

JPMORGAN CHINA REGION FUND, INC.

Form SC 13D/A

December 05, 2016

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)

JPMorgan China Region Fund, Inc.

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

48126T104

(CUSIP Number)

Barry M. 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)

December 5, 2016

(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

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

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

(b)

SEC USE ONLY

SOURCE OF FUNDS*

OO

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

CITIZENSHIP OR PLACE OF
ORGANIZATION

England and Wales

SOLE VOTING POWER

7

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH:

SHARED VOTING POWER

8

2,774,638

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

2,774,638

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,774,638

12

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

13

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

43.0%

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:

8

SHARED VOTING POWER

2,774,638

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

2,774,638

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

2,774,638

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

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

43.0%

14 TYPE OF REPORTING PERSON*
IA

Item 1(a). Name of Issuer:

JPMorgan China Region Fund, Inc.

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

The principal executive offices of the Fund are located at:

JPMorgan China Region Fund, Inc.
c/o J.P. Morgan Chase Bank, N.A.
1 Beacon Street, 18th Floor
Boston, MA 02108

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 The Emerging World Fund ("EWF"), a Dublin, Ireland-listed open-ended investment company, Emerging Markets Country Fund ("GBL"), a private investment fund organized as a Delaware business trust, Investable Emerging Markets Country Fund ("IEM"), a private investment fund organized as a Delaware business trust, Emerging (BMI) Markets Country Fund ("BMI"), a private investment fund organized as a Delaware business trust, Emerging Free Markets Country Fund ("FREE"), a private investment fund organized as a Delaware business trust, Frontier Emerging Markets Fund ("FRONT"), 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, International Equity CEF Fund ("IEF"), a private investment fund organized as a Delaware business trust, Emerging Markets Global Fund ("EMG"), a private investment fund organized as a Delaware business trust, Emerging Markets Investable Fund ("EMI"), a private investment fund organized as a Delaware business trust, Emerging Markets Free Fund ("EMF"), a private investment fund organized as a Delaware business trust, Global Emerging Markets Fund ("GEM"), a private investment fund organized as a Delaware business trust, Tradex Global Equity Fund ("Tradex"), an Ontario mutual fund, 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 2,774,638 Shares beneficially owned by the Reporting Persons was \$38,609,161, inclusive of brokerage commissions. The aggregate purchase price of the 193,059 Shares owned directly by BMI was \$2,649,068, inclusive of brokerage commissions. The aggregate purchase price of the 146,089 Shares owned directly by EWF was \$1,949,572, inclusive of brokerage commissions. The aggregate purchase price of the 137,934 Shares owned directly by FREE was \$1,661,978, inclusive of brokerage commissions. The aggregate purchase price of the 181,033 Shares owned directly by GBL was \$2,203,613, inclusive of brokerage commissions. The aggregate purchase price of the 63,151 Shares owned directly by IEM was \$785,576, inclusive of brokerage commissions. The aggregate purchase price of the 45,467 Shares owned directly by PLUS was \$593,275, inclusive of brokerage commissions. The aggregate purchase price of the 66,214 Shares owned directly by EMF was \$1,042,503, inclusive of brokerage commissions. The aggregate purchase price of the 181,317 Shares owned directly by EMG was \$2,819,797, inclusive of brokerage commissions. The aggregate purchase price of the 104,099 Shares owned directly by EMI was \$1,674,286, inclusive of brokerage commissions. The aggregate purchase price of the 159,828 Shares owned directly by GEM was \$2,483,056, inclusive of brokerage commissions. The aggregate purchase price of the 1,496,447 Shares owned directly by the Segregated Accounts was \$20,746,437, inclusive of brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons have had discussions with the Board of Directors of JPMorgan China Region Fund, Inc. as a result of the Fund's proxy ballot and related stockholder proposal.

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 2,774,638 Shares owned directly by the City of London Funds and the Segregated Accounts, representing approximately 43.0% of the 6.448 million Shares outstanding as of September 20, 2016, as last reported by the Fund. As of the date hereof, BMI, EWF, FREE, GBL, IEM, PLUS, EMF, EMG, EMI, GEM and the Segregated Accounts owned directly 193,059; 146,089; 137,934; 181,033; 63,151; 45,467; 66,214; 181,317; 104,099; 159,828; and 1,496,447 Shares, respectively, representing approximately 2.99%, 2.27%, 2.14%, 2.81%, 0.98%, 0.71%, 1.03%, 2.81%, 1.61%, 2.48% and 23.21% respectively, of the 6.448 million Shares outstanding as of September 20, 2016.

(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:

None

(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 December 5, 2016, 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.

December 5, 2016

CITY OF LONDON INVESTMENT GROUP PLC

/ s / Barry M. Olliff
Name: Barry M. Olliff
Title: Director

CITY OF LONDON INVESTMENT
MANAGEMENT COMPANY LIMITED

/ s / Barry M. Olliff
Name: Barry M. 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

December 5, 2016

The Rt. Hon. The Earl of Cromer
Chairman, JPMorgan China Region Fund, Inc.
1 Beacon Street, 18th Floor
Boston, MA 02108
USA

Dear Lord Cromer,

City of London Investment Management Company, Inc. ("City of London") was, at the time of the most recent filing, the beneficial owner of in excess of 2,750,000 shares of common stock of the JPMorgan China Region Fund, Inc. (the "Fund"). City of London submits the enclosed shareholder proposal for inclusion in the Fund's proxy statement to be circulated to shareholders in advance of the Fund's 2017 Annual Meeting. City of London submits this proposal pursuant to Securities and Exchange Commission Rule 14a-8 promulgated under the Securities Exchange Act of 1934. City of London's material interest in the proposed business is limited to its capacity as beneficial owner of the shares acting as a Registered Investment Adviser.

The proposal requests that all investment advisory and management agreements between the Fund and JF International Management Inc. be terminated by the Fund at the earliest date the Fund is legally permitted to do so.

An imbalance between supply and demand for Fund shares has existed over an extended period, as reflected by the widening discount trend highlighted in our previous letters. The Board of Directors did not reduce the supply of Fund shares to match demand. Meanwhile, the investment results achieved by the investment manager have not sufficiently increased demand for Fund shares. In light of the lack of demand for Fund shares, we believe we are unfortunately left with no alternative other than to submit the proposal to terminate the investment management agreement.

City of London continuously owned at least \$2,000.00 in market value of the common stock of the Fund for more than one year prior to the date of the submission of this proposal. Attached hereto are copies of City of London's filings and any amendments thereto filed with the Securities and Exchange Commission by City of London demonstrating that City of London has beneficially and continuously owned at least \$2,000.00 in market value of the common stock of the Fund for well in excess of 12 months. City of London intends to continue to own at least \$2,000.00 in market value of the common stock of the Fund at least through the date of the Fund's 2017 annual meeting.

Please advise us immediately if this notice is deficient in any way or if any additional information is required so that we may promptly provide that information or cure any deficiencies.

Sincerely,

Jeremy Bannister
Director, Corporate Governance

Enclosures to establish continuous ownership:

- Schedule 13D as-of September 20, 2016
 - Schedule 13G as-of December 31, 2015
-

Stockholder Proposal to JPMorgan China Region Fund, Inc.
December 5, 2016

RESOLVED: All investment advisory and management agreements between JPMorgan China Region Fund, Inc. and JF International Management Inc. shall be terminated by the Fund, pursuant to the right of stockholders as embodied in Section 15(a)(3) of the Investment Company Act of 1940 and as required to be included in such agreements, at the earliest date the Fund is legally permitted to do so.

SUPPORTING STATEMENT

The relationship between supply and demand for Fund shares is out of balance. The JPMorgan China Region Fund's persistently wide discount is reflected by the discount history (see table below) [Source: Bloomberg].

Time Period	Discount
2016 YTD through November 30	10.9%
2015 full-year (average)	14.8%
2014 full-year (average)	11.9%
2013 full-year (average)	11.2%
2012 full-year (average)	12.0%
2011 full-year (average)	11.7%

The Board of Directors did not reduce the supply of Fund shares to match demand. Meanwhile, the investment results achieved by the investment manager have not sufficiently increased demand for Fund shares. In light of the lack of demand for Fund shares, we believe we are unfortunately left with no alternative other than to submit the proposal to terminate the investment management agreement.

The Board of Directors attempted to fashion a merger to address the over-supply of Fund shares but suspended discussions based on the conclusion that the Board of Directors' adoption of the Maryland Business Combination Act had "created significant uncertainties concerning the successful consummation of the contemplated transaction." In essence, the Board of Directors created a set of conditions that derailed the merger.

Demand for Fund shares is inadequate because the investment manager, JF International Management Inc., failed to generate investment performance to counterbalance the current supply of Fund shares. The solution to this problem, therefore, is for shareholders to vote to terminate the investment management contract.

For the reasons outlined above, we urge stockholders to exercise their right pursuant to Section 15(a)(3) of the Investment Company Act to vote to terminate all investment advisory and management agreements with JF International Management Inc.