

FIRST OPPORTUNITY FUND INC  
Form 15-12G  
May 14, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **005-39548**

**First Opportunity Fund, Inc.**

(Exact name of registrant as specified in its charter)

**2344 Spruce Street, Suite A**

**Boulder, CO 80302**

**(303) 444-5483**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Shares, par value \$0.001 per share**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: None.

Pursuant to the requirements of the Securities Exchange Act of 1934, First Opportunity Fund, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: **May 14, 2015**

By: */s/ Stephen C. Miller*  
*Stephen C. Miller*  
*President*

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