

MORGAN STANLEY INDIA INVESTMENT FUND, INC.
Form SC TO-I/A
July 18, 2012

As filed with the Securities and Exchange Commission on July 17, 2012

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**

**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)

Calculation of Filing Fee

Transaction Valuation
\$56,407, 837 (a)

Amount Of Filing Fee
\$6,465 (b)

-
- (a) Estimated for purposes of calculating the amount of the filing fee only. Pursuant to Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended, the Transaction Value was calculated by multiplying 3,349,634 shares of common stock of the Fund (15% of the total number of shares outstanding on July 10, 2012) by \$16.84 (98.5% of the net asset value per share of \$17.10 as of the close of ordinary trading on the New York Stock Exchange on July 10, 2012).

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(b) Calculated at \$114.60 per \$1,000,000 of the Transaction Value.

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: | \$6,465 | Filing Party: | Morgan Stanley India Investment Fund, Inc. |
| Form or Registration No.: | Schedule TO | Date Filed: | June 13, 2012 |
| Form or Registration No.: | Schedule TO-I/A | Date Filed: | July 11, 2012 |

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.

Introductory Statement

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO originally filed by Morgan Stanley India Investment Fund, Inc. (the Fund) with the Securities and Exchange Commission (the Commission) on June 13, 2012 to add an additional exhibit in accordance with Rule 13e-4(c)(1) promulgated under the Securities Exchange Act of 1934, as amended.

Item 12. Exhibits.

- (a)(1)(i) Issuer Tender Offer Statement, dated June 13, 2012.*
- (a)(1)(ii) Form of Letter of Transmittal.*
- (a)(1)(iii) Form of Notice of Guaranteed Delivery.*
- (a)(1)(iv) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(v) Form of Letter to Clients of Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
- (a)(1)(vi) Form of Letter to Stockholders.*
- (a)(2) None.
- (a)(5) Text of press release dated and issued on June 13, 2012.*
- (a)(6) Text of press release dated and issued on July 11, 2012.**
- (a)(7) Text of press release dated and issued on July 17, 2012. (filed herewith)
- (b) None.
- (d) None.
- (g) None.

* Previously filed as an exhibit to the Schedule TO filed by the Fund with the Commission on June 13, 2012.

** Previously filed as an exhibit to the Schedule TO filed by the Fund with the Commission on July 11, 2012.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due 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.

MORGAN STANLEY INDIA INVESTMENT FUND, INC.

/s/ Mary E. Mullin
Name: Mary E. Mullin
Title: Secretary

Dated: July 17, 2012
