

TCW STRATEGIC INCOME FUND INC
Form DEFA14A
October 11, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

(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

(Amendment No.)

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 Sec. 240.14a-12

TCW STRATEGIC INCOME FUND, INC.

(Name of Registrant as Specified in its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transactions 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:

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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.

6. Amount Previously Paid:

7. Form, Schedule or Registration Statement No.:

8. Filing Party:

9. Date Filed:

TCW STRATEGIC INCOME FUND, INC.
865 SOUTH FIGUEROA STREET, LOS ANGELES, CALIFORNIA 90017

October 10, 2012

Dear Fellow Shareholder:

This past August, The TCW Group's (TCW) majority owner, Société Générale, S.A., signed a definitive agreement to sell a majority interest in TCW to investment funds affiliated with The Carlyle Group L.P. (Carlyle Funds), in partnership with TCW management. As a result of the transaction, TCW management and employees will increase their equity ownership in TCW from 17% to up to approximately 40% on a fully diluted basis, with the Carlyle Funds and other investment funds managed by affiliates of Carlyle owning the balance. The sale is subject to customary closing conditions and is expected to be completed in the first quarter of 2013.

We are excited by the acquisition and the ongoing benefits it should confer to you as a shareholder in the TCW Strategic Income Fund (TSI). Most importantly, TCW will maintain continuity in terms of management structure, with no anticipated changes to the current personnel, philosophies or processes guiding the management of the TCW Strategic Income Fund. Remaining intact are all the capabilities, resources and platforms to deliver on your current investment objectives, while continuing to develop future strategies in an ever-changing and demanding investment environment.

The enclosed materials contain important information about the expected change in ownership of TCW, the parent company of TCW Investment Management Company, the current investment adviser for the TCW Strategic Income Fund. The shareholders of the TCW Strategic Income Fund are being asked to approve a new investment advisory and management agreement. Approval of a new management agreement is required under the Investment Company Act of 1940 as a result of the transaction. We want to stress that the new agreement has substantively the same terms as the current agreement, including the same fees.

A Special Meeting of Shareholders of the TCW Funds will be held at The LA Hotel Downtown, 333 South Figueroa Street, Los Angeles, California 90071, on November 28, 2012, at 9:00 a.m. PST to approve new investment advisory agreement for the TCW Strategic Income Fund.

THE BOARD OF DIRECTORS OF THE TCW STRATEGIC INCOME FUND, INC. UNANIMOUSLY RECOMMENDS YOU VOTE IN FAVOR OF THE PROPOSAL TO BE VOTED ON AT THE MEETING.

Please review the attached proxy solicitation materials and complete and return your proxy card as soon as possible. Alternatively, you may vote by telephone or via the Internet. It is very important that you vote and that your voting instructions be received no later than November 26, 2012.

Notwithstanding our efforts to make the process as efficient as possible, we apologize for the inconvenience of this proxy solicitation and encourage your response so that we may gain the necessary approval without further imposition to you or your investment representatives.

If you have any questions after considering the enclosed materials, please call (866) 416-0553.

Sincerely,

David Lippman

President & Chief Executive Officer

The TCW Group, Inc.