

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, 2014

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, 2013 - June 30, 2014

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: AMAZON.COM INC.
TICKER: AMZN
CUSIP: 023135106
MEETING
DATE: 5/21/14

#	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 ALAIN MONIE	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
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS.	For	For	Management
3	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	For	For	Management
4	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS.	Against	Against	Shareholder

COMPANY: APPLE INC.
 TICKER: AAPL
 CUSIP: 037833100
 MEETING
 DATE: 2/28/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director WILLIAM V. CAMPBELL	For	For	Management
1.2	Elect Director TIMOTHY D. COOK	For	For	Management
1.3	Elect Director MILLARD S. DREXLER	For	For	Management
1.4	Elect Director AL GORE	For	For	Management
1.5	Elect Director ROBERT A. IGER	For	For	Management
1.6	Elect Director ANDREA JUNG	For	For	Management
1.7	Elect Director ARTHUR D. LEVINSON	For	For	Management
1.8	Elect Director RONALD D. SUGAR	For	For	Management
2	THE AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION (THE "ARTICLES") TO FACILITATE THE IMPLEMENTATION OF MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN AN UNCONTESTED ELECTION BY ELIMINATING ARTICLE VII, WHICH RELATES TO THE TERM OF DIRECTORS AND THE TRANSITION FROM A CLASSIFIED BOARD OF DIRECTORS TO A DECLASSIFIED STRUCTURE.	For	For	Management
3	THE AMENDMENT OF THE ARTICLES TO ELIMINATE THE "BLANK CHECK" AUTHORITY OF THE PREFERRED STOCK.	For	For	Management
4	THE AMENDMENT OF THE ARTICLES TO ESTABLISH A PAR VALUE FOR THE COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE.	For	For	Management
5	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	For	For	Management
6	A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	For	For	Management
7	THE APPROVAL OF THE APPLE INC. 2014 EMPLOYEE STOCK PLAN.	For	For	Management
8	A SHAREHOLDER PROPOSAL BY JOHN HARRINGTON AND NORTHSTAR ASSET MANAGEMENT INC. ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS" TO AMEND THE COMPANY'S BYLAWS.	Against	Against	Shareholder
9	A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "REPORT ON COMPANY MEMBERSHIP AND INVOLVEMENT WITH CERTAIN TRADE ASSOCIATIONS AND BUSINESS ORGANIZATIONS."	Against	Against	Shareholder
10	A SHAREHOLDER PROPOSAL BY CARL ICAHN OF A NON-BINDING ADVISORY RESOLUTION THAT THE COMPANY COMMIT TO COMPLETING NOT LESS THAN \$50 BILLION OF SHARE REPUR-			

CHASES DURING ITS 2014 FISCAL YEAR (AND INCREASE THE AUTHORIZATION UNDER ITS CAPITAL RETURN PROGRAM ACCORDINGLY). Against Against Shareholder
 11 A SHAREHOLDER PROPOSAL BY JAMES MCRITCHIE OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "PROXY ACCESS FOR SHAREHOLDERS." Against Against Shareholder

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 COMPANY: BIOGEN IDEC INC.
 TICKER: BIIB
 CUSIP: 09062X103
 MEETING
 DATE: 6/12/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director CAROLINE D. DORSA	For	For	Management
1.2	Elect Director STELIOS PAPAPOPOULOS	For	For	Management
1.3	Elect Director GEORGE A. SCANGOS	For	For	Management
1.4	Elect Director LYNN SCHENK	For	For	Management
1.5	Elect Director ALEXANDER J. DENNER	For	For	Management
1.6	Elect Director NANCY L. LEAMING	For	For	Management
1.7	Elect Director RICHARD C. MULLIGAN	For	For	Management
1.8	Elect Director ROBERT W. PANGIA	For	For	Management
1.9	Elect Director BRIAN S. POSNER	For	For	Management
1.10	Elect Director ERIC K. ROWINSKY	For	For	Management
1.11	Elect Director STEPHEN A. SHERWIN	For	For	Management
2	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN IDEC INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management
3	SAY ON PAY - AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	For	For	Management

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 COMPANY: CELGENE CORPORATION
 TICKER: CELG
 CUSIP: 151020104
 MEETING
 DATE: 6/18/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director ROBERT J. HUGIN	For	For	Management
1.2	Elect Director R.W. BARKER, D. PHIL.	For	For	Management
1.3	Elect Director MICHAEL D. CASEY	For	For	Management
1.4	Elect Director CARRIE S. COX	For	For	Management
1.5	Elect Director RODMAN L. DRAKE	For	For	Management
1.6	Elect Director M.A. FRIEDMAN, M.D.	For	For	Management
1.7	Elect Director GILLA KAPLAN, PH.D.	For	For	Management
1.8	Elect Director JAMES J. LOUGHLIN	For	For	Management

1.9	Elect Director ERNEST MARIO, PH.D.	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management
3	AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK AND TO EFFECT A STOCK SPLIT.	For	For	Management
4	APPROVAL OF AN AMENDMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	For	For	Management
5	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	For	For	Management
6	STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Against	Against	Shareholder

COMPANY: CHIPOTLE MEXICAN GRILL INC.
TICKER: CMG
CUSIP: 169656105
MEETING
DATE: 5/15/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JOHN CHARLESWORTH	For	For	Management
1.2	Elect Director MONTY MORAN	For	For	Management
1.3	Elect Director KIMBAL MUSK	For	For	Management
2	AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR EXECUTIVE OFFICERS AS DISCLOSED IN OUR PROXY STATEMENT.	For	For	Management
3	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.	For	For	Management
4	A PROPOSAL TO APPROVE THE AMENDED AND RESTATED CHIPOTLE MEXICAN GRILL, INC. 2011 STOCK INCENTIVE PLAN, TO AUTHORIZE THE ISSUANCE OF AN ADDITIONAL 2,600,000 SHARES OF COMMON STOCK UNDER THE PLAN AND MAKE OTHER CHANGES TO THE TERMS OF THE PLAN.	For	For	Management
5	A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING CHIPOTLE TO ISSUE AN ANNUAL SUSTAINABILITY REPORT MEETING SPECIFIED CRITERIA.	Against	Against	Shareholder
6	A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING CHIPOTLE TO ADOPT SIMPLE MAJORITY VOTING FOR ALL MATTERS SUBJECT TO A SHAREHOLDER VOTE.	Against	Against	Shareholder

COMPANY: FACEBOOK INC.
TICKER: FB
CUSIP: 30303M102
MEETING
DATE: 5/22/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director MARC L. ANDREESSEN	For	For	Management
1.2	Elect Director ERSKINE B. BOWLES	For	For	Management
1.3	Elect Director S.D. DESMOND-HELLMANN	For	For	Management
1.4	Elect Director DONALD E. GRAHAM	For	For	Management
1.5	Elect Director REED HASTINGS	For	For	Management
1.6	Elect Director SHERYL K. SANDBERG	For	For	Management
1.7	Elect Director PETER A. THIEL	For	For	Management
1.8	Elect Director MARK ZUCKERBERG	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management
3	A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING.	Against	Against	Shareholder
4	A STOCKHOLDER PROPOSAL REGARDING LOBBYING EXPENDITURES.	Against	Against	Shareholder
5	A STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Against	Against	Shareholder
6	A STOCKHOLDER PROPOSAL REGARDING CHILDHOOD OBESITY ANDFOOD MARKETING TO YOUTH.	Against	Against	Shareholder
7	A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT.	Against	Against	Shareholder

COMPANY: FIREEYE INC.
TICKER: FEYE
CUSIP: 31816Q101
MEETING
DATE: 6/11/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director WILLIAM M. COUGHRAN JR.	For	For	Management
1.2	Elect Director GAURAV GARG	For	For	Management
1.3	Elect Director PROMOD HAQUE	For	For	Management
2	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management

COMPANY: GOOGLE INC.
TICKER: GOOG
CUSIP: 38259P508

MEETING

DATE: 5/14/14

#	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 PAUL S. OTELLINI	For	For	Management
1.9	Elect Director K. RAM SHRIRAM	For	For	Management
1.10	Elect Director SHIRLEY M. TILGHMAN	For	For	Management
2	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management
3	THE APPROVAL OF 2013 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.	For	For	Management
4	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
5	A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
6	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
7	A STOCKHOLDER PROPOSAL REGARDING TAX POLICY PRINCIPLES, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
8	A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIRMAN OF THE BOARD POLICY, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder

COMPANY: GT ADVANCED TECHNOLOGIES INC.

TICKER: GTAT

CUSIP: 36191U106

MEETING

DATE: 6/4/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director J. MICHAL CONAWAY	For	For	Management
1.2	Elect Director KATHLEEN A. COTE	For	For	Management
1.3	Elect Director ERNEST L. GODSHALK	For	For	Management
1.4	Elect Director THOMAS GUTIERREZ	For	For	Management
1.5	Elect Director MATTHEW E. MASSENGILL	For	For	Management

1.6	Elect Director	ROBERT E. SWITZ	For	For	Management
1.7	Elect Director	NOEL G. WATSON	For	For	Management
1.8	Elect Director	THOMAS WROE, JR.	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.		For	For	Management
3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.		For	For	Management

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COMPANY: ILLUMINA INC.
TICKER: ILMN
CUSIP: 452327109
MEETING
DATE: 5/28/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director DANIEL M. BRADBURY	For	For	Management
1.2	Elect Director ROBERT S. EPSTEIN, MD	For	For	Management
1.3	Elect Director ROY A. WHITFIELD	For	For	Management
1.4	Elect Director FRANCIS A. DESOUZA	For	For	Management
2	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 28, 2014.	For	For	Management
3	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	For	For	Management
4	TO APPROVE AN AMENDMENT TO THE ILLUMINA, INC. BYLAWS, ESTABLISHING DELAWARE AS THE EXCLUSIVE FORUM FOR ADJUDICATION OF CERTAIN DISPUTES.	For	For	Management

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COMPANY: LINKEDIN CORPORATION
TICKER: LNKD
CUSIP: 53578A108
MEETING
DATE: 6/10/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director REID HOFFMAN	For	For	Management
1.2	Elect Director STANLEY J. MERESMAN	For	For	Management
1.3	Elect Director DAVID SZE	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, 2014.	For	For	Management
3	APPROVAL OF THE ADOPTION OF THE LINKEDIN CORPORATION EXECUTIVE BONUS COMPENSATION PLAN FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE.	For	For	Management

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COMPANY: NETFLIX INC.
TICKER: NFLX
CUSIP: 64110L106
MEETING
DATE: 6/9/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director REED HASTINGS	For	For	Management
1.2	Elect Director JAY C. HOAG	For	For	Management
1.3	Elect Director A. GEORGE (SKIP) BATTLE	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, 2014.	For	For	Management
3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	For	For	Management
4	TO APPROVE THE COMPANY'S PERFORMANCE BONUS PLAN.	For	For	Management
5	CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
6	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE STANDARD IN DIRECTOR ELECTIONS, IF PROPERLY PRE- SENTED AT THE MEETING.	Against	Against	Shareholder
7	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING RIGHT TO VOTE REGARDING POISON PILLS, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
8	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING CONFIDENTIAL VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder
9	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING.	Against	Against	Shareholder

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COMPANY: NETSUITE INC.
TICKER: N
CUSIP: 64118Q107
MEETING
DATE: 6/11/14

Mgmt Vote

#	Proposal	Rec	Cast	Sponsor
1.1	Elect Director ZACHARY NELSON	For	For	Management
1.2	Elect Director KEVIN THOMPSON	For	For	Management
2	APPROVAL, BY NON-BINDING, ADVISORY VOTE, OF THE COMPENSATION OF NETSUITE INC.'S NAMED EXECUTIVE OFFICERS.	For	For	Management
3	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management

COMPANY: THE PRICELINE GROUP INC.
 TICKER: PCLN
 CUSIP: 741503403
 MEETING
 DATE: 6/5/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director TIMOTHY M. ARMSTRONG	For	For	Management
1.2	Elect Director HOWARD W. BARKER, JR.	For	For	Management
1.3	Elect Director JEFFERY H. BOYD	For	For	Management
1.4	Elect Director JAN L. DOCTER	For	For	Management
1.5	Elect Director JEFFREY E. EPSTEIN	For	For	Management
1.6	Elect Director JAMES M. GUYETTE	For	For	Management
1.7	Elect Director DARREN R. HUSTON	For	For	Management
1.8	Elect Director NANCY B. PERETSMAN	For	For	Management
1.9	Elect Director THOMAS E. ROTHMAN	For	For	Management
1.10	Elect Director CRAIG W. RYDIN	For	For	Management
2	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management
3	TO APPROVE ON AN ADVISORY BASIS THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS.	For	For	Management
4	TO CONSIDER AND VOTE UPON A NON-BINDING STOCKHOLDER PROPOSAL CONCERNING STOCKHOLDER ACTION BY WRITTEN CONSENT.	Against	Against	Shareholder

COMPANY: REGENERON PHARMACEUTICALS INC.
 TICKER: REGN
 CUSIP: 75886F107
 MEETING
 DATE: 6/13/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director ALFRED G. GILMAN	For	For	Management

1.2	Elect	Director	JOSEPH L. GOLDSTEIN	For	For	Management
1.3	Elect	Director	ROBERT A. INGRAM	For	For	Management
1.4	Elect	Director	CHRISTINE A. POON	For	For	Management
1.5	Elect	Director	P. ROY VAGELOS	For	For	Management
2	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.			For	For	Management
3	PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION.			For	For	Management
4	PROPOSAL TO APPROVE THE REGENERON PHARMACEUTICALS, INC. 2014 LONG-TERM INCENTIVE PLAN.			For	For	Management

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COMPANY: SALESFORCE.COM INC.
TICKER: CRM
CUSIP: 79466L302
MEETING
DATE: 6/2/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director MARC BENIOFF	For	For	Management
1.2	Elect Director KEITH BLOCK	For	For	Management
1.3	Elect Director CRAIG CONWAY	For	For	Management
1.4	Elect Director ALAN HASSENFELD	For	For	Management
1.5	Elect Director COLIN POWELL	For	For	Management
1.6	Elect Director JOHN V. ROOS	For	For	Management
1.7	Elect Director LAWRENCE TOMLINSON	For	For	Management
1.8	Elect Director ROBIN WASHINGTON	For	For	Management
2	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON JANUARY 31, 2015.	For	For	Management
3	ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	For	For	Management

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COMPANY: SOLARCITY CORPORATION
TICKER: SCTY
CUSIP: 83416T100
MEETING
DATE: 6/4/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director ANTONIO J. GRACIAS	For	For	Management
1.2	Elect Director NANCY E. PFUND	For	For	Management
1.3	Elect Director PETER J. RIVE	For	For	Management

2 RATIFY THE APPOINTMENT OF ERNST & YOUNG
 LLP AS INDEPENDENT REGISTERED PUBLIC
 ACCOUNTING FIRM FOR THE FISCAL YEAR
 ENDING DECEMBER 31, 2014. For For Management

COMPANY: SPLUNK INC.
 TICKER: SPLK
 CUSIP: 848637104
 MEETING
 DATE: 6/10/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director JOHN G. CONNORS	For	For	Management
1.2	Elect Director PATRICIA B. MORRISON	For	For	Management
1.3	Elect Director NICHOLAS G. STURIALE	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, 2015.	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: SUNEDISON INC.
 TICKER: SUNE
 CUSIP: 86732Y109
 MEETING
 DATE: 5/29/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director PETER BLACKMORE	For	For	Management
1.2	Elect Director AHMAD R. CHATILA	For	For	Management
1.3	Elect Director MARSHALL TURNER	For	For	Management
2	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	For	For	Management
3	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	For	For	Management
4	TO APPROVE A STOCK OPTION EXCHANGE FOR EMPLOYEES OF SUNEDISON WHO HAVE BECOME EMPLOYEES OF SUNEDISON SEMICONDUCTOR LIMITED IN CONNECTION WITH THE SEP- ARATION OF OUR SEMICONDUCTOR BUSINESS.	For	For	Management
5	TO APPROVE AN AMENDMENT TO OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK.	For	For	Management
6	TO APPROVE THE ISSUANCE OF OUR COMMON STOCK UPON THE CONVERSION OF OUR 2018			

CONVERTIBLE NOTES AND OUR 2021
 CONVERTIBLE NOTES AND UPON THE
 EXERCISE OF RELATED WARRANTS. For For Management
 7 TO APPROVE THE RIGHT OF STOCKHOLDERS
 TO CALL SPECIAL MEETINGS OF STOCKHOLDERS. For For Management

COMPANY: TABLEAU SOFTWARE INC.
 TICKER: DATA
 CUSIP: 87336U105
 MEETING
 DATE: 5/9/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director ELLIOTT JURGENSEN, JR.	For	For	Management
1.2	Elect Director JOHN MCADAM	For	For	Management
1.3	Elect Director A. BROOKE SEAWELL	For	For	Management
2	TO RATIFY THE SELECTION BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management

COMPANY: TESLA MOTORS INC.
 TICKER: TSLA
 CUSIP: 88160R101
 MEETING
 DATE: 6/3/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director ELON MUSK	For	For	Management
1.2	Elect Director STEPHEN T. JURVETSON	For	For	Management
2	A NON-BINDING ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	For	For	Management
3	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE TESLA MOTORS, INC. 2010 EQUITY INCENTIVE PLAN.	For	For	Management
4	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS TESLA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	For	For	Management
5	A STOCKHOLDER PROPOSAL REGARDING SUPERMAJORITY STOCKHOLDER VOTING PROVISIONS.	Against	Against	Shareholder

COMPANY: TRIPADVISOR INC.
 TICKER: TRIP

CUSIP: 896945201
 MEETING
 DATE: 6/12/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director GREGORY B. MAFFEI	For	For	Management
1.2	Elect Director STEPHEN KAUFER	For	For	Management
1.3	Elect Director JONATHAN F. MILLER	For	For	Management
1.4	Elect Director DIPCHAND (DEEP) NISHAR	For	For	Management
1.5	Elect Director JEREMY PHILIPS	For	For	Management
1.6	Elect Director SPENCER M. RASCOFF	For	For	Management
1.7	Elect Director CHRISTOPHER W. SHEAN	For	For	Management
1.8	Elect Director SUKHINDER SINGH CASSIDY	For	For	Management
1.9	Elect Director ROBERT S. WIESENTHAL	For	For	Management
2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS TRIPADVISOR, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	For	For	Management
3	TO CONSIDER A STOCKHOLDER PROPOSAL REGARDING MAJORITVOTING IN DIRECTOR ELECTIONS.	Against	Against	Shareholder

COMPANY: TWITTER INC.
 TICKER: TWTR
 CUSIP: 90184L102
 MEETING
 DATE: 5/21/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director RICHARD COSTOLO	For	For	Management
1.2	Elect Director PETER FENTON	For	For	Management
1.3	Elect Director MARJORIE SCARDINO	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, 2014.	For	For	Management

COMPANY: UNDER ARMOUR INC.
 TICKER: UA
 CUSIP: 904311107
 MEETING
 DATE: 5/13/14

#	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	DOUGLAS E. COLTHARP	For	For	Management
1.4	Elect	Director	ANTHONY W. DEERING	For	For	Management
1.5	Elect	Director	A.B. KROGARD	For	For	Management
1.6	Elect	Director	WILLIAM R. MCDERMOTT	For	For	Management
1.7	Elect	Director	ERIC T. OLSON	For	For	Management
1.8	Elect	Director	HARVEY L. SANDERS	For	For	Management
1.9	Elect	Director	THOMAS J. SIPPEL	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

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COMPANY: WORKDAY INC.
TICKER: WDAY
CUSIP: 98138H101
MEETING
DATE: 6/3/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director CHRISTA DAVIES	For	For	Management
1.2	Elect Director GEORGE J. STILL, JR.	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, 2015.	For	For	Management

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COMPANY: YAHOO! INC.
TICKER: YHOO
CUSIP: 984332106
MEETING
DATE: 6/25/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director DAVID FILO	For	For	Management
1.2	Elect Director SUSAN M. JAMES	For	For	Management
1.3	Elect Director MAX R. LEVCHIN	For	For	Management
1.4	Elect Director MARISSA A. MAYER	For	For	Management
1.5	Elect Director THOMAS J. MCINERNEY	For	For	Management
1.6	Elect Director CHARLES R. SCHWAB	For	For	Management
1.7	Elect Director H. LEE SCOTT, JR.	For	For	Management
1.8	Elect Director JANE E. SHAW, PH.D.	For	For	Management
1.9	Elect Director MAYNARD G. WEBB, JR.	For	For	Management
2	APPROVAL, ON AN ADVISORY BASIS, OF THE			

3	COMPANY'S EXECUTIVE COMPENSATION. APPROVAL OF AMENDMENT AND RESTATEMENT OF THE COMPANY'S 1995 STOCK PLAN, INCLUDING AN INCREASE IN THE NUMBER OF SHARES AVAILABLE FOR GRANT UNDER THE PLAN.	For	For	Management
4	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	For	For	Management
5	APPROVAL OF AN AMENDMENT TO THE COMPANY'S BYLAWS TO PROVIDE SHAREHOLDERS WITH THE RIGHT TO CALL SPECIAL MEETINGS.	For	For	Management
6	SHAREHOLDER PROPOSAL REGARDING A BOARD COMMITTEE ON HUMAN RIGHTS, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Against	Against	Shareholder
7	SHAREHOLDER PROPOSAL REGARDING LOBBYING DISCLOSURE, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Against	Against	Shareholder
8	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Against	Against	Shareholder

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COMPANY: YELP INC.
TICKER: YELP
CUSIP: 985817105
MEETING
DATE: 5/21/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
1.1	Elect Director DIANE IRVINE	For	For	Management
1.2	Elect Director MAX LEVCHIN	For	For	Management
1.3	Elect Director MARIAM NAFICY	For	For	Management
2	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS YELP'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.	For	For	Management
3	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF YELP'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THE ACCOMPANYING PROXY STATEMENT.	For	For	Management

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COMPANY: ZILLOW INC.
TICKER: Z
CUSIP: 98954A107
MEETING
DATE: 6/4/14

#	Proposal	Mgmt Rec	Vote Cast	Sponsor
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1.1	Elect	Director	J. WILLIAM GURLEY	For	For	Management
1.2	Elect	Director	JAY C. HOAG	For	For	Management
1.3	Elect	Director	GREGORY B. MAFFEI	For	For	Management

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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, 2014
