

Edgar Filing: SunAmerica Focused Alpha Large-Cap Fund, Inc. - Form SC 13D/A

SunAmerica Focused Alpha Large-Cap Fund, Inc.

Form SC 13D/A

January 19, 2010

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT

1/8/2010

1. NAME OF REPORTING PERSON

Bulldog Investors, Phillip Goldstein and Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) AND 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

1,552,387

8. SHARED VOTING POWER

14,880

9. SOLE DISPOSITIVE POWER

1,567,267

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,567,267

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

16.23%

14. TYPE OF REPORTING PERSON

IA

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #3 to the schedule 13d filed Nov 5, 2009. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATIONS

Shares of the Issuer have been accumulated on behalf of managed accounts.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the Form N-CSRS filed on September 3, 2009 there were 9,655,236 shares of common stock outstanding as of June 30, 2009. The percentage set forth in item 5 was derived using such number. Bulldog Investors, Phillip Goldstein and Andrew Dakos beneficially own an aggregate of 1,567,267 shares of FGI or 16.23% of the outstanding shares. Power to dispose of and vote securities resides either with Mr. Goldstein, Mr. Dakos or with clients.

c) Since the last filing ON 12/3/09 the following shares of FGI were purchased:

Date:	Shares:	Price:
12/08/09	900	12.9500
12/09/09	500	12.8800
12/10/09	20,963	13.0373
12/11/09	20,000	13.1009
12/15/09	1,754	13.2458
12/16/09	200	13.3050
12/23/09	10,100	13.4000
12/28/09	6,000	13.4967
12/28/09	5,000	13.5300
12/29/09	5,000	13.5400
12/30/09	100	13.4500
12/30/09	200	13.4600
01/05/10	2,500	13.7892
01/05/10	1,000	13.8000
01/06/10	3,200	13.8974
01/07/10	4,800	13.9000
01/08/10	15,245	13.8593
01/11/10	30,000	13.9143
01/12/10	6,000	13.8206
01/13/10	10,235	13.8358
01/14/10	4,333	13.8651
01/15/10	900	13.7300

d) Beneficiaries of managed accounts are entitled to receive any dividends or sales proceeds.

e) NA

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

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ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 1/19/2009

By: /s/ Phillip Goldstein

Name: Phillip Goldstein

By: /S/ Andrew Dakos

Name: Andrew Dakos

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