

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

SunAmerica Focused Alpha Large-Cap Fund, Inc.

Form SC 13D

November 05, 2009

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT
10/28/2009

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

809,122

8. SHARED VOTING POWER

411,947

9. SOLE DISPOSITIVE POWER

1,221,069

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,221,069

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

12.65%

14. TYPE OF REPORTING PERSON

IA

Item 1. SECURITY AND ISSUER

This Schedule 13D relates to the shares of Common Stock of Sunamerica Focused Large-Cap Fund, Inc. ("FGI" or the "Issuer"). The principal executive offices of FGI are located at

Harborside Financial Center
3200 Plaza 5
Jersey City, NJ 07311

Item 2. IDENTITY AND BACKGROUND

This statement is filed on behalf of Bulldog Investors, Phillip Goldstein, 60 Heritage Drive, Pleasantville, NY 10570 a principal of Bulldog Investors and Andrew Dakos, Park 80 West, Saddle Brook, NJ 07663, also a principal of Bulldog Investors. Mr. Goldstein and Mr. Dakos are self-employed investment advisors.

On January 31, 2007 the Acting Director of the Securities Division of the Massachusetts Secretary of State (the Securities Division) filed a complaint against Bulldog Investors, Messrs. Goldstein, Samuels, Dakos and Das and certain related parties (the Bulldog Parties) alleging that they violated Massachusetts law by making information about certain unregistered investments available on their website and by sending material about such investments to an individual who requested it. On October 17, 2007 the Secretary issued a cease and desist order based on the same allegations and ordered that a fine be imposed on the Bulldog Parties of \$25,000. On November 15, 2007 the Bulldog Parties filed an appeal of the Secretary's October 17, 2007 order in the Massachusetts Superior Court. On February 12, 2009, the Massachusetts Superior Court upheld the Secretary's October 17, 2007 order. The Bulldog parties further appealed the ruling of the Massachusetts Superior Court to Massachusetts Appeals Court. Oral argument in the Massachusetts Appeals Court is scheduled for November 12, 2009.

ITEM 3. SOURCE AND AMOUNT OF FUNDS AND OTHER CONSIDERATIONS

Shares of the Issuer have been accumulated on behalf of managed accounts.

ITEM 4. PURPOSE OF TRANSACTION

The filing persons intend to communicate with the issuer's management and shareholders about the persistent discount to intrinsic value at which the issuer's shares have traded.

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 1,221,069 shares of FGF or 12.65% of the outstanding shares. Power to dispose of and vote securities resides either with Mr. Goldstein, Mr. Dakos or with clients.

c) During the past 60 days the following shares of FGI were purchased:

Date:	Shares:	Price:
09/04/09	6,092	11.4490
09/08/09	29,550	11.5728

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09/09/09	6,100	11.7077
09/10/09	900	11.7967
09/14/09	2,550	11.8414
09/15/09	8,800	12.0057
09/21/09	8,000	12.3000
09/22/09	17,000	12.3592
09/23/09	37,600	12.3317
09/25/09	11,500	12.0184
09/28/09	8,904	12.1643
09/29/09	24,700	12.1722
09/30/09	2,700	12.0719
10/01/09	14,400	11.8938
10/02/09	9,700	11.6919
10/06/09	3,200	11.9300
10/07/09	18,600	12.0806
10/08/09	31,933	12.2862
10/09/09	4,300	12.2688
10/12/09	5,800	12.3548
10/13/09	10,100	12.2847
10/14/09	2,130	12.4300
10/19/09	57,708	12.6136
10/20/09	16,070	12.6009
10/21/09	30,688	12.6473
10/22/09	800	12.6700
10/26/09	9,300	12.4111
10/27/09	14,900	12.3174
10/27/09	100	12.2300
10/28/09	23,500	12.0605
10/29/09	5,500	12.0718
10/30/09	17,000	11.8576
11/02/09	9,700	11.8515
11/03/09	5,000	11.8744
11/04/09	10,600	12.1052

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: 11/05/2009

By: /s/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos
Name: Andrew Dakos