

ASIA PACIFIC FUND INC
Form SC TO-I/A
July 08, 2002

As filed with the Securities and Exchange Commission on December 10, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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. 2)

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
Newark, New Jersey 07102-4077

(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

<u>Transaction Valuation</u>	<u>Amount of Filing Fee</u>
\$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.

[X] Check the 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: \$3,628,98
Form or Registration No.: Schedule TO
Filing Party: The Asia Pacific Fund, Inc.
Date Filed: May 31, 2002

[] 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.

[X] 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: [X]

Introductory Statement

This Amendment No. 2 to the Issuer Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on May 31, 2002 by The Asia Pacific Fund, Inc., a Maryland corporation (the Fund), relating to an offer 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, amends such Issuer Tender Offer Statement on Schedule TO to add an additional exhibit in accordance with Rule 13e-4(c)(4) of the Securities Exchange Act of 1934, as amended.

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.*

- (a)(5)(ii) Press Release.**
- (a)(5)(iii) Press Release.
- (b)(i) Loan Agreement.*
- (d) None.
- (g) None.
- (h) None.

* Previously filed on May 31, 2002.

** Previously filed on July 1, 2002.

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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

Name: Robert F. Gunia

Title: Vice President and Treasurer

Dated: July 8, 2002

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EXHIBIT INDEX

EXHIBIT NO.	EXHIBIT DESCRIPTION	EXHIBIT NO. IN FILING
(a)(5)(iii)	Text of press release dated and issued on July 8, 2002.	99.(a)(5)(iii)

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