

INDIA FUND INC
Form SC TO-I/A
April 09, 2014

As filed with the Securities and Exchange Commission on April 9, 2014

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

SCHEDULE TO
(Final Amendment)
(Rule 13e-4)
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

The India Fund, Inc.
(Name of Subject Company (issuer))

The India Fund, Inc.
(Name of Filing Person (offeror))

Common Stock \$0.001 Par Value Per Share
(Title of Class of Securities)

454089103
(CUSIP Number of Class of Securities)

Ms. Andrea Melia

Aberdeen Asset Management Inc.

1735 Market Street, 32nd Floor

Philadelphia, PA 19103

(866) 839-5205

**(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)**

Copy to:

Sarah E. Cogan, Esq.

Simpson Thacher & Bartlett LLP

425 Lexington Avenue

New York, New York, 10017

(212) 455-2000

CALCULATION OF FILING FEE

Transaction Valuation

\$117,067,565 (a)

Amount of Filing Fee

\$15,079 (b)

- (a) Calculated as the aggregate maximum purchase price to be paid for 5,240,267 shares in the offer, based upon a price of \$22.34 (98% of the net asset value per share of \$22.80 on February 28, 2014).
- (b) Calculated at \$128.80 per \$1,000,000 of the Transaction Valuation.

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Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

| | | | |
|---------------------------|---------------|---------------|----------------------|
| Amount Previously Paid: | \$15,079 | Filing Party: | The India Fund, Inc. |
| Form or Registration No.: | Schedule TO-I | Date Filed: | March 7, 2014 |

Check box the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

| | |
|---|--|
| <input type="checkbox"/> third party tender offer subject to Rule 14d-1 | <input type="checkbox"/> going-private transaction subject to Rule 13e-3 |
| <input checked="" type="checkbox"/> issuer tender offer subject to Rule 13e-4 | <input type="checkbox"/> amendment to Schedule 13D under Rule 13d-2 |

Check the following box if the filing is a final amendment reporting the results of the tender offer.

SCHEDULE TO

This Final Amendment relates to the Tender Offer Statement on Schedule TO (the Statement) originally filed by The India Fund, Inc., a Maryland corporation (the Fund), on March 7, 2014 relating to the tender offer (the Offer) by the Fund to purchase up to 15% of its issued and outstanding shares of Common Stock, par value \$0.001 per share (the Shares), or 5,240,267 Shares, for cash at a price per Share equal to 98% of the net asset value in U.S. dollars per Share as determined by the Fund on April 4, 2014, upon the terms and subject to the conditions set forth in the Offer to Purchase filed as Exhibit (a)(1)(i) to the Statement (the Offer to Purchase).

This is the Final Amendment to the Statement and is being filed to report the results of the Offer and to add an additional exhibit. The following information is furnished pursuant to Rule 13e-4(c)(4) under the Securities Exchange Act of 1934, as amended:

1. The Offer expired at 11:59 p.m., New York City time, on April 3, 2014.
2. The purchase price is equal to \$24.4314 per Share, which represents 98% of the Fund's net asset value per Share calculated as of April 4, 2014.
3. Approximately 15,332,556 Shares were validly tendered and not withdrawn prior to the expiration of the Offer, and 5,240,267 Shares were accepted for purchase by the Fund in accordance with the terms of the Offer.

ITEMS 1-11.

Not Applicable.

ITEM 12. EXHIBITS

| <u>EXHIBIT NO.</u> | <u>DESCRIPTION</u> |
|---------------------------|--|
| (a)(5)(iii) | Press Release issued on April 9, 2014. |

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not Applicable.

SIGNATURE

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

THE INDIA FUND, INC.

By: /s/ Alan R. Goodson _____

Name: Alan R. Goodson

Title: President

Dated: April 9, 2014

EXHIBIT INDEX

| EXHIBIT NO. | DESCRIPTION |
|--------------------|---|
| (a)(1)(i) | Offer to Purchase, dated March 7, 2014.* |
| (a)(1)(ii) | Form of Letter of Transmittal.* |
| (a)(1)(iii) | Form of Notice of Guaranteed Delivery.* |
| (a)(1)(iv) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(v) | Form of Letter of Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(vi) | Form of Letter to Stockholders.* |
| (a)(5)(i) | Press Release issued on March 7, 2014.* |
| (a)(5)(ii) | Press Release issued on April 4, 2014.** |
| (a)(5)(iii) | Press Release issued on April 9, 2014.*** |

* Previously filed as an exhibit to the Fund's Tender Offer on Schedule TO filed with the Securities and Exchange Commission (the SEC) on March 7, 2014.

** Previously filed as an exhibit to Amendment No. 1 to the Fund's Tender Offer on Schedule TO filed with the SEC on April 4, 2014.

*** Filed herewith.