

CENTRAL EUROPE & RUSSIA FUND, INC.

Form SC 13G/A

September 09, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)*

Central Europe & Russia Fund, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

153436100

(CUSIP Number)

August 29, 2006

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. NAME OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

CITY OF LONDON INVESTMENT GROUP PLC, a company incorporated under the laws of England & Wales

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) .
(b) .

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

ENGLAND AND WALES

5. SOLE VOTING POWER
3,615,429

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED VOTING POWER
0

7. SOLE DISPOSITIVE POWER
3,615,429

8. SHARED DISPOSITIVE POWER
0

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,615,429

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES / /.

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

22.54%

12. TYPE OF REPORTING PERSON

HC

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

CITY OF LONDON INVESTMENT MANAGEMENT COMPANY LIMITED, a company incorporated under the laws of England & Wales

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) .
(b) .

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The principal business of CLIG is serving as the parent holding company for the City of London group of companies, including CLIM.

CLIM is an emerging markets fund manager which specializes in investing in closed-end investment companies and is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940. CLIM is controlled by CLIG. CLIM is principally engaged in the business of providing investment advisory services to various public and private investment funds, including The Emerging World Fund ("EWF"), a Dublin, Ireland-listed open-ended investment company, The Natural Resources Fund ("WUNAT"), a Dublin, Ireland-listed open-ended investment company, Emerging Markets Country Fund ("GEM"), a private investment fund organized as a Delaware business trust, Investable Emerging Markets Country Fund ("IEM"), a private investment fund organized as a Delaware business trust, The World Equity CEF Fund ("WEOF"), a private investment fund organized as a Delaware business trust, Emerging Free Markets Country Fund ("Free"), a private investment fund organized as a Delaware business trust, Natural Resource Fund ("NAT"), a private investment fund organized as a Delaware business trust, Global Equity CEF Fund ("GEF"), a private investment fund organized as a Delaware business trust, Frontier Emerging Markets Fund ("FRONT"), a private investment fund organized as a Delaware business trust, the Global Emerging Markets Equity Yield Fund ("YIELD"), a private investment fund organized as a Delaware business trust, Global Emerging Markets Country Fund Cayman ("CEM"), a Cayman listed mutual fund, Natural Resources Fund Cayman ("CNAT"), a Cayman listed mutual fund, Global Equity Fund Cayman ("CGEF"), a Cayman listed mutual fund, GFM (Institutional) Emerging Markets Country Fund ("GFM"), an open-ended fund organized under the laws of the Province of Ontario, Tradex Global Equity Fund ("Tradex"), an Ontario mutual fund, and eleven unaffiliated third-

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party segregated accounts over which CLIM exercises discretionary voting and investment authority (the "Segregated Accounts").

EWF, WUNAT, GEM, IEM, WEOF, Free, NAT, GEF, FRONT, YIELD, CEM, CNAT, CGEF, GFM, and Tradex are collectively referred to herein as the "City of London Funds."

The Shares to which this Schedule 13G relates are owned directly by the City of London Funds and the Segregated Accounts.

ITEM 2(B). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

Address for CLIG and CLIM:

10 Eastcheap
London EC3M 1LX
England

ITEM 2(C). CITIZENSHIP:

CLIG - ENGLAND AND WALES

CLIM - ENGLAND AND WALES

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ITEM 2(D). TITLE OF CLASS OF SECURITIES:

Common Stock, par value \$.001 per share

ITEM 2(E). CUSIP NUMBER:

153436100

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

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- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) (for CLIM);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G) (for CLIG);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

ITEM 4. OWNERSHIP.

For CLIG and CLIM:

(a) Amount beneficially owned:

3,615,429

(b) Percent of class:

22.54%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote: 3,615,429

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The reporting persons agree that this statement is filed on behalf of each of them.

Dated: September 9, 2008

CITY OF LONDON INVESTMENT GROUP PLC

By: /s/ Barry M. Olliff

Name: Barry M. Olliff
Title: Director

CITY OF LONDON INVESTMENT MANAGEMENT
COMPANY LIMITED

By: /s/ Barry M. Olliff

Name: Barry M. Olliff
Title: Director