

CENTRAL EUROPE, RUSSIA & TURKEY FUND, INC.
Form SC TO-I/A
March 21, 2014

As filed with the Securities and Exchange Commission on March 21, 2014

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

Schedule TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

Amendment No. 2

The Central Europe, Russia and Turkey Fund, Inc.
(Name of Subject Company (Issuer))

The Central Europe, Russia and Turkey Fund, Inc.
(Name of Filing Person (Offeror))

COMMON STOCK,
\$0.001 PAR VALUE PER SHARE
(Title of Class of Securities)

153436100
(CUSIP Number of Class of Securities)

John Millette
Secretary
The Central Europe, Russia and Turkey Fund, Inc.
c/o Deutsche Investment Management Americas Inc.
One Beacon Street
Boston, MA 02108
(617) 295-2572

(Name, address, and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copy to:
Donald R. Crawshaw, Esq.
Sullivan & Cromwell LLP

125 Broad Street
New York, New York 10004
(212) 558-4000

CALCULATION OF FILING FEE

Transaction Valuation
\$17,529,987.15(a)

Amount of Filing Fee
\$2,257.86(b)

- (a) Calculated as the aggregate maximum purchase price to be paid for 566,397 shares in the offer, based upon a price of \$30.95 (98% of the net asset value per share of \$31.58 on February 11, 2014).
- (b) Calculated as \$128.80 per \$1,000,000 of the Transaction Valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2,257.86

Filing Party: The Central Europe, Russia and Turkey Fund, Inc.

Form of Registration No.: SC TO-I

Date Filed: February 14, 2014

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Introductory Statement

This Amendment No. 2 (“Amendment No. 2”) amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the “SEC”) on February 14, 2014 (the “Schedule TO”) and amended on March 18, 2014 (“Amendment No. 1”) by The Central Europe, Russia and Turkey Fund, Inc., a closed-end management investment company incorporated under the laws of the State of Maryland (the “Fund”), pursuant to Rule 13e-4 under the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), in connection with the Fund’s offer to repurchase for cash up to 566,397 of the Fund’s issued and outstanding shares of common stock, par value \$0.001 per share, upon the terms and subject to the conditions contained in the Offer to Repurchase dated February 14, 2014 (the “Offer to Repurchase”) and the related Letter of Transmittal (the “Letter of Transmittal,” which, together with the Offer to Repurchase and any amendments or supplements to either or both, collectively constitute the “Offer”), at a purchase price equal to 98% of the Fund’s net asset value per share (“NAV,” that is, the value of the Fund’s assets minus its liabilities, divided by the number of shares outstanding) determined as of March 18, 2014. The Fund normally calculates its NAV at 11:30 a.m. New York time on each day during which the New York Stock Exchange is open for trading.

This Amendment No. 2 to Schedule TO is intended to satisfy the reporting requirements of Rule 13e-4(c)(3) promulgated under the Exchange Act.

The Information in the Offer to Purchase and the Letter of Transmittal, previously filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, is incorporated by reference into this Amendment No. 2 in answer to Items 1 through 9 and 11 of the Schedule TO, except that such information is hereby amended and supplemented to the extent specifically provided herein.

Item 10. Financial Statements.

Not applicable.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented to add the following:

On March 21, 2014, the Fund issued a press release announcing the final results of the Offer, which expired at 5:00 p.m. Eastern time on March 17, 2014. A copy of the press release is filed as Exhibit (a)(5)(ii) to this Amendment No. 2 and is incorporated herein by reference.

Item 12. Exhibits.

See Exhibit Index immediately following the signature page.

Item 13. Information Required by Schedule 13E-3.

Not applicable.

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SIGNATURE

After due 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.

THE CENTRAL EUROPE, RUSSIA AND
TURKEY FUND, INC.

By: /s/Melinda Morrow
Name: Melinda Morrow
Title: Vice President

Dated: March 21, 2014

Exhibit List

- | | |
|-------------|---|
| (a)(1)(i) | Offer to Repurchase, dated February 14, 2014.* |
| (a)(1)(ii) | Form of Letter of Transmittal.* |
| (a)(1)(iii) | Form of Notice of Guaranteed Delivery.* |
| (a)(1)(iv) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(v) | Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.* |
| (a)(1)(vi) | Text of Letter to Stockholders of the Fund dated February 14, 2014.* |
| (a)(1)(vii) | Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.* |
| (a)(5) | Press Release issued by the Fund dated February 14, 2014.* |
| (a)(5)(i) | Press Release issued by the Fund dated March 18, 2014. ** |
| (a)(5)(ii) | Press Release issued by the Fund dated March 21, 2014. **** |
| (b)-(h) | Not applicable. |

* Previously filed as an exhibit to the Fund's Tender Offer Statement on Schedule TO filed with the SEC on February 14, 2014.

** Previously filed as an exhibit to Amendment No. 1 filed with the SEC on March 18, 2014.

*** Filed with this Amendment No. 2.