

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

SunAmerica Focused Alpha Large-Cap Fund, Inc.

Form SC 13D/A

November 29, 2010

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT

11/18/2010

1. NAME OF REPORTING PERSON

BBulldog Investors, Phillip Goldstein, Andrew Dakos and
Brooklyn Capital Management LLC.

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

709,488

8. SHARED VOTING POWER

360,443

9. SOLE DISPOSITIVE POWER

1,069,931

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

1,069,931

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

14.78%

14. TYPE OF REPORTING PERSON

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IA

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #7 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 4.PURPOSE OF TRANSACTION

The group's percentage ownership has been reduced due to its participation in the issuer's in-kind tender offer which expired on November 18, 2010.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the November 23, 2010 press release 2,413,809 shares were tendered leaving 7,241,191 shares of common stock outstanding as of November 19, 2010. The percentage set forth in item 5 was derived using such number. Bulldog Investors, Brooklyn Capital Management, Phillip Goldstein and Andrew Dakos beneficially own an aggregate of 1,069,931 shares of FGI or 14,78% 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 10/14/10 the following shares of FGI were sold.

| DATE | SHARES | PRICE |
|----------|--------|---------|
| 11/04/10 | 20,000 | 16.0050 |
| 11/05/10 | 10,000 | 16.0700 |
| 11/08/10 | 10,000 | 16.0300 |
| 11/15/10 | 6,800 | 15.9079 |
| 11/24/10 | 30,000 | 15.3883 |

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: 11/29/2010

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By: /s/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos
Name: Andrew Dakos