

TEMPLETON DRAGON FUND INC

Form SC TO-I/A

July 11, 2002

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

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE TO  
(Amendment No. 1)  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES  
EXCHANGE ACT OF 1934

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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

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

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With copies to:

John F. Della Grotta, Esq.  
Paul, Hastings, Janofsky & Walker LLP  
695 Town Center Drive, 17th Floor  
Costa Mesa, California 92626-1924  
Tel: (714) 668-6200  
Fax: (714) 979-1921

Bruce G. Leto, Esq.  
Stradley, Ronon, Stevens & Young, LLP  
2600 One Commerce Square  
Philadelphia, PA 19103-7098  
Tel: (215) 564-8000  
Fax: (215) 564-8120

CALCULATION OF FILING FEE

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

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(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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Item 12. Exhibits

SIGNATURE

EXHIBIT (A)(5)(I)

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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 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:	\$4,283
Form or Registration No.:	Schedule TO
Filing Party:	Templeton Dragon Fund, Inc.
Date Filed:	June 11, 2002

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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This Amendment No. 1 to the Issuer Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on June 11, 2002 by Templeton Dragon Fund, Inc., a Maryland corporation (the Fund ), relating to an offer to purchase for cash up to 4,874,109 shares of its issued and outstanding 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)(1) promulgated under the Securities Exchange Act of 1934, as amended.

Item 12. Exhibits

The following material is hereby filed as an additional exhibit to the Fund s Schedule TO

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(i)	Text of press release dated and issued on July 11, 2002.

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

By: /s/ BARBARA J. GREEN

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Name: Barbara J. Green, Esq.  
Title: Vice President and Secretary

Dated: July 11, 2002