

SPECIAL OPPORTUNITIES FUND, INC.

Form N-Q

May 24, 2018

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED MANAGEMENT  
INVESTMENT COMPANY

Investment Company Act file number 811-07528

Special Opportunities Fund, Inc.  
(Exact name of registrant as specified in charter)

615 East Michigan Street

Milwaukee, WI 53202  
(Address of principal executive offices) (Zip code)

Andrew Dakos  
Bulldog Investors, LLC  
Park 80 West  
250 Pehle Avenue, Suite 708  
Saddle Brook, NJ 07663  
(Name and address of agent for service)

Copy to:  
Thomas R. Westle, Esp.  
Blank Rome LLP  
The Chrysler Building  
405 Lexington Avenue  
New York, NY 10174

1-877-607-0414  
Registrant's telephone number, including area code

Date of fiscal year end: December 31, 2018

Date of reporting period: March 31, 2018

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## Item 1. Schedule of Investments.

Special Opportunities Fund, Inc.  
Portfolio of Investments  
March 31, 2018 (Unaudited)

| INVESTMENT COMPANIES - 67.79%                                  | Shares  | Value       |
|--|---------|-------------|
| Closed-End Funds - 65.03%                                      |         |             |
| Aberdeen Chile Fund, Inc.                                      | 274,522 | \$2,480,306 |
| Aberdeen Emerging Markets Smaller Co. Opportunities Fund, Inc. | 53,512  | 792,175     |
| Aberdeen Greater China Fund, Inc.                              | 148,742 | 2,005,042   |
| Aberdeen Indonesia Fund, Inc.                                  | 131,740 | 960,384     |
| Aberdeen Israel Fund, Inc.                                     | 111,241 | 2,166,975   |
| Aberdeen Japan Equity Fund, Inc.                               | 248,100 | 2,272,596   |
| Aberdeen Latin America Equity Fund, Inc.                       | 63,054  | 1,726,425   |
| Aberdeen Singapore Fund, Inc.                                  | 199,611 | 2,646,842   |
| Adams Diversified Equity Fund, Inc.                            | 236,589 | 3,494,419   |
| Alliance California Municipal Income Fund, Inc.                | 194,442 | 2,471,358   |
| Alpine Global Premier Properties Fund                          | 123,487 | 770,559     |
| Alpine Total Dynamic Dividend Fund                             | 54,881  | 490,636     |
| Asia Pacific Fund, Inc.  | 15,851  | 234,595     |
| Asia Tigers Fund, Inc.   | 66,134  | 831,966     |
| BlackRock New York Municipal Income Quality Trust              | 57,008  | 712,600     |
| Boulder Growth & Income Fund, Inc.                             | 423,000 | 4,559,940   |
| Central Securities Corp.                                       | 233,873 | 6,235,054   |
| China Fund, Inc.   | 336,583 | 7,451,948   |
| Delaware Enhanced Global Dividend & Income Fund                | 328,608 | 3,798,708   |
| Delaware Investments Dividend & Income Fund, Inc.              | 84,372  | 890,125     |
| Deutsche Multi-Market Income Trust                             | 383,077 | 3,363,416   |
| Deutsche Strategic Income Trust                                | 96,795  | 1,186,997   |
| Dividend and Income Fund                                       | 14,878  | 186,868     |
| Franklin Universal Trust                                       | 215,910 | 1,459,552   |
| Gabelli Global Small and Mid Cap Value Trust (a)               | 11,855  | 141,845     |
| The GDL Fund (a)   | 2,734   | 25,481      |
| General American Investors Co., Inc.                           | 46,245  | 1,547,820   |
| Herzfeld Caribbean Basin Fund, Inc.                            | 45,996  | 330,546     |
| Japan Smaller Capitalization Fund, Inc.                        | 300,892 | 3,697,963   |
| Juridica Investments Ltd. (g)(h)                               | 495,258 | 79,039      |
| Lazard Global Total Return and Income Fund, Inc.               | 9,096   | 162,091     |
| Lazard World Dividend & Income Fund, Inc.                      | 113,153 | 1,301,259   |
| MFS Charter Income Trust                                       | 2,693   | 21,867      |
| Morgan Stanley Asia Pacific Fund, Inc.                         | 153,959 | 2,803,593   |
| Morgan Stanley East Europe Fund Escrow (a)                     | 97,901  | 0           |
| The New Ireland Fund, Inc.                                     | 77,459  | 933,381     |
| Nuveen Connecticut Quality Municipal Income Fund               | 138,775 | 1,595,912   |
| Putnam High Income Securities Fund                             | 397,476 | 3,593,183   |
| Royce Value Trust, Inc.  | 27,200  | 423,232     |
| Source Capital, Inc.   | 77,335  | 3,085,280   |
| The Swiss Helvetia Fund, Inc.                                  | 753,396 | 9,229,101   |

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|   |         |            |
|---|---------|------------|
| Taiwan Fund, Inc.   | 156,338 | 3,306,549  |
| Tri-Continental Corp.   | 263,420 | 6,930,580  |
| Turkish Investment Fund, Inc. Escrow (a)(c)(f)(h)                   | 129,831 | 0          |
|   |         | 92,398,208 |
| Business Development Companies - 2.76%                              |         |            |
| Equus Total Return, Inc. (a)  | 106,919 | 254,478    |
| Great Elm Capital Corp.   | 139,007 | 1,281,645  |
| MVC Capital, Inc.   | 239,975 | 2,382,952  |
|   |         | 3,919,075  |
| Total Investment Companies (Cost \$85,361,957)                      |         | 96,317,283 |
| PREFERRED STOCKS - 7.53%  |         |            |
| Real Estate Investment Trusts - 7.53%                               |         |            |
| Brookfield DTLA Fund Office Trust Investor, Inc. - Series A, 7.625% | 170,778 | 4,611,006  |
| Preferred Apartment Communities, Inc. - Series A, 6.000% (c)(f)     | 6,083   | 6,083,000  |
| Total Preferred Stocks (Cost \$10,103,922)                          |         | 10,694,006 |

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|   |              |            |
|---|--------------|------------|
| COMMON STOCKS - 41.08%  |              |            |
| Consumer Finance - 0.63%                                      |              |            |
| Emergent Capital, Inc. (a)                                    | 2,350,507    | 893,192    |
| Hotels, Restaurants & Leisure - 3.57%                         |              |            |
| Tropicana Entertainment, Inc. (a)                             | 93,028       | 5,069,096  |
| Independent Power and Renewable Electricity Producers - 0.03% |              |            |
| VivoPower International PLC (a)(g)                            | 18,304       | 40,487     |
| Insurance - 6.68%   |              |            |
| Stewart Information Services Corp.                            | 215,966      | 9,489,546  |
| Professional Services - 4.22%                                 |              |            |
| Hill International, Inc. (a)                                  | 1,052,225    | 5,997,683  |
| Real Estate Investment Trusts - 4.26%                         |              |            |
| New York REIT, Inc. (a)(h)                                    | 281,294      | 6,050,634  |
| Real Estate Management & Development - 0.16%                  |              |            |
| Trinity Place Holdings, Inc. (a)                              | 35,680       | 231,920    |
|   | Shares/Units |            |
| Special Purpose Acquisition Vehicle - 21.53% (a)              |              |            |
| Atlantic Acquisition Corp.                                    | 168,274      | 1,669,278  |
| Avista Healthcare Public Acquisition Corp. (g)                | 121,090      | 1,200,002  |
| Big Rock Partners Acquisition Corp.                           | 111,602      | 1,089,236  |
| Bison Capital Acquisition Corp. (g)                           | 100,000      | 994,000    |
| Black Ridge Acquisition Corp.                                 | 176,445      | 1,709,752  |
| CM Seven Star Acquisition Corp. (g)                           | 250,000      | 2,435,000  |
| Constellation Alpha Capital Corp. (g)                         | 75,001       | 740,260    |
| Draper Oakwood Technology Acquisition, Inc. Units             | 1            | 11         |
| Draper Oakwood Technology Acquisition, Inc.                   | 113,790      | 1,121,969  |
| FlatWorld Acquisition Corporation (g)                         | 105,702      | 7,505      |
| GigCapital, Inc.  | 77,400       | 750,780    |
| Haymaker Acquisition Corp. Units                              | 30,717       | 305,634    |
| Hunter Maritime Acquisition Corp. (g)                         | 92,442       | 904,083    |
| I-AM Capital Acquisition Co.                                  | 113,791      | 1,132,220  |
| Industrea Acquisition Corp.                                   | 273,098      | 2,679,091  |
| KBL Merger Corp. IV   | 275,000      | 2,708,750  |
| Leisure Acquisition Corp. Units                               | 61,289       | 606,602    |
| M I Acquisitions, Inc.  | 110,677      | 1,155,468  |
| Modern Media Acquisition Corp.                                | 106,604      | 1,060,710  |
| MTech Acquisition Corp.                                       | 81,750       | 783,165    |
| Mudrick Capital Acquisition Corp. Units                       | 49,182       | 502,640    |
| Opes Acquisition Corp. Units                                  | 49,670       | 499,427    |
| Pensare Acquisition Corp.                                     | 122,745      | 1,193,081  |
| Stellar Acquisition III, Inc. (g)                             | 196,091      | 2,029,542  |
| Tiberius Acquisition Corp. Units                              | 113,800      | 1,140,276  |
| Union Acquisition Corp. Units (g)                             | 212,054      | 2,169,312  |
|   |              | 30,587,794 |
| Total Common Stocks (Cost \$57,114,426)                       |              | 58,360,352 |
|   | Shares       |            |
| LIQUIDATING TRUSTS - 1.64% (a)(c)(f)(h)                       |              |            |
| BlackRock Defined Opportunity Credit Trust                    | 27,356       | 410        |
| Crossroads Liquidating Trust                                  | 292,681      | 187,316    |
| JP Morgan China Region Fund, Inc.                             | 192,486      | 135,548    |

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|   |                     |           |
|---|---------------------|-----------|
| Winthrop Realty Trust   | 295,985             | 2,012,698 |
| Total Liquidating Trusts (Cost \$3,543,476)                       |                     | 2,335,972 |
|   | Principal<br>Amount |           |
| CONVERTIBLE NOTES - 1.53% (b)                                     |                     |           |
| Emergent Capital, Inc.<br>5.000%, 02/15/2023                      | \$ 3,206,898        | 1,908,104 |
| Wheeler Real Estate Investment Trust (c)(f)<br>9.000%, 12/15/2018 | 273,806             | 273,806   |
| Total Convertible Notes (Cost \$3,309,234)                        |                     | 2,181,910 |

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CORPORATE BONDS - 0.01%

|                                      |           |        |
|--------------------------------------|-----------|--------|
| Washington Mutual, Inc. (b)(c)(d)(f) |           |        |
| 0.000%, 03/17/2014                   | 3,000,000 | 15,000 |
| Total Corporate Bonds (Cost \$0)     |           | 15,000 |

CORPORATE NOTES - 4.95% (b)

|  |         |           |
|--|---------|-----------|
| Great Elm Capital Corp.                  |         |           |
| 6.500%, 09/18/2022                       | 40,000  | 1,016,000 |
| 6.750%, 01/31/2025                       | 40,000  | 968,000   |
| MVC Capital, Inc.                        |         |           |
| 6.250%, 11/30/2022                       | 200,000 | 5,044,000 |
| Total Corporate Notes (Cost \$7,000,000) |         | 7,028,000 |

SENIOR SECURED NOTES - 1.13%

|   |           |           |
|---|-----------|-----------|
| Emergent Capital, Inc. (b)(c)(f)              |           |           |
| 8.500%, 07/15/2021                            | 1,600,000 | 1,600,000 |
| Total Senior Secured Notes (Cost \$1,600,000) |           | 1,600,000 |

Shares

WARRANTS - 0.74% (a)

|  |         |        |
|--|---------|--------|
| Avista Healthcare Public Acquisition Corp. |         |        |
| Expiration: December 2021                  | 121,090 | 39,960 |
| Exercise Price: \$11.50 (g)                |         |        |
| Barington/Hilco Acquisition Corp.          |         |        |
| Expiration: June 2018                      | 15,611  | 3,278  |
| Exercise Price: \$12.50                    |         |        |
| Big Rock Partners Acquisition Corp.        |         |        |
| Expiration: December 2022                  | 55,801  | 18,080 |
| Exercise Price: \$11.50                    |         |        |
| Bison Capital Acquisition Corp.            |         |        |
| Expiration: July 2022                      | 50,000  | 20,000 |
| Exercise Price: \$11.50 (g)                |         |        |
| Black Ridge Acquisition Corp.              |         |        |
| Expiration: October 2022                   | 161,445 | 56,506 |
| Exercise Price: \$11.50                    |         |        |
| Borqs Technologies, Inc.                   |         |        |
| Expiration: August 2022                    | 104,449 | 26,112 |
| Exercise Price: \$12.00 (g)                |         |        |
| China Lending Corp.                        |         |        |
| Expiration: July 2021                      | 79,818  | 2,714  |
| Exercise Price: \$12.00 (g)                |         |        |
| CM Seven Star Acquisition Corp.            |         |        |
| Expiration: November 2018                  | 125,000 | 43,750 |
| Exercise Price: \$11.50 (g)                |         |        |
| Constellation Alpha Capital Corp.          |         |        |
| Expiration: March 2024                     | 25,001  | 6,000  |
| Exercise Price: \$11.50 (g)                |         |        |
| ConvergeOne Holdings, Inc.                 |         |        |
| Expiration: February 2023                  | 43,544  | 51,992 |
| Exercise Price: \$11.50                    |         |        |
| COPsync, Inc.                              |         |        |

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|   |         |        |
|---|---------|--------|
| Expiration: October 2020                    | 10,794  | 8      |
| Exercise Price: \$3.125                     |         |        |
| Draper Oakwood Technology Acquisition, Inc. |         |        |
| Expiration: September 2024                  | 56,895  | 48,076 |
| Exercise Price: \$11.50                     |         |        |
| Electrum Special Acquisition Corp.          |         |        |
| Expiration: June 2021                       | 46,800  | 15,912 |
| Exercise Price: \$11.50 (g)                 |         |        |
| Emergent Capital, Inc.                      |         |        |
| Expiration: October 2019                    | 8       | 0      |
| Exercise Price: \$10.75 (c)(f)              |         |        |
| Expiration: July 2025                       | 640,000 | 0      |
| Exercise Price: \$0.20 (c)(f)               |         |        |

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|  |         |           |
|--|---------|-----------|
| GigCapital, Inc.                             |         |           |
| Expiration: March 2025                       | 58,050  | 27,284    |
| Exercise Price: \$11.50                      |         |           |
| Hemisphere Media Group, Inc.                 |         |           |
| Expiration: April 2018                       | 39,430  | 394       |
| Exercise Price: \$12.00                      |         |           |
| Hunter Maritime Acquisition Corp.            |         |           |
| Expiration: October 2021                     | 46,221  | 20,337    |
| Exercise Price: \$11.50 (g)                  |         |           |
| I-AM Capital Acquisition Co.                 |         |           |
| Expiration: October 2022                     | 113,791 | 45,516    |
| Exercise Price: \$11.50                      |         |           |
| Industrea Acquisition Corp.                  |         |           |
| Expiration: August 2024                      | 273,098 | 149,521   |
| Exercise Price: \$11.50                      |         |           |
| Infrastructure and Energy Alternatives, Inc. |         |           |
| Expiration: March 2023                       | 88,113  | 76,658    |
| Exercise Price: \$11.50                      |         |           |
| KBL Merger Corp. IV                          |         |           |
| Expiration: July 2023                        | 275,000 | 66,000    |
| Exercise Price: \$5.75                       |         |           |
| M I Acquisitions, Inc.                       |         |           |
| Expiration: November 2020                    | 183,903 | 147,104   |
| Exercise Price: \$11.50                      |         |           |
| Modern Media Acquisition Corp.               |         |           |
| Expiration: June 2022                        | 54,093  | 28,128    |
| Exercise Price: \$11.50                      |         |           |
| MTech Acquisition Corp.                      |         |           |
| Expiration: August 2024                      | 81,750  | 49,868    |
| Exercise Price: \$11.50                      |         |           |
| NextDecade Corp.                             |         |           |
| Expiration: July 2022                        | 3,262   | 1,240     |
| Exercise Price: \$11.50                      |         |           |
| Origo Acquisition Corp.                      |         |           |
| Expiration: December 2021                    | 23,814  | 9,761     |
| Exercise Price: \$11.50 (g)                  |         |           |
| Pensare Acquisition Corp.                    |         |           |
| Expiration: August 2022                      | 19,254  | 9,627     |
| Exercise Price: \$11.50                      |         |           |
| Stellar Acquisition III, Inc.                |         |           |
| Expiration: March 2022                       | 204,002 | 93,841    |
| Exercise Price: \$11.50 (g)                  |         |           |
| Wheeler Real Estate Investment Trust, Inc.   |         |           |
| Expiration: December 2018                    | 10,526  | 0         |
| Exercise Price: \$4.75 (c)(f)                |         |           |
| Total Warrants (Cost \$833,917)              |         | 1,057,667 |
| RIGHTS - 0.39% (a)                           |         |           |
| Atlantic Acquisition Corp.                   | 68,274  | 33,734    |
| Big Rock Partners Acquisition Corp.          | 111,602 | 39,061    |
| Bison Capital Acquisition Corp. (g)          | 100,000 | 50,000    |

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|   |         |         |
|---|---------|---------|
| Black Ridge Acquisition Corp.               | 161,445 | 48,434  |
| CM Seven Star Acquisition Corp. (g)         | 250,000 | 80,000  |
| Constellation Alpha Capital Corp. (g)       | 25,001  | 9,000   |
| Draper Oakwood Technology Acquisition, Inc. | 113,790 | 64,860  |
| GigCapital, Inc.                            | 77,400  | 27,864  |
| I-AM Capital Acquisition Co.                | 113,791 | 38,120  |
| KBL Merger Corp. IV                         | 275,000 | 96,250  |
| Modern Media Acquisition Corp.              | 103,859 | 40,505  |
| Origo Acquisition Corp. (f)(g)              | 23,814  | 2,381   |
| Pensare Acquisition Corp.                   | 38,508  | 19,254  |
| Total Rights (Cost \$483,065)               |         | 549,463 |

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|   |           |                |
|---|-----------|----------------|
| MONEY MARKET FUNDS - 11.76%                                       |           |                |
| Fidelity Institutional Government Portfolio - Class I, 1.470% (e) | 8,357,523 | 8,357,523      |
| STIT-Treasury Portfolio - Institutional Class, 1.560% (e)         | 8,357,523 | 8,357,523      |
| Total Money Market Funds (Cost \$16,715,046)                      |           | 16,715,046     |
|   |           |                |
| Total Investments (Cost \$186,065,043) - 138.55%                  |           | 196,854,699    |
| Other Assets in Excess of Liabilities - 0.58%                     |           | 825,274        |
| Preferred Stock - (39.13)%  |           | (55,599,400 )  |
| TOTAL NET ASSETS - 100.00%  |           | \$ 142,080,573 |

Percentages are stated as a percent of net assets.

- (a) Non-income producing security.
- (b) The coupon rate shown represents the rate at March 31, 2018.
- (c) Fair valued securities. The total market value of these securities was \$10,307,778, representing 7.25% of net assets. Value determined using significant unobservable inputs.
- (d) Default or other conditions exist and security is not presently accruing income.
- (e) The rate shown represents the 7-day yield at March 31, 2018.
- (f) Illiquid securities. The total market value of these securities was \$10,310,159, representing 7.26% of net assets.
- (g) Foreign-issued security.
- (h) Security currently undergoing a full liquidation with all proceeds paid out to shareholders.

The accompanying notes are an integral part of these schedule of investments.

Valuation of investments—The Fund calculates its net asset value based on the current market value for its portfolio securities. The Fund normally obtains market values for its securities from independent pricing sources and broker-dealers. Independent pricing sources may use last reported sale prices or if not available the most recent bid price, current market quotations or valuations from computerized “matrix” systems that derive values based on comparable securities. A matrix system incorporates parameters such as security quality, maturity and coupon, and/or research and evaluations by its staff, including review of broker-dealer market price quotations, if available, in determining the valuation of the portfolio securities. If a market value is not available from an independent pricing source or a broker-dealer for a particular security, that security is valued at fair value as determined in good faith by or under the direction of the Fund’s Board of Directors (the “Board”). Various factors may be reviewed in order to make a good faith determination of a security’s fair value. Factors for other securities may include, but are not limited to, the type and cost of the security; contractual or legal restrictions on resale of the security; relevant financial or business developments of the issuer; actively traded similar or related securities; conversion or exchange rights on the security; related corporate actions; and changes in overall market conditions. If events occur that materially affect the value of securities between the close of trading in those securities and the close of regular trading on the New York Stock Exchange, the securities may be fair valued. U.S. and foreign debt securities including short-term debt instruments having a maturity of 60 days or less shall be valued in accordance with the price supplied by a Pricing Service using the evaluated bid price. Money market mutual funds, demand notes and repurchase agreements are valued at cost, unless the Board or its delegate determines that this does not represent fair value.

On March 30, 2018, U.S. and certain other financial markets were closed, while some foreign markets were open. Price changes of securities in those foreign markets were immaterial to the Fund. The Fund’s securities were valued as of the close of regular trading on the last day the NYSE was open during the period.

The Fund has adopted fair valuation accounting standards that establish an authoritative definition of fair value and set out a hierarchy for measuring fair value. These standards require additional disclosures about the various input and valuation techniques used in measuring fair value. Fair value inputs are summarized in the three broad levels listed below:

Level 1—Unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access.

Level 2—Observable inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.

Level 3—Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available; representing the Fund’s own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

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The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

The Fund adopted Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2011-04 (“ASU 2011-04”), Fair Value Measurement: Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and IFRS, which, among other things, clarifies existing disclosure requirements provided by ASC 820 regarding the level of disaggregation and the inputs and valuation techniques used to measure fair value.

The significant unobservable inputs used in fair value measurement of the Fund’s investment companies, corporate bonds, promissory notes, liquidation claims and warrants are (1) cost and (2) indicative bids or price ranges from dealers, brokers, or market makers. Significant changes in any of these inputs in isolation may result in a change in higher fair value measurement.

In accordance with procedures established by the Fund’s Board of Directors, the Adviser shall initially value non-publicly-traded securities (for which a current market value is not readily available) at their acquisition cost less related expenses, where identifiable, unless and until the Adviser determines that such value does not represent fair value.

The Adviser sends a memorandum to the Chairman of the Valuation Committee with respect to any non-publicly-traded securities that are valued using a method other than cost detailing the reason, factors considered, and impact on the Fund’s NAV. If the Chairman determines that such fair valuation(s) require the involvement of the Valuation Committee, a special meeting of the Valuation Committee is called as soon as practicable to discuss such fair valuation(s). The Valuation Committee of the Board consists of at least two non-interested Directors, as defined by the Investment Company Act of 1940.

At each regular quarterly Board meeting, the Adviser delivers a written report (the “Quarterly Report”) to the Board regarding any recommendations of fair valuation during the past quarter, including fair valuations which have not changed. The Board reviews the Quarterly Report and discusses the valuation of the fair valued securities.

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The Valuation Committee reviews all Quarterly Reports and any other interim reports, and reviews and approves the valuation of all fair valued securities. This review includes a review and discussion of an updated fair valuation summary with appropriate levels of representatives of the Adviser's management.

The following is a summary of the fair valuations according to the inputs used as of March 31, 2018 in valuing the Fund's investments:

|   | Quoted Prices<br>in Active<br>Markets for<br>Identical<br>Investments<br>(Level 1)* | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2)* | Unobservable<br>Inputs<br>(Level 3)** | Total         |
|---|---|--|---------------------------------------|---------------|
| Investment Companies                                | \$96,317,283  | \$-  | \$-                                   | \$96,317,283  |
| Preferred Stocks                                    |   |  |                                       |               |
| Real Estate Investment Trusts                       | 4,611,006   | -  | 6,083,000                             | 10,694,006    |
| Common Stocks                                       |   |  |                                       |               |
| Consumer Finance                                    | 893,192   | -  | -                                     | 893,192       |
| Hotels, Restaurants & Leisure                       | 5,069,096   | -  | -                                     | 5,069,096     |
| Independent Power & Renewable Electricity Producers | 40,487  | -  | -                                     | 40,487        |
| Insurance   | 9,489,546   | -  | -                                     | 9,489,546     |
| Professional Services                               | 5,997,683   | -  | -                                     | 5,997,683     |
| Real Estate Investment Trusts                       | 6,050,634   | -  | -                                     | 6,050,634     |
| Real Estate Management & Development                | 231,920   | -  | -                                     | 231,920       |
| Special Purpose Acquisition Vehicles                | 23,580,527  | 7,007,267  | -                                     | 30,587,794    |
| Liquidating Trusts                                  | -   | -  | 2,335,972                             | 2,335,972     |
| Convertible Notes                                   | -   | 1,908,104  | 273,806                               | 2,181,910     |
| Corporate Bonds                                     | -   | -  | 15,000                                | 15,000        |
| Corporate Notes                                     | -   | 7,028,000  | -                                     | 7,028,000     |
| Senior Secured Notes                                | -   | -  | 1,600,000                             | 1,600,000     |
| Warrants  | 806,987   | 250,680  | 0                                     | 1,057,667     |
| Rights  | 321,532   | 227,931  | -                                     | 549,463       |
| Money Market Funds                                  | 16,715,046  | -  | -                                     | 16,715,046    |
| Total   | \$170,124,939   | \$16,421,982   | \$10,307,778                          | \$196,854,699 |

\*  
Transfers  
between

Levels  
are  
recognized  
at the  
end of  
the  
reporting  
period.

\*\*The  
Fund  
measures  
Level 3  
activity  
as of the  
beginning  
and end  
of each  
financial  
reporting  
period.

Transfers  
between  
Level 1 and  
Level 2  
securities as  
of March 31,  
2018  
resulted  
from  
securities  
priced  
previously  
with an  
official close  
price (Level  
1 securities)  
or on days  
where there  
is not an  
official close  
price the bid  
price is used  
(Level 2  
securities).

Transfers as  
of March 31,  
2018 are  
summarized  
in the table  
below:

|   |               |
|---|---------------|
| Transfers into Level 1                              |               |
| Common Stock  |               |
| Independent Power & Renewable Electricity Producers | \$40,487      |
| Special Purpose Acquisition Vehicle                 | 5,310,416     |
| Warrants  | 150,382       |
| Rights  | 33,734        |
| Transfers out of Level 1                            |               |
| Common Stock  |               |
| Special Purpose Acquisition Vehicle                 | \$(2,104,085) |
| Warrants  | (117,504 )    |
| Rights  | (161,006 )    |
| Net transfers in and/or out of Level 1              | \$3,152,424   |
|   |               |
| Transfers into Level 2                              |               |
| Common Stock  |               |
| Special Purpose Acquisition Vehicle                 | \$2,104,085   |
| Warrants  | 117,504       |
| Rights  | 161,006       |
| Transfers out of Level 2                            |               |
| Common Stock  |               |
| Independent Power & Renewable Electricity Producers | \$(40,487 )   |
| Special Purpose Acquisition Vehicle                 | (5,310,416)   |
| Warrants  | (150,382 )    |
| Rights  | (33,734 )     |
| Net transfers in and/or out of Level 2              | \$(3,152,424) |

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Special Opportunities Fund

The fair value of derivative instruments as reported within the Schedule of Investments as of March 31, 2018:

|  | Statement of Assets &<br>Liabilities Location | Value       |
|--|---|-------------|
| Derivatives not accounted for as hedging instruments | Investments, at value                         |             |
| Equity Contracts - Warrants                          |   | \$1,057,667 |

The effect of derivative instruments on the Statement of Operations for the period ended March 31, 2018:

|  | Amount of Realized Gain on Derivatives<br>Recognized in Income<br>Statement of Operations<br>Location | Value    |
|--|---|----------|
| Derivatives not accounted for as hedging instruments | Net Realized Gain<br>on Investments   |          |
| Equity Contracts - Warrants                          |   | \$30,770 |

|  | Change in Unrealized Appreciation on<br>Derivatives Recognized in Income<br>Statement of Operations Location | Total     |
|--|--|-----------|
| Derivatives not accounted for as hedging instruments | Net change in unrealized<br>appreciation of investments  |           |
| Equity Contracts - Warrants                          |  | \$168,666 |

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Level 3 Reconciliation Disclosure

The following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value:

| Category                       | Balance as of 12/31/2017 | Acquisitions | Dispositions | Transfers into Level 3/ Corporate Actions | Realized Gain (Loss) | Change in unrealized appreciation (depreciation) | Balance as of 3/31/2018 |
|--------------------------------|--------------------------|--------------|--------------|---|----------------------|--|-------------------------|
| Closed End Funds               | \$1,187,878              | \$ -         | \$ (1,725)   | \$(1,187,551)                             | \$ 1,725             | \$ (327)   | \$0                     |
| Preferred Stocks               | 6,061,709                | -            | -            | -   | -                    | 21,291   | 6,083,000               |
| Liquidating Trusts             | 3,045,599                | -            | -            | 158,370                                   | 52                   | (868,049)  | 2,335,972               |
| Convertible Notes              | 273,806                  | -            | -            | -   | -                    | -  | 273,806                 |
| Corporate Bonds Senior Secured | 15,000                   | -            | -            | -   | -                    | -  | 15,000                  |
| Notes                          | 1,600,000                | -            | -            | -   | -                    | -  | 1,600,000               |
| Warrants                       | 0                        | -            | -            | -   | -                    | -  | 0                       |
|                                | \$12,183,992             | \$ -         | \$ (1,725)   | \$(1,029,181)                             | \$ 1,777             | \$ (847,085)                                     | \$10,307,778            |

The following table presents additional information about valuation methodologies and inputs used for investments that are measured at fair value and categorized within Level 3 as of March 31, 2018:

| Category           | Fair Value March 31, 2018 | Valuation Methodologies Market Assessment and Company-Specific Information | Unobservable Input <sup>(1)</sup>                    | Impact to Valuation from an increase in Input <sup>(2)</sup> |
|--------------------|---------------------------|--|--|--|
| Closed End Funds   | \$0                       |  | Liquidation Value                                    | Increase   |
| Preferred Stocks   | 6,083,000                 | Cost   | Market Assessments/ Financial Assessments/ Financial | Increase   |
| Liquidating Trusts | 2,335,972                 | Last Traded Price  | Company Announcements                                | Increase   |
| Convertible Notes  | 273,806                   | Cost   | Terms of the Note/ Financial Assessments/ Company    | Increase   |

|                 |           |              |               |          |
|-----------------|-----------|--------------|---------------|----------|
|                 |           |              | Announcements |          |
|                 |           | Market       | Single        |          |
|                 |           | Transactions | Broker        |          |
| Corporate Bonds | 15,000    | Approach     | Quote         | Increase |
|                 |           |              | Terms of the  |          |
|                 |           |              | Note/         |          |
|                 |           |              | Financial     |          |
|                 |           |              | Assessments/  |          |
| Senior Secured  |           |              | Company       |          |
| Notes           | 1,600,000 | Cost         | Announcements | Increase |
|                 |           |              | Discount to   |          |
|                 |           | Market       | Market Price  |          |
|                 |           | Transactions | for Share     |          |
| Warrants        | 0         | Approach     | Restrictions  | Decrease |

(1) In determining certain inputs, management evaluates a variety of factors including economic conditions, foreign exchange rates, industry and market developments, market valuations of comparable companies and company specific developments including exit strategies and realization opportunities. Management has determined that market participants would take these inputs into account when valuing the investments.

(2) This column represents the directional change in the fair value of the Level 3 investments that would result from an increase to the corresponding unobservable input. A decrease to the unobservable input would have the opposite effect.

Item 2. Controls and Procedures.

The Registrant's President and Chief Financial Officer have concluded that the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "1940 Act")) (17 CFR 270.30a-3(c)) are effective as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on the evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or Rule 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(d)).

There were no changes in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act) (17 CFR 270.30a-3(d)) that occurred during the Registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 3. Exhibits.

Separate certifications for each principal executive officer and principal financial officer of the Registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)). Filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

(Registrant) Special Opportunities Fund, Inc.

By (Signature and Title) /s/ Andrew Dakos  
Andrew Dakos, President

Date May 23, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Andrew Dakos  
Andrew Dakos, President

Date May 23, 2018

By (Signature and Title) /s/ Thomas Antonucci  
Thomas Antonucci, Chief Financial Officer

Date May 23, 2018

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