

MORGAN STANLEY EMERGING MARKETS DEBT FUND INC
Form N-PX
August 26, 2016

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM N-PX

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

Investment Company Act file number 811-07694

Morgan Stanley Emerging Markets Debt Fund, Inc.

(Exact name of registrant as specified in charter)

522 Fifth Avenue, New York, New York
(Address of principal executive offices)

10036
(Zip code)

Joseph Benedetti, Esq.

Managing Director

Morgan Stanley Investment Management Inc.

522 Fifth Avenue

New York, New York 10036

(Name and address of agent for service)

Registrant's telephone number, including area code: **800-231-2608**

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Date of fiscal year end: **12/31**

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

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***** FORM N-Px REPORT *****

ICA File Number: 811-07694

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

Morgan Stanley Emerging Markets Debt Fund, Inc.

===== Morgan Stanley Emerging Markets Debt Fund, Inc. =====

There is no proxy voting activity for the fund, as the fund did not hold any votable positions during the reporting period.

===== END NPX REPORT

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Morgan Stanley Emerging Markets Debt Fund, Inc.

By (Signature and Title)*

/s/ John H. Gernon
John H. Gernon
President and Principal Executive Officer

Date August 26, 2016

* Print the name and title of each signing officer under his or her signature.

"top">

Arthurs, Lestrangle, & Company, Inc.

4,900 2,400 *

Diversified Resources

4,800 3,800 *

Banca IMI Securities Corp.

4,800 3,600 *

DFS Equities

4,700 2,400 *

Prospera Financial Services, Inc.

4,600 4,600 *

Resource Securities Corp.

4,600 2,600 *

Ewing Capital, Inc.

4,600 300 *

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Abacus, Inc.

4,573 4,242 *

DM Kelly & Company

4,500 4,500 *

E*Trade Clearing LLC

4,500 4,500 *

Great Nation Investment Corp.

4,500 4,500 *

Mike Discount Securities Inc.

4,500 4,500 *

O Keefe, Shaw & Co Incorporated

4,500 4,500 *

SCF Securities, Inc.

4,500 4,500 *

Conifer Securities, LLC

4,500 3,000 *

Adams, Harkness & Hill Inc.

4,500 1,500 *

AgriCapital Securities Inc.

4,500 1,500 *

Brownstone Investment Group, LLC

4,500 1,500 *

Financorp Group International

4,500 1,500 *

Hamilton Cavanaugh Investment

4,500 1,500 *

Manarin Securities, Corp.

4,500 1,500 *

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LJ Goldstein and Co., Inc.

4,400 1,200 *

Auto Club Funds, Inc.

4,200 1,200 *

Calvert Distributors Inc.

4,200 1,200 *

Spencer Trask Securities

4,100 4,100 *

Monness, Crespi, Hardt & Co., Inc.

4,010 2,000 *

Alliance Affiliated Equities Corp.

4,000 4,000 *

Gilder Gagnon Howe & Co., LLC

4,000 4,000 *

ATS, LP

4,000 3,000 *

Mellin Securities, Inc.

4,000 3,000 *

Sentinel Brokers Company

4,000 3,000 *

Shearman Ralston Inc.

4,000 3,000 *

Wall Street Discounts, Inc.

4,000 3,000 *

Holland Capital Management, LP

4,000 2,000 *

Bernard Herold & Co., Inc.

4,000 600 *

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Lieblong & Associates

3,872 3,572 *

Harvey Jon Crosby

3,750 2,250 *

Buerk Dale Victor LLC

3,700 2,700 *

Fox, Reusch & Co., Inc.

3,700 1,200 *

Senate Securities

3,650 1,350 *

BNY Clearing Services, Inc.

3,600 3,600 *

First London Securities Corp.

3,600 3,600 *

Inter-Market Capital Corporation

3,600 3,600 *

PCI Trade Securities

3,600 3,600 *

Carthage Group, Inc.

3,600 600 *

Esico, Co.

3,600 600 *

C E Unterberg, Towbin

3,550 3,550 *

Lingg & Co.

3,533 3,533 *

Strouse Greenberg Realty

3,510 1,500 *

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Intellisync Corporation

3,500 3,500 *

First Securities Northwest, Inc.

3,500 1,500 *

HADC Equities, Inc.

3,500 1,500 *

Martin Greenberg

3,500 1,500 *

PR Gilboy & Associates Inc.

3,500 1,500 *

Cambridge Group Investments Ltd.

3,500 1,200 *

Fagenson & Company Inc.

3,500 1,200 *

Genesis Day Trade, LLC

3,500 1,200 *

Kurt Salmon Associates Capital Advisors Inc.

3,500 1,200 *

New Harbor Capital, Inc.

3,500 1,200 *

Potomac Investment Company

3,500 600 *

Fremont Capital Inc.

3,400 2,400 *

Monument Group, Inc.

3,400 2,400 *

Network 1 Financial

3,400 900 *

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Pellinore Securities Corp.

3,300 3,300 *

RGR Financial Corp

3,300 3,300 *

Mary N. Odom

3,300 3,000 *

Riordan, Johnston, & Javadizadeh, Inc.

3,300 3,000 *

Benefit Finance Securities LLC

3,300 300 *

Europa Securities, LLC

3,210 1,200 *

Haywood (USA) Securities Inc.

3,210 1,200 *

Feltl and Company

3,200 1,200 *

Track Data Securities Corp.

3,200 1,200 *

Triangle Securities LLC

3,200 1,200 *

Stifel, Nicolaus & Company, Incorporated

3,125 3,125 *

Carbon Capital Securities LLC

3,040 3,000 *

AGF Securities, Inc

3,000 3,000 *

AIG Trading Group, Inc.

3,000 3,000 *

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Arbor Research & Trading Inc.

3,000 3,000 *

Aurora Consulting, Inc.

3,000 3,000 *

Braver, Stern Securities Corp.

3,000 3,000 *

Bryan Gill

3,000 3,000 *

Capital Brokerage Corporation

3,000 3,000 *

Capital Preservation Partners LLC

3,000 3,000 *

Chilian Partners, LP

3,000 3,000 *

Clark Nobil & Co.

3,000 3,000 *

DE Shaw Investments LP

3,000 3,000 *

DeSpain Financial Corporation

3,000 3,000 *

Doft & Co., Inc.

3,000 3,000 *

Domestic Securities, Inc.

3,000 3,000 *

ED&F Man International Inc.

3,000 3,000 *

FINANCIAL SCIENCES INC

3,000 3,000 *

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First Liberties Financial

3,000 3,000 *

FMN Capital Corporation

3,000 3,000 *

Frank Elshaug

3,000 3,000 *

Frederick J. Wertlieb

3,000 3,000 *

Gabelli & Company, Inc.

3,000 3,000 *

Gabelli Fixed Income Distributors, Inc.

3,000 3,000 *

GE Investment Distributors, Inc.

3,000 3,000 *

Gill & Associates, Inc.

3,000 3,000 *

GNA Distributors, Inc.

3,000 3,000 *

Graybill Investments

3,000 3,000 *

Hollencrest Securities, LLC

3,000 3,000 *

IBS Securities, LLC

3,000 3,000 *

ICBA Securities

3,000 3,000 *

Invemed Associates, LLC

3,000 3,000 *

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Investor Service Center, Inc.

3,000 3,000 *

Irving Lederman

3,000 3,000 *

J. Roe Burton & Co. Inc.

3,000 3,000 *

JJR Associates, Inc.

3,000 3,000 *

JMP Securities LLC

3,000 3,000 *

Kayser & Company

3,000 3,000 *

Landolt Securities, Inc.

3,000 3,000 *

LCM Marketing Corp.

3,000 3,000 *

Mac-Per-Wolf Company

3,000 3,000 *

MacAllaster Pitfield MacKay Inc.

3,000 3,000 *

Metropolitan Life Insurance Company

3,000 3,000 *

Midtown Holdings LLC

3,000 3,000 *

Miller Tabak + Co., LLC

3,000 3,000 *

MSBN, Inc.

3,000 3,000 *

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Murray Zucker

3,000 3,000 *

Nationwide Planning Associates Inc.

3,000 3,000 *

Newby & Company

3,000 3,000 *

O Toole Insurance & Securities

3,000 3,000 *

Omega Securities, Inc.

3,000 3,000 *

Osprey Partners LLC

3,000 3,000 *

Paulsen Securities Inc

3,000 3,000 *

Peters Securities CO LP

3,000 3,000 *

Questrion Research Corporation

3,000 3,000 *

Research Capital USA Inc

3,000 3,000 *

Ryan Beck & Co, Inc.

3,000 3,000 *

Searle & Co.

3,000 3,000 *

TM Capital Corp.

3,000 3,000 *

Trio Securities Inc.

3,000 3,000 *

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Vining-Sparks IBG, Limited Partnership

3,000 3,000 *

Waters, Parkerson & Co., Inc.

3,000 3,000 *

World Trend Investments, Ltd

3,000 3,000 *

Wukasch Capital Corporation

3,000 3,000 *

M & T Bank Corporation

3,000 3,000 *

World Market Equities, Inc.

3,000 2,400 *

Redwine & Company, Inc.

3,000 2,000 *

Hagerty Stewart & Associates Inc.

3,000 1,500 *

Leighton McGill Partners

3,000 1,500 *

Stuart Portfolio Consultants LP

3,000 1,500 *

BNY Capital Markets, Inc.

3,000 1,500 *

R. Scott Nieboer

3,000 1,500 *

American Investors Company

3,000 300 *

Other Stockholders

818,832 562,876 *

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Certain other beneficial owners of common stock or future transferees, pledgees, donees of or from any such holder, if identified as described below (14)(15)(16)

352,378 352,378 *

Total

17,862,944 13,525,195 *

* Less than 1%.

(1) Calculated based on Rule 13d-3(d)(1)(i) of the Securities Exchange Act of 1934, as amended (Exchange Act), using 111,900,966 shares of common stock outstanding (including shares of restricted common stock entitled to vote at the annual meeting) as of May 3, 2006.

(2) Silver Lake Partners owns approximately 88% of the parent of Instinet, LLC. Glenn Hutchins, a principal of Silver Lake Partners, is a member of our Board of Directors.

(3) An affiliate of Credit Suisse Securities (USA) LLC has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us, including as a financial advisor or financing source.

(4) One of our directors, Jeffrey N. Edwards, is an employee of an affiliate of Merrill Lynch International. Merrill Lynch International has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us, including as a financial advisor or financing source.

(5) JP Morgan Securities Inc. has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us, including as a financial advisor or financing source.

(6) One of our directors, Jeffrey N. Edwards, is an employee of an affiliate of ML IBK Positions, Inc.

(7) An affiliate of UBS Financial Services Inc. has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us, including as a financial advisor or financing source.

(8) Banc of America Securities, LLC has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us, including as a financial advisor or financing service.

(9) One of our directors, Lon Gorman, was an executive officer of The Charles Schwab Corporation and Schwab Capital Markets, affiliates of Charles Schwab & Co., Inc. until November 2004.

(10) One of our directors, Arvind Sodhani, is an officer of Intel Corporation.

(11) Bear, Stearns & Co. Inc. has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us, including as a financial advisor or financing source.

(12) Keefe, Bruyette & Woods, Inc. has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us, including as a financial advisor or financing source.

(13) One of our directors, Thomas O Neill, is a founding principal of Sandler O Neill Partners, L.P. Sandler O Neill Partners, L.P. has engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us, including as a financial advisor or financing source.

(14) Selling stockholders may be identified in the table above by us at a later date by filing a prospectus supplement to this prospectus supplement. Such other holders shall not be permitted to sell pursuant to the registration statement unless and until they are listed in the selling stockholders table in a supplement to this prospectus supplement.

(15) Assumes that any selling stockholders or any future pledgees, donees, assignees, transferees or successors of or from such other holders of the shares do not beneficially own any shares of common stock other than the common stock registered hereby.

(16) Includes 255,285 shares of our common stock represented by warrants originally available for exercise that expired on June 27, 2006 and that were subsequently sold by NASD on July 10, 2006.

S-1