

SPECIAL OPPORTUNITIES FUND, INC.

Form 8-A12B

August 26, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) or (g) OF THE

SECURITIES EXCHANGE ACT OF 1934

SPECIAL OPPORTUNITIES FUND, INC.

(Exact name of registrant as specified in its charter)

Maryland

13-3702911

(State of incorporation or organization) (IRS Employer Identification No.)

615 East Michigan Street, Milwaukee, WI 53202

(Address of Principal Executive Offices)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

to be so registered

3.50% Convertible Preferred Stock, Series B, par value \$0.001 per share

Name of each exchange on

which each class is to be registered

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☐ o

Securities Act registration statement file number to which this form relates: 333-208280

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

A description of the shares of 3.50% Convertible Preferred Stock, Series B, par value \$0.001 per share, of Special Opportunities Fund, Inc. (the "Registrant") to be registered hereunder is set forth in the information provided under the captions "Convertible Preferred Stock Rights Offering – Description of Convertible Preferred Stock" and "Description of Our Capital Stock" in the prospectus which forms a part of the Registration Statement on Form N-2 (File No. 333-208280) filed under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission on December 1, 2015 (as amended from time to time thereafter, the "Registration Statement"), which information is incorporated herein by reference, and the description contained under such captions included in the form of final prospectus subsequently filed by the Registrant on July 15, 2016, and supplemented on July 20, 2016 and July 26, 2016, pursuant to Rule 497 under the Securities Act, which form of final prospectus is also incorporated by reference herein.

Item 2. Exhibits.

Articles of Incorporation⁽¹⁾

Articles of Amendment⁽²⁾

Articles Supplementary dated July 26, 2016⁽⁷⁾

Amended and Restated Bylaws⁽⁵⁾

Form of Transferable Subscription Rights Certificate⁽⁵⁾

Investment Management Agreement between the Registrant and Bulldog Investors, LLC⁽⁴⁾

Custody Agreement between the Registrant and U.S. Bank National Association⁽³⁾

Transfer Agent Servicing Agreement between the Registrant and American Stock Transfer and Trust Company, LLC⁽⁴⁾

Administration Agreement⁽³⁾

Opinion and Consent of Counsel⁽⁶⁾

Consent of Independent Auditor⁽⁵⁾

Code of Ethics of the Fund⁽³⁾

Code of Ethics of the Adviser⁽³⁾

Valuation Committee Charter⁽⁴⁾

(1) Incorporated by reference to the Registrant's Post-Effective Amendment No. 2 to the Registration Statement (File No. 333-58532) filed June 15, 1995.

(2) Incorporated by reference to Form NSAR (File No. 811-07528) filed on February 26, 2010.

Incorporated by reference to the Registrant's Registration Statement on Form N-2 (File No. 333-178943) filed on June 6, 2012.

(3) Incorporated by reference to the Registrant's Registration Statement on Form N-2 (File No. 333-208280) filed on December 1, 2015.

(4) Incorporated by reference to the Registrant's Registration Statement on Form N-2 (File No. 333-208280) filed on July 14, 2016.

(5) Incorporated by reference to the Registrant's Post-Effective Amendment No. 1 to the Registration Statement on Form N-2 (File No. 333-208280) filed on July 20, 2016.

(6) Incorporated by reference to the Registrant's Post-Effective Amendment No. 2 to the Registration Statement on Form N-2 (File No. 333-208280) filed on July 26, 2016.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed by the undersigned, duly authorized.

SPECIAL OPPORTUNITIES FUND,
INC.

Date: August 26, 2016 By: /s/ Andrew Dakos
Andrew Dakos
President
