

KOREA FUND INC  
Form N-Q  
November 23, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANY**

**Investment Company Act file number: 811-04058**

**The Korea Fund, Inc.**

(Exact name of registrant as specified in charter)

555 Mission Street, Suite 1700,  
San Francisco, CA  
(Address of principal executive offices)

94105  
(Zip code)

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**Lawrence G. Altadonna**

**1633 Broadway, New York, NY 10019**

(Name and address of agent for service)

**Registrant's telephone number, including area code: 212-739-3371**

Date of fiscal year end: **June 30, 2013**

Date of reporting period: **September 30, 2012**

**Item 1. Schedules of Investments****The Korea Fund, Inc. Schedule of Investments**

September 30, 2012 (unaudited)

Shares		Value*
<b>COMMON STOCK 97.6%</b>		
<b>Air Freight &amp; Logistics 1.4%</b>		
26,612	Hyundai Glovis Co., Ltd.	\$ 5,804,515
<b>Auto Components 7.6%</b>		
65,553	Hyundai Mobis	18,224,059
473,460	Nexen Tire Corp. (d)	8,261,803
296,369	Pyeong Hwa Automotive Co., Ltd.	4,597,487
		31,083,349
<b>Automobiles 9.1%</b>		
94,059	Hyundai Motor Co.	21,215,658
255,612	Kia Motors Corp.	15,882,026
		37,097,684
<b>Chemicals 6.8%</b>		
26,076	Honam Petrochemical Corp.	6,152,028
44,169	LG Chemical Ltd.	13,056,837
217,681	SKC Co., Ltd. (d)	8,533,953
		27,742,818
<b>Commercial Banks 6.6%</b>		
334,414	DGB Financial Group, Inc.	4,401,074
173,370	Hana Financial Group, Inc.	5,287,570
229,440	KB Financial Group, Inc.	8,132,593
264,262	Shinhan Financial Group Co., Ltd.	8,981,884
		26,803,121
<b>Construction &amp; Engineering 4.6%</b>		
372,340	Hyundai Development Co. (d)	7,393,387
110,273	Hyundai Engineering & Construction Co., Ltd.	6,646,448
27,129	Samsung Engineering Co., Ltd.	4,654,928
		18,694,763
<b>Consumer Finance 0.7%</b>		
81,988	Samsung Card Co., Ltd.	2,939,586
<b>Electronic Equipment, Instruments &amp; Components 2.2%</b>		
356,105	LG Display Co., Ltd. (b)	9,011,503
<b>Food Products 0.4%</b>		

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1,001	Lotte Confectionery Co., Ltd.	1,398,604
<b>Hotels, Restaurants &amp; Leisure 2.5%</b>		
207,952	Hotel Shilla Co., Ltd.	10,335,384
<b>Household Durables 1.2%</b>		
80,465	LG Electronics, Inc. (d)	4,969,574
<b>Household Products 2.5%</b>		
17,833	LG Household & Health Care Ltd. (d)	10,155,955

**The Korea Fund, Inc. Schedule of Investments**

September 30, 2012 (unaudited) (continued)

Shares		Value*
<b>Industrial Conglomerates 1.4%</b>		
104,026	LG Corp.	\$ 5,781,468
<b>Insurance 3.0%</b>		
21,155	Samsung Fire & Marine Insurance Co., Ltd.	4,526,646
88,339	Samsung Life Insurance Co., Ltd.	7,612,450
		12,139,096
<b>Internet &amp; Catalog Retail 1.4%</b>		
52,503	Hyundai Home Shopping Network Corp.	5,650,719
<b>Machinery 2.3%</b>		
273,620	Samsung Heavy Industries Co., Ltd.	9,193,865
<b>Metals &amp; Mining 8.0%</b>		
65,544	Hyundai Steel Co.	5,165,605
34,107	Korea Zinc Co., Ltd.	14,844,057
38,852	POSCO	12,714,597
		32,724,259
<b>Multiline Retail 1.0%</b>		
252,985	Hyundai Greenfood Co., Ltd.	4,217,528
<b>Oil, Gas &amp; Consumable Fuels 1.1%</b>		
73,165	GS Holdings	4,356,009
<b>Pharmaceuticals 1.2%</b>		
52,903	Dong-A Pharmaceutical Co., Ltd. (d)	4,960,314
<b>Semiconductors &amp; Semiconductor Equipment 24.8%</b>		
347,321	SK Hynix, Inc. (b)	7,058,585
77,991	Samsung Electronics Co., Ltd.	93,986,819
		101,045,404
<b>Software 1.2%</b>		
23,291	NCSOFT Corp.	4,974,955
<b>Textiles, Apparel &amp; Luxury Goods 1.6%</b>		
100,273	Fila Korea Ltd.	6,531,425
<b>Tobacco 1.6%</b>		
83,682	KT&G Corp.	6,377,277
<b>Trading Companies &amp; Distributors 3.4%</b>		
173,270	Hyundai Corp.	3,617,160
176,322	Samsung C&T Corp.	10,401,536

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14,018,696

Total Common Stock (cost \$260,102,735)

398,007,871

**The Korea Fund, Inc. Schedule of Investments**

September 30, 2012 (unaudited) (continued)

Shares		Value*
<b>SHORT-TERM INVESTMENTS 5.4%</b>		
<b>Collateral Invested for Securities on Loan (c) 4.8%</b>		
19,508,308	BNY Institutional Cash Reserves Fund, 0.169% (cost \$19,508,308)	\$ 19,508,308
Principal Amount		
(000s)		
<b>Time Deposits 0.6%</b>		
	Brown Brothers Harriman & Co. Grand Cayman,	
HKD 5	0.005%, 10/1/12	595
¥547	0.01%, 10/1/12	7,014
\$2,587	Citibank London, 0.03%, 10/1/12	2,586,668
	JPMorgan Chase London,	
£19	0.054%, 10/1/12	30,177
	Total Time Deposits (cost \$2,623,797)	2,624,454
	Total Short-Term Investments (cost \$22,132,105)	22,132,762
	<b>Total Investments</b> (cost \$282,234,840) (a)(e) <b>103.0%</b>	420,140,633
	Liabilities in excess of other assets (3.0)%	(12,450,915)
	<b>Net Assets 100.0%</b>	<b>\$ 407,689,718</b>

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**Notes to Schedule of Investments:**

\* Portfolio securities and other financial instruments for which market quotations are readily available are stated at market value. Market value is generally determined on the basis of last reported sales prices, or if no sales are reported, on the basis of quotes obtained from a quotation reporting system, established market makers, or independent pricing services. An investment in a mutual fund is valued at its closing net asset value per share as reported on each business day.

Portfolio securities and other financial instruments for which market quotations are not readily available, or for which a development/event occurs that may significantly impact the value of a security, are fair-valued, in good faith, pursuant to procedures established by the Board of Directors, or persons acting at their discretion pursuant to procedures established by the Board of Directors. The Fund's investments are valued daily and the net asset value (NAV) is calculated as of the close of regular trading (normally 4:00 p.m. Eastern time) on the New York Stock Exchange (NYSE) on each day the NYSE is open for business using prices supplied by dealer quotations, or by using the last sale price on the exchange that is the primary market for such securities, or the last quoted mean price for those securities for which the over-the-counter market is the primary market or for listed securities in which there were no sales. For foreign equity securities (with certain exceptions, if any), the Fund fair values its securities daily using modeling tools provided by a statistical research service. This service utilizes statistics and programs based on historical performance of markets and other economic data (which may include changes in the value of U.S. securities or security indices).

Short-term securities maturing in 60 days or less are valued at amortized cost, if their original term to maturity was 60 days or less, or by amortizing their value on the 61st day prior to maturity, if the original term to maturity exceeded 60 days. Investments initially valued in currencies other than the U.S. dollar are converted to the U.S. dollar using exchange rates obtained from pricing services. As a result, the NAV of the Fund's shares may be affected by changes in the value of currencies in relation to the U.S. dollar. The value of securities traded in markets outside the United States or denominated in currencies other than U.S. dollar may be affected significantly on a day that the NYSE is closed. The prices used by the Fund to value securities may differ from the value that would be realized if the securities were sold and these differences could be material.

- (a) Securities with an aggregate value of \$391,630,594, representing 96.1% of net assets, were valued utilizing modeling tools provided by a third-party vendor.
- (b) Non-income producing.
- (c) Purchased with cash collateral received from securities on loan.
- (d) A portion of securities on loan with an aggregate market value of \$18,541,850; cash collateral of \$19,508,308 was received with which the Fund invested in the BNY Institutional Cash Reserves Fund.
- (e) At September 30, 2012, the cost basis of portfolio securities for federal income tax purposes was \$283,391,558. Gross unrealized appreciation was \$147,100,189; gross unrealized depreciation was \$10,351,114; and net unrealized appreciation was \$136,749,075. The difference between book and tax cost basis was attributable to wash sale loss deferrals.

**Glossary:**

£ British Pound

HKD Hong Kong Dollar

¥ Japanese Yen

**Fair Value Measurements**

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e. the exit price) in an orderly transaction between market participants. The three levels of the fair value hierarchy are described below:

Level 1 quoted prices in active markets for identical investments that the Fund has the ability to access

Level 2 valuations based on other significant observable inputs, which may include, but are not limited to, quoted prices for similar assets or liabilities, interest rates, yield curves, volatilities, prepayment speeds, loss severities, credit risks and default rates or other market corroborated inputs

Level 3 valuations based on significant unobservable inputs (including the Fund's sub-adviser, RCM Asia Pacific Limited or Valuation Committee's own assumptions and single broker quotes in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities. The following are certain inputs and techniques that the Fund generally uses to evaluate how to classify each major category of assets and liabilities for level 2 and level 3, in accordance with Generally Accepted Accounting Principles.

Equity Securities (Common and Preferred Stock) Equity securities traded in inactive markets and certain foreign equity securities are valued using inputs which include broker-dealer quotes, recently executed transactions adjusted for changes in the benchmark index, or evaluated price quotes received from independent pricing services that take into account the integrity of the market sector and issuer, the individual characteristics of the security, and information received from broker-dealers and other market sources pertaining to the issuer or security. To the extent that these inputs are observable, the values of equity securities are categorized as Level 2. To the extent that these inputs are unobservable, the values are categorized as Level 3.

The valuation techniques used by the Fund to measure fair value during the three months ended September 30, 2012 were intended to maximize the use of observable inputs and to minimize the use of unobservable inputs.

The Fund's policy is to recognize transfers between levels at the end of the reporting period. An investment asset's or liability's level within the fair value hierarchy is based on the lowest level input, individually or in aggregate, that is significant to the fair value measurement. The objective of fair value measurement remains the same even when there is a significant decrease in the volume and level of activity for an asset or liability and regardless of the valuation techniques used. Assets categorized as Level 1 or 2 as of period end may have been transferred between Levels 1 and 2 since the prior period due to changes in the valuation method utilized in valuing the investments.

A summary of the inputs used at September 30, 2012 in valuing the Fund's assets and liabilities is listed below (refer to the Schedule of Investments for more detailed information on Investments in Securities):

	Level 1 - Quoted Prices	Level 2 - Other Significant Observable Inputs	Level 3 - Significant Unobservable Inputs	Value at 9/30/12
<b>Investments in Securities Assets</b>				
Common Stock:				
Tobacco	\$ 6,377,277			\$ 6,377,277
All Other		\$ 391,630,594		391,630,594
Short-Term Investments		22,132,762		22,132,762
<b>Total Investments</b>	\$ 6,377,277	\$ 413,763,356		\$ 420,140,633

At September 30, 2012, there were no transfers between Levels 1 and 2.

**Item 2. Controls and Procedures**

(a) The registrant's President & Chief Executive Officer and Treasurer, Principal Financial & Accounting Officer have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Act (17 CFR 270.30a-3(c))), are effective based on their evaluation of these controls and procedures as of a date within 90 days of the filing date of this document.

(b) There were no significant changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Act (17 CFR 270.30a-3(d))) that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 3. Exhibits**

(a) Exhibit 99.302 Cert. Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: The Korea Fund, Inc.

By: /s/ Christian W. Pachtner  
Christian W. Pachtner  
President & Chief Executive Officer  
Date: November 23, 2012

By: /s/ Brian S. Shlissel  
Brian S. Shlissel  
Treasurer, Principal Financial & Accounting Officer  
Date: November 23, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Christian W. Pachtner  
Christian W. Pachtner  
President & Chief Executive Officer  
Date: November 23, 2012

By: /s/ Brian S. Shlissel  
Brian S. Shlissel  
Treasurer, Principal Financial & Accounting Officer  
Date: November 23, 2012