

ABERDEEN AUSTRALIA EQUITY FUND INC
Form SC 13D/A
July 31, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 24)

Aberdeen Australia Equity Fund, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

318652104

(CUSIP Number)

Moritz Sell

Landesbank Berlin AG

Alexanderplatz 2

D-10178 Berlin

Germany

+44.20.7572.6200

(Name, Address and Telephone Number of Person Authorized to

Receive Notices and Communications)

July 1, 2009

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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CUSIP No. 889050 10 0

- | | | | |
|---|---|-----|-------|
| 1. | Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).
Landesbank Berlin AG | | |
| 2. | IRS No.
Check the Appropriate Box if a Member of a Group (See Instructions) | (a) | o |
| | | (b) | o |
| 3. | SEC Use Only | | |
| 4. | Source of Funds (See Instructions) | | |
| 5. | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | | o |
| 6. | Citizenship or Place of Organization
Federal Republic of Germany | | |
| Number of
Shares Bene-
ficially
Owned by Each
Reporting
Person with: | 7. Sole Voting Power: 1,634,250 | | |
| | 8. Shared Voting Power: | | |
| | 9. Sole Dispositive Power: 1,634,250 | | |
| | 10. Shared Dispositive Power: | | |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,634,250 | | |
| 12. | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) | | o |
| 13. | Percent of Class Represented by Amount in Row (11) | | 8.5 % |
| 14. | Type of Reporting Person (See Instructions) | | BK |

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This Amendment No. 24 amends and supplements items 2, 4 and 5 of the Statement on Schedule 13D of Landesbank Berlin AG (LB), a wholly owned subsidiary of Landesbank Berlin Holding AG (the Parent), which is in turn controlled by Erwerbsgesellschaft der S-Finanzgruppe mbH & Co. KG, a German limited partnership (the Partnership), with respect to the shares of Common Stock, par value \$.01 per share (the Common Stock), of the Aberdeen Australia Equity Fund, Inc. (the Fund). Statements that are not modified in this amendment are not amended and remain as previously reported.

Item 2. Identity and Background

The general partner of the Partnership is Regionalverbandsgesellschaft mbH, a German limited liability company (RVG) owned by several German regional savings bank associations. The amendment to Annex C attached hereto sets forth the name, address and principal occupation of each of the Executive Directors of RVG. Based on the information about such Executive Directors that is available to the Parent and LB pursuant to German law, neither the Parent nor LB is aware of any information to the effect that any such person has during the last five years been a party to any criminal or civil proceeding. All of the individuals listed on Annex C are citizens of the Federal Republic of Germany.

The amendments to Annex A and Annex B attached hereto set forth the name, address and principal occupation of each director and executive officer of the Parent and LB, respectively. Based on the information about the persons listed on Annex A and Annex B that is available to the Parent and LB pursuant to German labor law (including a police certificate of no criminal record), neither the Parent nor LB is aware of any information to the effect that any such person has during the last five years been party to any criminal or civil proceeding. All of the individuals listed on Annex A and Annex B are citizens of the Federal Republic of Germany.

Item 4. Purpose of Transaction

Because LB has not requested that the Fund update the financial statements contained in the Registration Statement (as defined in Amendment No. 21 to this Statement on Schedule 13D), LB cannot currently sell shares of Common Stock pursuant to the Registration Statement. The sales of Common Stock listed in Item 5 below were effected pursuant to rule 144 under the Securities Act of 1933. Subject to rule 144's filing requirements and limitations on the permitted volume of sales and the manner in which shares may be sold, LB anticipates that it will continue to sell shares of Common Stock pursuant to such rule when LB considers market conditions to be favorable. Depending on market conditions, LB also reserves the right not to engage in sales of shares of Common Stock.

Item 5. Interest in Securities of the Issuer

(a) According to the Fund's report on Form N-CSR filed on July 6, 2009, there were 19,206,969 shares of Common Stock outstanding at April 30, 2009. The percentage set forth in this Item 5(a) is derived using such number. LB has sole power to vote and dispose of 1,634,250 shares of Common Stock, which constitute approximately 8.5% of the outstanding shares of Common Stock.

(c) Since May 28, 2009, LB has effected the following sales of shares of Common Stock in at-the-market transactions on the American Stock Exchange pursuant to rule 144 under the Securities Act of 1933:

Date	Number of Shares	Price (net of commissions)
5/28/2009	10,000	\$9.6543
6/16/2009	24,100	9.7281
6/17/2009	10,800	9.1799
6/19/2009	8,700	9.7186
6/23/2009	1,200	9.2233
6/24/2009	4,800	9.4025
6/25/2009	8,400	9.4685
6/26/2009	25,500	9.5038

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6/29/2009	5,800	9.3519
6/30/2009	2,000	9.3005
7/1/2009	7,300	9.4022
7/2/2009	2,700	9.1498
7/7/2009	2,000	8.8105
7/10/2009	2,000	8.5663
7/13/2009	26,465	8.7570
7/15/2009	2,000	9.0048
7/16/2009	1,000	9.3390
7/17/2009	5,700	9.3800
7/20/2009	2,000	9.5257
7/21/2009	2,700	9.7389
7/22/2009	2,000	9.5026
7/23/2009	18,160	9.8616
7/24/2009	17,975	10.0622

Signature

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: July 31, 2009

LANDESBANK BERLIN AG

By: /s/ Dirk Kipp
Name: Dirk Kipp
Title: Managing Director

By: /s/ Moritz Sell
Name: Moritz Sell
Title: Director

Annex A

Unless otherwise indicated, the business address for all individuals listed in this Annex A is Landesbank Berlin Holding AG, Alexanderplatz 2, D-10178 Berlin, Federal Republic of Germany.

Landesbank Berlin Holding AG

Members of the Managing Board

Name and Address

Dr. Johannes Evers

Dr. Thomas Veit

Principal Occupation

Chairman of the Managing Board of
Landesbank Berlin AG

Member of the Managing Board of
Landesbank Berlin AG

Annex B

Unless otherwise indicated, the business address for all individuals listed in this Annex B is Landesbank Berlin AG, Alexanderplatz 2, D-10178 Berlin, Federal Republic of Germany.

Landesbank Berlin AG

Members of the Managing Board

Name and Address

Dr. Johannes Evers

Serge Demolière

Hans Jürgen Kulartz

Martin Klaus Müller

Dr. Thomas Veit

Principal Occupation

Chairman of the Managing Board of
Landesbank Berlin AG

Member of the Managing Board of
Landesbank Berlin AG

Member of the Managing Board of
Landesbank Berlin AG

Member of the Managing Board of
Landesbank Berlin AG

Member of the Managing Board of
Landesbank Berlin AG

Executive Officers

Name and Address

Alt, Volker

Landesbank Berlin AG

Unternehmensentwicklung und Recht

Bahners, Andreas

Landesbank Berlin AG

Vertrieb Immobilienfinanzierung

Alte Bundesländer

Corneliusstraße 7

D-10787 Berlin

Bauer, Andrea Daniela

Landesbank Berlin AG

Client Business - Distribution

Principal Occupation

Managing Director of Landesbank Berlin AG

Managing Director of Landesbank Berlin AG

Managing Director of Landesbank Berlin AG

Name and Address

Principal Occupation

Bergmann, Gero Landesbank Berlin AG Vertrieb Immobilienfinanzierung Ausland Corneliusstraße 7 D-10787 Berlin	Managing Director of Landesbank Berlin AG
Boenke, Frank-Michael Landesbank Berlin AG Compliance und Geldwäsche Brunnenstraße 111 D-13355 Berlin	Managing Director of Landesbank Berlin AG
Brummel, Beate Landesbank Berlin AG Kredit	Managing Director of Landesbank Berlin AG
Butzer, Arnold Landesbank Berlin AG Vertrieb Immobilienfinanzierung Berlin und Neue Bundesländer Corneliusstr, 7 D-10787 Berlin	Managing Director of Landesbank Berlin AG
Hirschhaeuser, Dr. Karl-Friedrich Landesbank Berlin AG Internationales Geschäft	Managing Director of Landesbank Berlin AG
Jänichen, Michael Landesbank Berlin AG Berliner Sparkasse Firmenkunden Badensche Str. 23 D-10715 Berlin	Managing Director of Landesbank Berlin AG
Kipp, Dirk Landesbank Berlin AG Treasury & Trading	Managing Director of Landesbank Berlin AG

Name and Address

Principal Occupation

<p>Klein, Gerald Landesbank Berlin AG Client Business - Production</p>	<p>Managing Director of Landesbank Berlin AG</p>
<p>Mühle, Arnd Landesbank Berlin AG London Branch 1 Crown Court Cheapside GB-London EC2V 6LR</p>	<p>General Manager of Landesbank Berlin AG London Branch</p>
<p>Pritzsche, Wolfgang Landesbank Berlin AG Finanzen Brunnenstraße 111 D-13355 Berlin</p>	<p>Managing Director of Landesbank Berlin AG</p>
<p>Richardt, Claus-Günther Landesbank Berlin AG Berliner Sparkasse Vermögensanlagen Badensche Str. 23 D-10715 Berlin</p>	<p>Managing Director of Landesbank Berlin AG</p>
<p>Scheer, Heinz-Günter Landesbank Berlin AG Konsumentenfinanzierung</p>	<p>Managing Director of Landesbank Berlin AG</p>
<p>Schölper, Siegfried Landesbank Berlin AG Risiko und Controlling Brunnenstraße 111 D-13355 Berlin</p>	<p>Managing Director of Landesbank Berlin AG</p>
<p>Schroeder, Bartho Landesbank Berlin AG Business Management</p>	<p>Managing Director of Landesbank Berlin AG</p>
<p>Spicker, Klaus Landesbank Berlin AG Datenschutz Brunnenstraße 111 D-13355 Berlin</p>	<p>Managing Director of Landesbank Berlin AG</p>
<p>Thanheiser, Michael Landesbank Berlin AG Berliner Sparkasse Privatkunden Badensche Str. 23 D-10715 Berlin</p>	<p>Managing Director of Landesbank Berlin AG</p>

Annex C

Regionalverbandsgesellschaft mbH

Executive Directors

Unless otherwise indicated, the business address for all individuals listed in this Annex C is Regionalverbandsgesellschaft mbH, Charlottenstrasse 47, D-10117 Berlin, Federal Republic of Germany.

Name and Address	Principal Occupation
Manfred Üffing Carsten Steffan	Managing Director at Sparkassen- und Giroverband Hessen-Thüringen Managing Director at DSGV öK (Deutscher Sparkassen- und Giroverbandes öK) (German savings bank association) (DSGV öK)
Dr. Michael Schieble Dietrich Harms	Chief Representative (Generalbevollmächtigter) at DSGVeV Chairman of the Managing Board of Sparkasse Märkisch-Oderland

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T: bold">Schedule 13D"). All capitalized terms used herein but not defined herein have the meanings set forth in the Schedule 13D. Except as amended by this Amendment No. 16, all information contained in the Schedule 13D is, after reasonable inquiry and to the best of the Reporting Persons' knowledge and belief, true, complete and correct as of the date of this Amendment No. 16.

Item 3.

Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended to read in its entirety as follows:

The total purchase price for the 436,168 shares of Common Stock beneficially owned by Discovery Group and Messrs. Donoghue and Murphy as of August 7, 2011 was approximately \$3,636,697 , and the total purchase price for the 373,739 shares of Common Stock beneficially owned by Discovery Equity Partners was approximately \$3,118,100. The source of such funds was the assets of Discovery Equity Partners and another private investment partnership (collectively, the "Partnerships") over which Discovery Group exercises discretionary investment management authority, including proceeds of margin loans under margin loan facilities maintained in the ordinary course of business by the Partnerships with a broker on customary terms and conditions. The Partnerships are the legal owner of all of the Common Stock beneficially owned by Discovery Group and Messrs. Donoghue and Murphy.

Item 5 Interests in the Securities of the Issuer

Item 5 of the Schedule 13D is amended to read in its entirety as follows:

The information concerning percentages of ownership set forth below is based on 7,749,930 shares of Common Stock reported outstanding as of August 1, 2011 in the Company's most recent Quarterly Report on Form 10-Q, for the quarterly period ended June 26, 2011.

Discovery Equity Partners beneficially owns 373,739 shares of Common Stock as of August 7, 2011, which represents 4.8% of the outstanding Common Stock.

Discovery Group beneficially owns 436,168 shares of Common Stock as of August 7, 2011, which represents 5.6% of the outstanding Common Stock.

Mr. Donoghue beneficially owns 436,168 shares of Common Stock as of August 7, 2011, which represents 5.6% of the outstanding Common Stock.

Mr. Murphy beneficially owns 436,168 shares of Common Stock as of August 7, 2011, which represents 5.6% of the outstanding Common Stock.

Discovery Group is the sole general partner of Discovery Equity Partners and has sole discretionary investment authority with respect to the other Partnership's investment in the Common Stock. Messrs. Donoghue and Murphy are the sole managing members of Discovery Group. As a consequence, Discovery Group and Messrs. Donoghue and Murphy may be deemed to share beneficial ownership of all of the shares of Common Stock owned by both of the Partnerships, while Discovery Equity Partners shares beneficial ownership with Discovery Group and Messrs. Donoghue and Murphy of only the shares of Common Stock owned by it.

The transactions in Common Stock effected by the Reporting Persons since the date of the most recent filing on Schedule 13D are set out in Exhibit 1 hereto.

Discovery Equity Partners ceased to be the beneficial owner of more than five percent of the Common Stock on August 4, 2011.

No person other than the Partnerships is known to any Reporting Person to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the shares of Common Stock reported herein.

Item 6 Contracts, Arrangements, Understandings or Relationships
with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is amended to read in its entirety as follows:

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between or among any of the Reporting Persons and any other person with respect to any securities of the Company other than the governing documents of Discovery Group and the Partnerships, the margin loan facilities referred to under Item 3 of the Schedule 13D, the Joint Filing Agreements of the Reporting Persons with respect to the Schedule 13D that were included as exhibits thereto, the Joint Filing Agreement of the Reporting Persons with respect to this Amendment No. 16 included as Exhibit 2 to this Amendment No. 16, and the Powers of Attorney granted by Messrs Donoghue and Murphy with respect to reports under Section 13 of the Securities Exchange Act of 1934, as amended, which Powers of Attorney are included as Exhibit 3 and Exhibit 4, respectively, to this

Item 7. Material to Be Filed as Exhibits

Exhibit 1: List of transactions effected by the Reporting Persons in the Company's Common Stock since the date of the most recent filing on Schedule 13D.

Exhibit 2: Joint Filing Agreement dated as of August 8, 2011, by and among Discovery Equity Partners; Discovery Group; Daniel J. Donoghue; and Michael R. Murphy.

Exhibit 3: Power of Attorney of Daniel J. Donoghue, dated as of April 28, 2008.

Exhibit 4: Power of Attorney of Michael R. Murphy, dated as of April 28, 2008.

Signature

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.

August 8, 2011

Date

DISCOVERY GROUP I, LLC,
for itself and as general partner of
DISCOVERY EQUITY PARTNERS, L.P.

By: Michael R. Murphy*

Signature

Michael R. Murphy, Managing Member

Name/Title

Daniel J. Donoghue*

Signature

Daniel J. Donoghue

Name/Title

Michael R. Murphy*

Signature

Michael R. Murphy

Name/Title

*By: /s/ Mark Buckley

Mark Buckley

Attorney-in-Fact for Daniel J. Donoghue

Attorney-in-Fact for Michael R. Murphy

Exhibit Index

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