



Edgar Filing: ABERDEEN JAPAN EQUITY FUND, INC. - Form SC 13D/A

---

1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF 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 ITEMS 2(d) AND 2(e) [ ]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

---

7. SOLE VOTING POWER

305,974

8. SHARED VOTING POWER

385,051

9. SOLE DISPOSITIVE POWER

305,974

---

10. SHARED DISPOSITIVE POWER

385,051

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

691,025 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[ ]

---

13. PERCENT OF CLASS REPRESENTED BY ROW 11

5.16%

14. TYPE OF REPORTING PERSON

IN

---

1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP a[ ]

Edgar Filing: ABERDEEN JAPAN EQUITY FUND, INC. - Form SC 13D/A

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

---

7. SOLE VOTING POWER  
305,974

8. SHARED VOTING POWER  
385,051

9. SOLE DISPOSITIVE POWER  
305,974

---

10. SHARED DISPOSITIVE POWER  
385,051

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
691,025 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

---

13. PERCENT OF CLASS REPRESENTED BY ROW 11  
5.16%

14. TYPE OF REPORTING PERSON  
IN

---

1. NAME OF REPORTING PERSON  
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP

b[ ]

3. SEC USE ONLY

4. SOURCE OF FUNDS  
WC

Edgar Filing: ABERDEEN JAPAN EQUITY FUND, INC. - Form SC 13D/A

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) AND 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

---

7. SOLE VOTING POWER  
305,974

8. SHARED VOTING POWER  
385,051

9. SOLE DISPOSITIVE POWER  
305,974

---

10. SHARED DISPOSITIVE POWER  
385,051

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON  
691,025 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

---

13. PERCENT OF CLASS REPRESENTED BY ROW 11  
5.16%

14. TYPE OF REPORTING PERSON  
IN

---

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #3 to the schedule 13d filed April 20, 2018. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As per the N-CSRS filed on July 3, 2018, there were 13,389,072 shares of common stock outstanding as of April 30, 2018. The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of September 27, 2018, Bulldog Investors, LLC is deemed to be the beneficial owner of 691,025 shares of JEQ (representing 5.16% of JEQ's outstanding shares) solely by virtue of Bulldog Investors LLC's power to direct the vote of, and dispose of, these shares. These 691,025 shares of JEQ include 305,974 shares (representing 2.28% of JEQ's outstanding shares) that are beneficially owned by the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Opportunity Partners LP, Calapasas West Partners LP, Full

Edgar Filing: ABERDEEN JAPAN EQUITY FUND, INC. - Form SC 13D/A

Value Special Situations Fund, LP, Full Value Partners, LP, and MCM Opportunity Partners, LP (collectively, "Bulldog Investors Group of Funds"). All other shares included in the aforementioned 691,025 shares of JEQ beneficially owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 385,051 shares (representing 2.88% of JEQ's outstanding shares).

(b) Bulldog Investors, LLC has sole power to dispose of and vote 305,974 shares. Bulldog Investors, LLC has shared power to dispose of and vote 385,051 shares. Certain of Bulldog Investors, LLC's clients (none of whom beneficially own more than 5% of JEQ's shares) share this power with Bulldog Investors, LLC. Messrs. Goldstein, Dakos and Samuels are control persons of Bulldog Investors, LLC.

c) Since the last filing on 9/10/18 the following shares of JEQ were Sold:

Date:	Shares:	Price:
09/10/18	(5,775)	8.1212
09/18/18	(50,300)	8.3400
09/19/18	(20,000)	8.3600
09/20/18	(32,832)	8.3400
09/26/18	(19,039)	8.3665
09/28/18	(10,000)	8.3800
09/27/18	(59,797)	8.3799

d) Clients of Bulldog Investors, LLC are entitled to receive any dividends or sales proceeds.

e) N/A

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None

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: 9/28/18

By: /S/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

By: /S/ Steven Samuels  
Name: Steven Samuels

Bulldog Investors, LLC  
By: /s/ Andrew Dakos

Edgar Filing: ABERDEEN JAPAN EQUITY FUND, INC. - Form SC 13D/A

Andrew Dakos, Member

Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.