

Edgar Filing: ASIA PACIFIC FUND INC - Form SC TO-I

ASIA PACIFIC FUND INC  
Form SC TO-I  
May 31, 2002

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
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SCHEDULE TO  
(Rule 14d-100)  
Tender Offer Statement under Section 14(d) (1) or 13(e) (1)  
of the Securities Exchange Act of 1934  
(Amendment No. )\*

THE ASIA PACIFIC FUND, INC.  
(Name of Subject Company (issuer))

THE ASIA PACIFIC FUND, INC.  
(Names of Filing Persons (offerer and issuer))

Common Stock, Par Value \$.01 Per Share  
(Title of Class of Securities)

044901106  
(CUSIP Number of Class of Securities)

Deborah A. Docs  
The Asia Pacific Fund, Inc.  
Gateway Center Three, 4th Floor  
Newark, New Jersey 07102-4077  
(973) 367-7521

(Name, address, and telephone number of person authorized to receive  
notices and communications on behalf of filing persons)

copy to:  
Earl D. Weiner  
Sullivan & Cromwell  
125 Broad Street  
New York, New York 10004

Calculation of Filing Fee

Transaction Valuation	Amount of Filing Fee
\$39,445,395 (a)	\$3,628.98 (b)

(a) Calculated as the aggregate maximum purchase price to be paid for 3,448,024 shares in the offer, based upon a price of \$11.44 (95% of the net asset value per share of \$12.04 at May 24, 2002.)

(b) Calculated as .0092% of the Transaction Valuation.

Check the box if any part of the fee is offset as provided by Rule O-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.

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Amount Previously Paid: Not Applicable  
Form or Registration No.: Not Applicable  
Filing Party: Not Applicable  
Date Filed: Not Applicable

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

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

third-party tender offer subject to Rule 14d-1.

Issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

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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Introductory Statement

This Issuer Tender Offer Statement on Schedule TO relates to an offer by The Asia Pacific Fund, Inc., a Maryland corporation (the "Fund"), to purchase for cash up to 25% of its outstanding shares, or 3,448,024 of the Fund's issued and outstanding shares of Common Stock, par value \$0.01 per share, upon the terms and subject to the conditions contained in the Offer to Purchase dated May 30, 2002 and the related Letter of Transmittal and 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 in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference in answer to Items 1 through 11 of this Issuer Tender Offer Statement on Schedule TO.

Item 12. Exhibits.

- (a) (1) (i) Offer to Purchase, dated May 30, 2002.
- (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 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.
- (b) (i) Loan Agreement.
- (d) None.
- (g) None.
- (h) None.

Item 13. Information Required by Schedule 13E-3.

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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 Asia Pacific Fund, Inc.

/s/ Robert F. Gunia

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Name: Robert F. Gunia

Title: Vice President and Treasurer

Dated: May 30, 2002

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EXHIBIT INDEX

EXHIBIT NO.	EXHIBIT DESCRIPTION	EXHIBIT NO. IN FILING
(a) (1) (i)	Offer to Purchase, dated May 30, 2002.	99. (a) (1) (i)
(a) (1) (ii)	Form of Letter of Transmittal.	99. (a) (1) (ii)
(a) (1) (iii)	Form of Notice of Guaranteed Delivery.	99. (a) (1) (iii)
(a) (1) (iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.	99. (a) (1) (iv)
(a) (1) (v)	Form of Letter to Clients of Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.	99. (a) (1) (v)
(a) (5) (i)	Press Release.	99. (a) (5) (i)
(b) (i)	Form of Loan Agreement.	99. (b) (i)

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