

SPECIAL OPPORTUNITIES FUND, INC.

Form N-PX

July 23, 2014

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

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

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

Date of fiscal year end: December 31, 2014

Date of reporting period: July 1, 2013 – June 30, 2014

Item 1. Proxy Voting Record.

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------------|--------------|-----------|--------|
| Clough Global Opportunities FD | 7/15/2013 | 18914E108 | GLO |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|--|----------------------------------|
| Withhold All | For | 1-Directors: 01-Adam D. Crescenzi,02-Jerry G. Rutledge,03-Vincent W. Versaci | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------------|--------------|-----------|--------|
| Clough Global Equity Fund | 7/15/2013 | 18914C100 | GLQ |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|--|----------------------------------|
| Withhold All | For | 1-Directors: 01-Robert L. Butler,02-James E. Canty. Rutledge,03-Richard C. Rantzow,04-Vincent W. Versaci | 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 shareholder |
|------|-----------------------------|--|----------------------------------|
| For | For | 1A-ELECTION OF DIRECTOR: DONALD R. CHAPPEL | Issuer |
| For | For | 1B-ELECTION OF DIRECTOR: IRWIN S. COHEN | Issuer |

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| | | | |
|---------|-----|---|--------|
| 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, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|--|--------------|--------------|---------|
| Impax Asian Environmental Markets PLC | 7/23/2013 | GB00B4M5KX38 | IAEM LN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|--------------------------------|--|-------------------------------------|
| For | For | 1-That: (A) With effect from the date (the "Admission Date") on which the admission of the Reclassified Shares to the Official List of the UK Listing Authority becomes effective, but subject always to paragraph (E) of this Resolution, each of the Shares i CONTD been laid before the meeting and signed for the | Issuer |

purpose of identification by the Chairman of the meeting. (B) For the purpose of this special resolution: (i) to the extent that holders of Shares shall have validly elected (or shall be deemed to have

CONTD by this special resolution. (D) The Articles of Association of the Company be and are hereby amended by inserting the following new Article as Article 8A: "8A.1 The definitions contained in the Company's circular to shareholders dated 4 July 2013 (t

CONTD under Article 8A.2(iii) below, on a winding-up of the Company for the purpose of reconstruction by means of the Scheme as described in the Circular the rights of holders of Shares with B Rights, notwithstanding anything to the contrary in the Articl

CONTD attaching to Shares under these Articles, and the Articles of Association shall be construed accordingly." (E) In the event that a resolution for the voluntary winding-up of the Company and the appointment of liquidators to be proposed at a general

CONTD Article 8A shall cease to have effect. (G) This special resolution shall operate by way of such further amendments to the Articles of Association as may be necessary to give effect hereto. (H) The definitions contained in the Circular have the same

For

For

2-That: Subject to: (i) the passing of resolution 1 above at this meeting (or at any adjournment hereof); (ii) the Scheme becoming unconditional in accordance with its terms on or prior to 30 September 2013; and (iii) the passing at a general meeting of t

Issuer

CONTD purpose of identification by the Chairman of the meeting, be and is hereby approved and the liquidators of the Company, when appointed, (jointly and severally the "Liquidators") be and hereby are authorised to implement the Scheme and to execute any

CONTD and signed for the purposes of identification by the Chairman with such amendments as the parties thereto may from time to time agree; (ii) to request that, in accordance with the Scheme, IAEMI issue and distribute IAEMI Shares to the holders of Sha

CONTD as new Article as Article 150A: "Notwithstanding the provisions of these Articles, upon the winding-up of the Company in connection with the scheme (the "Scheme") set out in Part IV of the circular dated 4 July 2013 to members of the Company (the "C

CONTD (D) This special resolution shall operate by way of such further amendments to the Articles of Association as may be necessary to give effect hereto. (E) The definitions contained in the Circular have the same meanings in this special resolution

For

For

3-That: Subject to: (i) the passing of resolutions 1 and 2 above at this meeting (or at any adjournment hereof); (ii) the Scheme becoming unconditional in accordance with its terms on or prior to 30 September 2013; and (iii) the passing at a general meeti

Issuer

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

Period: July 1, 2012 - June 30,2013

Company Name

Meeting Date

CUSIP

Ticker

7/30/2013

09248C205

BPK APRS

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Blackrock Muni 2018 Term
Trust-W7

| 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 |

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 |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------------|--------------|-----------|--------|
| Gladstone Investment Corp. | 8/8/2013 | 376546107 | GAIN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|--------------------------------|--|-------------------------------------|
| Withhold all | For | 1-Directors: 01-Paul W. Adelgrein,02-David Gladstone, 03-John H. Outland | Issuer |
| Against | For | 2-TO APPROVE A PROPOSAL TO AUTHORIZE US, WITH THE APPROVAL OF OUR BOARD OF DIRECTORS (THE "BOARD"), TO ISSUE AND SELL SHARES OF OUR COMMON STOCK (DURING THE NEXT 12 MONTHS) AT A | Issuer |

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PRICE BELOW ITS THEN
CURRENT NET ASSET VALUE
PER SHARE, SUBJECT TO
CERTAIN LI

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|--------------------|--------------|--------------|--------|
| Invesco Asia Trust | 8/8/2013 | GB0004535307 | IAT LN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|--------------------------------|---|-------------------------------------|
| For | For | 1-To make market purchases of ordinary shares in the capital of the Company | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|--------------------|--------------|--------------|--------|
| Invesco Asia Trust | 8/8/2013 | GB0004535307 | IAT LN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|--------------------------------|--|-------------------------------------|
| For | For | 1-To receive the Report of the Directors' and Financial Statements for the year ended 30 April 2013 | Issuer |
| For | For | 2-To declare a final dividend as recommended | Issuer |
| For | For | 3-To approve the Directors' Remuneration Report | Issuer |
| For | For | 4-To re-elect James Robinson as a Director of the Company | Issuer |
| For | For | 5-To elect Owen Jonathan as a Director of the Company | Issuer |
| For | For | 6-To re-appoint the Auditor and authorise the Directors to determine their remuneration | Issuer |
| For | For | 7-To release the Directors from their obligation to hold a | Issuer |

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| | | | |
|-----|-----|--|--------|
| | | continuation vote in 2014 | |
| For | For | 8-To authorise the Directors to allot securities | Issuer |
| For | For | 9-To authorise the Directors to allot securities disapplying statutory pre-emption rights | Issuer |
| For | For | 10-To authorise the Directors to buy back up to 14.99 per cent of the Company's issued ordinary shares | Issuer |
| For | For | 11-That the period of notice required for general meetings of the Company (other than AGMs) shall not be less than 14 days | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|---|--------------|-----------|--------|
| Eaton Vance Tax-Mangd Glb Div Eq Inc Fd | 8/23/2013 | 27829F108 | EXG |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|---|----------------------------------|
| For | For | 1-Directors: 01-Scott E. Eston,02-Benjamin C. Esty, 03-Th0mas E. Faust,04-Allen R. Freedman | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------|--------------|-----------|--------|
| Liberty All-star Equity Fund | 8/29/2013 | 530158104 | USA |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|-----------------------------|---|----------------------------------|
| For all | For | Directors 1) Richard w. Lowry,2)John J. Neuhauser,3) Richard C. Rantzow | Issuer |

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

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Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------|--------------|-----------|--------|
| Royce Value Trust Inc. | 9/5/2013 | 780910105 | RVT |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|--|----------------------------------|
| For | For | 1-TO CONSIDER AND VOTE UPON A PROPOSAL TO CONTRIBUTE APPROXIMATELY \$100 MILLION OF ROYCE VALUE TRUST, INC.'S ("VALUE TRUST") ASSETS TO ROYCE GLOBAL VALUE TRUST, INC., A NEWLY-ORGANIZED, DIVERSIFIED, CLOSED-END MANAGEMENT INVESTMENT COMPANY, AND TO DISTRIB | Issuer |
| For | For | 2-TO CONSIDER AND VOTE UPON A PROPOSAL TO AMEND AN INVESTMENT RESTRICTION OF VALUE TRUST, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------|--------------|-----------|--------|
| OXFORD LANE CAPITAL CORP | 9/12/2013 | 691543300 | OLXCO |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|-----------------------------|--|----------------------------------|
| For all | For | Directors 1) JONATHAN H. COHEN,2)MARK J. ASHENFELTER | Issuer |

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

Period: July 1, 2013 - June 30,2014

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| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------|--------------|-----------|--------|
| OXFORD LANE CAPITAL CORP | 9/12/2013 | 691543201 | OXLCP |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|-----------------------------|--|----------------------------------|
| For all | For | Directors 1) JONATHAN H. COHEN,2)MARK J. ASHENFELTER | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------------|--------------|-----------|----------|
| Putnam Managed Muni Inc. Pfd Ser C | 9/19/2013 | 746823400 | PMM ARPS |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|---|----------------------------------|
| abstain | For | 1A. - Fixing the number of trustees at 14 | Issuer |
| withhold all | For | Directors 1B - 01-Liaquat Ahamed,02-Ravi Akhoury,03-Barbara M. Baumann,04-Jameson A. Baxter,05-Charles B. Curtis,06-Robert J. Darretta,07-Katinka Domotorffy,08-John A. Hill,09-Paul L. Joskow,10-Kenneth R. Leibler,11-Robert E. Patterson,12-George Putnam,II | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------|--------------|-----------|--------|
| Royce Value Trust Inc. | 9/25/2013 | 780910105 | RVT |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|----------|----------------------------------|
| | | | |

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| | | | |
|---------|-----|---|--------|
| For all | For | Directors 1) W.Whitney George,2)Athur S. Mehlman,3) Patricia W. Chadwick,4) Davis L. Meister | Issuer |
|---------|-----|---|--------|

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

Period: July 1, 2013 - June 30,2014

| | | | |
|-----------------------|--------------|-----------|--------|
| Company Name | Meeting Date | CUSIP | Ticker |
| Royce Micro-Cap Trust | 9/25/2013 | 780915104 | RMT |

| | | | |
|---------|--------------------------------|---|-------------------------------------|
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| For all | For | Directors 1) W.Whitney George,2)Athur S. Mehlman,3) Patricia W. Chadwick,4) Davis L. Meister | Issuer |

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

Period: July 1, 2013 - June 30,2014

| | | | |
|---------------------------|--------------|-----------|--------|
| Company Name | Meeting Date | CUSIP | Ticker |
| Single Touch Systems Inc. | 9/25/2013 | 82932T107 | SITO |

| | | | |
|---------|--------------------------------|---|-------------------------------------|
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| For all | For | Directors 1) ANTHONY MACALUSO,2)JAMES ORSINI,3) STUART R. LEVINE,4) JAMES L. NELSON,5) STEPHEN D. BAKSA,6) PETER D.HOLDEN,7) JONATHAN E. SANDELMAN | Issuer |

| | | | |
|-----|-----|--|--------|
| For | For | 2-TO RATIFY THE APPOINTMENT OF L.L.BRADFORD & COMPANY, LLC AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2013. | Issuer |
|-----|-----|--|--------|

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| | | | |
|---------|---------|--|--------|
| For | For | 3-THE APPROVAL OF AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE COMPANY'S AUTHORIZED SHARES OF COMMON STOCK FROM 200,000,000 TO 300,000,000. | Issuer |
| For | For | 4-THE APPROVAL OF THE COMPENSATION DISCLOSED IN THE PROXY STATEMENT OF THE COMPANY'S EXECUTIVE OFFICERS WHO ARE NAMED IN THE PROXY STATEMENT'S SUMMARY COMPENSATION TABLE. | Issuer |
| 3 Years | 3 Years | FREQUENCY OF ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION. | Issuer |

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

Period: July 1, 2013 - June 30,2014

| | | | |
|--------------|--------------|-----------|--------|
| Company Name | Meeting Date | CUSIP | Ticker |
| Box Ships | 10/23/2013 | Y09675102 | TEU |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|----------|-----------------------------|--|----------------------------------|
| Withhold | For | Director 1) DIMITAR TODOROV | Issuer |
| For | For | TO RATIFY THE APPOINTMENT OF DELOITTE HADJIPAVLOU SOFIANOS & CAMBANIS S.A. AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2013. | Issuer |
| Abstain | For | TO RATIFY THE COMPANY'S EXECUTION AND DELIVERY, AND APPROVE THE COMPANY'S PERFORMANCE, OF A CORPORATE GUARANTEE IN CONNECTION WITH THE | Issuer |

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GUARANTEE OF A LOAN OF
UP TO \$69.0 MILLION, MADE
BETWEEN IRISES SHIPPING
LTD. AND NEREUS
NAVIGATION LTD., TWO
WHOLLY-OWN

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|------------------------------|--------------|--------------|--------|
| Juridica Investments Limited | 11/14/2013 | GG00B29LSW52 | JIL LN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|--|----------------------------------|
| For | For | That the Company be voluntarily wound up | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|----------------------------|--------------|--------------|--------|
| Marwyn Value Investors LTD | 11/19/2013 | KYG5897M1096 | MVI LN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|--|----------------------------------|
| For | For | That, the proposals set out in the circular to shareholders dated 1 November 2013 be and are hereby approved | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------------|--------------|-----------|--------|
| MEDWORTH ACQUISITION CORP | 11/26/2013 | 58508R105 | MWRX |

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

TO AMEND THE COMPANY'S
 AMENDED AND RESTATED
 CERTIFICATE OF
 INCORPORATION TO
 CHANGE THE COMPANY'S
 NAME TO MERGEWORTHRX
 CORP.

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|-------------------------------------|--------------|-----------|--------|
| MILLENNIUM INDIA ACQUISITION CO. | 12/12/2013 | 60039Q101 | SMCG |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|--------------------------------|--|-------------------------------------|
| For | For | Directors 1) DAVID H. LESSER 2) ARUN MITTAL 3) HABIB YUNUS 4) DIONISIO D'AGUILAR 5) JESSE DERRIS 6) F. JACOB CHERIAN 7) SUHEL KANUGA | Issuer |
| For | For | 2-TO APPROVE THE AMENDMENT OF FUNDAMENTAL INVESTMENT RESTRICTION NO. 5, CURRENTLY APPLICABLE TO THE COMPANY, TO REMOVE THE REQUIREMENT THAT THE COMPANY INVEST MORE THAN 25% OF ITS TOTAL ASSETS IN ONE OR MORE BUSINESSES THAT HAVE OPERATIONS PRIMARILY IN IN | Issuer |
| For | For | 3-TO APPROVE THE AMENDMENT OF FUNDAMENTAL INVESTMENT RESTRICTION NO. 5, CURRENTLY APPLICABLE TO THE COMPANY, TO ADD THE REQUIREMENT THAT THE COMPANY INVEST MORE | Issuer |

| | | | | |
|-----|-----|---|--|--|
| | | | THAN 25% OF ITS TOTAL ASSETS IN ONE OR MORE ENERGY INFRASTRUCTURE ASSETS OR BUSINESSES OR ALTE | |
| For | For | 4 - TO APPROVE THE REDUCTION OF THE NUMBER OF SHARES OF AUTHORIZED CAPITAL STOCK OF THE COMPANY FROM 45,005,000 TO 12,005,000. | Issuer | |
| For | For | 5 - TO APPROVE ONE OR MORE ADJOURNMENTS OF THE MEETING, AS NECESSARY AND APPROPRIATE, INCLUDING IN ORDER TO PERMIT THE FURTHER SOLICITATION OF PROXIES IN FAVOR OF PROPOSALS 2, 3 AND 4, ABOVE. | Issuer | |
| For | For | 6 - TO RATIFY THE BOARD'S SELECTION OF COHNREZNICK LLP AS INDEPENDENT AUDITORS OF THE COMPANY. | Issuer | |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------|--------------|-----------|--------|
| WHEELER REAL ESTATES | 12/20/2013 | 963025101 | WHLR |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|---|----------------------------------|
| For | For | 1-DIRECTOR 1) JON S. WHEELER 2) SANJAY MADHU 3) CARL B. MCGOWAN, JR. 4) DAVID KELLY 5) CHRISTOPHER J. ETTTEL 6) WILLIAM W. KING 7) JEFFREY ZWERDLING 8) ANN L. MCKINNEY | Issuer |
| For | For | 2-TO RATIFY THE APPOINTMENT OF CHERRY | Issuer |

BEKAERT LLP AS
 INDEPENDENT REGISTERED
 PUBLIC ACCOUNTING FIRM
 FOR THE FISCAL YEAR
 ENDED DECEMBER 31, 2013.

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------------------|--------------|-----------|--------|
| GYRODYNE COMPANY OF AMERICA, INC | 12/27/2013 | 403820103 | GYRO |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|--|----------------------------------|
| For | For | 1-DIRECTOR 1) RONALD J. MACKLIN 2) PHILIP F. PALMEDO | Issuer |
| For | For | 2-TO APPROVE, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT | Issuer |
| For | For | 3-TO DETERMINE, BY A NON-BINDING ADVISORY VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS | Issuer |
| For | For | 4-TO RATIFY THE ENGAGEMENT OF BAKER TILLY VIRCHOW KRAUSE, LLP (SUCCESSOR TO HOLTZ RUBENSTEIN REMINICK LLP) AS INDEPENDENT ACCOUNTANTS OF THE COMPANY AND ITS SUBSIDIARIES FOR THE 2013 FISCAL YEAR | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

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| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------|--------------|-----------|--------|
| ELLSWORTH FUND LTD | 1/17/2014 | 289074106 | ECF |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|---|----------------------------------|
| For | For | 1-DIRECTOR 1) THOMAS H. DINSMORE 2) DANIEL D. HARDING | Issuer |
| For | For | 2-PROPOSAL TO RATIFY SELECTION OF ACCOUNTANTS. | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|-----------------------|--------------|-----------|--------|
| ASIA TIGER FUND, INC. | 2/3/2014 | 04516T105 | GRR |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|-----------------------------|---|----------------------------------|
| AGAINST | FOR | 1-TO ELIMINATE THE FUNDAMENTAL POLICY GOVERNING THE FUND'S SEMI-ANNUAL REPURCHASE OFFERS. | ISSUER |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------|--------------|-----------|--------|
| The India Fund, Inc. | 2/3/2014 | 454089103 | IFN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|-----------------------------|---|----------------------------------|
| AGAINST | FOR | 1-TO ELIMINATE THE FUNDAMENTAL POLICY GOVERNING THE FUND'S SEMI-ANNUAL REPURCHASE OFFERS. | ISSUER |

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

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Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|---|--------------|--------------|---------|
| Blackrock New Energy Investment Trust OLC, London | 2/6/2014 | GB0009737932 | BRNE 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 October 2013, together with the report of the auditor thereon | Issuer |
| For | For | 2-To approve the Directors' Remuneration Report for the year ended 31 October 2013 excluding the Remuneration Policy of the Company | Issuer |
| For | For | 3-To approve the Remuneration Policy of the Company as set out in the policy table of the Directors' Remuneration Report | Issuer |
| For | For | 4-To re-elect Mr Batey as a Director | Issuer |
| For | For | 5-To re-elect Mr O'Hare as a director | Issuer |
| For | For | 6-To re-elect Dr Roberts as a director | Issuer |
| For | For | 7-To re-elect Professor Skea as a director | Issuer |
| For | For | 8-To re-appoint Ernst and Young LLP as auditor to the Company | Issuer |
| For | For | 9-To authorise the Directors to determine the auditor's remuneration | Issuer |
| For | For | 10-To grant the Directors authority to allot shares | Issuer |
| For | For | 11-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 | 12-To authorise the Directors to purchase the Company's ordinary | Issuer |

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| | | | |
|-----|-----|---|--------|
| | | shares for cancellation or to be held in treasury | |
| For | For | 13-To authorise the Directors to purchase the Company's subscription shares for cancellation | Issuer |
| For | For | 1- To reclassify the shares, approve the Scheme and approve amendments to the Articles of Association | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------|--------------|-----------|--------|
| Chart Acquisition Corp | 2/10/2014 | 161151105 | CACG |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|-----------------------------|---|----------------------------------|
| For | For | 1-DIRECTOR 1) Governor T.J. Ridge 2) Senator J.R. Kerrey 3) Mael D. Medina | Issuer |
| For | For | RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF ROTHSTEIN KASS TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 | Issuer |
| For | For | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Issuer |
| 3 Years | 3 Years | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------------------|--------------|-----------|--------|
| Chart Acquisition Corp Warrants | 2/10/2014 | 161151113 | CACGW |

| Vote | Management | Proposal | Propose by issuer or |
|------|------------|----------|----------------------|
|------|------------|----------|----------------------|

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| | Recommended Vote | | shareholder |
|---------|------------------|---|-------------|
| For | For | 1-DIRECTOR 1) Governor T.J. Ridge 2) Senator J.R. Kerrey 3) Mael D. Medina | Issuer |
| For | For | RATIFICATION OF THE SELECTION BY THE AUDIT COMMITTEE OF ROTHSTEIN KASS TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2013 | Issuer |
| For | For | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Issuer |
| 3 Years | 3 Years | ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|---|--------------|--------------|---------|
| Blackrock New Energy Investment Trust OLC, London | 2/14/2014 | GB0009737932 | BRNE LN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|---|----------------------------------|
| For | For | 1-To wind up the Company and appoint the liquidators. | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|--------------|--------------|--------------|--------|
| Zedi Inc NPV | 2/18/2014 | CA9892151080 | ZED CN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|---|----------------------------------|
| For | For | 1-THE SPECIAL RESOLUTION, THE FULL TEXT OF WHICH IS SET FORTH IN APPENDIX "A" TO THE ACCOMPANYING | Issuer |

MANAGEMENT
 INFORMATION CIRCULAR OF
 ZEDI INC. (THE "CIRCULAR"),
 TO APPROVE A PLAN OF
 ARRANGEMENT PURSUANT
 TO SECTION 193 OF THE
 BUSINESS CORPORATIONS
 ACT (ALB

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------------|--------------|-----------|----------|
| Putnam Managed Muni Inc. Pfd Ser C | 2/27/2014 | 746922400 | PMO ARPS |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|-----------------------------|--|----------------------------------|
| Against | For | 1- Approving a new management contract for your fund | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------------|--------------|-----------|----------|
| Putnam Managed Muni Inc. Pfd Ser C | 2/27/2014 | 746823400 | PMM ARPS |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|-----------------------------|--|----------------------------------|
| Against | For | 1- Approving a new management contract for your fund | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------------|--------------|-----------|--------|
| Central Securities Corporation | 3/19/2014 | 155123102 | CET |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|----------|----------------------------------|
| | | | |

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| | | | |
|-----|-----|---|--------|
| For | For | 1-DIRECTOR 1) L.Price Blackford 2) Simms C. Browning 3) Donald G Calder 4) David C Colander 5) Jay R Inglis 6) Wilmot H Kidd 7) C Carter Walker, Jr. | Issuer |
|-----|-----|---|--------|

| | | | |
|-----|-----|--|--------|
| For | For | APPROVAL OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Issuer |
|-----|-----|--|--------|

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------|--------------|-----------|--------|
| Aberdeen Israel Fund | 3/27/2014 | 00301L109 | ISL |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|----------|--------------------------------|---|-------------------------------------|
| Withhold | For | 1-DIRECTOR 1) James J. Cattano 2) Stever Rappaport | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|-----------------------|--------------|-----------|--------|
| Adams Express Company | 4/10/2014 | 006212104 | ADX |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|----------|--------------------------------|--|-------------------------------------|
| Withhold | For | 1-DIRECTOR 1) Enrique R. Arzac 2) Phyllis O. Bonanno 3) Kenneth J. Dale 4) Frederic A. Escherich 5) Roger W. Gale 6) Kathleen T. McGahran 7) Craig R. Smith 8) 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, 2013 - June 30,2014

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| Company Name | Meeting Date | CUSIP | Ticker |
|-----------------------|------------------------------------|---|---|
| Tri-Continental Corp. | 4/11/2014 | 895436103 | TY |
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| Withhold | For | 1-DIRECTOR 1) William P. Carmichael 2) Patricia M. Flynn 3) Stephen R. Lewis, JR. 4) Catherine James Paglia | Issuer |
| For | For | 2- To ratify the selection of Pricewaterhousecoopers LLP as the Corporation's independent registered Public Accounting fir. | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------------|------------------------------------|--|---|
| General American Investors Company | 4/16/2014 | 368802104 | GAM |
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| Withhold | For | 1-DIRECTOR 1) Scott E. Eston 2) Thomas E. Faust 3) Allen R. Freeman 4) Valerie A. Mosley | Issuer |
| Against | For | 2- RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS AUDITORS. | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------------|------------------------------------|-------------------------|---|
| Collabrium Japan Acquisition Corp. | 4/21/2014 | G2266G102 | JACQ |
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| For | For | 1- TO CONSIDER AND VOTE | Issuer |

UPON AN AMENDMENT TO
THE COMPANY'S
MEMORANDUM AND
ARTICLES OF ASSOCIATION
TO EXTEND THE DATE BY
WHICH THE COMPANY
MUST CONSUMMATE ITS
INITIAL BUSINESS
COMBINATION FROM April
24, 2014 to August 24, 2014

| | | | |
|-----|-----|---|--------|
| For | For | 2- TO CONSIDER AND VOTE UPON AN AMENDMENT TO THE INVESTMENT MANAGEMENT TRUST AGREEMENT (THE "IMTA"), BY AND BETWEEN THE COMPANY AND CONTINENTAL STOCK TRANSFER & TRUST COMPANY ENTERED INTO AT THE TIME OF THE COMPANY'S INITIAL PUBLIC OFFERING (THE "IPO") GO | Issuer |
|-----|-----|---|--------|

Name of Fund: Special Opportunities Fund, Inc. (SPE)
Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------------|--------------|-----------|--------|
| EV Risk-Managed Div Equity | 4/24/2014 | 27829G106 | ETJ |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|--------------------------------|--|-------------------------------------|
| For | For | 1-DIRECTOR 1) Scott E. Eston 2) Thomas E. Faust 3) Allen R. Freeman 4) Valerie A. Mosley | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------------------------|--------------|-----------|--------|
| Western Asset Inflation Mgmt. Fund | 4/25/2014 | 95766U107 | IMF |

| Vote | Management | Proposal | Propose by issuer or |
|------|------------|----------|----------------------|
|------|------------|----------|----------------------|

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| | Recommended Vote | | shareholder |
|-----|------------------|---|-------------|
| For | For | 1-DIRECTOR 1)Eileen A. Kamerick 2) Dr. Riordan Roett 3) Jeswald W. Salacuse, JR. 4) Kenneth D. Fuller | Issuer |
| For | For | 2- THE LIQUIDATION AND DISSOLUTION OF THE FUND PURSUANT TO THE PLAN OF LIQUIDATION AND DISSOLUTION ADOPTED BY THE BOARD OF DIRECTORS OF THE FUND. | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------------|--------------|-----------|----------|
| Putnam Managed Muni Inc. Pfd Ser C | 4/25/2014 | 746823400 | PMM ARPS |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|--|----------------------------------|
| Against | For | 1A-FIXING THE NUMBER OF TRUSTEES AT 14. | Issuer |
| Withhold All | For | 1B.-1-Director 1)LIAQUAT AHAMED, 2) RAVI AKHOURY , 3)BARBARA M. BAUMANN, 4)JAMESON A. BAXTER, 5)CHARLES B. CURTIS, 6) ROBERT J. DARRETTA, 7)KATINKA DOMOTORFFY, 8)JOHN A. HILL, 9) PAUL L. JOSKOW, 10) KENNETH R. LEIBLER, 11) ROBERT E. PATTERSON, 12) GEORGE | Issuer |
| Against | For | 3A.-APPROVING AN AMENDED AND RESTATED DECLARATION OF TRUST FOR YOUR FUND: QUORUM REQUIREMENT FOR SHAREHOLDER MEETINGS. | Issuer |
| Against | For | 3B.-APPROVING AN AMENDED AND RESTATED DECLARATION OF TRUST FOR YOUR FUND: OTHER CHANGES. | Issuer |

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| | | | |
|---------|-----|--|--------|
| Against | For | 4-APPROVING AN AMENDMENT TO YOUR FUND'S DECLARATION OF TRUST - ELIMINATING MANDATORY SHAREHOLDER VOTES FOR CONVERSION TO AN OPEN-END INVESTMENT COMPANY. | Issuer |
|---------|-----|--|--------|

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

Period: July 1, 2013 - June 30,2014

| | | | |
|------------------------------------|--------------|-----------|----------|
| Company Name | Meeting Date | CUSIP | Ticker |
| Putnam Managed Muni Inc. Pfd Ser C | 4/25/2014 | 746922400 | PMO ARPS |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|--|----------------------------------|
| Against | For | 1A-FIXING THE NUMBER OF TRUSTEES AT 14. | Issuer |
| Withhold All | For | 1B.-1-Director 1)LIAQUAT AHAMED, 2) RAVI AKHOURY , 3)BARBARA M. BAUMANN, 4)JAMESON A. BAXTER, 5)CHARLES B. CURTIS, 6) ROBERT J. DARRETTA, 7)KATINKA DOMOTORFFY, 8)JOHN A. HILL, 9) PAUL L. JOSKOW, 10) KENNETH R. LEIBLER, 11) ROBERT E. PATTERSON, 12) GEORGE | Issuer |
| Against | For | 3A.-APPROVING AN AMENDED AND RESTATED DECLARATION OF TRUST FOR YOUR FUND: QUORUM REQUIREMENT FOR SHAREHOLDER MEETINGS. | Issuer |
| Against | For | 3B.-APPROVING AN AMENDED AND RESTATED DECLARATION OF TRUST FOR YOUR FUND: OTHER CHANGES. | Issuer |

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

Period: July 1, 2013 - June 30,2014

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| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------------------------|-----------------------------|--|----------------------------------|
| Western Asset Premier BD FD Pfd Ser M | 4/30/2014 | 957664204 | WEA APRS |
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| For | For | 1.A-TO APPROVE AN AMENDMENT TO THE FUND'S BYLAWS THAT AUTHORIZE THE FUND TO BORROW MONEY UNDER THE CONDITIONS SET FORTH IN THE PROPOSED AMENDMENT. | Issuer |
| For | For | 2.B-TO APPROVE AN AMENDMENT TO THE FUND'S BYLAWS THAT CHANGE THE DEFINITION OF THE TERM "LIEN" TO EXCLUDE LIENS RELATED TO BORROWINGS DESCRIBED IN PROPOSAL 1.A. | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|--|-----------------------------|------------------------------------|----------------------------------|
| Stewart Information Services Corporation | 5/2/2014 | 860372101 | STC |
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| For | For | 1-Director 1) ARNAUD AJDLER | Issuer |
| For | For | 1-Director 2) GLENN C. CHRISTENSON | Issuer |
| Withhold | For | 1-Director 3) ROBERT L. CLARKE | Issuer |
| Withhold | For | 1-Director 4) LAURIE C. MOORE | Issuer |
| Withhold | For | 1-Director 5) DR. W. ARTHUR PORTER | Issuer |

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| | | | |
|---------|-----|---|--------|
| Against | For | 2-ADVISORY APPROVAL REGARDING THE COMPENSATION OF STEWART INFORMATION SERVICES CORPORATION'S NAMED EXECUTIVE OFFICERS (SAY-ON-PAY). | Issuer |
| For | For | 3-RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS STEWART INFORMATION SERVICES CORPORATION'S INDEPENDENT AUDITORS FOR 2014. | Issuer |
| Against | For | 4-APPROVAL OF THE STEWART INFORMATION SERVICES CORPORATION 2014 LONG TERM INCENTIVE PLAN. | Issuer |
| Against | For | 5-APPROVAL OF THE STEWART INFORMATION SERVICES CORPORATION ANNUAL BONUS PLAN. | Issuer |
| Against | For | 6-APPROVAL OF AN AMENDMENT TO THE STEWART INFORMATION SERVICES CORPORATION AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE CUMULATIVE VOTING IN ORDER TO ADOPT A MAJORITY VOTING STANDARD. | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------|--------------|-----------|--------|
| Gladstone Land Corp. | 5/8/2014 | 376549101 | LAND |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|---|----------------------------------|
| Withhold All | For | 1-DIRECTOR 1)DAVID GLADSTONE 2) PAUL W. ADELGREN 3) JOHN H. OUTLAND | Issuer |

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| | | | |
|-----|-----|--|--------|
| For | For | 2-TO RATIFY OUR AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2014. | Issuer |
|-----|-----|--|--------|

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

Period: July 1, 2013 - June 30,2014

| | | | |
|---------------------------------------|--------------|-----------|--------|
| Company Name | Meeting Date | CUSIP | Ticker |
| Preferred Apartment Communities, Inc. | 5/8/2014 | 74039L103 | APTS |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|---|----------------------------------|
| Withhold All | For | 1-Director 1) John A. Williams, 2)Leonard A. Silverstein, 3)Steve Bartkowski, 4)Gary B. Coursey, 5)Daniel M. Dupree, 6)Howard A. Mclure, 7)Timothy A. Peterson, 8)William J. Gresham, Jr. | Issuer |
| For | For | 2-Approval of the articles of amendment to the Company's charter | Issuer |
| For | For | 3-Ratification of the selection of Pricewaterhousecoopers LLP as our independent registered public accounting firm for 2014 | Issuer |

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

Period: July 1, 2013 - June 30,2014

| | | | |
|------------------------------------|--------------|-----------|--------|
| Company Name | Meeting Date | CUSIP | Ticker |
| Gabelli Global Utility & Income TR | 5/12/2014 | 36242L105 | GLU |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|----------------------------------|----------------------------------|
| For | For | 1-Director 1) Salvatore J. Zizza | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------------------|--------------|-----------|--------|
| The Zweig Total Return Fund, Inc | 5/13/2014 | 989837208 | ZTR |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|--|----------------------------------|
| Withhold All | For | 1-Director 1) R. KEITH WALTON , 2) BRIAN T. ZINO | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------------|--------------|-----------|--------|
| Independence Realty Trust, Inc | 5/14/2014 | 45378A106 | IRT |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|---|----------------------------------|
| Withhold All | For | 1.1-ELECTION OF DIRECTOR: SCOTT F. SCHAEFFER | Issuer |
| Withhold All | For | 1.2-ELECTION OF DIRECTOR: WILLIAM C. DUNKELBERG | Issuer |
| Withhold All | For | 1.3-ELECTION OF DIRECTOR: ROBERT F. MCCADDEN | Issuer |
| Withhold All | For | 1.4-ELECTION OF DIRECTOR: DEFOREST B. SOARIES, JR. | Issuer |
| For | For | 2-PROPOSAL TO APPROVE THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 FISCAL YEAR | Issuer |
| Abstain | For | 3-RESOLVED, THAT IRT'S STOCKHOLDERS APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE NAMED EXECUTIVES, AS DISCLOSED IN IRT'S PROXY STATEMENT FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS PURSUANT | Issuer |

TO THE COMPENSATION
DISCLOSURE RULES OF THE
SECURITIES

| | | | |
|--------|---------|---|--------|
| 1 Year | 3 Years | 4RESOLVED, THAT THE STOCKHOLDERS DETERMINE, ON AN ADVISORY BASIS, WHETHER THE PREFERRED FREQUENCY OF AN ADVISORY VOTE ON THE EXECUTIVE COMPENSATION OF IRT'S NAMED EXECUTIVES AS SET FORTH IN IRT'S PROXY STATEMENT SHOULD BE EVERY YEAR, EVERY TWO YEARS, OR E | Issuer |
|--------|---------|---|--------|

Name of Fund: Special Opportunities Fund, Inc. (SPE)
Period: July 1, 2013 - June 30,2014

| | | | |
|--------------------------|--------------|--------------|---------|
| Company Name | Meeting Date | ISIN | Ticker |
| ARC Capital Holdings LTD | 5/16/2014 | KYG0450H1002 | ARCH LN |

| | | | |
|------|--------------------------------|---|-------------------------------------|
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| For | For | 1- ORINARY RESOLUTION THAT THE PROPOSED SALE OF FORTRESS GROUP LIMITED ON THE TERMS AS SET OUT IN THE CIRCULAR TO SHAREHOLDERS DATED 25 APRIL 2014 BE APPROVED. | Issuer |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
Period: July 1, 2013 - June 30,2014

| | | | |
|--------------------------------|--------------|-----------|--------|
| Company Name | Meeting Date | CUSIP | Ticker |
| Brookfield Global Listed Infra | 5/20/2014 | 11273Q109 | INF |

| | | | |
|------|--------------------------------|--|-------------------------------------|
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| For | For | 1-Director 1) Louis P. Salvatore,2) Jonathan C. Tyras | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------|--------------|-----------|--------|
| Virtus Total Return Fund | 5/20/2014 | 92829A103 | DCA |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|--|----------------------------------|
| For | For | 1-Director 1) WILLIAM R. MOYER , 2) JAMES M. OATES | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | ISIN | Ticker |
|------------------------------|--------------|--------------|----------|
| DPF India Opportunities Fund | 5/21/2014 | CA26138Y2042 | DPF-U CN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|---|----------------------------------|
| For | For | 1-THE SPECIAL RESOLUTION APPROVING THE RESTRUCTURING OF THE FUND SO THAT IT WILL BE ADMINISTERED AS AN OPEN-END MUTUAL FUND IN COMPLIANCE WITH NATIONAL INSTRUMENT 81-102 - MUTUAL FUNDS (THE FULL TEXT OF THE RESOLUTION IS ATTACHED AS SCHEDULE "A" TO THE AC | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|-------------------------------|--------------|-----------|--------|
| Anworth Mortgage Assett Corp. | 5/22/2014 | 037347101 | ANH |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|----------|----------------------------------|
| | | | |

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| | | | |
|---------|-------------------|---|-------------|
| For | For | 1-Director 1)PAUL R. DEROSA , 2) GREGORY R. DUBE, 3) KENNETH B. DUNN, 4) RONALD MASS , 5) SCOTT F. RICHARD | Shareholder |
| Against | Against | 2. ANWORTH'S PROPOSAL FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF ANWORTH'S NAMED EXECUTIVE OFFICERS. | Shareholder |
| Against | Against | 3. ANWORTH'S PROPOSAL FOR THE APPROVAL OF THE ADOPTION OF ANWORTH'S 2014 EQUITY COMPENSATION PLAN. | Shareholder |
| For | No recommendation | 4. ANWORTH'S PROPOSAL FOR THE RATIFICATION OF THE APPOINTMENT OF MCGLADREY LLP AS ANWORTH'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE ANWORTH'S FISCAL YEAR ENDING DECEMBER 31, 2014. | Shareholder |

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|---------------------------------------|--------------|-----------|--------|
| Firsthand Technology Value Fund, Inc. | 5/23/2014 | 33766Y100 | SVVC |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------------|-----------------------------|--|----------------------------------|
| Mirror voting | FOR | 1-Directors: 01-Kevin Landis,02-Kimun Lee | ISSUER |
| Mirror voting | 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, 2014. | ISSUER |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------|--------------|-----------|--------|
| American Rlty Cap Healthcare | 5/28/2014 | 02917R108 | HCT |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|----------------------|-----------------------------|----------|----------------------------------|
| NO VOTE shares sold. | | | |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|-----------------------|--------------|-----------|--------|
| Imerial Holdings, Inc | 6/5/2014 | 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 2013 COMPENSATION OF CERTAIN OF THE COMPANY'S EXECUTIVE OFFICERS. | Issuer |
| For | For | 3. TO VOTE ON THE APPROVAL OF THE ISSUANCE OF COMMON STOCK OF THE COMPANY'S 8.50% SENIOR UNSECURED CONVERTIBLE NOTES DUE 2019 IN EXCESS OF NYSE LIMITS FOR SHARES ISSUANCES WITHOUT SHAREHOLDER APPROVAL. | Issuer |
| For | For | 4. TO RATIFY THE APPOINTMENT OF GRANT | Issuer |

THORNTON LLP AS THE
COMPANY'S INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING FIRM FOR THE
FISCAL YEAR ENDING
DECEMBER 31, 2014.

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------|--------------|-----------|--------|
| The India Fund, Inc. | 6/9/2014 | 454089103 | IFN |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|--------------------------------|---|-------------------------------------|
| FOR | FOR | 1-Directors: 01- Leslie H. Gelb,02- Stephane R.F. Henry,03- Luis F. Rubio | ISSUER |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------|--------------|-----------|--------|
| WHEELER REAL ESTATES | 6/11/2014 | 963025101 | WHLR |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|--------------------------------|--|-------------------------------------|
| For | For | 1-DIRECTOR 1) JON S. WHEELER 2) SANJAY MADHU 3) CARL B. MCGOWAN, JR. 4) DAVID KELLY 5) CHRISTOPHER J. ETTTEL 6) WILLIAM W. KING 7) JEFFREY ZWERDLING 8) ANN L. MCKINNEY | Issuer |
| For | For | 2-APPROVING, FOR PURPOSES OF NASDAQ RULES SECTION 5635(B) AND SECTION 5635(D), THE COMMON STOCK PURCHASE WARRANTS ISSUED IN OUR PRIVATE PLACEMENT TRANSACTION IN DECEMBER 2013 AND JANUARY 2014. | |
| For | For | 3-TO RATIFY THE APPOINTMENT OF CHERRY | Issuer |

BEKAERT LLP AS
INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM
FOR THE FISCAL YEAR
ENDED DECEMBER 31, 2014.

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------|--------------|-----------|--------|
| ORCHID ISLAND CAPITAL INC | 6/11/2014 | 68571X103 | ORC |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|---------|--------------------------------|---|-------------------------------------|
| Abstain | FOR | 1A.ELECTION OF DIRECTOR: ROBERT E. CAULEY | ISSUER |
| Abstain | FOR | 1B.ELECTION OF DIRECTOR: G. HUNTER HAAS, IV | ISSUER |
| Abstain | FOR | 1C.ELECTION OF DIRECTOR: W COLEMAN BITTING | ISSUER |
| Abstain | FOR | 1D.ELECTION OF DIRECTOR: JOHN B. VAN HEUVELEN | ISSUER |
| Abstain | FOR | 1E.ELECTION OF DIRECTOR: FRANK P. FILIPPS | ISSUER |
| Abstain | FOR | 1F.ELECTION OF DIRECTOR: FRANK P. FILIPPS | ISSUER |
| FOR | FOR | 2-TO RATIFY THE APPOINTMENT OF BDO USA, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014. | ISSUER |
| Abstain | FOR | 3-TO APPROVE, BY A NON-BINDING VOTE, THE COMPANY'S EXECUTIVE COMPENSATION. | ISSUER |
| Abstain | 3YR | 4-TO APPROVE, BY A NON-BINDING VOTE, THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES ABOUT THE COMPANY'S EXECUTIVE | ISSUER |

COMPENSATION.

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|----------------------|--------------|-----------|--------|
| KEATING CAPITAL, INC | 6/16/2014 | 48722R106 | KIPO |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|---|----------------------------------|
| For | For | 1-DIRECTOR 1) LAURENCE W. BERGER 2) TIMOTHY J. KEATING 3) J. TAYLOR SIMONTON 4) ROBERT T. CASSATO 5) LESLIE D. MICHELSON | Issuer |
| For | For | 2-TO APPROVE A NEW INVESTMENT ADVISORY AND ADMINISTRATIVE SERVICES AGREEMENT BETWEEN THE COMPANY AND KEATING INVESTMENTS, LLC, TO TAKE EFFECT UPON A PROPOSED CHANGE OF CONTROL OF KEATING INVESTMENTS, LLC IN CONNECTION WITH THE TRANSACTION, AS DEFINED IN T | Issuer |

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

Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|------------------------------------|--------------|-----------|--------|
| Central Europe, Russia & Turkey FD | 6/19/2014 | 153436100 | CEE |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|------|-----------------------------|----------------------------------|----------------------------------|
| For | For | 1-DIRECTOR 1) AMBASSADOR R.R. | Issuer |

| | | | |
|-----|-----|---|--------|
| For | For | BURT 2) DR. FRIEDBERT H. MALT 3) MR. ROBERT H. WADSWORTH 2-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, 2014. | Issuer |
|-----|-----|---|--------|

Name of Fund: Special Opportunities Fund, Inc. (SPE)
 Period: July 1, 2013 - June 30,2014

| | | | |
|------------------------------|--------------|-----------|--------|
| Company Name | Meeting Date | CUSIP | Ticker |
| The Swiss Helvetia Fund, Inc | 6/27/2014 | 870875101 | swz |

| | | | |
|------|--------------------------------|---|-------------------------------------|
| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
| FOR | FOR | 1-Directors: 01-Richard Brealey,02- Claus Helbig,03-Samuel B Witt, III ESQ. | ISSUER |
| FOR | FOR | 2A.- WITH RESPECT TO THE PROPOSAL TO APPROVE THE INVESTMENT ADVISORY AGREEMENT BETWEEN THE FUND AND SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC. | ISSUER |
| FOR | FOR | 2B.- WITH RESPECT TO THE PROPSAL TO APPROVE THE SUB-ADVISORY AGREEMENT BETWEEN SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA INC. AND SCHRODER INVESTMENT MANAGEMENT NORTH AMERICA LIMITED. | ISSUER |

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

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Period: July 1, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|--------------------------|--------------|-----------|--------|
| EQUUS TOTAL RETURN, INC. | 6/24/2014 | 294766100 | EQS |

| Vote | Management Recommended Vote | Proposal | Propose by issuer or shareholder |
|--------------|-----------------------------|--|----------------------------------|
| Withhold all | For | 1-DIRECTOR 1) FRASER ATKINSON 2) ALESSANDRO BENEDETTI 3) RICHARD F. BERGNER 4) KENNETH I. DENOS 5) GREGORY J. FLANAGAN 6) HENRY W. HANKINSON 7) JOHN A. HARDY 8) ROBERT L. KNAUSS 9) 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, 2014. | Issuer |
| Against | For | 3-TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION PAID TO THE FUND'S EXECUTIVE OFFICERS IN 2013, 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, 2013 - June 30,2014

| Company Name | Meeting Date | CUSIP | Ticker |
|-----------------------------|--------------|-----------|--------|
| Quinpario Acquisition Corp. | 6/30/2014 | 74874R108 | QPAC |

| Vote | Management | Proposal | Propose by issuer or |
|------|------------|----------|----------------------|
|------|------------|----------|----------------------|

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| | Recommended Vote | | shareholder |
|------------------|------------------|--|-------------|
| For | For | 1-TO CONSIDER AND VOTE UPON THE BUSINESS COMBINATION PROPOSAL ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Issuer |
| For | For | 2-TO CONSIDER AND ACT UPON PROPOSAL 2 ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Issuer |
| For | For | 3-TO CONSIDER AND ACT UPON PROPOSAL 3 ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Issuer |
| For | For | 4-TO CONSIDER AND ACT UPON PROPOSAL 4 ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Issuer |
| For | For | 5-TO CONSIDER AND ACT UPON PROPOSAL 5 ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Issuer |
| For all Nominees | For all Nominees | 6- Directors 1) Edgar G. Hotard, 2) Jeffrey N. Quinn, 3) David C. Westgate | Issuer |
| For | For | 7-TO APPROVE THE NASDAQ PROPOSAL ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Issuer |
| For | For | 8-TO CONSIDER AND VOTE UPON A PROPOSAL TO APPROVE AND ADOPT THE JASON INDUSTRIES, INC. 2014 OMNIBUS INCENTIVE PLAN. | Issuer |
| For | For | 9-TO APPROVE, BY A NON-BINDING ADVISORY VOTE, THE BUSINESS COMBINATION-RELATED COMPENSATION PROPOSAL ...(DUE TO SPACE LIMITS, | Issuer |

| | | | |
|-----|------|--|--------|
| | | SEE PROXY STATEMENT FOR FULL PROPOSAL). | |
| For | For | 10-TO CONSIDER AND VOTE UPON THE ADJOURNMENT PROPOSAL ...(DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Issuer |
| For | None | A-IF YOU INTEND TO EXERCISE YOUR REDEMPTION RIGHTS PLEASE CHECK THIS BOX. MARK "FOR" = YES AND "AGAINST" OR "ABSTAIN" = NO. | Issuer |
| For | None | B-I HEREBY CERTIFY THAT I AM NOT ACTING IN CONCERT, OR AS A "GROUP", WITH ANY OTHER STOCKHOLDER IN CONNECTION WITH THE PROPOSED BUSINESS COMBINATION. MARK "FOR" = YES AND "AGAINST" OR "ABSTAIN" = NO | 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 7/22/14

* Print the name and title of each signing officer under his or her signature.
