

SPECIAL OPPORTUNITIES FUND, INC.
 Form 4
 August 30, 2016

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOLDSTEIN PHILLIP

2. Issuer Name and Ticker or Trading Symbol
SPECIAL OPPORTUNITIES FUND, INC. [SPE]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
60 HERITAGE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and Secretary

PLEASANTVILLE, NY 10570
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | (A) or (D) Price | 82,500 | D | |
| Common Stock | | | | (A) or (D) Price | 4,213 | I (6) | By Spouse's IRA |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 25 | 08/26/2016 ⁽²⁾ | | X | 16,499 | 07/21/2016 08/26/2016 | 3.50% Convertible Preferred Stock, Series B |
| 3.50% Convertible Preferred Stock, Series B | \$ 0 | 08/26/2016 ⁽²⁾ | | X | 16,499 ⁽³⁾ | ⁽⁴⁾ ⁽⁵⁾ | Common Stock |
| Subscription Rights (right to buy) ⁽¹⁾ | \$ 25 | 08/26/2016 ⁽²⁾ | | X | 842 | 07/21/2016 08/26/2016 | 3.50% Convertible Preferred Stock, Series B |
| 3.50% Convertible Preferred Stock, Series B | \$ 0 | 08/26/2016 ⁽²⁾ | | X | 842 ⁽³⁾ | ⁽⁴⁾ ⁽⁵⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDSTEIN PHILLIP 60 HERITAGE DRIVE PLEASANTVILLE, NY 10570 | X | | Chairman and Secretary | |

Signatures

/s/ PHILLIP GOLDSTEIN 08/30/2016

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Transferable subscription rights ("Rights") were issued on a pro rata basis to stockholders of record as of July 21, 2016 in connection with a rights offering by the Issuer at the rate of one Right for each five shares of common stock owned (the "Basic Subscription Right"). Each Right entitled its holder to purchase one share of 3.50% Convertible Preferred Stock, Series B ("Preferred Stock") at a subscription price of \$25 per share. Pursuant to the terms of the offering, a stockholder who purchased the maximum amount of Preferred Stock pursuant to its Basic Subscription Right was also entitled to purchase additional shares of Preferred Stock that were not purchased by the other stockholders (the "Over-Subscription Privilege"). Additionally, in order to honor all Over-Subscription Privilege requests, the Issuer issued additional shares up to 15% of the shares available in the offering (the "Over-Allotment Privilege").
- (1) Preferred Stock pursuant to its Basic Subscription Right was also entitled to purchase additional shares of Preferred Stock that were not purchased by the other stockholders (the "Over-Subscription Privilege"). Additionally, in order to honor all Over-Subscription Privilege requests, the Issuer issued additional shares up to 15% of the shares available in the offering (the "Over-Allotment Privilege").
- (2) The rights offering expired August 26, 2016 and shares of Preferred Stock are expected to be allocated by the transfer agent to purchasing stockholders on or about September 1, 2016.
- (3) Includes shares of Preferred Stock acquired pursuant to the exercise of the Over-Subscription Privilege and Over-Allotment Privilege.
- (4) The shares of Preferred Stock are convertible into common stock immediately upon issuance at a conversion rate equivalent to a conversion price of \$19.00 per share of common stock (which is a ratio of 1.3158 shares of common stock for each share of Preferred Stock held), subject to adjustment.
- (5) The shares of Preferred Stock will be redeemed by the Issuer if not converted prior to August 26, 2021.
- (6) The Reporting Person disclaims beneficial ownership of the securities owned by his spouse and this report should not be deemed an admission that the Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purposes.

Remarks:

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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