

CITY OF LONDON INVESTMENT GROUP PLC
 Form 4
 January 29, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

(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

3. Date of Earliest Transaction (Month/Day/Year)
 01/26/2018

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 LONDON, X0 EC3V0AS

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 \$0.01 per share ⁽¹⁾				(A) Amount Price	390,205 ⁽¹²⁾	I	As investment adviser to a private investment fund ⁽¹³⁾
Common Stock, par value \$0.01 per share ⁽²⁾				(A) Amount Price	112,372 ⁽¹²⁾	I	As investment adviser to a private investment fund ⁽¹³⁾

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Common Stock, par value \$.01 per share <u>(3)</u>	01/26/2018	01/26/2018	S	37,869	D	\$ 34.86	321,439 <u>(12)</u>	I	As investment adviser to a private investment fund <u>(13)</u>
Common Stock, par value \$.01 per share <u>(4)</u>							265,965 <u>(12)</u>	I	As investment adviser to a private investment fund <u>(13)</u>
Common Stock, par value \$.01 per share <u>(5)</u>							234,879 <u>(12)</u>	I	As investment adviser to a private investment fund <u>(13)</u>
Common Stock, par value \$.01 per share <u>(6)</u>							176,790 <u>(12)</u>	I	As investment adviser to a Dublin, Ireland-listed open-ended investment company <u>(13)</u>
Common Stock, par value \$.01 per share <u>(7)</u>							231,962 <u>(12)</u>	I	As investment adviser to a private investment fund <u>(13)</u>
Common Stock, par value \$.01 per share <u>(8)</u>							366,798 <u>(12)</u>	I	As investment adviser to a private investment fund <u>(13)</u>
Common Stock, par value \$.01 per share <u>(9)</u>							69,841 <u>(12)</u>	I	As investment adviser to a private investment fund <u>(13)</u>
Common Stock, par value							28,263 <u>(12)</u>	I	As investment adviser to a

\$.01 per share ⁽¹⁰⁾

private investment fund ⁽¹³⁾

Common Stock, par value \$.01 per share ⁽¹¹⁾

1,501,167 ⁽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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CITY OF LONDON INVESTMENT GROUP PLC 77 GRACECHURCH STREET LONDON, X0 EC3V0AS		X		
CITY OF LONDON INVESTMENT MANAGEMENT CO LTD 77 GRACECHURCH STREET LONDON, X0 EC3V0AS		X		

Signatures

/s/ Barry M. Olliff, Director - City of London Group PLC	01/29/2018
**Signature of Reporting Person	Date
/s/ Barry M. Olliff, Director - City of London Investment Management Company Limited	01/29/2018
**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 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. RGIN-LEFT: 0pt; MARGIN-RIGHT: 0pt" align="center">

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE

	FOR	AGAINST	ABSTAIN
1. To extend the appointment of Mr. Ilan Flato for an additional three-year term as an external director;	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

	YES	NO
Do you have a "Personal Interest" (as defined below) with respect to the subject matter of Proposal 1?	<input type="radio"/>	<input type="radio"/>

For the purposes of this Proxy Card, a "Personal Interest" is defined as: (1) a shareholder's personal interest in the approval of an act or a transaction of the Company, including (i) the personal interest of his or her relative (which includes for these purposes any members of his/her (or his/her spouse's) immediate family or the spouses of any such members of his or her (or his/her spouse's) immediate family); and (ii) a personal interest of a body corporate in which a shareholder or any of his/her aforementioned relatives serves as a director or the chief executive officer, owns at least 5% of its issued share capital or its voting rights or has the right to appoint a director or chief

executive officer, but (2) excluding a personal interest arising solely from the fact of holding shares in the Company or in a body corporate.

2 . T o o o o
approve compensation to the members of our Board of Directors in compliance with the guidelines of Company's compensation policy approved by shareholders in September 2013.

Signature of Shareholder: _____ Date: _____

NOTE: Please sign exactly as the name or names appear on this proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

TOWER SEMICONDUCTOR LTD.

For the Special Meeting of Shareholders
To Be Held On Wednesday, April 8, 2015

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned shareholder of Tower Semiconductor Ltd. (the "Company") hereby appoints each of Dina Back Frimer, Noit Levi and Tziona Shriki of the Company, each with full power of substitution, the true and lawful attorney, agent and proxy of the undersigned, to vote, as designated on the reverse side, all of the Ordinary Shares of the Company which the undersigned is entitled in any capacity to vote at the Special Meeting of Shareholders of the Company to be held at the offices of the Company located at Shaul Amor Street, Ramat Gavriel Industrial Park, Migdal Haemek, Israel, on Wednesday, April 8, 2015 at 10:00 a.m. (local time) and all adjournments and postponements thereof.

The undersigned hereby acknowledges receipt of the Notice of a Special Meeting and the Proxy Statement accompanying such Notice, revokes any proxy or proxies heretofore given to vote upon or act with respect to the undersigned's shares and hereby ratifies and confirms all that the proxies or their substitutes may lawfully do by virtue hereof.

This proxy when properly executed will be voted in accordance with the manner directed herein by the undersigned shareholder. In order for your vote to be counted with respect to Proposal 1, you must, in addition to casting your vote, indicate whether you have a "Personal Interest" in such proposal (as such is defined under the respective proposal) by marking either YES or NO in the boxes provided.

Beneficial owners who hold their shares through members of the Tel Aviv Stock Exchange ("TASE") may either vote their shares in person at the meeting by presenting a certificate signed by a member of the TASE which complies with the Israel Companies Regulations (Proof of Ownership for Voting in General Meetings)—2000 as proof of ownership of the shares, or send such certificate along with a duly executed proxy to the Company at Shaul Amor Street, Ramat Gavriel Industrial Park, Post Office Box 619, Migdal Haemek 23105, Israel, Attention: Associate General counsel.

(CONTINUED AND TO BE SIGNED ON REVERSE SIDE)
