

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

SunAmerica Focused Alpha Large-Cap Fund, Inc.

Form SC 13D/A

February 22, 2010

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
2/12/2010

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)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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7. SOLE VOTING POWER

1,685,825

8. SHARED VOTING POWER

14,880

9. SOLE DISPOSITIVE POWER

1,700,705

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10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,700,705

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

17.61%

14. TYPE OF REPORTING PERSON

IA

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## Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #4 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 1,700,705 shares of FGI or 17.61% 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 1/19/10 the following shares of FGI were purchased:

Date:	Shares:	Price:
01/20/10	5,536	13.8377
01/21/10	21,500	13.6944
01/26/10	300	13.2900
01/28/10	5,125	13.2500
01/28/10	1,875	13.2500
02/02/10	5,417	13.4239
02/02/10	1,983	13.4239
02/05/10	18,302	13.1224
02/05/10	6,698	13.1224
02/08/10	1,614	13.1200
02/08/10	590	13.1200
02/09/10	4,623	13.2068
02/10/10	24,000	13.1482
02/11/10	35,875	13.1830

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

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.

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Dated: 2/22/2010

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos

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