

LIBERTY ALL STAR GROWTH FUND INC.  
Form SC 13D/A  
December 24, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Amendment No. 4)  
Under the Securities Exchange Act of 1934

Liberty All-Star Growth Fund, Inc. (ASG)  
(Name of Issuer)

Common Stock, \$0.10 par value  
(Title of Class of Securities)

529900102  
(CUSIP Number)

DST Systems, Inc.  
Attn: DST Corporate Secretary  
333 W. 11th Street, 5th Floor  
Kansas City, MO 64105  
(816) 435-1000

Brian D. McCabe  
Ropes & Gray LLP  
Prudential Tower  
800 Boylston Street  
Boston, MA 02199  
(617) 951-7000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 24, 2012  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box: [ ]

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter

disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

CUSIP No. 529900102

SCHEDULE 13D

(1) NAME OF REPORTING PERSON:

DST Systems, Inc.  
I.R.S. Identification No. 43-1581814

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)  (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) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF	(7)	SOLE VOTING POWER
SHARES		
BENEFICIALLY		2,959,073
OWNED BY	(8)	SHARED VOTING POWER
EACH		
REPORTING		-0-
PERSON	(9)	SOLE DISPOSITIVE POWER
WITH		
	(10)	2,959,073
		SHARED DISPOSITIVE POWER

-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,959,073

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.4%1

(14) TYPE OF REPORTING PERSON

CO

---

1 See Item 5

2

---

CUSIP No. 529900102

(1) NAME OF REPORTING PERSON:

West Side Investment Management, Inc.  
I.R.S. Identification No. 20-3477185

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

(3) SEC USE ONLY

(4) SOURCE OF FUNDS

AF

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS

2(d) OR 2(e)

(6) CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF	(7)	SOLE VOTING POWER
SHARES		
BENEFICIALLY		2,959,073
OWNED BY	(8)	SHARED VOTING POWER
EACH		
REPORTING		-0-
PERSON	(9)	SOLE DISPOSITIVE POWER
WITH		
	(10)	2,959,073
		SHARED DISPOSITIVE POWER
		-0-

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,959,073

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.4%1

(14) TYPE OF REPORTING PERSON

CO

---

2 See Item 5

3

---

CUSIP No. 529900102

AMENDMENT NO. 4 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission (the “Commission”) on September 29, 2011, as amended by Amendment No. 1 thereto filed on November 23, 2011, Amendment No. 2 thereto filed on December 15, 2011 and Amendment No. 3 thereto filed on December 29, 2011 (as so amended, the “Schedule 13D”). Terms defined in the Schedule 13D are used herein as so defined.

The following items of the Schedule 13D are hereby amended as follows:

Item 5. Interest in Securities of Issuer

(a) through (c)

On July 26, 2012, the Fund announced the final results of an issuer tender offer, which expired on July 24, 2012. Based on the Fund’s Tender Offer Statement on Schedule TO reporting the final results of the tender offer, filed with the Securities and Exchange Commission on July 26, 2012, the Fund repurchased 7,520,088 shares of its Common Stock, reducing the outstanding shares of Common Stock to 22,560,262. As a result, West Side owned approximately 12.7% of the Fund’s total outstanding Common Stock as of July 24, 2012. Since Amendment No. 3 to the Schedule 13D, DST Systems has received Common Stock dividends from the Fund, as follows:

Date of Transaction	Shares of Common Stock	Type of Transaction
01/04/12	30,271	Dividend
03/13/12	32,530	Dividend
06/12/12	36,103	Dividend
09/17/12	30,510	Dividend
01/02/13	50,964	Dividend
03/11/13	48,572	Dividend
09/16/13	51,469	Dividend

On December 23, 2014 West Side made a charitable donation of 96,900 shares of Common Stock to The Greater Kansas City Community Foundation for no consideration.

Following this donation, West Side is the beneficial owner of 2,959,073 shares of Common Stock, representing an aggregate beneficial ownership of approximately 12.4% of the Fund’s total outstanding Common Stock, based on 23,837,914 shares of Common Stock outstanding as of May 30, 2014, as reported in the Fund’s Schedule 14A Definitive Proxy Statement filed with the Commission on June 24, 2014. Such securities may be deemed to be indirectly beneficially owned by DST Systems by virtue of the fact that West Side is a wholly owned subsidiary of and is controlled by DST Systems.





CUSIP No. 529900102

Signature

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

DATED: December 23, 2014

DST Systems, Inc.

By: /s/ Gregg Wm. Givens  
Name: Gregg Wm. Givens  
Title: Senior Vice President,  
Chief Financial Officer  
and Treasurer

West Side Investment Management, Inc.

By: /s/ Timothy W. Bahr  
Name: Timothy W. Bahr  
Title: Secretary and  
Treasurer