

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)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

1,685,825

8. SHARED VOTING POWER

14,880

9. SOLE DISPOSITIVE POWER

1,700,705

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

[]

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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