

GABELLI CONVERTIBLE SECURITIES FUND INC /DE
Form DEF 14A
April 10, 2001

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No. ___)

Filed by Registrant [X]
Filed by a Party other than the Registrant []
Check the appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [X] Definitive Proxy Statement
- [] Definitive Additional Materials
- [] Soliciting Material Pursuant to Sec. 240.14a-12

THE GABELLI CONVERTIBLE SECURITIES FUND, INC.

(Name of Registrant as Specified In Its Charter)

(Name Of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- [X] No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11(set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

[] Fee paid previously with preliminary materials.

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

THE GABELLI CONVERTIBLE SECURITIES FUND, INC.
One Corporate Center
Rye, New York 10580-1434
(914) 921-5070

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 14, 2001

To the Shareholders of
THE GABELLI CONVERTIBLE SECURITIES FUND, INC.

Notice is hereby given that the Annual Meeting of Shareholders (the "Meeting") of The Gabelli Convertible Securities Fund, Inc. (the "Fund") will be held at the Cole Auditorium, Greenwich Public Library, 101 West Putnam Avenue, Greenwich, Connecticut 06830, on Monday, May 14, 2001 at 8:30 a.m. for the following purposes:

1. To elect three (3) Directors of the Fund, two to be elected by the holders of the Fund's Common Stock and holders of its 8.00% Cumulative Preferred Stock ("Preferred Stock"), voting together as a single class, and one to be elected by the holders of the Fund's Preferred Stock, voting as a separate class (PROPOSAL 1); and
2. To consider and vote upon such other matters as may properly come before said Meeting or any adjournments thereof.

These items are discussed in greater detail in the attached Proxy Statement.

The close of business on March 5, 2001, has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting or any adjournments thereof.

YOUR VOTE IS IMPORTANT REGARDLESS OF THE SIZE OF YOUR HOLDINGS IN THE FUND. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, WE ASK THAT YOU PLEASE COMPLETE AND SIGN THE ENCLOSED PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE, WHICH NEEDS NO POSTAGE IF MAILED IN THE CONTINENTAL UNITED STATES. INSTRUCTIONS FOR THE PROPER EXECUTION OF PROXIES ARE SET FORTH ON THE INSIDE COVER.

By Order of the Board of Directors

JAMES E. MCKEE
SECRETARY

April 9, 2001

INSTRUCTIONS FOR SIGNING PROXY CARDS

The following general rules for signing proxy cards may be of assistance to you and avoid the time and expense to the Fund involved in validating your vote if you fail to sign your proxy card properly.

1. INDIVIDUAL ACCOUNTS: Sign your name exactly as it appears in the registration on the proxy card.
2. JOINT ACCOUNTS: Either party may sign, but the name of the party signing should conform exactly to the name shown in the registration.
3. ALL OTHER ACCOUNTS: The capacity of the individuals signing the proxy card should be indicated unless it is reflected in the form of registration. For example:

| REGISTRATION ----- | VALID SIGNATURE ----- |
|---|--------------------------|
| CORPORATE ACCOUNTS | |
| (1) ABC Corp. | ABC Corp. |
| (2) ABC Corp. | John Doe, Treasurer |
| (3) ABC Corp. c/o John Doe, Treasurer | John Doe |
| (4) ABC Corp., Profit Sharing Plan | John Doe, Trustee |
| TRUST ACCOUNTS | |
| (1) ABC Trust | Jane B. Doe, Trustee |
| (2) Jane B. Doe, Trustee u/t/d 12/28/78 | Jane B. Doe |
| CUSTODIAN OR ESTATE ACCOUNTS | |
| (1) John B. Smith, Cust. f/b/o John B. Smith, Jr. UGMA | John B. Smith |
| (2) John B. Smith, Executor Estate of Jane Smith | John B. Smith, Executor |

TELEPHONE/INTERNET VOTING

Various brokerage firms may offer the convenience of providing your voting instructions via telephone or the Internet for shares held through such firms. If available, instructions are included with this Proxy Statement and proxy card.

THE GABELLI CONVERTIBLE SECURITIES FUND, INC.

ANNUAL MEETING OF SHAREHOLDERS

MAY 14, 2001

PROXY STATEMENT

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of The Gabelli Convertible Securities Fund, Inc. (the "Fund") for use at the Annual Meeting of Shareholders of the Fund to be held on Monday, May 14, 2001 at 8:30 a.m. at the Cole Auditorium, Greenwich Public Library, 101 West Putnam Avenue, Greenwich, Connecticut 06830, and at any adjournments thereof (the "Meeting"). A Notice of Annual Meeting of Shareholders and proxy card accompany this Proxy Statement, all of which are first being mailed to shareholders on or about April 9, 2001.

In addition to the solicitation of proxies by mail, officers of the Fund and officers and regular employees of EquiServe, the Fund's transfer agent, affiliates of EquiServe or other representatives of the Fund also may solicit proxies by Internet, telephone, telegraph or in person. In addition, the Fund has retained Georgeson Shareholder Communications Inc. to assist in the solicitation of proxies for a minimum fee of \$3,500 plus reimbursement of expenses. The costs of proxy solicitation and the expenses incurred in connection with preparing the Proxy Statement and its enclosures will be paid by the Fund. The Fund will also reimburse brokerage firms and others for their expenses in forwarding solicitation materials to the beneficial owners of its shares.

THE FUND'S MOST RECENT ANNUAL REPORT, INCLUDING AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2000 IS AVAILABLE UPON REQUEST, WITHOUT CHARGE, BY WRITING THE FUND AT ONE CORPORATE CENTER, RYE, NEW YORK, 10580-1434 OR CALLING THE FUND AT 1-800-422-3554 OR VIA THE INTERNET AT WWW.GABELLI.COM.

If the enclosed proxy is properly executed and returned in time to be voted at the Meeting, the Shares (as defined below) represented thereby will be voted "FOR" the election of the nominees as Directors listed in the accompanying Notice of Annual Meeting of Shareholders, unless instructions to the contrary are marked thereon, and in the discretion of the proxy holders as to the transaction of any other business that may properly come before the Meeting. Any shareholder who has given a proxy has the right to revoke it at any time prior to its exercise either by attending the Meeting and voting his or her shares in person or by submitting a letter of revocation or a later-dated proxy to the Fund at the above address prior to the date of the Meeting.

In the event a quorum is not present at the Meeting or in the event that a quorum is present at the Meeting but sufficient votes to approve any of the proposed items are not received, the persons named as proxies may propose one or more adjournments of such Meeting to permit further solicitation of proxies. A shareholder vote may be taken on one or more of the proposals in this Proxy Statement prior to such adjournment if sufficient votes have been received for approval and it is otherwise appropriate. Any such adjournment will require the affirmative vote of a majority of those shares present at the Meeting in person or by proxy. If a quorum is present, the persons named as proxies will vote those proxies which they are entitled to vote "FOR" any proposal in favor of such adjournment and will vote those proxies required to be voted "AGAINST" any proposals against such adjournment.

The close of business on March 5, 2001, has been fixed as the record date for the determination of shareholders entitled to notice of and to vote at the

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Meeting and all adjournments thereof.

The Fund has two classes of capital stock: common stock, par value \$0.001 per share ("Common Stock") and 8.00% Cumulative Preferred Stock, par value \$0.001 per share ("Preferred Stock") (together with the Common Stock, the "Shares"). The holders of the Common Stock and Preferred Stock are each entitled to one vote for each full share and an appropriate fraction of a vote for each fractional share held. On the record date March 5, 2001, there were 7,787,745 shares of Common Stock and 1,200,000 shares of Preferred Stock outstanding.

The following persons were known to the Fund to be beneficial owners or owners of record of 5% or more of the Fund's outstanding shares of Common Stock and Preferred Stock as of the record date:

| NAME AND ADDRESS OF BENEFICIAL/RECORD OWNER(S) ----- | TITLE OF CLASS ----- | AMOUNT OF SHARES AND NATURE NATURE OF OWNERSHIP ----- |
|--|-------------------------|---|
| Cede & Co.* P.O. Box 20 Bowling Green Station New York, NY 10274 | Common | 4,238,489 (record) |
| | Preferred | 1,182,445 (record) |
| Mario J. Gabelli and affiliates*** One Corporate Center Rye, NY 10580 | Common | 1,094,897 (beneficial) |
| Bear, Stearns Securities Corp.** One Metrotech Center North, 4th Floor Brooklyn, NY 11201 | Common | 1,025,933 (record) |
| Charles Schwab & Co., Inc.** c/o ADP Proxy Services 51 Mercedes Way Edgewood, NY 11717 | Common | 500,840 (record) |
| | Preferred | 82,979 (record) |
| Prudential Securities, Inc.** c/o ADP Proxy Services 51 Mercedes Way Edgewood, NY 11717 | Common | 453,964 (record) |
| Salomon Smith Barney, Inc.** 333 W. 34th Street New York, NY 10001 | Preferred | 390,039 (record) |
| A.G. Edwards & Sons, Inc.** 125 Broad Street, 40th Floor New York, NY 10004 | Preferred | 80,568 (record) |

* A nominee partnership of The Depository Trust Company.

** Shares held at The Depository Trust Company.

*** Includes 148,330 shares owned directly by Mr. Gabelli, 10,000 shares owned

by a family partnership for which Mr. Gabelli serves as general partner, 34,996 shares held by custodial accounts for which Mr. Gabelli serves as Trustee, 730,004 shares owned by Gabelli Funds, LLC or its affiliates, 58,031 shares owned by the Gabelli & Company, Inc. Profit-Sharing Plan, and 113,536 shares owned by discretionary accounts managed by GAMCO Investors, Inc., a wholly-owned subsidiary of Gabelli Asset Management Inc.

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SUMMARY OF VOTING RIGHTS ON PROXY PROPOSALS

| PROPOSAL ----- | COMMON STOCKHOLDERS ----- | PREFERRED ----- |
|--------------------------|---|--|
| 1. Election of Directors | Common and Preferred Stockholders, voting together as a single class, elect two Directors: Mario J. Gabelli and Karl Otto Pohl. | Common and Preferred voting together as elect two Director and Karl Otto Pohl. Preferred Stockhol separate class, el Felix J. Christian |
| 2. Other Business | Common and Preferred Stockholders, voting together as a single class. | |

In order that your Shares may be represented at the Meeting, you are requested to vote on the following matters:

PROPOSAL 1: TO ELECT THREE (3) DIRECTORS OF THE FUND

The Board of Directors is divided into three classes, each class having a term of three years. Each year the term of office of one class will expire. Mario J. Gabelli, Felix J. Christiana and Karl Otto Pohl have all been nominated for a three-year term to expire at the Fund's 2004 Annual Meeting of Shareholders and until their successors are duly elected and qualified. All of the nominees are current Directors of the Fund and all of the current Directors are also directors or trustees of other investment companies for which Gabelli Funds, LLC (the "Adviser") or its affiliates serve as adviser.

Under the Fund's Articles of Incorporation, Articles Supplementary and the Investment Company Act of 1940, as amended (the "1940 Act"), holders of Preferred Stock, voting as a separate class, are entitled to elect two Directors, and holders of the Common Stock and Preferred Stock, voting as a single class, are entitled to elect the remaining Directors, subject to the provisions of the 1940 Act and the Fund's Articles of Incorporation, Articles Supplementary and By-Laws. The holders of Preferred Stock would elect the minimum number of additional Directors that would represent a majority of the Directors in the event that dividends on Preferred Stock are in arrears for two full years. No dividend arrearages exist at this time. Felix J. Christiana and Anthony J. Colavita are currently Directors elected solely by the holders of the Fund's Preferred Stock. A quorum of the Preferred Stockholders must be present at the Meeting in order for the proposal to elect Mr. Christiana to be

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considered.

Unless authority is withheld, it is the intention of the persons named in the proxy to vote the proxy "FOR" the election of the nominees named below. Each nominee has indicated that he has consented to serve as a Director if elected at the Meeting. If a designated nominee declines or otherwise becomes unavailable for election, however, the proxy confers discretionary power on the persons named therein to vote in favor of a substitute nominee or nominees. The business address of each Director is One Corporate Center, Rye, NY 10580-1434.

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NAME, POSITION WITH THE FUND,
BUSINESS EXPERIENCE DURING PAST FIVE YEARS AND AGE

NOMINEES TO SERVE UNTIL 2004 ANNUAL MEETING OF SHAREHOLDERS

*MARIO J. GABELLI, CFA
Chairman of the Board, President and Chief Investment Officer of the Fund; Chairman of the Board and Chief Investment Officer of Gabelli Asset Management Inc. and Chief Investment Officer of Gabelli Funds, LLC and GAMCO Investors, Inc.; Chairman of the Board and Chief Executive Officer of Lynch Corporation (diversified manufacturing and communications services company) and Lynch Interactive Corporation (multimedia and services company); Director of Spinnaker Industries, Inc. (manufacturing company). Mr. Gabelli is 58 years old.
(1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13) (14) (15) (16) (17)

FELIX J. CHRISTIANA
Director of the Fund. Former Senior Vice President of Dollar Dry Dock Savings Bank. Mr. Christiana is 76 years old.
(1) (4) (5) (6) (7) (8) (10) (13) (16) (17) (19)

*KARL OTTO POHL
Director of the Fund since 1992. Member of the Shareholder Committee of Sal Oppenheim Jr. & Cie (private investment bank); Director of Gabelli Asset Management Inc., Zurich Allied (insurance company), and TrizecHahn Corp. (real estate company); Former President of the Deutsche Bundesbank and Chairman of its Central Bank Council from 1980 through 1991. Mr. Pohl is 71 years old.
(1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13) (14) (15) (16) (17) (18) (19)

* "Interested person" of the Fund, as defined in the 1940 Act. Mr. Gabelli is an "interested person" of the Fund as a result of his employment as an officer of the Fund and the Adviser. Mr. Gabelli is a registered representative of a broker-dealer that is majority owned by Gabelli Asset Management Inc., the parent company of the Adviser. Mr. Pohl is a director of the parent company of the Adviser.

** For this purpose "beneficial ownership" is defined under Section 13(d) of

NUMB
BENE
DIRECT
COM

1,094
14.

17,62

0

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the Securities Exchange Act of 1934, as amended (the "1934 Act"). The information as to beneficial ownership is based upon information furnished to the Fund by the Directors.

*** Less than 1%.

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The following Directors of the Fund will continue to serve in such capacity until their terms of office expire and their successors are duly elected and qualified.

| NAME, POSITION WITH THE FUND, BUSINESS EXPERIENCE DURING PAST FIVE YEARS AND AGE ----- | NUMB BENE DIRECT |
|--|------------------------|
| ----- | |
| DIRECTORS SERVING UNTIL 2003 ANNUAL MEETING OF SHAREHOLDERS ----- | |
| E. VAL CERUTTI Director of the Fund. Chief Executive Officer of Cerutti Consultants, Inc.; Adviser, Iona College School of Business; Director of Lynch Corporation. Mr. Cerutti is 61 years old. (4) (9) | 2,69 |
| DUGALD A. FLETCHER Director of the Fund. President, Fletcher & Company, Inc.; Former Director and Chairman and Chief Executive Officer of Binnings Building Products, Inc.; Director of Harris and Harris Group, Inc. (venture capital). Mr. Fletcher is 71 years old. (4) (10) | 10,65 |
| ANTHONY R. PUSTORINO Director of the Fund. Certified Public Accountant; Professor of Accounting, Pace University, since 1965. Mr. Pustorino is 75 years old. (1) (3) (4) (5) (6) (7) (10) (13) (16) (17) (19) (20) | 4,60 |
| ----- | |
| DIRECTORS SERVING UNTIL 2002 ANNUAL MEETING OF SHAREHOLDERS ----- | |
| ANTHONY J. COLAVITA Director of the Fund. President and Attorney at Law in the law firm of Anthony J. Colavita, P.C. since 1961. Mr. Colavita is 65 years old. (1) (2) (3) (4) (5) (6) (8) (9) (10) (11) (12) (13) (14) (15) (16) (17) (18) (19) (20) | 27,49 |
| ANTHONIE C. VAN EKRISS Director of the Fund since 1992. Managing Director of Balmac International, Ltd.; Director of Spinnaker Industries, Inc.; Director of Stahel Hardmeyer A.G. Mr. van Ekris is 66 years old. (1) (3) (4) (5) (8) (9) (10) (11) (13) (14) (19) | 3,61 |
| SALVATORE J. ZIZZA | 23,67 |

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Director of the Fund since 1991. Chairman of The Bethlehem Corp.; Board Member of Hollis Eden Pharmaceuticals; Former Executive Vice President of FMG Group (a healthcare provider); Former President and Chief Executive Officer of the Lehigh Group Inc. (an electrical supply wholesaler); Former Director and Chairman of the Executive Committee of Binnings Building Products, Inc. Mr. Zizza is 55 years old. (1) (4) (6) (7) (10) (16)

DIRECTORS AND OFFICERS AS A GROUP

1,185
15.

** For this purpose "beneficial ownership" is defined under Section 13(d) of the Securities Exchange Act of 1934, as amended (the "1934 Act"). The information as to beneficial ownership is based upon information furnished to the Fund by the Directors.

*** Less than 1%.

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- (1) Trustee of The Gabelli Asset Fund
- (2) Trustee of Gabelli Blue Chip Value Fund
- (3) Director of Gabelli Capital Series Funds, Inc.
- (4) Director of The Gabelli Convertible Securities Fund, Inc.
- (5) Director of Gabelli Equity Series Funds, Inc.
- (6) Director of The Gabelli Equity Trust Inc.
- (7) Director of The Gabelli Global Multimedia Trust Inc.
- (8) Director of Gabelli Global Series Funds, Inc.
- (9) Director of Gabelli Gold Fund, Inc.
- (10) Trustee of The Gabelli Growth Fund
- (11) Director of Gabelli International Growth Fund, Inc.
- (12) Director of Gabelli Investor Funds, Inc.
- (13) Trustee of The Gabelli Mathers Fund
- (14) Trustee of The Gabelli Money Market Funds
- (15) Trustee of The Gabelli Utilities Fund
- (16) Trustee of The Gabelli Utility Trust
- (17) Director of The Gabelli Value Fund Inc.
- (18) Trustee of The Gabelli Westwood Funds
- (19) Director of The Treasurer's Fund, Inc.
- (20) Director of Comstock Funds, Inc.

The Fund pays each Director not affiliated with the Adviser or its affiliates a fee of \$5,000 per year plus \$750 per meeting attended in person, together with the Director's actual out-of-pocket expenses relating to their attendance at such meetings. The aggregate remuneration (not including out-of-pocket expenses) paid by the Fund to such Directors during the year ended December 31, 2000 amounted to \$58,500. During the year ended December 31, 2000, the Directors of the Fund met four times. Each Director then serving in such capacity attended at least 75% of the meetings of Directors and of any Committee of which he is a member.

The Directors serving on the Fund's Nominating Committee are Messrs. Colavita (Chairman) and Zizza. The Nominating Committee is responsible for recommending qualified candidates to the Board in the event that a position is vacated or created. The Nominating Committee would consider recommendations by shareholders if a vacancy were to exist. Such recommendations should be forwarded to the Secretary of the Fund. The Nominating Committee did not meet

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during the year ended December 31, 2000. The Fund does not have a standing compensation committee.

Messrs. Christiana, Colavita and Pustorino, who are not "interested persons" of the Fund as defined in the 1940 Act, serve on the Fund's Audit Committee. The Audit Committee is responsible for reviewing and evaluating issues related to the accounting and financial reporting policies and internal controls of the Fund and the internal controls of certain service providers, overseeing the quality and objectivity of the Fund's financial statements and the audit thereof and to act as a liaison between the Board of Directors and the Fund's independent accountants. During the year ended December 31, 2000, the Audit Committee met twice.

AUDIT COMMITTEE REPORT

The role of the Fund's Audit Committee is to assist the Fund's Board of Directors in its oversight of the Fund's financial reporting process. The Board of Directors of the Fund has adopted a Charter for the Audit Committee, a copy of which is attached as Appendix A to the Proxy Statement. Management, however, is responsible for maintaining appropriate systems for accounting and internal control, and the Fund's independent accountants are responsible for planning and carrying out proper audits and reviews.

In connection with the Fund's audited financial statements for the year ended December 31, 2000, included in the Fund's Annual Report dated December 31, 2000 (the "Annual Report"), the Audit Committee reviewed and discussed at a meeting held on February 16, 2001, the Fund's audited financial statements with management and the Fund's independent accountants, and discussed the audit of such financial statements with the Fund's independent accountants.

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The Audit Committee specifically discussed with the independent accountants the quality, and not just the acceptability under generally accepted accounting principles, of the accounting principles applied by the Fund. The Audit Committee also received a formal written statement from the Fund's independent accountants delineating the relationships between the independent accountants and the Fund and its affiliates and discussed matters designed to assist the Committee in determining whether the independence of the accountants might reasonably be viewed as becoming adversely affected.

Members of the Fund's Audit Committee are not professionally engaged in the practice of auditing or accounting and are not employed by the Fund for accounting, financial management or internal control. Moreover, the Audit Committee relies on and makes no independent verification of the facts presented to it or representations made by management or the Fund's independent accountants. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and/or financial reporting

principles and policies, or internal controls and procedures, designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not provide assurance that the audit of the Fund's financial statements has been carried out in accordance with generally accepted auditing standards or that the financial statements are presented in accordance with generally accepted accounting principles.

Based on its consideration of the Fund's audited financial statements and the discussions referred to above with management and the Fund's independent accountants, and subject to the limitations on the responsibilities and role of the Audit Committee set forth in the Charter and those discussed above, the Audit Committee recommended to the Fund's Board of Directors that the Fund's audited financial statements be included in the Fund's Annual Report.

Set forth in the table below are audit fees and non-audit related fees billed by the Fund's independent accountants to the Fund for the Fund's fiscal year ended December 31, 2000.

| Audit Fees ----- | Financial Information Systems Design and Implementation Fees ----- | All Other Fees ----- |
|--|---|--|
| <p>\$24,000 - For professional services rendered for the audit of the Fund's annual financial statements for the year ended December 31, 2000.</p> | <p>No fees were billed for professional services rendered to the Fund, the Fund's investment adviser and any entity controlling, controlled by or under common control with the Adviser that provides services to the Fund.</p> | <p>\$19,400 - For tax services other attest services rendered by the principal accountant (other than those disclosed in the previous columns) to the Fund. There were no other fees paid to the Fund's investment adviser, any entity controlling, controlled by or under common control with the Adviser that provides services to the Fund.</p> |

The Audit Committee has considered whether the provision of the non-audit services is compatible with maintaining the auditors independence.

SUBMITTED BY THE AUDIT COMMITTEE OF THE FUND'S BOARD OF DIRECTORS

Anthony R. Pustorino, Chairman
 Felix J. Christiana
 Anthony J. Colavita

EXECUTIVE OFFICERS OF THE FUND

Officers of the Fund are appointed by the Directors to serve at the

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pleasure of the Board. Listed below is a brief description of the recent business experience of each executive officer of the Fund who is not included in the listing of Directors. The business address of each of these officers is One Corporate Center, Rye, New York 10580-1434.

NAME, POSITION WITH THE FUND, PRINCIPAL OCCUPATION DURING PAST FIVE YEARS AND AGE

 BRUCE N. ALPERT

Vice President and Treasurer. Officer of the Fund since its inception. Executive Vice President and Chief Operating Officer of Gabelli Funds, LLC since 1988; President and Director of Gabelli Advisers, Inc. and an officer of all mutual funds managed by Gabelli Funds, LLC and its affiliates. Mr. Alpert is 49 years old.

JAMES E. MCKEE

Secretary of the Fund since 1995. Secretary of Gabelli Funds, LLC. Vice President, General Counsel and Secretary of Gabelli Asset Management Inc. since 1999 and GAMCO Investors, Inc. since 1993; Secretary of all mutual funds advised by Gabelli Funds, LLC and Gabelli Advisers, Inc. Mr. McKee is 37 years old.

PETER W. LATARTARA

Vice President since 1998. Assistant Vice President of the Fund since 1997 and officer of one other Gabelli fund. Formerly, Assistant Vice President of Gabelli & Company, Inc. and The Gabelli Global Multimedia Trust Inc; Prior to 1996, Mr. Latartara was with the government relations firm of Black, Manafort, Stone and Kelly in Washington, D.C. Mr. Latartara is 33 years old.

The following table sets forth certain information regarding the compensation of the Fund's directors and officers. Mr. Latartara is employed by both the Fund and The Gabelli Global Multimedia Trust Inc. and is not employed by the Adviser. Officers of the Fund who are employed by the Adviser receive no compensation or expense reimbursement from the Fund.

COMPENSATION TABLE
 FOR THE YEAR ENDED DECEMBER 31, 2000

| NAME OF PERSON AND POSITION | AGGREGATE COMPENSATION FROM THE FUND | TOTAL COMPENSATION FR THE FUND AND FUND COMP PAID TO DIRECTORS/OFFIC |
|--|---|--|
| ----- | ----- | ----- |
| MARIO J. GABELLI Chairman of the Board, President and Chief Investment Officer | \$ 0 | \$ 0 (17) |
| E. VAL CERUTTI Directors | \$ 8,000 | \$ 10,000 (2) |
| FELIX J. CHRISTIANA Director | \$ 9,000 | \$107,000 (11) |

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| | | | |
|--------------------------------------|-----------|-----------|------|
| ANTHONY J. COLAVITA Director | \$ 8,500 | \$129,967 | (19) |
| DUGALD A. FLETCHER Director | \$ 8,000 | \$ 16,000 | (2) |
| KARL OTTO POHL Director | \$ 0 | \$ 0 | (19) |
| ANTHONY R. PUSTORINO Director | \$ 9,000 | \$121,500 | (12) |
| ANTHONIE C. VAN EKRIIS Director | \$ 8,000 | \$ 63,000 | (11) |
| SALVATORE J. ZIZZA Director | \$ 8,000 | \$ 55,000 | (6) |
| PETER W. LATARTARA Vice President | \$ 62,500 | \$165,000 | (2) |

* Represents the total compensation paid to such persons during the calendar year ended December 31, 2000 by investment companies (including the Fund) or portfolios thereof from which such person receives compensation that are considered part of the same fund complex as the Fund because they have common or affiliated advisers. The number in parentheses represents the number of such investment companies.

REQUIRED VOTE

Election of each of the listed nominees for Director of the Fund requires the affirmative vote of the holders of a plurality of the applicable classes of shares of the Fund represented at the Meeting if a quorum is present (Common and Preferred Stockholders voting together as a single class for two Directors, and Preferred Stockholders voting separately for one Director).

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THE BOARD OF DIRECTORS, INCLUDING THE "NON-INTERESTED" DIRECTORS, RECOMMENDS THAT THE COMMON AND PREFERRED SHAREHOLDERS VOTE "FOR" THE ELECTION OF EACH NOMINEE.

ADDITIONAL INFORMATION

THE INVESTMENT ADVISER AND ADMINISTRATOR

Gabelli Funds, LLC is the Fund's Adviser and Administrator. The business address for Gabelli Funds, LLC is One Corporate Center, Rye, New York 10580-1434.

COMPLIANCE WITH THE SECURITIES EXCHANGE ACT OF 1934

Section 16(a) of the 1934 Act and Section 30(h) of the 1940 Act, and the rules thereunder, require the Fund's officers and directors, officers and directors of the Adviser, affiliated persons of the Adviser, and persons who own more than 10% of a registered class of the Fund's securities, to file reports of

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ownership and changes in ownership with the SEC and the New York Stock Exchange, Inc. and to furnish the Fund with copies of all Section 16(a) forms they file. Based solely on the Fund's review of the copies of such forms it receives, the Fund believes that during the calendar year ended 2000, such persons complied with all such applicable filing requirements.

BROKER NON-VOTES AND ABSTENTIONS

If a proxy which is properly executed and returned accompanied by instructions to withhold authority to vote represents a broker "non-vote" (that is, a proxy from a broker or nominee indicating that such person has not received instructions from the beneficial owner or other person entitled to vote Shares on a particular matter with respect to which the broker or nominee does not have discretionary power) is unmarked or marked with an abstention (collectively, "abstentions") the Shares represented thereby will be considered to be present at the Meeting for purposes of determining the existence of a quorum for the transaction of business. Under Maryland law, abstentions do not constitute a vote "for" or "against" a matter and will be disregarded in determining the "votes cast" on an issue. The election of Directors (Proposal 1) provides that the three candidates who receive the highest number of votes cast at the meeting are elected; therefore, abstentions will be disregarded.

Shareholders of the Fund will be informed of the voting results of the Meeting in the Fund's Semi-Annual Report dated June 30, 2001.

OTHER MATTERS TO COME BEFORE THE MEETING

The Directors of the Fund do not intend to present any other business at the Meeting, nor are they aware that any shareholder intends to do so. If, however, any other matters are properly brought before the Meeting, the persons named in the accompanying form of proxy will vote thereon in accordance with their judgment.

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SHAREHOLDER PROPOSALS

All proposals by shareholders of the Fund which are intended to be presented at the Fund's next Annual Meeting of Shareholders to be held in 2002 must be received by the Fund for consideration for inclusion in the Fund's Proxy Statement and proxy relating to that meeting no later than December 10, 2001. There are additional requirements regarding proposals of shareholders, and a shareholder contemplating submission of a proposal is referred to Rule 14a-8 under the Securities Exchange Act of 1934.

IT IS IMPORTANT THAT PROXIES BE RETURNED PROMPTLY. SHAREHOLDERS WHO DO NOT EXPECT TO ATTEND THE MEETING ARE THEREFORE URGED TO COMPLETE, SIGN, DATE AND RETURN THE PROXY CARD AS SOON AS POSSIBLE IN THE ENCLOSED POSTAGE-PAID ENVELOPE.

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APPENDIX A

THE GABELLI CONVERTIBLE SECURITIES FUND, INC.
AUDIT COMMITTEE CHARTER

ORGANIZATION

There shall be an audit committee of the Board of Directors which shall be composed of at least three members of the Board of Directors who are independent of the management of The Gabelli Convertible Securities Fund, Inc. (the "Fund"), are free of any relationship that, in the opinion of the Board of Directors, would interfere with their exercise of independent judgment as a committee member, and who are "financially literate," i.e. have the ability to understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement. At least one member will have accounting or related financial management expertise. The audit committee chair shall be elected by the full Board of Directors.

STATEMENT OF PRINCIPLE

The function of the audit committee is oversight; it is management's responsibility to maintain appropriate systems for accounting and internal control, and it is the independent accountants' responsibility to plan and carry out a proper audit. The independent accountants are ultimately accountable to the Board of Directors and the audit committee, as representatives of shareholders.

DUTIES AND RESPONSIBILITIES

A. GENERAL

1. to review and evaluate any issues raised by the independent accountants or management regarding the accounting or financial reporting policies and practices of the Fund, its internal controls and, as appropriate, the internal controls of certain service providers;
2. to oversee the quality and objectivity of the Fund's financial statements and the independent audit thereof;
3. to act as a liaison between the Fund's independent accountants and the full Board of Directors.

B. SPECIFIC

1. recommend the selection and retention of independent accountants;
2. review the fees to be charged by the independent accountants for audit and non-audit services;

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3. ensure receipt from the independent accountants of a formal written statement delineating all the relationships between them and the Fund, consistent with Independence Standards Board Standard 1; evaluate the independence of the

accountants; and actively engage in a dialogue with them regarding matters that might reasonably be expected to affect their independence;

4. meet with the Fund's independent accountants, at least once a year and more often if required, to review the conduct and results of each external audit of the Fund's financial statements, including their:
 - (a) judgment as to adequacy of the internal controls, including computerized information system controls over the daily net asset valuation process (including valuation of securities);
 - (b) conclusions concerning adequacy of internal controls at servicing agents employed on behalf of the Fund, including significant comments contained in independent accountants' reports on those controls;
 - (c) findings and recommendations on internal controls maintained both by the Fund and its service providers, together with the responses of the appropriate management, including the status of previous audit recommendations;
 - (d) reasoning in accepting or questioning significant estimates by management;
 - (e) judgments about the quality, not just the acceptability, of the Fund's accounting principles including the degree of aggressiveness or conservatism in the application of such principles in its financial reporting;
 - (f) views as to the adequacy and clarity of disclosures in the Fund's financial statements in relation to generally accepted accounting principles;
 - (g) views about how the Fund's choices of accounting and tax principles, disclosure practices and valuation policies may affect shareholders' and public views and attitudes about the Fund;
 - (h) conclusions regarding any serious difficulties or disputes with management encountered during the course of the audit;
 - (i) review of any significant risks to which the Fund is, or might be, exposed and the steps management has taken to minimize such risks;
 - (j) discussion of any significant changes to the audit plan;
 - (k) discussion of other matters related to the conduct of the audit which are to be communicated to the audit committee under generally accepted auditing standards.

5. in proxy statements relating to an annual meeting of shareholders at which Directors are to be elected, the audit committee will submit a report to the SEC indicating whether it has:
 - (a) reviewed and discussed the Fund's audited financial statements with management and independent accountants;
 - (b) discussed the matters outlined in SAS 61 "Communication with Audit Committees" with the independent accountants;
 - (c) discussed independence issues with the independent accountants and received the statement required in (B) (3) above.
6. consider, in consultation with the independent accountants, the scope and plan of upcoming external audits to assure completeness of coverage and effective use of audit resources, and review with them their conclusions regarding the Fund's accounting and internal control procedures;
7. investigate improprieties or suspected improprieties in fund operations;
8. report its findings to the Board of Directors on a regular and timely basis;
9. review results of regulatory examinations, as needed;
10. meet periodically with independent accountants in separate executive sessions to discuss any matters that the audit committee or independent accountants believes should be discussed privately;
11. authorize and oversee investigations into any matters within the audit committee's scope of responsibilities, or as specifically delegated to the committee by the Board of Directors;
12. the audit committee shall be empowered to retain independent counsel and other professionals who have had no economic relationship with the Fund within the past two years, to assist it in carrying out its responsibilities under this charter; and
13. review and reassess the adequacy of this charter on an annual basis and propose any changes for the approval of the full Board of Directors.

GBFCS-PS-01

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[X] PLEASE MARK VOTES
AS IN THIS EXAMPLE

THE GABELLI CONVERTIBLE SECURITIES FUND, INC.

COMMON SHAREHOLDER

1. To elect two (2) Directors of the Fund:

| | | |
|---------------------|---------------|-------------------|
| FOR ALL NOMINEES | WITH- HOLD | FOR ALL EXCEPT |
| --- | --- | --- |

MARIO J. GABELLI
KARL OTTO POHL

NOTE: IF YOU DO NOT WISH YOUR SHARES VOTED "FOR" A PARTICULAR NOMINEE, MARK THE "FOR ALL EXCEPT" BOX AND STRIKE A LINE THROUGH THE NAME(S) OF THE NOMINEE(S). YOUR SHARES WILL BE VOTED "FOR" THE REMAINING NOMINEE(S).

Please be sure to sign and date this proxy.

Date

Shareholder sign here

Co-owner sign here

Mark box at right if an address change
or comment has been noted on the reverse
side of this card.

CONTROL NUMBER:

RECORD DATE SHARES:

THE GABELLI CONVERTIBLE SECURITIES FUND, INC.
COMMON THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS COMMON

The undersigned hereby appoints Mario J. Gabelli, James E. McKee and Bruce N. Alpert, and each of them, attorneys and proxies of the undersigned, with full powers of substitution and revocation, to represent the undersigned and to vote on behalf of the undersigned all shares of The Gabelli Convertible Securities Fund, Inc. (the "Fund") which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Fund to be held at the Cole Auditorium, Greenwich Public Library, 101 West Putnam Avenue, Greenwich, Connecticut 06830 on Monday, May 14, 2001 at 8:30 a.m. and at any adjournments thereof. The undersigned hereby acknowledges receipt of the Notice of Meeting and Proxy Statement and hereby instructs said attorneys and proxies to vote said shares as indicated herein. In their discretion, the proxies are authorized to vote upon such other

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business as may properly come before the Meeting.

A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given.

This proxy, if properly executed, will be voted in the manner directed by the undersigned shareholder. If no direction is made, this proxy will be voted FOR the election of the nominees as Directors and in the discretion of the proxy holder as to any other matter that may properly come before the Meeting. Please refer to the Proxy Statement for a discussion of the Proposals.

PLEASE VOTE, DATE AND SIGN ON REVERSE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.

Please sign this proxy exactly as your name(s) appear(s) on the books of the Fund. If joint owners, either may sign. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?

[X] PLEASE MARK VOTES
AS IN THIS EXAMPLE

THE GABELLI CONVERTIBLE SECURITIES FUND, INC.

PREFERRED SHAREHOLDER

1. To elect three (3) Directors of the Fund:

| | | |
|---------------------|---------------|-------------------|
| FOR ALL NOMINEES | WITH- HOLD | FOR ALL EXCEPT |
| --- | --- | --- |

MARIO J. GABELLI
KARL OTTO POHL
FELIX J. CHRISTIANA

NOTE: IF YOU DO NOT WISH YOUR SHARES VOTED "FOR" A PARTICULAR NOMINEE, MARK THE "FOR ALL EXCEPT" BOX AND STRIKE A LINE THROUGH THE NAME(S) OF THE NOMINEE(S). YOUR SHARES WILL BE VOTED "FOR" THE REMAINING NOMINEE(S).

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Please be sure to sign and date this proxy.

Date

Shareholder sign here

Co-owner sign here

Mark box at right if an address change or comment has been noted on the reverse side of this card.

CONTROL NUMBER:

RECORD DATE SHARES:

THE GABELLI CONVERTIBLE SECURITIES FUND, INC.
PREFERRED THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS PREFERRED

The undersigned hereby appoints Mario J. Gabelli, James E. McKee and Bruce N. Alpert, and each of them, attorneys and proxies of the undersigned, with full powers of substitution and revocation, to represent the undersigned and to vote on behalf of the undersigned all shares of The Gabelli Convertible Securities Fund, Inc. (the "Fund") which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Fund to be held at the Cole Auditorium, Greenwich Public Library, 101 West Putnam Avenue, Greenwich, Connecticut 06830 on Monday, May 14, 2001 at 8:30 a.m. and at any adjournments thereof. The undersigned hereby acknowledges receipt of the Notice of Meeting and Proxy Statement and hereby instructs said attorneys and proxies to vote said shares as indicated herein. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting.

A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given.

This proxy, if properly executed, will be voted in the manner directed by the undersigned shareholder. If no direction is made, this proxy will be voted FOR the election of the nominees as Directors and in the discretion of the proxy holder as to any other matter that may properly come before the Meeting. Please refer to the Proxy Statement for a discussion of the Proposals.

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Please sign this proxy exactly as your name(s) appear(s) on the books of the Fund. If joint owners, either may sign. Trustees and other fiduciaries should indicate the capacity in which they sign, and where more than one name appears, a majority must sign. If a corporation, this signature should be that of an authorized officer who should state his or her title.

HAS YOUR ADDRESS CHANGED?

DO YOU HAVE ANY COMMENTS?
