

LIBERTY ALL STAR GROWTH FUND INC.

Form N-Q

November 26, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED

MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-04537

LIBERTY ALL-STAR GROWTH FUND, INC.

(Exact name of registrant as specified in charter)

1290 Broadway, Suite 1100, Denver, Colorado 80203

(Address of principal executive offices) (Zip code)

Erin Nelson

ALPS Fund Services, Inc.

1290 Broadway, Suite 1100

Denver, Colorado 80203

(Name and address of agent for service)

Registrant's telephone number, including area code: (303) 623-2577

Date of fiscal year end: December 31

Date of reporting period: July 1 - September 30, 2013

Item 1 Schedule of Investments.

| | SHARES | MARKET VALUE |
|--|--------|--------------|
| COMMON STOCKS (97.85%) | | |
| CONSUMER DISCRETIONARY (16.69%) | | |
| Auto Components (0.54%) | | |
| BorgWarner, Inc. | 6,900 | \$ 699,591 |
| Automobiles (0.61%) | | |
| Tesla Motors, Inc. ^(a) | 1,300 | 251,446 |
| Thor Industries, Inc. | 9,413 | 546,331 |
| | | 797,777 |
| Distributors (1.04%) | | |
| LKQ Corp. ^(a) | 42,504 | 1,354,177 |
| Hotels, Restaurants & Leisure (3.29%) | | |
| Arcos Dorados Holdings, Inc., Class A | 66,500 | 788,025 |
| BJ's Restaurants, Inc. ^(a) | 15,057 | 432,437 |
| Chuy's Holdings, Inc. ^(a) | 9,018 | 323,656 |
| Starbucks Corp. | 26,600 | 2,047,402 |
| Wynn Resorts Ltd. | 4,500 | 711,045 |
| | | 4,302,565 |
| Internet & Catalog Retail (3.22%) | | |
| Amazon.com, Inc. ^(a) | 6,270 | 1,960,253 |
| priceline.com, Inc. ^(a) | 1,275 | 1,288,961 |
| RetailMeNot, Inc. ^(a) | 10,395 | 369,750 |
| Shutterfly, Inc. ^(a) | 10,488 | 586,070 |
| | | 4,205,034 |
| Leisure Equipment & Products (0.68%) | | |
| Polaris Industries, Inc. | 6,900 | 891,342 |
| Media (0.59%) | | |
| Discovery Communications, Inc., Class A ^(a) | 9,200 | 776,664 |
| Specialty Retail (3.50%) | | |
| CarMax, Inc. ^(a) | 8,150 | 395,031 |
| Dick's Sporting Goods, Inc. | 18,700 | 998,206 |
| DSW, Inc., Class A | 10,350 | 883,062 |
| Francesca's Holdings Corp. ^(a) | 43,099 | 803,365 |
| Tiffany & Co. | 13,345 | 1,022,494 |
| Ulta Salon, Cosmetics & Fragrance, Inc. ^(a) | 3,900 | 465,894 |

| | | |
|---|--------|-----------|
| | | 4,568,052 |
| Textiles, Apparel & Luxury Goods (3.22%) | | |
| Deckers Outdoor Corp. ^(a) | 16,143 | 1,064,147 |
| Fifth & Pacific Cos., Inc. ^(a) | 42,250 | 1,061,742 |
| Under Armour, Inc., Class A ^(a) | 26,165 | 2,078,809 |
| | | 4,204,698 |
| CONSUMER STAPLES (4.00%) | | |
| Beverages (0.61%) | | |
| Monster Beverage Corp. ^(a) | 15,200 | 794,200 |
| Food & Staples Retailing (2.13%) | | |
| Costco Wholesale Corp. | 8,450 | 972,764 |
| The Fresh Market, Inc. ^(a) | 21,014 | 994,172 |
| PriceSmart, Inc. | 8,604 | 819,445 |
| | | 2,786,381 |
| Food Products (1.26%) | | |
| The Hain Celestial Group, Inc. ^(a) | 13,450 | 1,037,264 |
| Mead Johnson Nutrition Co. | 8,250 | 612,645 |
| | | 1,649,909 |

| | SHARES | MARKET VALUE |
|---|--------|--------------|
| COMMON STOCKS (continued) | | |
| ENERGY (6.66%) | | |
| Energy Equipment & Services (6.66%) | | |
| Core Laboratories N.V. | 9,131 | \$ 1,545,056 |
| Dril-Quip, Inc. ^(a) | 17,540 | 2,012,715 |
| Forum Energy Technologies, Inc. ^(a) | 16,886 | 456,091 |
| Frank's International N.V. ^(a) | 15,530 | 464,813 |
| Geospace Technologies Corp. ^(a) | 5,400 | 455,220 |
| National-Oilwell Varco, Inc. | 9,000 | 702,990 |
| Oceaneering International, Inc. | 20,400 | 1,657,296 |
| Schlumberger Ltd. | 15,845 | 1,400,064 |
| | | 8,694,245 |
| FINANCIALS (11.62%) | | |
| Capital Markets (3.33%) | | |
| The Charles Schwab Corp. | 34,250 | 724,045 |
| Financial Engines, Inc. | 17,952 | 1,067,067 |
| FXCM, Inc., Class A | 41,168 | 813,068 |
| T. Rowe Price Group, Inc. | 12,400 | 891,932 |
| Virtus Investment Partners, Inc. ^(a) | 5,285 | 859,552 |
| | | 4,355,664 |
| Commercial Banks (1.42%) | | |
| Signature Bank ^(a) | 20,334 | 1,860,968 |
| Diversified Financial Services (1.16%) | | |
| MarketAxess Holdings, Inc. | 11,500 | 690,460 |
| Portfolio Recovery Associates, Inc. ^(a) | 13,656 | 818,540 |
| | | 1,509,000 |
| Insurance (2.51%) | | |
| ACE Ltd. | 26,400 | 2,469,984 |
| Greenlight Capital Re Ltd., Class A ^(a) | 28,614 | 813,782 |
| | | 3,283,766 |
| Real Estate Investment Trusts (1.31%) | | |
| American Tower Corp. | 23,000 | 1,704,990 |
| Real Estate Management & Development (1.24%) | | |
| FirstService Corp. | 27,895 | 1,083,442 |
| Zillow, Inc., Class A ^(a) | 6,349 | 535,665 |
| | | 1,619,107 |

Thriffs & Mortgage Finance (0.65%)

| | | |
|-----------------------------------|--------|---------|
| BofI Holding, Inc. ^(a) | 13,130 | 851,612 |
|-----------------------------------|--------|---------|

HEALTH CARE (11.73%)**Biotechnology (3.70%)**

| | | |
|---|--------|-----------|
| Ariad Pharmaceuticals, Inc. ^(a) | 20,650 | 379,960 |
| BioMarin Pharmaceutical, Inc. ^(a) | 24,205 | 1,748,085 |
| Celgene Corp. ^(a) | 7,400 | 1,139,082 |
| Ironwood Pharmaceuticals, Inc. ^(a) | 36,650 | 434,302 |
| Onconova Therapeutics, Inc. ^(a) | 18,417 | 487,498 |
| Puma Biotechnology, Inc. ^(a) | 12,095 | 649,018 |

4,837,945

Health Care Equipment & Supplies (1.76%)

| | | |
|---|--------|-----------|
| Intuitive Surgical, Inc. ^(a) | 3,200 | 1,204,064 |
| Masimo Corp. | 21,345 | 568,631 |
| Neogen Corp. ^(a) | 8,683 | 527,232 |

2,299,927

| | SHARES | MARKET VALUE |
|---|--------|--------------|
| COMMON STOCKS (continued) | | |
| Health Care Providers & Services (1.19%) | | |
| ExamWorks Group, Inc. ^(a) | 44,047 | \$ 1,144,782 |
| Premier, Inc. ^(a) | 12,710 | 402,907 |
| | | 1,547,689 |
| Health Care Technology (3.42%) | | |
| athenahealth, Inc. ^(a) | 17,083 | 1,854,530 |
| Cerner Corp. ^(a) | 49,630 | 2,608,057 |
| | | 4,462,587 |
| Life Sciences Tools & Services (0.34%) | | |
| Illumina, Inc. ^(a) | 5,450 | 440,523 |
| Pharmaceuticals (1.32%) | | |
| Allergan, Inc. | 11,450 | 1,035,652 |
| Zoetis, Inc. | 22,265 | 692,887 |
| | | 1,728,539 |
| INDUSTRIALS (16.34%) | | |
| Aerospace & Defense (2.96%) | | |
| B/E Aerospace, Inc. ^(a) | 14,300 | 1,055,626 |
| HEICO Corp. | 10,442 | 707,341 |
| Precision Castparts Corp. | 6,600 | 1,499,784 |
| TransDigm Group, Inc. | 4,326 | 600,016 |
| | | 3,862,767 |
| Air Freight & Logistics (0.56%) | | |
| Echo Global Logistics, Inc. ^(a) | 35,249 | 738,114 |
| Commercial Services & Supplies (1.94%) | | |
| The Advisory Board Co. ^(a) | 17,030 | 1,012,944 |
| Waste Connections, Inc. | 33,392 | 1,516,331 |
| | | 2,529,275 |
| Electrical Equipment (0.80%) | | |
| AMETEK, Inc. | 9,500 | 437,190 |
| Rockwell Automation, Inc. | 5,700 | 609,558 |
| | | 1,046,748 |
| Machinery (4.28%) | | |

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| | | |
|---|--------|-----------|
| AGCO Corp. | 10,550 | 637,431 |
| Cummins, Inc. | 6,350 | 843,724 |
| Graco, Inc. | 10,938 | 810,068 |
| Middleby Corp. ^(a) | 3,964 | 828,119 |
| Nordson Corp. | 8,300 | 611,129 |
| Rexnord Corp. ^(a) | 17,322 | 360,298 |
| WABCO Holdings, Inc. ^(a) | 10,050 | 846,813 |
| Wabtec Corp. | 10,450 | 656,992 |
| | | 5,594,574 |
| Professional Services (3.43%) | | |
| Huron Consulting Group, Inc. ^(a) | 13,068 | 687,508 |
| IHS, Inc., Class A ^(a) | 9,335 | 1,065,870 |
| Stantec, Inc. | 13,118 | 671,773 |
| Verisk Analytics, Inc., Class A ^(a) | 18,800 | 1,221,248 |
| WageWorks, Inc. ^(a) | 16,495 | 832,173 |
| | | 4,478,572 |
| Road & Rail (0.40%) | | |
| Landstar System, Inc. | 9,318 | 521,622 |
| Trading Companies & Distributors (1.97%) | | |
| Fastenal Co. | 36,420 | 1,830,105 |

| | SHARES | MARKET VALUE |
|---|--------|--------------|
| COMMON STOCKS (continued) | | |
| Trading Companies & Distributors (continued) | | |
| MSC Industrial Direct Co., Inc., Class A | 9,100 | \$ 740,285 |
| | | 2,570,390 |
| INFORMATION TECHNOLOGY (28.71%) | | |
| Communications Equipment (3.37%) | | |
| InterDigital, Inc. | 6,879 | 256,793 |
| Palo Alto Networks, Inc. ^(a) | 16,798 | 769,684 |
| Polycom, Inc. ^(a) | 44,001 | 480,491 |
| QUALCOMM, Inc. | 30,965 | 2,085,803 |
| ViaSat, Inc. ^(a) | 12,700 | 809,625 |
| | | 4,402,396 |
| Electronic Equipment & Instruments (1.58%) | | |
| FARO Technologies, Inc. ^(a) | 15,546 | 655,575 |
| FEI Co. | 7,800 | 684,840 |
| IPG Photonics Corp. | 12,780 | 719,642 |
| | | 2,060,057 |
| Internet Software & Services (7.62%) | | |
| Envestnet, Inc. ^(a) | 30,499 | 945,469 |
| Equinix, Inc. ^(a) | 6,885 | 1,264,430 |
| Google, Inc., Class A ^(a) | 2,125 | 1,861,309 |
| LinkedIn Corp., Class A ^(a) | 9,100 | 2,239,146 |
| Liquidity Services, Inc. ^(a) | 39,511 | 1,325,989 |
| NIC, Inc. | 20,082 | 464,095 |
| SPS Commerce, Inc. ^(a) | 10,765 | 720,394 |
| Stamps.com, Inc. ^(a) | 24,762 | 1,137,319 |
| | | 9,958,151 |
| IT Services (2.55%) | | |
| ServiceSource International, Inc. ^(a) | 58,790 | 710,183 |
| VeriFone Systems, Inc. ^(a) | 41,587 | 950,679 |
| Visa, Inc., Class A | 8,715 | 1,665,436 |
| | | 3,326,298 |
| Semiconductors & Semiconductor Equipment (2.61%) | | |
| ARM Holdings PLC ^(b) | 43,717 | 2,103,662 |
| Hittite Microwave Corp. ^(a) | 7,336 | 479,408 |
| NVIDIA Corp. | 52,750 | 820,790 |
| | | 3,403,860 |

Software (10.98%)

| | | |
|--|--------|------------|
| ANSYS, Inc. ^(a) | 14,627 | 1,265,528 |
| Concur Technologies, Inc. ^(a) | 6,496 | 717,808 |
| FleetMatics Group PLC ^(a) | 25,046 | 940,477 |
| NetSuite, Inc. ^(a) | 6,200 | 669,228 |
| RealPage, Inc. ^(a) | 43,603 | 1,009,845 |
| Salesforce.com, Inc. ^(a) | 39,270 | 2,038,506 |
| ServiceNow, Inc. ^(a) | 13,700 | 711,715 |
| Solera Holdings, Inc. | 17,903 | 946,532 |
| Splunk, Inc. ^(a) | 35,717 | 2,144,449 |
| Tableau Software, Inc., Class A ^(a) | 3,752 | 267,292 |
| The Ultimate Software Group, Inc. ^(a) | 10,979 | 1,618,305 |
| VMware, Inc., Class A ^(a) | 11,350 | 918,215 |
| Workday, Inc., Class A ^(a) | 13,550 | 1,096,601 |
| | | 14,344,501 |

MATERIALS (2.10%)**Chemicals (0.88%)**

| | | |
|---------------|-------|-----------|
| Praxair, Inc. | 9,625 | 1,157,021 |
|---------------|-------|-----------|

Metals & Mining (1.22%)

| | | |
|------------------------------|--------|---------|
| Allegheny Technologies, Inc. | 28,750 | 877,450 |
|------------------------------|--------|---------|

| | SHARES | MARKET VALUE |
|---|--------------|----------------|
| COMMON STOCKS (continued) | | |
| Metals & Mining (continued) | | |
| Silver Wheaton Corp. | 28,705 | \$ 711,023 |
| | | 1,588,473 |
| TOTAL COMMON STOCKS | | |
| (COST OF \$87,096,123) | | 127,809,771 |
| PAR VALUE | | |
| SHORT TERM INVESTMENT (2.63%) | | |
| REPURCHASE AGREEMENT (2.63%) | | |
| Repurchase agreement with State Street Bank & Trust Co., dated 09/30/13, due 10/01/13 at 0.01%, collateralized by Federal National Mortgage Association 3.00%, 03/15/43, market value of \$3,506,914 (Repurchase proceeds of \$3,431,001) | | |
| (COST OF \$3,431,000) | \$ 3,431,000 | \$ 3,431,000 |
| TOTAL INVESTMENTS (100.48%) | | |
| (COST OF \$90,527,123) ^(c) | | 131,240,771 |
| LIABILITIES IN EXCESS OF OTHER ASSETS (-0.48%) | | (625,205) |
| NET ASSETS (100.00%) | | \$ 130,615,566 |
| NET ASSET VALUE PER SHARE | | |
| (23,527,776 SHARES OUTSTANDING) | | \$ 5.55 |

Notes to Schedule of Investments:

(a) Non-income producing security.

(b) American Depositary Receipt.

(c) Cost of investments for federal income tax purposes is \$90,925,579.

Gross unrealized appreciation and depreciation at September 30, 2013 based on cost of investment for federal income tax purpose is as follows:

| | |
|-------------------------------|---------------|
| Gross unrealized appreciation | \$ 42,044,602 |
| Gross unrealized depreciation | (1,729,410) |
| Net unrealized appreciation | \$ 40,315,192 |

For Fund compliance purposes, the Fund's industry classifications refer to any one or more of the industry sub-classifications used by one or more widely recognized market indexes or ratings group indexes, and/or as defined by Fund management. This definition may not apply for purposes of this report, which may combine industry sub-classifications for reporting ease. Industries are shown as a percent of net assets. See Notes to Schedule of Investments.

LIBERTY ALL STAR GROWTH FUND

Notes to Schedule of Investments

September 30, 2013 (unaudited)

Security Valuation

Equity securities including common stocks and exchange traded funds are valued at the last sale price at the close of the principal exchange on which they trade, except for securities listed on the National Association of Securities Dealers Automated Quotations (NASDAQ) exchange, which are valued at the NASDAQ official closing price. Unlisted securities or listed securities for which there were no sales during the day are valued at the closing bid price on such exchanges or over-the-counter markets.

Short-term debt obligations maturing in more than 60 days for which market quotations are readily available are valued at current market value. Short-term debt obligations maturing within 60 days are valued at amortized cost, which approximates market value.

Investments for which market quotations are not readily available are valued at fair value as determined in good faith under consistently applied procedures approved by and under the general supervision of the Fund's Board of Trustees.

Foreign Securities

The Fund may directly purchase securities of foreign issuers. Investing in securities of foreign issuers involves special risks not typically associated with investing in securities of U.S. issuers. The risks include possible reevaluation of currencies, the inability to repatriate foreign currency, less complete financial information about companies and possible future adverse political and economic developments. Moreover, securities of many foreign issuers and their markets may be less liquid and their prices more volatile than those of securities of comparable U.S. issuers. For the period ended September 30, 2013, the Fund only held American Depositary Receipts and did not hold any securities denominated in foreign currencies.

Security Transactions

Security transactions are recorded on trade date. Cost is determined and gains/ (losses) are based upon the specific identification method for both financial statement and federal income tax purposes.

Repurchase Agreements

The Fund engages in repurchase agreement transactions with institutions that the Fund's investment advisor has determined are creditworthy. The Fund, through its custodian, receives delivery of underlying securities collateralizing a repurchase agreement. Collateral is at least equal, at all times, to the value of the repurchase obligation including interest. A repurchase agreement transaction involves certain risks in the event of default or insolvency of the counterparty. These risks include possible delays or restrictions upon a Fund's ability to dispose of the underlying securities and a possible decline in the value of the underlying securities during the period while the Fund seeks to assert its rights.

Income Recognition

Interest income is recorded on the accrual basis. Corporate actions and dividend income are recorded on the ex-date.

Fair Value Measurements

The Fund discloses the classification of its fair value measurements following a three-tier hierarchy based on the inputs used to measure fair value. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs reflect the assumptions market participants would use in pricing the asset

or liability that are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability that are developed based on the best information available.

Various inputs are used in determining the value of the Fund's investments as of the end of the reporting period. When inputs used fall into different levels of the fair value hierarchy, the level in the hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The designated input levels are not necessarily an indication of the risk or liquidity associated with these investments. These inputs are categorized in the following hierarchy under applicable financial accounting standards:

- Level 1** Unadjusted quoted prices in active markets for identical investments, unrestricted assets or liabilities that a Fund has the ability to access at the measurement date;
- Level 2** Quoted prices which are not active, quoted prices for similar assets or liabilities in active markets or inputs other than quoted prices that are observable (either directly or indirectly) for substantially the full term of the asset or liability; and
- Level 3** Significant unobservable prices or inputs (including the Fund's own assumptions in determining the fair value of investments) where there is little or no market activity for the asset or liability at the measurement date.

The following is a summary of the inputs used to value the Fund's investments as of September 30, 2013. The Fund recognizes transfers between the levels as of the beginning of the annual period in which the transfer occurred.

| Investments in Securities at Value* | Valuation Inputs | | | Total |
|-------------------------------------|-----------------------|---------------------|-----------|-----------------------|
| | Level 1 | Level 2 | Level 3 | |
| Common Stocks | \$ 127,809,771 | \$ | \$ | \$ 127,809,771 |
| Short Term Investment | | 3,431,000 | | 3,431,000 |
| Total | \$ 127,809,771 | \$ 3,431,000 | \$ | \$ 131,240,771 |

*See Schedule of Investments for industry classifications

For the period ended September 30, 2013, the Fund did not have any transfers between Level 1 and Level 2 securities. The Fund did not have any securities which used significant unobservable inputs (Level 3) in determining fair value during the period.

Indemnification

In the normal course of business, the Fund enters into contracts that contain a variety of representations and warranties and which provide general indemnities. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims against the Fund. Also, under the Fund's organizational documents and by contract, the Directors and Officers of the Fund are indemnified against certain liabilities that may arise out of their duties to the Fund. However, based on experience, the Fund expects the risk of loss due to these warranties and indemnities to be minimal.

Maryland Statutes

By resolution of the Board of Directors, the Fund has opted into the Maryland Control Share Acquisition Act and the Maryland Business Combination Act. In general, the Maryland Control Share Acquisition Act provides that control shares of a Maryland corporation acquired in a control share acquisition may not be voted except to the extent approved by shareholders at a meeting by a vote of two-thirds of the votes entitled to be cast on the matter (excluding shares owned by the acquiror and by officers or directors who are employees of the corporation). Control shares are voting shares of stock which, if aggregated with all

other shares of stock owned by the acquiror or in respect of which the acquiror is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquiror to exercise voting power in electing directors within certain statutorily defined ranges (one-tenth but less than one-third, one-third but less than a majority, and more than a majority of the voting power). In general, the Maryland Business Combination Act prohibits an interested shareholder (a shareholder that holds 10% or more of the voting power of the outstanding stock of the corporation) of a Maryland corporation from engaging in a business combination (generally defined to include a merger, consolidation, share exchange, sale of a substantial amount of assets, a transfer of the corporation's securities and similar transactions to or with the interested shareholder or an entity affiliated with the interested shareholder) with the corporation for a period of five years after the most recent date on which the interested shareholder became an interested shareholder. At the time of adoption, March 19, 2009, the Board and the Fund were not aware of any shareholder that held control shares or that was an interested shareholder under the statutes.

Item 2 - Controls and Procedures.

- (a) The registrant's Principal Executive Officer and Principal Financial Officer have evaluated the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) within 90 days of this filing and have concluded that the registrant's disclosure controls and procedures were effective, as of that date.
- (b) There was no change in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940) during registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3 Exhibits.

Separate certifications for the registrant's Principal Executive Officer and Principal Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 30a-2(a) under the Investment Company Act of 1940, are attached as Ex99.CERT.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LIBERTY ALL-STAR GROWTH FUND, INC.

By: /s/ William Parmentier
William Parmentier
President (principal executive officer)

Date: November 21, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ William Parmentier
William Parmentier
President (principal executive officer)

Date: November 21, 2013

By: /s/ Kimberly Storms
Kimberly Storms
Treasurer (principal financial officer)

Date: November 21, 2013