

TEMPLETON DRAGON FUND INC

Form SC TO-I

June 11, 2002

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As filed with the Securities and Exchange Commission on June 11, 2002.

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

TEMPLETON DRAGON FUND, INC.
(Name of Subject Company (issuer))

TEMPLETON DRAGON FUND, INC.

(Name of Filing Person (offeror))

COMMON STOCK, \$0.01 PAR VALUE PER SHARE

(Title of Class of Securities)

88018T101

(CUSIP Number of Class of Securities)

Barbara J. Green, Esq.
Templeton Dragon Fund, Inc.
Broward Financial Centre
500 E. Broward Blvd., Suite 2100
Ft. Lauderdale, FL 33394-3091
Tel: (954) 527-7500
Fax: (954) 847-2288

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

With copies to:

John F. Della Grotta, Esq.
Paul, Hastings, Janofsky & Walker LLP Stradley, Ronon, Stevens &
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(714) 668-6200 Tel: (215) 564-8000Fax: (714) 979-1921 Fax:
(215) 564-8120

Bruce G. Leto, Esq.

CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$46,547,741 (a)	\$ 4,283(b)

(a) Calculated as the aggregate maximum purchase price to be paid for 4,874,109 shares in the offer, based upon a price of \$9.55 (90% of the net asset value per share of \$10.61 on June 5, 2002).

(b) Calculated
at \$92 per
\$1,000,000
of the
Transaction
Value.

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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 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 offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing. 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.
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:

third party tender offer subject to Rule 14d-1

going-private
transaction
subject to
Rule 13e-3
issuer tender
offer subject
to Rule 13e-4
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

EXHIBIT 99.(A)(1)(I)

EXHIBIT 99.(A)(1)(II)

EXHIBIT 99.(A)(1)(III)

EXHIBIT 99.(A)(1)(IV)

EXHIBIT 99.(A)(1)(V)

EXHIBIT 99.(A)(1)(VI)

EXHIBIT 99.(A)(5)

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This Issuer Tender Offer Statement on Schedule TO relates to an offer by Templeton Dragon Fund, Inc, a Maryland corporation (the Fund), to purchase for cash up to 4,874,109 shares of its issued and outstanding common stock, par value \$0.01 per share, upon the terms and subject to the conditions contained in the Offer to Purchase dated June 11, 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

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
(a)(1)(i)	Offer to Purchase, dated June 11, 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)(1)(vi) Form of Letter to Shareholder.(a)(5) Press release issued on June 11, 2002.	

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.

TEMPLETON DRAGON FUND

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By: /s/ BARBARA J. GREEN

Name:

Title: Barbara J. Green, Esq.

Vice President and Secretary Dated: June 11, 2002

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