

MORGAN STANLEY DEAN WITTER EMERGING MARKETS FUND INC
Form POS AMI
August 28, 2003

As filed with the Securities and Exchange Commission on August 28, 2003

Securities Act File No. 33-91482
Investment Company Act File No. 811-6403

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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form N-2

Registration Statement under the Securities Act of 1933 []
Pre-Effective Amendment No. []
Post Effective Amendment No. []
and/or
Registration Statement under the Investment Company Act of 1940 [X]
Amendment No. 16 [X]

(check appropriate box or boxes)

Morgan Stanley Emerging Markets Fund, Inc.
(Exact Name of Registrant as Specified in Charter)

1221 Avenue of the Americas
New York, New York 10020
(Address of Principal Executive Offices)

Registrant's Telephone Number, including Area Code: (212) 762-7500

RONALD E. ROBISON
Morgan Stanley Emerging Markets Fund, Inc.
c/o Morgan Stanley Investment Management Inc.
1221 Avenue of the Americas
New York, New York 10020

(Name and Address of Agent for Service)

With copies to:

LEONARD B. MACKEY, JR., ESQ.
Clifford Chance US LLP
200 Park Avenue
New York, New York 10166
(212) 878-8000

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Explanatory Note

This filing is made solely for the purpose of filing as an Exhibit the Amended and Restated By-Laws of Morgan Stanley Emerging Markets Fund, Inc.

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PART C--OTHER INFORMATION

ITEM 24. Financial Statements and Exhibits

- (1) Financial Statements (Not applicable)
- (2) Exhibits
 - (a) (1) -- Articles of Incorporation**
 - (2) -- Articles of Amendment***
 - (b) -- Amended and Restated By-Laws*
 - (c) -- Not applicable
 - (d) (1) -- Specimen certificate for Common Stock, par value \$.01 per share***
 - (2) -- Form of Subscription Certificate (included on pages A-1 to A-2 of the Prospectus forming part of this Registration Statement)
 - (3) -- Form of Notice of Guaranteed Delivery (included on pages B-1 to B-2 of the Prospectus forming part of this Registration Statement)
 - (4) -- Form of Nominee Holder Over-subscription Exercise Form (included on page C-1 of the Prospectus forming part of this Registration Statement)
 - (5) -- Form of Subscription Agent Agreement+++
 - (6) -- Form of Information Agent Agreement+++
 - (e) -- Dividend Reinvestment and Cash Purchase Plan***
 - (f) -- Not applicable
 - (g) -- Investment Advisory and Management Agreement+
 - (h) (1) -- Form of Dealer Manager Agreement+++
 - (2) -- Form of Soliciting Dealer Agreement+++
 - (3) -- Form of Selling Group Agreement+++
 - (i) -- Not applicable
 - (j) (1) -- Custody Agreement+
 - (2) -- Domestic Custodian Agreement++
 - (3) -- Form of Subcustodian Agreement***
 - (k) (1) -- Agreement for Stock Transfer Services+
 - (2) -- Administration Agreement+
 - (3) -- Dividend Reinvestment and Cash Purchase Plan**
 - (l) (1) -- Opinion and consent of Rogers & Wells****
 - (2) -- Opinion and consent of Piper & Marbury L.L.P.****
 - (m) -- Not applicable
 - (n) -- Consent of Price Waterhouse LLP****
 - (o) -- Not applicable
 - (p) -- Form of Investment Letter***
 - (q) -- Not applicable

* Filed herewith.

** Incorporated by reference to the Fund's Registration Statement on Form N-2

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(File Nos. 33-42459; 811-6403) filed on September 6, 1991.

*** Incorporated by reference to Pre-Effective Amendment No. 2 to the Fund's Registration Statement on Form N-2 (File Nos. 33-42459; 811-6403) filed on October 25, 1991.

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**** Previously filed as an Exhibit to Pre-Effective Amendment No. 3 to the Fund's Registration Statement on Form N-2 (File Nos. 33, 91482; 811-6403) filed on May 30, 1995.

***** Previously filed.

+ Incorporated by reference to the Fund's Registration Statement on Form N-2 (File Nos. 33-91482; 811-6403) filed on April 21, 1995.

++ Incorporated by reference to Pre-Effective Amendment No. 1 to the Fund's Registration Statement on Form N-2 (File Nos. 33-91482; 811-6403) filed on May 15, 1995.

+++ Incorporated by reference to Pre-Effective Amendment No. 2 to the Fund's Registration Statement on Form N-2 (File Nos. 33-91482; 811-6403) filed on May 25, 1995.

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SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, as amended, the Registrant has duly caused this Amendment to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 28th day of August, 2003.

MORGAN STANLEY EMERGING MARKETS
FUND, INC.

By: /s/ Stefanie V. Chang

Stefanie V. Chang
Vice President

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EXHIBIT INDEX

| Exhibit Number | Exhibit | Sequentially Numbered Page |
|-------------------|------------------------------|----------------------------------|
| ----- | ----- | ----- |
| 2 (b) | Amended and Restated By-Laws | |

