

CITY OF LONDON INVESTMENT GROUP PLC  
 Form 4  
 January 26, 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)  
 01/25/2018

\_\_\_\_ 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 <sup>(1)</sup> |                                      |  |                                | (A)   | 390,205 <sup>(12)</sup>   | I  | As investment adviser to a private investment fund <sup>(13)</sup> |
| Common Stock, par value \$0.01 per share <sup>(2)</sup> |                                      |  |                                | (A)   | 112,372 <sup>(12)</sup>   | I  | As investment adviser to a private investment fund <sup>(13)</sup> |

|  |            |            |   |        |   |             |                     |   |  |
|--|------------|------------|---|--------|---|-------------|---------------------|---|--|
| Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(3)</u> |            |            |   |        |   |             | 359,308 <u>(12)</u> | I | As<br>investment<br>adviser to a<br>private<br>investment<br>fund <u>(13)</u>                                    |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(4)</u> |            |            |   |        |   |             | 265,965 <u>(12)</u> | I | As<br>investment<br>adviser to a<br>private<br>investment<br>fund <u>(13)</u>                                    |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(5)</u> |            |            |   |        |   |             | 234,879 <u>(12)</u> | I | As<br>investment<br>adviser to a<br>private<br>investment<br>fund <u>(13)</u>                                    |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(6)</u> |            |            |   |        |   |             | 176,790 <u>(12)</u> | I | As<br>investment<br>adviser to a<br>Dublin,<br>Ireland-listed<br>open-ended<br>investment<br>company <u>(13)</u> |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(7)</u> |            |            |   |        |   |             | 231,962 <u>(12)</u> | I | As<br>investment<br>adviser to a<br>private<br>investment<br>fund <u>(13)</u>                                    |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(8)</u> | 01/25/2018 | 01/25/2018 | S | 15,090 | D | \$<br>34.91 | 366,798 <u>(12)</u> | I | As<br>investment<br>adviser to a<br>private<br>investment<br>fund <u>(13)</u>                                    |
| Common<br>Stock, par<br>value<br>\$.01 per<br>share <u>(9)</u> |            |            |   |        |   |             | 69,841 <u>(12)</u>  | I | As<br>investment<br>adviser to a<br>private<br>investment<br>fund <u>(13)</u>                                    |
| Common<br>Stock, par<br>value                                  |            |            |   |        |   |             | 28,263 <u>(12)</u>  | I | As<br>investment<br>adviser to a   |

\$.01 per share <sup>(10)</sup>

private investment fund <sup>(13)</sup>

Common Stock, par value \$.01 per share <sup>(11)</sup>

As investment adviser to unaffiliated third-party segregated accounts <sup>(13)</sup>

01/25/2018 01/25/2018 S 21,797 D \$ 34.91 1,501,167 <sup>(12)</sup> I

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.**

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**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |  |  |

## Reporting Owners

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

## Signatures

|  |            |
|--|------------|
| /s/ Barry M. Olliff, Director - City of London Group PLC                             | 01/26/2018 |
| _____<br>**Signature of Reporting Person   | Date       |
| /s/ Barry M. Olliff, Director - City of London Investment Management Company Limited | 01/26/2018 |
| _____<br>**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.