

# SECURITIES AND EXCHANGE COMMISSION

## FORM 24F-2NT/A

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

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

#### **SMITH BARNEY WORLD FUNDS INC**

CIK: **873637** | IRS No.: **133610321** | State of Incorpor.: **MD** | Fiscal Year End: **1231**  
Type: **24F-2NT/A** | Act: **33** | File No.: **033-39564** | Film No.: **96687347**

Mailing Address  
388 GREENWICH ST  
NEW YORK NY 10013

Business Address  
1345 AVE OF THE AMERICAS  
NEW YORK NY 10105  
2126985344

December 26, 1996  
Smith Barney World Funds, Inc.  
388 Greenwich Street  
New York, N.Y. 10013

Re: Rule 24f-2 Notice

Gentlemen:

In connection with the filing by Smith Barney World Funds, Inc., a Maryland Corporation (the "Fund"), of a Notice (the "Notice"), pursuant to Rule 24f-2 under the Investment Company Act of 1940, as amended (the "Act"), for the Fund's fiscal year ended October 31, 1996, the undersigned hereby provides the legal opinion required by that Rule.

In accordance with Rule 24f-2, the Fund has registered an indefinite number of shares of common stock, \$0.001 par value, under the Securities Act of 1933, as amended (the "1933 Act"). The purpose of the Notice is to make definite the registration of 62,978,874 shares of the Fund (the "Shares") sold in reliance upon the Rule during the fiscal year ended October 31, 1996.

The undersigned is Associate General Counsel of Smith Barney Mutual Funds Management Inc., the Fund's administrator, and in such capacity, from time to time and for certain purposes, acts as counsel to the Fund. She has examined copies of the Fund's Articles of Incorporation, its By-Laws, resolutions adopted by its Directors, and such other records and documents as have been deemed necessary for purposes of this opinion. Furthermore, she has examined a Certificate of the Controller of the Fund to the effect that the Fund received the cash consideration for each of the Shares in accordance with the aforementioned organizational documents and resolutions.

On the basis of the foregoing, and assuming all of the Shares were sold in accordance with the terms of the Fund's Prospectus in effect at the time of sale, she is of the opinion that the Shares have been duly authorized and validly issued and are fully paid and non-assessable. This opinion is for the limited purposes expressed above and should not be deemed to be an expression of opinion as to compliance with the 1933

Act, the 1940 Act or applicable State "blue sky" laws in connection with the sales of the Shares.

yours,

Very truly

Nancy Le Donne  
Associate  
General Counsel  
Smith Barney

Mutual Funds  
Management Inc.

CERTIFICATE

The undersigned, Controller of SMITH BARNEY WORLD FUNDS, INC. (the "Fund"), hereby certifies that the Fund has received full payment, in accordance with the provisions of its Prospectus, for 62,978,874 shares of common stock, par value \$0.001 per share, the sales of which are reported in the Fund's Rule 24f-2 Notice covering the fiscal year ended October 31, 1996 and that the facts otherwise stated in such Notice are true.

Irving P. David  
Controller

Dated: December 10, 1996

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

FORM 24F-2  
Annual Notice of Securities  
Sold Pursuant to Rule  
24f2

1. Name and address of issuer:  
Smith Barney World Funds, Inc.  
388 Greenwich Street  
New York, N.Y. 10013
2. Name of each series or class of funds  
for which this notice is filed:  
European Portfolio-Class A, B & C shares  
Pacific Portfolio-Class A, B & C shares  
International Balanced Portfolio-Class A, B, C &  
Y shares  
International Equity Portfolio-Class A, B, C, Y &  
Z shares  
Global Government Bond Portfolio-Class A, B, C &  
Y shares  
Emerging Markets Portfolio-Class A, B & C shares
3. Investment Company Act File Number:  
811-6290  
Securities Act File Number:  
33-39564
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 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:  
N/A  
[ ]

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

N/A

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 24f2 in a prior fiscal year, but which remained unsold at the beginning of the fiscal year:

0 SHARES \$0

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

202,925 SHARES  
\$2,522,728.25

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

62,978,874 SHARES  
\$1,091,012,070

10 Number and aggregate sale price of securities sold . during the fiscal year in reliance upon registration

pursuant to rule 24f-2:

European Portfolio

2,260,819

SHARES

\$35,932,358

Emerging Markets Portfolio

1,053,732

SHARES

\$20,133,650

Global Government Bond Portfolio

2,391,260

SHARES

\$24,948,998

International Equity Portfolio

57,712,844

SHARES

\$956,756,721

International Balanced Portfolio

1,742,459

SHARES

\$23,379,925

Pacific Portfolio

2,614,835

SHARES

\$27,337,670

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):

INCLUDED IN ITEM 9

12 Calculation of registration fee for European Portfolio: a. (i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item 10):

\$ 35,932,358

(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable):  
+ 0

(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): - 35,932,358

(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): x\_1/2900\_\_\_\_\_

(vii) Fee due [line (i) or line (v) multiplied by  
line (vi)]:  
\_\_0  
\_\_\_\_\_

12 Calculation of registration fee for Emerging  
Markets b. Portfolio:

(i) Aggregate sale price of securities sold  
during  
the fiscal year  
in reliance on rule 24f-2 (from Item  
10):  
\$ \_20,133,650\_\_\_\_\_

(ii) Aggregate price of shares issued in  
connection  
with dividend  
reinvestment plans (from Item  
11, if applicable):  
+ \_0\_\_\_\_\_

(iii) Aggregate price of shares redeemed or  
repurchased  
during the fiscal  
year (if  
applicable): - \_\_11,661,068\_\_\_\_\_

(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):

\_\_8,472,582\_\_\_\_\_

(vi) Multiplier prescribed by Section 6 (b) of the Securities

Act of 1933 or other applicable law or regulation (see

Instruction

C.6): x\_1/2900\_\_\_\_\_

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

\_\_2,921.58  
\_\_\_\_\_

12 Calculation of registration fee for Global Government c. Bond Portfolio:

(i) Aggregate sale price of securities sold during

the fiscal year in reliance on rule 24f-2 (from

Item 10):

\$\_24,948,998\_\_\_\_\_

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

+\_0\_\_\_\_\_

(iii) Aggregate price of shares redeemed or repurchased during the fiscal

year (if applicable): -\_\_24,948,998\_\_\_\_\_

(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): x\_1/2900 \_\_\_\_\_

(vii) Fee due [line (i) or line (v) multiplied by  
line (vi)]:  
\_\_0 \_\_\_\_\_

12 Calculation of registration fee for  
International Equity d. Portfolio:

(i) Aggregate sale price of securities  
sold  
during  
the fiscal year  
in reliance on rule 24f-2 (from  
Item  
10):  
\$ \_956,756,721 \_\_\_\_\_

(ii) Aggregate price of shares issued in  
connection  
with dividend  
reinvestment plans (from Item  
11, if applicable):  
+ 0 \_\_\_\_\_

(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): -\_\_823,699,952\_\_\_\_\_

(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): \_\_133,056,769\_\_\_\_\_

(vi) Multiplier prescribed by Section 6 (b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6): x\_1/2900\_\_\_\_\_

(vii) Fee due [line (i) or line (v) multiplied by line (vi)]: \_\_45,881.64\_\_\_\_\_

12 Calculation of registration fee for International e. Balanced Portfolio:

(i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item 10): \$\_23,379,925\_\_\_\_\_

(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable):  
+ 0 \_\_\_\_\_

(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): - 6,997,464 \_\_\_\_\_

(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):  
\_ 16,382,461 \_\_\_\_\_

(vi) Multiplier prescribed by Section 6 (b) of the Securities Act of 1933 or other applicable law or regulation (see Instruction C.6): x 1/2900 \_\_\_\_\_

(vii) Fee due [line (i) or line (v) multiplied by line (vi)]:  
\_ 5,649.12 \_\_\_\_\_

12 Calculation of registration fee for Pacific Portfolio: f. (i) Aggregate sale price of securities sold during the fiscal year in reliance on rule 24f-2 (from Item

10):  
\$ 27,337,690 \_\_\_\_\_

(ii) Aggregate price of shares issued in connection with dividend reinvestment plans (from Item 11, if applicable):  
+ 0 \_\_\_\_\_

(iii) Aggregate price of shares redeemed or repurchased during the fiscal year (if applicable): - 25,526,221 \_\_\_\_\_

(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):  
\_1,811,469 \_\_\_\_\_

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

C.6): x 1/2900 \_\_\_\_\_

(vii) Fee due [line (i) or line (v) multiplied by line (vi)]:  
\_624.64 \_\_\_\_\_

In Issuers should complete lines (ii), (iii), (iv), and (v) st only if the form is being filed within 60 days after the ru close of the issuer's fiscal year.

See Instruction C.3. ct  
io  
n:

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:  
12/26/96

#### 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)\*

Irving P. David - Controller  
Date 12/26/96

\*Please print the name and title of the  
signing officer

below the signature.

