

MALAYSIA FUND INC  
Form SC TO-C  
October 06, 2011

# **SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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## **SCHEDULE TO**

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**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act Of 1934**

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**The Malaysia Fund, Inc.**

(Name of Subject Company (Issuer))

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**The Malaysia Fund, Inc.**

(Name of Filing Person (Issuer))

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**COMMON STOCK, PAR VALUE \$0.01 PER SHARE**

(Title of Class of Securities)

**560905101**

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(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)

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**Copy to:**

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

**Stuart M. Strauss, Esq.  
Dechert LLP  
1095 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)

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**Calculation of Filing Fee**

**Transaction Valuation\*  
Not Applicable**

**Amount Of Filing Fee\*  
Not Applicable**

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

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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.

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For more information:

(888) 206-5896

For Immediate Release

**The Malaysia Fund, Inc. Announces Results of Measurement Period Under Discount Management Program**

NEW YORK, October 5, 2011 The Malaysia Fund, Inc. (NYSE: MAY) (the Fund ) announced the results of its measurement period under its previously announced discount management program (the Program ). Pursuant to the Program, the Fund s Board of Directors approved up to four consecutive semi-annual tender offers, each to purchase up to 5% of the Fund s outstanding shares of common stock for cash at a price equal to 98% of its net asset value ( NAV ) per share if the Fund s shares trade at an average discount of at least 10% over a 12-week period. For the 12-week measurement period ended September 30, 2011, shares of the Fund traded at an average daily discount to NAV of 10.06%. The Fund will therefore conduct a tender offer in accordance with the terms of the Program.

The timing of the Fund s tender offer will be announced as soon as practicable. Additional terms and conditions of the Fund s tender offer will be set forth in its offering materials, which will be distributed to its stockholders. If more than 5% 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% of the Fund s NAV per share.

This announcement is not a recommendation, an offer to purchase or a solicitation to sell any securities of the Fund. The Fund s tender offer will be made only by an Offer Notice, a related Letter of Transmittal and other documents, which will be filed with the Securities and Exchange Commission. Stockholders of the Fund should read the Offer Notice, tender offer statement and related exhibits when those documents are filed and become available, as they will contain important information about the tender offer. These and other filed documents will be available to investors for free both at the website of the Securities and Exchange Commission and from the Fund.

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Morgan Stanley Investment Management, together with its investment advisory affiliates, has more than 640 investment professionals around the world and approximately \$296 billion in assets under management or supervision as of June 30, 2011. MSIM 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 1,300 offices in 42 countries. For further information about Morgan Stanley, please visit [www.morganstanley.com](http://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.**