

SunAmerica Focused Alpha Large-Cap Fund, Inc.
Form SC 13D/A
September 09, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549 SCHEDULE 13D/A
(Amendment No. 3)

Under the Securities Exchange Act of 1934 SunAmerica Focused Alpha Large-Cap Fund, Inc. (FGI)

(Name of Issuer) Common Shares

(Title of Class of Securities) 867038101

(CUSIP Number) George W. Karpus, President
Karpus Management, Inc.,
d/b/a Karpus Investment Management
183 Sully's Trail
Pittsford, New York 14534
(585) 586-4680

**(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)** August 31, 2011

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(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 that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. 127

CUSIP No. 867038101

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Karpus Management, Inc., d/b/a Karpus Investment Management I.D. #16-1290558

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- (a) 127
(b) 32 32X
-

3. SEC Use Only

4. Source of Funds (See Instructions) AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) N/A

6. Citizenship or Place of Organization New York

Number of Shares Beneficially Owned by Each reporting Person With:

7. Sole Voting Power 1,760,419 **8. Shared Voting Power** N/A **9. Sole Dispositive Power** 1,760,419 **10. Shared Dispositive Power** N/A

11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,760,419

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) N/A

13. Percent of Class Represented by Amount in Row (11) 24.31%

14. Type of Reporting Person (See Instructions) IA

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August 26, 2010 at \$12.85 (80 shares), June 23, 2011 at \$18.03 (50 shares), August 2, 2011 at \$18.53 (50 shares), August 4, 2011 at \$17.75 (30 shares), and on August 12, 2011 at \$17.28 (1300 shares). The Plan sold shares on January 7, 2008 at \$18.66 (25 shares), and on December 2, 2010 at \$16.74 (503 shares). Karpus Investment Management Profit Sharing Plan presently owns 12,570 shares. The Plan purchased shares on September 16, 2008 at \$13.86 (35 shares), September 17, 2008 at \$13.46 (30 shares), September 18, 2008 at \$13.31 (100 shares), September 22, 2008 at \$13.61 (95 shares), September 23, 2008 at \$13.40 (115 shares), September 29, 2008 at \$12.96 (335 shares), October 6, 2008 at \$11.47 (160 shares), October 7, 2008 at \$11.11 (60 shares), November 20, 2008 at \$8.60 (10 shares), November 24, 2008 at \$8.64 (55 shares), November 25, 2008 at \$8.96 (30 shares), December 10, 2008 at \$9.81 (35 shares), December 11, 2008 at \$9.66 (40 shares), December 15, 2008 at \$9.43 (35 shares), June 15, 2009 at \$10.11 (500 shares), December 31, 2009 at \$13.61 (5000 shares), February 10, 2010 at \$13.05 (89 shares), March 24, 2010 at \$14.27 (100 shares), March 25, 2010 at \$14.26 (100 shares), March 29, 2010 at \$14.16 (100 shares), March 31, 2010 at \$14.18 (100 shares), April 1, 2010 at \$14.33 (100 shares), April 5, 2010 at \$14.36 (100 shares), April 7, 2010 at \$14.45 (1000 shares), April 9, 2010 at \$14.45 (1100 shares), April 13, 2010 at \$14.47 (100 shares), April 14, 2010 at \$14.59 (100 shares), April 20, 2010 at \$14.83 (100 shares), April 21, 2010 at \$14.85 (100 shares), April 26, 2010 at \$14.99 (100 shares), April 27, 2010 at \$14.82 (200 shares), April 28, 2010 at \$14.66 (200 shares), April 30, 2010 at \$14.66 (400 shares), May 3, 2010 at \$14.52 (100 shares), May 4, 2010 at \$14.28 (100 shares), May 5, 2010 at \$14.05 (200 shares), May 7, 2010 at \$13.37 (200 shares), May 10, 2010 at \$13.82 (100 shares), May 11, 2010 at \$13.86 (100 shares), May 12, 2010 at \$13.93 (100 shares), May 13, 2010 at \$13.99 (100 shares), May 14, 2010 at \$13.61 (100 shares), May 17, 2010 at \$13.44 (100 shares), May 18, 2010 at \$13.39 (100 shares), May 19, 2010 at \$13.17 (100 shares), May 20, 2010 at \$12.76 (180 shares), July 12, 2010 at \$12.82 (100 shares), July 14, 2010 at \$13.02 (100 shares), July 15, 2010 at \$13.02 (100 shares), July 16, 2010 at \$12.94 (100 shares), July 19, 2010 at \$12.86 (100 shares), July 21, 2010 at \$13.07 (100 shares), July 22, 2010 at \$13.31 (100 shares), July 26, 2010 at \$13.48 (100 shares), July 27, 2010 at \$13.44 (100 shares), July 28, 2010 at \$13.29 (100 shares), July 29, 2010 at \$13.27 (100 shares), July 30, 2010 at \$13.12 (100 shares), August 11, 2010 at \$13.39 (100 shares), August 18, 2010 at \$13.46 (100 shares), August 19, 2010 at \$13.32 (100 shares), August 20, 2010 at \$13.20 (100 shares), September 7, 2010 at \$13.49 (100 shares), September 9, 2010 at \$13.73 (1900 shares), January 11, 2011 at \$16.14 (100 shares), July 21, 2011 at \$19.80 (500 shares), July 26, 2011 at \$19.79 (50 shares), July 27, 2011 at \$19.47 (100 shares), August 2, 2011 at \$18.53 (50 shares), August 4, 2011 at \$17.75 (100 shares), and on August 12, 2011 at \$17.27 (1200 shares). The Plan sold shares on August 18, 2009 at \$11.30 (100 shares), August 19, 2009 at \$11.33 (100 shares), and on December 2, 2010 at \$16.74 (5234 shares). None of the other principals of KIM presently own shares of SunAmerica Focused Alpha Large-Cap Fund, Inc. (b) KIM has the sole power to dispose of and to vote all of such Shares under limited powers of attorney. (c) Open market purchases for the last 60 days for the Accounts. There have been no dispositions and no acquisitions, other than by such open market purchases:

Share Purchase Per Share

7/6/2011	600	\$19.46
7/6/2011	(360)	\$19.42
7/7/2011	470	\$19.74
7/8/2011	360	\$19.51
7/11/2011	3278	\$19.27
7/12/2011	695	\$19.30
7/13/2011	5985	\$19.37
7/14/2011	150	\$19.29
7/15/2011	400	\$19.23
7/15/2011	(770)	\$19.23
7/18/2011	2990	\$19.12
7/19/2011	475	\$19.52
7/20/2011	2675	\$19.60
7/21/2011	2900	\$19.80
7/22/2011	1525	\$19.77
7/22/2011	(4150)	\$19.75
7/25/2011	3304	\$19.71
7/26/2011	9026	\$19.75
7/27/2011	10100	\$19.47
7/27/2011	(3907)	\$19.50
7/28/2011	500	\$19.25
7/28/2011	(7)	\$19.34
7/29/2011	1100	\$19.07
8/1/2011	500	\$18.75
8/1/2011	(75)	\$18.84
8/2/2011	11330	\$18.54
8/3/2011	280	\$18.30
8/4/2011	18206	\$17.74
8/5/2011	793	\$17.34
8/8/2011	24500	\$16.65
8/8/2011	(20)	\$16.41
8/10/2011	5000	\$16.39
8/11/2011	370	\$17.08
8/11/2011	(1000)	\$16.96
8/12/2011	12500	\$17.26
8/16/2011	9300	\$17.35
8/17/2011	170	\$17.55
8/18/2011	28985	\$16.56
8/19/2011	(827)	\$16.28

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8/22/2011	(490)	\$16.30
8/26/2011	(1000)	\$16.80
8/29/2011	560	\$17.40
8/30/2011	225	\$17.47
8/30/2011	(150)	\$17.52
8/31/2011	4450	\$17.66

The Accounts have the right to receive all dividends from, and any proceeds from the sale of the Shares. None of the Accounts has an interest in Shares constituting more than 5% of the Shares outstanding. **Item 6. Contracts, Arrangements, Understandings, or Relationships with Respect to Securities of the Issuer.** Except as described above, there are no contracts, arrangements, understandings or relationships of any kind among the Principals and KIM and between any of them and any other person with respect to any of the SunAmerica Focused Alpha Large-Cap Fund, Inc. **Item 7. Materials to be Filed as Exhibits.** None

SIGNATURE

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.

Karpus Management, Inc.

By: /s/

Name: Sharon Thornton

Title: Senior Director of Investments

Date: September 9, 2011