

KOREA FUND INC
Form SC 13D
June 08, 2012

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

SCHEDULE 13D
(Rule 13d-101)

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

THE KOREA FUND, INC.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

500634209
(CUSIP Number)

Barry M. Olliff
c/o City of London Investment Management Company Limited
77 Gracechurch Street, London, UK EC3V 0AS
+44 207 711 0771

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

May 31, 2012
(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 x.

*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, (CLIG) a company incorporated under the laws of England and Wales.

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

- 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)

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 3,064,461 |
| EACH | 9 | SOLE DISPOSITIVE POWER |
| REPORTING | | 0 |
| PERSON | 10 | SHARED DISPOSITIVE POWER |
| WITH | | 3,064,461 |

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,064,461

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

31.9%

14 TYPE OF REPORTING PERSON*

HC

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

City of London Investment Management Company Limited (CLIM), a company incorporated under the laws of England and Wales.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

| | | |
|--------------|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES | | 0 |
| BENEFICIALLY | 8 | SHARED VOTING POWER |
| OWNED BY | | 3,064,461 |
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31.9%

14 TYPE OF REPORTING PERSON*

IA

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Item 1(a). Name of Issuer:

The Korea Fund, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

The principal executive offices of the Fund are located at:

The Korea Fund, Inc
c/o ALLIANZ GLOBAL INVESTORS FUND MANAGEMENT
1633 BROADWAY
NEW YORK, NY 10019

Item 2. Identity and Background.

(a). This statement is being filed by City of London Investment Group PLC ("CLIG") and City of London Investment Management Company Limited ("CLIM," and together with CLIG, the "Reporting Persons").

(b). The business address and principal executive offices of CLIG are 77 Gracechurch Street London, EC3V 0AS England. The directors and executive officers of CLIG, their business addresses and present principal occupation or employment are set forth on Annex A attached to this Schedule 13D. The business address and principal executive offices of CLIM are 77 Gracechurch Street London, EC3V 0AS England. The directors and executive officers of CLIM, their business addresses and present principal occupation or employment are set forth on Annex A attached.

(c). The principal business of CLIG is serving as the parent holding company for the City of London group of companies, including CLIM.

CLIM is primarily an emerging markets fund manager, which specializes in investing in closed-end investment companies and is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940. CLIM is controlled by CLIG. CLIM is principally engaged in the business of providing investment advisory services to various public and private investment funds, including The Emerging World Fund ("EWF"), a Dublin, Ireland-listed open-ended investment company, Emerging Markets Country Fund ("GBL"), a private investment fund organized as a Delaware business trust, Investable Emerging Markets Country Fund ("INV"), a private investment fund organized as a Delaware business trust, Emerging (BMI) Markets Country Fund ("BMI"), a private investment fund organized as a Delaware business trust, Emerging Free Markets Country Fund ("FREE"), a private investment fund organized as a Delaware business trust, Frontier Emerging Markets Fund ("FRONT"), a private investment fund organized as a Delaware business trust, The EM Plus CEF Fund ("PLUS"), a private investment fund organized as a Delaware business trust, International Equity CEF Fund ("PHX"), a private investment fund organized as a Delaware business trust, GFM (Institutional) Emerging Markets Country Fund ("GFM"), an open-ended fund organized under the laws of the Province of Ontario, Tradex Global Equity Fund ("Tradex"), an Ontario mutual fund, and unaffiliated third-party segregated accounts over which CLIM exercises discretionary voting and investment authority (the "Segregated Accounts").

EWF, GBL, INV, BMI, FREE, FRONT, PLUS, PHX, GFM, and Tradex are collectively referred to herein as the “City of London Funds.”

The Shares to which this Schedule 13D relates are owned directly by the City of London Funds and the Segregated Accounts.

(d). None of the Reporting Persons has, during the last five years, been convicted in any criminal proceeding.

(e). None of the Reporting Persons has, during the last five years, been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction as a result of which it or he was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f). City of London Investment Group PLC, (CLIG) and City of London Investment Management Company Limited (CLIM) are companies incorporated under the laws of England and Wales.

Item 3. Source and Amount of Funds or Other Considerations.

Beneficial ownership of the Shares to which this statement relates was acquired by the Reporting Persons with invested capital of the City of London Funds and the Segregated Accounts. The aggregate purchase price of the 3,064,461 Shares beneficially owned by the Reporting Persons was \$102,407,643, inclusive of brokerage commissions. The aggregate purchase price of the 289,658 Shares owned directly by BMI was \$10,364,792, inclusive of brokerage commissions. The aggregate purchase price of the 296,596 Shares owned directly by EWF was \$9,962,327, inclusive of brokerage commissions. The aggregate purchase price of the 197,443 Shares owned directly by FREE was \$6,557,064, inclusive of brokerage commissions. The aggregate purchase price of the 313,018 Shares owned directly by GBL was \$7,543,918, inclusive of brokerage commissions. The aggregate purchase price of the 1,292 Shares owned directly by GFM was \$49,745, inclusive of brokerage commissions. The aggregate purchase price of the 289,772 Shares owned directly by INV was \$7,783,534, inclusive of brokerage commissions. The aggregate purchase price of the 10,643 Shares owned directly by PLUS was \$437,265, inclusive of brokerage commissions. The aggregate purchase price of the 1,666,039 Shares owned directly by the Segregated Accounts was \$59,708,994, inclusive of brokerage commissions.

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Item 4. Purpose of Transaction.

The Reporting Person has purchased Shares for investment purposes. However, the Reporting Person maintains the right for continual or future contact with the board to discuss concerns that they have with respect to the Fund. In the future, the Reporting Person may acquire additional shares or dispose of all or part of its holdings.

Item 5. Interests in Securities of the Issuer.

(a) and (b). As of the date hereof, CLIG, through its control of CLIM, and CLIM, in its capacity as investment adviser to the City of London Funds and the Segregated Accounts, have voting and dispositive power with respect to all 13,064,461 Shares owned directly by the City of London Funds and the Segregated Accounts, representing approximately 31.9% of the 9.604 million Shares outstanding, as reported on the Fund's web site. As of the date hereof, BMI, EWF, FREE, GBL, GFM, INV, PLUS and the Segregated Accounts owned directly 289,658; 296,596; 197,443; 313,018; 1,292; 289,772; 10,643 and 1,666,039 Shares, respectively, representing approximately 3.02%, 3.09%, 2.06%, 3.26%, 0.01%, 3.02%, 0.11% and 17.35%, respectively, of the 9.604 million Shares outstanding.

The resulting ownership in excess of 3% of the outstanding voting shares of the Fund by BMI, EWF, GBL, and INV, respectively, resulted from share repurchases instituted by the Fund which had the effect of reducing the total amount of the Fund's voting shares outstanding, and not as a result of a direct purchase or acquisition of Fund shares by BMI, EWF, GBL, and INV.

Such ownership in excess of 3% of the Fund's shares by BMI, EWF, GBL, and INV is therefore specifically exempted from Section 12(d)(1)(A) of the Investment Company Act of 1940.

(c). Information with respect to all transactions in the Shares beneficially owned by the Reporting Persons that were effected during the past 60 days is set forth below:

| Portfolio | Tran Type | Trade Date | Par Value / Shares | Trade Price |
|-----------|-----------|------------|--------------------|-------------|
| Account | SELL | 4/2/2012 | (29,816) | 41.00 |
| Account | SELL | 4/3/2012 | (500) | 41.40 |
| Account | SELL | 4/4/2012 | (14,134) | 40.53 |
| BMI | BUY | 4/4/2012 | 2,000 | 40.53 |
| FREE | BUY | 4/4/2012 | 9,600 | 40.53 |
| INV | BUY | 4/4/2012 | 2,100 | 40.53 |
| Account | SELL | 4/17/2012 | (3,199) | 40.18 |
| Account | SELL | 4/20/2012 | (8,100) | 39.88 |
| Account | SELL | 4/23/2012 | (3,500) | 38.70 |
| PLUS | SELL | 4/23/2012 | (3,200) | 38.70 |
| Account | BUY | 4/30/2012 | 2,000 | 39.95 |

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| | | | | |
|---------|------|-----------|----------|-------|
| FREE | BUY | 4/30/2012 | 703 | 39.95 |
| Account | SELL | 5/8/2012 | (1,200) | 39.21 |
| Account | SELL | 5/9/2012 | (2,336) | 38.85 |
| GFM I | SELL | 5/9/2012 | (65) | 38.85 |
| FREE | SELL | 5/15/2012 | (2,489) | 37.67 |
| Account | SELL | 5/21/2012 | (13,000) | 35.72 |
| Account | SELL | 5/25/2012 | (5,000) | 35.95 |

(d). Other than disclosed herein, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Shares.

(e). Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as set forth in Item 4 of this Schedule 13D, none of the Reporting Persons has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Fund including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any securities of the Fund, joint ventures, loan or option arrangements, puts or calls, guaranties of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits.

N/A

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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.

June 8, 2012

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

Email: USCorporateGovernance@citlon.com

ANNEX A

DIRECTORS AND EXECUTIVE OFFICERS

The names of the directors and executive officers of CLIG and their business addresses and present principal occupation or employment are set forth below. If no business address is given, the business address of such director or executive officer is c/o City of London Investment Group PLC, 77 Gracechurch Street, London EC3V 0AS, England.

| | |
|-----------------|-------------------------------|
| Andrew Davison | Non-Executive Chairman |
| Barry Olliff | Chief Executive Officer |
| Douglas Allison | Finance Director |
| David Cardale | Non-Executive Director |
| Rian Dartnell | Non-Executive Director |
| Lynn Ruddick | Non-Executive Director |
| Allan Bufferd | Non-Executive Director |
| Carlos Yuste | Business Development Director |
| Thomas Griffith | Chief Operating Officer |

The names of the directors and executive officers of CLIM and their business addresses and present principal occupation or employment are set forth below. If no business address is given, the business address of such director or executive officer is c/o City of London Investment Management Limited, 77 Gracechurch Street, London EC3V 0AS, England.

| | |
|-----------------|--|
| David Cardale | Non-Executive Chairman |
| Barry Olliff | Chief Executive Officer / Chief Investment Officer |
| Douglas Allison | Finance Director |
| Thomas Griffith | Director |
| Carlos Yuste | Director |