

TEMPLETON DRAGON FUND INC

Form SC TO-I

April 24, 2003

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As filed with the Securities and Exchange Commission on April 24, 2003.

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

SCHEDULE TO  
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1) OF THE SECURITIES  
EXCHANGE ACT OF 1934

TEMPLETON DRAGON FUND, INC.  
(Name of Subject Company (issuer))

TEMPLETON DRAGON FUND, INC.  
(Name of Filing Person (offeror))

COMMON STOCK, \$0.01 PAR VALUE PER SHARE  
(Title of Class of Securities)

88018T101  
(CUSIP Number of Class of Securities)

Barbara J. Green, Esq.  
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Broward Financial Centre  
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(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of the Person(s) Filing Statement)

With copies to:

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CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$63,236,038(a)	\$5,116(b)

(a) Calculated as the aggregate maximum purchase price to be paid for 6,656,425 shares in the offer, based upon a price of \$9.50 (92.5% of the net asset value per share of \$10.27 on April 17, 2003).

(b) Calculated at \$80.90 per \$1,000,000 of the Transaction Value.

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- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid:	Not applicable.
Form or Registration No.:	Not applicable.
Filing Party:	Not applicable.
Date Filed:	Not applicable.

- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- third party tender offer subject to Rule 14d-1
- going-private transaction subject to Rule 13e-3
- issuer tender offer subject to Rule 13e-4
- amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

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ITEM 12. EXHIBITS

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

SIGNATURE

EXHIBIT (A)(1)(I)

EXHIBIT (A)(1)(II)

EXHIBIT (A)(1)(III)

EXHIBIT (A)(1)(IV)

EXHIBIT (A)(1)(V)

EXHIBIT (A)(1)(VI)

EXHIBIT (A)(5)

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This Issuer Tender Offer Statement on Schedule TO relates to an offer by Templeton Dragon Fund, Inc, a Maryland corporation (the Fund ), to purchase for cash up to 6,656,425 shares of its issued and outstanding common stock, par value \$0.01 per share, upon the terms and subject to the conditions contained in the Offer to Purchase dated April 24, 2003 and the related Letter of Transmittal and are filed as exhibits to this Schedule TO.

This Issuer Tender Offer Statement on Schedule TO is being filed in satisfaction of the reporting requirements of Rule 13e-4(c)(2) promulgated under the Securities Exchange Act of 1934, as amended.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated herein by reference in answer to Items 1 through 11 of this Issuer Tender Offer Statement on Schedule TO.

ITEM 12. EXHIBITS

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
(a)(1)(i)	Offer to Purchase, dated April 24, 2003.
(a)(1)(ii)	Form of Letter of Transmittal.
(a)(1)(iii)	Form of Notice of Guaranteed Delivery.
(a)(1)(iv)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(v)	Form of Letter to Clients of Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(vi)	Form of Letter to Stockholders.
(a)(5)	Press release issued on April 24, 2003.

ITEM 13. INFORMATION REQUIRED BY SCHEDULE 13E-3

Not applicable.

SIGNATURE

After due 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.

TEMPLETON DRAGON FUND, INC.

By:           /s/ BARBARA J. GREEN          

Name: Barbara J. Green, Esq.  
Title: Vice President and Secretary

Dated: April 24, 2003