

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

SunAmerica Focused Alpha Large-Cap Fund, Inc.

Form SC 13D/A

December 03, 2009

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT

11/27/2009

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

1,407,409

8. SHARED VOTING POWER

8,680

9. SOLE DISPOSITIVE POWER

1,416,089

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,416,089

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

14.67%

14. TYPE OF REPORTING PERSON

IA

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #2 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 1,416,089 shares of FGI or 14.67% 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 the following shares of FGI were purchased:

| Date: | Shares: | Price: |
|----------|---------|-----------|
| 11/16/09 | 1,718 | \$13.2122 |
| 11/18/09 | 1,250 | \$13.2100 |
| 11/19/09 | 3,606 | \$13.1105 |
| 11/20/09 | 15,000 | \$13.0583 |
| 11/20/09 | 2,000 | \$13.0800 |
| 11/23/09 | 39,100 | \$13.2073 |
| 11/24/09 | 22,025 | \$13.2100 |
| 11/25/09 | 4,900 | \$13.2614 |
| 11/27/09 | 1,150 | \$13.0800 |
| 11/27/09 | 5,000 | \$13.1000 |
| 11/27/09 | 1,280 | \$13.0900 |
| 11/30/09 | 25,000 | \$13.0958 |
| 12/01/09 | 600 | \$13.3067 |
| 12/02/09 | 1,400 | \$13.3343 |

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.

Dated: 12/3/2009

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By: /s/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos
Name: Andrew Dakos

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