

LIBERTY ALL STAR GROWTH FUND INC.

Form SC 13D/A

March 08, 2010

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
2/25/2010

1. NAME OF REPORTING PERSON

Bulldog Investors, Brooklyn Capital Management LLC., 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)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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7. SOLE VOTING POWER

1,809,127

8. SHARED VOTING POWER

781,314

9. SOLE DISPOSITIVE POWER

2,590,641

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10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

2,590,641

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.61%

14. TYPE OF REPORTING PERSON

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IA

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## Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #1 to the schedule 13d filed February 19, 2010. Except as specifically set forth herein, the Schedule 13d remains unmodified.

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the Form N-Q filed on November 23, 2009 there were 30,080,350 shares of common stock outstanding as of 09/30/09. The percentage set forth in item 5 was derived using such number. Bulldog Investors, Brooklyn Capital Management LLC., Phillip Goldstein and Andrew Dakos beneficially own an aggregate of 2,590,641 shares of ASG or 8.61% 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 2/19/10 the following shares of ASG were purchased:

| Date:   | Shares: | Price: |
|---------|---------|--------|
| 2/19/10 | 89,492  | 3.4837 |
| 2/19/10 | 31,508  | 3.4837 |
| 2/22/10 | 36,544  | 3.5036 |
| 2/22/10 | 12,866  | 3.5036 |
| 2/23/10 | 10,000  | 3.4700 |
| 2/23/10 | 5,900   | 3.4830 |
| 2/23/10 | 10,000  | 3.4600 |
| 2/23/10 | 10,000  | 3.4900 |
| 2/24/10 | 61,751  | 3.4496 |
| 2/24/10 | 21,741  | 3.4496 |
| 2/25/10 | 20,755  | 3.4195 |
| 2/25/10 | 7,307   | 3.4195 |
| 2/26/10 | 47,351  | 3.4572 |
| 2/26/10 | 16,600  | 3.4572 |
| 3/01/10 | 9,041   | 3.4900 |
| 3/01/10 | 3,183   | 3.4900 |
| 3/02/10 | 38,601  | 3.5163 |
| 3/02/10 | 13,590  | 3.5163 |
| 3/03/10 | 18,470  | 3.5498 |
| 3/03/10 | 51,444  | 3.5498 |
| 3/05/10 | 35,949  | 3.5902 |
| 3/05/10 | 12,907  | 3.5900 |

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.

## ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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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: 03/08/2010

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos