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BRAZIL FUND INC
Form SC 13D/A
May 26, 2006

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)
(Amendment No. 6)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

The Brazil Fund, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

105759104

(CUSIP Number)

Barry M. Olliff
c/o City of London Investment Management Company Limited
10 Eastcheap, London EC3M ILX, England
+44 207 711 0771

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

May 24, 2006

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box / /.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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| | | |
|--------------|---|--|
| ===== | | |
| 1 | NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS | |
| | City of London Investment Group PLC, a company incorporated under the laws of England and Wales. | |
| ----- | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (A) <input type="checkbox"/> (B) <input type="checkbox"/> |
| ----- | | |
| 3 | SEC USE ONLY | |
| ----- | | |
| 4 | SOURCE OF FUNDS* | |
| | OO | |
| ----- | | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | <input type="checkbox"/> |
| ----- | | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | England and Wales | |
| ----- | | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 415,100 |
| ----- | | |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 0 |
| ----- | | |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 415,100 |
| ----- | | |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 0 |
| ----- | | |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 415,100 | |
| ----- | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | <input type="checkbox"/> |
| ----- | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | |
| | 2.56% | |
| ----- | | |
| 14 | TYPE OF REPORTING PERSON* | |
| | HC | |
| ===== | | |

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This Amendment No. 6 to Schedule 13D (this "Amendment No. 6") should be read in conjunction with the Schedule 13D filed with the U.S. Securities and Exchange Commission (the "SEC") on August 5, 2005 (the "Original Schedule 13D"), with Amendment No. 1 to Schedule 13D filed with the SEC on September 2, 2005 ("Amendment No. 1"), with Amendment No. 2 to Schedule 13D filed with the SEC on November 1, 2005 ("Amendment No. 2"), with Amendment No. 3 to Schedule 13D filed with the SEC on December 7, 2005 ("Amendment No. 3"), Amendment No. 4 to Schedule 13D filed with the SEC on April 10, 2006 ("Amendment No. 4"), and Amendment No. 5 to Schedule 13D filed with the SEC on May 22, 2006 ("Amendment No. 5", and, together with Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, and Amendment No. 5, the "Amendments") by City of London Investment Group PLC ("City of London") and City of London Investment Management Company Limited relating to the shares of common stock, par value \$0.01 per share (the "Shares"), of The Brazil Fund, Inc. (the "Fund"). This Amendment No. 6 amends Item 5 of the Original Schedule 13D. All other information in the Original Schedule 13D remains in effect. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Original Schedule 13D.

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER.

Items 5(a) and 5(b) below are hereby amended and restated in their entirety and Item 5(c) is hereby amended as follows:

(a) and (b). As of the date hereof, EWF, GEM, IEM, FREE, GFM, and Accounts owned 28,900, 63,304, 89,525, 143,300, 7,512, and 82,559 Shares, respectively, representing approximately 0.18%, 0.39%, 0.55%, 0.88%, 0.05%, and 0.51%, respectively, of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

As of the date hereof, CLIG, through its control of CLIM, is the beneficial owner of 415,100 Shares, representing approximately 2.56% of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

As of the date hereof, CLIM, through EWF, GEM, IEM, FREE, GFM, and Accounts, is the beneficial owner 415,100 Shares, representing approximately 2.56% of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

(c). Except as described below, no transactions in the Shares were effected by the Reporting Persons, or, to their knowledge, any of the persons identified in Item 2, since the last filing.

| PORTFOLIO | TRADE DATE | TRANSACTION TYPE | NUMBER OF SHARES | TRADE PRICE |
|-----------|------------|------------------|------------------|-------------|
| ACCOUNTS | 4/3/2006 | BUY | 9,100 | 62.4013 |
| ACCOUNTS | 4/5/2006 | BUY | 12,000 | 62.65 |

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|----------|-----------|------|---------|---------|
| ACCOUNTS | 4/12/2006 | BUY | 1,100 | 61.2759 |
| GEM | 4/12/2006 | BUY | 7,300 | 61.2759 |
| GFM I | 4/12/2006 | BUY | 2,900 | 61.2759 |
| ACCOUNTS | 4/27/2006 | BUY | 7,300 | 63.8881 |
| ACCOUNTS | 5/1/2006 | BUY | 32,600 | 67.093 |
| EWF | 5/1/2006 | BUY | 22,900 | 67.093 |
| GEM | 5/1/2006 | BUY | 54,800 | 67.093 |
| GFM I | 5/1/2006 | BUY | 4,400 | 67.093 |
| IEM | 5/1/2006 | BUY | 39,700 | 67.093 |
| FREE | 5/3/2006 | BUY | 75,000 | 67.8 |
| GEM | 5/3/2006 | BUY | 18,100 | 67.8 |
| FREE | 5/4/2006 | BUY | 27,200 | 68.585 |
| GEM | 5/4/2006 | BUY | 15,000 | 68.585 |
| EWF | 5/4/2006 | SELL | 15,000 | 68.585 |
| FREE | 5/5/2006 | BUY | 9,700 | 68.8557 |
| FREE | 5/8/2006 | BUY | 8,300 | 69.4361 |
| GEM | 5/8/2006 | BUY | 12,400 | 69.4361 |
| ACCOUNTS | 5/15/2006 | BUY | 18,300 | 61.9049 |
| ACCOUNTS | 5/19/2006 | SELL | 246,120 | 61.1 |
| EWF | 5/19/2006 | SELL | 32,000 | 61.1 |
| FREE | 5/19/2006 | SELL | 86,880 | 61.1 |
| GEM | 5/19/2006 | SELL | 200,000 | 61.1 |
| GFM I | 5/19/2006 | SELL | 25,000 | 61.1 |
| IEM | 5/19/2006 | SELL | 70,000 | 61.1 |
| ACCOUNTS | 5/22/2006 | BUY | 48,550 | 57.3849 |
| EWF | 5/22/2006 | BUY | 10,700 | 57.3849 |
| FREE | 5/22/2006 | BUY | 10,800 | 57.3849 |
| IEM | 5/22/2006 | BUY | 11,350 | 57.3849 |
| FREE | 5/23/2006 | BUY | 25,800 | 60.3946 |
| ACCOUNTS | 5/23/2006 | SELL | 194,800 | 60.3946 |

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|-------|-----------|------|---------|---------|
| EWf | 5/23/2006 | SELL | 67,700 | 60.3946 |
| ----- | | | | |
| GEM | 5/23/2006 | SELL | 151,000 | 60.3946 |
| ----- | | | | |
| GFM I | 5/23/2006 | SELL | 18,600 | 60.3946 |
| ----- | | | | |
| IEM | 5/23/2006 | SELL | 211,800 | 60.3946 |
| ----- | | | | |
| FREE | 5/23/2006 | SELL | 258,000 | 60.3946 |
| ----- | | | | |
| FREE | 5/24/2006 | BUY | 9,100 | 58.2363 |
| ----- | | | | |

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SIGNATURE

After reasonable 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.

Dated: May 25, 2006

CITY OF LONDON INVESTMENT GROUP PLC

/s/ Barry M. Olliff

Name: Barry M. Olliff
Title: Director

CITY OF LONDON INVESTMENT MANAGEMENT
COMPANY LIMITED

/s/ Barry M. Olliff

Name: Barry M. Olliff
Title: Director

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