

SECURITIES AND EXCHANGE COMMISSION

FORM 497

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FILER

DREYFUS INTERNATIONAL EQUITY FUND INC

CIK: **897469** | IRS No.: **133718039** | State of Incorpor.: **MD** | Fiscal Year End: **0531**
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Mailing Address
*DREYFUS CORP
200 PARK AVENUE
NEW YORK NY 10166*

Business Address
*144 GLENN CURTISS BLVD
C/O DREYFUS
CORPORATION
UNIONDALE NY 11556-0144
2129226000*

August 24, 1994

DREYFUS INTERNATIONAL EQUITY FUND, INC.
SUPPLEMENT TO PROSPECTUS DATED AUGUST 22, 1994

THE FOLLOWING ANTICIPATED CHANGES HAVE OCCURRED:

I. CONSUMMATION OF THE MERGER

THE FOLLOWING INFORMATION SUPPLEMENTS AND SUPERSEDES ANY CONTRARY INFORMATION CONTAINED IN THE FUND'S PROSPECTUS.

On this date, the previously announced merger between The Dreyfus Corporation ("Dreyfus") and a subsidiary of Mellon Bank Corporation ("Mellon") was completed, and as a result, Dreyfus now is a wholly-owned subsidiary of Mellon Bank, N.A. instead of a publicly-owned corporation.

Mellon is a publicly owned multibank holding company incorporated under Pennsylvania law in 1971 and registered under the Federal Bank Holding Company Act of 1956, as amended. Mellon provides a comprehensive range of financial products and services in domestic and selected international markets. Mellon is among the twenty-five largest bank holding companies in the United States based on total assets. Mellon's principal wholly-owned subsidiaries are Mellon Bank, N.A., Mellon Bank (DE) National Association, Mellon Bank (MD), The Boston Company, Inc., AFCO Credit Corporation and a number of companies known as Mellon Financial Services Corporations. Through its subsidiaries, Mellon managed more than \$130 billion in assets as of July 31, 1994, including approximately \$6 billion in mutual fund assets. As of July 30, 1994, various subsidiaries of Mellon provided non-investment services, such as custodial or administration services, for approximately \$747 billion in assets, including approximately \$97 billion in mutual fund assets.

II. NEW DISTRIBUTOR

THE FOLLOWING INFORMATION SUPERSEDES AND REPLACES ANY CONTRARY INFORMATION CONTAINED IN THE FUND'S PROSPECTUS AND SPECIFICALLY IN THE SECTION ENTITLED "HOW TO BUY FUND SHARES."

The Fund's distributor is Premier Mutual Fund Services, Inc. (the "Distributor"), located at One Exchange Place, Boston, Massachusetts 02109. The Distributor is a wholly-owned subsidiary of Institutional Administration Services, Inc., a provider of mutual fund administration services, the parent company of which is Boston Institutional Group, Inc.

Accordingly, references in the Prospectus to Dreyfus Service Corporation as the Fund's distributor should be substituted with Premier Mutual Fund Services, Inc.

THE FOLLOWING INFORMATION SUPERSEDES AND REPLACES THE INFORMATION IN THE FIRST PARAGRAPH CONTAINED IN THE SECTION IN THE FUND'S PROSPECTUS ENTITLED "DISTRIBUTION PLAN AND SHAREHOLDER PLAN __ DISTRIBUTION PLAN."

Under the Distribution Plan, adopted pursuant to Rule 12b-1 under the Investment Company Act of 1940, the Fund (a) reimburses the Distributor for payments to certain Service Agents for distributing the Fund's shares and (b) pays The Dreyfus Corporation, Dreyfus Service Corporation and any affiliate of either of them for advertising and marketing relating to the Fund, at an aggregate annual rate of .50 of 1% of the value of the Fund's average daily net assets. The Distributor may pay one or more Service

Agents in respect of distribution services. The Distributor determines the amounts, if any, to be paid to Service Agents under the Distribution Plan and the basis on which such payments are made. The fees payable under the Distribution Plan are payable without regard to actual expenses incurred.

(CONTINUED ON REVERSE SIDE)

III. RESULTS OF FUND SHAREHOLDER VOTE

THE FOLLOWING INFORMATION SUPPLEMENTS AND SUPERSEDES ANY CONTRARY INFORMATION CONTAINED IN THE FUND'S PROSPECTUS.

On August 2, 1994, the Fund's shareholders voted to approve (i) a new investment advisory agreement with Dreyfus, (ii) a new Distribution Plan, and (iii) a new sub-investment advisory agreement between Dreyfus and M&G Investment Management Limited, each of which became effective upon consummation of the merger between Dreyfus and a subsidiary of Mellon.

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