

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

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

Filing Date: **1994-09-22** | Period of Report: **1994-07-31**
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FILER

MERRILL LYNCH PHOENIX FUND INC

CIK: **701960** | IRS No.: **133114958** | State of Incorporation: **NJ** | Fiscal Year End: **0731**
Type: **24F-2NT** | Act: **33** | File No.: **002-77068** | Film No.: **94549872**

Business Address
P O BOX 9011
PRINCETON NJ 08543
6092823319

September 22, 1994

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Rule 24f-2 Notice for
Merrill Lynch Phoenix Fund, Inc.
File No. 811-3450

Dear Sirs:

In accordance with the provisions of Rule 24f-2 under the Investment Company Act of 1940, Merrill Lynch Phoenix Fund, Inc. (the "Fund") hereby files its Rule 24f-2 Notice (the "Notice").

1. The Notice is being filed for the fiscal year of the Fund ended July 31, 1994 (the "Fiscal Year").
2. No shares of common stock of the Fund which had been registered under the Securities Act of 1933 (the "Securities Act") other than pursuant to Rule 24f-2 remained unsold at the beginning of the Fiscal Year.
3. No shares of common stock were registered under the Securities Act during the Fiscal Year other than pursuant to Rule 24f-2.
4. 21,450,204 shares of common stock were sold during the Fiscal Year.*
5. 21,450,204 shares of common stock were sold during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2. Attached to the Notice is an opinion of Brown & Wood, counsel for the Fund, indicating that the securities the registration of which this Notice makes definite in number were

legally issued, fully paid and non-assessable.

*Of this amount 6,,651,189 Class A shares were sold at an aggregate price of \$90,076,079 and 14,779,015 Class B shares were sold at an aggregate price of \$196,220,427. The aggregate sale price for all shares of common stock sold during the Fiscal Year was \$286,296,506. See paragraph 6 for the calculation of the aggregate sale price of shares sold in reliance upon Rule 24f-2.

6. In accordance with Paragraph (c) of Rule 24f-2, the fee of \$62,654.05 has been wired. Such fee, which relates to the 21,450,204 shares of common stock referred to in Paragraph 5, is based upon the aggregate sale price for which such securities were sold during the Fiscal Year, reduced by the actual aggregate redemption or repurchase price of shares of common stock redeemed or repurchased during the Fiscal Year. The Fund did not apply the redemption or repurchase price of any shares of common stock redeemed or repurchased during the Fiscal Year pursuant to Rule 24e-2(a) in filings made pursuant to Section 24(e)(1) of the Investment Company Act of 1940. The calculation of the amount on which the filing fee is based is as follows:

- (i) Maximum possible aggregate sale price for the 21,450,204 shares of common stock sold during the Fiscal Year in reliance upon registration pursuant to Rule 24f-2. (based upon maximum offering price of \$14.82.)

\$286,296,506

reduced by

- (ii) Actual aggregate redemption price for the 7,851,091 shares of common stock redeemed during the Fiscal Year.*

\$104,601,037

equals amount on which filing fee is based
\$181,695,469

Based upon the above calculation, \$62,654.05 is payable with respect to the registration of 21,450,204 shares of common stock of the Fund.

Please direct any questions relating to this filing to Robert Harris at P.O. Box 9011, Princeton, N.J. 08543-9011, or to Laurin Blumenthal Kleiman at Brown & Wood, One World Trade Center, New York, New York 10048, (212) 839-8525.

Very truly yours,

Merrill Lynch Phoenix Fund, Inc.

By /s/ Robert Harris

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(Robert Harris)

Secretary

*Of this amount 3,468,349 shares were Class A shares which were redeemed at an aggregate price of \$46,773,252 and 4,382,742 shares were Class B shares which were redeemed at an aggregate price of \$57,827,785.

BROWN & WOOD
One World Trade Center
New York, N.Y. 10048-0557
Telephone: 212-839-5300
Facsimile 212-839-5599

September 20, 1994

Merrill Lynch Phoenix Fund, Inc.
P.O. Box 9011
Princeton, New Jersey 08543-9011

Dear Sir or Madam:

This opinion is furnished in connection with the notice (the "Notice" to be filed by Merrill Lynch Phoenix Fund, Inc., a Maryland corporation (the "Fund"), with the Securities and Exchange Commission pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended. The Notice is being filed to make definite the registration under the Securities Act of 1933, as amended, of 21,450,204 shares of common stock, par value \$.10 per share, of the Fund (the "Shares") which were sold during the Fund's fiscal year ended July 31, 1994.

As counsel for the Fund, we are familiar with the proceedings taken by it in connection with the authorization, issuance and sale of the Shares. In addition, we have examined and are familiar with the Articles of Incorporation of the Fund, as amended, the By-Laws of the Fund and such other documents as we have deemed relevant to the matters referred to in this opinion.

Based upon the foregoing, we are of the opinion that the Shares were legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as an attachment to the Notice.

Very truly yours,