Stone Harbor Emerging Markets Income Fund Form 5

July 17, 2014

FORM 5

OMB APPROVAL

OMB 3235-0362 Number:

January 31, Expires: 2005

1.0

Estimated average burden hours per

response...

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Check this box if

no longer subject

to Section 16.

5 obligations

may continue.

Form 4 or Form

Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Cotten Dawn Symbol Stone Harbor Emerging Markets (Check all applicable) Income Fund [EDF] (Middle) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) Director 10% Owner Other (specify X_ Officer (give title (Month/Day/Year) below) below) 11/30/2013 **Assistant Treasurer** 1290 BROADWAY, SUITE 1100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line)

DENVER, COÂ 80203

(State)

(Zip)

(City)

1. Title of

Security

(Instr. 3)

X Form Filed by One Reporting Person Form Filed by More than One Reporting

(Instr. 4)

(Instr. 4)

2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Form: Direct Indirect Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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of Issuer's

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Se

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Derivative Securities (Instr. 3 and 4)
Security Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(A) (D) Date Expiration Title Amount
Exercisable Date or
Number
of

0

 \mathbf{E}

Shares

Reporting Owners

Reporting Owner Name / Address	Relationships					
Toporomg o maor rumo (rumo oss	Director	10% Owner	Officer	Other		
Cotten Dawn 1290 BROADWAY, SUITE 1100 DENVER, CO 80203	Â	Â	Assistant Treasurer	Â		

Signatures

/s/ Dawn Cotten 07/17/2014

**Signature of Person Date

Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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Remarks:

No longer an officer as of July 17, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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