

TAIWAN FUND INC  
Form SC 13D/A  
April 21, 2017

---

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

SCHEDULE 13D  
(Rule 13d-101)  
(Amendment No. 1 )

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

The Taiwan Fund, Inc.  
(Name of Issuer)

Common Stock, par value \$.01 per share  
(Title of Class of Securities)

874036106  
(CUSIP Number)

Barry Olliff  
c/o City of London Investment Management Company Limited  
77 Gracechurch Street, London, UK EC3V 0AS  
+44 207 711 0771  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

April 21, 2017  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), (f) or (g), check the following box .

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information, which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

---

NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION

NOS. OF ABOVE PERSONS

1

City of London Investment Group PLC,  
(CLIG) a company incorporated under  
the laws of England and Wales.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

England and Wales

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

SHARED VOTING POWER

8

3,481,208

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

3,481,208

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

3,481,208

12

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

42.4%

14

TYPE OF REPORTING PERSON\*

HC

---

NAMES OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION

NOS. OF ABOVE PERSONS

1

City of London Investment  
Management Company Limited  
(CLIM), a company incorporated under  
the laws of England and Wales.

CHECK THE APPROPRIATE BOX IF (a)  
A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS\*

4

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEM  
2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

England and Wales

SOLE VOTING POWER

7

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

SHARED VOTING POWER

8

3,481,208

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

3,481,208

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

3,481,208

12 CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

42.4%

14 TYPE OF REPORTING PERSON\*  
IA

---

Item 1(a). Name of Issuer:

The Taiwan Fund, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

The principal executive offices of the Fund are located at:

The Taiwan Fund, Inc..  
c/o State Street Bank and Trust  
One Lincoln Street, P.O. Box 5049  
Boston, MA 02111

Item 2. Identity and Background.

(a). This statement is being filed by City of London Investment Group PLC ("CLIG") and City of London Investment Management Company Limited ("CLIM," and together with CLIG, the "Reporting Persons").

(b). The business address and principal executive offices of CLIG are 77 Gracechurch Street London, EC3V 0AS England. The directors and executive officers of CLIG, their business addresses and present principal occupation or employment are set forth on Annex A attached to this Schedule 13D. The business address and principal executive offices of CLIM are 77 Gracechurch Street London, EC3V 0AS England. The directors and executive officers of CLIM, their business addresses and present principal occupation or employment are set forth on Annex A attached.

(c). CLIM is primarily an emerging markets fund manager, which specializes in investing in closed-end investment companies and is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940. CLIM is controlled by CLIG. CLIM is principally engaged in the business of providing investment advisory services to various public and private investment funds, including:

Emerging (BMI) Markets Country Fund ("BMI"), a private investment fund organized as a Delaware business trust;  
Emerging Markets Free Fund ("CF"), a private investment fund organized as a Delaware business trust;  
Emerging Markets Global Fund ("CG"), a private investment fund organized as a Delaware business trust;  
Emerging Markets Investable Fund ("CI"), a private investment fund organized as a Delaware business trust;  
Global Emerging Markets Fund ("EUREKA"), a private investment fund organized as a Delaware business trust;  
The Emerging World Fund ("EWF"), a Dublin, Ireland-listed open-ended investment company;  
Emerging Free Markets Country Fund ("FREE"), a private investment fund organized as a Delaware business trust;  
Emerging Markets Country Fund ("GBL"), a private investment fund organized as a Delaware business trust;  
Investable Emerging Markets Country Fund ("INV"), a private investment fund organized as a Delaware business trust;  
The EM Plus CEF Fund ("PLUS"), a private investment fund organized as a Delaware business trust;  
and unaffiliated third-party segregated accounts over which CLIM exercises discretionary voting and investment authority (the "Segregated Accounts").

The Shares to which this Schedule 13D relates are owned directly by the City of London Funds and the Segregated Accounts, collectively "the Funds".

(d). None of the Reporting Persons has, during the last five years, been convicted in any criminal proceeding.

(e). None of the Reporting Persons has, during the last five years, been a party to any civil proceeding commenced

before a judicial or administrative body of competent jurisdiction as a result of which it or he was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f). City of London Investment Group PLC, (CLIG) and City of London Investment Management Company Limited (CLIM) are companies incorporated under the laws of England and Wales.

---



Item 3. Source and Amount of Funds or Other Considerations.

Beneficial ownership of the Shares to which this statement relates was acquired by the Reporting Persons with invested capital of the City of London Funds and the Segregated Accounts. The aggregate purchase price of the 3,481,208 Shares beneficially owned by the Reporting Persons was \$57,511,635, inclusive of brokerage commissions. The aggregate purchase price of the 238,672 Shares owned directly by BMI was \$3,889,300, inclusive of brokerage commissions.

The aggregate purchase price of the 112,112 Shares owned directly by CF was \$1,962,485, inclusive of brokerage commissions.

The aggregate purchase price of the 236,418 Shares owned directly by CG was \$4,422,681, inclusive of brokerage commissions.

The aggregate purchase price of the 200,986 Shares owned directly by CI was \$3,672,997, inclusive of brokerage commissions.

The aggregate purchase price of the 239,287 Shares owned directly by EUREKA was \$4,360,542, inclusive of brokerage commissions.

The aggregate purchase price of the 179,550 Shares owned directly by EWF was \$2,863,364, inclusive of brokerage commissions.

The aggregate purchase price of the 243,552 Shares owned directly by FREE was \$3,860,693, inclusive of brokerage commissions.

The aggregate purchase price of the 236,130 Shares owned directly by GBL was \$3,738,914, inclusive of brokerage commissions.

The aggregate purchase price of the 51,325 Shares owned directly by INV was \$777,496, inclusive of brokerage commissions.

The aggregate purchase price of the 81,000 Shares owned directly by PLUS was \$1,316,689, inclusive of brokerage commissions.

The aggregate purchase price of the 1,662,176 Shares owned directly by the Segregated Accounts was \$15,044,240, inclusive of brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons first published City of London Investment Management Company Limited's publicly-available Statement on Corporate Governance and Voting Policy for Closed-End Funds in 1999. The document is now in its Tenth Edition, having been most recently updated in March, 2016. As a result of an imbalance between the supply and demand for emerging markets closed-end funds ("CEFs") many such CEFs, including the Issuer, can trade at price levels which reflect a wide discount (more than 10%) relative to their published net asset value (NAV). City of London intends to engage in discussions and other communications with the Boards of Directors of these CEFs, including the Issuer, following the parameters and guidelines set forth in City of London's Statement on Corporate Governance and Voting Policy for Closed-End Funds, to the extent deemed necessary or appropriate if it believes it is in the best interests of all shareholders to do so. City of London also intends to vote against Directors as per the parameters and guidelines in the above-mentioned document.

Item 5. Interests in Securities of the Issuer.

(a) and (b). As of the date hereof, CLIG, through its control of CLIM, and CLIM, in its capacity as investment adviser to the City of London Funds and the Segregated Accounts, have voting and dispositive power with respect to all 3,481,208 Shares owned directly by the City of London Funds and the Segregated Accounts, representing approximately 42.4% of the 8.212 million Shares outstanding as of April 21, 2017, as last reported by the Fund. As of the date hereof, BMI, CF, CG, CI, EUREKA, EWF, FREE, GBL, INV, PLUS, and the Segregated Accounts owned directly 238,672; 112,112; 236,418; 200,986; 239,287; 179,550; 243,552; 236,130; 51,325;

Edgar Filing: TAIWAN FUND INC - Form SC 13D/A

81,000; and 1,662,176 Shares, respectively, representing approximately 2.9%, 1.4%, 2.9%, 2.4%, 2.9%, 2.2%, 3.0%, 2.9%, 0.6%, 1.0% and 20.2% respectively, of the 8.212 million Shares outstanding as of April 21, 2017.

---

(c). Information with respect to all transactions in the Shares beneficially owned by the Reporting Persons that were effected during the past 60 days is set forth below:

Portfolio	Tran Type	Trade Date	Par Values/Shares	Trade Price
Seg Acct	BUY	01-Mar-17	7,420	17.49
Seg Acct	BUY	01-Mar-17	11,130	17.49
CI	BUY	01-Mar-17	7,420	17.49
PLUS	BUY	01-Mar-17	11,130	17.49
PLUS	BUY	02-Mar-17	5,100	17.40
CI	BUY	10-Mar-17	12,500	17.01
EWF	BUY	13-Mar-17	3,064	17.22
PLUS	BUY	13-Mar-17	2,042	17.22
EWF	BUY	15-Mar-17	5,000	17.41
PLUS	BUY	15-Mar-17	5,107	17.41
Seg Acct	BUY	16-Mar-17	15,360	17.52
EWF	BUY	16-Mar-17	9,739	17.52
PLUS	BUY	16-Mar-17	4,266	17.52
CG	BUY	17-Mar-17	10,624	17.66
CI	BUY	17-Mar-17	15,937	17.66
EWF	BUY	20-Mar-17	7,060	17.78
CI	BUY	21-Mar-17	6,208	17.88

(d). Other than disclosed herein, no other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Shares.

(e). Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Except as set forth in Item 4 of this Schedule 13D, none of the Reporting Persons has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Fund including, but not limited to, any contract, arrangement, understanding or relationship concerning the transfer or the voting of any securities of the Fund, joint ventures, loan or option arrangements, puts or calls, guaranties of profits, division of profits or losses, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits

See Letter dated April 21, 2017, attached hereto as Exhibit A.



Signature

After reasonable 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.

April 21, 2017

CITY OF LONDON INVESTMENT GROUP PLC

/ s / Barry Olliff

Name: Barry Olliff

Title: Director

CITY OF LONDON INVESTMENT  
MANAGEMENT COMPANY LIMITED

/ s / Barry Olliff

Name: Barry Olliff

Title: Director

---

ANNEX A

DIRECTORS AND EXECUTIVE OFFICERS

The names of the directors and executive officers of CLIG and their business addresses and present principal occupation or employment are set forth below. If no business address is given, the business address of such director or executive officer is c/o City of London Investment Group PLC, 77 Gracechurch Street, London EC3V 0AS, England.

David Cardale	Non-Executive Chairman
Barry Olliff	Chief Executive Officer
Allan Bufferd	Non-Executive Director
Mark Driver	Non-Executive Director
Barry Aling	Non-Executive Director
Mark Dwyer	Executive Director
Tracy Rodrigues	Executive Director
Thomas Griffith	Executive Director

The names of the directors and executive officers of CLIM and their business addresses and present principal occupation or employment are set forth below. If no business address is given, the business address of such director or executive officer is c/o City of London Investment Management Limited, 77 Gracechurch Street, London EC3V 0AS, England.

David Cardale	Non-Executive Chairman
Barry Olliff	Chief Executive Officer / Chief Investment Officer
Tracy Rodrigues	Finance Director
Thomas Griffith	Director
Mark Dwyer	Director

Exhibit A

April 21, 2017

Professor William C. Kirby, Chairman  
The Taiwan Fund, Inc.  
Morgan Hall 167  
Harvard Business School  
Boston, MA 02163

RE: The Taiwan Fund, Inc.

Dear Professor Kirby

City of London Investment Management Company Limited ("City of London"), on behalf of its clients, is a long-term investor in The Taiwan Fund, Inc. ("the Fund"). We are prompted to write today by the Fund's recent announcement of the results of the Annual Stockholders Meeting.

We were pleased to see that stockholders voted against Mr. Holland who has served on the Board since 2007 and thus has reached the point where City of London's Statement on Corporate Governance and Voting Policy for Closed-End Funds provides guidance that a Director should stand down in order to provide for Board refreshment. We note that the Fund's average discount was wider than 10% over the relevant one-year measurement period which is another factor that caused us to vote against Mr. Holland.

We do not necessarily agree with the Fund's stated position that Mr. Holland should remain on the Board because of his designation as Audit Committee Financial Expert. Our view is that there may have been another Director qualified to assume that designation, and that anyway there should have been the opportunity to explain a temporary vacancy. In any event, we certainly would follow through with prior public statements and submit a proposal to terminate the Fund's investment management agreement before the November 6th deadline if Mr. Holland remains on the Board for an extended period. The practice of 'holding over' a Director who has not received the majority of votes cast by stockholders is unacceptable as it goes directly against stockholders' express wishes.

City of London will continue to monitor the Fund's investment performance, discount, fees and overall corporate governance in advance of next year's Annual Stockholders Meeting. As with all of the relevant securities where City of London has an outstanding 13D filing, potential actions include voting against incumbent Boards, or proposing termination of the investment management agreement before the November 6<sup>th</sup> deadline for submission of a stockholder proposal.

Sincerely,

Jeremy Bannister  
Director, Corporate Governance

