

Edgar Filing: BRAZIL FUND INC - Form SC 13D/A

BRAZIL FUND INC
Form SC 13D/A
November 01, 2005

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

SCHEDULE 13D/A
(Rule 13d-101)
(Amendment No. 2)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

The Brazil Fund, Inc.
(Name of Issuer)

Common Stock, par value \$.01 per share
(Title of Class of Securities)

105759104
(CUSIP Number)

Barry M. Olliff
c/o City of London Investment Management Company Limited
10 Eastcheap, London EC3M 1LX, England
+44 207 711 0771
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 1, 2005
(Date of Event Which Requires Filing of This Statement)

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

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP NO. 105759104

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1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

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City of London Investment Group PLC, a company incorporated under the laws of England and Wales.

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(A) <input type="checkbox"/> (B) <input type="checkbox"/>
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3	SEC USE ONLY
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4	SOURCE OF FUNDS*
	OO

5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2 (D) OR 2 (E)	<input type="checkbox"/>
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6	CITIZENSHIP OR PLACE OF ORGANIZATION
	England and Wales

NUMBER OF	7	SOLE VOTING POWER
SHARES		1,223,900
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY		0
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		1,223,900
PERSON	10	SHARED DISPOSITIVE POWER
WITH		0

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,223,900

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	<input type="checkbox"/>

13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	7.54%

14	TYPE OF REPORTING PERSON*
	HC

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS		
	City of London Investment Management Company Limited, a company incorporated under the laws of England and Wales.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(A) <input type="checkbox"/> (B) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		<input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION England and Wales		
	NUMBER OF	7	SOLE VOTING POWER
	SHARES		1,223,900
	BENEFICIALLY	8	SHARED VOTING POWER
	OWNED BY		0
	EACH	9	SOLE DISPOSITIVE POWER
	REPORTING		1,223,900
	PERSON	10	SHARED DISPOSITIVE POWER
	WITH		0
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,223,900		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		<input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.54%		
14	TYPE OF REPORTING PERSON*		

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This Amendment No. 2 to Schedule 13D (this "Amendment No. 2") should be read in conjunction with the Schedule 13D filed with the U.S. Securities and Exchange Commission (the "SEC") on August 5, 2005 (the "Original Schedule 13D"), with Amendment No. 1 to Schedule 13D filed with the SEC on September 2, 2005 ("Amendment No. 1" and, together with Amendment No. 1, the "Amendments") by City of London Investment Group PLC ("City of London") and City of London Investment Management Company Limited relating to the shares of common stock, par value \$0.01 per share (the "Shares"), of The Brazil Fund, Inc. (the "Fund"). This Amendment No. 2 amends Item 5 of the Original Schedule 13D. All other information in the Original Schedule 13D remains in effect. All capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Original Schedule 13D.

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER.

Items 5(a) and 5(b) below are hereby amended and restated in their entirety and Item 5(c) is hereby amended as follows:

(a) and (b). As of the date hereof, EWF, FOCUS, FREE, GEM, GFM, IEM, TDx, and Accounts owned 104,400, 30,570, 163,667, 303,856, 37,122, 300,275, 4,000, and 280,010 Shares, respectively, representing approximately 0.64%, 0.19%, 1.01%, 1.87%, 0.23%, 1.85%, 0.02%, and 1.72%, respectively, of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

As of the date hereof, CLIG, through its control of CLIM, is the beneficial owner of 1,223,900 Shares, representing approximately 7.54% of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

As of the date hereof, CLIM, through EWF, GEM, IEM, FREE, GFM, FOCUS and the Accounts, is the beneficial owner 1,223,900 Shares, representing approximately 7.54% of the Shares outstanding (based on the most recent Share information publicly disclosed by the Fund).

(c). Except as described below, no transactions in the Shares were effected by the Reporting Persons, or, to their knowledge, any of the persons identified in Item 2, since the filing of the Schedule 13D.

FUND	TRADE DATE	TRANSACTION TYPE	NUMBER OF SHARES	TRADE PRICE
IEM	9/2/2005	Purchase	3,700.00	41.7649
Accounts	9/7/2005	Purchase	14,000.00	42.899
EWF	9/7/2005	Purchase	15,000.00	42.899

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FOCUS	9/7/2005	Purchase	5,000.00	42.899
FREE	9/7/2005	Purchase	7,000.00	42.899
GEM	9/7/2005	Purchase	40,000.00	42.899
IEM	9/7/2005	Purchase	39,000.00	42.899
TDX	9/14/2005	Sale	3,500.00	43.5469
EWf	10/6/2005	Purchase	10,000.00	45.0629
IEM	10/6/2005	Purchase	20,000.00	45.0629
Accounts	10/6/2005	Purchase	32,500.00	45.0629
IEM	10/12/2005	Purchase	6,200.00	46.7238
Accounts	10/13/2005	Purchase	1,250.00	45.7624
EWf	10/13/2005	Purchase	4,530.00	45.7624
FOCUS	10/13/2005	Purchase	570	45.7624
FREE	10/13/2005	Purchase	4,050.00	45.7624
GEM	10/13/2005	Purchase	2,600.00	45.7624
IEM	10/13/2005	Purchase	12,000.00	45.7624
Accounts	10/14/2005	Purchase	15,600.00	45.7132
GFM I	10/20/2005	Purchase	1,000.00	44.196
IEM	10/20/2005	Purchase	9,000.00	44.196

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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.

Dated: November 1, 2005

CITY OF LONDON INVESTMENT GROUP PLC

/s/ Barry M. Olliff

Name: Barry M. Olliff
Title: Director

CITY OF LONDON INVESTMENT
MANAGEMENT COMPANY LIMITED

/s/ Barry M. Olliff

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Name: Barry M. Olliff
Title: Director

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