
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 3 TO
FORM S-11**

***FOR REGISTRATION UNDER THE SECURITIES ACT OF 1933
OF SECURITIES OF CERTAIN REAL ESTATE COMPANIES***

Cohen & Steers Income Opportunities REIT, Inc.

(Exact Name of Registrant as Specified in Governing Instruments)

**1166 Avenue of the Americas
New York, NY 10036
(212) 832-3232**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Cohen & Steers Capital Management, Inc.

Francis C. Poli

**1166 Avenue of the Americas
New York, NY 10036
(212) 832-3232**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

With copies to:

**Ryan Bekkerus
Benjamin Wells
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000**

**Rajib Chanda
Simpson Thacher & Bartlett LLP
900 G Street Northwest
Washington, D.C. 20001
(202) 636-5808**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.
Registration No. 333-288734

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to the Registration Statement on Form S-11 (No. 333-288734) is filed pursuant to Rule 462(d) solely to add exhibits not previously filed with respect to such Registration Statement.

Part II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 36. *Financial Statements and Exhibits.*

(b) Exhibits.

Exhibit No.	Description
21.1	<u>Subsidiaries of the Registrant (filed as Exhibit 21.1 to the Registrant's S-11/A filed on January 29, 2026 and incorporated herein by reference)</u>
23.1	<u>Consent of Deloitte & Touche LLP (filed herewith)</u>

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-11 and has duly caused this Registration Statement on Form S-11 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, in the State of New York, on March 17, 2026.

Cohen & Steers Income Opportunities REIT, Inc.

By: /s/ Arjun Mahalingam
Name: Arjun Mahalingam
Title: Chief Financial Officer & Treasurer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-11 has been signed by the following persons in the capacities and on the dates as indicated.

Name	Title	Date
<u>/s/ James S. Corl</u> James S. Corl	Chief Executive Officer, Chief Investment Officer & President (Principal Executive Officer)	March 17, 2026
<u>/s/ Arjun Mahalingam</u> Arjun Mahalingam	Chief Financial Officer & Treasurer (Principal Financial Officer and Principal Accounting Officer)	March 17, 2026
<u>*</u> Robert H. Steers	Chairperson of the Board	March 17, 2026
<u>*</u> Joseph M. Harvey	Director	March 17, 2026
<u>*</u> Dana Roffman	Independent Director	March 17, 2026
<u>*</u> John W. Thiel	Independent Director	March 17, 2026
<u>*</u> W. Edward Walter	Independent Director	March 17, 2026

*By: /s/ Arjun Mahalingam
Arjun Mahalingam
Attorney-in-fact