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SunAmerica Focused Alpha Growth Fund, Inc.

Form SC 13D/A

October 24, 2011

SCHEDULE 13D

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT
10/17/2011

1. NAME OF REPORTING PERSON

Bulldog 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

2,889,954

8. SHARED VOTING POWER

50,345

9. SOLE DISPOSITIVE POWER

2,940,303

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

2,940,303

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

20.64%

14. TYPE OF REPORTING PERSON

IA

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #14 to the schedule 13d filed Nov 5, 2009. Except as specifically set forth herein, the Schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the N-CSR filed 03/09/11 there are 14,248,665 shares of common stock outstanding as of December 31, 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 2,940,303 shares of FGF or 20.64% of the outstanding shares. Power to dispose of and vote securities resides either with Mr. Goldstein, Mr. Dakos or with clients.

c) During the last 60 days the following shares of FGF were bought.

| DATE | SHARES | PRICE |
|----------|--------|---------|
| 08/30/11 | 12,407 | 19.6134 |
| 08/31/11 | 6,922 | 19.8751 |
| 09/07/11 | 8,130 | 19.5392 |
| 10/03/11 | 6,250 | 16.9417 |
| 10/04/11 | 22,400 | 16.7941 |
| 10/10/11 | 7,000 | 18.3692 |
| 10/11/11 | 7,225 | 18.5797 |
| 10/12/11 | 6,538 | 18.7842 |
| 10/13/11 | 3,920 | 18.4875 |
| 10/17/11 | 10,097 | 18.6760 |

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 10/24/11

By: /s/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos
Name: Andrew Dakos