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TEMPLETON EMERGING MARKETS FUND INC
Form N-8A/A
October 28, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM N-8A

AMENDMENT NO. 1 TO NOTIFICATION OF REGISTRATION
FILED PURSUANT TO SECTION 8(a) OF THE
INVESTMENT COMPANY ACT OF 1940

The undersigned investment company hereby notifies the U.S. Securities and Exchange Commission that it is amending and adopting as its own the registration of Templeton Emerging Markets Fund, Inc., a Maryland corporation, under and pursuant to the provisions of Section 8(a) of the Investment Company Act of 1940, as amended, and in connection with such amendment of notification of registration submits the following information:

Name of registrant: TEMPLETON EMERGING MARKETS FUND

Address of Principal Business Office: 500 East Broward Boulevard, Suite 2100
Fort Lauderdale, Florida 33394-3091

Telephone Number (including area code): (954) 527-7500

Name and address of agent for service of process: Lori A. Weber, Assistant Secretary
Templeton Emerging Markets Fund
500 East Broward Boulevard, Suite 2100
Fort Lauderdale, Florida 33394-3091

Copies to:

Barbara J. Green, Vice President and Secretary
Templeton Emerging Markets Fund
500 East Broward Boulevard, Suite 2100
Fort Lauderdale, Florida 33394-3091

Bruce G. Leto, Esq., Stradley, Ronon, Stevens & Young, LLP
2600 One Commerce Square, Philadelphia, PA 19103-7098

Check appropriate Box:

Registrant is filing a Registration Statement pursuant to Section 8(b) of the Investment Company Act of 1940, as amended, concurrently with the filing of Form N-8A: YES [] NO [X]

Item 1. Exact name of registrant.

Templeton Emerging Markets Fund.

Item 2. Name of state under the laws of which registrant was organized or created and the date of such organization or creation.

Registrant was organized under the laws of the State of Delaware on February 28, 2002.

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Item 3. Form of organization of registrant (for example, corporation, partnership, trust, joint stock company, association, fund).

The registrant was formed as a Delaware business trust (currently referred to as a Delaware statutory trust) under the laws of the State of Delaware.

Item 4. Classification of registrant (face-amount certificate company, unit investment trust, or management company).

Registrant is classified as a management company.

Item 5. If registrant is a management company:

(a) State whether registrant is a "closed-end" company or an "open-end" company;

(b) State whether registrant is registering as a "diversified" company or a "non-diversified" company (read Instruction 4(i) carefully before replying).

The registrant is a closed-end, diversified company.

Item 6. Name and address of each investment adviser of registrant.

The investment adviser of registrant is Templeton Asset Management Ltd., a Singapore company with offices located at 7 Temasek Boulevard #38-03, Suntec Tower One, Singapore 038987 and Two Exchange Square, Hong Kong.

Item 7. If the registrant is an investment company having a board of directors, state the name and address of each officer and director of the registrant.

(The registrant has a board of trustees who perform similar functions to those of a board of directors of a corporation.)

HARRIS J. ASHTON Trustee
500 East Broward Blvd.
Suite 2100
Fort Lauderdale, FL 33394-3091

FRANK J. CROTHERS Trustee
500 East Broward Blvd.
Suite 2100
Fort Lauderdale, FL 33394-3091

S. JOSEPH FORTUNATO Trustee
500 East Broward Blvd.
Suite 2100
Fort Lauderdale, FL 33394-3091

ANDREW H. HINES, JR. Trustee
500 East Broward Blvd.
Suite 2100
Fort Lauderdale, FL 33394-3091

EDITH E. HOLIDAY Trustee
500 East Broward Blvd.
Suite 2100

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	Fort Lauderdale, FL 33394-3091
BETTY P. KRAHMER	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
GORDON S. MACKLIN	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
FRED R. MILLSAPS	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
CONSTANTINE D. TSERETOPOULOS	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
NICHOLAS F. BRADY	Trustee 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
HARMON E. BURNS	Trustee and Vice President One Franklin Parkway San Mateo, CA 94403-1906
CHARLES B. JOHNSON	Trustee and Vice President One Franklin Parkway San Mateo, CA 94403-1906
Mark Mobius	President and Chief Executive Officer- Investment Management Two Exchange Square, 39th Floor, Suit 3905-08 Hong Kong
Jimmy D. Gambill	Senior Vice President and Chief Executive Officer- Finance and Administration 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
Rupert H. Johnson, Jr.	Vice President One Franklin Parkway San Mateo, CA 94403-1906
Martin L. Flanagan	Vice President One Franklin Parkway San Mateo, CA 94403-1906
Jeffrey A. Everett	Vice President P.O. Box N-7759 Lyford Cay, Nassau, Bahamas

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John R. Kay	Vice President 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
Murray L. Simpson	Vice President and Assistant Secretary One Franklin Parkway San Mateo, CA 94403-1906
Barbara J. Green	Vice President and Secretary One Franklin Parkway San Mateo, CA 94403-1906
DAVID P. GOSS	Vice President and Assistant Secretary One Franklin Parkway San Mateo, CA 94403-1906
MICHAEL O. MAGDOL	Vice President - AML Compliance 600 5th Avenue Rockefeller Center New York, NY 10048-0772
BRUCE S. ROSENBERG	Treasurer and Chief Financial Officer 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
RICHARD L. KUERSTEINER	Assistant Vice President One Franklin Parkway San Mateo, CA 94403-1906
OBERT C. ROSSELOT	Assistant Secretary 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
LORI A. WEBER	Assistant Secretary 500 East Broward Blvd. Suite 2100 Fort Lauderdale, FL 33394-3091
KAREN DEBELLIS	Assistant Treasurer 100 Fountain Parkway St. Petersburg, FL 33716-1205
CHARLES R. SIMS	Assistant Treasurer One Franklin Parkway San Mateo, CA 94403-1906

Item 8. If registrant is an unincorporated investment company not having a board of directors:

- (a) State the name and address of each sponsor of registrant;
- (b) State the name and address of each officer and director of each sponsor of registrant;
- (c) State the name and address of each trustee and each custodian of registrant.

Not Applicable.

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Item 9. (a) State whether registrant is currently issuing and offering its securities directly to the public (yes or no).

No, the registrant is not currently issuing and offering its securities directly to the public.

(b) If registrant is currently issuing and offering its securities to the public through an underwriter, state the name and address of such underwriter.

Not Applicable.

(c) If the answer to 9(a) is "no" and the answer to 9(b) is "not applicable," state whether registrant presently proposes to make a public offering of its securities (yes or no).

No, the registrant presently does not propose to make a public offering of its securities.

(d) State whether registrant has any securities currently issued and outstanding (yes or no).

Yes, the registrant has shares of beneficial interest issued and outstanding.

(e) If the answer to Item 9(d) is "yes," state as of a date not to exceed ten days prior to the filing of this notification of registration the number of beneficial owners of registrant's outstanding securities (other than short-term paper) and the name of any company owning 10 percent or more of registrant's outstanding voting securities.

On October 31, 2002, there were 0 beneficial owners of the outstanding shares of beneficial interest of the registrant and the following company owned 10 percent or more of registrant's outstanding voting securities: None.

Item 10. State the current value of registrant's total assets.

The current value of registrant's total assets is \$0.

Item 11. State whether registrant has applied or intends to apply for a license to operate as a small business investment company under the Small Business Investment Act of 1958 (yes or no).

No, the registrant has not applied and does not intend to apply for a license to operate as a small business investment company under such act.

Item 12. Attach as an exhibit a copy of the registrant's last regular periodic report to its securityholders, if any.

Not Applicable.

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, as amended, the registrant has caused this amendment of notification of registration to be duly signed on its behalf in the City of San Mateo and the State of California on the 25th day of October, 2002.

Templeton Emerging Markets Fund

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BY:/s/BARBARA J. GREEN

Barbara J. Green
Vice President and Secretary

Attest:/s/DAVID P. GOSS

David P. Goss, Vice President and Assistant Secretary

IC No. 811-04985