

SunAmerica Focused Alpha Large-Cap Fund, Inc.  
Form N-8F  
March 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form N-8F**

**Application for Deregistration of Certain Registered Investment Companies**

**I. General Identifying Information**

1. Reason fund is applying to deregister (check only one; for descriptions, see Instruction 1 above):

**Merger**

**Liquidation**

**Abandonment of Registration**

(Note: Abandonments of Registration answer only questions 1 through 15, 24 and 25 of this form and complete verification at the end of the form.)

Election of status as a **Business Development Company**

(Note: Business Development Companies answer *only* questions 1 through 10 of this form and complete verification at the end of the form.)

2. Name of fund: SunAmerica Focused Alpha Large-Cap Fund, Inc.

3. Securities and Exchange Commission File No.: 811-21805

4. Is this an initial Form N-8F or an amendment to a previously filed Form N-8F?

Initial Application

Amendment

5. Address of Principal Executive Office (include No. & Street, City, State, Zip Code):  
Harborside Financial Center, 3200 Plaza 5, Jersey City, NJ 07311-4992

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6. Name, address, and telephone number of individual the Commission staff should contact with any questions regarding this form:  
Diana Huffman

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, NY 10019-6099

(212) 728-8813

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7. Name, address and telephone number of individual or entity responsible for maintenance and preservation of fund records in accordance with rules 31a-1 and 31a-2 under the Act [17 CFR 270.31a-1, .31a-2]:

SunAmerica Asset Management Corp.

Harborside Financial Center

3200 Plaza 5

Jersey City, NJ 07311-4992

New York, NY 10055

(800) 858-8850

NOTE: *Once deregistered, a fund is still required to maintain and preserve the records described in rules 31a-1 and 31a-2 for the periods specified in those rules.*

8. Classification of fund (check only one):

Management company;

Unit investment trust; or

Face-amount certificate company.

9. Subclassification if the fund is a management company (check only one):

Open-end

Closed-end

10. State law under which the fund was organized or formed (*e.g.*, Delaware, Massachusetts):

Maryland

11. Provide the name and address of each investment adviser of the fund (including sub-advisers) during the last five years, even if the fund's contracts with those advisers have been terminated:

SunAmerica Asset Management Corp.

Harborside Financial Center

3200 Plaza 5

Jersey City, NJ 07311-4992

New York, NY 10055

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Marsico Capital Management, LLC

1200 17th Street, Suite 1600

Denver, Colorado 80202.

BlackRock Investment Management, LLC

800 Scudders Mill Road

Plainsboro, New Jersey, 08536

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12. Provide the name and address of each principal underwriter of the fund during the last five years, even if the fund's contracts with those underwriters have been terminated:

Not applicable.

13. If the fund is a unit investment trust (UIT) provide:

(a) Depositor's name(s) and address(es):

(b) Trustee's name(s) and address(es):

14. Is there a UIT registered under the Act that served as a vehicle for investment in the fund (e.g., an insurance company separate account)?

Yes  No

If Yes, for each UIT state:

Name(s):

File No.: 811-\_\_\_\_\_

Business Address:

15. (a) Did the fund obtain approval from the board of directors concerning the decision to engage in a Merger, Liquidation or Abandonment of Registration?

Yes  No

If Yes, state the date on which the board vote took place: July 27, 2011

If No, explain:

(b) Did the fund obtain approval from the shareholders concerning the decision to engage in a Merger, Liquidation or Abandonment of Registration?

Yes  No

If Yes, state the date on which the shareholder vote took place: December 19, 2011

If No, explain:

## II. Distributions to Shareholders

16. Has the fund distributed any assets to its shareholders in connection with the Merger or Liquidation?

Yes       No

(a) If Yes, list the date(s) on which the fund made those distributions: January 23, 2012

(b) Were the distributions made on the basis of net assets?

Yes                     No

(c) Were the distributions made *pro rata* based on share ownership?

Yes                     No

(d) If No to (b) or (c) above, describe the method of distributions to shareholders. For Mergers, provide the exchange ratio(s) used and explain how it was calculated:

(e) *Liquidations only:*

Were any distributions to shareholders made in kind?

Yes                     No

If Yes, indicate the percentage of fund shares owned by affiliates, or any other affiliation of shareholders:

17. *Closed-end funds only:*

Has the fund issued senior securities?

Yes                     No

If Yes, describe the method of calculating payments to senior securityholders and distributions to other shareholders:

18. Has the fund distributed *all* of its assets to the fund's shareholders?

Yes                     No

If No,

(a) How many shareholders does the fund have as of the date this form is filed?

(b) Describe the relationship of each remaining shareholder to the fund:

19. Are there any shareholders who have not yet received distributions in complete liquidation of their interests?

Yes                     No

If Yes, describe briefly the plans (if any) for distributing to, or preserving the interests of, those shareholders:



**III. Assets and Liabilities**

20. Does the fund have any assets as of the date this form is filed?  
(See question 18 above)

.. Yes      x No  
If Yes,

(a) Describe the type and amount of each asset retained by the fund as of the date this form is filed:

(b) Why has the fund retained the remaining assets?

(c) Will the remaining assets be invested in securities?

.. Yes      .. No

21. Does the fund have any outstanding debts (other than face-amount certificates if the fund is a face-amount certificate company) or any other liabilities?

.. Yes      x No  
If Yes,

(a) Describe the type and amount of each debt or other liability:

(b) How does the fund intend to pay these outstanding debts or other liabilities?

**IV. Information About Event(s) Leading to Request For Deregistration**

22. (a) List the expenses incurred in connection with the Merger or Liquidation:

(i) Legal expenses: Approximately \$276,550

(ii) Accounting expenses: \$8,250

(iii) Other expenses (list and identify separately):

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- (a) Consent of Accountant expenses: Approximately \$0
- (b) Mailing, Solicitation and Tabulation expenses: Approximately \$24,300
- (c) Typesetting and Printing: Approximately \$28,000

(iv) Total expenses (sum of lines (i)-(iii) above): Approximately \$337,100

(b) How were those expenses allocated? The Fund paid all of the expenses associated with the Merger.

(c) Who paid those expenses? The Fund paid the expenses. See 22(b) above.

(d) How did the fund pay for unamortized expenses (if any)? Not applicable.

23. Has the fund previously filed an application for an order of the Commission regarding the Merger or Liquidation?

Yes  No

If Yes, cite the release numbers of the Commission's notice and order or, if no notice or order has been issued, the file number and date the application was filed:

#### V. Conclusion of Fund Business

24. Is the fund a party to any litigation or administrative proceeding?

Yes  No

If Yes, describe the nature of any litigation or proceeding and the position taken by the fund in that litigation:

25. Is the fund now engaged, or intending to engage, in any business activities other than those necessary for winding up its affairs?

Yes  No

If Yes, describe the nature and extent of those activities:

#### VI. Mergers Only

26. (a) State the name of the fund surviving the Merger:  
SunAmerica Focused Alpha Large-Cap Fund

(b) State the Investment Company Act file number of the fund surviving the Merger:  
811-21482

(c) If the merger or reorganization agreement has been filed with the Commission, state the file number(s), form type used and date the agreement was filed:  
The form of Agreement and Plan of Reorganization initially was filed on Form N-14 (Securities Act File No. 333-177121) on September 30, 2011 and was declared effective by the Commission on November 8, 2011.

(d) If the merger or reorganization agreement has not been filed with the Commission, provide a copy of the agreement as an exhibit to this form.



**VERIFICATION**

The undersigned states that (i) he has executed this Form N-8F application for an order under section 8(f) of the Investment Company Act of 1940 on behalf of SunAmerica Focused Alpha Large-Cap Fund, Inc., (ii) he is the President of SunAmerica Focused Alpha Large-Cap Fund, Inc., and (iii) all actions by shareholders, directors and any other body necessary to authorize the undersigned to execute and file this Form N-8F application have been taken. The undersigned also states that the facts set forth in this Form N-8F application are true to the best of his knowledge, information and belief.

*/s/ John T. Genoy*  
John T. Genoy

President & Chief Executive Officer