT 85590A401 30-May-13 Management Elect Director Thomas For No Resorts Worldwide, Inc. O. Ryder Starwood Hotels & HOT 85590A401 30-May-13 Management Advisory Vote to For No Resorts Worldwide, Inc. Ratify Named Executive Officers' Compensation Starwood Hotels & HOT 85590A401 30-May-13 Management Approve Omnibus Stock For No Resorts Worldwide, Inc. Plan Starwood Hotels & HOT 85590A401 30-May-13 Management Ratify Auditors For No Resorts Worldwide, Inc. Page 30 Ares Capital ARCC 04010L103 04-Jun-13 Management Elect Director Frank For No Corporation E. O'Bryan Ares Capital ARCC 04010L103 04-Jun-13 Management Elect Director Antony For No Corporation P. Ressler Ares Capital ARCC 04010L103 04-Jun-13 Management Elect Director Eric B. For No Corporation Siegel Ares Capital ARCC 04010L103 04-Jun-13 Management Ratify Auditors For No Corporation Ares Capital ARCC 04010L103 04-Jun-13 Management Approve Issuance of For No Corporation Shares Below Net Asset Value (NAV) Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director David For No L. Calhoun Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Daniel For No M. Dickinson Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Juan For No Gallardo Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director David For No R. Goode Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Jesse For No J. Greene, Jr. Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Jon M. For No Huntsman, Jr. Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Peter For No A. Magowan Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Dennis For No A. Muilenburg Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Douglas For No R. Oberhelman Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director William For No A. Osborn Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Charles For No D. Powell Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Edward For No B. Rust, Jr. Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Susan For No C. Schwab Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Joshua For No I. Smith Caterpillar Inc. CAT 149123101 12-Jun-13 Management Elect Director Miles For No D. White Caterpillar Inc. CAT 149123101 12-Jun-13 Management Ratify Auditors For No Caterpillar Inc. CAT 149123101 12-Jun-13 Management Advisory Vote to For No Ratify Named Executive Officers' Compensation Caterpillar Inc. CAT 149123101 12-Jun-13 Share Holder Require a Majority For Yes Vote for the Election of



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Directors Caterpillar Inc. CAT 149123101 12-Jun-13 Share Holder Provide Right to Act For Yes by Written Consent  
 Caterpillar Inc. CAT 149123101 12-Jun-13 Share Holder Stock For Yes Retention/Holding Period Caterpillar Inc.  
 CAT 149123101 12-Jun-13 Share Holder Include Sustainability Against No as a Performance Measure for Senior  
 Executive Compensation Caterpillar Inc. CAT 149123101 12-Jun-13 Share Holder Review and Assess For Yes  
 Human Rights Policies Caterpillar Inc. CAT 149123101 12-Jun-13 Share Holder Prohibit Sales to the Against No  
 Government of Sudan Page 31 Target Corporation TGT 87612E106 12-Jun-13 Management Elect Director Roxanne  
 For No S. Austin Target Corporation TGT 87612E106 12-Jun-13 Management Elect Director Douglas For No M.  
 Baker, Jr. Target Corporation TGT 87612E106 12-Jun-13 Management Elect Director For No Henrique De Castro  
 Target Corporation TGT 87612E106 12-Jun-13 Management Elect Director Calvin For No Darden Target  
 Corporation TGT 87612E106 12-Jun-13 Management Elect Director Mary N. For No Dillon Target Corporation TGT  
 87612E106 12-Jun-13 Management Elect Director James For No A. Johnson Target Corporation TGT 87612E106  
 12-Jun-13 Management Elect Director Mary E. For No Minnick Target Corporation TGT 87612E106 12-Jun-13  
 Management Elect Director Anne M. For No Mulcahy Target Corporation TGT 87612E106 12-Jun-13 Management  
 Elect Director Derica For No W. Rice Target Corporation TGT 87612E106 12-Jun-13 Management Elect Director  
 Gregg For No W. Steinhafel Target Corporation TGT 87612E106 12-Jun-13 Management Elect Director John G. For  
 No Stumpf Target Corporation TGT 87612E106 12-Jun-13 Management Elect Director Solomon For No D. Trujillo  
 Target Corporation TGT 87612E106 12-Jun-13 Management Ratify Auditors For No Target Corporation TGT  
 87612E106 12-Jun-13 Management Advisory Vote to Against Yes Ratify Named Executive Officers' Compensation  
 Target Corporation TGT 87612E106 12-Jun-13 Share Holder Require Independent For Yes Board Chairman Target  
 Corporation TGT 87612E106 12-Jun-13 Share Holder Report on Electronics Against No Recycling and Preventing  
 E-Waste Export Page 32 SIGNATURES [See General Instruction F] 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) FIRST TRUST ENHANCED EQUITY INCOME FUND

----- By (Signature and Title)\* /s/ Mark R. Bradley ----- Mark R.  
 Bradley, President Date July 11, 2013 ----- \* Print the name and title of each signing officer under his  
 or her signature.