

FOXBY CORP.  
Form DEFA14A  
August 24, 2012

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

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
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Foxyby Corp.  
(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.
- 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:

---

FOXBY CORP.  
11 Hanover Square  
New York, NY 10005  
www.FoxbyCorp.com

August 24, 2012

Dear Fellow Shareholders,

The proxy statement for the Fund's Special Meeting of Shareholders to be held on September 12, 2012 contains certain information on page 14 which is hereby revised as follows:

Under Expenses, the first sentence should read as follows:

Foxby was already small compared to many closed-end funds prior to the decline in assets during 2008, and its reported expense ratio over the past five fiscal years ranged from 2.33% to 7.76%.

Under Vote Required, the sentence should read as follows:

As provided by the Fund's Charter, the concurrence of a majority of the votes entitled to be cast at the Meeting by the holders of the capital stock of the Fund authorizes the proposed action.

Under OTHER BUSINESS, the second sentence should read as follows:

Accordingly, other than procedural matters, no other business may properly come before the Meeting.

Please note that the Fund's Board of Directors, including all of the independent directors, unanimously recommends that you vote "FOR" Proposals 1 and 2 described in the proxy statement. The Board of Directors does not have a recommendation for voting on Proposal 3.

Your vote is important! Please vote your shares today by calling AST Fund Solutions toll free at 1-877-283-0323.

Sincerely,

John F. Ramírez  
Secretary