

MEXICO EQUITY & INCOME FUND INC  
Form SC 13G/A  
February 11, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**The Mexico Equity & Income Fund, Inc.**

**(Name of Issuer)**

**Preferred Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**592834204**

**(CUSIP Number)**

**December 31, 2007**

**(Date of Event Which Requires Filing of this Statement)**

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page. The information required in 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 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 592834204

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**QVT Financial LP**

11-3694008

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned by

155,625

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

155,625

9. Aggregate Amount Beneficially Owned by Each Reporting Person

155,625

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

14.52%

12. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 592834204

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

**QVT Financial GP LLC**

11-3694007

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

Beneficially

Owned by

155,625

Each

7. Sole Dispositive Power

Reporting

Person

0

8. Shared Dispositive Power

With:

155,625

9. Aggregate Amount Beneficially Owned by Each Reporting Person

155,625

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

14.52%

12. Type of Reporting Person (See Instructions)

OO

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**Item 1 (a).** Name of Issuer

The Mexico Equity & Income Fund, Inc. (the Issuer )

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

The address of the Issuer's principal executive offices is:

615 East Michigan Street, 2nd Floor, Milwaukee, Wisconsin 53202, United States

**Item 2 (a).** Name of Person Filing

**Item 2 (b).** Address of Principal Business Office or, if none, Residence

**Item 2 (c).** Citizenship

QVT Financial LP

1177 Avenue of the Americas, 9th Floor

New York, New York 10036

Delaware Limited Partnership

QVT Financial GP LLC

1177 Avenue of the Americas, 9th Floor

New York, New York 10036

Delaware Limited Liability Company

**Item 2 (d).** Title of Class of Securities

The title of the securities is preferred stock, par value \$0.001 per share (the Preferred Stock ).

**Item 2 (e).** CUSIP Number

The CUSIP number of the Preferred Stock is 592834204.

**Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

(a) Amount beneficially owned:

QVT Financial LP ( QVT Financial ) is the investment manager for QVT Associates LP, QVT Overseas Ltd., Quintessence Overseas L.P. and Quintessence Associates LP and for a separate discretionary account managed for Deutsche Bank AG (the Separate Account ). QVT Financial has the power to direct the vote and disposition of the Preferred Stock held by each of QVT Associates LP, QVT Overseas Ltd., Quintessence Overseas L.P., Quintessence Associates LP and the Separate Account. Accordingly, QVT Financial may be deemed to be the beneficial owner of an aggregate amount of 155,625 shares of Preferred Stock, consisting of 13,347 shares of Preferred Stock owned by QVT Associates LP, 23,886 shares of Preferred Stock owned by QVT Overseas Ltd., 3,765 shares of Preferred Stock owned by Quintessence Overseas L.P., 921 shares of Preferred Stock owned by Quintessence Associates LP and 113,706 shares of Preferred Stock held in the Separate Account.

QVT Financial GP LLC, as General Partner of QVT Financial, may be deemed to beneficially own the same number of shares of Preferred Stock reported by QVT Financial.

Each of QVT Financial and QVT Financial GP LLC disclaims beneficial ownership of all shares of Preferred Stock owned by QVT Associates LP, QVT Overseas Ltd., Quintessence Overseas L.P. and Quintessence Associates LP, and in the Separate Account.

The percentage disclosed in Item 11 of the Cover Pages for each reporting person is calculated based upon 1,072,002 shares of Preferred Stock outstanding, which is based on information reported in the Issuer's Schedule TO filed with the Securities and Exchange Commission on October 22, 2007 and the Issuer's November 19, 2007 press release relating to its repurchase offer.

(b) Percent of class:

See Item 11 of the Cover Pages to this Schedule 13G.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

0

(ii) Shared power to vote or to direct the vote

See item (a) above.

(iii) Sole power to dispose or to direct the disposition of

0

(iv) Shared power to dispose or to direct the disposition of

See item (a) above.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following "...".

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not Applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable

**Item 10. Certification**



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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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**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.

Dated: February 8, 2008

**QVT FINANCIAL LP**

By QVT Financial GP LLC,

its General Partner

By: /s/ Oren Eisner

Name: Oren Eisner

Title: Authorized Signatory

**QVT FINANCIAL GP LLC**

By: /s/ Oren Eisner

Name: Oren Eisner

Title: Authorized Signatory

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EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G signed by each of the undersigned shall be filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 8, 2008

**QVT FINANCIAL LP**

By QVT Financial GP LLC,  
its General Partner

By: /s/ Oren Eisner  
Name: Oren Eisner  
Title: Authorized Signatory

**QVT FINANCIAL GP LLC**

By: /s/ Oren Eisner  
Name: Oren Eisner  
Title: Authorized Signatory