

MORGAN STANLEY INDIA INVESTMENT FUND, INC.
Form SC TO-C
October 17, 2013

As filed with the Securities and Exchange Commission on October 16, 2013

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**

Morgan Stanley India Investment Fund, Inc.

(Name of Subject Company [Issuer])

Morgan Stanley India Investment Fund, Inc.

(Name of Filing Persons)

Common Stock, Par Value \$0.01 Per Share

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(Title of Class of Securities)

61745C105

(CUSIP Number of Class of Securities)

**522 Fifth Avenue
New York, New York 10036**

(Address of Principal Executive Office)

Telephone Number, Including Area Code: **(212) 296-6970**

**Stefanie V. Chang Yu, Esq.
522 Fifth Avenue
New York, New York 10036**

(Name and Address of Agent for Service)

Copy to:

Carl Frischling, Esq.

**Kramer Levin Naftalis & Frankel LLP
1177 Avenue of the Americas
New York, New York 10036**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

Stuart M. Strauss, Esq.

**Dechert LLP
1095 Avenue of the Americas
New York, New York 10036**

Calculation of Filing Fee

Transaction Valuation*
Not Applicable

Amount Of Filing Fee*
Not Applicable

* No filing fee is required because this filing includes only preliminary communications made before the commencement of a tender offer.

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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 Filing Party: Not Applicable
Form or Registration No.: 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 below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- 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.

Morgan Stanley India Investment Fund, Inc. Announces

Tender Offer

(For Immediate Release)

NEW YORK, October 16, 2013 Morgan Stanley India Investment Fund, Inc. (NYSE: IIF) (the Fund) announced today that its Board of Directors has approved a tender offer to acquire in exchange for cash up to 10 percent of the Fund s outstanding shares at a price equal to 98.5 percent of the Fund s net asset value per share as of the close of regular trading on the New York Stock Exchange (NYSE) on the business day immediately following the day the offer expires (the Tender Offer). The Tender Offer will commence on or about October 21, 2013.

Additional terms and conditions of the Tender Offer will be set forth in its offering materials, which will be distributed to the Fund s stockholders. If more than 10 percent of the Fund s outstanding shares are tendered, the Fund will purchase its shares from tendering stockholders on a pro rata basis at a price of 98.5 percent of the Fund s net asset value per share. If the Fund s shares trade at a premium, the Tender Offer will not be conducted.

Morgan Stanley Investment Management, together with its investment advisory affiliates, has over 550 investment professionals around the world and \$347 billion in assets under management or supervision as of June 30, 2013. Morgan Stanley Investment Management strives to provide outstanding long-term investment performance, service and a comprehensive suite of investment management solutions to a diverse client base, which includes governments, institutions, corporations and individuals worldwide.

Morgan Stanley is a leading global financial services firm providing a wide range of investment banking, securities, investment management and wealth management services. The Firm s employees serve clients worldwide including corporations, governments, institutions and individuals from more than 1,200 offices in 43 countries. For further information about Morgan Stanley, please visit www.morganstanley.com.

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This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful under the securities laws of any such state.

Investing involves risk and it is possible to lose money on any investment in the Fund.
