

GOLDSTEIN PHILLIP

Form 4

January 04, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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(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)  
**12/19/2018**

☐ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 12/19/2018                              |                                                             | P                                    | 5,000 A                                                                 | \$<br>11.61 97,088                                                                                                 | D                                                                    |                                         |
| Common<br>Stock                       | 01/02/2019                              |                                                             | P                                    | 3 A                                                                     | \$<br>11.75 97,091                                                                                                 | D                                                                    |                                         |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 3,456                                                                                                              | I <sup>(1)</sup>                                                     | Spouse                                  |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

number.

**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 (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|--------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| 3.50% Convertible Preferred Stock Series B | \$ 0                                                   | 01/03/2019                           |                                                    | X                              | 3,000                                                                          | (2) (3)                                                  | Common Stock                                                  | 3,947                         |
| 3.50% Convertible Preferred Stock Series B | \$ 0                                                   |                                      |                                                    |                                |                                                                                | (2) (3)                                                  | Common Stock                                                  | 1,108                         |

## Reporting Owners

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

## Signatures

/s/ Stephanie Darling, Attorney in Fact for Phillip Goldstein

01/04/2019

\*\*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).

(1) 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.

(2)

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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.

(3) The shares of Preferred Stock will be redeemed by the Issuer if not converted prior to August 26, 2021.

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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