

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

SCUDDER INTERNATIONAL FUND INC

CIK: **88053** | IRS No.: **132827803** | Fiscal Year End: **0331**
Type: **24F-2NT** | Act: **33** | File No.: **002-14400** | Film No.: **96688096**

Business Address
345 PARK AVE
NEW YORK NY 10154
2123266200

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

FORM 24F-2
Annual Notice of Securities Sold

Pursuant to Rule 24f-2

<TABLE>

<S> <C>
1. Name and address of issuer:
Scudder International Fund, Inc.
345 Park Avenue
New York, NY 10154

2. Name of each series or class of funds for which this notice is filed:
Scudder Latin America Fund
Scudder Pacific Opportunities Fund
Scudder Greater Europe Growth Fund
Scudder Emerging Markets Growth Fund

3. Investment Company Act File Number:
811-642
Securities Act File Number:
2-14400

4. Last day of fiscal year for which this notice is filed:
10-31-96

5. Check box if this notice is being filed more than 180 days after the close of the 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:

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

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:
Number: 0
Amount: \$0

8. Number and amount of securities registered during the fiscal year other than pursuant to Rule 24f-2:
Number: 4,953,494

Amount: \$79,645,434

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

Number: 40,156,017

Aggregate Sale Price: \$645,507,599

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

Number: 37,658,732

Aggregate Sale Price: \$600,762,674

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):

Number: 436,260

Aggregate Sale Price: \$7,090,478

12. Calculation of registration fee:

(i)	Aggregate sale price of securities sold during the fiscal year in reliance on Rule 24f-2 (from Item 10):	\$600,762,674
(ii)	Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable):	+\$7,090,478
(iii)	Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable):	-\$607,853,152
(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):	\$0
(vi)	Multiplier prescribed by Section 6(b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6):	x1/3300
(vii)	Fee due (line (i) or line (v) multiplied by line (vi)):	\$0

Instruction: Issuers should complete lines (ii), (iii), (iv), and (v) only if the form is being filed within 60 days after the close of the issuer's fiscal year. See Instruction C.3.

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). []

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

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 (Signature and Title)*: /s/Thomas F. McDonough

 Thomas F. McDonough, Secretary

Date: 12/30/96

*Please print the name and title of the signing officer below the signature.
</TABLE>

OBER | KALER
A Professional Corporation

Ober, Kaler, Grimes & Shriver
Attorneys at Law

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1401 H Street, NW
Washington, DC 20005-3324
202-408-8400 FAX 202-408-0640

December 27, 1996

Scudder International Fund, Inc.
345 Park Avenue
New York, New York 10154

Re: Rule 24f-2 Notice

Gentlemen:

Scudder International Fund, Inc. ("Scudder") is a corporation organized under the laws of the State of Maryland on June 23, 1975, having its principal place of business in New York, New York. Scudder has five authorized series of stock, the International Fund series, the Pacific Opportunities Fund series, the Latin America Fund series, the Greater Europe Growth Fund series, and the Emerging Markets Growth Fund series. The Pacific Opportunities Fund series consists of one hundred million (100,000,000) authorized shares of capital stock, with a par value of One Cent (\$0.01) per share. The Latin America Fund series consists of one hundred million (100,000,000) authorized shares of capital stock with a par value of One Cent (\$0.01) per share. The Greater Europe Growth Fund series consists of one hundred million (100,000,000) authorized shares of capital stock, with a par value of One Cent (\$0.01) per share. The Emerging Markets Growth Fund series consists of one hundred million (100,000,000) authorized shares of capital stock, with a par value of One Cent (\$0.01) per share. The Pacific Opportunities Fund, Latin America Fund, the Greater Europe Growth Fund and Emerging Markets Growth Fund are hereinafter sometimes individually referred to as a "Fund" and collectively referred to as the "Funds."

We understand that, pursuant to Rule 24f-2 under the Investment Company

Act of 1940, Scudder registered an indefinite number of shares of its capital stock,

December 27, 1996

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effective December 1, 1980. We further understand that, pursuant to the provisions of Rule 24f-2, you are about to file with the Securities and Exchange Commission a notice making definite the registration of 37,658,732 shares of capital stock of the Funds (the "Shares") sold in reliance upon Rule 24f-2 during the Funds' fiscal year ended October 31, 1996.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of the Charter, By-Laws, as amended, and records of corporate proceedings of Scudder, and such affidavits and advices from officers of Scudder or from public officials, as we have deemed necessary or appropriate for the purpose of this opinion.

We are of the opinion that all of the Shares were legally and validly issued, and are fully paid and non-assessable. The opinion expressed in the preceding sentence is based upon the assumptions that the consideration received by Scudder for each such Share was in cash and in an amount not less than the net asset value per share of the Fund to which such Share relates, determined in accordance with the Charter, Bylaws and policies of the Board of Directors, and at all times the net asset value per share of each of the Funds was not less than One Cent (\$0.01).

We express no opinion as to compliance with the Securities Act of 1933, the Investment Company Act of 1940 or the securities laws of any state with respect to the issuance of the Shares.

We consent to your filing this opinion with the Securities and Exchange Commission in connection with the Rule 24f-2 Notice which you are about to file pursuant to the Investment Company Act of 1940.

Sincerely,

/s/Ober, Kaler, Grimes & Shriver
a Professional Corporation

GWW/TSS