

Cohen & Steers Closed-End Opportunity Fund, Inc.  
Form N-CSRS  
August 27, 2013

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

**FORM N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number 811-21948

Cohen & Steers Closed-End Opportunity Fund, Inc.  
(Exact name of registrant as specified in charter)

280 Park Avenue, New York, NY  
(Address of principal executive offices)

10017  
(Zip code)

Tina M. Payne

Cohen & Steers Capital Management, Inc.

280 Park Avenue

New York, New York 10017  
(Name and address of agent for service)

Registrant's telephone number, including area code: (212) 832-3232

Date of fiscal year end: December 31

Date of reporting period: June 30, 2013

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**Item 1. Reports to Stockholders.**

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**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

To Our Shareholders:

We would like to share with you our report for the six months ended June 30, 2013. The net asset value (NAV) at that date was \$13.90 per common share. The Fund's common stock is traded on the New York Stock Exchange (NYSE) and its share price can differ from its NAV; at period end, the Fund's closing price on the NYSE was \$13.13.

The total returns, including income, for the Fund and its comparative benchmarks were:

	Six Months Ended June 30, 2013
Cohen & Steers Closed-End Opportunity Fund at NAV <sup>a</sup>	5.68%
Cohen & Steers Closed-End Opportunity Fund at Market Value <sup>a</sup>	9.87%
Morningstar U.S. All Taxable Ex-Foreign Equity Index <sup>b</sup>	2.76%
S&P 500 Index <sup>b</sup>	13.82%

*The performance data quoted represent past performance. Past performance is no guarantee of future results. The investment return and the principal value of an investment will fluctuate and shares, if sold, may be worth more or less than their original cost. Current performance may be lower or higher than the performance data quoted. Current total returns of the Fund can be obtained by visiting our website at [cohenandsteers.com](http://cohenandsteers.com). The Fund's returns assume the reinvestment of all dividends and distributions at prices obtained under the Fund's dividend reinvestment plan. NAV return reflects fee waivers and/or expense reimbursements, without which the return would be lower. Index performance does not reflect the deduction of any fees, taxes or expenses. An investor cannot invest directly in an index. Performance figures for periods shorter than one year are not annualized.*

*The Fund implements fair value pricing when the daily change in a specific U.S. market index exceeds a predetermined percentage. Fair value pricing adjusts the valuation of certain non-U.S. holdings to account for such index change following the close of foreign markets. This standard practice has been adopted by a majority of the fund industry. In the event fair value pricing is implemented on the first and/or last day of a performance measurement period, the Fund's return may diverge from the relative performance of its benchmark index, which does not use fair value pricing.*

The Fund makes regular quarterly distributions at a level rate (the Policy). Distributions paid by the Fund are subject to recharacterization for tax purposes and are taxable up to the amount of the Fund's investment company taxable income and net realized gains. As a result of the Policy, the Fund may pay distributions in excess of the Fund's investment company taxable income and realized gains. This excess would be a "return of capital" distributed from the Fund's assets. Distributions of capital

<sup>a</sup> As a closed-end investment company, the price of the Fund's NYSE-traded shares will be set by market forces and at times may deviate from the NAV per share of the Fund.

<sup>b</sup> The Morningstar U.S. All Taxable ex-Foreign Equity Index measures the market cap weighted total return of 350 taxable equity and fixed income closed-end funds it excludes international, regional and country closed-end funds. The S&P 500 Index is an unmanaged index of common stocks that is frequently used as a general measure of stock market performance.



## COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.

decrease the Fund's total assets and, therefore, could have the effect of increasing the Fund's expense ratio. In addition, in order to make these distributions, the Fund may have to sell portfolio securities at a less than opportune time.

### Investment Review

Closed-end funds began the first half of 2013 on a strong note, amid improving U.S. economic data, continued low interest rates and a clarification on income tax policy that investors greeted positively. However, closed-end funds encountered headwinds that hindered financial markets broadly. Income-oriented assets in particular came under pressure in May and into June after the Federal Reserve (the Fed) suggested that further bond purchases under their quantitative easing program might be scaled back, depending on the pace of economic growth. Given the general economic improvement, markets anticipated a tapering in monetary stimulus sooner than previously thought; investors also moved forward expectations for a Fed hike in short-term interest rates. In response, the benchmark 10-year Treasury yield went sharply higher reaching 2.6% on June 30, after entering the period at 1.8%.

In this environment, closed-end funds had mixed results; most equity fund sectors ended the period with gains, while fixed income sectors had generally negative returns. Taxable fixed income funds had a slight overall decline, and ended the period trading at a 1.3% discount to NAV (after the discount reached a trough of 4.6% on June 24), compared with a 0.5% discount at the start of the period. Sectors that are typically more sensitive to interest rates underperformed, including government ( - 6.7% total return<sup>c</sup>), global income ( - 8.3%) and investment grade ( - 2.0%) funds. Senior loan (5.5%) and high yield (2.0%) funds, which have shorter durations, outperformed.

Equity closed-end funds gained nearly 10% as a group, and ended the period with a discount of about 3%, down from 4.9% at the start of the period. Good performers included health-biotech (29.5%), master limited partnership (24.4%) and U.S. general equity (16.0%) funds. Utilities funds (7.9%) had good absolute performance but trailed the equity category, reflecting a late-period selloff in utility stocks. The sharp loss registered by commodities funds ( - 29.2%) was driven by a decline in gold and silver prices, which ended the period at their lowest levels since 2010.

### *IPO activity continued*

In the first half of 2013, closed-end fund IPOs totaled about \$12.6 billion, compared with \$12 billion for all of 2012. This activity started strong, with the launch of a fixed income fund that raised \$3 billion the third-largest IPO for a closed-end fund on record. Fixed income issuance dominated the IPO calendar through most of the period, although the trend reversed in June, when about 70% of the month's proceeds were raised in equity fund offerings. June was also notable for a slowing in the monthly pace of new issuance.

<sup>c</sup> Sector constituents as per the Morningstar U.S. All Taxable Ex-Foreign Equity Index; constituent returns as per Bloomberg L.P.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

*Fund performance*

The Fund had a positive total return for the period and outperformed its benchmark on a NAV and market value basis. Factors that contributed positively to relative performance included our overweight in equity tax-advantage funds (15.6% return in the index), which rallied in part due to the settling of the income-tax debate. Favorable fund selection in the multi-sector (4.0%) and high yield groups also helped relative performance, as did our underweight in emerging market income funds ( 8.8%). Our underweight and fund selection in the master limited partnership group and fund selection in the senior loan sector detracted from Fund performance.

Investment Outlook

Notwithstanding the late-period spike in Treasury yields, our outlook is largely intact. We believe that the Fed is committed to keeping short-term interest rates low until material progress has been made in the economic recovery, such as unemployment falling below 6.5%. Assuming that job creation continues to be near its recent monthly pace, that milestone does not appear imminent. In this environment we believe closed-end funds will continue to benefit from low leverage costs.

As investors continue their search for income, we believe the yield advantage of leveraged closed-end funds will continue to draw attention. As a result, we believe there is potential for closed-end funds to continue to trade at smaller discounts relative to their long-term averages, or even see periods in which the market trades at an average premium to NAVs. In the wake of recent market volatility and the shift in valuations, we are looking for and identifying what we believe are attractive buying opportunities.

In our view, the strong closed-end-fund IPO calendar in the first half of the year suggests that new-issue volumes could reach levels not seen since 2007. In our opinion, the June slowing in new issuance is a positive technical development and may well signal the beginning of a shift to more equity-focused fund launches in the second half of the year.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

Sincerely,

MARTIN COHEN  
*Co-chairman*

ROBERT H. STEERS  
*Co-chairman*

DOUGLAS R. BOND

*Portfolio Manager*

*The views and opinions in the preceding commentary are subject to change and are as of the date of publication. There is no guarantee that any market forecast set forth in the commentary will be realized. This material represents an assessment of the market environment at a specific point in time, should not be relied upon as investment advice and is not intended to predict or depict performance of any investment.*

Visit Cohen & Steers online at [cohenandsteers.com](http://cohenandsteers.com)

For more information about any of our funds, visit [cohenandsteers.com](http://cohenandsteers.com), where you will find net asset values, fund fact sheets and portfolio highlights. You can also access newsletters, education tools and market updates covering the global real estate, commodities, global natural resource equities, listed infrastructure, utilities, large cap value and preferred securities sectors.

In addition, our website contains comprehensive information about our firm, including our most recent press releases, profiles of our senior investment professionals and an overview of our investment approach.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

June 30, 2013  
 Top Ten Holdings  
 (Unaudited)

Closed-End Fund	Value	% of Net Assets
Gabelli Dividend & Income Trust	\$15,845,187	4.2
Eaton Vance Tax-Advantaged Dividend Income Fund	15,794,462	4.1
Eaton Vance Tax-Managed Global Diversified Equity Income Fund	15,667,802	4.1
Eaton Vance Tax-Managed Buy-Write Opportunities Fund	15,376,449	4.0
Eaton Vance Tax-Managed Diversified Equity Income Fund	14,506,661	3.8
Nuveen Preferred Income Opportunities Fund	13,081,093	3.4
AllianzGI Convertible & Income Fund	12,702,284	3.3
First Trust Energy Income and Growth Fund	11,817,564	3.1
PIMCO Income Opportunity Fund	10,413,518	2.7
PIMCO Dynamic Income Fund	9,061,211	2.4

Sector Breakdown

(Based on Net Assets)  
 (Unaudited)



**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## SCHEDULE OF INVESTMENTS

June 30, 2013 (Unaudited)

		Number of Shares	Value
<b>CLOSED-END FUNDS</b>	<b>98.2%</b>		
<b>COVERED CALL</b>	<b>14.3%</b>		
AllianzGI NFJ Dividend Interest & Premium Strategy Fund		131,000	\$ 2,207,350
Eaton Vance Tax-Managed Buy-Write Opportunities Fund		1,178,272	15,376,449
Eaton Vance Tax-Managed Diversified Equity Income Fund		1,426,417	14,506,661
Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund		477,365	5,308,299
Eaton Vance Tax-Managed Global Diversified Equity Income Fund		1,690,162	15,667,802
Nuveen Equity Premium Opportunity Fund		124,300	1,535,105
			54,601,666
<b>EMERGING MARKETS DEBT</b>	<b>1.0%</b>		
AllianceBernstein Global High Income Fund		254,400	3,823,632
<b>ENERGY/RESOURCES</b>	<b>3.2%</b>		
BlackRock Real Asset Equity Trust		448,800	3,900,072
Energy Select Sector SPDR Fund ETF		42,000	3,291,120
Market Vectors Oil Service ETF		116,200	4,971,036
			12,162,228
<b>EQUITY TAX ADVANTAGED</b>	<b>15.1%</b>		
Eaton Vance Tax-Advantaged Dividend Income Fund		864,976	15,794,462
Eaton Vance Tax-Advantaged Global Dividend Income Fund		532,200	8,025,576
Eaton Vance Tax-Advantaged Global Dividend Opportunities Fund		275,500	6,176,710
Gabelli Dividend & Income Trust		820,569	15,845,187
John Hancock Tax-Advantaged Dividend		466,594	8,781,299

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Income Fund

Nuveen Tax-Advantaged Dividend

Growth Fund

66,300

986,544

Nuveen Tax-Advantaged Total

Return

Strategy Fund

153,900

1,908,360

57,518,138

See accompanying notes to financial statements.

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**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## SCHEDULE OF INVESTMENTS (Continued)

June 30, 2013 (Unaudited)

		Number of Shares	Value
<b>FINANCIAL</b>	<b>0.4%</b>		
Financial Select Sector SPDR Fund		75,700	\$ 1,475,393
<b>GLOBAL EQUITY DIVIDEND</b>	<b>0.6%</b>		
Alpine Total Dynamic Dividend Fund		570,100	2,229,091
<b>GLOBAL HYBRID (GROWTH &amp; INCOME)</b>	<b>1.8%</b>		
Clough Global Opportunities Fund		285,800	3,678,246
LMP Capital and Income Fund		217,900	3,368,734
			7,046,980
<b>GLOBAL INCOME</b>	<b>3.0%</b>		
Legg Mason BW Global Income Opportunities Fund		182,860	3,242,108
Nuveen Global Government Enhanced Income Fund		120,500	1,489,380
Nuveen Multi-Currency Short-Term Government Income Fund		232,100	2,601,841
Templeton Global Income Fund		238,372	2,059,534
Western Asset Global High Income Fund		155,800	1,906,992
			11,299,855
<b>GOVERNMENT</b>	<b>0.3%</b>		
AllianceBernstein Income Fund		147,118	1,097,500
<b>HEALTH/BIOTECH</b>	<b>0.4%</b>		
BlackRock Health Sciences Trust		54,800	1,702,636
<b>HIGH YIELD</b>	<b>5.8%</b>		
BlackRock Corporate High Yield Fund VI		32,500	389,350
New America High Income Fund		486,378	4,892,963
PIMCO High Income Fund		678,174	7,941,417
Pioneer Diversified High Income Trust		191,970	3,904,670
Pioneer High Income Trust		47,487	792,083
Wells Fargo Advantage Income Opportunities Fund		60,698	574,810
Western Asset High Income Fund II		42,227	389,333
Western Asset High Yield Defined Opportunity Fund		177,000	3,129,360
			22,013,986
<b>INVESTMENT GRADE</b>	<b>1.4%</b>		

PIMCO Corporate and Income  
Opportunity Fund

271,869

5,315,039

See accompanying notes to financial statements.

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**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## SCHEDULE OF INVESTMENTS (Continued)

June 30, 2013 (Unaudited)

		Number of Shares	Value
<b>LIMITED DURATION</b>	<b>0.7%</b>		
Eaton Vance Limited Duration Income Fund		99,437	\$ 1,586,020
Wells Fargo Advantage Multi-Sector Income Fund		73,400	1,076,044
			2,662,064
<b>MASTER LIMITED PARTNERSHIPS</b>	<b>11.6%</b>		
ClearBridge Energy MLP Fund		42,200	1,187,930
ClearBridge Energy MLP Opportunity Fund		126,300	3,058,986
First Trust Energy Income and Growth Fund		347,780	11,817,564
First Trust Energy Infrastructure Fund		60,300	1,435,743
First Trust MLP and Energy Income Fund		331,639	6,785,334
Kayne Anderson Energy Total Return Fund		247,624	7,411,386
Kayne Anderson Midsteam/Energy Fund		130,490	4,169,156
Kayne Anderson MLP Investment Company		55,300	2,150,617
Nuveen Energy MLP Total Return Fund		281,723	6,203,541
			44,220,257
<b>MULTI-SECTOR</b>	<b>14.3%</b>		
AllianzGI Convertible & Income Fund		1,385,200	12,702,284
AllianzGI Convertible & Income Fund II		1,045,370	8,822,923
PIMCO Dynamic Credit Income Fund		330,700	7,576,337
PIMCO Dynamic Income Fund		309,785	9,061,211
PIMCO Income Opportunity Fund		364,109	10,413,518
PIMCO Income Strategy Fund II		567,600	5,971,152
			54,547,425
<b>MUNICIPAL</b>	<b>0.9%</b>		
Nuveen Dividend Advantage Municipal Fund 2		80,200	1,118,790
PIMCO Municipal Income Fund II		181,800	2,128,878
			3,247,668

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PREFERRED	7.0%		
Flaherty & Crumrine/Claymore Preferred Securities Income Fund		298,372	5,594,475
Flaherty & Crumrine/Claymore Total Return Fund		203,900	3,961,777
Nuveen Preferred & Income Term Fund		172,702	4,194,932
Nuveen Preferred Income Opportunities Fund		1,369,748	13,081,093
			26,832,277

See accompanying notes to financial statements.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## SCHEDULE OF INVESTMENTS (Continued)

June 30, 2013 (Unaudited)

		Number of Shares	Value
<b>REAL ESTATE</b>	<b>3.6%</b>		
Alpine Global Premier Properties Fund		634,111	\$ 4,825,585
CBRE Clarion Global Real Estate Income Fund		510,212	4,602,112
LMP Real Estate Income Fund		63,000	746,550
Nuveen Real Estate Income Fund		311,239	3,703,744
			13,877,991
<b>SENIOR LOAN</b>	<b>4.8%</b>		
Eaton Vance Floating-Rate Income Trust		143,993	2,385,964
Eaton Vance Senior Income Trust		267,587	2,012,255
Nuveen Credit Strategies Income Fund		674,680	6,740,053
Nuveen Floating Rate Income Fund		246,200	3,102,120
Nuveen Short Duration Credit Opportunities Fund		147,000	2,881,200
Pioneer Floating Rate Trust		79,551	1,053,255
			18,174,847
<b>U.S. GENERAL EQUITY</b>	<b>4.4%</b>		
Gabelli Equity Trust		1,315,247	8,759,545
Royce Value Trust		398,600	6,042,776
SPDR S&P 500 ETF Trust		12,700	2,032,127
			16,834,448
<b>U.S. HYBRID (GROWTH &amp; INCOME)</b>	<b>2.7%</b>		
DNP Select Income Fund		430,468	4,227,196
Guggenheim Strategic Opportunities Fund		278,100	6,140,448
			10,367,644
<b>UTILITY</b>	<b>0.9%</b>		
Macquarie Global Infrastructure Total Return Fund		63,636	1,299,447
The Reaves Utility Income Trust		82,800	2,100,636
			3,400,083
<b>TOTAL CLOSED-END FUNDS</b> (Identified cost \$315,768,330)			374,450,848

See accompanying notes to financial statements.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## SCHEDULE OF INVESTMENTS (Continued)

June 30, 2013 (Unaudited)

		Number of Shares	Value
<b>SHORT-TERM INVESTMENTS</b>	<b>2.4%</b>		
<b>MONEY MARKET FUNDS</b>			
BlackRock Liquidity Funds:			
FedFund, 0.01% <sup>a</sup>		4,500,900	\$ 4,500,900
Federated Government Obligations Fund, 0.01% <sup>a</sup>		4,501,219	4,501,219
<b>TOTAL SHORT-TERM INVESTMENTS</b>			
(Identified cost \$9,002,119)			9,002,119
<b>TOTAL INVESTMENTS</b>			
(Identified cost \$324,770,449)	100.6%		383,452,967
<b>LIABILITIES IN EXCESS OF OTHER ASSETS</b>	<b>(0.6)</b>		<b>(2,112,249)</b>
<b>NET ASSETS (Equivalent to \$13.90 per share based on 27,439,099 shares of common stock outstanding)</b>	<b>100.0%</b>		<b>\$381,340,718</b>

Glossary of Portfolio Abbreviations

ETF Exchange-Traded Fund

MLP Master Limited Partnership

SPDR Standard &amp; Poor's Depository Receipt

Note: Percentages indicated are based on the net assets of the Fund.

<sup>a</sup> Rate quoted represents the seven-day yield of the Fund.

See accompanying notes to financial statements.



**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## STATEMENT OF ASSETS AND LIABILITIES

June 30, 2013 (Unaudited)

<b>ASSETS:</b>	
Investments in securities, at value (Identified cost \$324,770,449)	\$ 383,452,967
Cash	22,530
Receivable for:	
Dividends	1,084,486
Investment securities sold	9,713
Other assets	1,240
<b>Total Assets</b>	<b>384,570,936</b>
<b>LIABILITIES:</b>	
Payable for:	
Investment securities purchased	2,265,315
Dividends declared	667,022
Investment management fees	297,881
<b>Total Liabilities</b>	<b>3,230,218</b>
<b>NET ASSETS</b>	<b>\$ 381,340,718</b>
NET ASSETS consist of:	
Paid-in capital	\$ 475,483,725
Dividends in excess of net investment income	(8,147,014)
Accumulated net realized loss	(144,678,511)
Net unrealized appreciation	58,682,518
	<b>\$ 381,340,718</b>
<b>NET ASSET VALUE PER SHARE:</b>	
(\$381,340,718 ÷ 27,439,099 shares outstanding)	\$ 13.90
<b>MARKET PRICE PER SHARE</b>	<b>\$ 13.13</b>
<b>MARKET PRICE DISCOUNT TO NET ASSET VALUE PER SHARE</b>	<b>(5.54)%</b>

See accompanying notes to financial statements.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

**STATEMENT OF OPERATIONS**

For the Six Months Ended June 30, 2013 (Unaudited)

<b>Investment Income:</b>	
Dividend income	\$ 10,666,910
<b>Expenses:</b>	
Investment management fees	1,873,218
Directors' fees and expenses	11,389
Miscellaneous	1,217
<b>Total Expenses</b>	<b>1,885,824</b>
Reduction of Expenses (See Note 2)	(12,605)
<b>Net Expenses</b>	<b>1,873,219</b>
<b>Net Investment Income</b>	<b>8,793,691</b>
<b>Net Realized and Unrealized Gain (Loss):</b>	
Net realized gain (loss) on:	
Investments	(658,626)
Foreign currency transactions	1,255
<b>Net realized loss</b>	<b>(657,371)</b>
Net change in unrealized appreciation (depreciation) on investments	12,379,695
<b>Net realized and unrealized gain</b>	<b>11,722,324</b>
<b>Net Increase in Net Assets Resulting from Operations</b>	<b>\$ 20,516,015</b>

See accompanying notes to financial statements.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## STATEMENT OF CHANGES IN NET ASSETS (Unaudited)

	For the Six Months Ended June 30, 2013	For the Year Ended December 31, 2012
Change in Net Assets:		
From Operations:		
Net investment income	\$ 8,793,691	\$ 17,084,718
Net realized gain (loss)	(657,371)	15,140,877
Net change in unrealized appreciation (depreciation)	12,379,695	16,973,589
Net increase in net assets resulting from operations	20,516,015	49,199,184
Dividends to Shareholders from Net Investment Income	(14,268,331)	(28,536,663)
Total increase in net assets	6,247,684	20,662,521
Net Assets:		
Beginning of period	375,093,034	354,430,513
End of period <sup>a</sup>	\$ 381,340,718	\$ 375,093,034

<sup>a</sup> Includes dividends in excess of net investment income of \$8,147,014 and \$2,672,374, respectively.

See accompanying notes to financial statements.



**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## FINANCIAL HIGHLIGHTS (Unaudited)

The following table includes selected data for a share outstanding throughout each period and other performance information derived from the financial statements. It should be read in conjunction with the financial statements and notes thereto.

Per Share Operating Performance:	For the Six Months Ended		For the Year Ended December 31,			
	June 30, 2013	2012	2011	2010	2009	2008
Net asset value, beginning of period	\$ 13.67	\$ 12.92	\$ 14.16	\$ 13.07	\$ 9.34	\$ 16.88
Income (loss) from investment operations:						
Net investment income	0.32 <sup>a</sup>	0.62 <sup>a</sup>	0.81	0.78	0.59	0.74
Net realized and unrealized gain (loss)	0.43	1.17	(1.01)	1.29	4.14	(6.87)
Total income (loss) from investment operations	0.75	1.79	(0.20)	2.07	4.73	(6.13)
Less dividends and distributions to shareholders from:						
Net investment income	(0.52)	(1.04)	(0.77)	(0.93)	(0.61)	(0.73)
Tax return of capital			(0.27)	(0.05)	(0.39)	(0.68)
Total dividends and distributions to shareholders	(0.52)	(1.04)	(1.04)	(0.98)	(1.00)	(1.41)
Anti-dilutive effect from the issuance of reinvested					0.00 <sup>b</sup>	0.00 <sup>b</sup>

shares						
Anti-dilutive effect from the purchase of shares			0.00 <sup>b</sup>			
Net increase (decrease) in net asset value	0.23	0.75	(1.24)	1.09	3.73	(7.54)
Net asset value, end of period	\$ 13.90	\$ 13.67	\$ 12.92	\$ 14.16	\$ 13.07	\$ 9.34
Market value, end of period	\$ 13.13	\$ 12.42	\$ 11.97	\$ 13.03	\$ 12.13	\$ 9.16
Total net asset value return <sup>c</sup>	5.68% <sup>d</sup>	14.66%	1.02%	16.93%	53.77%	38.32%
Total market value return <sup>c</sup>	9.87% <sup>d</sup>	12.45%	0.34%	15.94%	45.51%	36.06%

See accompanying notes to financial statements.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## FINANCIAL HIGHLIGHTS (Unaudited) (Continued)

Ratios/Supplemental Data:	For the Six Months Ended	For the Year Ended December 31,				
	June 30, 2013	2012	2011	2010	2009	2008
Net assets, end of period (in millions)	\$ 381.3	\$ 375.1	\$ 354.4	\$ 389.1	\$ 359.2	\$ 255.6
Ratio of expenses to average daily net assets (before expense reduction) <sup>e</sup>	0.96% <sup>f</sup>	1.02% <sup>g</sup>	0.96%	0.96%	0.97%	0.97%
Ratio of expenses to average daily net assets (net of expense reduction) <sup>e</sup>	0.95% <sup>f</sup>	1.01% <sup>g</sup>	0.95%	0.95%	0.95%	0.95%
Ratio of net investment income to average daily net assets (before expense reduction) <sup>e</sup>	4.45% <sup>f</sup>	4.52% <sup>g</sup>	4.68%	5.64%	5.09%	4.06%
Ratio of net investment income to average daily net assets (net of expense reduction) <sup>e</sup>	4.46% <sup>f</sup>	4.53% <sup>g</sup>	4.69%	5.66%	5.10%	4.09%
Portfolio turnover rate	26% <sup>d</sup>	51%	82%	79%	63%	40%

<sup>a</sup> Calculation based on average shares outstanding.

<sup>b</sup> Amount is less than \$0.005.

<sup>c</sup> Total net asset value return measures the change in net asset value per share over the period indicated. Total market value return is computed based upon the Fund's NYSE market price per share and excludes

the effects of brokerage commissions. Dividends and distributions are assumed, for purposes of these calculations, to be reinvested at prices obtained under the Fund's dividend reinvestment plan.

<sup>d</sup> Not annualized.

<sup>e</sup> Does not include expenses incurred by the closed-end funds in which the Fund invests.

<sup>f</sup> Annualized.

<sup>g</sup> Includes extraordinary expenses, approved by the Board of Directors pursuant to the Fund's expense reimbursement agreement, related to the shareholder proposal to convert to an open-end fund. Without these expenses, the ratio of expenses to average daily net assets (before expense reduction and net of expense reduction) would have been 0.96% and 0.95%, respectively; and the ratio of net investment income to average daily net assets (before expense reduction and net of expense reduction) would have been 6.88% and 6.89%, respectively.

See accompanying notes to financial statements.

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**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS (Unaudited)

Note 1. Significant Accounting Policies

Cohen & Steers Closed-End Opportunity Fund, Inc. (the Fund) was incorporated under the laws of the State of Maryland on September 14, 2006 and is registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund's investment objective is to achieve total return.

The following is a summary of significant accounting policies consistently followed by the Fund in the preparation of its financial statements. The policies are in conformity with accounting principles generally accepted in the United States of America (GAAP). The preparation of the financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

*Portfolio Valuation:* Investments in securities that are listed on the NYSE are valued, except as indicated below, at the last sale price reflected at the close of the NYSE on the business day as of which such value is being determined. If there has been no sale on such day, the securities are valued at the mean of the closing bid and ask prices on such day or, if no ask price is available, at the bid price.

Securities not listed on the NYSE but listed on other domestic or foreign securities exchanges are valued in a similar manner. Securities traded on more than one securities exchange are valued at the last sale price reflected at the close of the exchange representing the principal market for such securities on the business day as of which such value is being determined. If after the close of a foreign market, but prior to the close of business on the day the securities are being valued, market conditions change significantly, certain foreign securities may be fair valued pursuant to procedures established by the Board of Directors.

Readily marketable securities traded in the over-the-counter market, including listed securities whose primary market is believed by Cohen & Steers Capital Management, Inc. (the investment manager) to be over-the-counter, are valued at the last sale price on the valuation date as reported by sources deemed appropriate by the Board of Directors to reflect their fair market value. If there has been no sale on such day, the securities are valued at the mean of the closing bid and ask prices on such day or, if no ask price is available, at the bid price.

Short-term debt securities with a maturity date of 60 days or less are valued at amortized cost, which approximates value. Investments in open-end mutual funds are valued at their closing net asset value.

The policies and procedures approved by the Fund's Board of Directors delegate authority to make fair value determinations to the investment manager, subject to the oversight of the Board of Directors. The investment manager has established a valuation committee (Valuation Committee) to administer, implement and oversee the fair valuation process according to the policies and procedures approved annually by the Board of Directors. Among other things, these procedures allow the Fund to

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

utilize independent pricing services, quotations from securities and financial instrument dealers and other market sources to determine fair value.

Securities for which market prices are unavailable will be valued at fair value, as determined in good faith by the Valuation Committee, pursuant to procedures approved by the Fund's Board of Directors. Circumstances in which market prices may be unavailable include, but are not limited to, when trading in a security is suspended, the exchange on which the security is traded is subject to an unscheduled close or disruption or material events occur after the close of the exchange on which the security is principally traded. In these circumstances, the Fund determines fair value in a manner that fairly reflects the market value of the security on the valuation date based on consideration of any information or factors it deems appropriate. These may include, but are not limited to, recent transactions in comparable securities, information relating to the specific security and developments in the markets.

Foreign equity fair value pricing procedures utilized by the Fund may cause certain foreign securities to be fair valued on the basis of fair value factors provided by a pricing service to reflect any significant market movements between the time the Fund values such securities and the earlier closing of foreign markets.

The Fund's use of fair value pricing may cause the net asset value of Fund shares to differ from the net asset value that would be calculated using market quotations. Fair value pricing involves subjective judgments and it is possible that the fair value determined for a security may be materially different than the value that could be realized upon the sale of that security.

Fair value is defined as the price that the Fund would expect to receive upon the sale of an investment or expect to pay to transfer a liability in an orderly transaction with an independent buyer in the principal market or, in the absence of a principal market, the most advantageous market for the investment or liability. The hierarchy of inputs that are used in determining the fair value of the Fund's investments is summarized below.

- Level 1 quoted prices in active markets for identical investments
- Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, credit risk, etc.)
- Level 3 significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

For movements between the levels within the fair value hierarchy, the Fund has adopted a policy of recognizing the transfer at the end of the period in which the underlying event causing the movement occurred. Changes in valuation techniques may result in transfers into or out of an assigned level within the disclosure hierarchy. There were no transfers between Level 1 and Level 2 securities as of June 30, 2013.



**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

## NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

The following is a summary of the inputs used as of June 30, 2013 in valuing the Fund's investments carried at value:

	Total	Quoted Prices In Active Markets for Identical Investments (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Closed-End Funds	\$374,450,848	\$374,450,848	\$	\$
Money Market Funds	9,002,119		9,002,119	
Total Investments <sup>a</sup>	\$383,452,967	\$374,450,848	\$9,002,119	\$

<sup>a</sup> Portfolio holdings are disclosed individually on the Schedule of Investments.

*Security Transactions and Investment Income:* Security transactions are recorded on trade date. Realized gains and losses on investments sold are recorded on the basis of identified cost. Interest income is recorded on the accrual basis. Discounts are accreted and premiums are amortized over the life of the respective securities. Dividend income is recorded on the ex-dividend date, except for certain dividends on foreign securities, which are recorded as soon as the Fund is informed after the ex-dividend date. Distributions from Closed-End Funds (CEFs) are recorded as ordinary income, net realized capital gain or return of capital based on information reported by the CEFs and management's estimates of such amounts based on historical information. These estimates are adjusted when the actual source of distributions is disclosed by the CEFs and may differ from the estimated amounts.

*Foreign Currency Translation:* The books and records of the Fund are maintained in U.S. dollars. Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars based upon prevailing exchange rates on the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollars based upon prevailing exchange rates on the respective dates of such transactions. The Fund does not isolate that portion of the results of operations resulting from fluctuations in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Net realized foreign exchange gains or losses arise from sales of foreign currencies, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the values of assets and liabilities, other than investments in securities, on the date of valuation, resulting from changes in exchange rates. Pursuant to U.S. federal income tax regulations, certain foreign currency gains/losses included in realized and unrealized gains/losses are included in or are a reduction of ordinary income for federal income tax purposes.



**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

*Foreign Securities:* The Fund may directly purchase securities of foreign issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible revaluation of currencies, the ability to repatriate funds, less complete financial information about companies and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than securities of comparable U.S. issuers.

*Dividends and Distributions to Shareholders:* Dividends from net investment income and capital gain distributions are determined in accordance with U.S. federal income tax regulations, which may differ from GAAP. Dividends from net investment income, if any, are declared and paid quarterly. Net realized capital gains, unless offset by any available capital loss carryforward, are typically distributed to shareholders at least annually. Dividends and distributions to shareholders are recorded on the ex-dividend date and are automatically reinvested in full and fractional shares of the Fund in accordance with the Fund's Reinvestment Plan, unless the shareholder has elected to have them paid in cash. Distributions paid by the Fund are subject to recharacterization for tax purposes.

*Income Taxes:* It is the policy of the Fund to continue to qualify as a regulated investment company, if such qualification is in the best interest of the shareholders, by complying with the requirements of Subchapter M of the Internal Revenue Code applicable to regulated investment companies, and by distributing substantially all of its taxable earnings to its shareholders. Accordingly, no provision for federal income or excise tax is necessary. Management has analyzed the Fund's tax positions taken on federal income tax returns as well as its tax positions in non-U.S. jurisdictions in which it trades for all open tax years and has concluded that as of June 30, 2013, no additional provisions for income tax are required in the Fund's financial statements. The Fund's tax positions for the tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service, state departments of revenue and by foreign tax authorities.

Note 2. Investment Management Fees and Other Transactions with Affiliates

*Investment Management Fees:* The investment manager serves as the Fund's investment manager pursuant to an investment management agreement (the investment management agreement). Under the terms of the investment management agreement, the investment manager provides the Fund with day-to-day investment decisions and generally manages the Fund's investments in accordance with the stated policies of the Fund, subject to the supervision of the Board of Directors.

For the services provided to the Fund, the investment manager receives a fee, accrued daily and paid monthly, at the annual rate of 0.95% of the average daily net assets of the Fund.

The investment manager is also responsible, under the investment management agreement, for the performance of certain administrative functions for the Fund.

The investment manager has contractually agreed to waive its fee and/or reimburse the Fund so that its total annual operating expenses, excluding brokerage fees and commissions, taxes and, upon approval of the Board of Directors, extraordinary expenses, do not exceed 0.95% of the average daily



**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

net assets. This commitment will remain in place for the life of the Fund. For the six months ended June 30, 2013, fees waived and/or expenses reimbursed totaled \$12,605.

*Directors' and Officers' Fees:* Certain directors and officers of the Fund are also directors, officers, and/or employees of the investment manager. The Fund does not pay compensation to directors and officers affiliated with the investment manager.

Note 3. Purchases and Sales of Securities

Purchases and sales of securities, excluding short-term investments, for the six months ended June 30, 2013, totaled \$101,595,392 and \$106,629,744, respectively.

Note 4. Income Tax Information

As of June 30, 2013, the federal tax cost and unrealized appreciation and depreciation in value of securities held were as follows:

Cost for federal income tax purposes	\$324,770,449
Gross unrealized appreciation	\$ 62,068,105
Gross unrealized depreciation	(3,385,587)
Net unrealized appreciation	\$ 58,682,518

As of December 31, 2012, the Fund had a net capital loss carryforward of \$135,718,853, which may be used to offset future capital gains. These losses are comprised of a short-term capital loss carryover of which \$21,389,411 will expire on December 31, 2016, \$98,992,970 will expire on December 31, 2017 and \$15,336,472 will expire on December 31, 2018. In addition, the Fund incurred net ordinary losses of \$303,555 after October 31, 2012, that it has elected to treat as arising in the following fiscal year.

Note 5. Capital Stock

The Fund is authorized to issue 100 million shares of common stock at a par value of \$0.001 per share.

During the six months ended June 30, 2013 and the year ended December 31, 2012, the Fund did not issue any shares of common stock for the reinvestment of dividends.

On December 11, 2012, the Board of Directors approved the continuation of the delegation of its authority to management to effect repurchases, pursuant to management's discretion and subject to market conditions and investment considerations, of up to 10% of the Fund's common shares outstanding (Share Repurchase Program) from January 1, 2013 through the fiscal year ended December 31, 2013. During the six months ended June 30, 2013 and the year ended December 31, 2012, the Fund did not effect any repurchases.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

NOTES TO FINANCIAL STATEMENTS (Unaudited) (Continued)

Note 6. Other

In the normal course of business, the Fund enters into contracts that provide general indemnifications. The Fund's maximum exposure under these arrangements is dependent on claims that may be made against the Fund in the future and, therefore, cannot be estimated; however, based on experience, the risk of material loss from such claims is considered remote.

Note 7. Subsequent Events

Management has evaluated events and transactions occurring after June 30, 2013 through the date that the financial statements were issued, and has determined that no additional disclosure in the financial statements is required.



**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

PROXY RESULTS (Unaudited)

Cohen & Steers Closed-End Opportunity Fund, Inc. shareholders voted on the following proposals at the annual meeting held on April 25, 2013. The description of each proposal and number of shares voted are as follows:

Common Shares

	Shares Voted For	Authority Withheld
To elect Directors:		
Martin Cohen	23,855,787.778	422,032.524
Richard J. Norman	23,908,453.682	369,363.620
Frank K. Ross	23,866,341.209	411,479.093

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

**AVERAGE ANNUAL TOTAL RETURNS**

(periods ended June 30, 2013) (Unaudited)

Based on Net Asset Value			Based on Market Value		
One Year	Five Years	Since Inception (11/24/06)	One Year	Five Years	Since Inception (11/24/06)
13.44%	6.77%	3.85%	16.47%	5.80%	2.45%

*The performance data quoted represent past performance. Past performance is no guarantee of future results. The investment return will vary and the principal value of an investment will fluctuate and shares, if sold, may be worth more or less than their original cost. Current performance may be lower or higher than the performance data quoted. Current total returns of the Fund can be obtained by visiting our website at [cohenandsteers.com](http://cohenandsteers.com). The Fund's returns assume the reinvestment of all dividends and distributions at prices obtained under the Fund's dividend reinvestment plan.*

**REINVESTMENT PLAN**

We urge shareholders who want to take advantage of this plan and whose shares are held in 'Street Name' to consult your broker as soon as possible to determine if you must change registration into your own name to participate.

**OTHER INFORMATION**

A description of the policies and procedures that the Fund uses to determine how to vote proxies relating to portfolio securities is available (i) without charge, upon request, by calling 800-330-7348, (ii) on our website at [cohenandsteers.com](http://cohenandsteers.com) or (iii) on the Securities and Exchange Commission's (the SEC) website at <http://www.sec.gov>. In addition, the Fund's proxy voting record for the most recent 12-month period ended June 30 is available by August 31 of each year (i) without charge, upon request, by calling 800-330-7348 or (ii) on the SEC's website at <http://www.sec.gov>.

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available (i) without charge, upon request, by calling 800-330-7348 or (ii) on the SEC's website at <http://www.sec.gov>. In addition, the Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information on the operation of the Public Reference Room may be obtained by calling 800-SEC-0330.

Please note that distributions paid by the Fund to shareholders are subject to recharacterization for tax purposes and are taxable up to the amount of the Fund's investment company taxable income and net realized gains. Distributions in excess of the Fund's net investment company taxable income and realized gains are a return of capital distributed from the Fund's assets. To the extent this occurs, the Fund's shareholders of record will be notified of the estimated amount of capital returned to shareholders for each such distribution and this information will also be available at [cohenandsteers.com](http://cohenandsteers.com). The final tax treatment of all distributions is reported to shareholders on their 1099-DIV forms, which are mailed after the close of each calendar year. Distributions of capital decrease the Fund's total assets and, therefore, could have the effect of increasing the Fund's expense ratio. In addition, in order to make these distributions, the Fund may have to sell portfolio securities at a less than opportune time.

Notice is hereby given in accordance with Rule 23c-1 under the 1940 Act that the Fund may purchase, from time to time, shares of its common stock in the open market.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

**APPROVAL OF INVESTMENT MANAGEMENT AGREEMENT**

The Board of Directors of the Fund, including a majority of the directors who are not parties to the Fund's investment management agreement (the Management Agreement), or interested persons of any such party (Independent Directors), has the responsibility under the 1940 Act to approve the Fund's Management Agreement for its initial two year term and its continuation annually thereafter at a meeting of the Board of Directors called for the purpose of voting on the approval or continuation. At a telephonic meeting held on June 12, 2013 and at a meeting held in person on June 18, 2013, the Management Agreement was discussed and was unanimously continued for a term ending June 30, 2014 by the Fund's Board of Directors, including the Independent Directors. The Independent Directors were represented by independent counsel who assisted them in their deliberations during the meeting and executive session.

In considering whether to continue the Management Agreement, the Board of Directors reviewed materials provided by the Investment Manager and Fund counsel which included, among other things, fee, expense and performance information compared to peer funds (Peer Funds) and performance comparisons to a larger category universe, prepared by an independent data provider; summary information prepared by the Investment Manager; and a memorandum outlining the legal duties of the Board of Directors. The Board of Directors also spoke directly with representatives of the independent data provider and met with investment management personnel. In addition, the Board of Directors considered information provided from time to time by the Investment Manager throughout the year at meetings of the Board of Directors, including presentations by portfolio managers relating to the investment performance of the Fund and the investment strategies used in pursuing the Fund's objective. In particular, the Board of Directors considered the following:

*(i) The nature, extent and quality of services to be provided by the Investment Manager:* The Board of Directors reviewed the services that the Investment Manager provides to the Fund, including, but not limited to, making the day-to-day investment decisions for the Fund, and generally managing the Fund's investments in accordance with the stated policies of the Fund. The Board of Directors also discussed with officers and portfolio managers of the Fund the types of transactions that were being done on behalf of the Fund. Additionally, the Board of Directors took into account the services provided by the Investment Manager to its other funds, including those that have investment objectives and strategies similar to the Fund. The Board of Directors next considered the education, background and experience of the Investment Manager's personnel, noting particularly that the favorable history and reputation of the portfolio managers for the Fund has had, and would likely continue to have, a favorable impact on the Fund. The Board of Directors further noted the Investment Manager's ability to attract qualified and experienced personnel. The Board of Directors also considered the administrative services provided by the Investment Manager, including compliance and accounting services. After consideration of the above factors, among others, the Board of Directors concluded that the nature, extent and quality of services provided by the Investment Manager are adequate and appropriate.

*(ii) Investment performance of the Fund and the Investment Manager:* The Board of Directors considered the investment performance of the Fund compared to Peer Funds and compared to a relevant benchmark index. The Board of Directors noted that the Fund outperformed the Peer Funds' median for the one-, three- and five- year periods ended March 31, 2013, ranking in the first quintile.

## **COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

The Fund outperformed its benchmark for the one- and five-year periods, and underperformed its benchmark for the three-year period. The Board of Directors also noted that the Fund is the only closed-end fund of closed-end funds, making quantitative comparisons among the Peer Funds difficult. The Board of Directors further considered the Fund's performance across all periods versus a group of other closed-end funds compiled by the Investment Manager, and noted that the Fund outperformed the median performance of those funds for the one-, three- and five-year periods ended March 31, 2013. The Board of Directors engaged in discussions with the Investment Manager regarding the contributors and detractors to the Fund's performance during the periods. The Board of Directors also considered information provided by the Investment Manager, including a narrative summary of various factors affecting performance. The Board of Directors then determined that Fund performance, in light of all the considerations noted above, was satisfactory.

*(iii) Cost of the services to be provided and profits to be realized by the Investment Manager from the relationship with the Fund:* Next, the Board of Directors considered the management fees payable by the Fund, as well as total expense ratios. As part of its analysis, the Board of Directors gave consideration to the fee and expense analyses provided by the independent data provider. The Board of Directors considered the Fund's actual and contractual management fees, and the Fund's net expense ratios compared to the medians of the Peer Funds, noting that the Fund's actual and contractual management fees and net expense ratio were lower than the Peer Funds' medians. The Board of Directors further considered the Fund's expenses versus the group of other closed-end funds compiled by the Investment Manager, and noted that the Fund's actual and contractual management fees and net expense ratio were lower than the group medians. The Board of Directors also considered that the Investment Manager charges the Fund a unitary fee over the life of the Fund, causing the Investment Manager to reimburse expenses to limit total expenses. The Board of Directors concluded that the Fund's current expense structure is satisfactory.

The Board of Directors also reviewed information regarding the profitability to the Investment Manager of its relationship with the Fund. The Board of Directors considered the level of the Investment Manager's profits and whether the profits were reasonable for the Investment Manager. The Board of Directors took into consideration other benefits to be derived by the Investment Manager in connection with the Management Agreement, noting particularly the research and related services, within the meaning of Section 28(e) of the Securities Exchange Act of 1934, as amended, that the Investment Manager receives by allocating the Fund's brokerage transactions. The Board of Directors concluded that the profits realized by the Investment Manager from its relationship with the Fund were reasonable and consistent with the Investment Manager's fiduciary duties.

*(iv) The extent to which economies of scale would be realized as the Fund grows and whether fee levels would reflect such economies of scale:* The Board of Directors considered that, as a closed-end fund, the Fund would not be expected to have inflows of capital that might produce increasing economies of scale. The Board of Directors determined that, given the Fund's closed-end structure, there were not significant economies of scale that were not being shared with shareholders.

*(v) Comparison of services rendered and fees paid to those under other investment management contracts, such as contracts of the same and other investment advisers or other clients:* As discussed above in (iii), the Board of Directors compared the fees paid under the Management Agreement to



**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

those under other investment management contracts of other investment advisers managing Peer Funds. The Board of Directors also considered the services rendered, fees paid and profitability under the Management Agreement to those under the Investment Manager's other fund management agreements and advisory contracts with institutional and other clients with similar investment mandates. The Board of Directors also considered the entrepreneurial risk and financial exposure assumed by the Investment Manager in developing and managing the Fund that the Investment Manager does not have with institutional and other clients. The Board of Directors determined that on a comparative basis the fees under the Management Agreement were reasonable in relation to the services provided.

No single factor was cited as determinative to the decision of the Board of Directors. Rather, after weighing all of the considerations and conclusions discussed above, the Board of Directors, including the Independent Directors, unanimously approved the continuation of the Management Agreement.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

Cohen & Steers Privacy Policy

**Facts** What Does Cohen & Steers Do With Your Personal Information?  
**Why?** Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

**What?** The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and account balances
- Transaction history and account transactions
- Purchase history and wire transfer instructions

**How?** All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Cohen & Steers chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Cohen & Steers share?	Can you limit this sharing?
For our everyday business purposes such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or reports to credit bureaus	Yes	No
For our marketing purposes to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	We don't share
For our affiliates' everyday business purposes information about your transactions and experiences	No	We don't share
For our affiliates' everyday business purposes information about your creditworthiness	No	We don't share
For our affiliates to market to you	No	We don't share
For non-affiliates to market to you	No	We don't share
Questions? Call 800.330.7348		

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

Cohen & Steers Privacy Policy (Continued)

Who we are	
Who is providing this notice?	Cohen & Steers Capital Management, Inc., Cohen & Steers Asia Limited, Cohen & Steers UK Limited, Cohen & Steers Europe SPRL, Cohen & Steers Securities, LLC, Cohen & Steers Private Funds and Cohen & Steers Open and Closed-End Funds (collectively, Cohen & Steers).
What we do	
How does Cohen & Steers protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. We restrict access to your information to those employees who need it to perform their jobs, and also require companies that provide services on our behalf to protect your information.
How does Cohen & Steers collect my personal information?	We collect your personal information, for example, when you: <ul style="list-style-type: none"><li>• Open an account or buy securities from us</li><li>• Provide account information or give us your contact information</li><li>• Make deposits or withdrawals from your account</li></ul> We also collect your personal information from other companies.
Why can't I limit all sharing?	Federal law gives you the right to limit only: <ul style="list-style-type: none"><li>• sharing for affiliates' everyday business purposes information about your creditworthiness</li><li>• affiliates from using your information to market to you</li><li>• sharing for non-affiliates to market to you</li></ul> State law and individual companies may give you additional rights to limit sharing.
Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"><li>• <i>Cohen &amp; Steers does not share with affiliates.</i></li></ul>
Non-affiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"><li>• <i>Cohen &amp; Steers does not share with non-affiliates.</i></li></ul>
Joint marketing	A formal agreement between non-affiliated financial companies that together market financial products or services to you. <ul style="list-style-type: none"><li>• <i>Cohen &amp; Steers does not jointly market.</i></li></ul>

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

*Cohen & Steers Investment Solutions*

**COHEN & STEERS GLOBAL REALTY SHARES**

- Designed for investors seeking total return, investing primarily in global real estate equity securities
- Symbols: CSFAX, CSFBX\*, CSFCX, CSSPX

**COHEN & STEERS INSTITUTIONAL REALTY SHARES**

- Designed for institutional investors seeking total return, investing primarily in REITs
- Symbol: CSRIX

**COHEN & STEERS REALTY INCOME FUND**

- Designed for investors seeking total return, investing primarily in real estate securities with an emphasis on both income and capital appreciation
- Symbols: CSEIX, CSBIX\*, CSCIX, CSDIX

**COHEN & STEERS INTERNATIONAL REALTY FUND**

- Designed for investors seeking total return, investing primarily in international real estate securities
- Symbols: IRFAX, IRFCX, IRFIX

**COHEN & STEERS  
EMERGING MARKETS REAL ESTATE FUND**

- Designed for investors seeking total return, investing primarily in emerging market real estate securities
- Symbols: APFAX, APFCX, APFIX

**COHEN & STEERS REALTY SHARES**

- Designed for investors seeking total return, investing primarily in REITs
- Symbol: CSRSX

**COHEN & STEERS  
INSTITUTIONAL GLOBAL REALTY SHARES**

- Designed for institutional investors seeking total return, investing primarily in global real estate securities
- Symbol: GRSIX

**COHEN & STEERS GLOBAL INFRASTRUCTURE FUND**

- Designed for investors seeking total return, investing primarily in global infrastructure securities
- Symbols: CSUAX, CSUBX\*, CSUCX, CSUIX

#### **COHEN & STEERS DIVIDEND VALUE FUND**

- Designed for investors seeking long-term growth of income and capital appreciation, investing primarily in dividend paying common stocks and preferred stocks
- Symbols: DVFAX, DVFCX, DVFIX

#### **COHEN & STEERS PREFERRED SECURITIES AND INCOME FUND**

- Designed for investors seeking total return (high current income and capital appreciation), investing primarily in preferred and debt securities
- Symbols: CPXAX, CPXCX, CPXIX

#### **COHEN & STEERS REAL ASSETS FUND**

- Designed for investors seeking total return and the maximization of real returns during inflationary environments by investing primarily in real assets
- Symbols: RAPAX, RAPCX, RAPIX, RAPRX, RAPZX

Distributed by Cohen & Steers Securities, LLC.

#### **COHEN & STEERS GLOBAL REALTY MAJORS ETF**

- Designed for investors who seek a relatively low-cost "passive" approach for investing in a portfolio of real estate equity securities of companies in a specified index
- Symbol: GRI

Distributed by ALPS Distributors, Inc.

#### **ISHARES COHEN & STEERS REALTY MAJORS INDEX FUND**

- Designed for investors who seek a relatively low-cost "passive" approach for investing in a portfolio of real estate equity securities of companies in a specified index
- Symbol: ICF

Distributed by SEI Investments Distribution Co.

\* *Class B shares are no longer offered except through dividend reinvestment and permitted exchanges by existing Class B shareholders.*

*Please consider the investment objectives, risks, charges and expenses of the fund carefully before investing. A summary prospectus and prospectus containing this and other information can be obtained by calling 800-330-7348 or by visiting [cohenandsteers.com](http://cohenandsteers.com). Please read the summary prospectus and prospectus carefully before investing.*

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

OFFICERS AND DIRECTORS

Robert H. Steers  
Director and co-chairman

Martin Cohen  
Director and co-chairman

Michael G. Clark  
Director

Bonnie Cohen  
Director

George Grossman  
Director

Richard E. Kroon  
Director

Richard J. Norman  
Director

Frank K. Ross  
Director

C. Edward Ward, Jr.  
Director

Adam M. Derechin  
President and chief executive officer

Joseph M. Harvey  
Vice president

Douglas R. Bond  
Vice president

Yigal D. Jhirad  
Vice president

Francis C. Poli  
Secretary

James Giallanza  
Treasurer and chief financial officer

Lisa D. Phelan  
Chief compliance officer

#### KEY INFORMATION

##### Investment Manager

Cohen & Steers Capital Management, Inc.  
280 Park Avenue  
New York, NY 10017  
(212) 832-3232

##### Co-administrator and Custodian

State Street Bank and Trust Company  
One Lincoln Street  
Boston, MA 02111

##### Transfer Agent

Computershare  
480 Washington Boulevard  
Jersey City, NJ 07310  
(866) 227-0757

##### Legal Counsel

Ropes & Gray LLP  
1211 Avenue of the Americas  
New York, NY 10036

New York Stock Exchange Symbol: FOF

Website: [cohenandsteers.com](http://cohenandsteers.com)

This report is for shareholder information. This is not a prospectus intended for use in the purchase or sale of Fund shares. Performance data quoted represent past performance. Past performance is no guarantee of future results and your investment may be worth more or less at the time you sell your shares.



COHEN & STEERS

CLOSED-END OPPORTUNITY FUND

280 PARK AVENUE

NEW YORK, NY 10017

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**Semiannual Report** June 30, 2013

Cohen & Steers Closed-End Opportunity Fund

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**Item 2. Code of Ethics.**

Not applicable.

**Item 3. Audit Committee Financial Expert.**

Not applicable.

**Item 4. Principal Accountant Fees and Services.**

Not applicable.

**Item 5. Audit Committee of Listed Registrants.**

Not applicable.

**Item 6. Schedule of Investments.**

Included in Item 1 above.

**Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.**

Not applicable.

**Item 8. Portfolio Managers of Closed-End Management Investment Companies.**

Not applicable.

**Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.**

None.

**Item 10. Submission of Matters to a Vote of Security Holders.**

None.

**Item 11. Controls and Procedures.**

(a) The registrant's principal executive officer and principal financial officer have concluded, based upon their evaluation of the registrant's disclosure controls and procedures as conducted within 90 days of the filing date of this report, that these disclosure controls and procedures provide reasonable assurance that material information required to be disclosed by the registrant in the report it files or submits on Form N-CSR is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms

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and that such material information is accumulated and communicated to the registrant's management, including its principal executive officer and principal financial officer, as appropriate, in order to allow timely decisions regarding required disclosure.

(b) There were no changes in the registrant's internal control over financial reporting that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits.**

(a)(1) Not applicable.

(a)(2) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(a) under the Investment Company Act of 1940.

(a)(3) Not applicable.

(b) Certifications of principal executive officer and principal financial officer as required by Rule 30a-2(b) under the Investment Company Act of 1940.

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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.

**COHEN & STEERS CLOSED-END OPPORTUNITY FUND, INC.**

By: /s/ Adam M. Derechin  
Name: Adam M. Derechin  
Title: President and Chief Executive Officer

Date: August 27, 2013

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: /s/ Adam M. Derechin  
Name: Adam M. Derechin  
Title: President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ James Giallanza  
Name: James Giallanza  
Title: Treasurer and Chief Financial Officer  
(Principal Financial Officer)

Date: August 27, 2013

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