

EUROPEAN EQUITY FUND, INC / MD
Form SC TO-I
January 07, 2011

As filed with the Securities and Exchange Commission on January 7, 2011

UNITED STATES 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

The European Equity Fund, Inc.
(Name of Subject Company (Issuer))

The European Equity Fund, Inc.
(Name of Filing Person (Offeror))

COMMON STOCK,
\$0.01 PAR VALUE PER SHARE
(Title of Class of Securities)

298768102
(CUSIP Number of Class of Securities)

John Millette
Secretary

The European Equity Fund, Inc.
c/o Deutsche Investment Management Americas, Inc.

One Beacon Street
Boston, MA 02108
(617) 295-2572

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:

Donald R. Crawshaw, Esq.
Sullivan & Cromwell LLP
125 Broad Street
New York, New York 10004
(212) 558-4000

CALCULATION OF FILING FEE

Transaction Valuation
\$4,640,040.18^(a)

Amount of Filing Fee
\$538.71^(b)

(a) Calculated as the aggregate maximum purchase price to be paid for 574,974 shares in the offer, based upon a price of 98% of the net asset value per share of \$8.23 on January 3, 2011.

(b) Calculated as \$116.10 per \$1,000,000 of the Transaction Valuation.

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:
Form or Registration No.:
Filing Party:

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Date Filed:

- 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:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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Introductory Statement

This Issuer Tender Offer Statement on Schedule TO relates to an offer by The European Equity Fund, Inc., a Maryland corporation (the Fund), to repurchase for cash up to 574,974 of the Fund's issued and outstanding shares of common stock, par value \$0.01 per share, upon the terms and subject to the conditions contained in the Offer to Repurchase, dated January 7, 2011, and the related Letter of Transmittal (which, together with any amendments or supplements thereto, collectively constitute the Offer to Repurchase), which are filed as exhibits to this Schedule TO. The price to be paid for the shares is an amount equal to 98% of the Fund's net asset value per share (that is, the value of the Fund's assets minus its liabilities, divided by the number of shares outstanding) as determined by the Fund on the next business day following the expiration date of the tender offer, or such later date to which the offer is extended.

Items 1 through 9 and Item 11.

The information in the Offer to Repurchase and the related Letter of Transmittal is incorporated herein by reference with respect to Items 1 through 9 and Item 11 of this Issuer Tender Offer Statement on Schedule TO.

Item 10. Financial Statements.

Not applicable.

Item 12. Exhibits.

See Exhibit Index immediately following the signature page.

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.

THE EUROPEAN EQUITY FUND, INC.

By: /s/ John Millette
Name: John Millette
Title: Secretary

Dated: January 7, 2011

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Exhibit List

- (a)(1) Offer to Repurchase, dated January 7, 2011.
- (a)(2) Form of Letter of Transmittal.
- (a)(3) Form of Notice of Guaranteed Delivery.
- (a)(4) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(5) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
- (a)(6) Text of Letter to Stockholders of the Fund dated January 7, 2011.
- (a)(7) Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
- (a)(8) Press Release issued by the Fund dated January 7, 2011.
- (b)-(h) Not applicable.