

WESTERN ASSET VARIABLE RATE STRATEGIC FUND INC.
Form SC TO-C
April 05, 2010

As filed with the Securities and Exchange Commission on April 5, 2010.

UNITED STATES

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**

(Amendment No.)

WESTERN ASSET VARIABLE RATE STRATEGIC FUND INC.

(Name of Subject Company (issuer))

WESTERN ASSET

VARIABLE RATE STRATEGIC FUND INC.

(Name of Filing Person (offeror))

COMMON STOCK,

\$0.001 PAR VALUE PER SHARE

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(Title of Class of Securities)

957667108

(CUSIP Number of Class of Securities)

ROBERT I. FRENKEL

SECRETARY

WESTERN ASSET

VARIABLE RATE STRATEGIC FUND INC.

100 FIRST STAMFORD PLACE, 4TH FLOOR

STAMFORD, CONNECTICUT 06902

(203) 890-7041

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

Copy to:

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*
N/A

AMOUNT OF FILING FEE*
N/A

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* No filing fee is required because this filing contains only preliminary communications made before the commencement of a tender offer

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: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

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.

Items 1 11.

Not applicable

Item 12. Exhibits.

Exhibit No.	Description
99.1	Text of press release issued on April 5, 2010.

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

Not applicable.
