

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

SunAmerica Focused Alpha Growth Fund, Inc.

Form SC 13D/A

December 28, 2009

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
12/15/2009

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

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7. SOLE VOTING POWER

1,394,819

8. SHARED VOTING POWER

714,233

9. SOLE DISPOSITIVE POWER

2,109,252

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10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

2,109,252

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

10.36%

14. TYPE OF REPORTING PERSON

IA

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## Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #3 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 20,355,236 shares of common stock outstanding as of July 31, 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 2,109,252 shares of FGF or 10.36% 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 FGF were purchased:

Date:	Shares:	Price:
12/03/09	11,900	13.1233
12/04/09	43,325	13.1441
12/07/09	16,571	13.0247
12/08/09	10,216	12.8801
12/09/09	50,000	12.9007
12/11/09	11,200	12.9946
12/14/09	5,379	13.1055
12/15/09	5,005	13.2338
12/16/09	6,342	13.2698
12/18/09	19,593	13.1349
12/21/09	1,000	13.3000
12/21/09	45,000	13.2916
12/22/09	59,900	13.3179
12/23/09	5,000	13.3700
12/23/09	21,225	13.3692
12/24/09	1,300	13.5200

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

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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: 12/28/2009

By: /s/ Phillip Goldstein

Name: Phillip Goldstein

By: /S/ Andrew Dakos

Name: Andrew Dakos