

SAPIENS INTERNATIONAL CORP N V
Form SC 13D/A
August 21, 2012

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

Sapiens International Corporation N.V.

(Name of Issuer)

Common Shares, Par Value €0.01 Per Share

(Title of Class of Securities)

N7716A102

(CUSIP Number)

Amit Ben-Yehuda
Kardan Technologies Ltd.
154 Menachem Begin Street
Tel Aviv 64921, Israel
Tel: (972)(3) 608-3444
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with a copy to:

Tuvia J. Geffen, Adv.
Naschitz, Brandes & Co.
5 Tuval Street
Tel-Aviv 67897, Israel
Tel: (972)(3) 623-5000

Fax: (972)(3) 623-5005

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

August 15, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the

following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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CUSIP No. N7716A102

Page 3 of 9 Pages

NAME OF REPORTING PERSONS.

1

Kardan Technologies Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐(b) ☒

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Israel

SOLE VOTING POWER

7

NUMBER OF
SHARES

N/A

BENEFICIALLY

SHARED VOTING POWER

8

OWNED BY

3,830,106

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

N/A

WITH

SHARED DISPOSITIVE POWER

10

3,830,106

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,830,106

CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.65%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

* The calculations are based on a total of 39,701,784 Common Shares outstanding, as set forth in the Form 20-F/A of Sapiens International Corporation N.V. for the year ended December 31, 2011, filed with the Securities and Exchange Commission on July 25, 2012.

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NAME OF REPORTING PERSONS.

1

Kardan Israel Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐(b) ☒

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Israel

SOLE VOTING POWER

7

NUMBER OF
SHARES

N/A

BENEFICIALLY

SHARED VOTING POWER

8

OWNED BY

3,830,106

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

N/A

WITH

SHARED DISPOSITIVE POWER

10

3,830,106

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,830,106

CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.65%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

* The calculations are based on a total of 39,701,784 Common Shares outstanding, as set forth in the Form 20-F/A of Sapiens International Corporation N.V. for the year ended December 31, 2011, filed with the Securities and Exchange Commission on July 25, 2012.

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NAME OF REPORTING PERSONS.

1

Kardan Yazamut (2011) Ltd.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2

(a) ☐(b) ☒

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Israel

SOLE VOTING POWER

7

NUMBER OF
SHARES

N/A

BENEFICIALLY

SHARED VOTING POWER

8

OWNED BY

3,830,106

EACH

SOLE DISPOSITIVE POWER

REPORTING

9

PERSON

N/A

WITH

SHARED DISPOSITIVE POWER

10

3,830,106

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,830,106

CHECK IF AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.65%*

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

* The calculations are based on a total of 39,701,784 Common Shares outstanding, as set forth in the Form 20-F/A of Sapiens International Corporation N.V. for the year ended December 31, 2011, filed with the Securities and Exchange Commission on July 25, 2012.

The undersigned, Kardan Technologies Ltd. ("Kardan Technologies"), Kardan Israel Ltd. ("Kardan Israel") and Kardan Yazamut (2011) Ltd. ("Kardan Yazamut") (together, the "Reporting Persons") hereby file this Amendment No. 5 to Schedule 13D (the "Amendment"), which amends the Schedule 13D filed by the Reporting Persons on July 29, 2011, Amendment No. 1 to Schedule 13D filed by the Reporting Persons on August 25, 2011, Amendment No. 2 to Schedule 13D filed by the Reporting Persons on October 11, 2011, Amendment No. 3 to Schedule 13D filed by the Reporting Persons on November 21, 2011 and Amendment No. 4 to Schedule 13D filed by the Reporting Persons on February 2, 2012, with respect to the Common Shares, par value €0.01 per share (the "Common Shares"), of Sapiens International Corporation N.V., a Curaçao company ("Sapiens"). The Amendment amends and supplements Items 3, 4, 5, 6 and 7 of the Schedule 13D, as amended.

Item 3. Source and Amount of Funds or Other Consideration

On August 21, 2012, Formula Vision Portfolio Holdings Limited Partnership ("Formula Vision LP") distributed to its limited partners, Kardan Technologies and Formula Vision Technologies (F.V.T.) Ltd. ("FVT"), 753,625 Common Shares beneficially owned by Formula Vision LP. 527,538 Common Shares were distributed by Formula Vision LP to Kardan Technologies and 226,087 Common Shares were distributed by Formula Vision LP to FVT.

Item 4. Purpose of Transaction

On August 15, 2012, Kardan Technologies and Formula Systems (1985) Ltd. ("Formula Systems") entered into a Share Purchase Agreement ("Purchase Agreement") pursuant to which Kardan Technologies sold to Formula Systems on August 16, 2012, 1,000,000 Common Shares for a purchase price of NIS 12.7904 per Common Share, or an aggregate purchase price of NIS 12,790,400. The foregoing summary of the Purchase Agreement is qualified in its entirety by reference to the full text of the Purchase Agreement included as Exhibit 15 hereto and is incorporated herein by reference.

The information set forth in Items 3, 5 and 6 is incorporated herein by reference.

Each of the Reporting Persons intends to continuously review its investment in Sapiens, and may in the future determine, either alone or as part of a group (i) to acquire additional securities of Sapiens, through open market purchases, private agreements or otherwise, (ii) to dispose of all or a portion of the securities of Sapiens owned by it or (iii) to take any other available course of action, which could involve one or more of the types of transactions or have one or more of the results described in paragraphs (a) – (j) of Item 4 of Schedule 13D. Notwithstanding anything contained herein, each of the Reporting Persons specifically reserves the right to change its intention with respect to any or all of such matters. In reaching any decision as to its course of action (as well as to the specific elements thereof), each of the Reporting Persons currently expects that it would take into consideration a variety of factors, including, but not limited to, Sapiens's business and prospects, other developments concerning Sapiens and its businesses generally, other business opportunities available to the Reporting Persons, developments with respect to the business of the Reporting Persons, changes in law and government regulations, general economic conditions and money and stock market conditions, including the market price of the securities of Sapiens.

Item 5. Interest in Securities of the Issuer

(a) The calculations included herein are based on a total of 39,701,784 Common Shares outstanding.

As of August 21, 2012, Kardan Technologies directly beneficially owns 3,830,106 Common Shares, representing approximately 9.65% of the outstanding Common Shares. Kardan Technologies disclaims beneficial ownership of the Common Shares owned by any other Reporting Persons.

As of August 21, 2012, Kardan Israel does not directly beneficially own any Common Shares. Kardan Israel owns (i) directly 77.39% of the shares of Kardan Technologies and (ii) indirectly, through its wholly owned subsidiary Kardan Communications Ltd., the remainder 22.61% of the shares of Kardan Technologies. By reason of its ability to influence the control of Kardan Technologies, Kardan Israel may be deemed to indirectly beneficially own, and share the power to vote and dispose of, the 3,830,106 Common Shares directly beneficially owned by Kardan Technologies, representing approximately 9.65% of the outstanding Common Shares.

As of August 21, 2012, Kardan Yazamut does not directly beneficially own any Common Shares. Kardan Yazamut owns 73.67% of the shares of Kardan Israel. By reason of its ability to influence the control of Kardan Israel, Kardan Yazamut may be deemed to indirectly beneficially own, and share the power to vote and dispose of, the 3,830,106 Common Shares directly beneficially owned by Kardan Technologies, representing approximately 9.65% of the outstanding Common Shares.

(b) As of August 21, 2012, Kardan Technologies, Kardan Israel and Kardan Yazamut share the power to vote and dispose of, 3,830,106 Common Shares directly beneficially owned by Kardan Technologies.

(c) Except as previously described in Items 3 and 4 above, no transactions in the Common Shares have been effected by the Reporting Persons during the past 60 days, other than as set forth below:

From June 22, 2012 through August 21, 2012, Kardan Technologies sold an aggregate of 51,405 Common Shares on the NASDAQ Capital Market for aggregate net proceeds of \$202,851.87, as set forth below:

Date	Number of Common Shares	Purchase Price
22-Jun-12	2,905	\$4.0000
28-Jun-12	2,929	\$3.9500
2-Jul-12	3,100	\$3.9582
3-Jul-12	4,571	\$3.9566
5-Jul-12	1,518	\$3.9513
6-Jul-12	4	\$3.9500
10-Jul-12	33	\$3.9500
13-Jul-12	6,245	\$3.9610
16-Jul-12	1,561	\$3.9521
17-Jul-12	7,039	\$3.9671
18-Jul-12	11,923	\$3.9571
19-Jul-12	82	\$4.0063
20-Jul-12	676	\$3.9500
14-Aug-12	2,370	\$3.9553
15-Aug-12	1,449	\$3.9500
16-Aug-12	2,112	\$3.9700
17-Aug-12	2,888	\$3.9636

(d) None

(e) N/A.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Pursuant to the Purchase Agreement, Kardan Technologies sold on August 16, 2012 to Formula Systems 1,000,000 Common Shares for a purchase price of NIS 12.7904 per Common Share, or an aggregate purchase price of NIS 12,790,400. The foregoing summary of the Purchase Agreement is qualified in its entirety by reference to the full text of the Purchase Agreement included as Exhibit 15 hereto and is incorporated herein by reference.

The information set forth in Items 3, 4 and 5 is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

Exhibit Share Purchase Agreement, dated as of August 15, 2012, by and between Formula Systems (1985) Ltd. and
15 Kardan Technologies Ltd. (incorporated by reference to Exhibit 99.1 to Amendment No. 20 to Schedule 13D
of Formula Systems (1985) Ltd., filed on August 21, 2012)

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Signatures

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 21, 2012

Kardan Technologies Ltd.

By: /s/ Yosef Grunfeld
Yosef Grunfeld
Director

By:/s/ Amit Ben-Yehuda
Amit Ben-Yehuda
Chief Executive Officer

57,000

International Business Machines Corp. 10,971,930

First Opportunity Fund, Inc.

Consolidated Portfolio of Investments
March 31, 2014

Shares	Description	Value (Note 2)
Software & Services (continued)		
266,300	Oracle Corp.	\$10,894,333
		21,866,263
Technology, Hardware & Equipment (4.6%)		
638,825	Cisco Systems, Inc.	14,316,068
23,000	Harris Corp.	1,682,680
		15,998,748
Tobacco Products (0.7%)		
42,000	Altria Group, Inc.	1,572,060
11,000	Philip Morris International, Inc.	900,570
		2,472,630
TOTAL DOMESTIC COMMON STOCKS (Cost \$144,733,086)		189,019,879
LIMITED PARTNERSHIPS (0.9%)		
30,000	Linn Energy, LLC	849,600
33,250	Enterprise Products Partners LP	2,306,220
		3,155,820
TOTAL LIMITED PARTNERSHIPS (Cost \$2,724,257)		3,155,820
FOREIGN COMMON STOCKS (7.2%)		
Banks & Thrifts (0.2%)		
5,490	Gronlandsbanken AB	671,643
Insurance (0.4%)		
6,700	Muenchener Rueckversicherungs AG	1,463,926
Iron/Steel (1.5%)		

72,000	POSCO, ADR	4,997,520
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National Stock Exchange (0.4%)

17,776	NSE India, Ltd.(a)(b)(c)	1,462,197
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Oil & Gas (0.3%)

18,000	Total SA, Sponsored ADR	1,180,800
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Pharmaceuticals (3.5%)

24,000	Sanofi	2,502,266
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180,300	Sanofi, ADR	9,426,084
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11,928,350

Consolidated Portfolio of Investments

First Opportunity Fund, Inc.
March 31, 2014

Shares	Description	Value (Note 2)
Real Estate (0.9%)		
98,000	Cheung Kong Holdings, Ltd.	\$1,624,805
2,490,000	Midland Holdings, Ltd.	1,329,027
		2,953,832
TOTAL FOREIGN COMMON STOCKS (Cost \$21,205,511)		24,658,268
DOMESTIC HEDGE FUNDS (16.7%)		
	Bay Pond Partners, LP*(a)(b)(c)	57,663,820
TOTAL DOMESTIC HEDGE FUNDS (Cost \$39,387,185)		57,663,820
FOREIGN HEDGE FUNDS (16.9%)		
	Wolf Creek Investors (Bermuda), LP, a Wellington Management Investors (Bermuda), Ltd. share class*(a)(b)(c)	58,180,252
TOTAL FOREIGN HEDGE FUNDS (Cost \$40,043,650)		58,180,252
DOMESTIC WARRANTS (0.1%)		
116,276	First Capital Bancorp, Inc., Warrant, strike price \$1.00, Expires 2/8/2022*(c)	134,961
26,230	Flagstar Bancorp, Warrant, strike price \$10.00, Expires 1/30/2019*(c)	312,518
		447,479
TOTAL DOMESTIC WARRANTS (Cost \$0)		447,479
TOTAL LONG TERM INVESTMENTS (Cost \$248,093,689)		333,125,518

SHORT TERM INVESTMENTS (3.3%)

Money Market Funds (3.3%)

8,489,472	Dreyfus Treasury & Agency Cash Management Money Market Fund, Institutional Class (7 day Yield 0.010%)	8,489,472
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First Opportunity Fund, Inc.

Consolidated Portfolio of Investments
March 31, 2014

Shares	Description	Value (Note 2)
Money Market Funds (continued)		
3,000,000	JPMorgan Prime Money Market Fund (7 day Yield 0.041%)	\$3,000,000
TOTAL SHORT TERM INVESTMENTS (Cost \$11,489,472)		11,489,472
TOTAL INVESTMENTS (100.0%) (Cost \$259,583,161)		344,614,990
TOTAL OTHER ASSETS LESS LIABILITIES (0.0%)^(f)		108,258
TOTAL NET ASSETS (100.0%)		\$344,723,248

* Non-income producing security.

(a) Restricted security; these securities may only be resold in transactions exempt from registration under the Securities Act of 1933. (See Note 10).

(b) Private Placement: these securities may only be resold in transactions exempt from registration under the Securities Act of 1933. As of March 31, 2014, these securities had a total value of \$137,948,992 or 40.02% of Total Net Assets.

(c) Fair valued security under procedures established by the Fund's Board of Directors. Total value of fair valued securities as of March 31, 2014 was \$134,397,166 or 38.99% of Total Net Assets.

(d) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. As of March 31, 2014 these securities had a total value of \$3,350,180 or 0.97% of Total Net Assets.

(e) Affiliated Company. (See Note 9).

(f) Less than 0.05% of Total Net Assets.

Percentages are stated as a percent of the Total Net Assets.

Common Abbreviations:

AB - Aktiebolag is the Swedish equivalent of the term corporation.

ADR - American Depositary Receipt.

AG - Aktiengesellschaft is a German term that refers to a corporation that is limited by shares, i.e., owned by shareholders.

LLC - Limited Liability Company.

LP - Limited Partnership.

Ltd. - Limited.

REIT - Real Estate Investment Trust.

SA - Generally designates corporations in various countries, mostly those employing the civil law. This translates literally in all languages mentioned as anonymous

company.

Consolidated Portfolio of Investments

First Opportunity Fund, Inc.
March 31, 2014**Regional Breakdown as a % of Total Net Assets**

United States	75.9%
Bermuda	16.9%
France	3.8%
South Korea	1.5%
Hong Kong	0.9%
Germany	0.4%
India	0.4%
Denmark	0.2%
Other Assets and Liabilities	0.0% ^(a)

^(a) Less than 0.05% of Total Net Assets.*See Accompanying Notes to Consolidated Financial Statements.*

First Opportunity Fund, Inc.

Consolidated Statement of Assets and Liabilities
March 31, 2014**ASSETS**

Investments:

Investments, at value of Unaffiliated Securities (Cost \$256,834,194) (Note 2) \$ 337,279,256

Investments, at value of Affiliated Securities (Cost \$2,748,967) (Notes 2 and 9) 7,335,734

Total Investments, at value 344,614,990

Receivable for investments sold 342,135

Dividends and interest receivable 93,960

Foreign currency, at value (Cost \$61,736) 62,467

Dividends reclaim receivable 45,057

Cash 11,653

Prepaid expenses and other assets 22,664

Total Assets 345,192,926**LIABILITIES**

Investment co-advisory fees payable (Note 3) 240,485

Audit and tax fees payable 113,195

Administration and co-administration fees payable (Note 3) 72,609

Legal fees payable 16,361

Printing fees payable 14,936

Custody fees payable 6,998

Directors' fees and expenses payable (Note 3) 250

Accrued expenses and other payables 4,844

Total Liabilities 469,678**Net Assets** \$ 344,723,248**NET ASSETS CONSIST OF:**

Par value of common stock (Note 5) \$ 28,739

Paid-in capital in excess of par value of common stock 328,332,359

Undistributed net investment income 3,961,956

Accumulated net realized loss on investments sold and foreign currency related transactions (72,632,674)

Net unrealized appreciation on investments and foreign currency translation 85,032,868

Net Assets \$ 344,723,248

Net Asset Value, \$344,723,248/28,739,389 Shares Outstanding \$ 11.99

See Accompanying Notes to Consolidated Financial Statements.

Consolidated Statement of Operations

First Opportunity Fund, Inc.
For the Year Ended March 31, 2014**INVESTMENT INCOME**

Dividends from Unaffiliated Securities (net of foreign withholding taxes \$93,794)	\$ 5,330,500
Dividends from Affiliated Securities	232,784
Interest	2,892
Total Investment Income	5,566,176

EXPENSES

Investment co-advisory fees (Note 3)	2,953,801
Administration and co-administration fees (Note 3)	745,534
Audit and tax fees	131,075
Directors' fees and expenses (Note 3)	99,162
Legal fees	94,914
Insurance expense	40,836
Printing fees	33,055
Custody fees	25,921
Transfer agency fees	21,697
Other	36,218
Total Expenses before fee waiver	4,182,213
Less fees waived by investment advisers (Note 3)	(212,114)
Total Net Expenses	3,970,099

Net Investment Income	1,596,077
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REALIZED AND UNREALIZED GAIN/(LOSS) ON INVESTMENTS

Net realized gain/(loss) on:	
Unaffiliated securities	(1,488,325)
Foreign currency related transactions	4,614
	(1,483,711)

Net change in unrealized appreciation of:

Unaffiliated investment securities	46,492,010
Affiliated investment securities	1,694,566
Translation of assets and liabilities denominated in foreign currencies	3,127

48,189,703

NET REALIZED AND UNREALIZED GAIN ON INVESTMENTS	46,705,992
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NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS	\$ 48,302,069
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See Accompanying Notes to Consolidated Financial Statements.

First Opportunity Fund, Inc.

Consolidated Statements of Changes in Net Assets

	For the Year Ended March 31, 2014	For the Year Ended March 31, 2013
OPERATIONS		
Net investment income	\$ 1,596,077	\$ 1,289,306
Net realized loss on investments and foreign currency related transactions	(1,483,711)	(27,169,412)
Net change in unrealized appreciation on investments and foreign currency translation	48,189,703	62,280,921
Net Increase in Net Assets Resulting from Operations	48,302,069	36,400,815
DISTRIBUTIONS TO COMMON STOCKHOLDERS		
From net investment income	(7,344,638)	
Net Decrease in Net Assets from Distributions	(7,344,638)	
Net Increase in Net Assets	40,957,431	36,400,815
NET ASSETS:		
Beginning of period	303,765,817	267,365,002
End of period (including undistributed net investment income of \$3,961,956 and \$7,171,861, respectively)	\$ 344,723,248	\$ 303,765,817

See Accompanying Notes to Consolidated Financial Statements.

Consolidated Statement of Cash Flows

First Opportunity Fund, Inc.
For the Year Ended March 31, 2014**CASH FLOWS FROM OPERATING ACTIVITIES:**

Net increase in net assets from operations	\$ 48,302,069
Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities:	
Purchase of investment securities	(11,451,174)
Proceeds from disposition of investment securities	17,469,939
Net purchases of short-term investment securities	(289,756)
Decrease in dividends and interest receivable	9,415
Increase in prepaid expenses and other assets	(815)
Increase in co-advisory fees payable	20,345
Decrease in audit and tax fees payable	(13,805)
Increase in administration and co-administration fees payable	29,196
Increase in legal fees payable	5,385
Increase in printing fees payable	6,202
Decrease in custody fees payable	(10,096)
Increase in directors' fees and expenses payable	201
Increase in accrued expenses and other payables	849
Net change in unrealized appreciation on unaffiliated investment securities	(46,492,010)
Net change in unrealized appreciation on affiliated investment securities	(1,694,566)
Net change in unrealized appreciation on translation of assets and liabilities denominated in foreign currencies	(3,127)
Net realized loss from unaffiliated securities	1,488,325

NET CASH PROVIDED BY OPERATING ACTIVITIES 7,376,577**CASH FLOWS FROM FINANCING ACTIVITIES:**

Cash distributions paid	(7,344,638)
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NET CASH USED IN FINANCING ACTIVITIES (7,344,638)**EFFECT OF EXCHANGE RATES ON CASH** 3,127**NET INCREASE IN CASH AND FOREIGN CURRENCY** 35,066**CASH AND FOREIGN CURRENCY, BEGINNING BALANCE** 39,054**CASH AND FOREIGN CURRENCY, ENDING BALANCE** \$ 74,120

See Accompanying Notes to Consolidated Financial Statements.

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Consolidated Financial Highlights

Contained below is selected data for a share of common stock outstanding, total investment return, ratios to average net assets and other supplemental data for the period indicated. This information has been determined based upon information provided in the financial statements and market price data for the Fund's shares.

OPERATING PERFORMANCE:

Net asset value, beginning of period

INCOME/LOSS FROM INVESTMENT OPERATIONS:

Net investment income/(loss)

Net realized and unrealized gain on investments

Total from Investment Operations

DISTRIBUTIONS:

Distributions paid from net investment income

Total Distributions

Net asset value, end of period

Market price per share, end of period

Total Investment Return Based on Market Price^(b)

RATIOS AND SUPPLEMENTAL DATA:^(c)

Ratio of operating expenses to average net assets excluding waiver

Ratio of operating expenses to average net assets including waiver

Ratio of net investment income/(loss) to average net assets excluding waiver

Ratio of net investment income/(loss) to average net assets including waiver

Portfolio turnover rate

Net assets, end of period (in 000 \$)

Number of shares outstanding, end of period (in 000 \$)

^(a) Based on average shares outstanding during the fiscal period.

^(b) Total investment return is calculated assuming a purchase of common stock at the current market price on the first day and a sale at the current market price on the last day of each period reported. Dividends and distributions are assumed for purposes of calculation to be reinvested at prices obtained under the Fund's dividend reinvestment

plan. The calculation does not reflect brokerage commissions. Past performance is not a guarantee of future results.

- (c) These ratios do not reflect the proportionate share of income and expenses of the underlying investee funds (i.e. those listed under Hedge Funds on the Consolidated Portfolio of Investments).*

See Accompanying Notes to Consolidated Financial Statements.

First Opportunity Fund, Inc.

For the				
Year Ended	For the	For the	For the	For the
March 31, 2014	Year Ended	Year Ended	Year Ended	Year Ended
	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010
\$10.57	\$9.30	\$9.19	\$8.16	\$5.68
0.06 ^(a)	0.04 ^(a)	(0.01) ^(a)	(0.02) ^(a)	0.01
1.62	1.23	0.12	1.05	2.50
1.68	1.27	0.11	1.03	2.51
(0.26)				(0.03)
(0.26)				(0.03)
\$11.99	\$10.57	\$9.30	\$9.19	\$8.16
\$9.32	\$8.12	\$7.05	\$7.25	\$7.04
17.99%	15.18%	(2.76)%	2.98%	63.76%
1.29%	1.26%	1.18%	1.24%	1.64%
1.23%	1.14%	1.05%	N/A	N/A
0.43%	0.34%	(0.18)%	(0.19)%	(0.27)%
0.49%	0.46%	(0.06)%	N/A	N/A
4%	27%	59%	97%	169%
\$344,723	\$303,766	\$267,365	\$264,017	\$234,572
28,739	28,739	28,739	28,739	28,739

Notes to Consolidated Financial Statements

First Opportunity Fund, Inc.
March 31, 2014

NOTE 1. FUND ORGANIZATION

First Opportunity Fund, Inc. (the **Fund**) was incorporated in Maryland on March 3, 1986, as a closed-end, management investment company; registered under the Investment Company Act of 1940, as amended (the **1940 Act**). The Fund is non-diversified and its primary investment objective is total return. The Fund trades over-the-counter under the trading symbol FOFI.

In seeking to achieve its investment objective, the Fund invests a significant portion of its investments in private investment partnerships and similar investment vehicles (the **Hedge Fund Portfolio**), typically referred to as hedge funds (**Hedge Funds**). In addition, a portion of the Fund's assets are invested primarily in equity securities issued by financial services companies.

NOTE 2. SIGNIFICANT ACCOUNTING POLICIES AND SECURITIES VALUATION

The following is a summary of significant accounting policies followed by the Fund in the preparation of its financial statements. The preparation of financial statements is in accordance with generally accepted accounting principles in the United States of America (**GAAP**), which requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. The most critical estimates reflected in the financial statements relate to securities whose fair values have been estimated by management in the absence of readily determinable fair values. Actual results could differ from those estimates.

Basis for Consolidation: The accompanying consolidated financial statements include the accounts of FOFI 1, Ltd. and FOFI 2, Ltd. (the **Subsidiaries**), each a wholly-owned subsidiary of the Fund, organized under the laws of the Cayman Islands. FOFI 1, Ltd. invests in Bay Pond Partners, LP, and FOFI 2, Ltd. contains cash and accruals for expenses related to the subsidiary. The Fund may invest up to 25% of its total assets in the Subsidiaries. The aggregated net assets of the Subsidiaries as of March 31, 2014 were \$57,661,863 or 16.7% of the Fund's consolidated total net assets. The Consolidated Portfolio of Investments includes positions of the Fund and of the Subsidiaries. The Subsidiaries price their portfolio investments pursuant to the same pricing and valuation methodologies used by the Fund.

Securities Valuation: Equity securities for which market quotations are readily available (including securities listed on national securities exchanges and those traded over-the-counter) are valued based on the last sales price at the close of the applicable exchange. If such equity securities were not traded on the valuation date, but market quotations are readily available, they are valued at the bid price provided by an independent pricing service or by principal market makers. Equity securities traded on NASDAQ are valued at the NASDAQ Official Closing Price. Debt securities are valued at the mean between the closing bid and asked prices, or based on a matrix system which utilizes information (such as credit ratings, yields and maturities) from independent pricing services, principal market makers or other independent sources. Short-term securities which mature in more than 60 days are valued at current market quotations. Short-term securities which mature in 60 days or less are valued at amortized cost, which approximates fair value.

The Fund's Board of Directors (the **Board**) has delegated to the advisers, through approval of the appointment of the members of the advisers' Valuation Committee, the responsibility of determining the fair value of any security or

financial instrument owned by the Fund for which market quotations are not readily available or where the pricing agent or market maker does not provide a valuation or

methodology, or provides a valuation or methodology that, in the judgment of the advisers, does not represent fair value (Fair Value Securities). The advisers use a third-party pricing consultant to assist the advisers in analyzing, developing, applying and documenting a methodology with respect to certain Fair Value Securities. The advisers and their valuation consultant, as appropriate, use valuation techniques that utilize both observable and unobservable inputs including discount for lack of marketability, price to tangible book value multiple, transaction price, book value multiple, and price to earnings multiple. In such circumstances, the Valuation Committee of the advisers are responsible for (i) identifying Fair Value Securities, (ii) analyzing the Fair Value Security and developing, applying and documenting a methodology for valuing Fair Value Securities, and (iii) periodically reviewing the appropriateness and accuracy of the methods used in valuing Fair Value Securities. The appointment of any officer or employee of the advisers to the Valuation Committee shall be promptly reported to the Board and ratified by the Board at its next regularly scheduled meeting. The advisers are responsible for reporting to the Board, on a quarterly basis, valuations and certain findings with respect to the Fair Value Securities. Such valuations and findings are reviewed by the entire Board on a quarterly basis.

The Fund's investments in Hedge Funds are valued, as a practical expedient, at the most recent estimated net asset value periodically determined by the respective Hedge Fund manager according to such manager's policies and procedures based on valuation information reasonably available to the Hedge Fund manager at that time (adjusted for estimated expenses and fees accrued to the Fund since the last valuation date); provided, however, that the advisers may consider whether it is appropriate, in light of relevant circumstances, to adjust such valuation in accordance with the Fund's valuation procedures. If a Hedge Fund does not report a value to the Fund on a timely basis, the fair value of such Hedge Fund shall be based on the most recent value reported by the Hedge Fund, as well as any other relevant information available at the time the Fund values its portfolio. The frequency and timing of receiving valuations for Hedge Fund investments is subject to change at any time, without notice to investors, at the discretion of the Hedge Fund manager or the Fund.

The Consolidated Portfolio of Investments includes investments valued at \$134,397,166 (38.99% of total net assets), whose fair values have been estimated by management in the absence of readily determinable fair values. Due to the inherent uncertainty of the valuation of these investments, these values may differ from the values that would have been used had a ready market for these investments existed and the differences could be material.

For valuation purposes, the last quoted prices of non-U.S. equity securities may be adjusted under certain circumstances. If the Fund determines that developments between the close of a foreign market and the close of the New York Stock Exchange (the NYSE) will, in its judgment, materially affect the value of some or all of its portfolio securities, the Fund will adjust the previous closing prices to reflect what it believes to be the fair value of the securities as of the close of the NYSE. In deciding whether it is necessary to adjust closing prices to reflect fair value, the Fund reviews a variety of factors, including developments in foreign markets, the performance of U.S. securities markets, and the performance of instruments trading in U.S. markets that represent foreign securities and baskets of foreign securities. The Fund may also fair value securities in other situations, such as when a particular foreign market is closed but the U.S. market is open. The Fund uses outside pricing services to provide it with closing prices. The advisers may consider whether it is appropriate, in light of relevant circumstances, to adjust such valuation in accordance with the Fund's valuation procedures. The Fund cannot predict how often it will use closing prices and how often it will determine it necessary to adjust those prices to reflect fair value. If the Fund uses

Notes to Consolidated Financial Statements

First Opportunity Fund, Inc.
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adjusted prices, the Fund will periodically compare closing prices, the next day's opening prices in the same markets and those adjusted prices as a means of evaluating its security valuation process.

Various inputs are used to determine the value of the Fund's investments. Observable inputs are inputs that reflect the assumptions market participants would use based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions based on the best information available in the circumstances.

These inputs are summarized in the three broad levels listed below.

Level 1 Unadjusted quoted prices in active markets for identical investments

Level 2 Significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 Significant unobservable inputs (including the Fund's own assumptions in determining the fair value of investments)

The following is a summary of the inputs used as of March 31, 2014 in valuing the Fund's investments carried at value:

Valuation Inputs

Investments in Securities at Value	Level 1	Level 2	Level 3	Total
Banks & Thrifts	\$ 37,700,257	\$ 525,000	\$ 8,850,857	\$ 47,076,114
Construction Machinery	3,497,824			3,497,824
Diversified Financial Services	20,021,100		3,350,180	23,371,280
Environmental Control	1,024,800			1,024,800
Healthcare Products & Services	6,964,507			6,964,507
Insurance			749,811	749,811
Mining	14,064,671			14,064,671
Mortgages & REITS			0	0
Oil & Gas	11,569,943			11,569,943
Pharmaceuticals	1,160,776			1,160,776
Registered Investment Companies (RICs)	883,200			883,200
Retail	15,174,460			15,174,460
Savings & Loans	15,361,525	4,090,757	3,692,570	23,144,852
Software & Services	21,866,263			21,866,263
Technology, Hardware & Equipment	15,998,748			15,998,748
Tobacco Products	2,472,630			2,472,630
Domestic Common Stocks	167,760,704	4,615,757	16,643,418	189,019,879

First Opportunity Fund, Inc.

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Investments in Securities at Value	Valuation Inputs			Total
	Level 1	Level 2	Level 3	
Banks & Thrifts	\$ 671,643	\$	\$	\$ 671,643
Insurance	1,463,926			1,463,926
Iron/Steel	4,997,520			4,997,520
National Stock Exchange			1,462,197	1,462,197
Oil & Gas	1,180,800			1,180,800
Pharmaceuticals	11,928,350			11,928,350
Real Estate	2,953,832			2,953,832
Foreign Common Stocks	23,196,071		1,462,197	24,658,268
Limited Partnerships	3,155,820			3,155,820
Domestic Hedge Funds			57,663,820	57,663,820
Foreign Hedge Funds			58,180,252	58,180,252
Domestic Warrants		447,479		447,479
Short Term Investments	11,489,472			11,489,472
TOTAL	\$ 205,602,067	\$ 5,063,236	\$ 133,949,687	\$ 344,614,990

The Fund evaluates transfers into or out of Levels 1, 2 and 3 as of the end of the reporting period. Financial assets were transferred from Level 1 to Level 2 since certain equity prices used a bid price from a data provider at the end of the period and a last quoted sales price from a data provider at the beginning of the period. Financial assets were transferred from Level 2 to Level 1 since certain equity prices used a last sales price from a data provider at the end of the period and a bid price from a data provider at the beginning of the period.

Transfers into and out of Levels 1 and 2 as of March 31, 2014 were as follows:

	Level 1	Quoted and	Level 2	Other Significant
	Unadjusted Prices		Observable Inputs	
	Transfers In	Transfers (Out)	Transfers In	Transfers (Out)
Domestic Common Stocks	\$ 2,565,704	\$ (47,943)	\$ 47,943	\$ (2,565,704)
Total	\$ 2,565,704	\$ (47,943)	\$ 47,943	\$ (2,565,704)

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The following is a reconciliation of assets in which significant unobservable inputs (Level 3) were used in determining fair value:

	Investments in Securities					
	Domestic Common Stocks	Foreign Common Stocks	Domestic Hedge Funds	Foreign Hedge Funds	Domestic Preferred Stocks	Total
Balance as of March 31, 2013	\$ 22,311,336	\$ 1,615,421	\$ 50,791,303	\$ 50,792,985	\$ 1,777,824	\$ 127,288,869
Return of Capital	(110,408)					(110,408)
Realized Gain	104,908					104,908
Change in Unrealized Appreciation/ (Depreciation)	9,830,014	(153,224)	6,872,517	7,387,267	(177,824)	23,758,750
Sales Proceeds	(7,617,947)				(1,600,000)	(9,217,947)
Transfer out of Level 3	(7,874,485)					(7,874,485)
Balance as of March 31, 2014	\$ 16,643,418	\$ 1,462,197	\$ 57,663,820	\$ 58,180,252		\$ 133,949,687

Net change in unrealized
appreciation/(depreciation)
included in the Statements
of Operations attributable
to Level 3 investments held
at March 31, 2014

\$ 3,896,346 \$ (153,225) \$ 6,872,517 \$ 7,387,267 \$ 18,002,905

Net change in unrealized appreciation/depreciation on Level 3 securities is included on the Consolidated Statement of Assets and Liabilities under Net unrealized appreciation on investments and foreign currency translation.

The table below provides additional information about the Level 3 Fair Value Measurements as of March 31, 2014:

Quantitative Information about Level 3 Fair Value Measurements

Asset Class	Fair Value (USD)	Valuation Technique	Unobservable Inputs ^(a)	Value/Range
Domestic Common Stocks:				

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Banks & Thrifts	\$ 8,835,009	Comparable Company Approach	Discount for lack of marketability	10%
			Price to Tangible Book Value Multiple	0.98x-2.44x
	15,848	Future Cash Distribution less a 20% discount	Discount for lack of marketability	20%

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Notes to Consolidated Financial Statements
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Asset Class	Fair Value (USD)	Valuation Technique	Unobservable Inputs ^(a)	Value/Range
Domestic Common Stocks: (continued)				
Diversified Financial Services	\$ 2,343,500	Comparable Company Approach	Discount for Lack of Marketability Price to Tangible Book Value Multiple	10% 1.03x-2.44x
	1,006,680	Direct Offering Price Approach	Transaction Price	\$ 20.99
Insurance	\$ 749,811	Future Cash Distribution less a 20% discount	Discount for lack of marketability	20%
Mortgages & REITS	\$	Book Value Approach	Book Value Multiple	Zero Value
Savings & Loans	\$ 3,692,570	Comparable Company Approach	Discount for Lack of Marketability Price to Tangible Book Value Multiple	10% 0.76x-3.02x
Foreign Common Stocks:				
National Stock Exchange	\$ 1,462,197	Comparable Company Approach	Discount for lack of marketability Price to Earnings Multiple	10% 12.1x-30.29x

^(a) A change to the unobservable input may result in a significant change to the value of the investment as follows:

Unobservable Input	Impact to Value if Input Increases	Impact to Value if Input Decreases
Discount for Lack of Marketability	Decrease	Increase
Price to Tangible Book Value Multiple	Increase	Decrease
Transaction Price	Increase	Decrease

Book Value Multiple	Increase	Decrease
Price to Earnings Multiple	Increase	Decrease

Securities Transactions and Investment Income: Securities transactions are recorded as of the trade date. Realized gains and losses from securities sold are recorded on the identified cost basis. Dividend income is recorded as of the ex-dividend date, or for certain foreign securities, when the information becomes available to the Fund. Non-cash dividends included in dividend income, if any, are recorded at the fair market value of the securities received. Interest income including amortization of premium and accretion of discount on debt securities, as required, is recorded on the accrual basis, using the interest method.

Foreign Currency Translations: The Fund may invest a portion of its assets in foreign securities. In the event that the Fund executes a foreign security transaction, the Fund will generally enter into a forward foreign currency contract to settle the foreign security transaction. Foreign securities may carry more risk than U.S. securities, such as political, market and currency risks. See Foreign Issuer Risk below.

The books and records of the Fund are maintained in U.S. dollars. Foreign currencies, investments and other assets and liabilities denominated in foreign currencies are translated into U.S. dollars at the exchange rate prevailing at the end of the period, and purchases and sales of investment securities, income and expenses transacted in foreign currencies are translated at the exchange rate on the dates of such transactions. Foreign currency gains and losses result from fluctuations in exchange rates between trade date and settlement date on securities transactions, foreign currency transactions and the difference between amounts of foreign interest and dividends recorded on the books of the Fund and the amounts actually received.

The portion of realized and unrealized gains or losses on investments due to fluctuations in foreign currency exchange rates is not separately disclosed and is included in realized and unrealized gains or losses on investments, when applicable.

Foreign Issuer Risk: Investment in non-U.S. issuers may involve unique risks compared to investing in securities of U.S. issuers. These risks may include, but are not limited to: (i) less information about non-U.S. issuers or markets may be available due to less rigorous disclosure, accounting standards or regulatory practices; (ii) many non-U.S. markets are smaller, less liquid and more volatile thus, in a changing market, the advisers may not be able to sell the Fund's portfolio securities at times, in amounts and at prices they consider reasonable; (iii) currency exchange rates or controls may adversely affect the value of the Fund's investments; (iv) the economies of non-U.S. countries may grow at slower rates than expected or may experience downturns or recessions; and, (v) withholdings and other non-U.S. taxes may decrease the Fund's return.

Concentration Risk: The Fund has highly concentrated positions in certain Hedge Funds and may take concentrated positions in other securities. Concentrating investments in a fewer number of securities (including investments in Hedge Funds) may involve a degree of risk that is greater than a fund which has less concentrated investments spread out over a greater number of securities. For example, the value of the Fund's net assets will fluctuate significantly based on the fluctuation in the value of the Hedge Funds in which it invests. In addition, investments in Hedge Funds can be highly volatile and may subject investors to heightened risk and higher operating expenses than another closed-end fund with a different investment focus.

Hedge Fund Risk: The Fund invests a significant portion of its assets in Hedge Funds. The Fund's investments in Hedge Funds are private entities that are not registered under the 1940 Act and have limited regulatory oversight and disclosure obligations. In addition, the Hedge Funds invest in and actively trade securities and other financial instruments using different strategies and investment techniques, which involve significant risks. These strategies and techniques may include, among others, leverage, employing various types of derivatives, short selling, securities lending, and commodities trading. These Hedge Funds may invest a high percentage of their assets in specific sectors of the market in order to achieve a potentially greater investment return. As a result, the Hedge Funds may be more susceptible to economic, political, and regulatory developments in a particular sector of the market, positive or negative, and may experience increased volatility. These and other risks associated with hedge funds may cause the Fund's net asset value to be more volatile and more susceptible to the risk of loss than that of other funds with a different investment strategy.

First Opportunity Fund, Inc.

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Industry Diversification: The Fund may not invest more than 25% of its assets in any industry or group of industries. While the advisers do not intend to invest more than 25% of the Fund's assets in a single industry, the Fund does not look through its investments in the Hedge Funds, some of which have significant exposure to industries within the financial sector, to determine whether the Fund exceeds the 25% limit. As a result, the Fund may be indirectly concentrated in an industry or group of industries by virtue of the Fund's investments in Hedge Funds.

Indemnifications: Like many other companies, the Fund's organizational documents provide that its officers and directors are indemnified against certain liabilities arising out of the performance of their duties to the Fund. In addition, both in some of its principal service contracts and in the normal course of its business, the Fund enters into contracts that provide indemnifications to other parties for certain types of losses or liabilities. The Fund's maximum exposure under these arrangements is unknown as this could involve future claims against the Fund.

Federal Income Tax: For federal income tax purposes, the Fund currently qualifies, and intends to remain qualified, as a regulated investment company under the provisions of Subchapter M of the Internal Revenue Code of 1986, as amended, by distributing substantially all of its earnings to its stockholders. Accordingly, no provision for federal income or excise taxes has been made.

Income and capital gain distributions are determined and characterized in accordance with income tax regulations, which may differ from U.S. GAAP. These differences are primarily due to differing treatments of income and gains on various investment securities held by the Fund, timing differences and differing characterization of distributions made by the Fund as a whole.

As of and during the year ended March 31, 2014, the Fund did not have a liability for any unrecognized tax benefits. The Fund files U.S. federal, state, and local tax returns as required. The Fund's tax returns are subject to examination by the relevant tax authorities until expiration of the applicable statute of limitations which is generally three years after the filing of the tax return for federal purposes and four years for most state returns. Tax returns for open years have incorporated no uncertain tax positions that require a provision for income taxes.

NOTE 3. AGREEMENTS

Rocky Mountain Advisers, LLC (RMA) and Stewart Investment Advisers (SIA) serve as co-advisers to the Fund (the Advisers). The Fund pays the Advisers a monthly fee (the Advisory Fee) at an annual rate of 1.25% of the value of the Fund's average monthly total net assets plus the principal amount of leverage, if any (Managed Assets), less an amount equal to up to 1.00% of the Fund's assets invested in Hedge Funds affiliated with Wellington Hedge Management, LLC (Wellington) to offset any asset-based fees (but not any performance-based fees) paid to Wellington with respect to the Hedge Fund investments. Additionally, effective December 1, 2011, RMA and SIA agreed to waive 0.10% of the Advisory Fee such that the Advisory Fee will be calculated at the annual rate of 1.15% of Managed Assets except with respect to the Hedge Fund investments. The fee waiver agreement has a one-year term and is renewable annually. The Advisers renewed the fee waiver for an additional one year term as of December 1, 2013. The 0.10% waiver does not apply to the Hedge Fund investments.

RMA is owned by the Susan L. Ciciora Trust (the SLC Trust), which is also a member of Evergreen Atlantic LLC, a Colorado limited liability company (EALLC), and is a stockholder of the Fund. SIA is

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First Opportunity Fund, Inc.
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owned by the Stewart West Indies Trust, which is also a member of EALLC. RMA and SIA are considered affiliated persons, as that term is defined in the 1940 Act, of the Fund and Fund Administrative Services, LLC (FAS). Prior to October 1, 2013, SIA received a fee equal to 75% of the fees earned by the Advisers, and RMA received 25% of the fees earned by the Advisers. As of October 1, 2013, SIA receives 25% of the fees earned by the Advisers and RMA receives 75% of the fees earned by the Advisers.

FAS serves as the Fund's co-administrator. Under the Administration Agreement, FAS provides certain administrative and executive management services to the Fund. The Fund pays FAS a monthly fee, calculated at an annual rate of 0.20% of the Fund's Managed Assets up to \$100 million and 0.15% of the Fund's Managed Assets over \$100 million. The equity owners of FAS are EALLC and the Lola Brown Trust No. 1B (the Lola Trust). The Lola Trust is a stockholder of the Fund, and the Lola Trust and EALLC are considered to be affiliated persons of the Fund and the Advisers, as that term is defined in the 1940 Act.

ALPS Fund Services, Inc. (ALPS) serves as the Fund's co-administrator. As compensation for its services, ALPS receives certain out-of-pocket expenses and asset-based fees, which are accrued daily and paid monthly (the Co-Administration Fee). Fees paid to ALPS are calculated based on combined assets of the Fund and the following affiliates of the Fund: Boulder Total Return Fund, Inc., Boulder Growth & Income Fund, Inc., and The Denali Fund Inc. (the Fund Group). ALPS receives the greater of the following, based on combined average assets of the Fund Group: an annual minimum of \$460,000, or an annualized fee of 0.045% on assets up to \$1 billion, an annualized fee of 0.03% on assets between \$1 and \$3 billion, and an annualized fee of 0.02% on assets above \$3 billion. In addition, the Fund and the Fund's wholly-owned Subsidiaries entered into an additional Administration Agreement with ALPS to provide certain administrative services to the Subsidiaries. Pursuant to the new Administration Agreement, the Fund pays ALPS through its subsidiaries a fee in addition to the Co-Administration Fee at the annual rate of \$45,000, payable monthly.

Each Director who is not a director, officer or employee of one of the Advisers, FAS, or any of their affiliates, receives a fee of \$8,000 per annum plus \$4,000 for each in-person meeting, \$500 for each audit committee meeting, \$500 for each nominating committee meeting and \$500 for each telephonic meeting of the Board. The lead independent director of the Board receives \$1,000 per meeting. The chairman of the Audit Committee receives an additional \$1,000 per meeting. The Fund will also reimburse all non-interested Directors for travel and out-of-pocket expenses incurred in connection with such meetings.

Bank of New York Mellon (BNY Mellon) serves as the Fund's custodian. As compensation for BNY Mellon's services, the Fund pays BNY Mellon a monthly fee plus certain out-of-pocket expenses.

Computershare Trust Company, N.A. (Computershare) serves as the Fund's transfer agent, dividend-paying agent, and registrar. As compensation for Computershare's services, the Fund pays Computershare a monthly fee plus certain out-of-pocket expenses.

NOTE 4. SECURITIES TRANSACTIONS

Cost of purchases and proceeds from sale of securities for the year ended March 31, 2014, excluding short-term investments, aggregated \$11,451,174 and \$17,665,736, respectively.

First Opportunity Fund, Inc.

Notes to Consolidated Financial Statements
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NOTE 5. CAPITAL

As of March 31, 2014, 50,000,000 shares of \$0.001 par value common stock (the Common Stock) were authorized and 28,739,389 shares were issued and outstanding.

Transaction in common stock were as follows:

	For the Year Ended March 31, 2014	For the Year Ended March 31, 2013
Common Stock outstanding - beginning of period	28,739,389	28,739,389
Common Stock outstanding - end of period	28,739,389	28,739,389

NOTE 6. SHARE REPURCHASE PROGRAM

In accordance with Section 23(c) of the 1940 Act, the Fund may from time to time repurchase shares of the Fund in the open market at the option of the Board and upon such terms as the Board shall determine. For the years ended March 31, 2014 and March 31, 2013, the Fund did not repurchase any of its own shares.

NOTE 7. SIGNIFICANT STOCKHOLDERS

As of March 31, 2014, the Lola Trust and other entities affiliated with Stewart R. Horejsi and the Horejsi family owned 11,402,886 shares of Common Stock of the Fund, representing approximately 39.7% of the total Common Stock outstanding.

NOTE 8. DISTRIBUTIONS AND TAX INFORMATION

As determined on May 31, 2014, permanent differences resulting primarily from different book and tax accounting for gains and losses on foreign currency, partnership investments, and certain other investments were reclassified at fiscal year-end. These reclassifications had no effect on net increase in net assets resulting from operations, net assets applicable to common stockholders or net asset value per common share outstanding. Permanent book and tax basis differences of \$2,538,656, \$438,459 and \$(2,977,115) were reclassified at March 31, 2014 among net investment income, accumulated net realized gains on investments and paid-in-capital, respectively, for the Fund.

The character of distributions paid on a tax basis during the year ending March 31, 2014 and March 31, 2013 is as follows:

	Year Ended March 31, 2014	Year Ended March 31, 2013
Distributions paid from:		
Ordinary Income	\$ 7,344,638	\$
	\$ 7,344,638	\$

Notes to Consolidated Financial Statements

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As of March 31, 2014, the components of distributable earnings on a tax basis were as follows:

Undistributed net investment income	\$ 4,398,084
Accumulated capital loss on investments	(69,008,819)
Other cumulative effect of timing differences	(436,128)
Unrealized appreciation on investments	81,409,013
Total	\$ 16,362,150

Under the Regulated Investment Company Modernization Act of 2010 (the Modernization Act), net capital losses recognized in tax years beginning after December 22, 2010 may be carried forward indefinitely, and the character of the losses is retained as short-term and/or long-term. Under the law in effect prior to the Modernization Act, net capital losses were carried forward for eight years and treated as short-term. As a transition rule, the Modernization Act requires that post-enactment net capital losses be used before pre-enactment net capital losses. Additionally, post-enactment capital losses that are carried forward will retain their character as either short-term or long-term losses rather than being considered all short-term as under previous law.

As of March 31, 2014, the Fund had unused pre-enactment capital loss carryovers of \$9,191,039 expiring March 31, 2017 and \$35,618,163 expiring March 31, 2018. Additionally, the Fund had post-enactment capital losses deferred to next tax year of \$5,274,276 for short-term and \$18,002,628 for long-term.

The Fund has post October capital losses of \$922,713 which it has elected to defer until the next fiscal year.

On March 31, 2014, based on cost of \$263,207,016 for federal income tax purposes, aggregate gross unrealized appreciation for all securities in which there is an excess of value over tax cost was \$92,147,034, aggregate gross unrealized depreciation for all securities in which there is an excess of tax cost over value was \$(10,739,060) and net appreciation of foreign currency and derivatives was \$1,039. This resulted in net unrealized appreciation of \$81,409,013.

First Opportunity Fund, Inc.

Notes to Consolidated Financial Statements
March 31, 2014

NOTE 9. TRANSACTIONS WITH AFFILIATED COMPANIES

Transactions during the period with companies in which the Fund owned at least 5% of the voting securities were as follows:

Name of Affiliate	Beginning Share Balance as of 4/1/13	Purchases	Sales	Ending Share Balance as of 3/31/14	Dividend Income	Realized Gains (Losses)	Value as of 3/31/14
Perpetual Federal Savings Bank	165,930			165,930	\$ 116,151	\$	\$ 3,214,064
Redwood Financial, Inc.	40,650			40,650	12,195		975,600
River Valley Bancorp	89,993			89,993	94,493		2,317,320
Third Century Bancorp	110,500			110,500	9,945		828,750
TOTAL					\$ 232,784	\$	\$ 7,335,734

NOTE 10. RESTRICTED SECURITIES

As of March 31, 2014, investments in securities included issues that are considered restricted. Restricted securities are often purchased in private placement transactions, are not registered under the Securities Act of 1933, may have contractual restrictions on resale, and may be valued under methods approved by the Board as reflecting fair value.

Restricted securities as of March 31, 2014 were as follows:

Description	Acquisition Date	Cost	Market Value	Value as Percentage of Net Assets
Bay Pond Partners, LP	10/3/11	\$ 39,387,185	\$ 57,663,820	16.7%
Community Bank	2/12/08	912,100	7,602,000	2.2%
First American International	11/29/05	1,052,050	1,225,936	0.4%

Florida Capital Group	8/23/06	2,203,175	7,073	0.0% ^(a)
Forethought Financial Group, Inc. - Class A ^(b)	11/13/09-9/30/10	0	749,811	0.2%
MidCountry Financial Corp.	10/22/04	4,654,500	3,692,570	1.1%
National Bancshares, Inc., Escrow	6/6/06	113,857	15,848	0.0% ^(a)
NSE India, Ltd.	4/30/10	1,517,269	1,462,197	0.4%
South Street Securities Holdings, Inc.	12/8/03	2,500,000	2,343,500	0.7%
Square 1 Financial, Inc., Class A ^(c)	5/3/05 and 11/7/12	3,460,379	7,349,485	2.1%
Tiptree Financial	6/4/07-7/10/09	2,058,848	1,006,680	0.3%

Notes to Consolidated Financial Statements

First Opportunity Fund, Inc.
March 31, 2014

Description (continued)	Acquisition Date	Cost	Market Value	Value as Percentage of Net Assets
Wolf Creek Investors (Bermuda) LP, a Wellington Management Investors (Bermuda), Ltd. share class	10/3/11	\$ 40,043,650	\$ 58,180,252	16.9%
		\$ 97,903,013	\$ 141,299,172	41.0%

(a) Less than 0.05% of Total Net Assets Available to Common Stockholders.

(b) On January 7, 2014, the merger of Forethought Financial Group into Global Atlantic Financial Group was completed. Following the merger, a holdback of the proceeds was established to fund escrow accounts. The escrow accounts will be released in installments within 3 years after the close of the merger.

(c) An IPO took place effective March 27, 2014. Private Placement shares were transferred to common shares and restriction was lifted on May 13, 2014.

NOTE 11. INVESTMENTS IN HEDGE FUNDS

As of March 31, 2014, the Fund held investments in Hedge Funds which are reported on the Consolidated Portfolio of Investments under the sections titled Domestic Hedge Funds and Foreign Hedge Funds.

The Hedge Funds' investment objectives are to achieve capital appreciation through investment primarily in equity and equity-related securities of companies that derive a major portion of profits or anticipated profits from the global financial services sector and related sectors. The Hedge Fund's general partner, or investment manager, may, at their discretion, change the Hedge Fund's investment objective and investment strategy at any time.

Since the investments in the Hedge Funds are not publicly traded, the Fund's ability to make withdrawals from its investments in the Hedge Funds is subject to certain restrictions which vary for each respective Hedge Fund. These restrictions include notice requirements for withdrawals and additional restrictions or charges for withdrawals within a certain time period following initial investment. In addition, there could be circumstances in which such restrictions can include the suspension or delay in withdrawals from the respective Hedge Fund, or limited withdrawals allowable only during specified times during the year. In certain circumstances the Fund may not make withdrawals that occur less than one year following the date of admission to the Hedge Fund. As of March 31, 2014, the Fund did not have any investments in hedge funds in which a suspension of withdrawals was in effect.

First Opportunity Fund, Inc.

Notes to Consolidated Financial Statements
March 31, 2014

The following table summarizes the Fund's investments in Hedge Funds as of March 31, 2014.

Description	% of Net Assets as of 3/31/14	Value as of 3/31/14	Net Unrealized Gain/(Loss) as of 3/31/14	Mgmt fees	Incentive fees	Redemption Period/Frequency
Bay Pond Partners, LP	16.7%	\$ 57,663,820	\$ 18,276,635	Annual rate of 1% of net assets	20% of net profits at the end of the fiscal year	June 30 or Dec 31 upon 45 days notice
Wolf Creek Investors (Bermuda) LP, a Wellington Management Investors (Bermuda), Ltd. share class	16.9%	58,180,252	18,136,602	Annual rate of 1% of net assets	20% of net profits at the end of the fiscal year	At the end of each calendar quarter upon 45 days notice
Total	33.6%	\$ 115,844,072	\$ 36,413,237			

The Fund did not have any outstanding unfunded commitments as of March 31, 2014.

NOTE 12. LINE OF CREDIT

On December 7, 2012 the Fund entered into a financing package that includes a Committed Facility Agreement (the Agreement) with BNP Paribas Prime Brokerage, Inc. (BNP) that allowed the Fund to borrow up to \$30,000,000 (Initial Maximum Commitment) and a Lending Agreement, as defined below. Borrowings under the Agreement are secured by assets of the Fund that are held by the Fund's custodian in a separate account (the Pledged Collateral). Under the terms of the Agreement, BNP is permitted in its discretion, with 270 calendar days advance notice (the Notice Period), to reduce or call the entire Initial Maximum Commitment. Interest on the borrowing is charged at the one month LIBOR (London Inter-bank Offered Rate) plus 0.80% on the amount borrowed.

For the year ended March 31, 2014, the Fund had no borrowings outstanding under the Agreement.

The Lending Agreement is a separate side-agreement between the Fund and BNP pursuant to which BNP may borrow a portion of the Pledged Collateral (the Lent Securities) in an amount not to exceed the outstanding borrowings owed by the Fund to BNP under the Agreement. The Lending Agreement is intended to permit the Fund to reduce the cost of its borrowings under the Agreement. BNP has the ability to reregister the Lent Securities in its own name or in another name other than the Fund to pledge, re-pledge, sell, lend or otherwise transfer or use the collateral with all attendant rights of ownership. The Fund may designate any security within the Pledged Collateral as ineligible to be a Lent Security, provided there are eligible securities within

the Pledged Collateral in an amount equal to the outstanding borrowing owed by the Fund. During the period in which the Lent Securities are outstanding, BNP must remit payment to the Fund equal to the amount of all dividends, interest or other distributions earned or made by the Lent Securities. The Fund receives income from BNP based on the value of the Lent Securities. This income is recorded as Securities lending income on the Statement of Operations.

Under the terms of the Lending Agreement, the Lent Securities are marked to market daily, and if the value of the Lent Securities exceeds the value of the then-outstanding borrowings owed by the Fund to BNP under the Agreement (the Current Borrowings), BNP must, on that day, either (1) return Lent Securities to the Fund's custodian in an amount sufficient to cause the value of the outstanding Lent Securities to equal the Current Borrowings; or (2) post cash collateral with the Fund's custodian equal to the difference between the value of the Lent Securities and the value of the Current Borrowings. If BNP fails to perform either of these actions as required, the Fund will recall securities, as discussed below, in an amount sufficient to cause the value of the outstanding Lent Securities to equal the Current Borrowings. The Fund can recall any of the Lent Securities and BNP shall, to the extent commercially possible, return such security or equivalent security to the Fund's custodian no later than three business days after such request. If the Fund recalls a Lent Security pursuant to the Lending Agreement, and BNP fails to return the Lent Securities or equivalent securities in a timely fashion, BNP shall remain liable to the Fund's custodian for the ultimate delivery of such Lent Securities, or equivalent securities, and for any buy-in costs that the executing broker for the sales transaction may impose with respect to the failure to deliver. The Fund shall also have the right to apply and set-off an amount equal to one hundred percent (100%) of the then-current fair market value of such Lent Securities against the Current Borrowings. As of March 31, 2014, the value of securities on loan was \$0.

The Board has approved the Agreement and the Lending Agreement. No violations of the Agreement or the Lending Agreement occurred during the year ended March 31, 2014.

The interest incurred on borrowed amounts is recorded as Interest on loan in the Statement of Operations, a part of Total Expenses. Total Expenses are used to calculate some of the ratios shown in the Financial Highlights.

NOTE 13. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-08, Financial Services-Investment Companies (Topic 946): Amendments to the Scope, Measurement, and Disclosure Requirements. The FASB standard identifies characteristics a company must assess to determine whether it is considered an investment company for financial reporting purposes. This ASU is effective for fiscal years beginning after December 15, 2013. The Fund believes the adoption of this ASU will not have a material impact on its financial statements.

First Opportunity Fund, Inc.

Notes to Consolidated Financial Statements
March 31, 2014

NOTE 14. FUND REORGANIZATION

On November 4, 2013, RMA and SIA announced that the board of directors of each of the Fund, Boulder Total Return Fund, Inc. (BTF), The Denali Fund Inc. (DNY), and Boulder Growth & Income Fund, Inc. (BIF and, together with BTF, DNY and the Fund, the Funds), have approved the reorganization of each of BTF, DNY and the Fund (the Target Funds) into BIF, with BIF continuing as the surviving fund (each, a Reorganization and collectively, the Reorganizations). The Reorganizations are contingent upon stockholder approval of each Reorganization and other conditions and contemplate, among other things, the following action:

The assets of the Target Funds will be transferred to, and the liabilities of the Target Funds will be assumed by, BIF in exchange for shares of common stock of BIF (the BIF Shares). The BIF Shares will then be distributed to the respective Target Fund stockholders. The net asset value (not market value) of the BIF Shares received by the Target Fund stockholders in the Reorganization will equal the aggregate net asset value (not market value) of the respective Target Fund shares held by such stockholders as of the valuation date.

Certain other actions contemplated by the Reorganizations have been approved by the applicable boards, subject to stockholder approval. Of these other actions, the following is a condition for the completion of the Reorganizations:

An amendment to the Fund's Articles of Amendment and Restatement eliminating the right of stockholders to demand the fair value of their shares upon reorganization with another registered investment company in a family of investment companies having the same investment adviser or administrator as the Fund.

Prior to consummation of the Reorganizations, each Fund is expected to distribute estimated undistributed net investment income and realized capital gains, if any exists. This is in addition to the year-end distributions of net investment income, if any, and capital gains realized, if any, during the current year for each Fund.

NOTE 15. SUBSEQUENT EVENTS

Subsidiary Administrative Agreement Amendment: Effective April 1, 2014, the Administrative Agreement with ALPS to provide certain administrative services to the Subsidiaries was amended due to the closure of FOFI 2, Ltd. Pursuant to the amendment of the Administrative Agreement the Fund pays ALPS through its subsidiaries a fee in addition to the Co-Administration Fee at the annual rate of \$28,000, payable monthly.

Report of Independent Registered Public Accounting Firm

First Opportunity Fund, Inc.

To the Stockholders and Board of Directors of First Opportunity Fund, Inc.:

We have audited the accompanying consolidated statement of assets and liabilities of First Opportunity Fund, Inc. and subsidiaries (the Fund), including the consolidated portfolio of investments, as of March 31, 2014, and the related consolidated statements of operations and cash flows for the year then ended, the consolidated statements of changes in net assets for each of the two years in the period then ended, and the consolidated financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of March 31, 2014, by correspondence with the custodian and the hedge funds' manager. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of First Opportunity Fund, Inc. and subsidiaries as of March 31, 2014, the results of their operations and their cash flows for the year then ended, the changes in their net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Denver, Colorado

May 23, 2014

First Opportunity Fund, Inc.

Additional Information
March 31, 2014 (Unaudited)

Portfolio Information. The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission (the "SEC") for the first and third quarters of each fiscal year on Form N-Q. The Fund's Form N-Q is available (1) on the Fund's website located at <http://www.boulderfunds.net>; (2) on the SEC's website at <http://www.sec.gov>; or (3) for review and copying at the SEC's Public Reference Room ("PRR") in Washington, DC. Information regarding the operation of the PRR may be obtained by calling 1-800-SEC-0330.

Proxy Voting Information. The policies and procedures used to determine how to vote proxies relating to securities held by the Fund are available on the Fund's website located at <http://www.boulderfunds.net>, on the SEC's website at www.sec.gov, or by calling 303-449-0426. Information regarding how the Fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available at <http://www.sec.gov>.

Senior Officer Code of Ethics. The Fund files a copy of its code of ethics that applies to the registrant's principal executive officer, principal financial officer or controller, or persons performing similar functions (the "Senior Officer Code of Ethics"), with the SEC as an exhibit to its annual report on Form N-CSR. The Fund's Senior Officer Code of Ethics is available on the Fund's website located at <http://www.boulderfunds.net>.

Privacy Statement. Pursuant to SEC Regulation S-P (Privacy of Consumer Financial Information) the Board established the following policy regarding information about the Fund's stockholders. We consider all stockholder data to be private and confidential, and we hold ourselves to the highest standards in its safekeeping and use.

General Statement. The Fund may collect nonpublic information (e.g., your name, address, email address, Social Security Number, Fund holdings (collectively, "Personal Information")) about stockholders from transactions in Fund shares. The Fund will not release Personal Information about current or former stockholders (except as permitted by law) unless one of the following conditions is met: (i) we receive your prior written consent; (ii) we believe the recipient to be you or your authorized representative; (iii) to service or support the business functions of the Fund (as explained in more detail below), or (iv) we are required by law to release Personal Information to the recipient. The Fund has not and will not in the future give or sell Personal Information about its current or former stockholders to any company, individual, or group (except as permitted by law) and as otherwise provided in this policy.

In the future, the Fund may make certain electronic services available to its stockholders and may solicit your email address and contact you by email, telephone or U.S. mail regarding the availability of such services. The Fund may also contact stockholders by email, telephone or U.S. mail in connection with these services, such as to confirm enrollment in electronic stockholder communications or to update your Personal Information. In no event will the Fund transmit your Personal Information via email without your consent.

Use of Personal Information. The Fund will only use Personal Information (i) as necessary to service or maintain stockholder accounts in the ordinary course of business and (ii) to support business functions of the Fund and its affiliated businesses. This means that the Fund may share certain Personal Information, only as permitted by law, with affiliated businesses of the Fund, and that such information may be used for non-Fund-related solicitation. When Personal Information is shared with the Fund's business affiliates, the Fund may do so without providing you the option of preventing these types of disclosures as permitted by law.

Additional Information

First Opportunity Fund, Inc.
March 31, 2014 (Unaudited)

Safeguards Regarding Personal Information. Internally, we also restrict access to Personal Information to those who have a specific need for the records. We maintain physical, electronic, and procedural safeguards that comply with Federal standards to guard Personal Information. Any doubts about the confidentiality of Personal Information, as required by law, are resolved in favor of confidentiality.

Tax Information. The Fund designates the following as a percentage of taxable ordinary income distributions, or up to the maximum amount allowable, for the calendar year ended December 31, 2013:

Qualified Dividend Income:	67.80%
Dividend Received Deduction:	58.71%

First Opportunity Fund, Inc.

Summary of Dividend Reinvestment Plan
March 31, 2014 (Unaudited)

Stockholders may elect to have all distributions of dividends and capital gains automatically reinvested in Fund shares (the "shares") pursuant to the Fund's Dividend Reinvestment Plan (the "Plan"). Stockholders who do not participate in the Plan will normally receive all distributions in cash paid by check in United States dollars mailed directly to the stockholders of record (or if the shares are held in street name or other nominee name, then to the nominee) by the custodian, as dividend disbursing agent, unless the Fund declares a distribution payable in shares, absent a stockholder's specific election to receive cash.

Computershare Trust Company, N.A. (the "Plan Agent") serves as agent for the stockholders in administering the Plan. After the Fund declares a dividend or a capital gains distribution, if (1) the market price is lower than net asset value, the participants in the Plan will receive the equivalent in shares valued at the market price determined as of the time of purchase (generally, following the payment date of a dividend or distribution); or if (2) the market price of shares on the payment date of the dividend or distribution is equal to or exceeds their net asset value, participants will be issued shares at the higher of net asset value or 95% of the market price. If the Fund declares a dividend or other distributions payable only in cash and the net asset value exceeds the market price of shares on the valuation date, the Plan Agent will, as agent for the participants, receive the cash payment and use it to buy shares on the open market. If, before the Plan Agent has completed its purchases, the market price exceeds the net asset value per share, the Plan Agent will halt open-market purchases of the Fund's shares for this purpose, and will request that the Fund pay the remainder, if any, in the form of newly issued shares. The Fund will not issue shares under the Plan below net asset value.

There is no charge to participants for reinvesting dividends or capital gain distributions, except for certain brokerage commissions, as described below. The Plan Agent's fees for the handling of the reinvestment of dividends will be paid by the Fund. There will be no brokerage commissions charged with respect to shares issued directly by the Fund. However, each participant will pay a pro rata share of brokerage commissions incurred with respect to the Plan Agent's open market purchase in connection with the reinvestment of dividends and distributions. The automatic reinvestment of dividends and distributions will not relieve participants of any federal income tax that may be payable on such dividends or distributions. The Fund reserves the right to amend or terminate the Plan upon 90 Days' written notice to stockholders of the Fund. Participants in the Plan may withdraw from the Plan upon written notice to the Plan Agent or by telephone in accordance with specific procedures and will receive certificates for whole shares and cash for fractional shares.

All correspondence concerning the Plan should be directed to the Plan Agent, Computershare Trust Company, N.A., P.O. Box 30170, College Station, TX 77842-3170.

Board of Directors Approval of the Investment Advisory Agreements

First Opportunity Fund, Inc.
March 31, 2014 (Unaudited)***Discussion Regarding the Board of Directors Approval of the Investment Advisory Agreements***

Each of the Advisers has entered into an Investment Advisory Agreement with the Fund (the *Advisory Agreements*) pursuant to which the Advisers are jointly responsible for managing the Fund's assets in accordance with its investment objectives, policies and limitations. The 1940 Act requires that the Board, including a majority of the Directors who are not interested persons of the Fund within the meaning of Section 2(a)(19) of 1940 Act (the *Independent Directors*), annually approve the terms of the Advisory Agreements. At a regularly scheduled meeting held on November 4, 2013, the Directors, by a unanimous vote (including a separate vote of the Independent Directors), approved the renewal of the Advisory Agreements.

Factors Considered

Generally, the Board considered a number of factors in renewing the Advisory Agreements including, among other things, (i) the nature, extent and quality of services to be furnished by the Advisers to the Fund; (ii) the investment performance of the Fund compared to relevant market indices and the performance of peer groups of closed-end investment companies pursuing similar strategies (the *Peer Group*); (iii) the advisory fees and other expenses paid by the Fund compared to those of similar funds managed by other investment advisers; (iv) the profitability to the Advisers of their investment advisory relationship with the Fund; (v) the extent to which economies of scale would be realized if the Fund grows and whether fee levels reflect any economies of scale; (vi) support of the Advisers by the Fund's principal stockholders; (vii) the historical relationship between the Fund and the Advisers; and (viii) the relationship between the Advisers and its affiliated service provider, FAS. The Board also reviewed the ability of the Advisers to provide investment management and supervision services to the Fund, including the background, education and experience of the key portfolio management and operational personnel, the investment philosophy and decision-making process of those professionals, and the ethical standards maintained by the Advisers.

Deliberative Process

To assist the Board in its evaluation of the quality of the Advisers' services and the reasonableness of the Advisers' fees under the Advisory Agreements, the Board received a memorandum from independent legal counsel to the Independent Directors discussing the factors generally regarded as appropriate to consider in evaluating investment advisory arrangements and the duties of directors in approving such arrangements. In connection with its evaluation, the Board also requested, and received, various materials relating to the Advisers' investment services under the Advisory Agreements. These materials included reports and presentations from the Advisers that described, among other things, the Advisers' organizational structure, financial condition, internal controls, policies and procedures on brokerage practices, soft-dollar commissions and trade allocation, comparative investment performance results, comparative advisory fees, and compliance policies and procedures. The Board also met with representatives of, and received a report prepared by, an independent research firm, Morningstar, Inc. (*Morningstar*), comparing the Fund's performance and advisory fees and expenses to a group of closed-end funds determined to be most similar to the Fund in each case as determined by Morningstar (the *Peer Group*). The Board also considered information received from the Advisers throughout the year, including investment performance and returns as well as stock price, net asset value and expense ratio reports for the Fund.

First Opportunity Fund, Inc.

Board of Directors Approval of the Investment Advisory Agreements
March 31, 2014 (Unaudited)

In advance of the November 4, 2013 Board meeting, the Independent Directors held two special telephonic meetings with counsel to the Fund and the Independent Directors. One of the principal purposes of the meetings was to discuss the renewal of the Advisory Agreements and to review the materials provided to the Board by the Advisers in connection with the annual review process. The Board held additional discussions at the November 4, 2013 Board meeting, which included a private session among the Independent Directors and their independent legal counsel at which no employees or representatives of the Advisers were present.

The information below summarizes the Board's considerations in connection with its approval of the Advisory Agreements. In deciding to approve the Advisory Agreements, the Board did not identify a single factor as controlling and this summary does not describe all of the matters considered. However, the Board concluded that each of the various factors referred to below favored such approval.

Nature, Extent and Quality of the Services Provided; Ability to Provide Services

The Board received and considered various data and information regarding the nature, extent and quality of services provided to the Fund by the Advisers under the Advisory Agreements. Each Adviser's most recent investment adviser registration form on the Securities and Exchange Commission's Form ADV was provided to the Board, as were the responses of the Advisers to information requests submitted to the Advisers by the Independent Directors through their independent legal counsel. The Board reviewed and analyzed the materials, which included information about the background, education and experience of the Advisers' key portfolio management and operational personnel and the amount of attention devoted to the Fund by the Advisers' portfolio management personnel. The Board was satisfied that the Advisers' investment personnel would devote an adequate portion of their time and attention to the success of the Fund and its investment strategy. Based on the above factors, the Board concluded that it was generally satisfied with the nature, extent and quality of the investment advisory services provided to the Fund by the Advisers, and that the Advisers possessed the ability to continue to provide these services to the Fund in the future.

Investment Performance

The Board considered the investment performance of the Fund since the Advisers were engaged by the Fund in June 2010, as compared to both relevant indices and the performance of the Peer Group. The Board noted that based on its net asset value performance, the Fund underperformed the Standard & Poor's 500 Index, the Fund's primary relevant benchmark, as well as the Dow Jones Industrial Average (Dow Jones) and NASDAQ Composite Index (the NASDAQ Composite) for the one-, three- and five-year periods ended September 30, 2013 and since June, 2010 when the Advisers were engaged by the Fund. The Board noted that the Fund outperformed the Dow Jones for the quarter and six-months ended September 30, 2013, but underperformed the NASDAQ Composite during the same time periods. The Board further noted that the Fund outperformed its Peer Group during the one-year period ended September 30, 2013, but underperformed its Peer Group for the three-, five- and ten-year periods ended September 30, 2013. The Board discussed with the Advisers the Fund's long-term underperformance and to what extent the Advisers planned to make any adjustments to the Advisers' investment strategies to enhance the Fund's long-term performance. The Board noted that another investment adviser had been responsible for managing a substantial portion of the Fund's assets prior to December 31, 2012, and that the other investment adviser had contributed to the Fund's underperformance. The Board was satisfied that the Advisers were appropriately focused on improving the investment performance of the Fund.

Costs of Services Provided and Profits Realized by the Advisers

In evaluating the costs of the services provided to the Fund by the Advisers, the Board received statistical and other information regarding the Fund's total expense ratio and its various components, including advisory fees and investment-related expenses. The Board noted that the level of fees charged by the Advisers is at the higher end of the spectrum of fees charged by similarly situated investment advisers of closed-end funds included in the Peer Group expense universe; however, the advisory fees payable under the Advisory Agreements were comparable to the fees earned by the Advisers on other portfolios managed by the Advisers. The Advisers discussed with the Board certain factors justifying the advisory fee including, but not limited to: the Fund's asset allocation strategy, which increases the workload, burden and responsibility beyond that typically assumed by other money managers; the Advisers' stock skill selection; and the time associated with the discipline of concentrated investing.

The Board also obtained detailed information regarding the overall profitability of the Advisers and the combined profitability of the Advisers and FAS, which acts as co-administrator for the Fund. The combined profitability information was obtained to assist the Board in determining the overall benefits to the Advisers from their relationship to the Fund. In particular, the Board reviewed the costs incurred by the Advisers and FAS in providing services to the Fund.

Based on its analysis of this information, the Board determined that the overall level of profits earned by the Advisers does not appear to be unreasonable based on the profitability of other investment management firms and the quality of the services rendered by the Advisers.

Economies of Scale

The Board considered whether there have been economies of scale with respect to the management of the Fund, whether the Fund has appropriately benefited from any economies of scale, and whether the fee is reasonable in relation to the Fund's assets and any economies of scale that may exist. Although the Board noted that the Advisers do not anticipate that they are likely to experience any meaningful economies of scale with respect to their management of the Fund, the Board, as described below, determined that it would be in the best interests of the Fund and its stockholders to obtain a voluntary fee waiver to provide more immediate benefits to the stockholders.

Fee Waiver

The Board noted the current fee arrangement in place for the Fund under the Advisory Agreements. They noted that the Advisers receive an annual fee, payable monthly, of 1.25% of the value of the Fund's average monthly total net assets, including any leverage. The Board further noted the current one-year voluntary fee waiver whereby the Advisers have agreed to waive a portion of the advisory fee equal to 10 basis points (0.10%) of the value of the Fund's average monthly total net assets, including any leverage. This fee waiver will reduce the annual fee payable to the Advisers to 1.15% of the value of the Fund's average monthly total net assets, including any leverage, through December 1, 2014. Furthermore, the Board noted that the Advisers have agreed to waive 1.00% of the Fund's assets invested in hedge funds affiliated with Wellington to offset any asset-based fees (but not any performance-based fees) paid to Wellington with respect to the hedge fund investments. The Board also noted that effective as of

First Opportunity Fund, Inc.

Board of Directors Approval of the Investment Advisory Agreements
March 31, 2014 (Unaudited)

October 1, 2013, the fee split amongst the Advisers was revised so that SIA receives 25% of the fees earned by the Advisers and RMA receives 75% of the fees earned by the Advisers. The Board concluded that the fee under the Advisory Agreements, as modified by the voluntary fee waiver, was reasonable and fair in light of the nature and quality of the services provided by the Advisers.

Stockholder Support and Historical Relationship with the Fund

The Board also weighed the views of the Fund's largest stockholders, which are affiliated with the family of Mr. Stewart R. Horejsi. As of September 30, 2013, the Lola Trust and other entities affiliated with the Horejsi family held approximately 39.7% of the Fund's outstanding common shares. The Board understood from Mr. Horejsi that these stockholders were supportive of the Advisers and the renewal of the Advisory Agreements.

Approval

The Board based its decision to approve the renewal of the Advisory Agreements on a careful analysis, in consultation with independent counsel, of the above factors as well as other factors. In approving the Advisory Agreements, the Board concluded that the terms of the Fund's investment advisory agreements are reasonable and fair and that renewal of the Advisory Agreements is in the best interests of the Fund and its stockholders.

Directors and Officers

First Opportunity Fund, Inc.
March 31, 2014 (Unaudited)

Set forth in the following table is information about the Directors of the Fund, together with their address, age, position with the Fund, length of time served and principal occupation during the last five years. The Fund's SAI includes additional information about Directors of the Fund and is available, without charge, upon request, at 303-449-0426.

INDEPENDENT DIRECTORS

Name, Age		Position(s) Held with Funds	Term of Office and Length of Time Served	Principal Occupation(s) During past 5 years	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held by Director
and Address*						
Dr. Dean L. Jacobson Age: 75		Class I Director	Term expires 2016; served since 2003.	Founder and President (since 1989), Forensic Engineering, Inc. (engineering investigations); Professor Emeritus (since 1997), Arizona State University.	4	Director (since 2006), Boulder Growth & Income Fund, Inc.; Director (since 2004) Boulder Total Return Fund, Inc.; Director (since 2007), The Denali Fund Inc.
Richard I. Barr Age: 76		Lead Independent Director, Class III Director	Term expires 2015; served since 2001 (Lead Independent Director since 2013 and Chairman 2003-2013).	Retired (since 2001); various executive positions (1963-2001), Advantage Sales and Marketing, Inc. (food brokerage).	4	Director (since 2002) and Lead Independent Director (since 2013), Boulder Growth & Income Fund, Inc.; Director (since 1999), Chairman (2003-2013), and Lead Independent Director (since 2013), Boulder Total Return Fund, Inc.; Director (since 2007) and Lead Independent Director (since 2013), The Denali Fund Inc.
Steven K. Norgaard		Class I Director	Term expires 2016; served since 2011.	Attorney (since 1994), Steven K. Norgaard, P.C. (law firm); Director (since 2007) ATG	4	Director (since 2011), Boulder Growth & Income

Age: 49

Trust Company (independent
trust company).

Fund, Inc., Boulder
Total Return Fund,
Inc., and The Denali
Fund Inc.

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First Opportunity Fund, Inc.

Directors and Officers
March 31, 2014 (Unaudited)

INTERESTED DIRECTORS

Name, Age and Address*	Position(s) Held with Funds	Term of Office and Length of Time Served	Principal Occupation(s)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held by Director
			During past 5 years		
Joel W. Looney^ Age: 52	Chairman and Class II Director	Term expires 2014; served since 2003 (Chairman since 2013).	Assistant Investment Officer (since October 2013), Rocky Mountain Advisers, LLC (investment adviser); Assistant Investment Officer (since October 2013), Boulder Investment Advisers, LLC (investment adviser); Partner (1999 to 2013), Financial Management Group, LLC (investment adviser); Registered Representative (2007 to 2013), VSR Financial Services, Inc. (investment adviser).	4	Director (since 2002) and Chairman (since 2003), Boulder Growth & Income Fund, Inc.; Director (since 2001) and Chairman (since 2013), Boulder Total Return Fund, Inc.; Director and Chairman (since 2007), The Denali Fund Inc.

Directors and Officers

First Opportunity Fund, Inc.
March 31, 2014 (Unaudited)

INTERESTED DIRECTORS

Name, Age and Address*	Position(s) Held with Funds	Term of Office and Length of Time Served	Principal Occupation(s)	Number of Portfolios in Fund Complex Overseen by Director	Other Directorships Held by Director
			During past 5 years		
Susan L. Ciciora** Age: 49	Class III Director	Term expires 2015; served since 2003.	Trustee (since 1994), Lola Brown Trust No. 1B and the Ernest Horejsi Trust No. 1B (since 1992); Director (since 1997), Horejsi Charitable Foundation, Inc. (private charitable foundation).; Director (2006- 2011), Boulder Growth & Income Fund, Inc.; Director (2001-2011), Boulder Total Return Fund, Inc.	4	Director (since 2007), The Denali Fund Inc.

* Unless otherwise specified, the Directors' respective addresses are c/o First Opportunity Fund, Inc., 2344 Spruce Street, Suite A, Boulder, Colorado 80302.
Includes the Fund, Boulder Growth & Income Fund, Inc., Boulder Total Return Fund, Inc., and The Denali Fund Inc.

^ Mr. Looney is considered an interested person because of his position as an employee of FAS and Assistant Investment Officer of RMA.

** Ms. Ciciora is considered an interested person as a result of the extent of her beneficial ownership of Fund shares and by virtue of her indirect beneficial ownership of RMA, SIA and FAS.

First Opportunity Fund, Inc.

Directors and Officers
March 31, 2014 (Unaudited)

OFFICERS

The names of the executive officers of the Fund are listed in the table below. Unless otherwise specified, each officer was elected to office by the Board at a meeting held on February 7, 2014. Officers are elected annually and will hold such office until a successor has been elected by the Board.

Name, Age and	Position(s) Held	Term of Office and Length of	Principal Occupation(s)
Address*	with Funds	Time Served	During past 5 years
Stephen C. Miller Age: 61	President	Appointed annually; served since 2003.	President and General Counsel (since 1999), Boulder Investment Advisers, LLC; President and General Counsel (since 2008), Rocky Mountain Advisers, LLC; Manager (since 1999), Fund Administrative Services, LLC; Vice President (since 1998), Stewart Investment Advisers; President (since 2002), Boulder Growth & Income Fund, Inc.; President (since 1999), Boulder Total Return Fund, Inc.; President (since 2007), The Denali Fund Inc.; officer of various other entities affiliated with the Horejsi family; Of Counsel (since 1991), Krassa & Miller, LLC.
Nicole L. Murphey Age: 37	Chief Financial Officer, Chief Accounting Officer, Vice President, Treasurer, and Assistant Secretary	Appointed annually; served as Chief Financial Officer, Chief Accounting Officer and Treasurer since 2011; served as Vice President since 2008; served as Assistant Secretary since 2003.	Vice President and Treasurer (since 2011), Boulder Investment Advisers, LLC and Rocky Mountain Advisers, LLC; Assistant Manager (since 2011), Fund Administrative Services, LLC; Chief Financial Officer, Chief Accounting Officer, Treasurer (since 2011), Vice President (since 2008) and Assistant Secretary (since 2002), Boulder Growth & Income Fund, Inc.; Chief Financial Officer, Chief Accounting Officer, Treasurer (since 2011), Vice President (since 2008) and Assistant Secretary (since 2002), Boulder Total Return Fund, Inc.; Chief Financial Officer, Chief Accounting Officer, Treasurer (since 2011), Vice President (since 2008) and Assistant Secretary (since 2007), The Denali Fund Inc.

Directors and Officers

First Opportunity Fund, Inc.
March 31, 2014 (Unaudited)

Name, Age and	Position(s) Held	Term of Office	Principal Occupation(s)
Address*	with Funds	and Length of Time Served	During past 5 years
Lucas Foss Age: 36	Chief Compliance Officer	Appointed annually; served since 2012.	Deputy Chief Compliance Officer (since August 2012), ALPS Fund Services; Chief Compliance Officer (since 2012), Wakefield Alternative Series Trust; Chief Compliance Officer (since 2012), ALPS Series Trust; Chief Compliance Officer (since 2012), The Caldwell & Orkin Funds, Inc.; Chief Compliance Officer (since 2012), Boulder Growth & Income Fund, Inc.; Boulder Total Return Fund, Inc.; The Denali Fund Inc.; Chief Compliance Officer (since 2013), Whitebox Mutual Funds; Chief Compliance Officer (since 2013), Principal Real Estate Income Fund; Compliance manager (2010-2012), ALPS Fund Services; Senior Compliance Analyst (2006-2009), ALPS Fund Services; Registered Representative, ALPS Distributors, Inc.
Stephanie J. Kelley Age: 57	Secretary	Appointed annually; served since 2003.	Secretary (since 2002) and Assistant Compliance Officer (2002-2012), Boulder Growth & Income Fund, Inc.; Secretary (since 2000) and Assistant Compliance Officer (2000-2011), Boulder Total Return Fund, Inc., Secretary (since 2003) and Assistant Compliance Officer (2007-2011), The Denali Fund Inc.; Assistant Secretary and Assistant Treasurer of various other entities affiliated with the Horejsi family.

* Unless otherwise specified, the Officers' respective addresses are c/o First Opportunity Fund, Inc., 2344 Spruce Street, Suite A, Boulder, Colorado 80302.

Directors	Richard I. Barr Susan L. Ciciora Dean L. Jacobson Joel W. Looney Steven K. Norgaard
Co-Investment Advisers	Stewart Investment Advisers Rocky Mountain Advisers, LLC 2344 Spruce Street, Suite A Boulder, CO 80302
Administrator	Fund Administrative Services, LLC 2344 Spruce Street, Suite A Boulder, CO 80302
Co-Administrator	ALPS Fund Services, Inc. 1290 Broadway, Suite 1100 Denver, CO 80203
Custodian	Bank of New York Mellon One Wall Street New York, NY 10286
Transfer Agent	Computershare Trust Company, N.A. P.O. Box 43011 Providence, RI 02940-3011
Independent Registered Public Accounting Firm	Deloitte & Touche LLP 555 17th Street, Suite 3600 Denver, CO 80202
Legal Counsel	Paul Hastings LLP 515 South Flower Street, 25th Floor Los Angeles, CA 90071-2228

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The views expressed in this report and the information about the Fund's portfolio holdings are for the period covered by this report and are subject to change thereafter.

This report is for stockholder information. This is not a prospectus intended for use in the purchase or sale of Fund shares.

First Opportunity Fund, Inc. 2344 Spruce Street, Suite A | Boulder, CO 80302

If you have questions regarding shares held in a brokerage account contact your broker, or, if you have physical possession of your shares in certificate form, contact the Fund's Transfer Agent and Shareholder Servicing Agent -
Computershare Trust Company, N.A. at: P.O. Box 43011 | Providence, RI 02940-3011 | (800) 451-6788

www.boulderfunds.net

The Fund's CUSIP number is: 33587T108

Item 2. Code of Ethics.

As of the end of the period covered by this report, First Opportunity Fund, Inc. (the Registrant or Fund) has adopted a code of ethics that applies to the Registrant's Principal Executive Officer and Principal Financial Officer. During the period covered by this report, there were no material changes made to provisions of its code of ethics, nor were there any waivers granted from a provision of the code of ethics. A copy of the Registrant's code of ethics is filed with this N-CSR under Item 12(a).

Item 3. Audit Committee Financial Expert.

At a meeting of the board of directors held on February 7, 2014, the Registrant's board of directors has determined that Steven K. Norgaard is qualified to serve as audit committee financial expert serving on its audit committee and that he is independent, as defined in paragraph (a)(2) of Item 3.

Item 4. Principal Accountant Fees and Services.

(a) Audit Fees The aggregate fees billed for each of the last two fiscal years for professional services rendered by the principal accountant for the audit of the Registrant's annual financial statements or services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements were \$98,000 and \$98,000 for the fiscal years ended March 31, 2013 and March 31, 2014, respectively.

(b) Audit-Related Fees There were no fees billed for the fiscal years ended March 31, 2013 and March 31, 2014, for assurance and related services by the principal accountant that are reasonably related to the performance of the audit of the Registrant's financial statements and are not reported under (a) of this Item.

(c) Tax Fees The aggregate fees billed in each of the last two fiscal years for professional services rendered by the principal accountant for the review of the Registrant's tax returns and excise tax calculations were \$25,000 and \$25,000 for the fiscal years ended March 31, 2013 and March 31, 2014, respectively.

(d) All Other Fees The aggregate fees billed for the last two fiscal years for products and services provided by the principal accountant, other than the services reported in (a) through (c) of this Item were \$0 and \$6,445 for the fiscal years ended March 31, 2013 and March 31, 2014, respectively. These fees pertained to the review and consent of the Registration Statement Under the Securities Act of 1933 (Form N-14).

(e) (1) Audit Committee Pre-Approval Policies and Procedures. The Registrant's audit committee pre-approves all audit and non-audit services to be performed by the Registrant's accountant before the accountant is engaged by the Registrant to perform such services. Under the audit committee's charter, pre-approval of permitted non-audit services by the Registrant's accountant is not required if: (1) the aggregate amount of all permitted non-audit services is not more than 5% of the total revenues paid by the Registrant to the accountant in the fiscal year in which the non-audit services are provided; (2) such services were not recognized by the Registrant at the time of the engagement to be non-audit services; and (3) such services are promptly brought to the attention of the audit committee and approved by the audit committee or a designated audit committee member prior to the completion of the audit of the Registrant's annual financial statements.

(e) (2) Percentage of Services. The percentage of services described in each of paragraphs (b) through (d) of this Item that were approved by the audit committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X are as follows:

(b) Not applicable

(c) 100%

(d) 100%

(f) None of the hours expended on the principal accountant's engagement to audit the Registrant's financial statements for the fiscal year ended March 31, 2014 were attributable to work performed by persons other than the principal accountant's full-time, permanent employees.

(g) Not applicable.

(h) Not applicable.

Item 5. Audit Committee of Listed Registrants.

The Registrant has an audit committee which was established by the Board of Directors of the Fund in accordance with

Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended. The members of the Registrant's audit committee are Dr. Dean L. Jacobson, Richard I. Barr, and Steven K. Norgaard.

Item 6. Investments.

(a) The Registrant's full schedule of investments is included as part of the report to stockholders filed under Item 1 of this Form.

(b) Not applicable.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

The Registrant has delegated, subject to the supervision of the Board of Directors, the voting of proxies relating to its voting securities to Rocky Mountain Advisers, LLC ("RMA") and Stewart Investment Advisers ("SIA"), the co-advisers to the Fund (the "Advisers"). The Proxy Voting Procedures of the Advisers are included below.

Boulder Total Return Fund, Inc.

Boulder Growth & Income Fund, Inc.

The Denali Fund Inc.

First Opportunity Fund, Inc.

Proxy Voting Procedures

The Board of Directors of the Boulder Total Return Fund, Inc., Boulder Growth & Income Fund, Inc., The Denali Fund Inc. and First Opportunity Fund, Inc. (collectively, the **Funds**) hereby adopt the following policies and procedures with respect to voting proxies relating to portfolio securities held by the Funds (collectively, the **Voting Policies**).

1. **Policy.** It is the policy of each of the Boards of Directors of the Funds (the **Board**) to delegate the responsibility for voting proxies relating to portfolio securities held by the Funds to each Fund's respective investment adviser(s) (the **Adviser**) as a part of the Adviser's general management of the Funds, subject to the Board's continuing oversight. The voting of proxies is an integral part of the investment management services that the Adviser provides pursuant to the advisory contract. Proxy voting policies and procedures are required by Rule 206 (4)-6 of the Investment Advisers Act of 1940, and became effective August 6, 2003.

2. **Fiduciary Duty.** The right to vote a proxy with respect to portfolio securities held by the Funds is a significant asset of the Fund. The Adviser, to which authority to vote on behalf of the Funds is delegated, exercises this voting responsibility as a fiduciary, and votes proxies in a manner consistent with the best interest of the Funds and its shareholders, and with the goal of maximizing the value of the Funds and the shareholders' investments.

3. **Procedures.** The following are the procedures adopted by the Board for the administration of this policy:

a. **Review of Adviser Proxy Voting Procedures.** The Adviser, with advice and counsel from the Board, shall present to the Board its policies, procedures and other guideline for voting proxies at least annually (the **Voting Guidelines**), and must notify the Board promptly of any material changes. In accordance with the foregoing, the Adviser has developed the Voting Guidelines which are attached hereto as **Exhibit A**.

b. **Voting Record Reporting.** No less than annually, the Adviser shall report to the Board a record of each proxy voted with respect to portfolio securities of the Funds during the respective year. With respect to those proxies the Adviser has identified as involving a conflict of interest², the Adviser shall submit a separate report indicating the nature of the conflict of interest and how that conflict was resolved with respect to the voting of the proxy.

4. **Revocation.** The delegation by the Board of the authority to vote proxies relating to portfolio securities of the Funds is entirely voluntary and may be revoked by the Board, in whole or in part, at any time. This disclosure shall be included in any registration statement filed on behalf of the Funds after July 1, 2003.

5. **Annual Filing.** The Fund shall file an annual report of each proxy voted with respect to portfolio securities of the Funds during the twelve-month period ended June 30 on Form N-PX not later

¹ This policy is adopted for the purpose of the disclosure requirements adopted by the Securities and Exchange Commission, Releases No. 33-8188, 34-47304, IC-25922.

² As it is used in this document, the term "conflict of interest" refers to a situation in which the Adviser or affiliated persons of the adviser have a financial interest in a matter presented by a proxy other than the obligation it incurs as investment adviser to the Funds which compromises the Adviser's independence of judgment and action with respect to the voting of the proxy.

Voting Policies and Procedures

than August 31 of each year. The Fund must file the complete proxy voting record on an annual basis on this form. Form N-PX must contain complete proxy voting records for the 12 month period stated above, and must be signed on behalf of the Fund by the principal executive officers.

6. **Disclosures.**

a. The Fund shall include in any future registration statement:

i. A description of the Voting Policies and the Voting Guidelines³; and

ii. A statement disclosing that information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge, upon request, by calling the Funds toll-free telephone number; or through a specified Internet address; or both; and on the SEC website.⁴

b. The Fund shall include in its Annual and Semi-Annual Reports to shareholders:

i. A statement disclosing that the Voting Policies and Voting Guidelines are available without charge, upon request, by calling the Funds toll-free telephone number; or through a specified Internet address; and on the SEC website.⁵

ii. A statement disclosing that information regarding how the Fund voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is available without charge, upon request, by calling the Funds toll-free telephone number; or through a specified Internet address; or both; and on the SEC website.⁶

7. **Recordkeeping Requirements.** SEC Rule 204-2, as amended, requires advisers to retain:

1. Proxy voting policies and procedures
2. Proxy statements received regarding client securities
3. Records of votes cast on behalf of clients
4. Records of written client requests
5. Any documents prepared by the Adviser material to making a

decision how to vote, or that memorialized the basis for the decision.

8. **Review of Policy.** At least annually, the Board shall review this Policy to determine its sufficiency and shall make and approve any changes that it deems necessary from time to time.

³ This disclosure is included in all registration statements filed on behalf of the Funds after July 1, 2003.

⁴ This disclosure is included in all registration statements filed on behalf of the Funds after August 31, 2004.

⁵ This disclosure is included in all reports filed on behalf of the Funds after July 1, 2003.

⁶ This disclosure is included in all reports filed on behalf of the Funds after August 31, 2004.

EXHIBIT A VOTING GUIDELINES

The Funds' and Advisers' proxy voting principles are summarized below, with specific examples of voting decisions for the types of proposals that are most frequently presented:

<i>Category</i>	<i>Guideline</i>	<i>Voting</i>
BOARD OF DIRECTOR ISSUES	The board of directors' primary role is to protect the interests of all shareholders. Key functions of the board are to approve the direction of corporate strategy, ensure succession of management and evaluate performance of the corporation as well as senior management. The board is accountable to shareholders, and must operate independently from management.	
Routine Elections	Although we typically vote for the election of directors in uncontested elections, we may vote against, or withhold, if applicable, if we believe the individual has not, or is not likely to in the future, deliver value to shareholders or protect shareholders' interests due to the individual's relationships, background or prior actions.	Generally FOR, but will review on a case-by-case basis
Board Classification	Generally we are opposed to entrenchment mechanisms and will vote against proposals to classify a board. We prefer annual election of directors in order that shareholders have more power to replace directors deemed to not be acting in the shareholders' interest.	Generally AGAINST
Independence of Directors	The majority of board members should be independent from the corporation, management or a majority shareholder. An independent member should not be a former employee of the company or a representative of a key supplier to or a key client of the company.	We will generally support boards that have a majority of board members classified as independent.
Director Indemnification	Mandatory indemnification of directors and officers is necessary to attract quality candidates.	Generally FOR

Director Attendance	Board membership requires a significant amount of time in order for responsibilities to be executed, and attendance at Board and Committee meetings is noted.	We look for attendance records to be in the 75% participation range.
Term Limits	We are more concerned with the performance of directors and not with the term limits	Generally AGAINST but will look at on a case-by-case basis.
Separation of Chair and CEO	In most cases it is advisable for there to be a separation between the CEO and the Chair to enhance separation of management interests and shareholders.	In most cases we would support a recommendation to separate the Chair from the CEO. Lead directors are considered acceptable, and in this situation an independent Corporate Governance committee must also be in place.
Committees of the Board	Audit, Compensation, Governance and Nominating committees are the most significant committees of the board.	We support the establishment of these committees, however independent director membership on these committees is the primary concern. Two-thirds independent membership is satisfactory, provided that the chair of each committee is independent.

Voting Policies and Procedures

<i>Category</i>	<i>Guideline</i>	<i>Voting</i>
Audit Process	The members of an audit committee should be independent directors, and the auditor must also be independent. The auditor should report directly to the Audit committee and not to management.	We will generally support the choice of auditors recommended by the Audit Committee. In the event that the auditor supplies other services for a fee other than the audit, each situation will be reviewed on a case-by-case basis.

VOTING AND ENTRENCHMENT

ISSUES

Shareholder Right to Call		Generally FOR
Special Meeting		
Shareholder Right to Act by		Generally FOR
Written Consent		
Cumulative Voting		Generally FOR, although there may be situations where such a structure may be detrimental to shareholder interests.
Confidentiality of Shareholder Voting	Like any other electoral system, the voting at annual and special meetings should be confidential and free from any potential coercion and/or impropriety.	We will support any proposals to introduce or maintain confidential voting.
Size of Board of Directors	Generally boards should be comprised of a minimum of seven to a maximum of fifteen. However the complexity of the company has an impact on required board size.	The independence of the board is a greater concern than the number of members. However should a change in board size be proposed as a potential an anti-takeover measure we would vote against.

COMPENSATION ISSUES

Director Compensation

Directors should be compensated fairly for the time and expertise they devote on behalf of shareholders. We favor directors personally owning shares in the corporation, and that they receive a substantial portion of their remuneration in the form of shares.

We support recommendations where a portion of the remuneration is to be in the form of common stock. We generally do not support options for directors, and do not support retirement bonuses or benefits for directors.

MANAGEMENT COMPENSATION

Compensation plans for executives should be designed to attract and retain the right people with exceptional skills to manage the company successfully long-term. These plans should be competitive within the company's respective industry without being excessive and should attempt to align the executive's interests with the long-term interest of shareholders.

Executive compensation will be considered on a case-by-case basis.

Voting Policies and Procedures

<i>Category</i>	<i>Guideline</i>	<i>Voting</i>
Stock Options and Incentive Compensation Plans	Compensation plans should be designed to reward good performance of executives. They should also encourage management to own stock so as to align their financial interests with those of the shareholders. It is important that these plans are disclosed to the shareholders in detail for their approval.	We will not support plans with options priced below current market value or the lowering of the exercise price on any previously granted options. We will not support any plan amendment that is not capped or that results in anything but negligible dilution. We believe that shareholders should have a say in all aspects of option plans and therefore will not support omnibus stock option plans or plans where the Board is given discretion to set the terms. Plans will be considered on a case-by-case basis.
Adopt/Amend Employee Stock Purchase Plans		Considered on a case-by-case basis.
Golden Parachutes	Although we believe that golden parachutes may be a good way to attract, retain and encourage objectivity of qualified executives by providing financial security in the case of a change in the structure or control of a company, golden parachutes can be excessive.	Generally opposed but will consider on a case-by-case basis.
Require Shareholder Approval of Golden Parachutes		Generally FOR
TAKEOVER PROTECTIONS	Some companies adopt shareholder rights plans that incorporate anti-takeover measures, which may include: poison pills, crown jewel defense, payment of greenmail, going private transactions, leveraged buyouts, lock-up arrangements, Fair price amendments, Re-incorporation. Rights plans should be designed to ensure that all shareholders are treated equally in the event there is a change in control of a company. These plans should also provide the Board with sufficient	We will review each situation on a case-by-case basis. We will generally support proposals that protect the rights and share value of shareholders.

time to ensure that the appropriate course of action is chosen to ensure shareholder interests have been protected. However, many shareholder rights plans can be used to prevent bids that might in fact be in the shareholders best interests. Depending on their contents, these plans may also adversely influence current share prices and long-term shareholder value.

Dual Class Shares

It is not unusual for certain classes of shares to have more than one vote per share. This is referred to as a dual class share structure and can result in a minority of shareholders having the ability to make decisions that may not be in the best interests of the majority of shareholders.

Generally AGAINST.

Super-Majority Voting
Provisions

Super-majority voting (e.g., 67% of votes cast or a majority of outstanding shares), although fairly common, can, from a practical point of view, be difficult to obtain, and essentially are a bar from effective challenges to entrenched management, regardless of performance or popularity. A very high requirement can be unwieldy and therefore not in the best interest of the majority of shareholders.

Generally AGAINST. We will generally oppose proposals for voting requirements that are greater than a majority of votes cast. That said, we will review supermajority proposals on a case-by-case basis.

Voting Policies and Procedures

<i>Category</i>	<i>Guideline</i>	<i>Voting</i>
Issuance of Authorized Shares		Generally FOR
Issuance of Unlimited or Additional Shares	Corporations may increase their authorized number of shares in order to implement a stock split, to support an acquisition or restructuring plan, to use in a stock option plan or to implement an anti-takeover plan. Shareholders should approve of the specific business need for the increase in the number of shares and should understand that the issuance of new shares can have a significant effect on the value of existing shares.	Generally AGAINST. We will generally oppose proposals to increase the number of authorized shares to unlimited , but will consider any proposals to increase the number of authorized shares on a case-by-case basis for a valid business purpose.
Shareholder Proposals	Shareholders should have the opportunity to raise their concerns or issues to company management, the board and other shareholders. As long as these proposals deal with appropriate issues and are not for the purposes of airing personal grievances or to obtain publicity, they should be included on the proxy ballot for consideration.	Shareholder proposals will be reviewed on a case-by-case basis.
OTHER MATTERS		
Stock Repurchase Plans		Generally FOR
Stock Splits		Generally FOR
Require Shareholder Approval to issue Preferred Stock		Generally FOR
Corporate Loans to Employees	Corporate loans, or the guaranteeing of loans, to enable employees to purchase company stock or options should be avoided. These types of loans can be risky if the company stock declines or the employee is terminated.	Generally AGAINST.
Blank-cheque Preferred Shares	The authorization of blank-cheque preferred shares gives the board of directors complete discretion to fix voting, dividend, conversion and other rights	Generally AGAINST.

and privileges. Once these shares have been authorized, the shareholders have no authority to determine how or when they will be allocated. There may be valid business reasons for the issuance of these shares but the potential for abuse outweighs the benefits.

Dated: October 26, 2007

Revised: July 30, 2010, November 8, 2010, July 27, 2012, August 5, 2013.

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Item 8. Portfolio Managers of Closed-End Management Investment Companies.

Stewart R. Horejsi, Brendon J. Fischer and Joel W. Looney are the Fund's portfolio managers and are collectively responsible for the day-to-day management of the Fund's assets. Mr. Horejsi, Mr. Fischer and Mr. Looney are referred to herein as the **Portfolio Managers**. The Portfolio Managers manage the Fund and three other registered investment companies, Boulder Growth & Income Fund, Inc. (**BIF**), The Denali Fund Inc. (**DNY**) and Boulder Total Return Fund, Inc. (**BTF**). As of March 31, 2014, BIF, DNY, and BTF had total assets, including leverage, of approximately \$287.7 million, \$129.4 million, and \$445.1 million, respectively. None of the advisory fees of the other registered investment companies for which the Portfolio Managers manage are based on the performance of the account.

Separately, Mr. Horejsi also acts as a financial consultant to other private trusts and entities associated with the Horejsi family (collectively, the **Horejsi Affiliates**) and consults with respect to their portfolios of equities having an aggregate value of approximately \$944.9 million as of March 31, 2014. Mr. Horejsi has been the financial and investment adviser for the Horejsi Affiliates since 1982 and the Chief Investment Officer for Boulder Investment Advisers, LLC (**BIA**) (the co-adviser, together with SIA, to BIF, DNY and BTF) and SIA since 1999 and RMA since 2008. Mr. Horejsi has been a Portfolio Manager for the Fund since June 1, 2010.

Mr. Fischer joined RMA and BIA as an Assistant Investment Officer in 2012 and has been a Portfolio Manager of the Fund since 2012 as well. Prior to joining RMA and BIA, Mr. Fischer was an Associate and Senior Analyst with H.I.G. WhiteHorse in Dallas, Texas from 2005 until 2012.

Separately, Mr. Looney also acts as an advisory representative providing investment supervisory and financial planning services to RMA's private clients (the **RMA Private Clients**) for which RMA receives fees generally based on a percentage of assets under management. Mr. Looney joined BIA and RMA as an Assistant Investment Officer and a Portfolio Manager of the Fund in 2013. Prior to joining the Advisers, Mr. Looney was the Principal for Financial Management Group, LLC, an investment management firm, from 1999 to 2013. Mr. Looney also currently serves as Chairman of the Board of Directors for the Fund.

As a general matter, portfolio management staff are paid an annual fixed salary and are offered participation in the firm's 401K, as well as other benefits that are offered to other employees of the Advisers. In evaluating a portfolio manager's

salary and annual pay increases, the Fund's performance may be one of many factors considered by management. However, as a general matter, the Advisers do not tie portfolio manager compensation to specific levels of performance relative to fixed benchmarks. Other factors that may also be significant in determining portfolio manager compensation include, without limitation, the effectiveness of the manager's leadership within the Adviser's investment team, contributions to the Adviser's overall performance, discrete securities analysis, idea generation, and other considerations. Generally, a portfolio manager does not receive bonuses; however, in the case of Mr. Horejsi, because of his affiliation with and beneficial interest in the Horejsi Affiliates that own the Advisers, he may, directly or indirectly, receive distributions of the Advisers' profits. In the case of Mr. Looney, in addition to an annual fixed salary and other benefits mentioned above, he receives a portion of the fees paid to RMA for providing investment supervisory and financial planning services to the RMA Private Clients.

Conflicts of interest may arise in connection with the Portfolio Managers' management of the Fund's investments. This is because the Portfolio Managers also serve as portfolio managers to BIF, DNY and BTF. Additionally, Mr. Horejsi consults with respect to a substantial portfolio of securities for the Horejsi Affiliates. From time to time, securities may meet the investment objectives of one or any combination of the Fund, BIF, DNY, BTF, the RMA Private Clients and the Horejsi Affiliates. In such cases, the decision to recommend a purchase to one fund or account rather than another is based on a number of factors. Allocations of investments to and among the Fund, BIF, DNY, BTF and the RMA Private Clients are made in accordance with the investment allocation policies and procedures of the Advisers. There is no guarantee that these policies and procedures will be able to identify and mitigate all potential conflicts of interest with respect to the investments of the funds. Factors considered in the investment recommendations may include the size of the portfolio, concentration of holdings, investment objectives, restrictions and guidelines, asset coverage ratios, tax considerations, purchase cost, and cash availability. It is possible that at times identical securities will be held by more than one fund and/or account. However, positions in the same issue may vary and the length of time that any fund or account may choose to hold its investment in the same issue may likewise vary. To the extent that more than one of the funds or accounts managed by the Advisers seek to acquire the same security at about the same time, the Fund may not be able to acquire as large a position in such security as it desires or it may have to pay a higher price for the security. With respect to the assets of the Horejsi Affiliates, as may be advised from time to time by Mr. Horejsi, the Horejsi Affiliates have consented to allow the funds and other accounts managed by the Advisers to complete the entirety of their transactions in any particular security before the Horejsi Affiliates will be allowed to transact in such security, thus giving the funds managed by the Advisers the first opportunity to trade in a particular security. The Fund may not be able to obtain as large an execution of an order to sell or as high a price for any particular portfolio security if the Advisers decide to sell on behalf of another fund or account the same portfolio security at the same time. On the other hand, if the same securities are bought or sold at the same time by more than one fund or account, the resulting participation in volume transactions could produce better executions for the Fund. In the event more than one fund or account purchases or sells the same security on a given date, the Advisers will seek to allocate the purchases and sales on an equitable basis, taking into consideration such factors as: the size of the portfolio, concentration of holdings, investment objectives and guidelines, asset coverage ratios, tax considerations, purchase cost, and cash availability. Although the other funds managed by the Advisers may have the same or similar investment objectives and policies as the Fund, their respective portfolios will vary from fund to fund and their respective performance results are likely to differ from those of the Fund.

Mr. Horejsi does not directly own any shares of the Fund. However, the Lola Brown Trust No. 1B, which has engaged Mr. Horejsi as a financial consultant and with respect to which Mr. Horejsi is a discretionary beneficiary, holds 4,769,782 shares of the Fund as of March 31, 2014. In addition, (i) the Stewart R. Horejsi Trust No. 2, a trust established by Mr. Horejsi but with respect to which he is not a beneficiary, owns 2,169,602 shares of the Fund; (ii) the Susan L. Ciciora Trust, a trust established by Mr. Horejsi's daughter but with respect to which Mr. Horejsi is not a beneficiary, owns 1,737,573 shares of the Fund; and (iii) the Mildred B. Horejsi Trust, a trust established by Mr. Horejsi's mother and with respect to which Mr. Horejsi is a beneficiary, owns 2,725,929 shares of the Fund (the foregoing are included in the above definition of "Horejsi Affiliates"). Because of Mr. Horejsi's advisory or familial role with respect to these Horejsi Affiliates, he may be deemed to have indirect beneficial ownership of their respective

shares which in the aggregate have a dollar range in excess of \$1 million.

Mr. Fischer directly owned 9,275 shares of the Fund as of March 31, 2014 with an aggregate value of between \$50,001 - \$100,000.

Mr. Looney directly owned 22,232 shares of the Fund as of March 31, 2014 with an aggregate value of between \$100,001 - \$500,000.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

No reportable purchases for the period covered by this report.

Item 10. Submission of Matters to a Vote of Security Holders.

No material changes to the procedures by which the shareholders may recommend nominees to the Registrant's Board of Directors have been implemented after the Registrant's last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (17 CFR 229.407) (as required by Item 22(b)(15) of Schedule 14A (17 CFR 240.14a-101)), or this Item.

Item 11. Controls and Procedures.

(a) The Registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the Registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).

(b) There were no changes in the Registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d))) that occurred during the Registrant's second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting.

Item 12. Exhibits.

- (a)(1) Code of Ethics, or any amendment thereto, that is the subject of disclosure required by Item 2 is attached hereto.
- (a)(2) Certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)) are attached hereto as Exhibits 99.302(i)CERT and 99.302(ii)CERT.
- (a)(3) Not applicable.
- (b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 are attached hereto as Exhibit 99.906CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, and the Investment Company Act of 1940, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) FIRST OPPORTUNITY FUND, INC.

By (Signature and Title) /s/ Stephen C. Miller
Stephen C. Miller, President

(Principal Executive Officer)

Date: June 4, 2014

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, and the Investment Company Act of 1940, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

By (Signature and Title) /s/ Stephen C. Miller
Stephen C. Miller, President

(Principal Executive Officer)

Date: June 4, 2014

By (Signature and Title) /s/ Nicole L. Murphey
Nicole L. Murphey, Chief
Financial

Officer, Chief Accounting Officer,
Vice

President, Treasurer, Asst.
Secretary

(Principal Financial Officer)

Date: June 4, 2014