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

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**POST-EFFECTIVE AMENDMENT NO. 5 TO  
FORM S-11**

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

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**Cohen & Steers Income Opportunities REIT, Inc.**  
(Exact Name of Registrant as Specified in Governing Instruments)

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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)

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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)

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*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

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**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.

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### **EXPLANATORY NOTE**

This Post-Effective Amendment No. 5 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
23.1	<a href="#">Consent of Independent Valuation Advisor (filed herewith)</a>

## 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 April 15, 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, President & Chief Investment Officer (Principal Executive Officer)	April 15, 2026
<u>/s/ Arjun Mahalingam</u> Arjun Mahalingam	Chief Financial Officer & Treasurer (Principal Financial Officer and Principal Accounting Officer)	April 15, 2026
<u>*</u> Robert H. Steers	Chairperson of the Board	April 15, 2026
<u>*</u> Joseph M. Harvey	Director	April 15, 2026
<u>*</u> Dana Roffman	Independent Director	April 15, 2026
<u>*</u> John W. Thiel	Independent Director	April 15, 2026
<u>*</u> W. Edward Walter	Independent Director	April 15, 2026

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

**CONSENT OF INDEPENDENT VALUATION ADVISOR**

We hereby consent to (1) the reference to our name (including under the heading “Experts”) and the description of our role in the amended Registration Statement on Form S-11 (commission File No. 333-288734) of Cohen & Steers Income Opportunities REIT, Inc. (the “Company”), the Prospectus included therein (the “Prospectus”), and in any future amendments or supplements thereto, under the headings “Net Asset Value Calculation and Valuation Guidelines — Our Independent Valuation Advisor” and “Net Asset Value Calculation and Valuation Guidelines — Valuation of Investments” (2) the inclusion of our estimated value of the Company’s investments in real estate as of March 31, 2026 (presented in the line item “Investments in real estate”) in the Supplement to the Prospectus to be filed on the date hereof and in any future amendments or supplements to the Prospectus.

/s/ SitusAMC Real Estate Valuation Services, LLC  
SitusAMC Real Estate Valuation Services, LLC  
West Des Moines, Iowa

April 15, 2026