

SunAmerica Focused Alpha Large-Cap Fund, Inc.  
Form SC TO-C  
September 14, 2010

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act Of 1934**

**Sun America Focused Alpha Large-Cap Fund, Inc.**

**(Name of Subject Company (Issuer))**

**Sun America Focused Alpha Large-Cap Fund, Inc.**

**(Name of Filing Person (Issuer))**

**COMMON STOCK, PAR VALUE \$0.001 PER SHARE**

**(Title of Class of Securities)**

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867038101

(CUSIP Number of Class of Securities)

John T. Genoy

President

Sun America Focused Alpha Large-Cap Fund, Inc.

Harborside Financial Center,

3200 Plaza 5 Jersey City, NJ 07311

Telephone: 201-324-6414

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

Calculation of Filing Fee

Transaction Valuation\*  
Not Applicable

Amount Of Filing Fee\*  
Not Applicable

\* No filing fee is required because this filing includes only preliminary communications made before the commencement of a tender offer.

\*\* Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable  
Form or Registration No.: Not Applicable

Filing Party: Not Applicable  
Date Filed: Not Applicable

x Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.  
Check the appropriate boxes below to designate any transactions to which the statement relates:

\*\* third party tender offer subject to Rule 14d-1.

x issuer tender offer subject to Rule 13e-4.

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going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

**ITEMS 1-11.**

Not applicable.

**ITEM 12. EXHIBITS.**

**Exhibit  
No.**

**Document**

99.1 Press release issued by the Fund dated September 13, 2010.

**ITEM 13.**

Not applicable.