

SPECIAL OPPORTUNITIES FUND, INC.

Form N-Q

November 29, 2011

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As filed with the Securities and Exchange Commission on November 29, 2011

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

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS 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, Esp.  
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: 12/31/2011

Date of reporting period: 9/30/2011

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## Item 1. Schedule of Investments.

Special Opportunities Fund, Inc.

Portfolio of investments - September 30, 2011 (Unaudited)

| INVESTMENT COMPANIES - 67.96%                                      | Shares    | Value        |
|--|-----------|--------------|
| Closed-End Funds - 48.83%  |           |              |
| Adams Express Company  | 276,839   | \$ 2,549,687 |
| AllianceBernstein Income Fund                                      | 111,446   | 888,225      |
| Alpine Global Premier Properties Fund                              | 434,885   | 2,322,286    |
| American Strategic Income Portfolio II                             | 25,965    | 211,874      |
| American Strategic Income Portfolio III                            | 28,452    | 195,181      |
| Bancroft Fund, Ltd.  | 41,401    | 612,735      |
| BlackRock Credit Allocation Income Trust IV                        | 58,814    | 675,185      |
| Boulder Growth & Income Fund, Inc.                                 | 316,668   | 1,729,007    |
| Boulder Total Return Fund, Inc. (a)                                | 184,149   | 2,486,012    |
| Diamond Hill Financial Trends Fund, Inc.                           | 23,503    | 177,213      |
| DWS RREEF Real Estate Fund, Inc. (a)(c)(f)(g)                      | 126,913   | 11,803       |
| DWS RREEF Real Estate Fund II, Inc. (a)(c)(f)(g)                   | 201,612   | 28,830       |
| Eaton Vance Risk-Managed Diversified Equity Income Fund            | 125,830   | 1,377,839    |
| Federated Enhanced Treasury Income Fund                            | 4,532     | 67,980       |
| First Opportunity Fund, Inc. (a)                                   | 279,106   | 1,685,800    |
| First Trust Strategic High Income Fund III                         | 111,408   | 442,290      |
| Gabelli Global Multimedia Trust, Inc.                              | 421,652   | 2,639,542    |
| The GDL Fund   | 33,327    | 397,258      |
| The Greater China Fund, Inc.                                       | 32,172    | 313,999      |
| The Ibero-America Fund, Inc.                                       | 83,394    | 467,840      |
| Korea Equity Fund, Inc. (a)  | 10,361    | 115,940      |
| Liberty All-Star Equity Fund, Inc.                                 | 1,216,118 | 4,986,083    |
| Liberty All-Star Growth Fund, Inc.                                 | 349,392   | 1,257,811    |
| LMP Capital and Income Fund, Inc.                                  | 85,386    | 977,670      |
| Macquarie Global Infrastructure Total Return Fund, Inc.            | 80,776    | 1,237,488    |
| Morgan Stanley Asia Pacific Fund, Inc.                             | 33,095    | 464,323      |
| Neuberger Berman Real Estate Securities Income Fund, Inc.          | 6,520     | 22,950       |
| The New Ireland Fund, Inc.   | 188,171   | 1,324,724    |
| Nuveen Multi-Strategy Income and Growth Fund 2                     | 20,432    | 160,596      |
| Royce Focus Trust, Inc.  | 17,500    | 105,700      |
| Royce Micro-Cap Trust, Inc.  | 440,426   | 3,364,854    |
| Royce Value Trust, Inc.  | 348,093   | 3,856,869    |
| Shelton Greater China Fund (a)                                     | 82,342    | 487,465      |
| SunAmerica Focused Alpha Growth Fund, Inc.                         | 225,093   | 3,961,636    |
| SunAmerica Focused Alpha Large-Cap Fund, Inc.                      | 36,307    | 568,205      |
| Tri-Continental Corporation  | 387,319   | 4,926,697    |
| TS&W/Claymore Tax-Advantaged Balanced Fund                         | 227,567   | 2,482,756    |
| The Zweig Total Return Fund, Inc.                                  | 535,885   | 1,618,373    |
|  |           | 51,200,726   |
| Auction Rate Preferred Securities - 16.60% (b)(c)                  |           |              |
| BlackRock California Municipal 2018 Term Trust - Series M7, 0.259% | 100       | 2,250,000    |

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|   |         |            |
|---|---------|------------|
| BlackRock Municipal 2018 Term Trust - Series W7, 0.244%                 | 100     | 2,250,000  |
| BlackRock Municipal Bond Trust - Series R7, 0.244%                      | 75      | 1,687,500  |
| BlackRock Municipal Bond Trust - Series T7, 0.244%                      | 75      | 1,687,500  |
| BlackRock Municipal Income Quality Trust - Series F7, 0.244%            | 60      | 1,350,000  |
| BlackRock MuniHoldings Fund, Inc. - Series C, 1.335%                    | 25      | 562,500    |
| BlackRock MuniHoldings Fund II, Inc. - Series A, 0.244%                 | 50      | 1,125,000  |
| BlackRock New York Municipal Bond Trust - Series T7, 0.244%             | 52      | 1,300,000  |
| Federated Premier Intermediate Municipal Income Fund - Series A, 0.055% | 132     | 2,825,625  |
| Invesco Quality Municipal Investment Trust - Series A, 0.066%           | 53      | 2,226,000  |
| MFS High Yield Municipal Trust - Series F, 0.244%                       | 1       | 18,750     |
| Western Asset Premier Bond Fund - Series M, 0.060%                      | 6       | 120,000    |
|   |         | 17,402,875 |
|   |         |            |
| Business Development Company - 2.53%                                    |         |            |
| Capital Southwest Corporation   | 1,468   | 108,632    |
| Equus Total Return, Inc. (a)  | 106,919 | 201,008    |
| MVC Capital, Inc.   | 163,994 | 1,717,017  |
| Prospect Capital Corporation  | 75,047  | 631,145    |
|   |         | 2,657,802  |
| Total Investment Companies (Cost \$73,321,032)                          |         | 71,261,403 |
|   |         |            |
| COMMON STOCKS - 25.76%  |         |            |
| Oil and Gas Field Exploration Services - 0.03%                          |         |            |
| Zion Oil & Gas, Inc. (a)(h)   | 14,090  | 27,616     |
| Pharmaceuticals Preparations - 0.08%                                    |         |            |
| Myrexia, Inc. (a)   | 31,255  | 85,639     |
| Real Estate Investment Trusts - 0.51%                                   |         |            |
| Gyrodyne Company of America, Inc. (a)                                   | 9,942   | 531,996    |
| Special Purpose Acquisition Vehicle - 25.14%                            |         |            |
| Australia Acquisition Corporation (a)                                   | 250,000 | 2,427,500  |
| Azteca Acquisition Corporation (a)(h)                                   | 189,924 | 1,899,240  |
| Blue Wolf Mongolia Holdings Corporation (a)                             |         |            |