

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

Filing Date: **1996-12-30** | Period of Report: **1996-10-31**  
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### FILER

#### **MANNING & NAPIER FUND INC**

CIK: **751173** | Fiscal Year End: **1231**

Type: **24F-2NT** | Act: **33** | File No.: **002-92633** | Film No.: **96687500**

Business Address  
*ONE LINCOLN FIRST SQUARE  
ROCHESTER NY 14604  
7163256880*

APPENDIX I. U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 24F-2  
ANNUAL NOTICE OF SECURITIES SOLD  
PURSUANT TO RULE 24F-2

1. Name and Address of Issuer:

Manning & Napier Fund, Inc.  
1100 Chase Sqaure  
Rochester, New York 14604

2. Name of each series or class of funds for which this notice is filed:

Flexible Yield Series I, Flexible Yield Series II, Flexible Yield Series III, Blended Asset Series I, Blended Asset Series II, Defensive Series, Tax Managed Series, Maximum Horizon Series

3. Investment Company Act File Number: 2-92633

Securities Act File Number: 2-92633

4. Last day of fiscal year for which this notice is filed:

October 31, 1996

5. Check box if this notice is being filed more than 180 days after the close of issuer's fiscal year for purposes of reporting securities sold after the close of the fiscal year but before termination of the issuer's 24f-2 declaration: [ ]

Not applicable

6. Date of termination of issuer's declaration under rule 24f-2(a)(1), if applicable (see instruction A.6):

Not applicable

7. Number and amount of securities of the same class or series which had been registered under the Securities Act of 1933 other than pursuant to rule 24f-2 in a prior fiscal year, but which remained unsold at the beginning of the fiscal year:

Not applicable

8. Number and amount of securities registered during the fiscal year other than pursuant to rule 24f-2:

Not applicable

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9. Number and aggregate sale price of securities sold during the fiscal year:

<TABLE>

<CAPTION>

<S>	<C>	<C>
	# of shares sold	Value of shares
Flexible Yield Series I	46,304	468,224
Flexible Yield Series II	7,361	72,902
Flexible Yield Series III	6,096	60,715
Blended Asset Series I	940,658	10,210,779
Blended Asset Series II	1,030,732	12,602,396
Defensive Series	76,159	766,290
Tax Managed Series	23,344	235,926
Maximum Horizon Series	148,143	1,624,294
TOTAL	2,278,797	26,041,526

</TABLE>

10. Number and aggregate sale price of securities sold during the fiscal year in reliance upon registration pursuant to rule 24f-2:

<TABLE>

<CAPTION>

<S>	<C>	<C>
	# of shares sold	Value of shares
Flexible Yield Series I	46,304	468,224
Flexible Yield Series II	7,361	72,902
Flexible Yield Series III	6,096	60,715
Blended Asset Series I	940,658	10,210,779
Blended Asset Series II	1,030,732	12,602,396
Defensive Series	76,159	766,290
Tax Managed Series	23,344	235,926
Maximum Horizon Series	148,143	1,624,294
TOTAL	2,278,797	26,041,526

</TABLE>

11. Number and aggregate sale price of securities issued during the fiscal year in connection with dividend reinvestment plans, if applicable (see Instruction B.7):

<TABLE>

<CAPTION>

<S>	<C>	<C>
	# of shares sold as DRIP	Value of shares sold as part of DRIP
Flexible Yield Series I	1,049	10,556
Flexible Yield Series II	1,460	14,399
Flexible Yield Series III	3,073	30,104
Blended Asset Series I	15,624	169,059
Blended Asset Series II	18,786	230,877
Defensive Series	1,010	10,030
Tax Managed Series	0	0
Maximum Horizon Series	390	4,209
TOTAL	41,392	469,234

</TABLE>

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## 12. Calculation of Registration Fees

- (i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item 10):

26,041,526

- (ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable):

+ 469,234

- (iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable)

(6,337,140)

- (iv) Aggregate price of shares redeemed or repurchased and previously applied as a reduction to filing fees pursuant to rule 24e-2 (if applicable):

+ 0

- (v) Net aggregate price of securities sold and issued during the fiscal year

in reliance on rule 24f-2[ line (i), plus line (ii), less line (iii), plus line (iv)] (if applicable)

20,173,620

(vi) Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6):

x 1/3300

(vii) Fee due [line (i) or line (v) multiplied by line (vii)]:

\$6,113.00

13. Check box if fees are being remitted to the Commission's lockbox depository as described in section 3a of the Commission's Rules of Informal and Other Procedures (17 CFR 202.3a).

[X]

Date of mailing or wire transfer of filing fees to the Commission's lockbox depository: 12/27/96

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#### SIGNATURES

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By /s/Sandie Thomas  
Sandie Thomas, Compliance Administrator

Date: December 27, 1996

2000 One Logan Square  
Philadelphia, PA 19103-5993

MORGAN, LEWIS  
& BOCKIUS LLP

215-953-5000

C O U N S E L O R S   A T   L A W

December 24, 1996

Manning & Napier Fund, Inc.  
1100 Chase Square  
Rochester, New York 14604

Re:           Rule 24f-2 Notice for Manning & Napier  
              Fund, Inc. (File No. 2-92633)

Gentlemen:

Manning & Napier Fund, Inc. (the "Fund") is a corporation organized under the laws of the State of Maryland with its principal place of business in Rochester, New York. The Fund is an open-end management investment company with diversified and non-diversified portfolios registered with the Securities and Exchange Commission (the "Commission") under the Investment Company Act of 1940, as amended (the "1940 Act"). Some of the portfolios have calendar fiscal years and others have fiscal years ending October 31. This opinion relates to shares of common stock, par value \$.01 per share, sold by certain portfolios of the Fund in reliance upon Rule 24f-2 during their fiscal years ended October 31, 1996 (the "October 31 portfolios"), the registration of which is made definite by the filing of the attached Notice.

We have reviewed all proceedings taken by the Fund in connection with the authorization of issuance of the shares of common stock of the October 31 portfolios, par value \$.01 per share, which have been offered under a Prospectus or Prospectuses included as part of the Fund's Registration Statement on Form N-1A, as amended to the date hereof, which has been filed with the Commission under the Securities Act of 1933 and the 1940 Act (collectively, the "Registration Statement").

We are of the opinion that such shares of common stock, when sold and issued in return for the payment described in the Fund's Registration Statement, were legally issued, fully paid and non-assessable by the Fund.

Very truly yours,

/s/Morgan, Lewis & Bockius LLP  
Morgan, Lewis & Bockius LLP

cc: Barbara Lapple