

FIRST OPPORTUNITY FUND INC  
Form 8-K  
August 05, 2010

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

FORM 8-K  
CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): August 5, 2010 (July 30, 2010)

FIRST OPPORTUNITY FUND, INC.  
(Exact name of registrant as specified in its charter)

Maryland  
(State of  
incorporation)

811-04605  
(Commission File  
Number)

13-3341573  
(I.R.S. Employer  
Identification  
Number)

2344 Spruce Street, Suite A  
Boulder, CO 80302  
(Address of principal executive offices and zip code)

(303) 444-5483  
Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation or the registrant under any of the following provisions (see General Instructions A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d - 2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e - 4 (c))

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On July 30, 2010, the Board of Directors of First Opportunity Fund, Inc. (the "Fund") adopted an amendment and restatement of the bylaws of the Fund (the "Amendment"). The Amendment clarifies that nominations for individuals for election to the Board of Directors may only be made by stockholders of the class of securities entitled to vote for such nominee.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.2 Amended and Restated Bylaws of the Fund dated July 30, 2010.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FIRST OPPORTUNITY FUND, INC.

Date: August 5, 2010

/s/ Stephen C. Miller

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Stephen C. Miller  
President and General Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.2	Amended and Restated Bylaws of the Fund dated July 30, 2010.

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