

SECURITIES AND EXCHANGE COMMISSION

FORM 497

Definitive materials filed under paragraph (a), (b), (c), (d), (e) or (f) of Securities Act Rule 497

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FILER

MERRILL LYNCH DEVELOPING CAPITAL MARKETS FUND INC

CIK: **849402** | State of Incorporation: **NJ** | Fiscal Year End: **0630**
Type: **497** | Act: **33** | File No.: **033-28248** | Film No.: **94500463**

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MERRILL LYNCH DEVELOPING CAPITAL MARKETS FUND, INC.

 SUPPLEMENT DATED JANUARY 5, 1994 TO
 PROSPECTUS DATED OCTOBER 28, 1993

The last full paragraph and related chart on page 19 of the Prospectus is replaced with the following:

Initial sales charges may be waived for shareholders purchasing \$1 million or more in a single transaction (other than a tax qualified retirement plan under Section 401 of the Internal Revenue Code of 1986, as amended (the "Code"), or deferred compensation plan under Section 403(b) and Section 457 of the Code), or a purchase by a TMASM Managed Trust, of shares of the Fund. In addition, purchases of shares of the Fund made in connection with a single investment of \$1 million or more under the Merrill Lynch Mutual Fund Adviser Program will not be subject to an initial sales charge. Purchases described in this paragraph will be subject to a contingent deferred sales charge if the shares are redeemed within one year after purchase at the following rates:

<TABLE>
 <CAPTION>

AMOUNT OF PURCHASE	CONTINGENT DEFERRED SALES CHARGE AS A PERCENTAGE OF DOLLAR AMOUNT SUBJECT TO CHARGE
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<S>	<C>
\$1 million up to \$2.5 million.....	1.00%
Over \$2.5 million up to \$3.5 million.....	0.60%
Over \$3.5 million up to \$5 million.....	0.40%
Over \$5 million.....	0.25%

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Code #10893S-2