CITY OF LONDON INVESTMENT GROUP PLC

Form 4

December 11, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

may continue. See Instruction

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * CITY OF LONDON INVESTMENT GROUP PLC | | | 2. Issuer Name and Ticker or Trading Symbol MORGAN STANLEY INDIA INVESTMENT FUND, INC. [IIF] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|--|--|---|--|----|--|--|---|--|
| (Last) (First) (Middle) 77 GRACECHURCH STREET, LONDON ENGLAND | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/08/2017 | | | DirectorX10% Owner Officer (give title below) Other (specify below) | | | |
| | (Street) | | | mendment, Date Origin Month/Day/Year) | al | 6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person | | | |
| (City) | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | | Date, if | Transaction(A) or Dis Code (Instr. 3, 4 | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| Common Stock, par value \$.01 per share (1) | | | | | | 428,933 (12) | I | As investment adviser to a private investment fund (13) | |
| Common Stock, par value \$.01 per share (2) | | | | | | 131,011 (12) | I | As investment adviser to a private investment | |

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January 31,

2005

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burden hours per

| | | | | | | | | | fund (13) |
|---|------------|------------|---|--------|---|-------------|--------------|---|--|
| Common Stock, par value \$.01 per share (3) | 12/08/2017 | 12/08/2017 | S | 15,000 | D | \$ 35.86 | 408,052 (12) | I | As investment adviser to a private investment fund (13) |
| Common Stock, par value \$.01 per share (4) | | | | | | | 268,165 (12) | I | As investment adviser to a private investment fund (13) |
| Common Stock, par value \$.01 per share (5) | | | | | | | 234,879 (12) | I | As investment adviser to a private investment fund (13) |
| Common Stock, par value \$.01 per share (6) | | | | | | | 176,790 (12) | I | As investment adviser to a Dublin, Ireland-listed open-ended investment company (13) |
| Common Stock, par value \$.01 per share (7) | | | | | | | 231,962 (12) | I | As investment adviser to a private investment fund (13) |
| Common Stock, par value \$.01 per share (8) | | | | | | | 407,884 (12) | I | As investment adviser to a private investment fund (13) |
| Common Stock, par value \$.01 per share (9) | | | | | | | 69,841 (12) | I | As investment adviser to a private investment fund (13) |
| Common Stock, par | | | | | | | 28,263 (12) | I | As investment |

| value \$.01 per share (10) | | | adviser to a private investment fund (13) |
|--|-------------------|---|--|
| Common Stock, par value \$.01 per share (11) | 1,634,930 (12) | I | As investment adviser to unaffiliated third-party segregated accounts (13) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transacti Code (Instr. 8) | 5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | 7. Titl Amou Under Secur (Instr. | nt of lying | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|--------------------------------------|---------------------------------------|---|---------------------|--------------------|--|--|---|---|
| | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | | |
|--|---------------|-----------|---------|-------|--|--|
| . 0 | Director | 10% Owner | Officer | Other | | |
| CITY OF LONDON INVESTMENT GROUP PLC 77 GRACECHURCH STREET LONDON ENGLAND LONDON, X0 EC3V0AS | | X | | | | |
| CITY OF LONDON INVESTMENT MANAGEMENT CO LTD 77 GRACECHURCH STREET LONDON ENGLAND LONDON, X0 EC3V0AS | | X | | | | |

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Signatures

/s/ Barry M. Olliff, Director - City of London Group PLC 12/11/2017

**Signature of Reporting Person

Date

/s/ Barry M. Olliff, Director - City of London Investment Management Company Limited

12/11/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are beneficially owned by Emerging (BMI) Markets Country Fund.
- (2) These securities are beneficially owned by Emerging Markets Free Fund.
- (3) These securities are beneficially owned by Emerging Markets Global Fund.
- (4) These securities are beneficially owned by Emerging Markets Investable Fund.
- (5) These securities are beneficially owned by Global Emerging Markets Fund.
- (6) These securities are beneficially owned by The Emerging World Fund.
- (7) These securities are beneficially owned by Emerging Free Markets Country Fund.
- (8) These securities are beneficially owned by Emerging Markets Country Fund.
- (9) These securities are beneficially owned by Investable Emerging Markets Country Fund.
- (10) These securities are beneficially owned by The EM Plus CEF Fund.
- (11) These securities are beneficially owned by 12 unaffiliated third-party segregated accounts.
- (12) No one direct beneficial owner of the reported securities owns more than 5% of the outstanding securities of Issuer.

As of the date hereof, City of London Group PLC ("CLIG"), through its control of City of London Investment Management Company (13) Limited ("CLIM"), and CLIM, in its capacity as investment adviser to the funds listed above and the 12 unaffiliated third-party

(13) Limited ("CLIM"), and CLIM, in its capacity as investment adviser to the funds listed above and the 12 unaffiliated third-party segregated accounts, have voting and dispositive power with respect to all of the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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