

SPECIAL OPPORTUNITIES FUND, INC.  
Form N-PX  
August 07, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD 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  
Brooklyn Capital Management, 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, Esq.  
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: 12/31/2013

Date of reporting period: July 1, 2012 to June 30, 2013

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Item 1. Proxy Voting Record.

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The Thai Fund, Inc.	7/24/2012	882904105	TTF

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold All	For	Director - 1) Michael Bozic, 2)Michael F. Klein, 3)W. Allen Reed	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Hicks Acquisition CO II Inc	7/12/2012	429090103	HKAC

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	2.1 Director - 1)S.P. Carter-CL I, 2) T.O. Hicks-CL I, 3) A.F.Reardon-CL I, 4)M.R.Richards-CL II, 5)K.P. Seifert-CL II, 6)M.A.Suwyn-CI II, 7) T.M. Murphy-CL III, 8) C. Weaver Vest-CL III, 9) G.W. Wurtz-CL III	Issuer
For	For	2.2 ADOPTION OF EQUITY INCENTIVE PLAN-PROPOSAL IS MORE FULLY DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS	Issuer
For	For	2.3 ADOPTION OF PURCHASE AGREEMENTS AND THE	Issuer

		TRANSACTION-PROPOSAL IS MORE FULLY DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS	
		2.E ELECTION TO EXERCISE REDEMPTION RIGHTS, IF YOU WISH TO EXERCISE YOUR REDEMPTION RIGHTS, PLEASE MARK ANY VOTING SELECTION FOR THIS PROPOSAL, PLEASE READ THE PROXY STATEMENT/PROSPECTUS FOR ADDITIONAL INFORMATION ON THIS ELECTION	
For	None		Issuer
		2.4 ADJOURNMENT OF SPECIAL MEETING OF THE STOCKHOLDERS-PROPOSAL IS MORE FULLY DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS.	
For	For		Issuer
		3.1 AMENDMENT OF CERTIFICATE OF INCORPORATION-PROPOSAL IS MORE FULLY DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS	
For	For		Issuer
		3.E ELECTION TO EXERCISE REDEMPTION RIGHTS, IF YOU WISH TO EXERCISE YOUR REDEMPTION RIGHTS, PLEASE MARK ANY VOTING SELECTION FOR THIS PROPOSAL, PLEASE READ THE PROXY STATEMENT/PROSPECTUS FOR ADDITIONAL INFORMATION ON THIS ELECTION. IN ORDER TO EXERCISE THIS REDEMPTION YOU MUST VOTE AGAINST PROPOSAL 3.1	
For	None		Issuer
		3.2 ADJOURNMENT OF SPECIAL MEETING OF THE STOCKHOLDERS-PROPOSAL IS MORE FULLY DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS.	
For	For		Issuer

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Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Hicks Acquisition Company II Inc. Wts	7/12/2012	429090111	HKACW

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1.1 AMENDMENT TO WARRANT AGREEMENT-PROPOSAL IS MORE FULLY DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS	Issuer
For	For	1.2 ADJOURNMENT OF SPECIAL MEETING OF PUBLIC WARRANTHOLDERS- PROPOSAL IS MORE FULLY DESCRIBED IN THE PROXY STATEMENT/ PROSPECTUS	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Neuberger Berman R/E Sec incomw	7/25/2012	64190A103	NRO

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For all	For	Director - 1) Faith Colish, 2) Robert Conti, 3) Michael M. Knetter, 4) Peter P. Trapp	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

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Company Name	Meeting Date	CUSIP	Ticker
Morgan Stanley Frontier Emerging Market	8/22/2012	61757P101	FFD

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For all	For	<p>TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE THE ACTIONS AND TRANSACTIONS DESCRIBED IN THAT CERTAIN AGREEMENT AND PLAN OF REORGANIZATION, DATED APRIL 25, 2012 (THE "REORGANIZATION AGREEMENT"), BETWEEN MORGAN STANLEY FRONTIER EMERGING MARKETS FUND, INC. AND MORGAN STANLEY INSTITUTIONAL FUND, INC. (THE "COMPANY"), ON BEHALF OF THE FRONTIER EMERGING MARKETS PORTFOLIO (THE "ACQUIRING FUND"), ALL AS MORE</p>	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Liberty All-Star Growth Fund	7/30/2012	529900102	ASG

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For all	For	Director - 1) Thomas W. Brock, 2) John J. Neuhauser	Issuer
Against	Against	2. - Stockholder proposal presented under the heading "Stockholder	Issuer

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Proposal" in the accompanying proxy statement.

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Australia Acquisition Corp.	8/13/2012	G06368107	AAC

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1 - Vote on amendment of articles of association as further described in the proxy materials.	Issuer
None	None	1A - PLEASE BE ADVISED THAT IF YOU VOTED OTHER THAN "FOR" ON PROPOSAL 1 YOU HAVE THE RIGHT TO EXERCISE YOUR REDEMPTION RIGHTS. IN ORDER TO EXERCISE YOUR REDEMPTION RIGHTS, YOU MUST MARK THE "FOR", "AGN", OR "ABS" OPTION ASSOCIATED TO PROPOSAL 1A. IF YOU MARK "FOR", "AGN", OR "ABS" ASSOCIATED TO PROPOSAL 1A YOU WILL BE ELECTING TO EXERCISE YOUR REDEMPTION RIGHTS.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
JWC Acquisition Corp	8/16/2012	46634Y102	JWCA

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Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-TO ADOPT THE CONTRIBUTION AND MERGER AGREEMENT AND APPROVE THE TRANSACTIONS CONTEMPLATED THEREBY, AS FURTHER DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS.	Issuer
For	For	2-TO APPROVE AN AMENDMENT TO THE COMPANY'S CHARTER, AS FURTHER DESCRIBED IN THE PROXY STATEMENT/PROSPECTUS.	Issuer
For	For	3-TO APPROVE THE ADJOURNMENT OF SPECIAL MEETING OF THE STOCKHOLDERS, AS FURTHER DESCRIBED IN THE PROXY STATEMENT/ PROSPECTUS.	Issuer
For	None	4-ELECTION TO EXERCISE REDEMPTION RIGHTS, IF YOU WISH TO EXERCISE YOUR REDEMPTION RIGHTS, PLEASE MARK ANY VOTING SELECTION FOR THIS PROPOSAL, PLEASE ALSO READ THE PROXY STATEMENT/PROSPECTUS FOR ADDITIONAL REQUIREMENTS NECESSARY TO EXERCISE YOUR REDEMPTION RIGHTS.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MFS Municipal Income Trust PFD CL TH	8/31/2012	552738304	MFM ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or
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shareholder

1 -TO APPROVE THE PROPOSED AMENDMENTS TO THE TRUST'S BYLAWS TO REPLACE STANDARD & POOR'S, A DIVISION OF THE MCGRAW-HILL COMPANIES, INC, WITH FITCH, INC. AS A RATING AGENCY FOR THE TRUST'S MUNICIPAL AUCTION RATE CUMULATIVE PREFERRED SHARES AND MAKE OTHER NOTED CHANGES.

For

For

Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MFS Municipal Income Trust PFD CL T	8/31/2012	552738205	MFM ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1 -TO APPROVE THE PROPOSED AMENDMENTS TO THE TRUST'S BYLAWS TO REPLACE STANDARD & POOR'S, A DIVISION OF THE MCGRAW-HILL COMPANIES, INC, WITH FITCH, INC. AS A RATING AGENCY FOR THE TRUST'S MUNICIPAL AUCTION RATE CUMULATIVE PREFERRED SHARES AND MAKE OTHER NOTED CHANGES.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
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MFS High Yield Municipal Tr-Pfd	8/31/2012	59318E201	CMU ARPS
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Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
		1 -TO APPROVE THE PROPOSED AMENDMENTS TO THE TRUST'S BYLAWS TO REPLACE STANDARD & POOR'S, A DIVISION OF THE MCGRAW-HILL COMPANIES, INC, WITH FITCH, INC. AS A RATING AGENCY FOR THE TRUST'S MUNICIPAL AUCTION RATE CUMULATIVE PREFERRED SHARES AND MAKE OTHER NOTED CHANGES.	
For	For		Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MFS Invt Grade Mun Tr-Pfd	8/31/2012	59318B207	CXH ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
		1 -TO APPROVE THE PROPOSED AMENDMENTS TO THE TRUST'S BYLAWS TO REPLACE STANDARD & POOR'S, A DIVISION OF THE MCGRAW-HILL COMPANIES, INC, WITH FITCH, INC. AS A RATING AGENCY FOR THE TRUST'S MUNICIPAL AUCTION RATE CUMULATIVE PREFERRED SHARES AND MAKE OTHER NOTED CHANGES.	
For	For		Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

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Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Dividend And Income Fund	9/12/2012	25538A105	DNI

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Against	For	1-TO APPROVE A NEW INVESTMENT MANAGEMENT AGREEMENT BETWEEN THE FUND AND BEXIL ADVISERS LLC, THE FUND'S CURRENT INVESTMENT MANAGER. NO INCREASE TO THE MANAGEMENT FEE RATE IS PROPOSED.	Issuer
For	For	2-TO RATIFY THE APPOINTMENT OF TAIT, WELLER & BAKER LLP AS THE FUND'S INDEPENDENT REGISTERED AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2012.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Royce Micro-Cap Trust Inc.	9/20/2012	780915104	RMT

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1. Director 1) CHARLES M. ROYCE 2) G. PETER O'BRIEN	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

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Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Royce Value Trust Inc.	9/20/2012	780910105	RVT

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1. Director 1) CHARLES M. ROYCE 2) G. PETER O'BRIEN	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Royce Focus Trust Inc.	9/20/2012	78080N108	FUND

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1. Director 1) CHARLES M. ROYCE 2) G. PETER O'BRIEN	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Putnam managed Muni Inc. TR PFD Ser C	9/20/2012	746823400	PMM ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder

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Against	For	1A-ELECTING YOUR FUND'S 13 NOMINEES FOR TRUSTEES:	Issuer
Withhold All Nominees	For	1B - Directors  RAVI AKHOURY  BARBARA M. BAUMANN  JAMESON A. BAXTER  CHARLES B. CURTIS  ROBERT J. DARRETTA  JOHN A. HILL  PAUL L. JOSKOW  ELIZABETH T. KENNAN  KENNETH R. LEIBLER  ROBERT E. PATTERSON  GEORGE PUTNAM, III  ROBERT L. REYNOLDS  W. THOMAS STEPHENS	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MFS Municipal Income Trust PFD CL TH	10/31/2012	552738304	MFM ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	Directors Recommended: A vote for election of the following Nominees 1B1- 01-David H. Gunning, 02-Robert E. Butler, 03-J. Dale Sherratt, 04-John P. Kavanaugh,05-Laurie J. Thomsen	Issuer

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Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MFS Municipal Income Trust PFD CL T	10/31/2012	552738205	MFM ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	Directors Recommended: A vote for election of the following Nominees 1B1- 01-David H. Gunning, 02-Robert E. Butler, 03-J. Dale Sherratt, 04-John P. Kavanaugh, 05-Laurie J. Thomsen	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Advent Claymore Conv Secs & Inc Fd-TH28	10/24/2012	00764C505	AVK ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1A.-ELECTION OF CLASS III DIRECTOR: MR. TRACY V. MAITLAND	Issuer
For	For	1B.-ELECTION OF CLASS III DIRECTOR: MR. RONALD A. NYBERG	Issuer
For	For		Issuer

1C.-ELECTION OF CLASS II  
DIRECTOR: MR. MICHAEL A.  
SMART

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MFS Invt Grade Mun Tr-Pfd	10/31/2012	59318B207	CXH ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	Directors Recommended: A vote for election of the following Nominees 1B1- 01-David H. Gunning, 02-Robert E. Butler, 03-J. Dale Sherratt, 04-John P. Kavanaugh, 05-Laurie J. Thomsen	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MFS High Yield Municipal Tr-Pfd	10/31/2012	59318E201	CMU ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	Directors Recommended: A vote for election of the following Nominees 1B1- 01-David H. Gunning, 02-Robert E. Butler, 03-J. Dale Sherratt, 04-John P. Kavanaugh,05-Laurie J. Thomsen	Issuer

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Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Global Income & Currency Fund Inc.	11/16/2012	378968101	GCF

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Against	For	APPROVE AN AGREEMENT AND PLAN OF REORGANIZATION PURSUANT TO WHICH GLOBAL INCOME & CURRENCY FUND INC. ("ACQUIRED FUND") WOULD (I) TRANSFER SUBSTANTIALLY ALL OF ITS ASSETS TO NUVEEN DIVERSIFIED CURRENCY OPPORTUNITIES FUND ("ACQUIRING FUND"), (II) DISTRIBUTE SUCH SHARES OF ACQUIRING FUND TO COMMON HOLDERS OF ACQUIRED FUND, (III) LIQUIDATE, DISSOLVE & TERMINATE.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Diamond Hill Financial Trends Fund	11/14/2012	25264C101	DHFT

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Against	For	1- PROPOSAL FOR NON-BINDING ADVISORY VOTE TO CONTINUE	Issuer



TO OPERATE THE FUND AS A  
CLOSED-END FINANCIAL  
SERVICES INVESTMENT  
COMPANY.

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Gyrodyne Company of America, Inc.	12/14/2012	403820103	GYRO

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	Director 1) PAUL L. LAMB 2) NADER G.M. SALOUR 3)RICHARD B. SMITH	Issuer
For	For	TO RATIFY THE ENGAGEMENT OF HOLTZ RUBENSTEIN REMINICK LLP AS INDEPENDENT ACCOUNTANTS FOR THE CURRENT FISCAL YEAR.	Issuer
For	For	TO AMEND THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO ADD A PROVISION THAT DIRECTORS ARE ENTITLED TO LIMITATIONS ON PERSONAL LIABILITY.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Ellworth Fund LTD	1/18/2013	289074106	ECF

Vote	Management Recommended Vote	Proposal	Propose by issuer or
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			shareholder
For	For	Director 1) E.C. Bogan 2) Nicolas W. Platt	Issuer
For	For	PROPOSAL TO RATIFY SELECTION OF ACCOUNTANTS	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30, 2013

Company Name	Meeting Date	CUSIP	Ticker
The Greater China Fund, Inc.	1/8/2013	39167B102	GCH

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1- The approval of the proposed investment management agreement between the fund and Aberdeen Asset Management Asia Limited.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30, 2013

Company Name	Meeting Date	ISIN	Ticker
Terra Catalyst Fund, Grand Cayman	12/31/2012	KYG8761F1019	TCF LN

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	To amend article 9.4 of the articles of association and the investment management agreement.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

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Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Liberty All-Star Equity Fund	12/20/2012	53018104	USA

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1- To approve a new portfolio management agreement for the fund with ALPS Advisors, Inc. and TCW Investment Management Company	Issuer
For	For	2- To approve a new portfolio management agreement for the fund with ALPS Advisors, Inc. and Cornerstone Capital Mangement LLC.	Issuer
For	For	3- To approve, subject to the provisions of the exemptive relief by the U.S. Securities and Exchange Commission, a change to the "Managers-of-Managers" structure for the fund.	Issuer

Proxy mailed  
12/20/12

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Myrexix, Inc.	1/23/2013	62856H107	MYRX

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-TO APPROVE THE DISSOLUTION AND LIQUIDATION OF MYREXIS, INC. PURSUANT TO	Issuer

THE PLAN OF COMPLETE LIQUIDATION AND DISSOLUTION, AS DESCRIBED IN THE PROXY STATEMENT.

2-TO GRANT DISCRETIONARY AUTHORITY TO THE BOARD OF DIRECTORS TO ADJOURN THE SPECIAL MEETING, EVEN IF A QUORUM IS PRESENT, TO SOLICIT ADDITIONAL PROXIES IN THE EVENT THAT THERE ARE INSUFFICIENT SHARES PRESENT IN PERSON OR BY PROXY VOTING IN FAVOR OF PROPOSAL 1.

For

For

Issuer

3-TO APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION ARRANGEMENTS FOR CERTAIN EXECUTIVE OFFICERS IN CONNECTION WITH THE DISSOLUTION AND LIQUIDATION OF MYREXIS, INC., AS DESCRIBED IN THE PROXY STATEMENT.

For

For

Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Magnum Hunter Resources	1/17/2013	55973B300	MHR D

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Against	For	4-THE APPROVAL OF THE AMENDMENT OF MAGNUM HUNTER'S CERTIFICATE OF INCORPORATION, AS AMENDED, TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF MAGNUM HUNTER PREFERRED	Issuer

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STOCK TO 15,000,000.

6-THE APPROVAL OF AN  
ADJOURNMENT OF THE  
MEETING, IF NECESSARY, TO  
SOLICIT ADDITIONAL PROXIES  
IN FAVOR OF THE FOREGOING  
PROPOSAL.

Against	For		Issuer
Name of Fund:	Special Opportunities Fund, Inc. (SPE)		
Period:	July 1, 2012 - June 30,2013		

Company Name	Meeting Date	CUSIP	Ticker
Eaton Vance T/A Global Div	2/15/2013	27828U106	ETO

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Against	For	DIRECTOR - 1) RONALD A. PEARLMAN 2) HELEN FRAME PETERS 3) RALPH F. VERNI	Issuer

Name of Fund:	Special Opportunities Fund, Inc. (SPE)
Period:	July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Bancroft Fubd Ltd	2/22/2013	059695106	BCV

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	DIRECTOR - 1) JANE D. O'KEEFTE 2) NICOLAS W. PLATT	Issuer
For	For	2-PROPOSAL TO RATIFY SELECTION OF ACCOUNTANTS.	Issuer

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Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Diamond Hill Financial Trends Fund	2/28/2013	25264C101	DHFT

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1- PROPOSAL TO APPROVE THE LIQUIDATION AND DISSOLUTUON OF THE FUND PURSUANT TO THE PLAN OF LIQUIDATION.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Global Eagle Acquisition Corp.	1/31/2013	37951D102	EAGL

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-APPROVAL OF THE BUSINESS COMBINATION, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Issuer
For	For	2-APPROVAL OF THE CERTIFICATE PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer
For	For	3- 01-Jeffrey A. Leddy*, 02-Jeffrey E. Epstein*, 03-Harry E. Sloan**, 04-Jeff Sagansky**,05-Edward L. Shapiro**	Issuer

For	For	APPROVAL OF THE GLOBAL EAGLE ENTERTAINMENT INC. 2013 EQUITY INCENTIVE PLAN, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer
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For	For	APPROVAL OF THE ADJOURNMENT PROPOSAL, AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer
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For	For	IF YOU INTEND TO EXERCISE YOUR REDEMPTION RIGHTS PLEASE CHECK "FOR". CHECKING THE BOX, HOWEVER IS NOT SUFFICIENT TO EXERCISE REDEMPTION RIGHTS. YOU MUST COMPLY WITH THE PROCEDURES SET FORTH UNDER "REDEMPTION RIGHTS" ON PAGE 86 OF THE PROXY STATEMENT. IF YOU DO NOT INTEND TO EXERCISE YOUR REDEMPTION RIGHTS, PLEASE LEAVE BLANK.	Issuer
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Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Aberdeen Israel Fund	3/14/2013	00301L109	ISL

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold All Nominees	For	Director 1) Lawrence J. Fox	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	ISIN	Ticker
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JPMORGAN ASIAN  
INVESTMENT  
TRUST  
PLC,LONDON

1/31/2013

GB0001320778

JAI LN

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1 - To receive the Directors Report the Annual Accounts and the Auditors Report for the year ended 30th Sep-12	Issuer
For	For	2- To approve the Directors Remuneration Report for the year ended 30th September 2012	Issuer
For	For	3 - To declare a final dividend on the Ordinary shares	Issuer
Abstain	For	4-8 - To re-elect as directors of the Company: Mr James Long, Mr Ronald Gould, Mr James Strachan, Mr Andrew Sykes, Dr Linda Yuch	Issuer
For	For	9 - To appoint PricewaterhouseCoopers LLP as Auditors to the Company	Issuer
For	For	10 - To authorise the Directors to determine the remuneration of the Auditors	Issuer
Against	For	11 - To continue in existence as an investment trust for a period expiring at the conclusion of the Company's annual general meeting to be held 2014	Issuer
Against	For	12 - TO grant authority to allot new shares	Issuer
Against	For	13 - To grant authority to disapply pre-emption rights on allotment of relevant securities	Issuer
For	For	14 - To grant authority to repurchase the company's shares	Issuer
For	For	15 - To grant authority to make two conditional tender offers	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)



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Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
China Vantagepoint Acquisition Company	2/25/2013	G2161W129	CHVVPF

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1 - PROPOSAL TO AMEND THE COMPANY'S ARTICLES OF ASSOCIATION TO CONTINUE ITS EXISTENCE AFTER FEBRUARY 25, 2013.	Issuer
For	For	2 - PROPOSAL TO NOT REQUIRE THE COMPANY TO COMPLY WITH ARTICLES 157-163 OF THE ARTICLES OF ASSOCIATION (WHICH GOVERN THE ACTIVITIES OF THE COMPANY WHILE IT IS A SPAC) AFTER THE EARLIER TO OCCUR OF A CONSUMMATION OF A BUSINESS COMBINATION OR THE LIQUIDATION OF THE TRUST ACCOUNT	Issuer
For	For	3 - PROPOSAL TO THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER TIME, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE ANY OR ALL OF THE OTHER TWO PROPOSALS.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
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Adams Express Company	3/19/2013	006212104	ADX
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Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold all	For	1 -Directors 01-Enrique R. Arzac, 02-Phyllis O. Bonanno, 03-Kenneth J. Dale, 04-Frederic A. Escherich, 05-Roger W. Gale, 06-Kathleen T. Mcgahran, 07-Craig R. Smith, 08-Mark E. Stoeckle	Issuer
For	For	2 -THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT PUBLIC AUDITORS.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MVC Capital, Inc.	4/3/2013	553829102	MVC

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For All	For All	1 -Directors 01-Emilio Dominianni, 02-Phillip Goldstein, 03-Gerald Hellerman, 04-Warren Holtsberg, 05-Robert Knapp, 06-William Taylor, 07-Michael Tokarz	Issuer
For	For	2 -THE SELECTION OF ERNST & YOUNG LLP AS THE FUND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

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Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Tri-Continental Corp.	4/17/2013	895436103	TY

	Management Recommended		Propose by
Vote	Vote	Proposal	issuer or
			shareholder
Withhold All	For	1 -Directors 01-Leroy C. Richie, 02-William F. Truscott	Issuer
For	For	2 -THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE CORPORATION'SINDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM..	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Lennar Corp.	4/10/2013	526057302	LEN/B

	Management Recommended		Propose by
Vote	Vote	Proposal	issuer or
			shareholder
For	For All	1 -Directors 01-Emilio Dominianni, 02-Phillip Goldstein, 03-Gerald Hellerman, 04-Warren Holtsberg, 05-Robert Knapp, 06-William Taylor, 07-Michael Tokarz	Issuer
Against	For	2 -THE SELECTION OF ERNST & YOUNG LLP AS THE FUND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013	Issuer
For	For	3 - TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS	Issuer

THE COMPANY'S INDEPENDENT  
REGISTERED PUBLIC  
ACCOUNTING FIRM FOR THE  
COMPANY'S FISCAL YEAR  
ENDING NOVEMBER 30, 2013.

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Central Securities Corp.	3/20/2013	155123102	CET

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold All	For All	1 -Directors 01-L. Price Blackfird, 02-Simm C. Browning, 03-Donald G. Calder, 04-David C. Colander, 05-Jay R. Inglis, 06-Wilmot H. Kidd, 07Carter Walker, Jr.	Issuer
For	For	2-APPROVAL OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2013.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The Central Europe And Russia Fund	4/19/2013	153436100	CEE

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For		Issuer

1-TO APPROVE A CHANGE IN THE  
FUND'S INVESTMENT OBJECTIVE,  
ALL AS MORE FULLY DESCRIBED  
IN THE PROXY STATEMENT.

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
EV Risk-Managed Div. Equity Income Fund	4/19/2013	27829G106	ETJ

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-Directors- 01-Lynn A. Stout, 02-Harriett Tee Taggart, 03-Ralph F. Verni	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Lone Oak Acquisition	3/22/2013	G5693V105	LOKKF

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-PROPOSAL TO AMEND THE COMPANY'S AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION.	Issuer
For	For	2-PROPOSAL TO APPROVE THE DISTRIBUTION OF THE ASSETS OF THE TRUST ACCOUNT TO THE HOLDERS OF THE IPO SHARES	Issuer

WHO WISH TO REDEEM THEIR SHARES IN CONNECTION WITH THE AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION.

3-PROPOSAL TO THE ADJOURNMENT OF THE SPECIAL MEETING TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE ANY OR ALL OF THE OTHER TWO PROPOSALS.

For

For

Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Azteca Acquisition Corp.	4/4/2013	05501E102	AZTA

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
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1-TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED JANUARY 22, 2013 (THE "MERGER AGREEMENT"), BY AND AMONG AZTECA, HEMISPHERE MEDIA GROUP, INC., INTERMEDIA ESPANOL HOLDINGS, LLC, CINE LATINO, INC., HEMISPHERE MERGER SUB I, LLC, HEMISPHERE MERGER SUB II, INC. AND HEMISPHERE MERGER SUB III, INC.

For

For

Issuer

For

None

1A-IF YOU INTEND TO EXERCISE YOUR REDEMPTION RIGHTS

Issuer

PLEASE CHECK THE FOR OR AGAINST BOX FOR THIS PROPOSAL. CHECKING THE BOX, HOWEVER, IS NOT SUFFICIENT TO EXERCISE REDEMPTION RIGHTS. YOU MUST COMPLY WITH THE PROCEDURES SET FORTH UNDER "REDEMPTION RIGHTS" IN THE PROXY STATEMENT.

2-TO ADJOURN THE AZTECA SPECIAL MEETING TO PERMIT FURTHER SOLICITATION OF PROXIES BECAUSE THERE ARE NOT SUFFICIENT PROXIES AT THE AZTECA SPECIAL MEETING TO VOTE IN FAVOR OF THE APPROVAL AND ADOPTION OF THE MERGER AGREEMENT.

For

For

Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Azteca Acquisition Corp. WTS	4/4/2013	05501E110	AZTAW

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder

1-TO APPROVE AN AMENDMENT TO THE TERMS OF YOUR WARRANT THAT WILL REDUCE BY 50% THE NUMBER OF SHARES OF AZTECA COMMON STOCK FOR WHICH YOUR WARRANTS ARE EXERCISABLE (FROM ONE SHARE TO ONE-HALF SHARE), WITH THE WARRANT PRICE BEING REDUCED TO \$6.00 PER HALF SHARE AND MAKE CERTAIN OTHER AMENDMENTS TO YOUR RIGHTS AS A WARRANTHOLDER.

For

For

Issuer

2-TO ADJOURN THE AZTECA SPECIAL MEETING TO PERMIT FURTHER SOLICITATION OF PROXIES BECAUSE THERE ARE NOT SUFFICIENT PROXIES AT THE AZTECA SPECIAL MEETING TO VOTE IN FAVOR OF THE WARRANT AMENDMENT.

For

For

Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
New York Mortgage Trust Inc	5/9/2013	649604501	NYMT

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-TO APPROVE AND ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED JANUARY 22, 2013 (THE "MERGER AGREEMENT"), BY AND AMONG AZTECA, HEMISPHERE MEDIA GROUP, INC., INTERMEDIA ESPANOL HOLDINGS, LLC, CINE LATINO, INC., HEMISPHERE MERGER SUB I, LLC, HEMISPHERE MERGER SUB II, INC. AND HEMISPHERE MERGER SUB III, INC.	Issuer
Abstain	For	2- ADVISORY VOTE ON NAMED EXECUTIVE OFFICER ("NEO") COMPENSATION.	Issuer
Abstain	1 year	3-ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NEO COMPENSATION.- 1 year, 2 years or 3 years	Issuer
For	For	4-TO CONSIDER AND ACT UPON A PROPOSAL TO RATIFY, CONFIRM AND APPROVE THE	Issuer

For

For

Issuer

Abstain

For

Issuer

Abstain

1 year

Issuer

For

For

Issuer



SELECTION OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30, 2013

Company Name	Meeting Date	CUSIP	Ticker
Imperial Holdings Inc.	6/6/2013	452834104	IFT

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTOR 1) JAMES CHADWICK 2) MICHAEL CROW 3) ANDREW DAKOS 4) RICHARD DAYAN 5) PHILLIP GOLDSTEIN 6) GERALD HELLERMAN 7) ANTONY MITCHELL	Issuer
For	For	2-TO VOTE ON AN ADVISORY RESOLUTION ON THE 2012 COMPENSATION OF CERTAIN OF THE COMPANY'S EXECUTIVE OFFICERS.	Issuer
1 year	1 year	3-TO DETERMINE THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Issuer
Against	For	4-TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Issuer

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Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	ISIN	Ticker
Juridica Investment Limited	5/2/2013	GG00B29LSW52	JIL LN

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-That each of the Annual report and Accounts for the period from 1/1/12 to 12/31/12, the Director's Report and the Auditor's Report be received and adopted.	Issuer
For	For	2- That the total aggregate remuneration of the Directors of the Company being USD 432,493 in respect of the year ended 12/31/12 be approved.	Issuer
For	For	3- That John Kermit Birchfiled be re-elected as a Director of the Company	Issuer
For	For	4- That PricewaterhouseCoopers CI LLP be re-appointed as auditors of the Company.	Issuer
For	For	5- That the Directors be authorised to fix the remuneration of the auditors.	Issuer
For	For	6- That the maximum total aggregate remuneration of the Directors of the Company be increased to GBP 375,000 per annum.	Issuer
For	For	7- That the Com[any generally be and is hereby authorised for the purposes of section 315 of the Companies Law to make one or more market acquisitions (as defined in the Companies Law) of ordinary shares in the capital of the Company.	Issuer
For	For	8-That the Company adopt a new memorandum and articles of Incorporation,	Issuer

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Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Myrexis, Inc.	4/26/2013	62856H107	MYRX

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTOR 1) STEVEN D. SCHEIWE* 2) NATHAN M. COUCHMAN\$ 3) MICHAEL C. PEARCE#	Issuer
For	For	2-TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO RESTRICT CERTAIN TRANSFERS OF COMMON STOCK IN ORDER TO PRESERVE THE TAX TREATMENT OF THE COMPANY'S NET OPERATING LOSSES AND OTHER TAX BENEFITS.	Issuer
For	For	3-TO RATIFY THE APPOINTMENT OF EISNERAMPER LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JUNE 30, 2013.	
For	For	4-TO CONSIDER AN ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THE PROXY STATEMENT.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

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Company Name	Meeting Date	ISIN	Ticker
Blackrock latin American INV	5/14/2013	GB0005058408	BRLA LN
Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-To receive the report of the Directors and the financial statements for the year ended 31 December 2012, together with the report of the auditor thereon	Issuer
For	For	2- To approve the Directors' Remuneration Report for the year ended 31 December 2012	Issuer
For	For	3- To re-elect Mr Burnell as a Director	Issuer
For	For	4- To re-elect Mr Monteiro de Castro as a Director	Issuer
For	For	5- To re-elect the Earl St Aldwyn as a Director	Issuer
For	For	6- To re-elect Dr Doctor as a Director	Issuer
For	For	7- To re-elect Mr O'Conor as a Director	Issuer
For	For	8-To re-elect Mr Whitehead as a Director	Issuer
For	For	9-To re-appoint PricewaterhouseCoopers LLP as auditor to the company	Issuer
For	For	10-To authorise the Directors to determine the auditor's remuneration	Issuer
For	For	11-To increase the aggregate remuneration of the Directors	Issuer
For	For	12-To grant the Directors authority to allot shares	Issuer
For	For	13-To authorise the Directors to disapply pre-emption rights in respect of issues of new ordinary shares or the sale of ordinary shares out of treasury	Issuer
For	For	14-To authorise the Directors to purchase the Company's ordinary shares for cancellation or to be held in	Issuer

treasury

For	For	15-To authorise the Directors to purchase up to a maximum of 20% of the Company's ordinary shares in issue as at 30 September 2013 by means of a tender offer	Issuer
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For	For	16-To authorise the Directors to purchase up to a maximum of 20% of the Company's ordinary shares in issue as at 31 March 2014 by means of a tender offer	Issuer
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Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Hercules Technology Growth Cap	5/29/2013	427096508	HTGC

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTOR 1) Manuel A. Henriquez	Issuer
Abstain (shares sold)	For	2-TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP TO SERVE AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Issuer
Abstain (shares sold)	For	3-ADVISORY VOTE TO APPROVE THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	
Abstain (shares sold)	For	4-TO APPROVE A PROPOSAL TO AUTHORIZE THE COMPANY, WITH THE APPROVAL OF THE COMPANY'S BOARD OF DIRECTORS, TO SELL OR OTHERWISE ISSUE UP TO 20% OF THE COMPANY'S OUTSTANDING	Issuer

COMMON STOCK AT A NET PRICE BELOW THE COMPANY'S THEN CURRENT NET ASSET VALUE PER SHARE.

5-AUTHORIZE THE COMPANY, WITH THE APPROVAL OF THE BOARD, TO OFFER AND ISSUE DEBT WITH WARRANTS OR DEBT CONVERTIBLE INTO SHARES OF ITS COMMON STOCK AT AN EXERCISE OR CONVERSION PRICE THAT, AT THE TIME SUCH WARRANTS OR CONVERTIBLE DEBT ARE ISSUED, WILL NOT BE LESS THAN THE MARKET VALUE PER SHARE BUT MAY BE BELOW THE COMPANY'S THEN CURRENT NET ASSET VALUE PER SHARE.

Abstain (shares sold)	For		Issuer
Name of Fund:	Special Opportunities Fund, Inc. (SPE)		
Period:	July 1, 2012 - June 30,2013		
Company Name	Meeting Date	CUSIP	Ticker
The Zweig Total Return Fund Inc.	5/14/2013	989837208	ZTR
Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTOR 1) George R. Aylward, 02-William H. Wright II	Issuer

Name of Fund:	Special Opportunities Fund, Inc. (SPE)		
Period:	July 1, 2012 - June 30,2013		
Company Name	Meeting Date	CUSIP	Ticker
Firsthand technology Value Fund	5/23/2013	33766Y100	SVVC

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Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Against	For	1-DIRECTOR 1) Mark F. Fitzgerald	Issuer
For	For	2-THE RATIFICATION OF THE SELECTION OF TAIT, WELLER & BAKER LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Western Asset Premier Bond Fund PRF A	5/22/2013	957664204	WEA ARPS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold All	For	DIRECTORS 01-Robert Abeles,JR>, 02-Ronald J Arnault, 03-Anita L. Defrantz, 04-Avedick B. Poladian, 05-William B. Siart, 06-J.M. Studenmund, 07-Kenneth D. Fuller, 08-Ronald L. Olson	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The India Fund, Inc.	5/17/2013	454089103	IFN

Vote Proposal

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	Management Recommended Vote		Propose by issuer or shareholder
For	For	1-DIRECTORS 1) J. Marc Hardy, 02-Hugh Young	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The GDL Fund	5/13/2013	361570104	GDL

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTORS 1) Edward T. Tokar, 02-Salvatore J. Zizza	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
ROI Acquisition Corp - Warrants	5/21/2013	74966A112	ROIQW

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-TO CONSIDER AND VOTE UPON AN AMENDMENT TO THE WARRANT AGREEMENT, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Issuer
For	For	2-TO ADJOURN THE SPECIAL MEETING OF PUBLIC WARRANTHOLDERS TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER	Issuer



SOLICITATION AND VOTE OF PROXIES IF, BASED UPON THE TABULATED VOTE AT THE TIME OF THE SPECIAL MEETING OF PUBLIC WARRANTHOLDERS, ("WARRANTHOLDER ADJOURNMENT PROPOSAL").

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
ROI Acquisition Corp	5/21/2013	74966A104	ROIQ

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-TO CONSIDER AND VOTE UPON A PROPOSAL (I) TO APPROVE AND ADOPT THE BUSINESS COMBINATION AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 31, 2013, AS IT MAY BE FURTHER AMENDED (THE "MERGER AGREEMENT"), BY AND AMONG THE COMPANY, ROI MERGER SUB CORP., ROI MERGER SUB LLC, AND EVERYWARE GLOBAL, INC., AND THE TRANSACTIONS CONTEMPLATED THEREBY (THE "BUSINESS COMBINATION PROPOSAL").	Issuer
For	None	1A-IF YOU INTEND TO EXERCISE YOUR REDEMPTION RIGHTS PLEASE CHECK "FOR". CHECKING THE BOX, HOWEVER IS NOT SUFFICIENT TO EXERCISE REDEMPTION RIGHTS. YOU MUST COMPLY WITH THE PROCEDURES SET FORTH UNDER "REDEMPTION RIGHTS" ON PAGE 86 OF THE PROXY STATEMENT.	Issuer

IF YOU DO NOT INTEND TO EXERCISE YOUR REDEMPTION RIGHTS, PLEASE LEAVE BLANK OR VOTE AGAINST/ABSTAIN.

For	For	2-TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE OUR THIRD AMENDED AND RESTATED CERTIFICATE OF INCORPORATION.	Issuer
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For	For	3-ELECT THREE DIRECTORS TO SERVE ON ROI'S BOARD UPON CONSUMMATION OF THE BUSINESS COMBINATION (THE "DIRECTOR ELECTION PROPOSAL").	Issuer
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For	For	4-ELECT THREE DIRECTORS TO SERVE ON ROI'S BOARD UPON CONSUMMATION OF THE BUSINESS COMBINATION (THE "DIRECTOR ELECTION PROPOSAL").	Issuer
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For	For	5-TO CONSIDER AND VOTE UPON A PROPOSAL TO ADJOURN THE SPECIAL MEETING OF STOCKHOLDERS TO A LATER DATE OR DATES, IF NECESSARY, TO PERMIT FURTHER SOLICITATION AND VOTE OF PROXIES IF, BASED UPON THE TABULATED VOTE AT THE TIME OF THE SPECIAL MEETING, THERE ARE NOT SUFFICIENT VOTES TO APPROVE ONE OR MORE PROPOSALS PRESENTED TO STOCKHOLDERS FOR VOTE (THE "ADJOURNMENT PROPOSAL").	Issuer
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Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The Ireland Fund, Inc.	6/4/2013	645673104	IRL

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Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTOR 1) David Dempsey	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Alpine Total Dynamic Dividend Fund	5/21/2013	021060108	AOD

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold all	For	1-DIRECTORS 1) James A. Jacobson, 02-H.Guy Leibler	Issuer
For	For	2-TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENTS THEREOF.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
First Opportunity Fund Inc.	6/21/2013	33587T108	FOFI

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTORS 1) Dean I. Jacobson, 02-Steven K. Norgaard	Issuer

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Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Boulder total Return Fund, Inc.	6/21/2013	101541100	BTF

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTORS 1) Richard I. Barr, 02-John S. Horejsi, 03-Dean L. Jacobson	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Boulder Growth & Income Fund, Inc.	6/21/2013	101507101	BIF

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTORS 1)Richard I. Barr, 02-John S. Horejsi, 03-Dean L. Jacobson	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The Swiss Helvetia Fund, Inc.	6/19/2013	870875101	SWZ

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Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold All Nominees	For	1-DIRECTORS 1)JEAN-MARC BOILLAT,02-R. CLARK HOOPER, 03-ALEXANDRE DE TAKACSY	Issuer
For	For	2-WITH RESPECT TO THE PROPOSAL TO RATIFY THE SELECTION BY THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP AS THE FUND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2013.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
MS Asia-Pacific Fund, Inc	6/24/2013	61744U106	APF

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTORS 1)Frank L. Bowman, 02-James F. Higgins, 03-Manuel H. Johnson	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The Thai Capital Fund, Inc.	6/10/2013	882905201	TF

Vote	Proposal

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Management Recommended  
Vote

Propose by  
issuer or  
shareholder

For

For

1-TO APPROVE A CHANGE IN THE  
FUNDAMENTAL INVESTMENT  
LIMITATIONS OF THE FUND AS  
SET FORTH IN THE RELATED  
PROXY STATEMENT.

Issuer

For

For

2-TO APPROVE THE  
LIQUIDATION AND DISSOLUTION  
OF THE FUND, INCLUDING THE  
TERMINATION AND  
LIQUIDATION OF THE FUND'S  
INVESTMENT PLAN, IN  
ACCORDANCE WITH THE PLAN  
OF LIQUIDATION AND  
DISSOLUTION OF THE FUND  
ATTACHED TO THE PROXY  
STATEMENT AS APPENDIX A.

Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
American Strategic Income Portfolio III	6/17/2013	03009T101	CSP

Vote Management Recommended  
Vote

Propose by  
issuer or  
shareholder

Withhold All

For

Proposal

1-DIRECTORS 1 Roger A. Gibson,  
02-John P. Kayser, 03-Leonard W.  
Kedrowski, 04-Richard K.  
Riederer,05-James M. Wade

Issuer

For

For

2-TO RATIFY THE SELECTION OF  
ERNST & YOUNG LLP AS THE  
INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM OF  
EACH FUND FOR THE CURRENT  
FISCAL YEAR.

Issuer

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Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
American Strategic Income Portfolio	6/17/2013	029570108	SLA

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold All	For	1-DIRECTORS 1 Roger A. Gibson, 02-John P. Kayser, 03-Leonard W. Kedrowski, 04-Richard K. Riederer, 05-James M. Wade	Issuer
For	For	2-TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF EACH FUND FOR THE CURRENT FISCAL YEAR.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
American Strategic Income Portfolio -II	6/17/2013	030099105	BSP

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
Withhold All	For	1-DIRECTORS 1Roger A. Gibson, 02-John P. Kayser, 03-Leonard W. Kedrowski, 04-Richard K. Riederer, 05-James M. Wade	Issuer
For	For	2-TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE	Issuer

INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM OF  
EACH FUND FOR THE CURRENT  
FISCAL YEAR.

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The European Equity Fund	6/26/2013	298768102	EEA

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTORS 01-AMMASSADOR R.R. BURT, 02-DR. FRIEDBERT H. MALT, 03-MR. JOACHIM WAGNER, 04-DR. WILHELM BENDER	Issuer
For	For	3-TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE AND THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP, AN INDEPENDENT PUBLIC ACCOUNTING FIRM, AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Equus Total Return	6/14/2013	294766100	EQS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder



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Withhold all	For	1-DIRECTORS 01-Fraser Atkinson, 02-Alessandro Benedetti, 03-Richard F. Bergner, 04-Kenneth I. Denos, 05-Gregory J. Flanagan, 06-Henry W. Hankinson, 07-John A Hardy, 08-Robert L Knauss, 09-Bertrand Des Pallieres	Issuer
Abstain	For	2-TO RATIFY THE SELECTION OF UHY AS THE FUND'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013.	Issuer
Against	For	3-TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION PAID TO THE FUND'S EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES, AND NARRATIVE DISCUSSION.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Macquarie Global Infra Tot Ret Fd	6/19/2013	55608D101	MGU

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-DIRECTORS 1)Gordon A. Baird, 02-Thomas W. Hunersen	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

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Company Name	Meeting Date	CUSIP	Ticker
The Thai Fund, Inc.	6/24/2013	882904105	TTF
			Propose by issuer or shareholder
Vote	Management Recommended Vote	Proposal	
For	For	Directors - 1) Frank L. Bowman, 2)James F. Higgins, 3)Manuel H. Johnson	Issuer
For	For	2-TO CONSIDER AND ACT UPON A PROPOSAL TO LIQUIDATE AND TERMINATE THE CONTRACTUAL INVESTMENT PLAN EXISTING IN THAILAND THROUGH WHICH THE THAI FUND, INC. (THE "FUND") CURRENTLY HOLDS ALL OF ITS THAI ASSETS.	Issuer
Against	Against	3-TO CONSIDER AND ACT UPON A STOCKHOLDER PROPOSAL TO TERMINATE THE INVESTMENT MANAGEMENT AGREEMENT BETWEEN MORGAN STANLEY INVESTMENT MANAGEMENT INC. AND THE FUND.	Shareholder

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
 Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The Central Europe And Russia Fund	6/26/2013	153436100	CEE
			Propose by issuer or shareholder
Vote	Management Recommended Vote	Proposal	
For	For	1-Directors: 01-Dr. Wilhelm Bender, 02-Mr. Detlef Bierbaum, 03-Mr. Richard Karl Goeltz	Issuer
For	For	2-TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE AND	Issuer

THE BOARD OF DIRECTORS OF  
PRICEWATERHOUSECOOPERS  
LLP, AN INDEPENDENT PUBLIC  
ACCOUNTING FIRM, AS  
INDEPENDENT AUDITORS FOR  
THE FISCAL YEAR ENDING  
OCTOBER 31, 2013.

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
The New Germany Fund, Inc	6/26/2013	644465106	GF

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-Directors: 01-Mr. Detlef Bierbaum, 02-Mr. C.H. Strenger, 03-Mr. R.H. Wadsworth, 04-Dr. Wilhelm Bender	Issuer
For	For	3-TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE AND THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP, AN INDEPENDENT PUBLIC ACCOUNTING FIRM, AS INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING OCTOBER 31, 2013.	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)  
Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Supervalu Inc.	7/16/2013	868536103	SVU

Vote	Management Recommended Vote	Proposal	Propose by issuer or

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		shareholder	
For	For	1A-ELECTION OF DIRECTOR: DONALD R. CHAPPEL	Issuer
For	For	1B-ELECTION OF DIRECTOR: IRWIN S. COHEN	Issuer
For	For	1C-ELECTION OF DIRECTOR: PHILIP L. FRANCIS	Issuer
For	For	1D-ELECTION OF DIRECTOR: ROBERT G. MILLER	Issuer
For	For	1E-ELECTION OF DIRECTOR: MARK A. NEPORENT	Issuer
For	For	1F-ELECTION OF DIRECTOR: MATTHEW E. RUBEL	Issuer
For	For	1H-ELECTION OF DIRECTOR: WAYNE C. SALES	Issuer
For	For	1H-ELECTION OF DIRECTOR: JOHN T. STANDLEY	Issuer
For	For	1I-ELECTION OF DIRECTOR: LENARD TESSLER	Issuer
For	For	2-RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS	Issuer
Abstain	For	3-TO APPROVE, BY NON-BINDING VOTE, THE EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT	Issuer

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Blackrock Muni 2018 Term Trust-W7	7/30/2013	09248C205	BPK APRS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For		Issuer

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1-Directors: 01-Richard E. Cavanagh,  
 02-Kathleen F. Feldstein, 03-Henry  
 Gabbay,  
 04-Jerrold B. Harris

Name of Fund: Special Opportunities Fund, Inc. (SPE)

Period: July 1, 2012 - June 30,2013

Company Name	Meeting Date	CUSIP	Ticker
Blackrock CA Muni 2018 Term Trust-M7	7/30/2013	09249C204	BJZ APRS

Vote	Management Recommended Vote	Proposal	Propose by issuer or shareholder
For	For	1-Directors: 01-Richard E. Cavanagh, 02-Kathleen F. Feldstein, 03-Henry Gabbay, 04-Jerrold B. Harris	Issuer

SIGNATURES

Pursuant to the requirements of 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 08/07/2013

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