

SECURITIES AND EXCHANGE COMMISSION

FORM SC TO-C

Written communication relating to an issuer or third party tender offer

Filing Date: **2010-06-01**  
SEC Accession No. **0001104659-10-031822**

([HTML Version](#) on [secdatabase.com](#))

**SUBJECT COMPANY**

<b>WESTERN ASSET VARIABLE RATE STRATEGIC FUND INC.</b> CIK: <b>1299393</b>   IRS No.: <b>510522808</b>   Fiscal Year End: <b>0930</b> Type: <b>SC TO-C</b>   Act: <b>34</b>   File No.: <b>005-82381</b>   Film No.: <b>10870468</b>	Mailing Address <i>125 BROAD STREET NEW YORK NY 10004</i>	Business Address <i>125 BROAD STREET NEW YORK NY 10004 888-777-0102</i>
--	--	--

**FILED BY**

<b>WESTERN ASSET VARIABLE RATE STRATEGIC FUND INC.</b> CIK: <b>1299393</b>   IRS No.: <b>510522808</b>   Fiscal Year End: <b>0930</b> Type: <b>SC TO-C</b>	Mailing Address <i>125 BROAD STREET NEW YORK NY 10004</i>	Business Address <i>125 BROAD STREET NEW YORK NY 10004 888-777-0102</i>
--	--	--

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

---

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1) of the Securities  
Exchange Act of 1934**

(Amendment No. )

---

**WESTERN ASSET VARIABLE RATE STRATEGIC FUND INC.**

(Name of Subject Company (issuer))

**WESTERN ASSET  
VARIABLE RATE STRATEGIC FUND INC.**

(Name of Filing Person (offeror))

**COMMON STOCK,  
\$0.001 PAR VALUE PER SHARE**

(Title of Class of Securities)

**957667108**

(CUSIP Number of Class of Securities)

**ROBERT I. FRENKEL  
SECRETARY  
WESTERN ASSET  
VARIABLE RATE STRATEGIC FUND INC.  
100 FIRST STAMFORD PLACE, 4TH FLOOR  
STAMFORD, CONNECTICUT 06902  
(203) 890-7041**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

---

**Copy to:**

**SARAH E. COGAN, ESQ.  
SIMPSON THACHER & BARTLETT LLP**

CALCULATION OF FILING FEE

TRANSACTION VALUATION

N/A

AMOUNT OF FILING FEE

N/A

- Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: N/A

Filing Party: N/A

Form or Registration No.: N/A

Date Filed: N/A

- Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

- third party tender offer subject to Rule 14d-1       going-private transaction subject to Rule 13e-3  
 issuer tender offer subject to Rule 13e-4       amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

**Items 1 – 11.**

Not applicable

**Item 12. Exhibits.**

Exhibit No.	Description
99.1	Text of press release issued on June 1, 2010.

**Item 13. Information Required by Schedule 13E-3.**

Not applicable.

**Western Asset Variable Rate Strategic Fund Inc.  
Announces Final Results of Tender Offer**

New York, NY, June 1, 2010 – Western Asset Variable Rate Strategic Fund Inc. (NYSE: GFY) (the “Fund”) announced today that, in accordance with its tender offer for up to 1,664,686 of its issued and outstanding shares of common stock, which expired on May 24, 2010, the Fund has accepted that number of shares today for payment at \$15.87 per share. These shares represent approximately 20% of the Fund’s outstanding shares.

A total of 4,690,964 were properly tendered and not withdrawn by May 24, 2010, the final date for withdrawals. Because the number of shares tendered exceeds 1,664,686 shares, the tender offer has been oversubscribed. Therefore, in accordance with the terms and conditions specified in the tender offer, the Fund will purchase shares from all tendering stockholders on a pro rata basis, disregarding fractions. Accordingly, on a pro rata basis, 35.487% of shares for each stockholder who properly tendered shares have been accepted for payment. The Fund transmitted payment to purchase the duly tendered and accepted shares on May 28, 2010.

The Fund is a non-diversified closed-end management investment company traded on the New York Stock Exchange under the symbol “GFY.” It is advised by Legg Mason Partners Fund Advisor, LLC, a wholly owned subsidiary of Legg Mason, Inc., and is sub-advised by Western Asset Management Company, Western Asset Management Company Limited and Western Asset Management Company Pte. Ltd. in Singapore, affiliates of the adviser.

Periodically updated information on the Fund can be obtained by calling the Fund’s Investor Relations group. Information provided includes a recorded update of the Fund’s net asset value, market price and other information. You may contact the Fund at 1-888-777-0102 for additional information, or consult the Fund’s web site at [www.leggmason.com/cef](http://www.leggmason.com/cef).

All data and commentary provided in this press release are for informational purposes only. Legg Mason and its affiliates do not engage in selling shares of the Fund.

THIS PRESS RELEASE MAY CONTAIN STATEMENTS REGARDING PLANS AND EXPECTATIONS FOR THE FUTURE THAT CONSTITUTE FORWARD-LOOKING STATEMENTS WITHIN THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. ALL STATEMENTS OTHER THAN STATEMENTS OF HISTORICAL FACT ARE FORWARD-LOOKING AND CAN BE IDENTIFIED BY THE USE OF WORDS SUCH AS “MAY,” “WILL,” “EXPECT,” “ANTICIPATE,” “ESTIMATE,” “BELIEVE,” “CONTINUE” OR OTHER SIMILAR WORDS. SUCH FORWARD-LOOKING STATEMENTS ARE

---

BASED ON THE FUND’S CURRENT PLANS AND EXPECTATIONS, AND ARE SUBJECT TO RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE DESCRIBED IN THE FORWARD-LOOKING STATEMENTS. ADDITIONAL INFORMATION CONCERNING SUCH RISKS AND UNCERTAINTIES ARE CONTAINED IN THE FUND’S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION.

Brenda Grandell, Director, Closed-End Funds, Legg Mason & Co., LLC, 212-857-8087

---