

TCW STRATEGIC INCOME FUND INC
Form DEF 14A
August 18, 2006

SCHEDULE 14A INFORMATION

(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

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))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

TCW STRATEGIC INCOME 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):

No fee required.

Edgar Filing: TCW STRATEGIC INCOME FUND INC - Form DEF 14A

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:

TCW STRATEGIC INCOME FUND, INC.

865 South Figueroa Street

Los Angeles, California 90017

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held on Tuesday, September 26, 2006

Notice is hereby given that the annual meeting of shareholders of TCW Strategic Income Fund, Inc. (the Fund) will be held at the Sheraton Los Angeles Downtown Hotel, 711 South Hope Street, Los Angeles, California 90017, Tuesday, September 26, 2006 at 9:30 A.M., Pacific Daylight Time, to consider and vote on the following matters:

1. Election of eight directors to hold office until the next annual meeting of shareholders or until their successors have been duly elected and qualified;
2. Conversion of the Fund to an open-end investment company pursuant to the Fund's Articles of Incorporation, and adoption of an amendment and restatement of the Articles of Incorporation to effectuate the proposal; and
3. Such other matters as may properly come before the annual meeting or any adjournments or postponements thereof.

August 4, 2006 has been fixed as the record date for the determination of shareholders entitled to notice of, and to vote at, the annual meeting, and only holders of Common Stock of record at the close of business on that date will be entitled to vote. To assure your representation at the annual meeting, please mark, sign and date your proxy card and return it in the envelope provided after reading the accompanying proxy statement.

By Order of the Board of Directors

PHILIP K. HOLL

Secretary

August 18, 2006

It is requested that you promptly execute the enclosed proxy and return it in the enclosed envelope thus enabling the Fund to avoid unnecessary expense and delay. No postage is required if mailed in the United States. In addition to voting by mail you may also vote by telephone by calling the toll-free number that appears on the enclosed proxy card materials. The proxy is revocable and will not affect your right to vote in person if you attend the annual meeting.

TCW STRATEGIC INCOME FUND, INC.

865 South Figueroa Street

Los Angeles, California 90017

PROXY STATEMENT

The accompanying proxy is solicited by the Board of Directors (the Board of Directors or the Board) of TCW Strategic Income Fund, Inc. (the Fund) in connection with the annual meeting of shareholders (the Annual Meeting) to be held on Tuesday, September 26, 2006 at 9:30 A.M., Pacific Daylight Time. Any shareholder executing a proxy has the power to revoke it prior to its exercise by submission of a later proxy, by voting in person, or by letter to the Secretary of the Fund. However, attendance at the Annual Meeting, by itself, will not revoke a previously submitted proxy. Unless the proxy is revoked, the shares represented thereby will be voted in accordance with specifications thereon. Proxy solicitation will be principally by mail but may also be by telephone or personal interview conducted by officers and regular employees of TCW Investment Management Company, the Fund's investment adviser (the Adviser) or The Bank of New York, the Fund's transfer agent. In addition, proxy solicitation may be conducted by Georgeson Shareholder Communications Inc., which will be paid approximately \$7,500 and will be reimbursed for its related expenses. The cost of solicitation of proxies will be borne by the Fund, including reimbursement of banks, brokerage firms, nominees, fiduciaries and other custodians for reasonable expenses incurred by them in sending the proxy material to beneficial owners of shares of the Fund. This Proxy Statement, Notice of Annual Meeting and proxy card are first being mailed to shareholders on or about August 23, 2006.

The Fund's Common Stock is the only class of outstanding voting securities of the Fund. The record date for determining shareholders entitled to notice of, and to vote at, the Annual Meeting has been fixed at the close of business on Friday, August 4, 2006, and each shareholder of record at that time is entitled to cast one vote for each share of Common Stock registered in his or her name. At August 4, 2006, 47,609,979 shares of Common Stock were outstanding and entitled to be voted. The Fund's Common Stock does not have cumulative voting rights. At August 4, 2006, as far as known to the Fund, no person owned beneficially more than 5% of the outstanding Common Stock of the Fund.

1. ELECTION OF THE BOARD OF DIRECTORS

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES

At the Annual Meeting, eight directors (the "Directors") are to be elected to serve until the next annual meeting of shareholders or until their successors have been duly elected and qualified. Unless otherwise instructed, the proxy holders intend to vote proxies received by them for the eight nominees named below. The Board of Directors, including the Directors who are not interested persons of the Fund ("Independent Directors"), as defined in Section 2(a)(10) of the Investment Company Act of 1940 (the "Act"), upon the recommendation of the Fund's Nominating Committee which is comprised solely of Independent Directors, has nominated Messrs. Bell, Call, Fong, Gavin, Haden, Parker, Albe and Sonneborn to serve as Directors until the next annual meeting of shareholders or until their successors have been duly elected and qualified. The following schedule sets forth certain information regarding each nominee for election as Director, including their ages, their addresses, their positions with the Fund, their term of office and length of time served as Director, their principal occupations during the past five years (their titles may have varied during the period), the total number of separate portfolios in the fund complex the nominees would oversee if elected, and certain other board memberships they hold.

Independent Director Nominees

Name, Address, Age and Position with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen*	Other Directorships held by Director
Samuel P. Bell (69) c/o Paul, Hastings, Janofsky & Walker LLP, Counsel to the Independent Directors 515 South Flower Street Los Angeles, CA 90071 Director	Term: Until 2006 Served since 2002	Private Investor. Former President, Los Angeles Business Advisors (not-for-profit business organization). Prior to 1996, Mr. Bell served as the Area Managing Partner of Ernst & Young (public accounting firm) for the Pacific Southwest Area.	24	Point 360 (post production services), Broadway National Bank (banking) and TCW Funds, Inc. (mutual fund with 23 series).
Richard W. Call (81) 905 Hillcrest Place Pasadena, CA 91106	Term: Until 2006 Served since 1987	Private Investor. Former President of The Seaver Institute (a private foundation).	24	TCW Funds, Inc. (mutual fund with 23 series).

Edgar Filing: TCW STRATEGIC INCOME FUND INC - Form DEF 14A

Director

Matthew K. Fong (52)	Term: Until 2006	President, Strategic Advisory Group; Of Counsel, Sheppard, Mullin, Richter & Hamilton (law firm) since 1999. From 1995 to 1998, Mr. Fong served as Treasurer of the State of California.	24	Seismic Warning Systems, Inc. and TCW Funds, Inc. (mutual fund with 23 series).
556 South Fair Oaks Avenue	Served since 2001			
Pasadena, CA 91105				

Director

Name, Address, Age and Position with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen*	Other Directorships held by Director
John A. Gavin (75) c/o Paul, Hastings, Janofsky & Walker LLP, Counsel to the Independent Directors 515 South Flower Street Los Angeles, CA 90071 Director	Term: Until 2006 Served since 2001	Founder and Chairman of Gamma Holdings (international capital consulting firm).	24	Causeway Capital Management Trust (mutual fund with 1 series), TCW Funds, Inc. (mutual fund with 23 series) and Hotchkis and Wiley Funds (mutual fund with 5 series).
Patrick C. Haden (53) 10900 Wilshire Boulevard Los Angeles, CA 90024 Chairman of the Board	Term: Until 2006 Served since 2001	General Partner, Riordan, Lewis & Haden (private equity firm).	24	Indy Mac Mortgage Holdings (mortgage banking), Tetra Tech, Inc. (environmental consulting) and TCW Funds, Inc. (mutual fund with 23 series).
Charles A. Parker (72) c/o Paul, Hastings, Janofsky & Walker LLP, Counsel to the Independent Directors 515 South Flower Street Los Angeles, CA 90071 Director	Term: Until 2006 Served since 1988	Private Investor.	24	Horace Mann Educators Corp. (insurance corporation), trustee of the Burrige Center for Research in Security Prices (University of Colorado) and TCW Funds, Inc. (mutual fund with 23 series).

* Fund complex means two or more funds that (i) hold themselves out to investors as related companies for purposes of investment and investor services, or (ii) have a common investment adviser or have an investment adviser that is an affiliated person of the investment adviser of any of the other funds.

Interested Director Nominees*

Name, Address, Age and Position with Fund	Term of Office and Length of Time Served	Principal Occupation(s) During Past 5 Years	Number of Portfolios in Fund Complex Overseen**	Other Directorships held by Director
Alvin R. Albe, Jr. (53) 865 S. Figueroa Street Los Angeles, CA 90017 President and Chief Executive Officer	N/A	President, Chief Executive Officer, and a Director, the Adviser; Executive Vice President and a Director of TCW Asset Management Company and Trust Company of the West; Executive Vice President, The TCW Group, Inc.; President and Chief Executive Officer, TCW Funds, Inc.	1	Syntroleum Corporation (developer of gas-to-liquids and coal-to-liquids technology).
William C. Sonneborn (36) 865 S. Figueroa Street Los Angeles, CA 90017 None	N/A	Vice Chairman, the Adviser and TCW Asset Management Company; President, Chief Operating Officer, and a Director, TCW Group, Inc.; President, Chief Operating Officer and a Director, Trust Company of the West.	1	None.

* Directors who are or may be deemed to be interested persons of the Fund as defined in the Act. Mr. Albe is President, Chief Executive Officer and a director of the Adviser. Mr. Sonneborn is Vice-Chairman of the Adviser.

** Fund complex means two or more funds that (i) hold themselves out to investors as related companies for purposes of investment and investor services, or (ii) have a common investment adviser or have an investment adviser that is an affiliated person of the investment adviser of any of the other funds.

All nominees have consented to being named in this Proxy Statement and have indicated their intention to serve if elected. Should any nominee for Director withdraw or otherwise become unavailable for reasons not presently known, the proxy holders intend to vote for the election of such other person or persons as the Independent Directors may designate.

Ownership of Securities

The information as to ownership of securities which appears below is based on statements furnished to the Fund by Directors, nominees and executive officers. Since January 1, 2005, none of the Directors or nominees purchased or sold securities exceeding 1% of the securities of any class of the Adviser or its parent companies, or subsidiaries of either. As of June 30, 2006, none of the Independent Directors or their immediate family members owned any shares of the Adviser or any person (other than a registered investment company) directly or indirectly controlling, controlled by, or under common control with, the Adviser.

Edgar Filing: TCW STRATEGIC INCOME FUND INC - Form DEF 14A

The following table sets forth the number of shares of Common Stock beneficially owned as of June 30, 2006 by each Director and executive officer and by Directors and executive officers as a group. Directors and executive officers who did not own shares of Common Stock as of June 30, 2006 are not listed.

Name of Beneficial Owner	Amount and Nature of	
	Beneficial Ownership*	Percent of Class**
Alvin R. Albe, Jr.	212,370	***
Ernest O. Ellison	11,095	***
Richard W. Call	13,450	***
Jeffrey E. Gundlach	286,350	***
Patrick C. Haden	16,100	***
Thomas D. Lyon	44,525	***
Charles A. Parker	3,073	***
Robert G. Sims	3,600	***
All Directors and executive officers as a group	590,563	1.24%

* Each beneficial owner holds sole voting and investment power with respect to amounts shown.

** Based on 47,609,979 shares of Common Stock outstanding as of June 30, 2006.

*** Indicates less than one percent.

The following table sets forth the equity ownership of nominees in the Fund as of June 30, 2006. The code for the dollar range of equity securities owned by nominees is: (a) \$1 to \$10,000; (b) \$10,001 - \$50,000; (c) \$50,001 - \$100,000; and (d) over \$100,000.