

KOREA FUND INC
Form SC TO-I
September 29, 2006

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As filed with the Securities and Exchange Commission on September 29, 2006.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1) OF THE SECURITIES
EXCHANGE ACT OF 1934
THE KOREA FUND, INC.
(Name of Subject Company (issuer))
THE KOREA FUND, INC.
(Name of Filing Person (offeror))
COMMON STOCK,
\$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)
500634100
(CUSIP Number of Class of Securities)
John Millette
The Korea Fund, Inc.
c/o Deutsche Investment Management Americas, Inc.
345 Park Avenue
New York, New York 10154
(800) 349-4281
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

Copy to:
William D. Regner, Esq.
Debevoise & Plimpton LLP
919 Third Avenue
New York, New York 10022
(212) 909-6000

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CALCULATION OF FILING FEE

Transaction Valuation

Amount of Filing Fee

\$98,724,060.82 (a)

\$10,563.47 (b)

- (a) Estimated for purposes of calculating the amount of the filing fee only. Calculated as the aggregate market value for 2,696,734 shares in the offer, based on the average of the high and low prices on September 26, 2006 of \$36.609 as reported on the New York Stock Exchange.
- (b) Calculated at \$107.00 per \$1,000,000 of the Transaction Value, pursuant to Rule 0-11 of the Securities Exchange Act of 1934, as amended by Fee Rate Advisory #5 for Fiscal Year 2006, effective November 27, 2005.
 - o 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: Not applicable
Form or Registration No.: Not applicable
Filing Party: Not applicable
Date Filed: Not applicable
 - o Check box if 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:

- o third party tender offer subject to Rule 14d-1
- o issuer tender offer subject to Rule 13e-4
- o going-private transaction subject to Rule 13e-3
- o 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. []

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Item 12. Exhibits

Item 13. Information Required By Schedule 13E-3

SIGNATURE

EX-99.A.1.I: OFFER TO REPURCHASE

EX-99.A.1.II: FORM OF LETTER OF TRANSMITTAL

EX-99.A.1.III: FORM OF LETTER TO BROKERS, DEALERS, ETC.

EX-99.A.1.IV: FORM OF NOTICE OF GUARANTEED DELIVERY

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EX-99.A.5.I: PRESS RELEASE

EX-99.A.5.II: LETTER TO SHAREHOLDERS

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Introductory Statement

This Issuer Tender Offer Statement on Schedule TO relates to an offer by The Korea Fund, Inc., a Maryland corporation (the Fund), to repurchase a *pro rata* portion of the Fund's portfolio securities (other than securities that are not publicly traded, which would need to be registered under the Securities Act of 1933, as amended, or securities regulations applicable in other countries if distributed in the repurchase, that may not be held other than by Korean holders, or that involve the assumption of contractual obligations or trading restrictions) upon the terms and subject to the conditions set forth in the Offer to Repurchase, dated September 29, 2006 (the Offer to Repurchase), and in the related Letter of Transmittal which are filed as exhibits to this Schedule TO.

This Issuer Tender Offer Statement on Schedule TO is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended.

The information set forth in the Offer to Repurchase and the related Letter of Transmittal is incorporated herein by reference in answer to Items 1 through 11 of Schedule TO.

Item 12. Exhibits

- (a)(1)(i) Offer to Repurchase, dated September 29, 2006.
 - (a)(1)(ii) Form of Letter of Transmittal.
 - (a)(1)(iii) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
 - (a)(1)(iv) Form of Notice of Guaranteed Delivery.
 - (a)(1)(v) Form of Letter to Clients of Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
 - (a)(2) None.
 - (a)(3) Not Applicable.
 - (a)(4) Not Applicable.
 - (a)(5)(i) Press release issued on September 29, 2006.
 - (a)(5)(ii) Letter to Shareholders of The Korea Fund, Inc., dated September 29, 2006, from Mr. Julian Reid, the Chairman of the Fund's Board of Directors.
 - (b) None.
 - (d) None.
 - (g) None.
 - (h) None.
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Item 13. Information Required By Schedule 13E-3

Not Applicable.

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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 KOREA FUND, INC.

By: /s/ John Millette
Name: John Millette
Title: Secretary
Dated: September 29, 2006