

DICE HOLDINGS, INC.  
Form 8-K  
May 12, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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) May 9, 2011**

**DICE HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

(State or Other Jurisdiction

of Incorporation)

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**001-33584**  
(Commission  
File Number)

**20-3179218**  
(IRS Employer  
Identification No.)

**1040 AVENUE OF THE AMERICAS, 16<sup>TH</sup> FLOOR, NEW YORK, NEW YORK**  
(Address of Principal Executive Offices)  
**(212) 725-6550**

**10018**  
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

**NOT APPLICABLE**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction 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))

**ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

**Underwriting Agreement**

On May 9, 2011, in connection with the previously announced public offering of common stock (the **Common Stock**) of Dice Holdings, Inc. (the **Company**), the Company entered into an Underwriting Agreement (the **Underwriting Agreement**) with certain selling stockholders named therein, and Credit Suisse Securities (USA) LLC, as the underwriter (the **Underwriter**). Pursuant to the Underwriting Agreement, the selling stockholders, including affiliates of General Atlantic LLC and Quadrangle Group LLC, will sell an aggregate of 8,000,000 shares of Common Stock to the Underwriter at a price of \$15.88 per share. The Underwriting Agreement contains customary representations, covenants and indemnification provisions. The offering of the Common Stock was registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3, as amended (File No. 333-165483) (the **Registration Statement**) filed with the Securities and Exchange Commission (the **Commission**), which became effective on May 18, 2010. The terms of the Common Stock are described in the Company's Prospectus dated May 18, 2010, as supplemented by a final Prospectus Supplement dated May 10, 2011, as filed with the Commission on May 10, 2011. A copy of the Underwriting Agreement is attached as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference into this Report and the Registration Statement.

The offering is expected to close on May 13, 2011. The Company will not receive any proceeds from the sale of shares by the selling stockholders.

The Underwriter and its affiliates have in the past and may in the future provide various investment banking, commercial banking, financial advisory and other services to the Company and its affiliates.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

Exhibit No.	Description
1.1	Underwriting Agreement, dated May 9, 2011, among the Company, certain stockholders named on Schedule A thereto, and Credit Suisse Securities (USA) LLC, as underwriter.
5.1	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP.
23.1	Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1 hereto).

**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.

**DICE HOLDINGS, INC.**

Date: May 12, 2011

By: /s/ Brian P. Campbell  
Name: Brian P. Campbell  
Title: Vice President & General Counsel

**Exhibit Index**

Exhibit No.	Description		
1.1	Underwriting Agreement, dated May 9, 2011, among the Company, certain stockholders named on Schedule A thereto, and Credit Suisse Securities (USA) LLC, as underwriter.		
5.1	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison LLP.		
23.1	Consent of Paul, Weiss, Rifkind, Wharton & Garrison LLP (included in Exhibit 5.1 hereto).		
		197,174	194,513 (c)(d)

**Total Asset-Backed Securities (Cost \$3,444,738)**

**3,844,468 Collateralized Mortgage Obligations 7.0%**

Banc of America Funding Corp., 2015-R2 04A2

1.335% 9/29/36 13,501,201 8,284,728 (c)(d)

Banc of America Funding Corp., 2015-R2 5A2

1.368% 9/29/36 8,573,482 4,274,781 (d)

Banc of America Funding Corp., 2015-R4 6A3

1.130% 8/27/36 4,550,000 3,345,792 (c)(d)

CD Commercial Mortgage Trust, 2007-CD4 AJ

5.398% 12/11/49 436,734 265,534 (c)

Citigroup Mortgage Loan Trust Inc., 2007-6 2A5, IO

5.626% 5/25/37 8,025,977 2,896,975 (c)

See Notes to Consolidated Financial Statements.

**Table of Contents****Western Asset/Claymore Inflation-Linked Opportunities & Income Fund**

Security	Rate	Maturity Date	Face Amount	Value
<b>Collateralized Mortgage Obligations continued</b>				
Countrywide Alternative Loan Trust, 2004-33 1A1	3.597%	12/25/34	2,787	\$ 2,765 (c)
Countrywide Alternative Loan Trust, 2004-33 2A1	3.314%	12/25/34	4,031	3,977 (c)
Countrywide Alternative Loan Trust, 2005-22T1 A2, IO	4.046%	6/25/35	3,874,773	553,251 (c)
Credit Suisse Mortgage Trust, 2006-C5 AJ	5.373%	12/15/39	2,009,046	1,863,772
Credit Suisse Mortgage Trust, 2007-C5 AM	5.869%	9/15/40	3,310,000	3,211,897 (c)
Credit Suisse Mortgage Trust, 2015-12R 2A2	1.482%	11/30/37	4,810,000	3,093,494 (c)(d)
Federal Home Loan Mortgage Corp. (FHLMC) Structured Agency Credit Risk Debt Notes, 2017-DNA2 M2	4.474%	10/25/29	2,660,000	2,803,534 (c)
GSR Mortgage Loan Trust, 2007-2F 4A1	1.324%	3/25/37	13,740,861	7,361,511 (c)
JPMorgan Chase Commercial Mortgage Securities Trust, 2007-CB19 AJ	5.751%	2/12/49	2,750,000	2,284,479 (c)
JPMorgan Chase Commercial Mortgage Securities Trust, 2007-LD12 AJ	6.058%	2/15/51	550,000	533,294 (c)
Lehman Mortgage Trust, 2006-5 2A2, IO	6.126%	9/25/36	6,910,031	2,185,673 (c)
Lehman Mortgage Trust, 2006-8 4A2, IO	6.726%	12/25/36	1,665,470	433,421 (c)
Lehman Mortgage Trust, 2006-9 3A2, IO	6.206%	1/25/37	4,967,798	1,465,143 (c)
Lehman Mortgage Trust, 2007-2 2A12, IO	5.666%	2/25/37	8,669,713	2,562,304 (c)
Lehman Mortgage Trust, 2007-4 2A2, IO	5.646%	5/25/37	7,137,136	2,152,699 (c)
Morgan Stanley Mortgage Loan Trust, 2007-11AR 2A3	3.226%	6/25/37	127,339	87,223 (c)
Residential Accredited Loans Inc., 2006-QS7 A5, IO	4.576%	6/25/36	2,388,687	373,303 (c)
Wells Fargo Commercial Mortgage Trust, 2015-C31 E	4.611%	11/15/48	5,912,000	3,921,648 (c)(d)
<b>Total Collateralized Mortgage Obligations (Cost \$53,827,356)</b>				<b>53,961,198</b>
<b>Corporate Bonds &amp; Notes 10.6%</b>				
<b>Consumer Staples 0.4%</b>				
<i>Food Products 0.2%</i>				
MARB Bondco PLC, Senior Notes	7.000%	3/15/24	1,850,000	1,826,320 (d)
<i>Tobacco 0.2%</i>				
Alliance One International Inc., Secured Notes	9.875%	7/15/21	1,320,000	1,151,700
<b>Total Consumer Staples</b>				<b>2,978,020</b>
<b>Energy 3.5%</b>				
<i>Energy Equipment &amp; Services 0.1%</i>				
Halliburton Co., Senior Bonds	3.800%	11/15/25	500,000	516,517
<i>Oil, Gas &amp; Consumable Fuels 3.4%</i>				
Anadarko Petroleum Corp., Senior Notes	5.550%	3/15/26	500,000	561,747
Apache Corp., Senior Notes	2.625%	1/15/23	500,000	493,941
BP Capital Markets PLC, Senior Bonds	3.119%	5/4/26	500,000	498,873
Chesapeake Energy Corp., Senior Notes	5.750%	3/15/23	3,000,000	2,812,500
Continental Resources Inc., Senior Notes	4.900%	6/1/44	2,250,000	1,925,145

See Notes to Consolidated Financial Statements.

**Table of Contents****Consolidated schedule of investments (unaudited) (cont d)**

May 31, 2017

**Western Asset/Claymore Inflation-Linked Opportunities & Income Fund**

Security	Rate	Maturity Date	Face Amount	Value
<i>Oil, Gas &amp; Consumable Fuels continued</i>				
Exxon Mobil Corp., Senior Notes	3.043%	3/1/26	500,000	\$ 507,717
Noble Energy Inc., Senior Notes	3.900%	11/15/24	500,000	517,046
Oasis Petroleum Inc., Senior Notes	6.500%	11/1/21	4,968,000	5,042,520
Oasis Petroleum Inc., Senior Notes	6.875%	1/15/23	890,000	897,787
Occidental Petroleum Corp., Senior Notes	3.000%	2/15/27	1,780,000	1,761,541
Rice Energy Inc., Senior Notes	6.250%	5/1/22	1,410,000	1,459,350
Rice Energy Inc., Senior Notes	7.250%	5/1/23	890,000	951,187
Transcontinental Gas Pipe Line Co., LLC, Senior Notes	7.850%	2/1/26	500,000	655,072
Whiting Petroleum Corp., Senior Notes	5.750%	3/15/21	2,000,000	1,962,000
Whiting Petroleum Corp., Senior Notes	6.250%	4/1/23	2,000,000	1,990,000
Williams Cos. Inc., Senior Notes	5.750%	6/24/44	2,350,000	2,451,332
YPF Sociedad Anonima, Senior Notes	8.500%	7/28/25	1,700,000	1,934,260 <sup>(e)</sup>
<i>Total Oil, Gas &amp; Consumable Fuels</i>				<b>26,422,018</b>
<b>Total Energy</b>				<b>26,938,535</b>
<b>Financials 1.0%</b>				
<i>Banks 0.7%</i>				
Barclays Bank PLC, Subordinated Notes	7.625%	11/21/22	5,060,000	5,724,125
<i>Diversified Financial Services 0.3%</i>				
ILFC E-Capital Trust II, Bonds	4.910%	12/21/65	2,084,000	2,011,060 <sup>(c)(d)</sup>
<b>Total Financials</b>				<b>7,735,185</b>
<b>Health Care 3.3%</b>				
<i>Health Care Equipment &amp; Supplies 1.0%</i>				
DJO Finco Inc./DJO Finance LLC/DJO Finance Corp., Secured Notes	8.125%	6/15/21	6,702,000	6,232,860 <sup>(d)</sup>
Immucor Inc., Senior Notes	11.125%	8/15/19	1,180,000	1,187,375
<i>Total Health Care Equipment &amp; Supplies</i>				<b>7,420,235</b>
<i>Health Care Providers &amp; Services 1.8%</i>				
BioScrip Inc., Senior Notes	8.875%	2/15/21	2,190,000	1,839,600
Universal Hospital Services Inc., Secured Notes	7.625%	8/15/20	11,930,000	12,168,600
<i>Total Health Care Providers &amp; Services</i>				<b>14,008,200</b>
<i>Pharmaceuticals 0.5%</i>				
Valeant Pharmaceuticals International Inc., Senior Notes	6.125%	4/15/25	4,890,000	3,936,450 <sup>(d)</sup>
<b>Total Health Care</b>				<b>25,364,885</b>
<b>Industrials 0.9%</b>				
<i>Aerospace &amp; Defense 0.2%</i>				
Heligear Acquisition Co., Senior Secured Bonds	10.250%	10/15/19	1,464,000	1,498,521 <sup>(d)</sup>
<i>Construction &amp; Engineering 0.3%</i>				
Brundage-Bone Concrete Pumping Inc., Senior Secured Notes	10.375%	9/1/21	1,500,000	1,575,000 <sup>(d)</sup>

See Notes to Consolidated Financial Statements.

**Table of Contents****Western Asset/Claymore Inflation-Linked Opportunities & Income Fund**

	Rate	Maturity Date	Face Amount	Value
Security				
<i>Construction &amp; Engineering continued</i>				
Michael Baker International LLC/CDL Acquisition Co. Inc., Senior Secured Notes	8.250%	10/15/18	1,050,000	\$ 1,053,938 <sup>(d)</sup>
<i>Total Construction &amp; Engineering</i>				2,628,938
<i>Electrical Equipment 0.4%</i>				
Interface Master Holdings Inc., Senior Notes (12.500% Cash or 14.500% PIK)	12.500%	8/1/18	3,000,000	2,790,000 <sup>(d)(f)</sup>
<b>Total Industrials</b>				<b>6,917,459</b>
<i>Information Technology 0.4%</i>				
<i>Electronic Equipment, Instruments &amp; Components 0.4%</i>				
Interface Security Systems Holdings Inc./Interface Security Systems LLC, Senior Secured Notes	9.250%	1/15/18	3,670,000	<b>3,600,270</b>
<i>Materials 1.1%</i>				
<i>Containers &amp; Packaging 0.1%</i>				
PaperWorks Industries Inc., Senior Secured Notes	9.500%	8/15/19	970,000	749,325 <sup>(d)</sup>
<i>Metals &amp; Mining 1.0%</i>				
Barrick Gold Corp., Senior Notes	5.250%	4/1/42	500,000	562,000
Freeport-McMoRan Inc., Senior Notes	6.875%	2/15/23	3,000,000	3,142,500 <sup>(d)</sup>
Glencore Funding LLC, Senior Notes	4.000%	3/27/27	500,000	493,811 <sup>(d)</sup>
Southern Copper Corp., Senior Notes	5.250%	11/8/42	3,440,000	3,361,071
<i>Total Metals &amp; Mining</i>				7,559,382
<b>Total Materials</b>				<b>8,308,707</b>
<b>Total Corporate Bonds &amp; Notes (Cost \$76,483,391)</b>				<b>81,843,061</b>
<i>Non-U.S. Treasury Inflation Protected Securities 3.5%</i>				
<i>Brazil 0.9%</i>				
Federative Republic of Brazil, Notes	6.000%	8/15/50	6,800,000 <sup>BRL</sup>	6,771,215
<i>Italy 2.6%</i>				
Italy Buoni Poliennali Del Tesoro, Senior Bonds	3.100%	9/15/26	15,050,140 <sup>EUR</sup>	19,899,028 <sup>(e)</sup>
<b>Total Non-U.S. Treasury Inflation Protected Securities (Cost \$24,934,525)</b>				<b>26,670,243</b>
<i>Senior Loans 0.1%</i>				
<i>Consumer Discretionary 0.1%</i>				
<i>Textiles, Apparel &amp; Luxury Goods 0.1%</i>				
TOMS Shoes LLC, Term Loan B (Cost \$1,211,617)	6.700%	10/28/20	1,293,600	672,672 <sup>(g)(h)(i)</sup>
<i>Sovereign Bonds 2.3%</i>				
<i>Ecuador 0.5%</i>				
Republic of Ecuador, Senior Bonds	10.500%	3/24/20	3,120,000	3,279,900 <sup>(d)</sup>
Republic of Ecuador, Senior Bonds	7.950%	6/20/24	1,070,000	1,011,150 <sup>(e)</sup>
<i>Total Ecuador</i>				4,291,050

See Notes to Consolidated Financial Statements.



**Table of Contents****Consolidated schedule of investments (unaudited) (cont d)**

May 31, 2017

**Western Asset/Claymore Inflation-Linked Opportunities & Income Fund**

Security	Rate	Maturity Date	Face Amount	Value
<i>Security</i>				
<i>Mexico 1.8%</i>				
United Mexican States, Senior Bonds	7.750%	11/13/42	251,000,000 <sup>MXN</sup>	\$ 13,710,367
<b>Total Sovereign Bonds (Cost \$19,497,827)</b>				<b>18,001,417</b>
<i>U.S. Government &amp; Agency Obligations 2.8%</i>				
<i>U.S. Government Obligations 2.8%</i>				
U.S. Treasury Notes	1.750%	5/31/22	10,690,000	10,690,417
U.S. Treasury Notes	2.000%	5/31/24	10,570,000	10,560,920
<b>Total U.S. Government &amp; Agency Obligations (Cost \$21,177,700)</b>				<b>21,251,337</b>
Shares				
<i>Common Stocks 0.0%</i>				
<i>Energy 0.0%</i>				
<i>Oil, Gas &amp; Consumable Fuels 0.0%</i>				
Pacific Exploration and Production Corp. (Cost \$925,885)			5,523	155,222 *
<i>Preferred Stocks 0.2%</i>				
<i>Industrials 0.2%</i>				
<i>Trading Companies &amp; Distributors 0.2%</i>				
General Finance Corp. (Cost \$1,360,000)	8.125%		54,400	1,401,888
<b>Total Investments before Short-Term Investments (Cost \$1,040,293,157)</b>				<b>1,063,123,623</b>
<i>Short-Term Investments 0.2%</i>				
State Street Institutional U.S. Government Money Market Fund, Premier Class (Cost \$2,082,205)	0.723%		2,082,205	2,082,205
<b>Total Investments 138.1% (Cost \$1,042,375,362#)</b>				<b>1,065,205,828</b>
Liabilities in Excess of Other Assets (38.1)%				(294,149,773)
<b>Total Net Assets 100.0%</b>				<b>\$ 771,056,055</b>

Face amount denominated in U.S. dollars, unless otherwise noted.

\* Non-income producing security.

(a) All or a portion of this security is held by the counterparty as collateral for open reverse repurchase agreements.

(b) All or a portion of this security is held at the broker as collateral for open futures contracts.

(c) Variable rate security. Interest rate disclosed is as of the most recent information available.

(d) Security is exempt from registration under Rule 144A of the Securities Act of 1933. This security may be resold in transactions that are exempt from registration, normally to qualified institutional buyers. This security has been deemed liquid pursuant to guidelines approved by the Board of Trustees, unless otherwise noted.

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- (e) Security is exempt from registration under Regulation S of the Securities Act of 1933. Regulation S applies to securities offerings that are made outside of the United States and do not involve direct selling efforts in the United States. This security has been deemed liquid pursuant to guidelines approved by the Board of Trustees, unless otherwise noted.
- (f) Payment-in-kind security for which the issuer has the option at each interest payment date of making interest payments in cash or additional debt securities.
- (g) Senior loans may be considered restricted in that the Fund ordinarily is contractually obligated to receive approval from the agent bank and/or borrower prior to the disposition of a senior loan.

[See Notes to Consolidated Financial Statements.](#)

8 Western Asset/Claymore Inflation-Linked Opportunities & Income Fund 2017 Semi-Annual Report

**Table of Contents****Western Asset/Claymore Inflation-Linked Opportunities & Income Fund**

(h) Interest rates disclosed represent the effective rates on senior loans. Ranges in interest rates are attributable to multiple contracts under the same loan.

(i) Security is valued using significant unobservable inputs (See Note 1).

# Aggregate cost for federal income tax purposes is substantially the same.

**Abbreviations used in this schedule:**

BRL Brazilian Real  
 EUR Euro  
 IO Interest Only  
 MXN Mexican Peso

At May 31, 2017, the Fund had the following open reverse repurchase agreements:

Counterparty	Rate	Effective Date	Maturity Date	Face Amount of Reverse Repurchase Agreements	Asset Class of Collateral*	Collateral Value
Credit Suisse	0.60%	3/7/2017	TBD**	\$ 32,718,750	U.S. Treasury inflation protected securities	\$ 33,386,480
Deutsche Bank	1.00%	4/18/2017	7/19/2017	61,800,000	U.S. Treasury inflation protected securities	63,384,615
Deutsche Bank	1.10%	5/16/2017	8/16/2017	226,580,000	U.S. Treasury inflation protected securities	232,389,744
				<b>\$ 321,098,750</b>		<b>\$ 329,160,839</b>

\* Refer to the Consolidated Schedule of Investments for positions held at the counterparty as collateral for reverse repurchase agreements.

\*\*TBD To Be Determined; These reverse repurchase agreements have no maturity dates because they are renewed daily and can be terminated by either the Fund or the counterparty in accordance with the terms of the agreements. The rates for these agreements are variable. The rate disclosed is the rate as-of May 31, 2017.

At May 31, 2017, the Fund had the following open futures contracts:

	Number of Contracts	Expiration Date	Notional Amount	Market Value	Unrealized Appreciation (Depreciation)
<b>Contracts to Buy:</b>					
90-Day Eurodollar	112	12/18	\$ 27,699,364	\$ 27,517,000	\$ (182,364)
Canadian Dollar	418	6/17	30,996,494	30,959,170	(37,324)
Corn	160	12/17	3,112,526	3,128,000	15,474
Cotton No. 2 Futures	18	12/17	653,009	655,110	2,101
Euro	238	6/17	31,698,805	33,486,600	1,787,795

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Euro BTP	336	6/17	49,101,977	50,253,079	1,151,102
Gold 100 Ounce	258	12/17	32,666,229	33,088,500	422,271
LME Copper	129	12/17	8,466,049	8,412,413	(53,636)
Lean Hogs Futures	31	10/17	844,716	848,470	3,754
Live Cattle Futures	24	10/17	1,137,113	1,134,240	(2,873)
Mexican Peso	168	6/17	4,407,186	4,490,640	83,454
Natural Gas	146	9/17	4,917,021	4,555,200	(361,821)

[See Notes to Consolidated Financial Statements.](#)

**Table of Contents****Consolidated schedule of investments (unaudited) (cont d)**

May 31, 2017

**Western Asset/Claymore Inflation-Linked Opportunities & Income Fund**

	Number of Contracts	Expiration Date	Notional Amount	Market Value	Unrealized Appreciation (Depreciation)
<b>Contracts to Buy: <i>continued</i></b>					
New York Harbor ULSD Futures	34	9/17	\$ 2,332,250	\$ 2,208,973	\$ (123,277)
RBOB Gasoline	30	9/17	1,918,851	1,833,930	(84,921)
Silver	22	12/17	1,902,852	1,933,910	31,058
Soybean	77	11/17	3,657,154	3,535,263	(121,891)
U.S. Treasury 10-Year Notes	390	9/17	49,091,310	49,255,781	164,471
U.S. Treasury Long-Term Bonds	165	9/17	25,274,502	25,379,063	104,561
U.S. Treasury Ultra Long-Term Bonds	34	9/17	5,477,230	5,614,250	137,020
WTI Crude	708	8/17	37,692,989	34,507,920	(3,185,069)
Wheat	73	12/17	1,696,882	1,702,725	5,843
					(244,272)
<b>Contracts to Sell:</b>					
90-Day Eurodollar	65	9/18	15,954,451	15,984,313	(29,862)
British Pound	67	6/17	5,122,770	5,401,875	(279,105)
Euro-Bund	259	6/17	46,739,133	47,226,596	(487,463)
Japanese Yen	1,084	6/17	120,561,735	122,654,600	(2,092,865)
U.S. Treasury 5-Year Notes	2,156	9/17	254,526,172	255,081,750	(555,578)
U.S. Treasury Ultra 10-Year Notes	168	9/17	22,653,471	22,803,375	(149,904)
					(3,594,777)
					\$ (3,839,049)

**Net unrealized depreciation on open futures contracts**

At May 31, 2017, the Fund had the following open forward foreign currency contracts:

Currency Purchased	Currency Sold	Counterparty	Settlement Date	Unrealized Appreciation (Depreciation)
COP 44,955,080,000	USD 15,517,805	Bank of America N.A.	7/19/17	\$ (213,427)
MXN 208,620,000	USD 10,985,782	Bank of America N.A.	7/20/17	113,620
EUR 1,030,000	USD 1,131,039	Barclays Bank PLC	7/20/17	28,962
EUR 572,002	USD 643,445	Barclays Bank PLC	7/20/17	752
GBP 4,941,589	USD 6,189,232	Barclays Bank PLC	7/20/17	187,383
INR 503,530,000	USD 7,731,153	Barclays Bank PLC	7/20/17	25,068
JPY 1,695,070,000	USD 15,525,463	Barclays Bank PLC	7/20/17	(187,100)
MYR 33,790,000	USD 7,574,535	Barclays Bank PLC	7/20/17	302,390
USD 1,997	CAD 2,660	Barclays Bank PLC	7/20/17	26
USD 35,964,374	EUR 33,744,841	Barclays Bank PLC	7/20/17	(2,039,562)
USD 611,425	EUR 543,001	Barclays Bank PLC	7/20/17	(111)
USD 16,409,264	TWD 499,498,000	Barclays Bank PLC	7/20/17	(224,645)
RUB 1,385,179,000	USD 23,990,976	Citibank N.A.	7/20/17	175,282
ARS 118,162,500	USD 7,139,728	Citibank N.A.	10/17/17	(256,675)
<b>Total</b>				<b>\$ (2,088,037)</b>

See Notes to Consolidated Financial Statements.



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**Western Asset/Claymore Inflation-Linked Opportunities & Income Fund**

**Abbreviations used in this table:**

ARS	Argentine Peso
CAD	Canadian Dollar
COP	Colombian Peso
EUR	Euro
GBP	British Pound
INR	Indian Rupee
JPY	Japanese Yen
MXN	Mexican Peso
MYR	Malaysian Ringgit
RUB	Russian Ruble
TWD	Taiwan Dollar
USD	United States Dollar

[See Notes to Consolidated Financial Statements.](#)

**Table of Contents****Consolidated statement of assets and liabilities (unaudited)**

May 31, 2017

<b>Assets:</b>	
Investments, at value (Cost \$1,042,375,362)	\$ 1,065,205,828
Foreign currency, at value (Cost \$2)	2
Cash	20,078,027
Interest receivable	4,758,494
Deposits with brokers for open futures contracts	4,467,778
Unrealized appreciation on forward foreign currency contracts	833,483
Foreign currency collateral for open futures contracts, at value (Cost \$702,410)	736,193
Deposits with brokers for OTC swap contracts	250,000
Principal paydown receivable	30,529
Receivable for securities sold	122
Prepaid expenses	48,311
<b>Total Assets</b>	<b>1,096,408,767</b>
<b>Liabilities:</b>	
Payable for open reverse repurchase agreements	321,098,750
Unrealized depreciation on forward foreign currency contracts	2,921,520
Investment advisory fee payable	546,286
Payable to broker variation margin on open futures contracts	313,036
Interest payable	233,269
Administration fee payable	36,419
Trustees fees payable	14,257
Accrued expenses	189,175
<b>Total Liabilities</b>	<b>325,352,712</b>
<b>Total Net Assets</b>	<b>\$ 771,056,055</b>
<b>Net Assets:</b>	
Common shares, no par value, unlimited number of shares authorized, 61,184,134 shares issued and outstanding	819,718,608
Undistributed net investment income	541,002
Accumulated net realized loss on investments, futures contracts, swap contracts, forward foreign currency contracts and foreign currency transactions	(66,171,793)
Net unrealized appreciation on investments, futures contracts, forward foreign currency contracts and foreign currencies	16,968,238
<b>Total Net Assets</b>	<b>\$ 771,056,055</b>
<b>Shares Outstanding</b>	<b>61,184,134</b>
<b>Net Asset Value</b>	<b>\$12.60</b>

See Notes to Consolidated Financial Statements.



**Table of Contents****Consolidated statement of operations (unaudited)**

For the Six Months Ended May 31, 2017

<b>Investment Income:</b>	
Interest	\$ 16,617,792
Dividends	55,250
<b>Total Investment Income</b>	<b>16,673,042</b>
<b>Expenses:</b>	
Investment management fee (Note 2)	3,265,134
Interest expense (Note 3)	1,445,675
Administration fees (Note 2)	217,675
Legal fees	147,737
Transfer agent fees	70,437
Trustees fees	58,918
Fund accounting fees	37,457
Stock exchange listing fees	29,708
Audit and tax fees	25,489
Shareholder reports	18,521
Commodity pool reports	15,841
Custody fees	9,038
Insurance	7,437
Miscellaneous expenses	15,106
<b>Total Expenses</b>	<b>5,364,173</b>
<b>Net Investment Income</b>	<b>11,308,869</b>
<b>Realized and Unrealized Gain (Loss) on Investments, Futures Contracts, Swap Contracts, Forward Foreign Currency Contracts and Foreign Currency Transactions (Notes 1, 3 and 4):</b>	
<b>Net Realized Gain (Loss) From:</b>	
Investment transactions	(848,019)
Futures contracts	3,564,900
Swap contracts	619,613
Forward foreign currency contracts	3,258,309
Foreign currency transactions	(34,293)
<b>Net Realized Gain</b>	<b>6,560,510</b>
<b>Change in Net Unrealized Appreciation (Depreciation) From:</b>	
Investments	15,774,947
Futures contracts	(6,599,301)
Swap contracts	(160,501)
Forward foreign currency contracts	(439,141)
Foreign currencies	113,274
<b>Change in Net Unrealized Appreciation (Depreciation)</b>	<b>8,689,278</b>
<b>Net Gain on Investments, Futures Contracts, Swap Contracts, Forward Foreign Currency Contracts and Foreign Currency Transactions</b>	<b>15,249,788</b>
<b>Increase in Net Assets From Operations</b>	<b>\$ 26,558,657</b>

See Notes to Consolidated Financial Statements.

**Table of Contents****Consolidated statements of changes in net assets**

For the Six Months Ended May 31, 2017 (unaudited),  
the Period Ended November 30, 2016 and the Year Ended  
December 31, 2015

	2017	2016	2015
<b>Operations:</b>			
Net investment income	\$ 11,308,869	\$ 21,010,813	\$ 15,460,045
Net realized gain (loss)	6,560,510	(17,953,810)	(42,495,297)
Change in net unrealized appreciation (depreciation)	8,689,278	32,336,168	1,027,591
<b><i>Increase (Decrease) in Net Assets From Operations</i></b>	<b><i>26,558,657</i></b>	<b><i>35,393,171</i></b>	<b><i>(26,007,661)</i></b>
<b>Distributions to Shareholders From (Note 1):</b>			
Net investment income	(12,450,971)	(18,036,758)	(6,905,213)
Net realized gains			(1,186,112)
Return of capital		(4,509,595)	(14,455,028)
<b><i>Decrease in Net Assets From Distributions to Shareholders</i></b>	<b><i>(12,450,971)</i></b>	<b><i>(22,546,353)</i></b>	<b><i>(22,546,353)</i></b>
<b><i>Increase (Decrease) in Net Assets</i></b>	<b><i>14,107,686</i></b>	<b><i>12,846,818</i></b>	<b><i>(48,554,014)</i></b>
<b>Net Assets:</b>			
Beginning of period	756,948,369	744,101,551	792,655,565
<b>End of period*</b>	<b>\$ 771,056,055</b>	<b>\$ 756,948,369</b>	<b>\$ 744,101,551</b>
*Includes undistributed (overdistributed) net investment income, respectively, of:	\$541,002	\$1,683,104	\$(996,438)

For the period January 1, 2016 through November 30, 2016.

See Notes to Consolidated Financial Statements.

**Table of Contents****Consolidated statement of cash flows (unaudited)**

For the Six Months Ended May 31, 2017

**Increase (Decrease) in Cash:****Cash Provided (Used) by Operating Activities:**

Net increase in net assets resulting from operations	\$ 26,558,657
Adjustments to reconcile net increase in net assets resulting from operations to net cash provided (used) by operating activities:	
Purchases of portfolio securities	(394,559,114)
Sales of portfolio securities	400,999,628
Net purchases, sales and maturities of short-term investments	53,958,100
Realized loss on purchased options	(725,552)
Net amortization of premium (accretion of discount)	1,762,469
Net inflation adjustment	(8,009,355)
Decrease in receivable for securities sold	1,073,315
Decrease in interest receivable	754,375
Decrease in receivable from broker variation margin on open futures contracts	2,074,387
Increase in prepaid expenses	(22,383)
Increase in principal paydown receivable	(28,790)
Increase in deposits with brokers for open futures contracts	(980,760)
Increase in foreign currency collateral for open futures contracts	(736,193)
Increase in deposits with brokers for OTC swap contracts	(250,000)
Decrease in deposits with brokers for open reverse repurchase agreements	340,017
Decrease in deposits with brokers for centrally cleared swap contracts	10,818
Decrease in payable for securities purchased	(911,060)
Decrease in foreign currency collateral from brokers for open futures contracts	(7,572)
Decrease in investment management fee payable	(10,381)
Decrease in Trustees fees payable	(2,576)
Decrease in administration fee payable	(692)
Increase in interest payable	173,569
Decrease in accrued expenses	(7,171)
Increase in payable to broker variation margin on open futures contracts	313,036
Net realized loss on investments	848,019
Change in net unrealized appreciation (depreciation) of investments, OTC swap contracts and forward foreign currency transactions	(15,175,305)
<b>Net Cash Provided by Operating Activities*</b>	<b>67,439,486</b>
<b>Cash Flows From Financing Activities:</b>	
Distributions paid on common stock	(12,450,971)
Decrease in payable for reverse repurchase agreements	(44,602,200)
<b>Net Cash Used in Financing Activities</b>	<b>(57,053,171)</b>
<b>Net Increase in Cash</b>	<b>10,386,315</b>
Cash at Beginning of Period	9,691,714
Cash at End of Period	\$ 20,078,029

\* Included in operating expenses is cash of \$1,272,106 paid for interest on borrowings.

See Notes to Consolidated Financial Statements.

**Table of Contents****Consolidated financial highlights**

For a share of common stock outstanding throughout each year ended November 30, unless otherwise noted:

	2017 <sup>1,2</sup>	2016 <sup>1,3</sup>	2015 <sup>1,4</sup>	2014 <sup>1,4</sup>	2013 <sup>1,4</sup>	2012 <sup>1,4</sup>	2011 <sup>1,4</sup>
Net asset value, beginning of period	\$12.37	\$12.16	\$12.96	\$13.24	\$14.93	\$14.26	\$13.27
<b>Income (loss) from operations:</b>							
Net investment income	0.18	0.34	0.25	0.38	0.16	0.28	0.51
Net realized and unrealized gain (loss)	0.25	0.24	(0.68)	(0.22)	(1.45)	0.76	1.01
<i>Total income (loss) from operations</i>	<i>0.43</i>	<i>0.58</i>	<i>(0.43)</i>	<i>0.16</i>	<i>(1.29)</i>	<i>1.04</i>	<i>1.52</i>
<b>Less distributions from:</b>							
Net investment income	(0.20) <sup>5</sup>	(0.29)	(0.11)	(0.36)	(0.16)	(0.32)	(0.53)
Net realized gains			(0.02)	(0.08)	(0.24)	(0.05)	
Return of capital		(0.08)	(0.24)				
<i>Total distributions</i>	<i>(0.20)</i>	<i>(0.37)</i>	<i>(0.37)</i>	<i>(0.44)</i>	<i>(0.40)</i>	<i>(0.37)</i>	<i>(0.53)</i>
Net asset value, end of period	\$12.60	\$12.37	\$12.16	\$12.96	\$13.24	\$14.93	\$14.26
Market price, end of period	\$11.13	\$10.93	\$10.29	\$11.30	\$11.27	\$13.20	\$12.61
<i>Total return, based on NAV<sup>6,7</sup></i>	<i>3.62%</i>	<i>4.69%</i>	<i>(3.42)%</i>	<i>1.09%</i>	<i>(8.74)%</i>	<i>7.35%</i>	<i>11.61%</i>
<i>Total return, based on Market Price<sup>8</sup></i>	<i>3.70%</i>	<i>9.85%</i>	<i>(5.83)%</i>	<i>4.03%</i>	<i>(11.77)%</i>	<i>7.64%</i>	<i>4.90%</i>
Net assets, end of period (000s)	\$771,056	\$756,948	\$744,102	\$792,656	\$810,229	\$913,241	\$872,639
<b>Ratios to average net assets:</b>							
Gross expenses	1.41% <sup>9</sup>	1.40% <sup>9</sup>	1.13%	0.95%	0.75%	0.69%	0.68%
Net expenses	1.41 <sup>9</sup>	1.40 <sup>9</sup>	1.13	0.95	0.75	0.69	0.68
Net investment income	2.97 <sup>9</sup>	3.00 <sup>9</sup>	1.98	2.84	1.11	1.92	3.70
<b>Portfolio turnover rate</b>	<b>38%</b>	<b>70%</b>	<b>59%</b>	<b>49%</b>	<b>112%</b>	<b>91%</b>	<b>61%</b>

<sup>1</sup> Per share amounts have been calculated using the average shares method.

<sup>2</sup> For the six months ended May 31, 2017 (unaudited).

<sup>3</sup> For the period January 1, 2016 through November 30, 2016.

<sup>4</sup> For the year ended December 31.

<sup>5</sup> The actual source of the Fund's current fiscal year distributions may be from net investment income, return of capital or a combination of both. Shareholders will be informed of the tax characteristics of the distributions after the close of the fiscal year.

<sup>6</sup> Performance figures may reflect compensating balance arrangements, fee waivers and/or expense reimbursements. In the absence of compensating balance arrangements, fee waivers and/or expense reimbursements, the total return would have been lower. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

<sup>7</sup> The total return calculation assumes that distributions are reinvested at NAV. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

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<sup>8</sup> The total return calculation assumes that distributions are reinvested in accordance with the Fund's dividend reinvestment plan. Past performance is no guarantee of future results. Total returns for periods of less than one year are not annualized.

<sup>9</sup> Annualized.

[See Notes to Consolidated Financial Statements.](#)

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**Table of Contents****Notes to consolidated financial statements (unaudited)****1. Organization and significant accounting policies**

Western Asset/Claymore Inflation-Linked Opportunities & Income Fund (the Fund) is registered under the Investment Company Act of 1940, as amended (1940 Act), as a diversified, closed-end management investment company. The Fund commenced operations on February 25, 2004.

The Fund's primary investment objective is to provide current income for its shareholders. Capital appreciation, when consistent with current income, is a secondary investment objective.

The Fund may gain exposure to the commodities markets by investing a portion of its assets in a wholly-owned subsidiary, Western Asset/Claymore Inflation-Linked Opportunities & Income Fund CFC (the Subsidiary), organized under the laws of the Cayman Islands. Among other investments, the Subsidiary may invest in commodity-linked instruments. The Fund may invest up to 25% of its total assets in the Subsidiary. These financial statements are consolidated financial statements of the Fund and the Subsidiary.

The following are significant accounting policies consistently followed by the Fund and are in conformity with U.S. generally accepted accounting principles (GAAP). Estimates and assumptions are required to be made regarding assets, liabilities and changes in net assets resulting from operations when financial statements are prepared. Changes in the economic environment, financial markets and any other parameters used in determining these estimates could cause actual results to differ. Subsequent events have been evaluated through the date the consolidated financial statements were issued.

**(a) Investment valuation.** The valuations for fixed income securities (which may include, but are not limited to, corporate, government, municipal, mortgage-backed, collateralized mortgage obligations and asset-backed securities) and certain derivative instruments are typically the prices supplied by independent third party pricing services, which may use market prices or broker/dealer quotations or a variety of valuation techniques and methodologies. The independent third party pricing services use inputs that are observable such as issuer details, interest rates, yield curves, prepayment speeds, credit risks/spreads, default rates and quoted prices for similar securities. Short-term fixed income securities that will mature in 60 days or less are valued at amortized cost, unless it is determined that using this method would not reflect an investment's fair value. Investments in open-end funds are valued at the closing net asset value per share of each fund on the day of valuation. Futures contracts are valued daily at the settlement price established by the board of trade or exchange on which they are traded. Equity securities for which market quotations are available are valued at the last reported sales price or official closing price on the primary market or exchange on which they trade. When the Fund holds securities or other assets that are denominated in a foreign currency, the Fund will normally use the currency exchange rates as of 4:00 p.m. (Eastern Time). If independent third party pricing services are unable to supply prices for a portfolio investment, or if the prices supplied are deemed by the manager to be unreliable, the market price may be determined by the manager using quotations from one or more broker/dealers or at the transaction price if the security has recently

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## Notes to consolidated financial statements (unaudited) (cont d)

been purchased and no value has yet been obtained from a pricing service or pricing broker. When reliable prices are not readily available, such as when the value of a security has been significantly affected by events after the close of the exchange or market on which the security is principally traded, but before the Fund calculates its net asset value, the Fund values these securities as determined in accordance with procedures approved by the Fund's Board of Trustees.

The Board of Trustees is responsible for the valuation process and has delegated the supervision of the daily valuation process to the Legg Mason North Atlantic Fund Valuation Committee (the "Valuation Committee"). The Valuation Committee, pursuant to the policies adopted by the Board of Trustees, is responsible for making fair value determinations, evaluating the effectiveness of the Fund's pricing policies, and reporting to the Board of Trustees. When determining the reliability of third party pricing information for investments owned by the Fund, the Valuation Committee, among other things, conducts due diligence reviews of pricing vendors, monitors the daily change in prices and reviews transactions among market participants.

The Valuation Committee will consider pricing methodologies it deems relevant and appropriate when making fair value determinations. Examples of possible methodologies include, but are not limited to, multiple of earnings; discount from market of a similar freely traded security; discounted cash-flow analysis; book value or a multiple thereof; risk premium/yield analysis; yield to maturity; and/or fundamental investment analysis. The Valuation Committee will also consider factors it deems relevant and appropriate in light of the facts and circumstances. Examples of possible factors include, but are not limited to, the type of security; the issuer's financial statements; the purchase price of the security; the discount from market value of unrestricted securities of the same class at the time of purchase; analysts' research and observations from financial institutions; information regarding any transactions or offers with respect to the security; the existence of merger proposals or tender offers affecting the security; the price and extent of public trading in similar securities of the issuer or comparable companies; and the existence of a shelf registration for restricted securities.

For each portfolio security that has been fair valued pursuant to the policies adopted by the Board of Trustees, the fair value price is compared against the last available and next available market quotations. The Valuation Committee reviews the results of such back testing monthly and fair valuation occurrences are reported to the Board of Trustees quarterly.

The Fund uses valuation techniques to measure fair value that are consistent with the market approach and/or income approach, depending on the type of security and the particular circumstance. The market approach uses prices and other relevant information generated by market transactions involving identical or comparable securities. The income approach uses valuation techniques to discount estimated future cash flows to present value.

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GAAP establishes a disclosure hierarchy that categorizes the inputs to valuation techniques used to value assets and liabilities at measurement date. These inputs are summarized in the three broad levels listed below:

Level 1 quoted prices in active markets for identical investments

Level 2 other 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 inputs or methodologies used to value securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used in valuing the Fund's assets and liabilities carried at fair value:

Description	ASSETS			Total
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Long-term investments :				
U.S. Treasury inflation protected securities		\$ 855,322,117		\$ 855,322,117
Asset-backed securities		3,844,468		3,844,468
Collateralized mortgage obligations		53,961,198		53,961,198
Corporate bonds & notes		81,843,061		81,843,061
Non-U.S. Treasury inflation protected securities		26,670,243		26,670,243
Senior loans			\$ 672,672	672,672
Sovereign bonds		18,001,417		18,001,417
U.S. Government & agency obligations		21,251,337		21,251,337
Common stocks	\$ 155,222			155,222
Preferred stocks	1,401,888			1,401,888
Total long-term investments	1,557,110	1,060,893,841	672,672	1,063,123,623
Short-term investments	2,082,205			2,082,205
<b>Total investments</b>	<b>\$ 3,639,315</b>	<b>\$ 1,060,893,841</b>	<b>\$ 672,672</b>	<b>\$ 1,065,205,828</b>
Other financial instruments:				
Futures contracts	\$ 3,908,904			\$ 3,908,904
Forward foreign currency contracts		833,483		833,483
<b>Total other financial instruments</b>	<b>\$ 3,908,904</b>	<b>\$ 833,483</b>		<b>\$ 4,742,387</b>
<b>Total</b>	<b>\$ 7,548,219</b>	<b>\$ 1,061,727,324</b>	<b>\$ 672,672</b>	<b>\$ 1,069,948,215</b>



**Table of Contents****Notes to consolidated financial statements (unaudited) (cont d)**

Description	LIABILITIES			Total
	Quoted Prices (Level 1)	Other Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Other financial instruments:				
Futures contracts	\$ 7,747,953			\$ 7,747,953
Forward foreign currency contracts		\$ 2,921,520		2,921,520
<b>Total</b>	<b>\$ 7,747,953</b>	<b>\$ 2,921,520</b>		<b>\$ 10,669,473</b>

See Consolidated Schedule of Investments for additional detailed categorizations.

**(b) Repurchase agreements.** The Fund may enter into repurchase agreements with institutions that its investment manager has determined are creditworthy. Each repurchase agreement is recorded at cost. Under the terms of a typical repurchase agreement, the Fund acquires a debt security subject to an obligation of the seller to repurchase, and of the Fund to resell, the security at an agreed-upon price and time, thereby determining the yield during the Fund's holding period. When entering into repurchase agreements, it is the Fund's policy that its custodian or a third party custodian, acting on the Fund's behalf, take possession of the underlying collateral securities, the market value of which, at all times, at least equals the principal amount of the repurchase transaction, including accrued interest. To the extent that any repurchase transaction maturity exceeds one business day, the value of the collateral is marked-to-market and measured against the value of the agreement in an effort to ensure the adequacy of the collateral. If the counterparty defaults, the Fund generally has the right to use the collateral to satisfy the terms of the repurchase transaction. However, if the market value of the collateral declines during the period in which the Fund seeks to assert its rights or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited.

**(c) Reverse repurchase agreements.** The Fund may enter into reverse repurchase agreements. Under the terms of a typical reverse repurchase agreement, a fund sells a security subject to an obligation to repurchase the security from the buyer at an agreed-upon time and price. In the event the buyer of securities under a reverse repurchase agreement files for bankruptcy or becomes insolvent, the Fund's use of the proceeds of the agreement may be restricted pending a determination by the counterparty, or its trustee or receiver, whether to enforce the Fund's obligation to repurchase the securities. In entering into reverse repurchase agreements, the Fund will maintain cash, U.S. government securities or other liquid debt obligations at least equal in value to its obligations with respect to reverse repurchase agreements or will take other actions permitted by law to cover its obligations. If the market value of the collateral declines during the period, the Fund may be required to post additional collateral to cover its obligation. Cash collateral that has been pledged to cover obligations of the Fund under reverse repurchase agreements, if any, will be reported separately in the Consolidated Statement of Assets and Liabilities. Securities pledged as collateral are noted in the Consolidated Schedule of Investments. Interest payments made on reverse repurchase agreements are recognized as a component of Interest expense on the Consolidated Statement of Operations. In periods of increased

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demand for the security, the Fund may receive a fee for use of the security by the counterparty, which may result in interest income to the Fund.

**(d) Futures contracts.** The Fund uses futures contracts generally to gain exposure to, or hedge against, changes in interest rates or gain exposure to, or hedge against, changes in certain asset classes. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

Upon entering into a futures contract, the Fund is required to deposit cash or cash equivalents with a broker in an amount equal to a certain percentage of the contract amount. This is known as the initial margin and subsequent payments ( variation margin ) are made or received by the Fund each day, depending on the daily fluctuation in the value of the contract. For certain futures, including foreign denominated futures, variation margin is not settled daily, but is recorded as a net variation margin payable or receivable. The daily changes in contract value are recorded as unrealized gains or losses in the Consolidated Statement of Operations and the Fund recognizes a realized gain or loss when the contract is closed.

Futures contracts involve, to varying degrees, risk of loss in excess of the amounts reflected in the financial statements. In addition, there is the risk that the Fund may not be able to enter into a closing transaction because of an illiquid secondary market.

**(e) Purchased options.** When the Fund purchases an option, an amount equal to the premium paid by the Fund is recorded as an investment on the Consolidated Statement of Assets and Liabilities, the value of which is marked-to-market to reflect the current market value of the option purchased. If the purchased option expires, the Fund realizes a loss equal to the amount of premium paid. When an instrument is purchased or sold through the exercise of an option, the related premium paid is added to the basis of the instrument acquired or deducted from the proceeds of the instrument sold. The risk associated with purchasing put and call options is limited to the premium paid.

**(f) Forward foreign currency contracts.** The Fund enters into a forward foreign currency contract to hedge against foreign currency exchange rate risk on its non-U.S. dollar denominated securities or to facilitate settlement of a foreign currency denominated portfolio transaction. A forward foreign currency contract is an agreement between two parties to buy and sell a currency at a set price with delivery and settlement at a future date. The contract is marked-to-market daily and the change in value is recorded by the Fund as an unrealized gain or loss. When a forward foreign currency contract is closed, through either delivery or offset by entering into another forward foreign currency contract, the Fund recognizes a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value of the contract at the time it is closed.

Non-deliverable forward foreign currency exchange contracts are settled with the counterparty in cash without the delivery of foreign currency.

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## Notes to consolidated financial statements (unaudited) (cont d)

Forward foreign currency contracts involve elements of market risk in excess of the amounts reflected on the Consolidated Statement of Assets and Liabilities. The Fund bears the risk of an unfavorable change in the foreign exchange rate underlying the forward foreign currency contract. Risks may also arise upon entering into these contracts from the potential inability of the counterparties to meet the terms of their contracts.

**(g) Swap agreements.** The Fund invests in swaps for the purpose of managing its exposure to interest rate, credit or market risk, or for other purposes. The use of swaps involves risks that are different from those associated with other portfolio transactions. Swap agreements are privately negotiated in the over-the-counter market and may be entered into as a bilateral contract ( OTC Swaps ) or centrally cleared ( Centrally Cleared Swaps ). Unlike Centrally Cleared Swaps, the Fund has credit exposure to the counterparties of OTC Swaps.

In a Centrally Cleared Swap, immediately following execution of the swap, the swap agreement is submitted to a clearinghouse or central counterparty (the CCP ) and the CCP becomes the ultimate counterparty of the swap agreement. The Fund is required to interface with the CCP through a broker, acting in an agency capacity. All payments are settled with the CCP through the broker. Upon entering into a Centrally Cleared Swap, the Fund is required to deposit initial margin with the broker in the form of cash or securities.

Swap contracts are marked-to-market daily and changes in value are recorded as unrealized appreciation (depreciation). The daily change in valuation of Centrally Cleared Swaps, if any, is recorded as a receivable or payable for variation margin on the Consolidated Statement of Assets and Liabilities. Gains or losses are realized upon termination of the swap agreement. Collateral, in the form of restricted cash or securities, may be required to be held in segregated accounts with the Fund's custodian in compliance with the terms of the swap contracts. Securities posted as collateral for swap contracts are identified in the Consolidated Schedule of Investments and restricted cash, if any, is identified on the Consolidated Statement of Assets and Liabilities. Risks may exceed amounts recorded in the Consolidated Statement of Assets and Liabilities. These risks include changes in the returns of the underlying instruments, failure of the counterparties to perform under the contracts' terms, and the possible lack of liquidity with respect to the swap agreements.

OTC swap payments received or made at the beginning of the measurement period are reflected as a premium or deposit, respectively, on the Consolidated Statement of Assets and Liabilities. These upfront payments are amortized over the life of the swap and are recognized as realized gain or loss in the Consolidated Statement of Operations. Net periodic payments received or paid by the Fund are recognized as a realized gain or loss in the Consolidated Statement of Operations.

The Fund's maximum exposure in the event of a defined credit event on a credit default swap to sell protection is the notional amount. As of May 31, 2017, the Fund did not hold any credit default swaps to sell protection.

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For average notional amounts of swaps held during the six months ended May 31, 2017, see Note 4.

### **Total return swaps**

The Fund enters into total return swaps for investment purposes. Total return swaps are agreements to exchange the return generated by one instrument for the return generated by another instrument. For example, the agreement to pay a predetermined or fixed interest rate in exchange for a market-linked return based on a notional amount. To the extent the total return of a referenced index or instrument exceeds the offsetting interest obligation, the Fund will receive a payment from the counterparty. To the extent it is less, the Fund will make a payment to the counterparty.

**(h) Inflation-indexed bonds.** Inflation-indexed bonds are fixed-income securities whose principal value or interest rate is periodically adjusted according to the rate of inflation. As the index measuring inflation changes, the principal value or interest rate of inflation-indexed bonds will be adjusted accordingly. Inflation adjustments to the principal amount of inflation-indexed bonds are reflected as an increase or decrease to investment income on the Consolidated Statement of Operations. Repayment of the original bond principal upon maturity (as adjusted for inflation) is guaranteed in the case of U.S. Treasury inflation-indexed bonds. For bonds that do not provide a similar guarantee, the adjusted principal value of the bond repaid at maturity may be less than the original principal.

**(i) Foreign currency translation.** Investment securities and other assets and liabilities denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the date of valuation. Purchases and sales of investment securities and income and expense items denominated in foreign currencies are translated into U.S. dollar amounts based upon prevailing exchange rates on the respective dates of such transactions.

The Fund does not isolate that portion of the results of operations resulting from fluctuations in foreign exchange rates on investments from the fluctuations arising from changes in market prices of securities held. Such fluctuations are included with the net realized and unrealized gain or loss on investments.

Net realized foreign exchange gains or losses arise from sales of foreign currencies, including gains and losses on forward foreign currency contracts, currency gains or losses realized between the trade and settlement dates on securities transactions, and the difference between the amounts of dividends, interest, and foreign withholding taxes recorded on the Fund's books and the U.S. dollar equivalent of the amounts actually received or paid. Net unrealized foreign exchange gains and losses arise from changes in the values of assets and liabilities, other than investments in securities, on the date of valuation, resulting from changes in exchange rates.

Foreign security and currency transactions may involve certain considerations and risks not typically associated with those of U.S. dollar denominated transactions as a result of,

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**Table of Contents****Notes to consolidated financial statements (unaudited) (cont d)**

among other factors, the possibility of lower levels of governmental supervision and regulation of foreign securities markets and the possibility of political or economic instability.

**(j) Loan participations.** The Fund may invest in loans arranged through private negotiation between one or more financial institutions. The Fund's investment in any such loan may be in the form of a participation in or an assignment of the loan. In connection with purchasing participations, the Fund generally will have no right to enforce compliance by the borrower with the terms of the loan agreement related to the loan, or any rights of off-set against the borrower and the Fund may not benefit directly from any collateral supporting the loan in which it has purchased the participation.

The Fund assumes the credit risk of the borrower, the lender that is selling the participation and any other persons interpositioned between the Fund and the borrower. In the event of the insolvency of the lender selling the participation, the Fund may be treated as a general creditor of the lender and may not benefit from any off-set between the lender and the borrower.

**(k) Stripped securities.** The Fund may invest in Stripped Securities, a term used collectively for components, or strips, of fixed income securities. Stripped Securities can be principal only securities ( PO ), which are debt obligations that have been stripped of unmatured interest coupons, or interest only securities ( IO ), which are unmatured interest coupons that have been stripped from debt obligations. The market value of Stripped Securities will fluctuate in response to changes in economic conditions, rates of pre-payment, interest rates and the market's perception of the securities. However, fluctuations in response to interest rates may be greater in Stripped Securities than for debt obligations of comparable maturities that pay interest currently. The amount of fluctuation may increase with a longer period of maturity.

The yield to maturity on IO's is sensitive to the rate of principal repayments (including prepayments) on the related underlying debt obligation and principal payments may have a material effect on yield to maturity. If the underlying debt obligation experiences greater than anticipated prepayments of principal, the Fund may not fully recoup its initial investment in IO's.

**(l) Cash flow information.** The Fund invests in securities and distributes dividends from net investment income and net realized gains, which are paid in cash and may be reinvested at the discretion of shareholders. These activities are reported in the Consolidated Statements of Changes in Net Assets and additional information on cash receipts and cash payments are presented in the Consolidated Statement of Cash Flows.

**(m) Credit and market risk.** The Fund invests in high-yield and emerging market instruments that are subject to certain credit and market risks. The yields of high-yield and emerging market debt obligations reflect, among other things, perceived credit and market risks. The Fund's investments in securities rated below investment grade typically involve risks not associated with higher rated securities including, among others, greater risk related to timely and ultimate payment of interest and principal, greater market price

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volatility and less liquid secondary market trading. The consequences of political, social, economic or diplomatic changes may have disruptive effects on the market prices of investments held by the Fund. The Fund's investments in non-U.S. dollar denominated securities may also result in foreign currency losses caused by devaluations and exchange rate fluctuations.

Investments in securities that are collateralized by real estate mortgages are subject to certain credit and liquidity risks. When market conditions result in an increase in default rates of the underlying mortgages and the foreclosure values of underlying real estate properties are materially below the outstanding amount of these underlying mortgages, collection of the full amount of accrued interest and principal on these investments may be doubtful. Such market conditions may significantly impair the value and liquidity of these investments and may result in a lack of correlation between their credit ratings and values.

**(n) Foreign investment risks.** The Fund's investments in foreign securities may involve risks not present in domestic investments. Since securities may be denominated in foreign currencies, may require settlement in foreign currencies or pay interest or dividends in foreign currencies, changes in the relationship of these foreign currencies to the U.S. dollar can significantly affect the value of the investments and earnings of the Fund. Foreign investments may also subject the Fund to foreign government exchange restrictions, expropriation, taxation or other political, social or economic developments, all of which affect the market and/or credit risk of the investments.

**(o) Counterparty risk and credit-risk-related contingent features of derivative instruments.** The Fund may invest in certain securities or engage in other transactions, where the Fund is exposed to counterparty credit risk in addition to broader market risks. The Fund may invest in securities of issuers, which may also be considered counterparties as trading partners in other transactions. This may increase the risk of loss in the event of default or bankruptcy by the counterparty or if the counterparty otherwise fails to meet its contractual obligations. The Fund's investment manager attempts to mitigate counterparty risk by (i) periodically assessing the creditworthiness of its trading partners, (ii) monitoring and/or limiting the amount of its net exposure to each individual counterparty based on its assessment and (iii) requiring collateral from the counterparty for certain transactions. Market events and changes in overall economic conditions may impact the assessment of such counterparty risk by the investment manager. In addition, declines in the values of underlying collateral received may expose the Fund to increased risk of loss.

The Fund has entered into master agreements with certain of its derivative counterparties that provide for general obligations, representations, agreements, collateral, events of default or termination and credit related contingent features. The credit related contingent features include, but are not limited to, a percentage decrease in the Fund's net assets or NAV over a specified period of time. If these credit related contingent features were triggered, the derivatives counterparty could terminate the positions and demand payment or require additional collateral.

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**Table of Contents****Notes to consolidated financial statements (unaudited) (cont d)**

Collateral requirements differ by type of derivative. Collateral or margin requirements are set by the broker or exchange clearinghouse for exchange traded derivatives while collateral terms are contract specific for over-the-counter traded derivatives. Cash collateral that has been pledged to cover obligations of the Fund under derivative contracts, if any, will be reported separately in the Consolidated Statement of Assets and Liabilities. Securities pledged as collateral, if any, for the same purpose are noted in the Consolidated Schedule of Investments.

Absent an event of default by the counterparty or a termination of the agreement, the terms of the master agreements do not result in an offset of reported amounts of financial assets and financial liabilities in the Consolidated Statement of Assets and Liabilities across transactions between the Fund and the applicable counterparty. The enforceability of the right to offset may vary by jurisdiction.

As of May 31, 2017, the Fund held forward foreign currency contracts with credit related contingent features which had a liability position of \$2,921,520. If a contingent feature in the master agreements would have been triggered, the Fund would have been required to pay this amount to its derivatives counterparties.

**(p) Security transactions and investment income.** Security transactions are accounted for on a trade date basis. Interest income, adjusted for amortization of premium and accretion of discount, is recorded on the accrual basis. Paydown gains and losses on mortgage- and asset-backed securities are recorded as adjustments to interest income. Dividend income is recorded on the ex-dividend date. Foreign dividend income is recorded on the ex-dividend date or as soon as practicable after the Fund determines the existence of a dividend declaration after exercising reasonable due diligence. The cost of investments sold is determined by use of the specific identification method. To the extent any issuer defaults or a credit event occurs that impacts the issuer, the Fund may halt any additional interest income accruals and consider the realizability of interest accrued up to the date of default or credit event.

**(q) Distributions to shareholders.** Distributions from net investment income of the Fund, if any, are declared and paid on a monthly basis. The actual source of the Fund's monthly distributions may be from net investment income, return of capital or a combination of both. Shareholders will be informed of the tax characteristics of the distributions after the close of the fiscal year. Distributions of net realized gains, if any, are declared at least annually. Pursuant to its Managed Distribution Policy, the Fund intends to make regular monthly distributions to shareholders at a fixed rate per common share, which rate may be adjusted from time to time by the Fund's Board of Trustees. Under the Fund's Managed Distribution Policy, if, for any monthly distribution, the value of the Fund's net investment income and net realized capital gain is less than the amount of the distribution, the difference will be distributed from the Fund's net assets (and may constitute a return of capital). Shareholders will be informed of the tax characteristics of the distributions after the close of the 2017 fiscal year. The Board of Trustees may modify, terminate or suspend the Managed Distribution Policy at any time, including when certain events would make

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part of the return of capital taxable to shareholders. Any such modification, termination or suspension could have an adverse effect on the market price of the Fund's shares. Distributions to shareholders of the Fund are recorded on the ex-dividend date and are determined in accordance with income tax regulations, which may differ from GAAP.

**(r) Compensating balance arrangements.** The Fund has an arrangement with its custodian bank whereby a portion of the custodian's fees is paid indirectly by credits earned on the Fund's cash on deposit with the bank.

**(s) Federal and other taxes.** It is the Fund's policy to comply with the federal income and excise tax requirements of the Internal Revenue Code of 1986 (the Code), as amended, applicable to regulated investment companies. Accordingly, the Fund intends to distribute its taxable income and net realized gains, if any, to shareholders in accordance with timing requirements imposed by the Code. Therefore, no federal or state income tax provision is required in the Fund's financial statements.

Management has analyzed the Fund's tax positions taken on income tax returns for all open tax years and has concluded that as of November 30, 2016, no provision for income tax is required in the Fund's financial statements. The Fund's federal and state income and federal excise tax returns for tax years for which the applicable statutes of limitations have not expired are subject to examination by the Internal Revenue Service and state departments of revenue.

**(t) Reclassification.** GAAP requires that certain components of net assets be reclassified to reflect permanent differences between financial and tax reporting. These reclassifications have no effect on net assets or net asset value per share.

## **2. Investment management agreement and other transactions with affiliates**

On May 3, 2016, the Fund entered into an Amended and Restated Investment Advisory Agreement with Security Investors, LLC (Investment Adviser), an affiliate of Guggenheim Funds Investment Advisors, LLC (the Fund's previous investment adviser), which provides for payment of a monthly fee computed at the annual rate of 0.60% of the Fund's average weekly assets. Apart from the name of the entity providing advisory services, the terms of the Amended and Restated Investment Advisory Agreement are substantially identical to those of the prior agreement, and this change did not result in a change in the personnel primarily responsible for providing investment advisory services to the Fund. The Investment Adviser has, in turn, entered into an Amended and Restated Investment Management Agreement with Western Asset Management Company and separate Amended and Restated Investment Management Agreements among the Investment Adviser, Western Asset Management Company and each of Western Asset Management Company Ltd. (Western Asset Japan), Western Asset Management Company Limited (Western Asset London), and Western Asset Management Company Pte. Ltd. (Western Asset Singapore), collectively with Western Asset Management Company, Western Asset Japan, and Western Asset London, (the Investment Manager), pursuant to which the Investment Manager provides investment management services to the Fund. Each Amended



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and Restated Investment Management Agreement solely reflects the change in investment adviser for the Fund. Special counsel provided the Fund with a legal opinion confirming that this transition in investment adviser did not constitute an assignment of the Investment Advisory Agreement or any of the Investment Management Agreements for purposes of the Investment Company Act of 1940, as amended, or an amendment to any such agreement that required approval by shareholders of the Fund. In exchange for the services provided by the Investment Manager, the Investment Adviser pays a portion of the fees it receives from the Fund to the Investment Manager, at the annual rate of 0.27% of the Fund's average weekly assets. Average weekly assets means the average weekly value of the total assets of the Fund (including any assets attributable to leverage) minus accrued liabilities (other than liabilities representing leverage). For purposes of calculating average weekly assets, liabilities associated with any instrument or transactions used by the Investment Manager to leverage the Fund's portfolio (whether or not such instruments or transactions are covered as described in the prospectus) are not considered a liability.

During periods when the Fund is using leverage, the fee paid to the Investment Adviser for advisory services will be higher than if the Fund did not use leverage because the fee paid will be calculated on the basis of the Fund's average weekly assets, which includes the assets attributable to leverage.

Western Asset London, Western Asset Singapore and Western Asset Japan provide certain investment management services to the Fund relating to currency transactions and investment in non-U.S. denominated securities. Western Asset London, Western Asset Singapore and Western Asset Japan do not receive any compensation from the Fund.

Under an administrative agreement with the Fund, Legg Mason Partners Fund Advisor, LLC (LMPFA) (Administrator), an affiliate of the Investment Manager, provides certain administrative and accounting functions for the Fund. The Fund pays the Administrator a monthly fee at an annual rate of 0.04% of the Fund's average weekly assets, subject to an annual minimum fee of \$225,000.

**3. Investments**

During the six months ended May 31, 2017, the aggregate cost of purchases and proceeds from sales of investments (excluding short-term investments) and U.S. Government & Agency Obligations were as follows:

	Investments	U.S. Government & Agency Obligations
Purchases	\$ 40,037,043	\$ 354,522,071
Sales	29,325,501	371,674,127

At May 31, 2017, the aggregate gross unrealized appreciation and depreciation of investments for federal income tax purposes were substantially as follows:

Gross unrealized appreciation	\$ 31,199,553
Gross unrealized depreciation	(8,369,087)
<b>Net unrealized appreciation</b>	<b>\$ 22,830,466</b>

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Transactions in reverse repurchase agreements for the Fund during the six months ended May 31, 2017 were as follows:

Average Daily	Weighted Average	Maximum Amount
Balance*	Interest Rate*	Outstanding
\$317,311,105	0.91%	\$365,704,500

\* Averages based on the number of days that Fund had reverse repurchase agreements outstanding.

Interest rates on reverse repurchase agreements ranged from 0.40% to 1.10% during the six months ended May 31, 2017. Interest expense incurred on reverse repurchase agreements totaled \$1,445,675.

**4. Derivative instruments and hedging activities**

Below is a table, grouped by derivative type, that provides information about the fair value and the location of derivatives within the Consolidated Statement of Assets and Liabilities at May 31, 2017.

	ASSET DERIVATIVES <sup>1</sup>			
	Interest Rate Risk	Foreign Exchange Risk	Commodity Risk	Total
Futures contracts <sup>2</sup>	\$ 1,557,154	\$ 1,871,249	\$ 480,501	\$ 3,908,904
Forward foreign currency contracts		833,483		833,483
<b>Total</b>	<b>\$ 1,557,154</b>	<b>\$ 2,704,732</b>	<b>\$ 480,501</b>	<b>\$ 4,742,387</b>

  

	LIABILITY DERIVATIVES <sup>1</sup>			
	Interest Rate Risk	Foreign Exchange Risk	Commodity Risk	Total
Futures contracts <sup>2</sup>	\$ 1,405,171	\$ 2,409,294	\$ 3,933,488	\$ 7,747,953
Forward foreign currency contracts		2,921,520		2,921,520
<b>Total</b>	<b>\$ 1,405,171</b>	<b>\$ 5,330,814</b>	<b>\$ 3,933,488</b>	<b>\$ 10,669,473</b>

<sup>1</sup> Generally, the balance sheet location for asset derivatives is receivables/net unrealized appreciation (depreciation) and for liability derivatives is payables/net unrealized appreciation (depreciation).

<sup>2</sup> Includes cumulative appreciation (depreciation) of futures contracts as reported in the Consolidated Schedule of Investments. Only variation margin is reported within the receivables and/or payables on the Consolidated Statement of Assets and Liabilities.

The following tables provide information about the effect of derivatives and hedging activities on the Fund's Consolidated Statement of Operations for the six months ended May 31, 2017. The first table provides additional detail about the amounts and sources of gains (losses) realized on derivatives during the period. The second table provides additional information about the change in unrealized appreciation (depreciation) resulting from the Fund's derivatives and hedging activities during the period.

**Table of Contents****Notes to consolidated financial statements (unaudited) (cont d)****AMOUNT OF REALIZED GAIN (LOSS) ON DERIVATIVES RECOGNIZED**

	Interest Rate Risk	Foreign Exchange Risk	Commodity Risk	Total
Purchased options <sup>1</sup>	\$ (472,492)	\$ (253,060)		\$ (725,552)
Futures contracts	(4,221,857)	2,525,199	\$ 5,261,558	3,564,900
Swap contracts	619,613			619,613
Forward foreign currency contracts		3,258,309		3,258,309
<b>Total</b>	<b>\$ (4,074,736)</b>	<b>\$ 5,530,448</b>	<b>\$ 5,261,558</b>	<b>\$ 6,717,270</b>

<sup>1</sup> Net realized gain (loss) from purchased options is reported in net realized gain (loss) from investment transactions in the Consolidated Statement of Operations.

**CHANGE IN UNREALIZED APPRECIATION (DEPRECIATION) ON DERIVATIVES RECOGNIZED**

	Interest Rate Risk	Foreign Exchange Risk	Commodity Risk	Total
Futures contracts	\$ 2,027,283	\$ (2,496,829)	\$ (6,129,755)	\$ (6,599,301)
Swap contracts	(160,501)			(160,501)
Forward foreign currency contracts		(439,141)		(439,141)
<b>Total</b>	<b>\$ 1,866,782</b>	<b>\$ (2,935,970)</b>	<b>\$ (6,129,755)</b>	<b>\$ (7,198,943)</b>

During the six months ended May 31, 2017, the volume of derivative activity for the Fund was as follows:

	Average Market Value
Purchased options	\$ 88,488
Futures contracts (to buy)	560,076,255
Futures contracts (to sell)	412,816,840
Forward foreign currency contracts (to buy)	78,228,197
Forward foreign currency contracts (to sell)	47,421,451
	Average Notional Balance
Total return swap contracts	\$ 19,411,429

At May 31, 2017, there were no open positions held in this derivative. The following table presents by financial instrument, the Fund's derivative assets net of the related collateral received by the Fund at May 31, 2017:

	Gross Amount of Derivative Assets in the Consolidated Statement of Assets and Liabilities <sup>1</sup>	Collateral Received	Net Amount
Forward foreign currency contracts	\$ 833,483		\$ 833,483

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The following table presents by financial instrument, the Fund's derivative liabilities net of the related collateral pledged by the Fund at May 31, 2017:

	Gross Amount of Derivative Liabilities in the Consolidated Statement of Assets and Liabilities <sup>1</sup>	Collateral Pledged <sup>2,3,4</sup>	Net Amount
Futures contracts <sup>5</sup>	\$ 313,036	\$ (313,036)	
Forward foreign currency contracts	2,921,520		\$ 2,921,520
<b>Total</b>	<b>\$ 3,234,556</b>	<b>\$ (313,036)</b>	<b>\$ 2,921,520</b>

<sup>1</sup> Absent an event of default or early termination, derivative assets and liabilities are presented gross and not offset in the Consolidated Statement of Assets and Liabilities.

<sup>2</sup> Gross amounts are not offset in the Consolidated Statement of Assets and Liabilities.

<sup>3</sup> In some instances, the actual collateral received and/or pledged may be more than the amount shown here due to overcollateralization.

<sup>4</sup> See Consolidated Schedule of Investments for securities pledged as collateral.

<sup>5</sup> Amount represents the current day's variation margin as reported in the Consolidated Statement of Assets and Liabilities. It differs from the cumulative appreciation (depreciation) presented in the previous table.

**5. Distributions subsequent to May 31, 2017**

The following distributions have been declared by the Fund's Board of Trustees and are payable subsequent to the period end of this report:

Record Date	Payable Date	Amount
6/15/17	6/30/17	\$ 0.0360
7/14/17	7/31/17	\$ 0.0360

**6. Stock repurchase program**

On March 2, 2016, the Fund announced that the Fund's Board of Trustees (the Board) had authorized the Fund to repurchase in the open market up to approximately 10% of the Fund's outstanding common stock when the Fund's shares are trading at a discount to net asset value. The Board has directed management of the Fund to repurchase shares of common stock at such times and in such amounts as management reasonably believes may enhance stockholder value. The Fund is under no obligation to purchase shares at any specific discount levels or in any specific amounts. During the six months ended May 31, 2017, the Fund did not repurchase any shares.

**7. Deferred capital losses**

As of November 30, 2016, the Fund had deferred capital losses of \$47,787,904, which have no expiration date, that will be available to offset future taxable capital gains.

**8. Recent accounting pronouncement**

In October 2016, the U.S. Securities and Exchange Commission adopted new rules and amended existing rules (together, the final rules) intended to modernize the reporting and disclosure of information by registered investment companies. In part, the final rules amend Regulation S-X and require standardized, enhanced disclosure about derivatives in investment company financial statements, as well as other amendments.

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The compliance date for the amendments to Regulation S-X is August 1, 2017. Management is currently evaluating

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Notes to consolidated financial statements (unaudited) (cont d)

the impact that the adoption of the amendments to Regulation S-X will have on the Fund's financial statements and related disclosures.

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**Additional shareholder information** (unaudited)

**Results of annual meeting of shareholders**

The Fund's annual meeting of shareholders was held on May 1, 2017. Of the 61,184,134 common shares outstanding on the record date for the meeting, the following shares were voted at the meeting:

	For	Withheld
Election of Trustee Michael Larson	50,822,239	5,815,375

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## Dividend reinvestment plan (unaudited)

The Fund and Computershare Inc. ( Agent ), as the Transfer Agent and Registrar of WIW, offer a convenient way to add shares of WIW to your account. WIW offers to all common shareholders a Dividend Reinvestment Plan ( Plan ). Under the Plan, cash distributions (e.g., dividends and capital gains) on the common shares are automatically invested in shares of WIW unless the shareholder elects otherwise by contacting the Agent at the address set forth below.

As a participant in the Dividend Reinvestment Plan, you will automatically receive your dividend or net capital gains distribution in newly issued shares of WIW, if the market price of the shares on the date of the distribution is at or above the net asset value (NAV) of the shares, minus estimated brokerage commissions that would be incurred upon the purchase of common shares on the open market. The number of shares to be issued to you will be determined by dividing the amount of the cash distribution to which you are entitled (net of any applicable withholding taxes) by the greater of the NAV per share on such date or 95% of the market price of a share on such date. If the market price of a share on such distribution date is below the NAV, less estimated brokerage commissions that would be incurred upon the purchase of common shares on the open market, the Agent will, as agent for the participants, buy shares of WIW through a broker on the open market. All common shares acquired on your behalf through the Plan will be automatically credited to an account maintained on the books of the Agent.

### **Additional information regarding the plan**

WIW will pay all costs applicable to the Plan, except for brokerage commissions for open market purchases by the Agent under the Plan, which will be charged to participants. All shares acquired through the Plan receive voting rights and are eligible for any stock split, stock dividend, or other rights accruing to shareholders that the Board of Trustees may declare.

You may terminate participation in the Plan at any time by giving notice to the Agent. Such termination will be effective prior to the record date next succeeding the receipt of such instructions or by a later date of termination specified in such instructions. Upon termination, a participant will receive a certificate for the full shares credited to his or her account or may request the sale of all or part of such shares. Fractional shares credited to a terminating account will be paid for in cash at the current market price at the time of termination.

Dividends and other distributions invested in additional shares under the Plan are subject to income tax just as if they had been received in cash. After year end, dividends paid on the accumulated shares will be included in the Form 1099-DIV information return to the Internal Revenue Service and only one Form 1099-DIV will be sent to participants each year.

Inquiries regarding the Plan, as well as notices of termination, should be directed to Computershare Inc, 462 South 4th Street, Suite 1600 Louisville, KY 40202. Investor Relations telephone number 1-888-888-0151.



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**Schedule of portfolio holdings**

The Fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-Q. You may obtain a free copy of the Fund's Form N-Q by calling 1-800-345-7999, by visiting the Fund's website (<http://guggenheiminvestments.com/wiw>), or by writing to the Fund, or you may obtain a copy of this report (and other information relating to the Fund) from the SEC's website (<http://www.sec.gov>). Additionally, the Fund's Form N-Q can be viewed or copied at the SEC's Public Reference Room in Washington D.C. Information about the operation of the Public Reference Room can be obtained by calling 1-800-SEC-0330.

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Western Asset/Claymore

Inflation-Linked Opportunities & Income Fund

**Trustees**

Michael Larson

Ronald A. Nyberg

Ronald E. Toupin, Jr.

Jane Trust

**Officers**

Jane Trust

*President*

Richard F. Sennett

*Principal Financial and Accounting Officer and Treasurer*

Todd F. Kuehl

*Chief Compliance Officer*

Mark E. Mathiasen

*Secretary*

**Investment managers**

Western Asset Management Company

Western Asset Management Company Limited

Western Asset Management Company Pte. Ltd.

Western Asset Management Company Ltd

**Investment adviser**

Security Investors, LLC

**Custodian**

State Street Bank and Trust Company

1 Lincoln Street

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Boston, MA 02111

### **Legal counsel**

Ropes & Gray LLP

1211 Avenue of the Americas

New York, NY 10036

### **Independent registered public accounting firm**

PricewaterhouseCoopers LLP

100 East Pratt Street

Baltimore, MD 21202

### **Transfer agent**

Computershare Inc.

462 South 4<sup>th</sup> Street,

Suite 1600

Louisville, KY 40202

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## Privacy and Security Notice

### **Your Privacy and the Security of Your Personal Information is Very Important to the Funds**

This Privacy and Security Notice (the **Privacy Notice** ) addresses the Funds' privacy and data protection practices with respect to nonpublic personal information the Funds receive. The provisions of this Privacy Notice apply to your information both while you are a shareholder and after you are no longer invested with the Funds.

### **The Type of Nonpublic Personal Information the Funds Collect About You**

The Funds collect and maintain nonpublic personal information about you in connection with your shareholder account. Such information may include, but is not limited to:

Personal information included on applications or other forms;

Account balances, transactions, and mutual fund holdings and positions;

Online account access user IDs, passwords, security challenge question responses; and

Information received from consumer reporting agencies regarding credit history and creditworthiness (such as the amount of an individual's total debt, payment history, etc.).

### **How the Funds Use Nonpublic Personal Information About You**

The Funds do not sell or share your nonpublic personal information with third parties or with affiliates for their marketing purposes, or with other financial institutions or affiliates for joint marketing purposes, unless you have authorized the Funds to do so. The Funds do not disclose any nonpublic personal information about you except as may be required to perform transactions or services you have authorized or as permitted or required by law. The Funds may disclose information about you to:

Employees, agents, and affiliates on a **need to know** basis to enable the Funds to conduct ordinary business or comply with obligations to government regulators;

Service providers, including the Funds' affiliates, who assist the Funds as part of the ordinary course of business (such as printing, mailing services, or processing or servicing your account with us) or otherwise perform services on the Funds' behalf, including companies that may perform marketing services solely for the Funds;

The Funds' representatives such as legal counsel, accountants and auditors; and

Fiduciaries or representatives acting on your behalf, such as an IRA custodian or trustee of a grantor trust.

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## Privacy and Security Notice (cont d)

Except as otherwise permitted by applicable law, companies acting on the Funds' behalf are contractually obligated to keep nonpublic personal information the Funds provide to them confidential and to use the information the Funds share only to provide the services the Funds ask them to perform.

The Funds may disclose nonpublic personal information about you when necessary to enforce their rights or protect against fraud, or as permitted or required by applicable law, such as in connection with a law enforcement or regulatory request, subpoena, or similar legal process. In the event of a corporate action or in the event a Fund service provider changes, the Funds may be required to disclose your nonpublic personal information to third parties. While it is the Funds' practice to obtain protections for disclosed information in these types of transactions, the Funds cannot guarantee their privacy policy will remain unchanged.

### Keeping You Informed of the Funds' Privacy and Security Practices

The Funds will notify you annually of their privacy policy as required by federal law. While the Funds reserve the right to modify this policy at any time they will notify you promptly if this privacy policy changes.

### The Funds' Security Practices

The Funds maintain appropriate physical, electronic and procedural safeguards designed to guard your nonpublic personal information. The Funds' internal data security policies restrict access to your non-public personal information to authorized employees, who may use your nonpublic personal information for Fund business purposes only.

Although the Funds strive to protect your nonpublic personal information, they cannot ensure or warrant the security of any information you provide or transmit to them, and you do so at your own risk. In the event of a breach of the confidentiality or security of your nonpublic personal information, the Funds will attempt to notify you as necessary so you can take appropriate protective steps. If you have consented to the Funds using electronic communications or electronic delivery of statements, they may notify you under such circumstances using the most current email address you have on record with them.

In order for the Funds to provide effective service to you, keeping your account information accurate is very important. If you believe that your account information is incomplete, not accurate or not current, or if you have questions about the Funds' privacy practices, write the Funds using the contact information on your account statements, email the Funds by clicking on the Funds' website at [guggenheiminvestments.com](http://guggenheiminvestments.com), or contact the Fund at 1-800-345-7999.

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Western Asset/Claymore Inflation-Linked Opportunities & Income Fund

Western Asset/Claymore Inflation-Linked Opportunities & Income Fund

385 East Colorado Boulevard

Pasadena, CA 91101

Notice is hereby given in accordance with Section 23(c) of the Investment Company Act of 1940, as amended, that from time to time the Fund may purchase at market prices, shares of its Common Stock in the open market.

The Fund files its complete schedule of portfolio holdings with the Securities and Exchange Commission ( SEC ) for the first and third quarters of each fiscal year on Form N-Q. The Fund's Forms N-Q are available on the SEC's website at [www.sec.gov](http://www.sec.gov). The Fund's Forms N-Q may be reviewed and copied at the SEC's Public Reference Room in Washington D.C., and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330. To obtain information on Form N-Q, shareholders can call 1-800-345-7999.

Information on how the Fund voted proxies relating to portfolio securities during the prior 12-month period ended June 30th of each year and a description of the policies and procedures that the Fund uses to determine how to vote proxies related to portfolio transactions are available (1) without charge, upon request, by calling 1-800-345-7999, (2) on the Fund's website at [guggenheiminvestments.com/wiw](http://guggenheiminvestments.com/wiw) and (3) on the SEC's website at [www.sec.gov](http://www.sec.gov).

This report is transmitted to the shareholders of Western Asset/Claymore Inflation-Linked Opportunities & Income Fund for their information. This is not a prospectus, circular or representation intended for use in the purchase or sale of shares of the Fund or any securities mentioned in this report.

Computershare Inc.

462 South 4th Street,

Suite 1600

Louisville, KY 40202

**WASX013851**

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ITEM 2. CODE OF ETHICS.

Not applicable.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not applicable.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not applicable.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

Not applicable.

ITEM 6. SCHEDULE OF INVESTMENTS.

Included herein under Item 1.

ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END  
MANAGEMENT INVESTMENT COMPANIES.

Not applicable.

ITEM 8. INVESTMENT PROFESSIONALS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not applicable.

ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT  
COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

Not applicable.

ITEM 11. CONTROLS AND PROCEDURES.



- (a) The registrant's principal executive officer and principal financial officer 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")) are effective as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the disclosure controls and procedures required by Rule 30a-3(b) under the 1940 Act and 15d-15(b) under the Securities Exchange Act of 1934.
  
- (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) that occurred during the second fiscal quarter of the period covered by this report that have materially affected, or are likely to materially affect the registrant's internal control over financial reporting.

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ITEM 12. EXHIBITS.

(a) (1) Not applicable.

Exhibit 99.CODE ETH

(a) (2) Certifications pursuant to section 302 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.CERT

(b) Certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 attached hereto.

Exhibit 99.906CERT

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this Report to be signed on its behalf by the undersigned, there unto duly authorized.

**Western Asset/Claymore Inflation-Linked Opportunities & Income Fund**

By: /s/Jane Trust  
Jane Trust  
Trustee and President  
Date: July 24, 2017

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

By: /s/Jane Trust  
Jane Trust  
Trustee and President  
Date: July 24, 2017

By: /s/Richard F. Sennett  
Richard F. Sennett  
Principal Financial Officer  
Date: July 24, 2017