

PROXY VOTING POLICY

BERKSHIRE CAPITAL HOLDINGS, INC.
PROXY VOTING POLICY

**Berkshire
Funds**

PROXY VOTING POLICIES AND PROCEDURES

(Adopted May 20, 2003)

Pursuant to the recent adoption by the Securities and Exchange Commission (the "Commission") of Rule 206(4)-6 (17 CFR 275.206(4)-6) and amendments to Rule 204-2 (17 CFR 275.204-2) under the Investment Advisers Act of 1940 (the "Act"), it is a fraudulent, deceptive, or manipulative act, practice or course of business, within the meaning of Section 206(4) of the Act, for an investment adviser to exercise voting authority with respect to client securities, unless (i) the adviser has adopted and implemented written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interests of its clients, (ii) the adviser describes its proxy voting procedures to its clients and provides copies on request, and (iii) the adviser discloses to clients how they may obtain information on how the adviser voted their proxies.

In order to fulfill its responsibilities under the Act, Berkshire Capital Holdings, Inc. (hereinafter "we" or "our") has adopted the following policies and procedures for proxy voting with regard to companies in investment portfolios of our clients.

KEY OBJECTIVES

The key objectives of these policies and procedures recognize that a company's management is entrusted with the day-to-day operations and longer term strategic planning of the company, subject to the oversight of the company's board of directors. While "ordinary business matters" are primarily the responsibility of management and should be approved solely by the corporation's board of directors, these objectives also recognize that the company's shareholders must have final say over how management and directors are performing, and how shareholders' rights and ownership interests are handled, especially when matters could have substantial economic implications to the shareholders.

Therefore, we will pay particular attention to the following matters in exercising our proxy voting responsibilities as a fiduciary for our clients:

Accountability. Each company should have effective means in place to hold those entrusted with running a company's business accountable for their actions. Management of a company should be accountable to its board of directors and the board should be accountable to shareholders.

Alignment of Management and Shareholder Interests. Each company should endeavor to align the interests of management and the board of directors with the interests of the company's shareholders. For example, we generally believe that compensation should be designed to reward management for doing a good job of creating value for the shareholders of the company.

Transparency. Promotion of timely disclosure of important information about a company's business operations and financial performance enables investors to evaluate the performance of a company and to make informed decisions about the purchase and sale of a company's securities.

DECISION METHODS

We generally believe that the individual portfolio managers that invest in and track particular companies are the most knowledgeable and best suited to make decisions with regard to proxy votes. Therefore, we rely on those individuals to make the final decisions on how to cast proxy votes.

No set of proxy voting guidelines can anticipate all situations that may arise. In special cases, we may seek insight from our managers and analysts on how a particular proxy proposal will impact the financial prospects of a company, and vote accordingly.

In some instances, a proxy vote may present a conflict between the interests of a client, on the one hand, and our interests or the interests of a person affiliated with us, on the other. In such a case, we will abstain from making a voting decision and will forward all of the necessary proxy voting materials to the client to enable the client to cast the votes.

SUMMARY OF PROXY VOTING GUIDELINES

Election of the Board of Directors

We believe that good corporate governance generally starts with a board composed primarily of independent directors, unfettered by significant ties to management, all of whose members are elected annually. In addition, key board committees should be entirely independent.

The election of a company's board of directors is one of the most fundamental rights held by shareholders. Because a classified board structure prevents shareholders from electing a full slate of directors annually, we will generally support efforts to declassify boards or other measures that permit shareholders to remove a majority of directors at any time, and will generally oppose efforts to adopt classified board structures.

Approval of Independent Auditors

We believe that the relationship between a company and its auditors should be limited primarily to the audit engagement, although it may include certain closely related activities that do not raise an appearance of impaired independence.

We will evaluate on a case-by-case basis instances in which the audit firm has a substantial non-audit relationship with a company to determine whether we believe independence has been, or could be, compromised.

Equity-based compensation plans

We believe that the relationship between a company and its auditors should be limited primarily to the audit engagement, although it may include certain closely related activities that do not raise an appearance of impaired independence.

We will evaluate on a case-by-case basis instances in which the audit firm has a substantial non-audit relationship with a company to determine whether we believe independence has been, or could be, compromised.

We believe that appropriately designed equity-based compensation plans, approved by shareholders, can be an effective way to align the interests of shareholders and the interests of directors, management, and employees by providing incentives to increase shareholder value. Conversely, we are opposed to plans that substantially dilute ownership interests in the company, provide participants with excessive awards, or have inherently objectionable structural features.

We will generally support measures intended to increase stock ownership by executives and the use of employee stock purchase plans to increase company stock ownership by employees. These may include:

- 1) Requiring senior executives to hold stock in a company.
- 2) Requiring stock acquired through option exercise to be held for a certain period of time.
- 3) Using restricted stock grants instead of options.
- 4) Awards based on non-discretionary grants specified by the plan's terms rather than subject to management's discretion.

While we evaluate plans on a case-by-case basis, we will generally oppose plans that have the following features:

- 1) Annual option grants that would exceed 2% of outstanding shares.
- 2) Ability to issue options with an exercise price below the stock's current market price.
- 3) Automatic share replenishment ("evergreen") feature.
- 4) Authorization to permit the board of directors to materially amend a plan without shareholder approval.
- 5) Authorizes the re-pricing of stock options or the cancellation and exchange of options without shareholder approval.

These are guidelines, and we consider other factors, such as the nature of the industry and size of the company, when assessing a plan's impact on ownership interests.

Corporate Structure

We view the exercise of shareholders' rights, including the rights to act by written consent, to call special meetings and to remove directors, to be fundamental to good corporate governance.

Because classes of common stock with unequal voting rights limit the rights of certain shareholders, we generally believe that shareholders should have voting power equal to their equity interest in the company and should be able to approve or reject changes to a company's by-laws by a simple majority vote.

Because the requirement of a supermajority vote can limit the ability of shareholders to effect change, we will support proposals to remove super-majority (typically from 66.7% to 80%) voting requirements for certain types of proposals and oppose proposals to impose super-majority requirements.

We will generally support the ability of shareholders to cumulate their votes for the election of directors.

Shareholder Rights Plans

While we recognize that there are arguments both in favor of and against shareholder rights plans, also known as poison pills, such measures may tend to entrench current management, which we generally consider to have a negative impact on shareholder value.

We believe the best approach is for a company to seek shareholder approval of rights plans and we generally support shareholder resolutions requesting that shareholders be given the opportunity to vote on the adoption of rights plans.

We will generally be more inclined to support a shareholder rights plan if the plan (i) has short-term "sunset" provisions, (ii) is linked to a business strategy that will likely result in greater value for shareholders, (iii) requires shareholder approval to reinstate the expired plan or adopt a new plan at the end of its term, and (iv) is subject to mandatory review by a committee of independent directors.

CLIENT INFORMATION

A copy of these Proxy Voting Policies and Procedures is available to our clients, without charge, upon request, by calling toll-free 877.526.0707 and on our website at **www.berkshirefunds.com**. We will send a copy of these Proxy Voting Policies and Procedures within three business days of receipt of a request, by first-class mail or other means designed to ensure equally prompt delivery.

In addition, we will provide each client, without charge, upon request, information regarding the proxy votes cast by us with regard to the client's securities.

As filed with the Securities and Exchange Commission on August 29, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT
INVESTMENT COMPANY

Investment Company Act file number 811-08043

THE BERKSHIRE FUNDS
(Exact name of registrant as specified in charter)

475 Milan Drive, Suite #103
San Jose, CA 95134-2453
(Address of principal executive offices)

AGENT FOR SERVICE:

MALCOLM R. FOBES III
The Berkshire Funds
475 Milan Drive, Suite #103
San Jose, CA 95134-2453
(Name and Address of Agent for Service)

COPIES TO:

DONALD S. MENDELSON, ESQ.
Thompson Hine LLP
312 Walnut Street
14th Floor
Cincinnati, Ohio 45202

Registrant's telephone number, including area code: 1-408-526-0707

Date of fiscal year end: December 31

Date of reporting period: July 1, 2015 - June 30, 2016

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

COMPANY: ALEXION PHARMACEUTICALS INC.
TICKER: ALXN
CUSIP: 015351109
MEETING
DATE: 5/11/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director LEONARD BELL	For	For	Management
1.2	Elect Director FELIX BAKER	For	For	Management
1.3	Elect Director DAVID R. BRENNAN	For	For	Management
1.4	Elect Director M. MICHELE BURNS	For	For	Management
1.5	Elect Director CHRISTOPHER J. COUGHLIN	For	For	Management
1.6	Elect Director DAVID L. HALLAL	For	For	Management
1.7	Elect Director JOHN T. MOLLEN	For	For	Management
1.8	Elect Director R. DOUGLAS NORBY	For	For	Management
1.9	Elect Director ALVIN S. PARVEN	For	For	Management
1.10	Elect Director ANDREAS RUMMELT	For	For	Management
1.11	Elect Director ANN M. VENEMAN	For	For	Management
2	APPROVAL OF A NON-BINDING ADVISORY VOTE OF THE 2015 COMPENSATION PAID TO ALEXION'S NAMED EXECUTIVE OFFICERS.	For	For	Management
3	RATIFICATION OF APPOINTMENT BY THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS			

	ALEXION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	For	For	Management
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.	Against	Against	Shareholder

=====

COMPANY: ALPHABET INC.
TICKER: GOOGL
CUSIP: 02079K305
MEETING
DATE: 6/8/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director LARRY PAGE	For	For	Management
1.2	Elect Director SERGEY BRIN	For	For	Management
1.3	Elect Director ERIC E. SCHMIDT	For	For	Management
1.4	Elect Director L. JOHN DOERR	For	For	Management
1.5	Elect Director DIANE B. GREENE	For	For	Management
1.6	Elect Director JOHN L. HENNESSY	For	For	Management
1.7	Elect Director ANN MATHER	For	For	Management
1.8	Elect Director ALAN R. MULALLY	For	For	Management
1.9	Elect Director PAUL S. OTELLINI	For	For	Management
1.10	Elect Director K. RAM SHRIRAM	For	For	Management
1.11	Elect Director SHIRLEY M. TILGHMAN	For	For	Management
2	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS ALPHABET'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	For	For	Management
3	THE APPROVAL OF AN AMENDMENT TO GOOGLE'S 2012 STOCK PLAN.	For	For	Management
4	THE APPROVAL OF AN AMENDMENT TO THE FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF GOOGLE INC., ALPHABET'S WHOLLY OWNED SUBSIDIARY, TO REMOVE A PROVISION THAT REQUIRES THE VOTE OF THE STOCKHOLDERS OF ALPHABET, IN ADDITION TO THE VOTE OF ALPHABET (AS SOLE STOCKHOLDER), IN ORDER FOR GOOGLE TO TAKE CERTAIN ACTIONS.	For	For	Management
5	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
6	A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
7	A STOCKHOLDER PROPOSAL REGARDING A POLITICAL CONTRIBUTIONS REPORT, IF PROPERLY PRESENTED AT THE MEETING	Against	Against	Shareholder

8	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
9	A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIRMAN OF THE BOARD POLICY, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
10	A STOCKHOLDER PROPOSAL REGARDING A REPORT ON GENDER PAY, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder

=====

COMPANY: AMAZON.COM INC.
TICKER: AMZN
CUSIP: 023135106
MEETING
DATE: 5/17/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JEFFREY P. BEZOS	For	For	Management
1.2	Elect Director TOM A. ALBERG	For	For	Management
1.3	Elect Director JOHN SEELY BROWN	For	For	Management
1.4	Elect Director WILLIAM B. GORDON	For	For	Management
1.5	Elect Director JAMIE S. GORELICK	For	For	Management
1.6	Elect Director JUDITH A. MCGRATH	For	For	Management
1.7	Elect Director JONATHAN J. RUBINSTEIN	For	For	Management
1.8	Elect Director THOMAS O. RYDER	For	For	Management
1.9	Elect Director PATRICIA Q. STONESIFER	For	For	Management
1.10	Elect Director WENDELL P. WEEKS	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	For	For	Management
3	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORTING.	Against	Against	Shareholder
4	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING HUMAN RIGHTS RISKS.	Against	Against	Shareholder
5	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS.	Against	Against	Shareholder

=====

COMPANY: APPLE INC.
TICKER: AAPL
CUSIP: 037833100
MEETING
DATE: 3/26/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JAMES BELL	For	For	Management
1.2	Elect Director TIM COOK	For	For	Management

1.3	Elect Director	AL GORE	For	For	Management
1.4	Elect Director	BOB IGER	For	For	Management
1.5	Elect Director	ANDREA JUNG	For	For	Management
1.6	Elect Director	ART LEVINSON	For	For	Management
1.7	Elect Director	RON SUGAR	For	For	Management
1.8	Elect Director	SUE WAGNER	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016.		For	For	Management
3	AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.		For	For	Management
4	APPROVAL OF THE AMENDED AND RESTATED APPLE INC. 2014 EMPLOYEE STOCK PLAN.		For	For	Management
5	A SHAREHOLDER PROPOSAL ENTITLED "NET-ZERO GREENHOUSE GAS EMISSIONS BY 2030."		Against	Against	Shareholder
6	A SHAREHOLDER PROPOSAL REGARDING DIVERSITY AMONG OUR SENIOR MANAGEMENT AND BOARD OF DIRECTORS.		Against	Against	Shareholder
7	A SHAREHOLDER PROPOSAL ENTITLED "HUMAN RIGHTS REVIEW - HIGH RISK REGIONS."		Against	Against	Shareholder
8	A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS."		Against	Against	Shareholder

=====
COMPANY: CTRIP.COM INTERNATIONAL LTD.
TICKER: CTRP
CUSIP: 22943F100
MEETING
DATE: 12/21/15

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1	THE RESOLUTION AS SET OUT IN ITEM 1 OF THE NOTICE OF ANNUAL GENERAL MEETING REGARDING THE ADOPTION OF THE COMPANY'S SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATIONS OF THE COMPANY (THE NEW M&AA) TO: (I) INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM US \$1,000,000 DIVIDED INTO 100,000,000 ORDINARY SHARES OF A NOMINAL OR PAR VALUE OF US \$0.01 EACH TO US \$1,750,000 DIVIDED INTO 175,000,000 ORDINARY SHARES OF A NOMINAL OR PAR VALUE OF US \$0.01 EACH ; AND (II) INCORPORATE .. (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	For	For	Management

COMPANY: THE HOME DEPOT INC.
TICKER: HD
CUSIP: 437076102
MEETING
DATE: 5/19/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director GERARD J. ARPEY	For	For	Management
1.2	Elect Director ARI BOUSBIB	For	For	Management
1.3	Elect Director GREGORY D. BRENNEMAN	For	For	Management
1.4	Elect Director J. FRANK BROWN	For	For	Management
1.5	Elect Director ALBERT P. CAREY	For	For	Management
1.6	Elect Director ARMANDO CODINA	For	For	Management
1.7	Elect Director HELENA B. FOULKES	For	For	Management
1.8	Elect Director LINDA R. GOODEN	For	For	Management
1.9	Elect Director WAYNE M. HEWETT	For	For	Management
1.10	Elect Director KAREN L. KATEN	For	For	Management
1.11	Elect Director CRAIG A. MENEAR	For	For	Management
1.12	Elect Director MARK VADON	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF KPMG LLP.	For	For	Management
3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	For	For	Management
4	SHAREHOLDER PROPOSAL REGARDING PREPARATION OF AN EMPLOYMENT DIVERSITY REPORT.	Against	Against	Shareholder
5	SHAREHOLDER PROPOSAL TO REDUCE THE THRESHOLD TO CALL SPECIAL SHAREHOLDER MEETINGS TO 10% OF OUTSTANDING SHARES.	Against	Against	Shareholder

COMPANY: LINKEDIN CORPORATION
TICKER: LNKD
CUSIP: 53578A108
MEETING
DATE: 6/9/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director A. GEORGE "SKIP" BATTLE	For	For	Management
1.2	Elect Director MICHAEL J. MORITZ	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS OF LINKEDIN CORPORATION FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	For	For	Management
3	STOCKHOLDER PROPOSAL REGARDING A REPORT TO STOCKHOLDERS FOR PLANS TO INCREASE RACIAL AND GENDER DIVERSITY			

ON OUR BOARD.

None Abstain Shareholder

COMPANY: NETFLIX INC.
TICKER: NFLX
CUSIP: 64110L106
MEETING
DATE: 6/9/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director TIMOTHY M. HALEY	For	For	Management
1.2	Elect Director LESLIE KILGORE	For	For	Management
1.3	Elect Director ANN MATHER	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2016.	For	For	Management
3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	For	For	Management
4	STOCKHOLDER PROPOSAL REGARDING DIRECTOR ELECTION MAJORITY VOTE STANDARD, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
5	STOCKHOLDER PROPOSAL TO ADOPT A PROXY ACCESS BYLAW, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
6	STOCKHOLDER PROPOSAL REGARDING A SIMPLE MAJORITY VOTE, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
7	STOCKHOLDER PROPOSAL REGARDING ELECTING EACH DIRECTOR ANNUALLY, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder

COMPANY: MCDONALD'S CORPORATION
TICKER: MCD
CUSIP: 580135101
MEETING
DATE: 5/26/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director LLOYD DEAN	For	For	Management
1.2	Elect Director STEPHEN EASTERBROOK	For	For	Management
1.3	Elect Director ROBERT ECKERT	For	For	Management
1.4	Elect Director MARGARET GEORGIADIS	For	For	Management
1.5	Elect Director ENRIQUE HERNANDEZ, JR.	For	For	Management
1.6	Elect Director JEANNE JACKSON	For	For	Management
1.7	Elect Director RICHARD LENNY	For	For	Management

1.8	Elect	Director	WALTER MASSEY	For	For	Management
1.9	Elect	Director	JOHN MULLIGAN	For	For	Management
1.10	Elect	Director	SHEILA PENROSE	For	For	Management
1.11	Elect	Director	JOHN ROGERS, JR.	For	For	Management
1.12	Elect	Director	MILES WHITE	For	For	Management
2	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.			For	For	Management
3	ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2016.			For	For	Management
4	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING THAT MATTERS PRESENTED BY SHAREHOLDERS BE DECIDED BY SIMPLE MAJORITY VOTE, IF PRESENTED.			Against	Against	Shareholder
5	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING ABILITY OF SHAREHOLDERS TO ACT BY WRITTEN CONSENT, IF PRESENTED.			Against	Against	Shareholder
6	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING THAT THE BOARD MAKE ALL LAWFUL EFFORTS TO IMPLEMENT AND/OR INCREASE ACTIVITY ON THE HOLY LAND PRINCIPLES, IF PRESENTED.			Against	Against	Shareholder
7	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING THE BOARD ADOPT A POLICY REGARDING USE OF ANTIBIOTICS BY ITS MEAT SUPPLIERS, IF PRESENTED.			Against	Against	Shareholder
8	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN ANNUAL CONGRUENCY ANALYSIS BETWEEN CORPORATE VALUES AND POLITICAL CONTRIBUTIONS, IF PRESENTED.			Against	Against	Shareholder
9	ADVISORY VOTE ON A SHAREHOLDER PROPOSAL REQUESTING AN ANNUAL CONGRUENCY ANALYSIS OF COMPANY VALUES AND POLICY ACTIVITIES, IF PRESENTED.			Against	Against	Shareholder

=====

COMPANY: MONSTER BEVERAGE CORPORATION
TICKER: MNST
CUSIP: 61174X109
MEETING
DATE: 8/7/15

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director RODNEY C. SACKS	For	For	Management
1.2	Elect Director HILTON H. SCHLOSBERG	For	For	Management
1.3	Elect Director MARK J. HALL	For	For	Management
1.4	Elect Director NORMAN C. EPSTEIN	For	For	Management
1.5	Elect Director GARY P. FAYARD	For	For	Management
1.6	Elect Director BENJAMIN M. POLK	For	For	Management

1.7	Elect Director SYDNEY SELATI	For	For	Management
1.8	Elect Director HAROLD C. TABER, JR.	For	For	Management
1.9	Elect Director KATHY N. WALLER	For	For	Management
1.10	Elect Director MARK S. VIDERGAUZ	For	For	Management
2	PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2015.	For	For	Management
3	PROPOSAL TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For	For	Management
4	STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS.	Against	Against	Shareholder

=====
COMPANY: PAYPAL HOLDINGS INC.
TICKER: PYPL
CUSIP: 70450Y103
MEETING
DATE: 5/25/16
=====

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director WENCES CASARES	For	For	Management
1.2	Elect Director JONATHAN CHRISTODORO	For	For	Management
1.3	Elect Director JOHN J. DONAHOE	For	For	Management
1.4	Elect Director DAVID W. DORMAN	For	For	Management
1.5	Elect Director GAIL J. MCGOVERN	For	For	Management
1.6	Elect Director DAVID M. MOFFETT	For	For	Management
1.7	Elect Director PIERRE M. OMIDYAR	For	For	Management
1.8	Elect Director DANIEL H. SCHULMAN	For	For	Management
1.9	Elect Director FRANK D. YEARY	For	For	Management
2	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	1-Year	1-Year	Management
3	ADVISORY VOTE TO APPROVE THE FREQUENCY OF OUR FUTURE STOCKHOLDER ADVISORY VOTES APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	For	For	Management
4	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF OUR 2015 EQUITY INCENTIVE AWARD PLAN.	For	For	Management
5	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE PAYPAL EMPLOYEE INCENTIVE PLAN.	For	For	Management
6	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITOR FOR 2016.	For	For	Management

COMPANY: PALO ALTO NETWORKS INC.
 TICKER: PANW
 CUSIP: 697435105
 MEETING
 DATE: 12/11/15

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director OHN M. DONOVAN	For	For	Management
1.2	Elect Director STANLEY J. MERESMAN	For	For	Management
1.3	Elect Director NIR ZUK	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS PALO ALTO NETWORKS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS FISCAL YEAR ENDING JULY 31, 2016.	For	For	Management
3	TO APPROVE AN ADVISORY RESOLUTION ON NAMED EXECUTIVE OFFICER COMPENSATION.	For	For	Management

COMPANY: REGENERON PHARMACEUTICALS INC.
 TICKER: REGN
 CUSIP: 75886F107
 MEETING
 DATE: 6/10/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director MICHAEL S. BROWN	For	For	Management
1.2	Elect Director LEONARD S. SCHLEIFER	For	For	Management
1.3	Elect Director GEORGE D. YANCOPOULOS	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	For	For	Management

COMPANY: SALESFORCE.COM INC.
 TICKER: CRM
 CUSIP: 79466L302
 MEETING
 DATE: 6/2/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director MARC R. BENIOFF	For	For	Management
1.2	Elect Director KEITH G. BLOCK	For	For	Management

1.3	Elect	Director	CRAIG A. CONWAY	For	For	Management
1.4	Elect	Director	ALAN G. HASSENFELD	For	For	Management
1.5	Elect	Director	NEELIE KROES	For	For	Management
1.6	Elect	Director	COLIN L. POWELL	For	For	Management
1.7	Elect	Director	SANFORD R. ROBERTSON	For	For	Management
1.8	Elect	Director	JOHN V. ROOS	For	For	Management
1.9	Elect	Director	LAWRENCE J. TOMLINSON	For	For	Management
1.10	Elect	Director	ROBIN L. WASHINGTON	For	For	Management
1.11	Elect	Director	MAYNARD G. WEBB	For	For	Management
1.12	Elect	Director	SUSAN D. WOJCICKI	For	For	Management
2	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF CERTIFICATE OF INCORPORATION TO CLARIFY PROVISIONS RELATED TO REMOVAL OF DIRECTORS.			For	For	Management
3	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.			For	For	Management
4	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.			For	For	Management
5	STOCKHOLDER PROPOSAL FOR POLICY LIMITING CHANGE IN CONTROL BENEFITS.			Against	Against	Shareholder
6	STOCKHOLDER PROPOSAL FOR SHARE RETENTION POLICY FOR SENIOR EXECUTIVES.			Against	Against	Shareholder

COMPANY: SERVICENOW INC.

TICKER: NOW

CUSIP: 81762P102

MEETING

DATE: 6/8/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director PAUL V. BARBER	For	For	Management
1.2	Elect Director RONALD E.F. CODD	For	For	Management
1.3	Elect Director FRANK SLOOTMAN	For	For	Management
2	AN ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	For	For	Management
3	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016.	For	For	Management

COMPANY: SPLUNK INC.

TICKER: SPLK

CUSIP: 848637104

MEETING

DATE: 6/9/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
---	----------	----------	-----------	---------

1.1	Elect	Director	MARK CARGES	For	For	Management
1.2	Elect	Director	DAVID HORNIK	For	For	Management
1.3	Elect	Director	THOMAS NEUSTAETTER	For	For	Management
2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING JANUARY 31, 2017.			For	For	Management
3	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE PROXY STATEMENT.			For	For	Management

COMPANY: STARBUCKS CORPORATION
TICKER: SBUX
CUSIP: 855244109
MEETING
DATE: 3/23/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director HOWARD SCHULTZ	For	For	Management
1.2	Elect Director WILLIAM W. BRADLEY	For	For	Management
1.3	Elect Director MARY N. DILLON	For	For	Management
1.4	Elect Director ROBERT M. GATES	For	For	Management
1.5	Elect Director MELLODY HOBSON	For	For	Management
1.6	Elect Director KEVIN R. JOHNSON	For	For	Management
1.7	Elect Director JOSHUA COOPER RAMO	For	For	Management
1.8	Elect Director JAMES G. SHENNAN, JR.	For	For	Management
1.9	Elect Director CLARA SHIH	For	For	Management
1.10	Elect Director JAVIER G. TERUEL	For	For	Management
1.11	Elect Director MYRON E. ULLMAN, III	For	For	Management
1.12	Elect Director CRAIG E. WEATHERUP	For	For	Management
2	ADVISORY RESOLUTION TO APPROVE OUR EXECUTIVE COMPENSATION.	For	For	Management
3	APPROVE AMENDMENT AND RESTATEMENT OF OUR EXECUTIVE MANAGEMENT BONUS PLAN.	For	For	Management
4	RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2016.	For	For	Management
5	ADOPT PROXY ACCESS BYLAW.	Against	Against	Shareholder
6	REVIEW POLICIES RELATED TO HUMAN RIGHTS.	Against	Against	Shareholder

COMPANY: TABLEAU SOFTWARE INC.
TICKER: DATA
CUSIP: 87336U105
MEETING

DATE: 5/12/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director CHRISTIAN CHABOT	For	For	Management
1.2	Elect Director CHRISTOPHER STOLTE	For	For	Management
2	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For	For	Management
3	TO APPROVE TABLEAU'S 2013 EQUITY INCENTIVE PLAN, AS AMENDED.	For	For	Management
4	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS TABLEAU'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	For	For	Management

COMPANY: TESLA MOTORS INC.

TICKER: TSLA

CUSIP: 88160R101

MEETING

DATE: 5/31/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director BRAD W. BUSS	For	For	Management
1.2	Elect Director IRA EHRENPREIS	For	For	Management
2	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS TESLA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	For	For	Management
3	A STOCKHOLDER PROPOSAL TO ELIMINATE LIMITED SUPERMAJORITY VOTING REQUIREMENTS FROM TESLA'S GOVERNING DOCUMENTS.	Against	Against	Shareholder

COMPANY: TWITTER INC.

TICKER: TWTR

CUSIP: 90184L102

MEETING

DATE: 5/25/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JACK DORSEY	For	For	Management
1.2	Elect Director HUGH JOHNSTON	For	For	Management
2	TO APPROVE, ON AN ADVISORY BASIS,			

	THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	For	For	Management
3	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	For	For	Management
4	THE APPROVAL OF THE TWITTER, INC. 2016 EQUITY INCENTIVE PLAN TO BE FUNDED WITH SHARES OWNED BY OUR CEO, JACK DORSEY.	For	For	Management

=====
COMPANY: ULTA SALON, COSMETICS & FRAGRANCE, INC.
TICKER: ULTA
CUSIP: 90384S303
MEETING
DATE: 6/1/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director MARY N. DILLON	For	For	Management
1.2	Elect Director CHARLES HEILBRONN	For	For	Management
1.3	Elect Director MICHAEL R. MACDONALD	For	For	Management
1.4	Elect Director GEORGE R. MRKONIC	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, FOR OUR FISCAL YEAR 2016, ENDING JANUARY 28, 2017.	For	For	Management
3	ADVISORY RESOLUTION TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	For	For	Management
4	TO APPROVE THE AMENDED AND RESTATED ULTA SALON, COSMETICS & FRAGRANCE, INC. 2011 INCENTIVE AWARD PLAN.	For	For	Management

=====
COMPANY: UNDER ARMOUR INC.
TICKER: UA
CUSIP: 904311107
MEETING
DATE: 8/26/15

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1	TO AMEND THE COMPANY'S CHARTER AS DESCRIBED IN THE PROXY STATEMENT TO: PROVIDE THAT EACH SHARE OF CLASS B COMMON STOCK WILL CONVERT INTO ONE SHARE OF CLASS A COMMON STOCK IF KEVIN PLANK SELLS MORE THAN A SPECIFIED NUMBER OF SHARES OF COMPANY			

2	COMMON STOCK IN ANY CALENDAR YEAR. TO AMEND THE COMPANY'S CHARTER AS DESCRIBED IN THE PROXY STATEMENT TO: PROVIDE THAT EACH SHARE OF CLASS B COMMON STOCK WILL CONVERT INTO ONE SHARE OF CLASS A COMMON STOCK IF KEVIN PLANK RESIGNS FROM THE COMPANY OR HIS EMPLOYMENT WITH THE COMPANY IS TERMINATED FOR CAUSE.	For	For	Management
3	TO AMEND THE COMPANY'S CHARTER AS DESCRIBED IN THE PROXY STATEMENT TO: PROVIDE FOR THE EQUAL TREATMENT OF SHARES OF CLASS A COMMON STOCK AND CLASS B COMMON STOCK IN CERTAIN TRANSACTIONS (THE "EQUAL TREATMENT PROVISION").	For	For	Management
4	TO AMEND THE COMPANY'S CHARTER AS DESCRIBED IN THE PROXY STATEMENT TO: ENHANCE BOARD INDEPENDENCE REQUIREMENTS (THE "BOARD INDEPENDENCE PROVISIONS").	For	For	Management
5	TO AMEND THE COMPANY'S CHARTER AS DESCRIBED IN THE PROXY STATEMENT TO: PROVIDE THAT THE EQUAL TREATMENT PROVISION AND THE BOARD INDEPENDENCE PROVISIONS CANNOT BE AMENDED UNLESS DECLARED ADVISABLE BY THE BOARD OF DIRECTORS (INCLUDING 75% OF THE INDEPENDENT DIRECTORS) AND APPROVED BY AT LEAST 75% OF THE VOTES ENTITLED TO BE CAST BY THE HOLDERS OF (1) THE CLASS A STOCK, VOTING AS A SINGLE CLASS, AND (2) THE CLASS B STOCK, VOTING AS A SINGLE CLASS.	For	For	Management
6	TO AMEND THE COMPANY'S 2005 OMNIBUS LONG-TERM INCENTIVE PLAN TO ALLOW THE AWARD OF SHARES OF THE COMPANY'S CLASS C COMMON STOCK UNDER THE PLAN.	For	For	Management
7	TO APPROVE THE ADOPTION OF A NEW CLASS C EMPLOYEE STOCK PURCHASE PLAN.	For	For	Management

=====

COMPANY: UNDER ARMOUR INC.
TICKER: UA
CUSIP: 904311107
MEETING
DATE: 4/28/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director KEVIN A. PLANK	For	For	Management
1.2	Elect Director BYRON K. ADAMS, JR.	For	For	Management
1.3	Elect Director GEORGE W. BODENHEIMER	For	For	Management
1.4	Elect Director DOUGLAS E. COLTHARP	For	For	Management
1.5	Elect Director ANTHONY W. DEERING	For	For	Management

1.6	Elect Director	KAREN W. KATZ	For	For	Management
1.7	Elect Director	A.B. KRONGARD	For	For	Management
1.8	Elect Director	WILLIAM R. MCDERMOTT	For	For	Management
1.9	Elect Director	ERIC T. OLSON	For	For	Management
1.10	Elect Director	HARVEY L. SANDERS	For	For	Management
2	TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE "EXECUTIVE COMPENSATION" SECTION OF THE PROXY STATEMENT, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS AND TABLES.		For	For	Management
3	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.		For	For	Management

=====
COMPANY: WORKDAY INC.
TICKER: WDAY
CUSIP: 98138H101
MEETING
DATE: 6/1/16

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director A. GEORGE (SKIP) BATTLE	For	For	Management
1.2	Elect Director MICHAEL M. MCNAMARA	For	For	Management
1.3	Elect Director JERRY YANG	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS WORKDAY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2017.	For	For	Management
3	ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	For	For	Management
4	LIMITS ON AWARDS TO NON-EMPLOYEE DIRECTORS UNDER THE 2012 EQUITY INCENTIVE PLAN.	For	For	Management

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.

The Berkshire Funds

/s/ Malcolm R. Fobes III

Malcolm R. Fobes III
President

August 29, 2016
