

SunAmerica Focused Alpha Growth Fund, Inc.  
Form N-CSR  
March 09, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM N-CSR  
CERTIFIED SHAREHOLDER REPORT OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act file number 811-21770

**SunAmerica Focused Alpha Growth Fund, Inc.**

(Exact name of registrant as specified in charter)  
Harborside Financial Center, 3200 Plaza 5 Jersey City, NJ 07311

(Address of principal executive offices) (Zip code)

John T. Genoy  
Senior Vice President  
AIG SunAmerica Asset Management Corp.  
Harborside Financial Center,  
3200 Plaza 5  
Jersey City, NJ 07311

(Name and address of agent for service)

Registrant's telephone number, including area code: (201) 324-6414

Date of fiscal year end: December 31

Date of reporting period: December 31, 2008

Item 1. Reports to Stockholders

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## INFORMATION REGARDING THE FUND'S DISTRIBUTION POLICY

The SunAmerica Focused Alpha Growth Fund, Inc. (the "Fund") has established a dividend distribution policy (the "Distribution Policy") pursuant to which the Fund makes a level dividend distribution each quarter to shareholders of its common stock (after payment of interest on any outstanding borrowings or dividends on any outstanding preferred shares) at a rate that is based on a fixed amount per share as determined by the Board of Directors of the Fund (the "Board"), subject to adjustment in the fourth quarter, as necessary, so that the Fund satisfies the minimum distribution requirements of the Internal Revenue Code of 1986, as amended (the "Code"). As of the most recent quarterly dividend distribution paid on December 30, 2008, the fixed amount of the quarterly dividend distribution is \$0.20 per share. Pursuant to an exemptive order (the "Order") issued to the Fund by the Securities and Exchange Commission ("SEC") on February 3, 2009, the Fund may distribute long-term capital gains more frequently than the limits provided in Section 19(b) under the Investment Company Act of 1940, as amended (the "1940 Act") and Rule 19(b)-1 thereunder. Therefore, dividend distributions paid by the Fund during the year may include net income, short-term capital gains, long-term capital gains and/or return of capital. If the total distributions made in any calendar year exceed investment company taxable income and net capital gain, such excess distributed amount would be treated as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions in excess of the earnings and profits would first be a tax-free return of capital to the extent of the adjusted tax basis in the shares. After such adjusted tax basis is reduced to zero, the distribution would constitute capital gain (assuming the shares are held as capital assets). A return of capital represents a return of a shareholder's investment in the Fund and should not be confused with yield, income or profit. Shareholders will receive a notice with each dividend distribution, if required by Section 19(a) under the 1940 Act, estimating the sources of such dividend distribution and providing other information required by the Order. You should not draw any conclusions about the Fund's investment performance from the amount of this distribution or from the terms of the Distribution Policy.

The Board has the right to amend, suspend or terminate the Distribution Policy at any time without prior notice to shareholders. The Board might take such action, for example, if the Distribution Policy had the effect of decreasing the Fund's assets to a level that was determined to be detrimental to Fund shareholders. An amendment, suspension or termination of the Distribution Policy could have a negative effect on the Fund's market price per share which, in turn could create or widen a trading discount. Please see Note 2 to the financial statements included in this report for additional information regarding the Distribution Policy.

The Fund is also subject to investment and market risk. An economic downturn could have a material adverse effect on its investments, and could result in the Fund not achieving its investment or distribution objectives, which may affect the distribution. Please refer to the prospectus for a fuller description of the Fund's risks.

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**December 31, 2008**

**ANNUAL REPORT**

**SUNAMERICA FOCUSED ALPHA GROWTH FUND, INC.**

**SunAmerica Focused Alpha Growth Fund (FGF)**

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December 31, 2008

ANNUAL REPORT

## Shareholders Letter

Dear Shareholders:

This annual report for the SunAmerica Focused Alpha Growth Fund (the Fund) covers what virtually all agree was one of the most challenging and volatile periods ever for investors.

For the year ended December 31, 2008, the Fund's total return based on net asset value (NAV) was -41.07%, underperforming its benchmark, the Russell 3000<sup>®</sup> Growth Index<sup>1</sup>, which returned -38.44% for the same period. The Fund's total return based on market price was -44.75% during the annual period. As of December 31, 2008, the Fund's NAV was \$11.48, and its market price was \$9.55.

The 12 months ended December 31, 2008 was the worst calendar year for the broad equity market since the 1930s. Volatility soared, as U.S. equities were pummeled by collapsing global economic growth, a hobbled housing industry, automobile manufacturers teetering on the brink of bankruptcy, weakening labor markets, and a souring corporate profit outlook. Adding to this litany of bad economic news was a series of unprecedented factors, one of which was the run-up and subsequent decline in commodity prices. This was most clearly seen in crude oil prices, which hit \$147 a barrel in July. The national average price of gasoline topped out at \$4.11. Then both crashed, taking energy stocks, which had been one of the strongest performing sectors during the first half of the year, with them. Crude oil prices ended the year at \$44.60 per barrel, and the U.S. national average for retail gasoline fell to \$1.61 per gallon. The disaster that befell banks, brokerages and insurance companies, threatening the global financial system and causing a sustained credit squeeze, especially from mid-September on when Lehman Brothers declared bankruptcy, was also unparalleled. Finally, the aggressive intervention and the magnitude of such by the government in the financial markets were never seen before. By year-end, in an effort to stimulate the economy, the Federal Reserve Board (the Fed) had reduced the targeted federal funds rate to virtually zero and committed to trillions of dollars in banking system and credit market supports. Congress was persuaded to approve approximately \$700 billion in emergency aid for the financial system.

All sectors of the broad equity market declined during the 12 months, but some sectors held up better than others. Defensive sectors, such as consumer staples and health care, were the best relative performers. Conversely, more cyclical sectors, such as financials and energy, fell more precipitously. Large-cap companies lagged their small capitalization counterparts. Growth stocks declined more than value stocks across the capitalization spectrum.

As investor risk aversion heightened, investors sold off all types of equity assets in a massive flight to the relative safety of U.S. Treasuries. Indeed, U.S. Treasury security returns dominated fixed income market performance during the year, as yields tumbled to record lows. For example, the 10-year Treasury yield dropped 1.81% over the 12 months to end December at a level of 2.21%. All non-Treasury fixed income sectors underperformed Treasuries for the 12-month period.

As you know, the Fund is a unique offering for the following reasons:

First, the Fund invests in what its managers believe are well-managed companies with strong fundamentals, established business models and growth potential. While the Fund's performance during the annual period was certainly disappointing, we believe equity investments are an important component of a long-term diversified investment plan.

Second, what sets the Fund apart is that it brings together two of Wall Street's best known equity managers, blending large and small/mid-cap growth investing. Marsico Capital Management LLC ( Marsico ) and BAMCO Inc. ( BAMCO ) each contribute their stock picks to the portfolio. Tom Marsico and his team emphasize large-cap growth investing, while BAMCO's Ron Baron and his team focus on small/mid-cap growth opportunities.

Clearly, maintaining a long-term perspective is a basic tenet of effective investing for both managers and investors at all times. In a 12-month period like the one ended December 31, 2008, it is important to resist real yet what are admittedly emotional urges and stay invested in assets allocated based on your individual goals. This way you may potentially mitigate the effects of severe corrections, such as those experienced this year, and keep time on your side.

**1**

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**Shareholders Letter** *(continued)*

On the following pages, you will find a brief discussion from each of the Fund's managers regarding the Fund's annual results. You will also find, of course, the financial statements and portfolio information for the Fund for the annual period ended December 31, 2008.

We value your ongoing confidence in us and look forward to serving your investment needs in the future.

Sincerely,

Peter A. Harbeck  
President and CEO  
AIG SunAmerica Asset Management Corp.

Past performance is no guarantee of future results.

- <sup>1</sup> The Russell 3000 Growth Index measures the performance of those Russell 3000 Index companies with higher price-to-book ratios and higher forecasted growth values. The Russell 3000 Index consists of the 3,000 largest U.S. companies based on total market capitalization. Indices are not managed and an investor cannot invest directly into an index.

**2**

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**Below, Tom Marsico, portfolio manager at Marsico Capital Management, LLC ( Marsico ), discusses Marsico s portion of the SunAmerica Focused Alpha Growth Fund s (the Fund ) performance during the reporting period. Marsico manages the large-cap growth portion of the Fund s portfolio.**

In keeping with our focused investing strategy, stock selection overall had the greatest impact on the performance of our portion of the Fund. Stock selection in the energy sector detracted most from results, with holdings posting sharp declines along with the prices of the underlying commodities. Oil and gas offshore drilling company Transocean posted a return of -66% for the annual period and was the largest individual detractor from performance results. Other individual holdings that materially hurt performance were information technology company Apple, financial transactions processor MasterCard, railroad operator Union Pacific and agricultural materials giant Monsanto. Even with the broad market decline, a few positions contributed positively to annual results. Agricultural materials company Intrepid Potash posted a strong gain prior to being sold from the portfolio. Other holdings garnering positive returns included fast-food restaurant leader McDonald s and biotechnology company Genentech.

Although sector allocation is not a consideration in our portfolio construction but rather a residual of our stock selection process, our portion of the Fund did benefit during the annual period from its overweighted position in consumer discretionary, which was among the stronger performing sectors of the benchmark index, and by its underweighted allocation to the weak financials sector. These benefits were offset, however, by underweighted allocations to health care and consumer staples, the two strongest performing sectors of the benchmark index during the period.

It should also be noted that we maintained a higher than usual level of cash during the annual period. This elevated level of cash provided a limited measure of protection in the volatile market and helped preserve capital to some extent.

**Below, Ron Baron and team, portfolio managers at BAMCO, Inc. ( BAMCO ), discuss their portion of the Fund s performance during the reporting period. BAMCO manages the small/mid-cap portion of the Fund s portfolio.**

At BAMCO, we look for companies that have sustainable competitive advantages, strong financial characteristics and great management teams. Among the top positive contributors to the performance of the small/mid-cap segment of the Fund s portfolio during the reporting period were shares of private education company DeVry, floor covering manufacturer Mohawk Industries, identification and credential verification services company Choicepoint, medical products supplier Edwards Lifesciences and investment data provider Morningstar. Stock selection in the industrials sector overall helped the Fund s relative results, too, as did having no allocation at all to the weakly-performing information technology sector.

Individual stocks that detracted most from the Fund s performance during the annual period were hotel and casino operator Wynn Resorts, retailer Dick s Sporting Goods, used car superstore chain CarMax, real estate investment-focused financial services firm Cohen & Steers and oil and gas producer Encore Acquisition. Stock selection in the financials sector and having an overweighted position in the consumer discretionary sector also hurt.

Investors should carefully consider the SunAmerica Focused Alpha Growth Fund s investment objective, strategies, risks, charges and expenses before investing. The SunAmerica Focused Alpha Growth Fund should be considered as only one element of a complete investment program. The Fund s equity exposure and derivative investments involve

special risks. An investment in this Fund should be considered speculative. There is no assurance that the SunAmerica Focused Alpha Growth Fund will achieve its investment objectives. The Fund is actively managed and its portfolio composition will vary. Investing in the Fund is subject to several risks, including: Non-Diversified Status Risk, Growth and Value Stock Risk, Key Adviser Personnel Risk, Investment and Market Risk, Issuer Risk, Foreign Securities Risk, Emerging Markets Risk, Income Risk, Hedging Strategy Risk, Derivatives Risk, Preferred Securities Risk, Debt Securities Risk, Small and Medium Capitalization Company Risk, Leverage Risk, Liquidity Risk, Market Price of Shares Risk, Management Risk, Anti-Takeover Provisions Risk, Portfolio Turnover Risk and Non-Investment Grade Securities Risk. The price of shares of the Fund traded on the New York Stock Exchange will fluctuate with market conditions and may be worth more or less than their original offering price. Shares of closed-end funds often trade at a discount to their net asset value, but may also trade at a premium.

**SunAmerica Focused Alpha Growth Fund, Inc.**  
**STATEMENT OF ASSETS AND LIABILITIES**    *December 31, 2008*

**ASSETS:**

|   |                 |
|---|-----------------|
| Long-term investment securities, at market value (unaffiliated)*  | \$ 207,798,327  |
| Short-term investment securities, at market value (unaffiliated)* | 29,408,000      |
| <br>Total investments   | <br>237,206,327 |
| <br>Cash  | <br>1,404       |
| Receivable for:   |                 |
| Dividends and interest  | 80,298          |
| Investments sold  | 1,308,322       |
| Prepaid expenses and other assets                                 | 12,286          |
| <br>Total assets  | <br>238,608,637 |

**LIABILITIES:**

|   |                    |
|---|--------------------|
| Payable for:                            |                    |
| Investments purchased                   | 4,655,849          |
| Investment advisory and management fees | 196,623            |
| Directors' fees and expenses            | 598                |
| Administration fees                     | 7,863              |
| Other accrued expenses                  | 112,660            |
| <br>Total liabilities                   | <br>4,973,593      |
| <br>Net Assets                          | <br>\$ 233,635,044 |

**NET ASSETS REPRESENTED BY:**

|  |                    |
|--|--------------------|
| Common stock, \$0.001 par value (200,000,000 shares authorized)                  | \$ 20,355          |
| Additional paid-in capital   | 323,420,770        |
|  | 323,441,125        |
| Accumulated undistributed net investment income (loss) (unaffiliated)            |                    |
| Accumulated undistributed net realized gain (loss) on investments (unaffiliated) | (39,661,804)       |
| Unrealized appreciation (depreciation) on investments (unaffiliated)             | (50,144,277)       |
| <br>Net Assets   | <br>\$ 233,635,044 |

**NET ASSET VALUES**

|                           |                |
|---------------------------|----------------|
| Net assets                | \$ 233,635,044 |
| Shares outstanding        | 20,355,236     |
| Net asset value per share | \$ 11.48       |

\*Cost

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|   |                |
|---|----------------|
| Long-term investment securities (unaffiliated)  | \$ 257,942,604 |
| Short-term investment securities (unaffiliated) | \$ 29,408,000  |

See Notes to Financial Statements

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**SunAmerica Focused Alpha Growth Fund, Inc.**  
**STATEMENT OF OPERATIONS** *For the year ended December 31, 2008*

**INVESTMENT INCOME:**

|                          |              |
|--------------------------|--------------|
| Dividends (unaffiliated) | \$ 2,690,617 |
| Interest (unaffiliated)  | 237,124      |
| Total investment income  | 2,927,741    |

**EXPENSES:**

|   |           |
|---|-----------|
| Investment advisory and management fees | 3,390,070 |
| Administration fees                     | 135,603   |
| Transfer agent fees and expenses        | 21,300    |
| Custodian and accounting fees           | 89,444    |
| Reports to shareholders                 | 108,704   |
| Audit and tax fees                      | 38,729    |
| Legal fees                              | 49,706    |
| Directors' fees and expenses            | 45,908    |
| Other expenses                          | 47,168    |
| Total expenses before custody credits   | 3,926,632 |
| Custody credits earned on cash balances | (750)     |
| Fees paid indirectly (Note 4)           | (20,136)  |
| Net expenses                            | 3,905,746 |
| Net investment income (loss)            | (978,005) |

**NET REALIZED AND UNREALIZED GAIN (LOSS) ON INVESTMENTS AND  
FOREIGN CURRENCIES:**

|  |                         |
|--|-------------------------|
| Net realized gain (loss) on investments (unaffiliated)                         | (39,619,473)            |
| Change in unrealized appreciation (depreciation) on investments (unaffiliated) | (128,600,127)           |
| Net realized and unrealized gain (loss) on investments and foreign currencies  | (168,219,600)           |
| <b>NET INCREASE (DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS</b>         | <b>\$ (169,197,605)</b> |

See Notes to Financial Statements



**SunAmerica Focused Alpha Growth Fund, Inc.**  
**STATEMENT OF CHANGES IN NET ASSETS**

|  | <b>For the<br/>Year Ended<br/>December 31, 2008</b> | <b>For the<br/>Year Ended<br/>December 31, 2007</b> |
|--|---|---|
| <b>INCREASE (DECREASE) IN NET ASSETS</b>                         |   |   |
| <b>Operations:</b>   |   |   |
| Net investment income (loss)                                     | \$ (978,005)  | \$ 146,614  |
| Net realized gain (loss) on investments and foreign currencies   | (39,619,473)  | 51,519,519  |
| Net unrealized gain (loss) on investments and foreign currencies | (128,600,127)                                       | 2,651,096   |
| Net increase (decrease) in net assets resulting from operations  | (169,197,605)                                       | 54,317,229  |
| <b>Distributions to shareholders from:</b>                       |   |   |
| Net investment income  |   | (146,536)   |
| Net realized gain on investments                                 |   | (51,561,928)  |
| Return of capital  | (25,444,045)  | (15,667,367)  |
| Total distributions to shareholders                              | (25,444,045)  | (67,375,831)  |
| <b>Total increase (decrease) in net assets</b>                   | <b>(194,641,650)</b>                                | <b>(13,058,602)</b>                                 |
| <b>NET ASSETS:</b>   |   |   |
| Beginning of period  | 428,276,694   | 441,335,296   |
| End of period  | \$ 233,635,044                                      | \$ 428,276,694                                      |
| Includes accumulated undistributed net investment income (loss)  | \$  | \$  |

See Notes to Financial Statements

**SunAmerica Focused Alpha Growth Fund, Inc.**  
**FINANCIAL HIGHLIGHTS**

|   | <b>For the<br/>Year Ended<br/>December 31,<br/>2008</b> | <b>For the<br/>Year Ended<br/>December 31,<br/>2007</b> | <b>For the<br/>Year Ended<br/>December 31,<br/>2006</b> | <b>For the<br/>Period<br/>July 29, 2005<br/>through<br/>December 31,<br/>2005</b> |
|---|---|---|---|---|
| <b>Net Asset Value, Beginning of period</b>                               | \$ 21.04  | \$ 21.68  | \$ 19.59  | \$ 19.10(1)   |
| <b>Investment Operations:</b>   |   |   |   |   |
| Net investment income (loss)@   | (0.05)  | 0.01  | 0.01  | (0.02)  |
| Net realized and unrealized gain (loss)<br>on investments                 | (8.26)  | 2.66  | 3.28  | 1.05  |
| Total from investment operations  | (8.31)  | 2.67  | 3.29  | 1.03  |
| <b>Distributions From:</b>  |   |   |   |   |
| Net investment income   |   | (0.01)  | (0.01)  |   |
| Net realized gains on investments   |   | (2.53)  | (0.62)  |   |
| Return of capital   | (1.25)  | (0.77)  | (0.57)  | (0.50)  |
| Total distributions   | (1.25)  | (3.31)  | (1.20)  | (0.50)  |
| <b>Capital Share Transactions:</b>  |   |   |   |   |
| Offering costs for common shares<br>charged to additional paid-in capital |   |   |   | (0.04)  |
| <b>Net Asset Value, End of period</b>                                     | \$ 11.48  | \$ 21.04  | \$ 21.68  | \$ 19.59  |
| <b>Net Asset Value Total Return(2)#</b>                                   | (41.07)%  | 12.67%  | 17.37%  | 5.27%   |
| <b>Market Value, End of period</b>  | \$ 9.55   | \$ 18.92  | \$ 19.74  | \$ 17.03  |
| <b>Market Value Total Return(3)#</b>                                      | (44.75)%  | 13.20%  | 23.65%  | (12.42)%  |
| <b>Ratios/Supplemental Data:</b>  |   |   |   |   |
| Net Assets, end of period (\$000 s)                                       | \$ 233,635  | \$ 428,277  | \$ 441,335  | \$ 398,807  |
| Ratio of expenses to average net<br>assets(4)                             | 1.17%   | 1.14%   | 1.16%   | 1.17%   |
| Ratio of net investment income (loss)<br>to average net assets(4)         | (0.29)%   | 0.03%   | 0.04%   | (0.28)%   |
| Portfolio turnover rate   | 89%   | 51%   | 55%   | 28%   |

Commencement of operations

@ Calculated based upon average shares outstanding

# Total return is not annualized.  
Annualized

(1) Net asset value, beginning of period, reflects a deduction of \$0.90 per share sales charge from the initial offering price of \$20.00.

- (2) Based on net asset value per share, dividends and distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Fund's dividend reinvestment plan. NAV performance reflects performance without imposition of initial sales charge in connection with the initial public offering of the Fund and would be lower if included.
- (3) Based on market value per share, dividends and distributions, if any, are assumed for purposes of this calculation to be reinvested at prices obtained under the Fund's dividend reinvestment plan.
- (4) Excludes expense reductions. If expense reductions had been applied, the ratio of expenses and net investment income to average net assets would have remained the same.

See Notes to Financial Statements

**SunAmerica Focused Alpha Growth Fund, Inc.**  
**PORTFOLIO PROFILE** *December 31, 2008 (unaudited)*

**Industry Allocation\***

|  |        |
|--|--------|
| Time Deposit                           | 12.6%  |
| Aerospace/Defense                      | 12.5   |
| Retail-Restaurants                     | 8.5    |
| Commercial Services-Finance            | 5.9    |
| Retail-Building Products               | 5.7    |
| Transport-Rail                         | 5.4    |
| Agricultural Chemicals                 | 5.2    |
| Electric-Transmission                  | 4.0    |
| Soap & Cleaning Preparation            | 4.0    |
| Oil & Gas Drilling                     | 3.7    |
| Web Portals/ISP                        | 3.5    |
| Retail-Sporting Goods                  | 3.0    |
| Schools                                | 3.0    |
| Transport-Services                     | 2.8    |
| Medical Instruments                    | 2.6    |
| Computers                              | 2.4    |
| Casino Hotels                          | 2.1    |
| Oil Companies-Exploration & Production | 1.9    |
| Building-Residential/Commercial        | 1.8    |
| Finance-Investment Banker/Broker       | 1.8    |
| Apparel Manufacturers                  | 1.6    |
| Casino Services                        | 1.5    |
| Medical-Hospitals                      | 1.3    |
| Textile-Home Furnishings               | 1.2    |
| Distribution/Wholesale                 | 1.2    |
| Investment Management/Advisor Services | 1.0    |
| Decision Support Software              | 0.8    |
| Advertising Sales                      | 0.5    |
|  | 101.5% |

\* Calculated as a percentage of net assets

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**SunAmerica Focused Alpha Growth Fund, Inc.**  
**PORTFOLIO OF INVESTMENTS** *December 31, 2008*

| Security Description                        | Shares  | Market Value<br>(Note 2) |
|---|---------|--------------------------|
| <b>COMMON STOCK 88.9%</b>                   |         |                          |
| <b>Advertising Sales 0.5%</b>               |         |                          |
| Lamar Advertising Co., Class A              | 101,860 | \$ 1,279,362             |
| <b>Aerospace/Defense 12.5%</b>              |         |                          |
| General Dynamics Corp.                      | 244,328 | 14,070,850               |
| Lockheed Martin Corp.                       | 180,999 | 15,218,396               |
|   |         | 29,289,246               |
| <b>Agricultural Chemicals 5.2%</b>          |         |                          |
| Monsanto Co.                                | 174,204 | 12,255,251               |
| <b>Apparel Manufacturers 1.6%</b>           |         |                          |
| Under Armour, Inc., Class A                 | 155,105 | 3,697,703                |
| <b>Building-Residential/Commercial 1.8%</b> |         |                          |
| Toll Brothers, Inc.                         | 200,000 | 4,286,000                |
| <b>Casino Hotels 2.1%</b>                   |         |                          |
| Wynn Resorts, Ltd.                          | 115,000 | 4,859,900                |
| <b>Casino Services 1.5%</b>                 |         |                          |
| Scientific Games Corp., Class A             | 200,000 | 3,508,000                |
| <b>Commercial Services-Finance 5.9%</b>     |         |                          |
| Mastercard, Inc., Class A                   | 72,877  | 10,416,310               |
| Morningstar, Inc.                           | 97,600  | 3,464,800                |
|   |         | 13,881,110               |
| <b>Computers 2.4%</b>                       |         |                          |
| Apple, Inc.                                 | 64,768  | 5,527,949                |
| <b>Decision Support Software 0.8%</b>       |         |                          |
| MSCI, Inc., Class A                         | 100,000 | 1,776,000                |
| <b>Distribution/Wholesale 1.2%</b>          |         |                          |
| Fastenal Co.                                | 80,000  | 2,788,000                |

|  |         |            |
|--|---------|------------|
| <b>Electric-Transmission</b> 4.0%                      |         |            |
| ITC Holdings Corp.                                     | 215,000 | 9,391,200  |
| <b>Finance-Investment Banker/Broker</b> 1.8%           |         |            |
| Jefferies Group, Inc.                                  | 300,000 | 4,218,000  |
| <b>Investment Management/Advisor Services</b> 1.0%     |         |            |
| Cohen & Steers, Inc.                                   | 25,390  | 279,036    |
| Eaton Vance Corp.                                      | 100,000 | 2,101,000  |
|  |         | 2,380,036  |
| <b>Medical Instruments</b> 2.6%                        |         |            |
| Edwards Lifesciences Corp.                             | 110,000 | 6,044,500  |
| <b>Medical-Hospitals</b> 1.3%                          |         |            |
| Community Health Systems, Inc.                         | 200,000 | 2,916,000  |
| <b>Oil &amp; Gas Drilling</b> 3.7%                     |         |            |
| Transocean, Ltd.                                       | 184,824 | 8,732,934  |
| <b>Oil Companies-Exploration &amp; Production</b> 1.9% |         |            |
| Encore Acquisition Co.                                 | 175,000 | 4,466,000  |
| <b>Retail-Building Products</b> 5.7%                   |         |            |
| Lowe's Cos., Inc.                                      | 619,187 | 13,324,904 |
| <b>Retail-Restaurants</b> 8.5%                         |         |            |
| McDonald's Corp.                                       | 317,512 | 19,746,071 |
| <b>Retail-Sporting Goods</b> 3.0%                      |         |            |
| Dick's Sporting Goods, Inc.                            | 500,000 | 7,055,000  |
| <b>Schools</b> 3.0%                                    |         |            |
| DeVry, Inc.  | 120,000 | 6,889,200  |
| <b>Soap &amp; Cleaning Preparation</b> 4.0%            |         |            |
| Church & Dwight Co., Inc.                              | 165,000 | 9,259,800  |
| <b>Textile-Home Furnishings</b> 1.2%                   |         |            |
| Mohawk Industries, Inc.                                | 65,000  | 2,793,050  |
| <b>Transport-Rail</b> 5.4%                             |         |            |
| Union Pacific Corp.                                    | 261,814 | 12,514,709 |
| <b>Transport-Services</b> 2.8%                         |         |            |
| Expeditors International of Washington, Inc.           | 200,000 | 6,654,000  |
| <b>Web Portals/ISP</b> 3.5%                            |         |            |
| Google, Inc., Class A                                  | 26,863  | 8,264,402  |

|  |    |               |                       |
|--|----|---------------|-----------------------|
| <b>Total Long-Term Investment Securities</b>         |    |               |                       |
| (cost \$257,942,604)                                 |    |               | 207,798,327           |
| <b>SHORT-TERM INVESTMENT SECURITIES 12.6%</b>        |    |               |                       |
| <b>Time Deposit 12.6%</b>                            |    |               |                       |
| Euro Time Deposit with State Street Bank & Trust Co. |    |               |                       |
| 0.01% due 01/02/09                                   |    |               |                       |
| (cost \$29,408,000)                                  | \$ | 29,408,000    | 29,408,000            |
| <b>TOTAL INVESTMENTS</b>                             |    |               |                       |
| (cost \$287,350,604)(1)                              |    | 101.5%        | 237,206,327           |
| Liabilities in excess of other assets                |    | (1.5)         | (3,571,283)           |
| <b>NET ASSETS</b>                                    |    | <b>100.0%</b> | <b>\$ 233,635,044</b> |

Non-income producing security

(1) See Note 6 for cost of investments on a tax basis.

See Notes to Financial Statements

**SunAmerica Focused Alpha Growth Fund, Inc.**  
**NOTES TO FINANCIAL STATEMENTS** *December 31, 2008*

*Note 1. Organization of the Fund*

SunAmerica Focused Alpha Growth Fund, Inc. (the *Fund*) is a non-diversified closed-end management investment company. The *Fund*'s shares are traded on the New York Stock Exchange ( *NYSE* ) under the ticker symbol FGF. The *Fund* was organized as a Maryland corporation on May 18, 2005 and is registered under the Investment Company Act of 1940, as amended, (the *1940 Act* ). The *Fund* sold 5,236 of its common stock shares ( *Shares* ) on July 18, 2005 to AIG SunAmerica Asset Management Corp. (the *Adviser* or *SunAmerica* ), an indirect wholly-owned subsidiary of America International Group, Inc. ( *AIG* ). Investment operations commenced on July 29, 2005 upon settlement of the sale of 18,500,000 *Shares* in the amount of \$353,350,000 (net of underwriting fees and expenses of \$16,650,000). In addition, on August 25, 2005 and September 13, 2005, respectively, the *Fund* issued 1,200,000 and 650,000 *Shares* in the amount of \$22,920,000 and \$12,415,000 (net of underwriting fees and expenses of \$1,080,000 and \$585,000) in conjunction with the exercise of the underwriters' over-allotment option. SunAmerica paid certain organizational expenses of the *Fund* and the offering costs of the *Fund* to the extent they exceeded \$.04 per share of the *Fund*'s common stock.

The *Fund*'s investment objective is to provide growth of capital. The *Fund* seeks to pursue this objective by employing a concentrated stock picking strategy in which the *Fund*, through subadvisers selected by the *Adviser*, actively invests primarily in a small number of equity securities (i.e., common stocks) and to a lesser extent equity-related securities (i.e., preferred stocks, convertible securities, warrants and rights) primarily in the U.S. markets.

**Indemnifications:** Under the *Fund*'s organizational documents, its officers and directors are indemnified against certain liability arising out of the performance of their duties to the *Fund*. In addition, in the normal course of business the *Fund* enters into contracts that may contain the obligation to indemnify others. The *Fund*'s maximum exposure under these arrangements is unknown. Currently, however, the *Fund* expects the risk of loss to be remote.

*Note 2. Significant Accounting Policies*

The preparation of financial statements in accordance with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts and disclosures in the financial statements. Actual results could differ from these estimates. The following is a summary of the significant accounting policies followed by the *Fund* in the preparation of its financial statements:

**Security Valuation:** Stocks are generally valued based upon closing sales prices reported on recognized securities exchanges. Stocks listed on the NASDAQ are valued using the NASDAQ Official Closing Price ( *NOCP* ). Generally, the *NOCP* will be the last sale price unless the reported trade for the stock is outside the range of the bid/ask price. In such cases, the *NOCP* will be normalized to the nearer of the bid or ask price. For listed securities having no sales reported and for unlisted securities, such securities will be valued based upon the last reported bid price.

As of the close of regular trading on the *NYSE*, securities traded primarily on security exchanges outside the U.S. are valued at the last sale price on such exchanges on the day of valuation, or if there is no sale on the day of valuation, at the last-reported bid price. If a security's price is available from more than one exchange, the *Fund* uses the exchange that is the primary market for the security. However, depending on the foreign market, closing prices may be up to



15 hours old when they are used to price the Fund's shares, and the Fund may determine that certain closing prices are unreliable. This determination will be based on review of a number of factors, including developments in foreign markets, the performance of U.S. securities markets, and the performance of instruments trading in U.S. markets that represent foreign securities and baskets of foreign securities. If the Fund determines that closing prices do not reflect the fair value of the securities, the Fund will adjust the previous closing prices in accordance with pricing procedures approved by the Board of Directors (the Board or the Directors) to reflect what it believes to be the fair value of the securities as of the close of regular trading on the NYSE. The Fund may also fair value securities in other situations, for example, when a particular foreign market is closed but the Fund is open. For foreign equity securities, the Fund uses an outside pricing service to provide it with closing market prices and information used for adjusting those prices.

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**SunAmerica Focused Alpha Growth Fund, Inc.**

**NOTES TO FINANCIAL STATEMENTS** *December 31, 2008 (continued)*

Short-term securities with 60 days or less to maturity are amortized to maturity based on their cost to the Fund if acquired within 60 days of maturity or, if already held by the Fund on the 60th day, are amortized to maturity based on the value determined on the 61st day.

Securities for which market quotations are not readily available or if a development/significant event occurs that may significantly impact the value of the security, then these securities are valued, as determined pursuant to procedures adopted in good faith by the Board. There is no single standard for making fair value determinations, which may result in prices that vary from those of other funds.

In September 2006, the Financial Accounting Standards Board ( FASB ) issued Statement on Financial Accounting Standards No. 157, Fair Value Measurements ( FAS157 ). This standard clarifies the definition of fair value for financial reporting, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements. FAS157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. Various inputs are used in determining the value of the Portfolio's investments. These inputs are summarized in the three broad levels listed below:

Level 1 Unadjusted quoted prices in active markets for identical securities

Level 2 Other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, quoted prices in inactive markets, etc.)

Level 3 Significant unobservable inputs (including the Portfolios' own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The following is a summary of the inputs used to value the Fund's net assets as of December 31, 2008:

| <b>Valuation Inputs</b>                     | <b>Investments in Securities</b> | <b>Other Financial Instruments*</b> |
|---|----------------------------------|-------------------------------------|
| Level 1 Unadjusted Quoted Prices            | \$ 207,798,327                   | \$                                  |
| Level 2 Other Significant Observable Inputs | 29,408,000                       |                                     |
| Level 3 Significant Unobservable Inputs     |                                  |                                     |
| Total                                       | \$ 237,206,327                   | \$                                  |

\* Other financial instruments are derivative instruments not reflected in the Portfolio of Investments, such as future, forward, written option and swap contracts, which are valued at the unrealized appreciation/depreciation on the instrument.

**Repurchase Agreements:** For repurchase agreements, the Fund's custodian takes possession of the collateral pledged for investments in repurchase agreements. The underlying collateral is valued daily on a mark to market basis to ensure that the value, including accrued interest, is at least 102% of the repurchase price. In the event of default of the obligation to repurchase, a Fund has the right to liquidate the collateral and apply the proceeds in satisfaction of the obligation. If the seller defaults and the value of the collateral declines or if bankruptcy proceedings are commenced with respect to the seller of the security, realization of the collateral by the Fund may be delayed or limited. At December 31, 2008, the Fund did not enter into any repurchase agreements.

**Securities Transactions, Investment Income, Expenses, Dividends and Distributions to Shareholders:** Security transactions are recorded on a trade date basis. Realized gains and losses on sales of investments are calculated on the identified cost basis. Interest income is accrued daily except when collection is not expected. Dividend income is recorded on the ex-dividend date except for certain dividends from foreign securities, which are recorded as soon as the Fund is informed after the ex-dividend date. Foreign income and capital gains may be subject to foreign withholding taxes and

**SunAmerica Focused Alpha Growth Fund, Inc.**

**NOTES TO FINANCIAL STATEMENTS** *December 31, 2008 (continued)*

capital gains taxes at various rates. Under applicable foreign law, a withholding of tax may be imposed on interest, dividends, and capital gains at various rates. Interest earned on cash balances held at the custodian are shown as custody credits on the Statement of Operations.

The Fund has adopted a distribution policy (the *Distribution Policy*) under which the Fund will pay level quarterly dividend distributions, subject to an adjusting dividend distribution in the fourth quarter as described below. The *Distribution Policy* and the dividend distribution rate may be terminated or modified at any time. The Fund intends to pay a level quarterly amount in each of the first three quarters of the calendar year and increase, if necessary, the amount payable for the fourth quarter to an amount expected to satisfy the minimum distribution requirements of the Internal Revenue Code of 1986, as amended (the *Code*). Each quarter the Board will review the amount of any potential dividend distribution and the income, capital gains and capital available. On February 3, 2008, the Securities and Exchange Commission (the *SEC*) issued an order to the Fund and SunAmerica granting exemptive relief from Section 19(b) of the 1940 Act and Rule 19b-1 thereunder, to permit the Fund to make multiple long-term capital gains distributions per year under the *Distribution Policy*. A portion of the dividend distribution may be treated as ordinary income (derived from short-term capital gains) and qualifying dividend income for individuals. If the total distributions made in any calendar year exceed investment company taxable income and net capital gain, such excess distributed amount would be treated as ordinary dividend income to the extent of the Fund's current and accumulated earnings and profits. Distributions in excess of the earnings and profits would first be a tax-free return of capital to the extent of the adjusted tax basis in the shares. After such adjusted tax basis is reduced to zero, the distribution would constitute capital gain (assuming the shares are held as capital assets). A return of capital represents a return of a shareholder's investment in the Fund and should not be confused with yield, income or profit. The final determination of the source of all dividend distributions in 2008 will be made after year-end. The payment of dividend distributions in accordance with the *Distribution Policy* may result in a decrease in the Fund's net assets. A decrease in the Fund's net assets may cause an increase in the Fund's annual operating expenses and a decrease in the Fund's market price per share to the extent the market price correlates closely to the Fund's net asset value per share. The *Distribution Policy* may also negatively affect the Fund's investment activities to the extent that the Fund is required to hold larger cash positions than it typically would hold or to the extent that the Fund must liquidate securities that it would not have sold or hold securities that it would liquidate, for the purpose of paying the dividend distribution. The *Distribution Policy* may, under certain circumstances, result in the amounts of taxable distributions to exceed the levels required to be distributed under the *Code* (*i.e.*, to the extent the Fund has capital losses in any taxable year, such losses may be carried forward to reduce the amount of capital gains required to be distributed in future years if distributions in a year exceed the amount minimally required to be distributed under the tax rules, such excess will be taxable as ordinary income to the extent loss carryforwards reduce the required amount of capital gains in that year). The Fund's Board has the right to amend, suspend or terminate the *Distribution Policy* at any time. The amendment, suspension or termination of the *Dividend Distribution Policy* could have a negative effect on the Fund's market price per share. Shareholders of shares of the Fund held in taxable accounts who receive a dividend distribution (including shareholders who reinvest in shares of the Fund pursuant to the Fund's dividend reinvestment policy) must adjust the cost basis to the extent that a dividend distribution contains a nontaxable return of capital. Investors should consult their tax adviser regarding federal, state and local tax considerations that may be applicable in their particular circumstances.

The Fund intends to comply with the requirements of the *Code*, applicable to regulated investment companies and distribute all of their taxable income, including any net realized gain on investments, to its shareholders. Therefore, no federal tax provisions are required. The Fund files U.S. federal and certain state income tax returns. With few

exceptions, the Fund is no longer subject to U.S. federal and state examinations by tax authorities for tax years ending before 2005.

**New Accounting Pronouncements:** In March 2008, the Financial Accounting Standards Board ( FASB ) issued FASB Statement No. 161, Disclosures about Derivative Instruments and Hedging Activities. The standard is intended to improve financial reporting about derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position and financial performance. It is effective for financial statements issued for fiscal years beginning after November 15, 2008. Management is currently in the process of determining the impact of the standard on the Fund's disclosures in the financial statements.

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**SunAmerica Focused Alpha Growth Fund, Inc.**

**NOTES TO FINANCIAL STATEMENTS** *December 31, 2008 (continued)*

**Foreign Currency Translation:** The books and records of the Fund are maintained in U.S. dollars. Assets and liabilities denominated in foreign currencies and commitments under forward foreign currency contracts are translated into U.S. dollars based on the exchange rate of such currencies against U.S. dollars on the date of the valuation. The Fund does not isolate that portion of the results of operations arising as a result of changes in the foreign exchange rates from the changes in the market prices of securities held at the end of the year. Similarly, the Fund does not isolate the effect of changes in foreign exchange rates from the changes in the market prices of Fund securities sold during the year.

Change in unrealized foreign exchange gains and losses on other assets and liabilities located in the Statement of Operations include foreign exchange gains and losses from currency gains or losses between the trade and settlement dates of securities transactions, the difference between the amounts of interest, dividends and foreign withholding taxes recorded on a Fund's books and the U.S. dollar equivalent amounts actually received or paid and changes in the unrealized foreign exchange gains and losses relating to other assets and liabilities arising as a result of changes in the exchange rate.

*Note 3. Investment Advisory and Management Agreement*

Pursuant to its Investment Advisory and Management Agreement ( *Advisory Agreement* ) with the Fund, SunAmerica manages the affairs of the Fund, and selects, supervises and compensates the subadvisers to manage the Fund's assets. SunAmerica monitors the compliance of the subadvisers with the investment objective and related policies of the Fund, reviews the performance of the subadvisers, and reports periodically on such performance to the Directors. Pursuant to the Advisory Agreement, the Fund will pay SunAmerica a monthly fee at the annual rate of 1.00% of the average daily total assets of the Fund.

SunAmerica has engaged Marsico Capital Management, LLC ( *Marsico* ), an independently owned investment management firm, and BAMCO, Inc. ( *BAMCO* ), a wholly-owned subsidiary of Baron Capital Group, Inc., as subadvisers to the Fund (the *Subadvisers* ) to manage the investment and reinvestment of the Fund's assets. Pursuant to the subadvisory agreements ( *Subadvisory Agreements* ) among SunAmerica, the Fund and Marsico and BAMCO, respectively, Marsico and BAMCO select the investments made by the Fund. Marsico manages the large-cap portion of the Fund and is entitled to receive a fee at the annual rate of 0.40% of the Fund's average daily total assets allocated to Marsico. BAMCO manages the small-and mid-cap portion of the Fund and is entitled to receive a fee at the annual rate of 0.60% of the Fund's average daily total assets allocated to BAMCO. Each subadviser is paid by SunAmerica and not the Fund.

SunAmerica serves as administrator to the Fund. Under the Administrative Services Agreement, SunAmerica is responsible for performing or supervising the performance by others of administrative services in connection with the operations of the Fund, subject to the supervision of the Fund's Board. SunAmerica will provide the Fund with administrative services, regulatory reporting, all necessary office space, equipment, personnel and facilities for handling the affairs of the Fund. SunAmerica's administrative services include recordkeeping, supervising the activities of the Fund's custodian and transfer agent, providing assistance in connection with the Directors' and shareholders' meetings and other administrative services necessary to conduct the Fund's affairs. For its services as administrator, SunAmerica is paid a monthly fee at the annual rate of 0.04% of the Fund's average daily total assets.

On September 22, 2008, AIG, the ultimate parent of SunAmerica, entered into a revolving credit facility (the Credit Facility ) and a Guarantee and Pledge Agreement with the Federal Reserve Bank of New York under the terms of which AIG will issue a new series of perpetual, non-redeemable Convertible Participating Serial Preferred Stock (the Preferred Stock ) to a trust that will hold the Preferred Stock for the benefit of the United States Treasury. On October 3, 2008, AIG announced that it plans to retain its U.S. property and casualty and foreign general insurance businesses, and to retain a continuing ownership interest in its foreign life insurance operations, and that it is exploring divestiture opportunities for its remaining high-quality businesses and assets.

**SunAmerica Focused Alpha Growth Fund, Inc.****NOTES TO FINANCIAL STATEMENTS December 31, 2008 (continued)***Note 4. Expense Reductions*

Through expense offset arrangements resulting from broker commission recapture, a portion of the expenses of the Fund have been reduced. For the year ended December 31, 2008, the amount of expense reductions received to offset the Fund's non-affiliated expenses were \$20,136.

*Note 5. Purchases and Sales of Investment Securities*

The cost of purchases and proceeds from sales and maturities of long-term investments during the year ended December 31, 2008, were as follows:

|   |                |
|---|----------------|
| Purchases (excluding U.S. government securities)            | \$ 283,148,713 |
| Sales and maturities (excluding U.S. government securities) | 327,857,948    |
| Purchases of U.S. government securities                     |                |
| Sales and maturities of U.S. government securities          |                |

*Note 6. Federal Income Taxes*

The following details the tax basis distributions as well as the components of distributable earnings. The tax basis components of distributable earnings may differ from the amounts reflected in the Statement of Assets and Liabilities due to temporary book/tax differences such as wash sales and Post-October losses.

| <b>For the year ended December 31, 2008</b> |   |                       |                 |                          |                  |
|---|---|-----------------------|-----------------|--------------------------|------------------|
| <b>Ordinary</b>                             | <b>Distributable Earnings</b>           |                       | <b>Ordinary</b> | <b>Tax Distributions</b> |                  |
|   | <b>Long-term</b>                        | <b>Unrealized</b>     |                 | <b>Income</b>            | <b>Long-Term</b> |
| <b>Income</b>                               | <b>Gains/<br/>Capital and<br/>Other</b> | <b>Appreciation</b>   | <b>Income</b>   | <b>Capital</b>           | <b>Capital</b>   |
|   | <b>Losses</b>                           | <b>(Depreciation)</b> |                 | <b>Gains</b>             |                  |
| \$  | \$ (27,761,100)                         | \$ (50,144,325)       | \$              | \$                       | \$ 25,444,045    |

**Capital Loss Carryforwards.** At December 31, 2008 capital loss carryforward available to offset future recognized gains are \$27,761,100 expiring in 2016.

Under the current law, capital losses related to securities and foreign currency realized after October 31 and prior to the Fund's fiscal year end may be deferred as occurring the first day of the following year. For the fiscal year ended December 31, 2008, the Fund elected to defer post October capital losses in the amount of \$11,900,656.

The amounts of aggregate unrealized gain (loss) and the cost of investment securities for federal tax purposes, including short-term securities were as follows:



|  |                 |
|--|-----------------|
| Cost (tax basis)                           | \$ 287,350,652  |
| Appreciation                               | 16,258,233      |
| Depreciation                               | (66,402,558)    |
| Net unrealized appreciation (depreciation) | \$ (50,144,325) |

For the period ended December 31, 2008, reclassifications were made to increase accumulated net investment income by \$26,422,050 with an offsetting adjustment to additional paid-in capital of \$(26,422,050). The reclassifications arising from book/tax differences were due to return of capital and net investment losses.

*Note 7. Transactions with Affiliates*

For the year ended December 31, 2008 the Fund incurred no brokerage commissions with an affiliated broker.

*Note 8. Capital Share Transactions*

The authorized capital stock of the Fund is 200,000,000 shares of common stock, \$0.001 par value.

**SunAmerica Focused Alpha Growth Fund, Inc.**  
**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders of SunAmerica Focused Alpha Growth Fund, Inc.:

In our opinion, the accompanying statement of assets and liabilities, including the portfolio of investments, and the related statements of operations and of changes in net assets and the financial highlights present fairly, in all material respects, the financial position of SunAmerica Focused Alpha Growth Fund, Inc.(the Fund ) at December 31, 2008, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended and the financial highlights for each of the periods indicated, in conformity with accounting principles generally accepted in the United States of America. These financial statements and financial highlights (hereafter referred to as financial statements ) are the responsibility of the Fund s management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits, which included confirmation of securities by correspondence with the custodian and brokers at December 31, 2008, provide a reasonable basis for our opinion.

February 25, 2009  
Houston, Texas

**SunAmerica Focused Alpha Growth Fund, Inc.**

**APPROVAL OF ADVISORY AGREEMENT December 31, 2008 (unaudited)**

**Approval of the Investment Advisory and Management Agreement and Subadvisory Agreements**

The Board of the Fund, including the Directors who are not interested persons, as defined in Section 2(a)(19) of the 1940 Act, of the Fund, SunAmerica or BAMCO, Inc. ( *Baron* ) (the *Disinterested Directors* ), approved the continuation of the Advisory Agreement for a one-year period ending August 31, 2009 at an in-person meeting held on August 26-27, 2008. At this same meeting, the Board also approved the continuation of the Subadvisory Agreement among the Fund, SunAmerica and Baron for a one-year period ending August 31, 2009. The Board noted that the current Subadvisory Agreement among the Fund, SunAmerica and Marsico Capital Management, LLC ( *Marsico* ) became effective on December 14, 2007 and continues for a period of two years. Therefore, the Board did not consider the approval of the continuation of this Subadvisory Agreement at the August 26-27 Board meeting.

In accordance with Section 15(c) of the 1940 Act, the Board requested and SunAmerica and Baron, where applicable, provided materials relating to the Board's consideration of whether to approve the continuation of the Advisory Agreement and Subadvisory Agreement. These materials included (a) a summary of the services provided by SunAmerica and its affiliates to the Fund; (b) information independently compiled and prepared by Lipper, Inc. ( *Lipper* ) on Fund fees and expenses, and the investment performance of the Fund as compared with a peer group of funds; (c) information on the profitability of SunAmerica, Baron and their affiliates, a discussion of any indirect benefits; (d) a report on economies of scale; (e) a discussion on general compliance policies and procedures; (f) a summary of brokerage and soft dollar practices; and (g) a discussion of the key personnel of SunAmerica, Baron and their affiliates.

*Nature, Extent and Quality of Services Provided by SunAmerica and Baron.* The Board, including the Disinterested Directors, considered the nature, extent and quality of services to be provided by SunAmerica and Baron. The Board noted that the services include acting as investment manager and adviser to the Fund, managing the affairs of the Fund, and obtaining and evaluating economic, statistical and financial information to formulate and implement the Fund's investment policies, or for providing oversight with respect to the daily management of the portion of the Fund's portfolio managed by Baron and Marsico. Additionally, the Board observed that SunAmerica would provide office space, bookkeeping, accounting, clerical, secretarial and certain administrative services (exclusive of, and in addition to, any such service provided by any other party retained by the Fund) and has authorized any of its officers and employees, if elected, to serve as officers or trustees of the Fund without compensation. Finally, the Board noted that SunAmerica is responsible for monitoring and reviewing the activities of affiliated and unaffiliated third-party service providers, including Baron. In addition to the quality of the advisory services, the Board considered the quality of the administrative and non-investment advisory services provided to the Fund pursuant to the Advisory Agreement. The Board further observed that SunAmerica performs or supervises the performance by others of other administrative services in connection with the operation of the Fund pursuant to the Administrative Services Agreement between SunAmerica and the Fund (the *Administrative Services Agreement* ).

In connection with the services provided by SunAmerica, the Board analyzed the structure and duties of SunAmerica's fund administration, accounting, legal and compliance departments and concluded that they were adequate to meet the needs of the Fund. The Board also reviewed the personnel responsible for providing advisory services to the Fund and other key personnel of SunAmerica and concluded, based on their experience and interaction with SunAmerica, that: (i) SunAmerica is able to retain quality portfolio managers, analysts and other personnel; (ii) SunAmerica exhibited a

high level of diligence and attention to detail in carrying out its advisory and other responsibilities under the Advisory Agreement; (iii) SunAmerica had been responsive to requests of the Board; and (iv) SunAmerica had kept the Board apprised of developments relating to the Fund and the industry in general. The Board concluded that the nature and extent of services provided under the Advisory Agreement were reasonable and appropriate in relation to the management fee and that the quality of services continues to be high.

The Board also considered SunAmerica's reputation and relationship with the Fund and considered the benefit to shareholders of investing in funds that are part of a family of funds offering a variety of types of mutual funds and shareholder services. The Board considered SunAmerica's experience in providing management and investment advisory and administrative services to advisory clients and noted that as of June 30, 2008, SunAmerica managed, advised and/or administered

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**SunAmerica Focused Alpha Growth Fund, Inc.**

**APPROVAL OF ADVISORY AGREEMENT** *December 31, 2008 (unaudited) (continued)*

approximately \$49.7 billion in assets. The Board also considered SunAmerica's code of ethics, and that it has developed internal procedures, adopted by the Board, for monitoring compliance with the investment objectives, policies and restrictions of the Fund as set forth in the Fund's prospectus. Additionally, the Board considered SunAmerica's compliance and regulatory history.

The Board also considered the nature, quality and extent of services to be provided by Baron. The Board observed that Baron is responsible for providing investment management services, including investment research, advice and supervision, and determining which securities will be purchased or sold by the portion of the Fund's assets it is allocated to manage. The Board reviewed Baron's history, structure, size, visibility and resources, which are needed to attract and retain highly qualified investment professionals. The Board reviewed the personnel that are responsible for providing subadvisory services to the Fund and concluded, based on their experience with Baron, that: (i) Baron is able to retain high quality portfolio managers and other investment personnel; (ii) Baron exhibited a high level of diligence and attention to detail in carrying out its responsibilities under the Subadvisory Agreement; and (iii) Baron had been responsive to requests of the Board and of SunAmerica. The Board considered that Baron has developed internal policies and procedures for monitoring compliance with the investment objectives, policies and restrictions of the Fund as set forth in the Prospectus. The Board also considered Baron's code of ethics, compliance and regulatory history. The Board noted that Baron has not experienced any material regulatory or compliance problems nor have they been involved in any material litigation or administrative proceedings that would potentially impact them from effectively serving as subadviser to the Fund. The Board concluded that the nature and extent of services to be provided by Baron under the Subadvisory Agreement were reasonable and appropriate in relation to the subadvisory fee and that the quality of services continues to be high.

*Investment Performance.* The Board, including the Disinterested Directors, also considered the investment performance of SunAmerica and Baron with respect to the Fund. In connection with its review, the Board received and reviewed information regarding the investment performance of the Fund as compared to the Fund peer universe ( Peer Universe ) as independently determined by Lipper and to an appropriate index or combination of indices. The Board was provided with a description of the methodology used by Lipper to select the funds in the Peer Universe. The Board also noted that it regularly reviews the performance of the Fund throughout the year. The Board noted that, while it monitors performance of the Fund closely, it generally attaches more importance to performance over relatively long periods of time, typically three to five years.

In preparation for the August 26-27, 2008 meeting, the Board was provided with reports independently prepared by Lipper. Based on the Lipper reports for periods ended May 31, 2008, the Board reviewed the Fund's annualized total return since the Fund's inception in July 2005. The Board noted that it was also provided with a supplemental Lipper performance report for the periods ended June 30, 2008. In addition, the Board received a report prepared by SunAmerica that detailed the Fund's performance for the three- and six-month periods ended June 30, 2008.

Specifically, the Board noted that the Fund was the highest-ranked fund in its Peer Universe for the two-year period ended May 31, 2008 and since the Fund's inception. The Board noted that the Fund was the second-ranked fund in its Peer Universe for the one-year period ended May 31, 2008. The Board did note, however, the Fund's Peer Universe was relatively small and the Fund's performance rank in its peer group ( Peer Group ) was not included in the Lipper report because of the limited number of comparable funds.

*Consideration of the Management Fee and Subadvisory Fee and the Cost of the Services and Profits to be Realized by SunAmerica, Baron and their Affiliates from the Relationship with the Fund.* The Board, including the Disinterested Directors, received and reviewed information regarding the fees to be paid by the Fund to SunAmerica pursuant to the Advisory Agreement and the fee paid by SunAmerica to Baron pursuant to the Subadvisory Agreement. The Board examined this information in order to determine the reasonableness of the fees in light of the nature and quality of services to be provided and any potential additional benefits to be received by SunAmerica, Baron or their affiliates in connection with providing such services to the Fund.

**SunAmerica Focused Alpha Growth Fund, Inc.**

**APPROVAL OF ADVISORY AGREEMENT** *December 31, 2008 (unaudited) (continued)*

To assist in analyzing the reasonableness of the management fee for the Fund, the Board received reports independently prepared by Lipper. The reports showed comparative fee information for the Fund's Peer Group and/or Peer Universe. In considering the reasonableness of the management fee to be paid by the Fund to SunAmerica, the Board reviewed a number of expense comparisons, including: (i) contractual and actual management fees; and (ii) actual total operating expenses. The Board compared the Fund's net expense ratio to those of other funds within its Peer Group and Peer Universe as a guide to help assess the reasonableness of the management fee for the Fund. The Board acknowledged that it was difficult to make precise comparisons with other funds in the Peer Group and Peer Universe since the exact nature of services provided under the various fund agreements is often not apparent. The Board noted, however, that the comparative fee information provided by Lipper as a whole was useful in assessing whether SunAmerica was providing services at a cost that was competitive with other, similar funds. The Board did not consider services and fees paid under investment advisory contracts that SunAmerica has with other registered investment companies or other types of clients with similar investment strategies to the Fund since SunAmerica informed the Board that there were no such funds or accounts. The Board noted the management fee paid by the Fund was reasonable as compared to the fees SunAmerica was receiving from other mutual funds and accounts for which it serves as adviser or subadviser.

The Board also received and reviewed information regarding the fees paid by SunAmerica to Baron pursuant to the Subadvisory Agreement. To assist in analyzing the reasonableness of the subadvisory fees, the Board received a report prepared independently by Lipper. The report showed comparative fee information of the Fund's Peer Group that the Directors used as a guide to help assess the reasonableness of the subadvisory fees. The Directors noted that Peer Group information as a whole was useful in assessing whether Baron was providing services at a cost that was competitive with other similar funds. The Directors also considered that the subadvisory fees are paid by SunAmerica out of its management fee and not by the Fund, and that subadvisory fees may vary widely within a Peer Group for various reasons, including market pricing demands, existing relationships, experience and success, and individual client needs. The Board further considered the amount of subadvisory fee paid out by SunAmerica and the amount of the management fee which it retained. The Board did not consider such services and fees relating to advisory contracts that Baron has with such registered investment companies or accounts since Baron informed the Board that there were no such funds or accounts.

The Board also considered SunAmerica's profitability and the benefits SunAmerica and its affiliates received from its relationship with the Fund. The Board received and reviewed financial statements relating to SunAmerica's financial condition and profitability with respect to the services it provided the Fund and considered how profit margins could affect SunAmerica's ability to attract and retain high quality investment professionals and other key personnel. The Board was also provided with a profitability analysis that detailed the revenues earned and the expenses incurred by SunAmerica and its affiliates that provide services to the Fund on a Fund by Fund basis.

The Board considered the profitability of SunAmerica under the Advisory Agreement, and considered the profitability of SunAmerica under the Administrative Services Agreement. The Board further considered whether SunAmerica, the Subadviser and their affiliates received any indirect benefits or whether there were any collateral or "fall-out" benefits that SunAmerica and its affiliates may derive as a result of their relationship with the Fund. The Board noted that SunAmerica believes that any such benefits are de minimis and do not impact the reasonableness of the management fees.

The Board also reviewed Baron's financial statements and considered whether Baron had the financial resources necessary to attract and retain high quality investment management personnel and to continue to provide the high quality of services that it had provided to the Fund.

The Board concluded that SunAmerica and Baron had the financial resources necessary to perform their obligations under the Advisory Agreement and Subadvisory Agreement and to continue to provide the Fund with the high quality services that they had provided in the past. The Board also concluded that the management fee and subadvisory fee were reasonable in light of the factors discussed above.

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**SunAmerica Focused Alpha Growth Fund, Inc.**

**APPROVAL OF ADVISORY AGREEMENT December 31, 2008 (unaudited) (continued)**

*Economies of Scale.* The Board, including the Disinterested Directors, considered whether the shareholders would benefit from economies of scale and whether there was potential for future realization of economies with respect to the Fund. The Board considered that as a result of being part of the SunAmerica fund complex, the Fund shares common resources and may share certain expenses, and if the size of the complex increases, the Fund could incur lower expenses than it otherwise would achieve as a stand-alone entity. The Board also considered the anticipated efficiencies in the processes of SunAmerica as it adds labor and capital to expand the scale of operations. The Board also noted that since the Fund was a closed-end fund, any asset growth would generally be by virtue of an increase in net asset value and not new subscriptions. The Board concluded that the Fund's management fee structure was reasonable and that it would continue to review fees in connection with the renewal of the Advisory Agreement, including whether the implementation of breakpoints would be appropriate in the future due to an increase in asset size or otherwise.

The Board did not review specific information regarding whether there have been economies of scale with respect to Baron's management of the Fund because it regards that information as less relevant at the subadviser level. Rather, the Board considered information regarding economies of scale in the context of the renewal of the Advisory Agreement.

*Other Factors.* In consideration of the Advisory Agreement and Subadvisory Agreement, the Board also received information regarding SunAmerica's and Baron's brokerage and soft dollar practices. The Board considered that SunAmerica and Baron are responsible for decisions to buy and sell securities for the portfolios they manage, selection of broker-dealers and negotiation of commission rates. The Board noted that they receive reports from SunAmerica and from an independent third party that included information on brokerage commissions and execution throughout the year and that commissions paid had generally been reasonable and the quality of brokerage execution had generally been high. The Board also considered the benefits SunAmerica and Baron derive from their soft dollar arrangements, including arrangement under which brokers provide brokerage and/or research services to SunAmerica and/or Baron in return for allocating brokerage.

*Conclusion.* After a full and complete discussion, the Board approved the Advisory Agreement and the Subadvisory Agreement, each for a one-year period ending August 31, 2009. Based upon their evaluation of all these factors in their totality, the Board, including the Disinterested Directors, was satisfied that the terms of the Advisory Agreement and Subadvisory Agreement were fair and reasonable and in the best interests of the Fund and the Fund's shareholders. In arriving at a decision to approve the Advisory Agreement and Subadvisory Agreement, the Board did not identify any single factor or group of factors as all-important or controlling, but considered all factors together. The Disinterested Directors were also assisted by the advice of independent counsel in making this determination.

**SunAmerica Focused Alpha Growth Fund, Inc.**

**DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN** *December 31, 2008 (unaudited)*

The Fund has adopted a Dividend Reinvestment and Cash Purchase Plan (the Plan), through which all net investment income dividends and capital gains distributions are paid to Common Stock Shareholders in the form of additional shares of the Fund's Common Stock (plus cash in lieu of any fractional shares which otherwise would have been issuable), unless a Common Stock Shareholder elects to receive cash as provided below. In this way, a Common Stock Shareholder can maintain an undiluted investment in the Fund and still allow the Fund to pay out the required distributable income.

No action is required on the part of a registered Common Stock Shareholder to receive a distribution in shares of Common Stock of the Fund. A registered Common Stock Shareholder may elect to receive an entire distribution in cash by notifying Computershare Trust Co., N.A. (Computershare), P.O. Box 43010 Providence, RI 02940-3010, the Plan Agent and the Fund's transfer agent and registrar, in writing so that such notice is received by Computershare no later than 10 days prior to the record date for distributions to Common Stock Shareholders. Computershare will set up an account for shares acquired through the Plan for each Common Stock Shareholder who has not elected to receive distributions in cash (Participant) and hold such shares in non-certificated form.

Those Common Stock Shareholders whose shares are held by a broker or other financial intermediary may receive distributions in cash by notifying their broker or other financial intermediary.

Computershare will set up an account for shares acquired pursuant to the Plan for Participants who have not so elected to receive dividends and distributions in cash. The shares of Common Stock will be acquired by the Plan Agent for the Participants' accounts, depending upon the circumstances described below, either (i) through receipt of additional unissued but authorized shares of Common Stock from the Fund (Additional Common Stock) or (ii) by purchase of outstanding shares of Common Stock on the open market on the NYSE or elsewhere. If on the payment date for a dividend or distribution, the net asset value per share of Common Stock is equal to or less than the market price per share of Common Stock plus estimated brokerage commissions, Computershare shall receive Additional Common Stock, including fractions, from the Fund for each Participant's account. The number of shares of Additional Common Stock to be credited shall be determined by dividing the dollar amount of the dividend or distribution by the greater of (i) the net asset value per share of Common Stock on the payment date, or (ii) 95% of the market price per share of the Common Stock on the payment date. If the net asset value per share of Common Stock exceeds the market price plus estimated brokerage commissions on the payment date for a dividend or distribution, Computershare (or a broker-dealer selected by Computershare) shall endeavor to apply the amount of such dividend or distribution on each Participant's shares of Common Stock to purchase shares of Common Stock on the open market. Such purchases will be made on or shortly after the payment date for such dividend or distribution but in no event will purchases be made on or after the ex-dividend date for the next dividend or distribution. The weighted average price (including brokerage commissions) of all shares of Common Stock purchased by Computershare shall be the price per share of Common Stock allocable to each Participant. If, before Computershare has completed its purchases, the market price plus estimated brokerage commissions exceeds the net asset value of the shares of Common Stock as of the payment date, the purchase price paid by Computershare may exceed the net asset value of the Common Stock, resulting in the acquisition of fewer shares of Common Stock than if such dividend or distribution had been paid in shares of Common Stock issued by the Fund. Participants should note that they will not be able to instruct Computershare to purchase shares of Common Stock at a specific time or at a specific price.

There is no charge to Common Stock Shareholders for receiving their distributions in the form of additional shares of the Fund's Common Stock. Computershare's fees for handling distributions in stock are paid by the Fund. There are no brokerage charges with respect to shares issued directly by the Fund as a result of distributions payable in stock. If a Participant elects by written notice to Computershare to have Computershare sell part or all of the shares held by Computershare in the Participant's account and remit the proceeds to the Participant, Computershare is authorized to deduct a \$2.50 transaction fee plus brokerage commissions from the proceeds.

Common Stock Shareholders who receive distributions in the form of stock are subject to the same Federal, state and local tax consequences as are Common Stock Shareholders who elect to receive their distributions in cash. A Common Stock Shareholder's basis for determining gain or loss upon the sale of stock received in a distribution from the Fund will be equal to the total dollar amount of the distribution paid to the Common Stock Shareholder in the form of additional shares.

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**SunAmerica Focused Alpha Growth Fund, Inc.**

**RESULTS OF ANNUAL SHAREHOLDER MEETING** *December 31, 2008 (unaudited)*

The Annual Meeting of the Shareholders of the Fund (the Meeting ) was held on April 25, 2008. At this meeting Samuel M. Eisenstat, Stephen J. Gutman and Peter A. Harbeck were elected by shareholders to serve as the Class III Directors of the Fund for three-year terms, which expire at the annual meeting of shareholders to be held in 2011 and until their respective successors are duly elected and qualify.

The voting results of the Meeting to elect Samuel M. Eisenstat, Stephen J. Gutman and Peter A. Harbeck to the Board are as follows:

**Election of Samuel M. Eisenstat to the Board of Directors**

|              | <b>For</b> | <b>Withheld</b> | <b>Total</b> |
|--------------|------------|-----------------|--------------|
| Shares Voted | 17,104,915 | 2,106,081       | 19,210,996   |

**Election of Stephen J. Gutman to the Board of Directors**

|              | <b>For</b> | <b>Withheld</b> | <b>Total</b> |
|--------------|------------|-----------------|--------------|
| Shares Voted | 17,087,641 | 2,123,355       | 19,210,996   |

**Election of Peter A. Harbeck to the Board of Directors**

|              | <b>For</b> | <b>Withheld</b> | <b>Total</b> |
|--------------|------------|-----------------|--------------|
| Shares Voted | 17,094,537 | 2,116,459       | 19,210,996   |

The terms of office of Jeffrey S. Burum and William F. Devin (Class I, term expiring 2009) and Dr. Judith L. Craven and William J. Shea (Class II, term expiring 2010) continued after the Meeting.

**SunAmerica Focused Alpha Growth Fund, Inc.**  
**DIRECTORS AND OFFICERS INFORMATION** *December 31, 2008 (unaudited)*

The following table contains basic information regarding the Directors and Officers that oversee operations of the Fund and other investment companies within the Fund Complex(2).

| <b>Name,<br/>Address and<br/>Date of Birth*</b> | <b>Position<br/>Held With<br/>SunAmerica<br/>Complex</b> | <b>Term of<br/>Office and<br/>Length of<br/>Time Served(1)</b> | <b>Principal Occupations<br/>During Past 5 Years</b>  | <b>Number of<br/>Funds<br/>in Fund<br/>Complex<br/>Overseen<br/>by<br/>Director(2)</b> | <b>Other Directorships Held<br/>by Director(3)</b>  |
|---|--|--|---|--|---|
| <b>Disinterested Directors</b>                  |  |  |   |  |   |
| Jeffrey S. Burum<br>DOB: February 27, 1963      | Director   | Current term expires in 2009; Director since 2005              | Founder and Chairman of National Community Renaissance (1993 to present); Founder, Owner and Partner of Colonies Crossroads, Inc. (2000 to present); Owner and Managing Member of Diversified Pacific Development Group, LLC (1998 to present). | 38   | None  |
| Dr. Judith L. Craven<br>DOB: October 6, 1945    | Director   | Current term expires in 2010; Director since 2005              | Retired.  | 87   | Director, Belo Corporation (1992 to present); Director, Sysco Corporation (1996 to present); Director, Luby's Inc. (1998 to present). |
| William F. Devin<br>DOB: December 30, 1938      | Director   | Current term expires in 2009; Director since 2005              | Retired.  | 88   | Director, Boston Options Exchange (2001 to present).  |
| Samuel M. Eisenstat<br>DOB: March 7, 1940       | Chairman of the Board                                    | Current term expires in 2011; Director since 2005              | Attorney, solo practitioner.  | 48   | Director, North European Oil Royalty Trust.   |

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|  |           |   |  |     |   |
|--|-----------|---|--|-----|---|
| Stephen J. Gutman<br>DOB: May 10, 1943       | Director  | Current term expires in 2011; Director since 2005 | Vice President, Corcoran Group (Real Estate) (2003 to present); President and Member of Managing Directors, Beau Brummell Soho LLC (Licensing of menswear specialty retailing and other activities) (1988 to present). | 48  | None  |
| William J. Shea<br>DOB: February 9, 1948     | Director  | Current term expires in 2010; Director since 2005 | Managing Partner, DLB Capital, LLC (Private Equity) (2006 to present); President and CEO, Consec, Inc. (Financial Services) (2001 to 2004); Chairman of the Board of Centennial Technologies, Inc. (1998 to 2001).     | 48  | Chairman of The Board, Royal and Sun Alliance U.S.A., Inc. (2005 to present) Director, Boston Private Financial Holdings (2004 to present). |
| <b>Interested Director</b>                   |           |   |  |     |   |
| Peter A. Harbeck(4)<br>DOB: January 23, 1954 | Director  | Current term expires in 2011; Director since 2005 | President, CEO and Director, SunAmerica. (1995 to present); Director, SunAmerica Capital Services, Inc. ( SACS ) (1993 to present) Chairman, AIG Advisor Group, Inc. (2004 to present).                                | 96  | None  |
| <b>Officers</b>                              |           |   |  |     |   |
| John T. Genoy<br>DOB: November 8, 1968       | President | 2007-present                                      | Chief Financial Officer, SunAmerica (2002 to present); Senior Vice President, SunAmerica (2003 to present); Chief Operating Officer, SunAmerica (2006 to present).   | N/A | N/A   |
| Donna M. Handel<br>DOB: June 25, 1966        | Treasurer | 2005-present                                      | Senior Vice President, SunAmerica (2004 to present); Vice President, SunAmerica (1997 to 2004).  | N/A | N/A   |

**SunAmerica Focused Alpha Growth Fund, Inc.**  
**DIRECTORS AND OFFICERS INFORMATION** *December 31, 2008 (unaudited) (continued)*

| <b>Name,<br/>Address and<br/>Date of Birth*</b> | <b>Position<br/>Held With<br/>SunAmerica<br/>Complex</b> | <b>Term of<br/>Office and<br/>Length of<br/>Time Served(1)</b> | <b>Principal Occupations<br/>During Past 5 Years</b>   | <b>Number of<br/>Funds<br/>in Fund<br/>Complex<br/>Overseen<br/>by<br/>Director(2)</b> | <b>Other Directorships Held<br/>by Director(3)</b> |
|---|--|--|--|--|--|
| Gregory N. Bessler<br>B: November 17, 1966      | Secretary and Chief Legal Officer                        | 2005-present   | Senior Vice President and General Counsel, SunAmerica (2005 to present); Vice President and Director of U.S. Asset Management Compliance, Goldman Sachs Asset Management, L.P. (2004 to 2005); Deputy General Counsel, Credit Suisse Asset Management, LLC (2002 to 2004). | N/A  | N/A  |
| James Nichols<br>B: April 7, 1966               | Vice President   | 2006-present   | Director, President and CEO, SACS (2006 to present); Senior Vice President, SACS (2002 to 2006).   | N/A  | N/A  |
| Stephanie A. Dehot<br>B: December 6, 1967       | Chief Compliance Officer                                 | 2005-present   | Vice President, SunAmerica (2002 to present); Chief Compliance Officer, SunAmerica (2003 to 2006).   | N/A  | N/A  |
| William L. Gabert<br>B: August 15, 1953         | Vice President and Assistant Secretary                   | 2005-present   | Vice President and Deputy General Counsel, SunAmerica (2005 to present); Vice President and Senior   | N/A  | N/A  |

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|  |   |              |   |     |     |
|--|---|--------------|---|-----|-----|
| Gregory R.<br>Angston<br>B:<br>January 18,<br>2006 | Vice President and Assistant<br>Treasurer | 2005-present | Counsel, SunAmerica<br>(2001 to 2005).<br>Vice President,<br>SunAmerica (2001 to<br>present). | N/A | N/A |
|--|---|--------------|---|-----|-----|

\* The business address for each Director and Officer is the Harborside Financial Center, 3200 Plaza 5, Jersey City, NJ 07311-4992.

- (1) Directors serve three-year terms until their successors are duly elected and qualify.
- (2) The term **Fund Complex** means two or more registered investment companies that hold themselves out to investors as related companies for purposes of investment services or have a common investment adviser or an investment adviser that is an affiliated person of the Adviser. The **Fund Complex** includes the SunAmerica Money Market Funds, Inc. (2 funds), SunAmerica Equity Funds (9 funds), SunAmerica Income Funds (5 funds), SunAmerica Focused Series, Inc. (17 portfolios), the Fund (1 fund), SunAmerica Focused Alpha Large-Cap Fund, Inc. (1 fund), Anchor Series Trust (9 portfolios), SunAmerica Senior Floating Rate Fund, Inc. (1 fund), SunAmerica Series Trust (35 portfolios), AIG Retirement Company I (33 portfolios), AIG Retirement Company II (15 funds), Seasons Series Trust (24 portfolios), AIG Series Trust (3 portfolios), AIG Strategic Hedge Fund of Funds (1 fund) and Brazos Mutual Funds (4 funds).
- (3) Directorships of companies required to report to the SEC under the Securities Exchange Act of 1934 (i.e. public companies) or other investment companies registered under the 1940 Act, other than those listed under the preceding column.
- (4) Mr. Harbeck is an interested person of the Fund, as defined in the Investment Company Act of 1940, because he is an officer and director of the adviser and a director of the principal underwriter of the Fund.

Additional information concerning the Directors and Officers is contained in the Statement of Additional Information and is available without charge by calling (800) 858-8850.



**SunAmerica Focused Alpha Growth Fund, Inc.**  
**SHAREHOLDER TAX INFORMATION** *(unaudited)*

Certain tax information regarding the SunAmerica Focused Alpha Growth Fund is required to be provided to shareholders based upon the Fund's income and distributions for the taxable year ended December 31, 2008. The information necessary to complete your income tax returns is included with your Form 1099-DIV mailed to you in the beginning of 2009.

During the year ended December 31, 2008 the Fund paid the following dividends per share:

|                     | Payable Date | Record Date | Total Amount Paid Per Share | Ordinary          |                           |                         | Return of Capital (1) | Qualifying                                 |
|---------------------|--------------|-------------|-----------------------------|-------------------|---------------------------|-------------------------|-----------------------|--|
|                     |              |             |                             | Investment Income | Short-Term Capital Gains* | Long-Term Capital Gains |                       | % for the 70% Dividends Received Deduction |
| Common Shares:      |              |             |                             |                   |                           |                         |                       |  |
|                     | 3/27/2008    | 3/17/2008   | \$ 0.35000                  | \$ 0.00000        | \$ 0.00000                | \$ 0.00000              | \$ 0.35000            | %  |
|                     | 6/26/2008    | 6/16/2008   | 0.35000                     | 0.00000           | 0.00000                   | 0.00000                 | 0.35000               |  |
|                     | 9/25/2008    | 9/16/2008   | 0.35000                     | 0.00000           | 0.00000                   | 0.00000                 | 0.35000               |  |
|                     | 12/30/2008   | 12/22/2008  | 0.20000                     | 0.00000           | 0.00000                   | 0.00000                 | 0.20000               |  |
| Total Common Stock: |              |             | \$ 1.25000                  | \$ 0.00000        | \$ 0.00000                | \$ 0.00000              | \$ 1.25000            |  |

For the year ended December 31, 2008, certain dividends paid by the Fund may be subject to a maximum tax rate of 15%, as provided by the Jobs and Growth Tax Relief Reconciliation Act of 2003. Of the dividends paid during the fiscal year, the maximum amount that may be considered qualified dividend income is \$0.

\* Short-term capital gains are treated as ordinary income for tax purposes.

(1) The amount received as a non-taxable (return of capital) distribution should be applied to reduce the tax cost of shares. There was a \$1.25000 per share return of capital in 2008 on common shares.

**SunAmerica Focused Alpha Growth Fund, Inc.**  
**ADDITIONAL INFORMATION** *(unaudited)*

The Fund has filed with the NYSE its chief executive officer certification as required by §303A.12 of the NYSE's Listed Company Manual. The Fund has also filed with the Commission the certification of its principal executive officer and principal financial officer required by Section 302 of the Sarbanes-Oxley Act with respect to the most recently completed fiscal year end.

During the period, there were no material changes to the Fund's investment objective or policies or to the Fund's articles of incorporation or by-laws that were not approved by the shareholders or in the principal risk factors associated with investment in the Fund. There have been no changes in the persons who are primarily responsible for the day-to-day management of the Fund's assets.

**Harborside Financial Center**  
**3200 Plaza 5**  
**Jersey City, NJ 07311-4992**

**Directors**

*Samuel M. Eisenstat*  
*Peter A. Harbeck*  
*Dr. Judith L. Craven*  
*William F. Devin*  
*Stephen J. Gutman*  
*Jeffrey S. Burum*  
*William J. Shea*

**Officers**

*John T. Genoy, President and  
Chief Executive Officer*  
*Donna M. Handel, Treasurer*  
*James Nichols, Vice President*  
*Cynthia A. Skrehot, Chief Compliance Officer*  
*Gregory N. Bressler, Chief Legal Officer and  
Secretary*  
*Gregory R. Kingston, Vice President and  
Assistant Treasurer*  
*Nori L. Gabert, Vice President  
and Assistant Secretary*  
*Kathleen Fuentes, Assistant Secretary*  
*John E. McLean, Assistant Secretary*  
*John E. Smith Jr., Assistant Treasurer*

**Investment Adviser**

*AIG SunAmerica Asset Management Corp.*  
*Harborside Financial Center*  
*3200 Plaza 5*  
*Jersey City, NJ 07311-4992*

**Custodian**

*State Street Bank and Trust Company*  
*P.O. Box 5607*  
*Boston, MA 02110*

**Transfer Agent**

*Computershare Shareholder Services, Inc.*  
*250 Royall Street*  
*Canton, MA 02021*

**VOTING PROXIES ON FUND PORTFOLIO SECURITIES**

A description of the policies and procedures that the Fund uses to determine how to vote proxies related to securities held in the Fund's portfolio, which is available in the Fund's Form N-CSR, may be obtained without charge upon request, by calling (800) 858-8850. This information is also available from the EDGAR database on the U.S. Securities and Exchange Commission's website at <http://www.sec.gov>.

**DISCLOSURE OF QUARTERLY PORTFOLIO HOLDINGS**

The Fund is required to file its complete schedule of portfolio holdings with the U.S. Securities and Exchange Commission for its first and third fiscal quarters on Form N-Q. The Fund's Forms N-Q are available on the U.S. Securities and Exchange Commission's website at <http://www.sec.gov>. You can also review and obtain copies of Form N-Q at the U.S. Securities and Exchange Commission's Public Reference Room in Washington, DC (information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330).

**PROXY VOTING RECORD ON FUND PORTFOLIO SECURITIES**

Information regarding how the Fund voted proxies related to securities held in the Fund's portfolio during the most recent twelve month period ended June 30, is available, once filed with the U.S. Securities and Exchange Commission without charge, upon request, by calling (800) 858-8850 or on the U.S. Securities and Exchange Commission's website at <http://www.sec.gov>.

This report is submitted solely for the general information of shareholders of the Fund.



Item 2. Code of Ethics

The SunAmerica Focused Alpha Growth Fund, Inc. (the registrant ) has adopted a Code of Ethics applicable to its Principal Executive and Principal Accounting Officers pursuant to Section 406 of the Sarbanes-Oxley Act of 2002. During the fiscal year ended 2008, there were no reportable amendments, waivers or implicit waivers to a provision of the code of ethics that applies to the registrant's Principal Executive and Principal Accounting Officers.

Item 3. Audit Committee Financial Expert.

The registrant's Board of Directors has determined that William J. Shea, the Chairman of the registrant's Audit Committee, qualifies as an audit committee financial expert, as defined in the instructions to Item 3(a) of Form N-CSR. Mr. Shea is considered to be independent for purposes of Item 3(a)(2) of Form N-CSR.

Item 4. Principal Accountant Fees and Services.

(a) (d) Aggregate fees billed to the registrant for the last two fiscal years for professional services rendered by the registrant's principal accountant were as follows:

|                        | 2007     | 2008     |
|------------------------|----------|----------|
| (a) Audit Fees         | \$25,221 | \$27,453 |
| (b) Audit-Related Fees | \$ 0     | \$ 0     |
| (c) Tax Fees           | \$13,115 | \$14,029 |
| (d) All Other Fees     | \$ 0     | \$ 0     |

Audit Fees include amounts related to the audit of the registrant's annual financial statements and services normally provided by the principal accountant in connection with statutory and regulatory filings. Tax Fees principally include tax compliance, tax advice, tax planning and preparation of tax returns.

Aggregate fees billed to the investment adviser and Adviser Affiliates (as defined below in Item 4(e)) that are required to be pre-approved pursuant to paragraph (c)(7)(ii) of Rule 2-01 of Regulation S-X for the last two fiscal years for services rendered by the registrant's principal accountant were as follows:

|                        | 2007 | 2008 |
|------------------------|------|------|
| (b) Audit-Related Fees | \$0  | \$0  |
| (c) Tax Fees           | \$0  | \$0  |
| (d) All Other Fees     | \$0  | \$0  |

(e)

(1) The registrant's Audit Committee ( Committee ) pre-approves all audit services provided by the registrant's principal accountant for the registrant and all non-audit services provided by the registrant's principal accountant for the registrant, its investment adviser and any entity controlling, controlled by, or under common control with the investment adviser ( Adviser Affiliates ) that provide ongoing services to the registrant, if the engagement by the investment adviser or Adviser Affiliate relates directly to the operations and financial reporting of the registrant. The audit committee has not presently established any pre-approval policies and procedures that permit the pre-approval of the above services other than by the full audit committee. Certain de minimis exceptions are allowed for non-audit services in accordance with

Rule 2-01(c)(7)(i)(C) of Regulation S-X as set forth in the registrant's audit committee charter.

(2) No services included in (b)-(d) above in connection with fees billed to the registrant or the investment adviser or Adviser Affiliates were approved pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

(f) Not applicable.

(g) The aggregate fees billed for the most recent fiscal year and the preceding fiscal year by the registrant's principal accountant for non-audit services rendered to the registrant, its investment adviser, and Adviser Affiliates that provide ongoing services to the registrant for 2008 and 2007 were \$14,029 and \$13,115, respectively.

(h) Not applicable.

Item 5. Audit Committee of Listed Registrants.

The registrant has a separately designated Audit Committee consisting of the following members:

Jeffrey Burum  
Judith Craven  
William Devin  
Samuel Eisenstat  
Stephen Gutman  
William Shea

Item 6. Investments.

Included in Item 1 to the Form.

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Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies.

**PROXY VOTING POLICIES AND PROCEDURES**

*Proxy Voting Responsibility.* The Fund has adopted policies and procedures for the voting of proxies relating to Fund securities (the Policies ). The Policies were drafted according to recommendations by the investment adviser and an independent proxy voting agent. The Policies enable the Fund to vote proxies in a manner consistent with the best interests of the Fund and the Fund's shareholders. A committee has been established (the Proxy Voting Committee ) to administer the voting of all Fund proxies in accordance with the Policies. The Proxy Voting Committee will consist of a member of the Investment Management Department, at least one member of the Legal and Compliance Departments, and at least one person with respect to the investment adviser who oversees subadvisers (with respect to Funds, the investment discretion over which is delegated to a subadviser) or their designees.

The Proxy Voting Committee has engaged the services of an independent voting agent to assist in issue analyses, vote recommendations for proxy proposals, and to assist the Fund with certain responsibilities including recordkeeping of proxy votes.

The Fund is generally a passive investor in holding portfolio securities, seeking to maximize shareholder value, but not necessarily to exercise control over the issuers of portfolio securities, or otherwise advance a particular social agenda. The Fund generally will abstain on social issue proposals as described herein.

In addition, in accordance with local law or business practices, many foreign companies prevent the sales of shares that have been voted for a certain period beginning prior to the shareholder meeting and ending on the day following the meeting. The Board had determined that the costs of voting proxies with respect to such shares of foreign companies generally outweigh any benefits that may be achieved by voting such proxies. The costs of voting such proxies include the potentially serious portfolio management consequences of reduced flexibility to sell the shares at the most advantageous time for the particular Fund. As a result, such proxies generally will not be voted in the absence of an unusual, significant vote of compelling economic importance.

*Case-By-Case Voting Matters.* The Proxy Voting Committee has established proxy voting guidelines (the Guidelines ), which identify certain vote items to be determined on a case-by-case basis. In these circumstances, and in proposals not specifically addressed by the Policies, the Proxy Voting Committee generally will rely on guidance or a recommendation from the independent proxy voting agent or other sources. In these instances, the Proxy Voting Committee will recommend the vote that will maximize value for, and is in the best interests of, the Fund's shareholders.

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*Examples of the Fund's Positions on Voting Matters.* Consistent with the approaches described above, the following are examples of the Fund's voting positions on specific matters:

Vote on a case-by-case basis on proposals to increase authorized common stock;

Vote on a case-by-case basis on most mutual fund matter shareholder proposals to terminate the investment adviser;

Vote on a case-by-case basis regarding merger and acquisition matters;

Not vote proxies for index funds/portfolios and passively managed funds/portfolios;<sup>1</sup>

Not vote proxies for securities that are out on loan;<sup>2</sup>

Vote on a case-by-case basis on equity compensation plan

*Conflicts of Interest.* Members of the Proxy Voting Committee will resolve conflicts of interest presented by a proxy vote. In practice, application of the Guidelines will in most instances adequately address any possible conflicts of interest, as votes generally are effected according to the policies or recommendations of the independent proxy voting agent.

However, if a situation arises where a vote presents a conflict between the interests of the Fund's shareholders and the interest of the investment adviser, the Fund's principal underwriter, or one of the investment adviser's or the underwriter's affiliates, and the conflict is known to the Proxy Voting Committee, the Committee will consult with one Director who is not an interested person, as that term is defined in the 1940 Act, time permitting, before casting the vote to ensure that the Fund votes in the best interest of its shareholders. Any individual with a known conflict may be required by the Proxy Voting Committee to recuse himself or herself from being involved in the proxy voting decision.

*Proxy Voting Records.* The Proxy Voting Committee will be responsible for documenting its basis for any determination to vote in a non-uniform or contrary manner, as well as, for ensuring the maintenance of records for each proxy vote cast on behalf of the Funds. The independent proxy voting agent will maintain records of voting decisions for each vote cast on behalf of the Fund. The proxy voting record for the twelve-month period ended June 30, 2008 will be available on the SEC's website at <http://www.sec.gov>.

*Board Reporting.* The Funds' Chief Compliance Officer will provide a summary report at each quarterly meeting of the Boards which describes any Proxy Voting Committee meeting(s) held during the prior quarter.

<sup>1</sup> The Board has determined that the costs of voting proxies for index and passively managed funds will generally outweigh any benefits that may be achieved by voting such proxies because the outcome will not directly

affect whether the Funds retain a particular security. That is, the Funds will retain or sell a particular security based on objective, rather than subjective, criteria. For example, in the case of an index fund, the Funds will make a determination to retain or sell a security based on whether the index retains or deletes the security.

- 2 The Boards of the investment adviser's funds that have approved the lending of portfolio securities have determined that the costs of voting proxies with respect to securities that are out on loan generally outweigh any benefit that may be achieved by the voting of such proxies. The costs of voting such proxies include the opportunity cost of lost securities lending income

when securities are recalled from a loan. However, under certain circumstances, including where the investment adviser and/or subadviser to a Fund determines that a proxy vote is materially important to the Fund's interest and where it is feasible to recall the security on a timely basis, the investment adviser will use its reasonable efforts to recall the security.

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Item 8. Portfolio Managers of Closed-End Management Investment Companies.

BAMCO, Inc. ( BAMCO ) and Marsico Capital Management, LLC ( Marsico ) are the subadvisers to the registrant. Thomas F. Marsico is the Portfolio Manager for Marsico and is primarily responsible for the day-to-day management of the large-cap portion of the registrant's assets. Ronald Baron is the Portfolio Manager for BAMCO and is primarily responsible for the day-to-day management of the small-cap and mid-cap portion of the registrant's assets.

Mr. Marsico is the Chief Investment Officer of Marsico. Mr. Marsico has over 20 years of experience as a securities analyst and a portfolio manager.

Mr. Baron is the Founder, Chairman, Chief Executive Officer and Chief Investment Officer of Baron Capital Group, Inc. and its subsidiaries. BAMCO, established in 1987, is one of its subsidiaries. Mr. Baron has managed money for others on a discretionary basis since 1975. In 1982, he established Baron Capital, Inc. and was the founding Portfolio Manager of several Baron Mutual Funds. Currently, he is the Portfolio Manager of Baron Growth, Baron Partners and Baron Retirement Income Funds. Mr. Baron graduated from Bucknell University with a B.A. in chemistry.

OTHER ACCOUNTS MANAGED BY THE PORTFOLIO MANAGERS

The following table indicates the number of other accounts managed by each Portfolio Manager and the total assets in the accounts in each of the following categories as of December 31, 2008: Registered Investment Company ( RIC ), Other Pooled Investment ( OPI ), and Other Accounts ( OA ). For each category, the table also shows the number of accounts and the total assets in the accounts with respect to which the advisory fee is based on account performance.

| Name of Investment Adviser | Name of Portfolio Manager | Number of Other Accounts Managed and Total Assets by Account |               |                  | Number of Accounts and Total Assets for Which Advisory Fee is Performance Based |              |    |
|----------------------------|---------------------------|--|---------------|------------------|---|--------------|----|
|                            |                           | (\$ in millions)   |               |                  | (\$ in millions)  |              |    |
|                            |                           | RIC  | OPI           | OA               | RIC   | OPI          | OA |
| Marsico                    | Thomas F. Marsico         | 34<br>\$20,997   | 20<br>\$2,421 | 145*<br>\$15,698 |   |              |    |
| BAMCO                      | Ronald Baron              | 7<br>\$ 6,457  | 1<br>\$ 28**  | 47<br>\$ 352     |   | 2**<br>\$ 89 |    |

\* One of these accounts is a wrap fee platform which includes approximately 23,349 underlying clients for total assets of approximately \$5,920,300,000.

\*\* One is a fund of funds.



#### POTENTIAL CONFLICTS OF INTEREST

As shown in the tables above, the portfolio managers are responsible for managing other accounts for other clients, ( Other Client Accounts ) in addition to the Fund. In certain instances, conflicts may arise in their management of the Fund and such Other Client Accounts. The portfolio managers aim to conduct their activities in such a manner that permits them to deal fairly with each of their clients on an overall basis in accordance with applicable securities laws and fiduciary obligations. Notwithstanding, transactions, holdings and performance, among others, may vary among the Fund and such Other Client Accounts.

Trade Allocations. Conflicts may arise between the Fund and Other Client Accounts in the allocation of trades among the Fund and the Other Client Accounts, as the case may be. For example, the Adviser and/or Portfolio Managers may determine that there is a security that is suitable for the Fund as well as for Other Client Accounts that have a similar investment objective. Likewise, a particular security may be bought for one or more clients when one or more other clients are selling that same security, or the Adviser and/or Portfolio Managers may take short positions in Other Client Accounts with respect to securities held long within the Fund, or vice-versa, which may adversely affect the value of securities held by the Fund. Such ownership or different interests may cause a conflict of interest. The Fund, the Adviser and/or subadvisers have adopted policies, procedures and/or practices regarding the allocation of trades and brokerage, which address the conflicts associated with managing multiple accounts for multiple clients (including affiliated clients). Subject to cash and security availability and lot size, among other factors, the policies, procedures and/or practices generally require that securities be allocated among the Fund and Other Client Accounts with a similar investment objective in a manner that is fair, equitable and consistent with their fiduciary obligations to each.

Allocation of Portfolio Managers Time. The Portfolio Managers management of the Fund and Other Client Accounts may result in the Portfolio Managers devoting a disproportionate amount of time and attention to the management of the Fund and Other Client Accounts if the Fund and Other Client Accounts have different objectives, benchmarks, time horizons, and fees. Generally, such competing interests for the time and attention of the Portfolio Managers are managed. Although the Adviser does not track the time the Portfolio Managers spends on the Fund or a single Other Client Account, the Adviser and/or subadvisers do periodically assess whether the Portfolio Managers have adequate time and resources to effectively manage all of such Portfolio Managers accounts. In certain instances, Portfolio Managers may be employed by two or more employers. Where the Portfolio Manager receives greater

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compensation, benefits or incentives from one employer over another, the Portfolio Managers may favor one employer over the other (or Other Client Accounts) causing a conflict of interest.

**Personal Trading by Portfolio Managers.** The management of personal accounts by a Portfolio Manager may give rise to potential conflicts of interest. While generally, each sub-adviser's Code of Ethics will impose limits on the ability of a Portfolio Manager to trade for his or her personal account, especially where such trading might give rise to a potential conflict of interest, there is no assurance that the Codes of Ethics will eliminate such conflicts.

In addition to the potential conflicts noted above, the following information applies to the Portfolio Managers of the Subadviser(s) as follows:

**MARSICO**

As a general matter, Marsico faces the same need to balance the interests of different clients that any investment adviser with multiple clients might experience. Portfolio Managers make investment decisions for each portfolio based on the investment objectives, policies, practices and other relevant investment considerations that the managers believe are applicable to that portfolio. Consequently, Portfolio Managers may purchase (or sell) securities for one portfolio and not another portfolio, or may take similar actions for different portfolios at different times. As a result, the mix of securities purchased in one portfolio may perform better than the mix of securities purchased for another portfolio. Similarly, the sale of securities from one portfolio may cause that portfolio to perform better than others if the value of those securities subsequently decline.

The need to balance the interests of multiple clients may also arise when allocating and/or aggregating trades. Marsico often aggregates into a single trade order several individual contemporaneous client trade orders in a single security. Under Marsico's Portfolio Management and Trade Management Policy and Procedures, when trades are aggregated on behalf of more than one account, Marsico seeks to allocate such trades to all participating client accounts in a fair and equitable manner. With respect to IPOs and other syndicated or limited offerings, it is Marsico's policy to seek to ensure that over the long term, accounts with the same or similar investment objectives will receive an equitable opportunity to participate meaningfully and will not be unfairly disadvantaged. To deal with these situations, Marsico has adopted policies and procedures for allocating transactions across multiple accounts. Marsico's policies also seek to ensure that Portfolio Managers do not systematically allocate other types of trades in a manner that would be more beneficial to one account than another. Marsico's compliance department monitors transactions made on behalf of multiple clients to seek to ensure adherence to its policies.

Marsico has adopted and implemented policies and procedures that seek to minimize potential conflicts of interest that may arise as a result of a Portfolio Manager advising multiple accounts. In addition, Marsico monitors a variety of areas, including compliance with primary Fund guidelines, the allocation of securities, and compliance with its Code of Ethics.

**BAMCO**

Conflicts of interest could arise in connection with managing the Funds along with other Baron Funds and the accounts of other clients of BAMCO and of clients of BAMCO's affiliated investment adviser, Baron Capital Management, Inc. ( BCM ). Because of market conditions, client investment restrictions, adviser imposed investment guidelines and the consideration of factors such as cash availability and diversification considerations, not all investment opportunities will be available to the Funds and all clients at all times. BAMCO has joint trading policies and procedures designed to ensure that no Fund or client is systematically given preferential treatment over time. The Funds' Chief Compliance Officer monitors allocations for consistency with this policy and reports to the Board annually. Because an investment opportunity may be suitable for multiple accounts, the Funds may not be able to take full advantage of that opportunity because the opportunity may be allocated among many or all of the Funds and accounts of clients managed by BAMCO and its affiliate.

To the extent that the Funds' portfolio manager has responsibilities for managing other client accounts, the portfolio manager may have conflicts of interest with respect to his time and attention among relevant accounts. In addition, differences in the investment restrictions or strategies among a Fund and other accounts may cause the portfolio manager to take action with respect to another account that differs from the action taken with respect to the Funds. In some cases, another account managed by the portfolio manager may provide more revenue to BAMCO. While this

may create additional conflicts of interest for the portfolio manager in the allocation of management time, resources and investment opportunities, BAMCO takes all necessary steps to ensure that the portfolio manager endeavors to exercise his discretion in a manner that is equitable to the Funds and other accounts.

A conflict could also arise when the portfolio manager has an investment in one Fund as opposed to another, or has a larger investment in one Fund than in others he manages. BAMCO or its affiliate may also receive a performance-based fee with respect to certain accounts.

BAMCO believes that it has policies and procedures in place that address the Funds' potential conflicts of interest. Such policies and procedures address, among other things, trading practices (e.g., brokerage commissions, cross trading, aggregation and allocation of transactions, sequential transactions and allocations of orders for execution to brokers), disclosure of confidential information and employee trading.

#### PORTFOLIO MANAGER COMPENSATION

##### MARSICO

The compensation package for portfolio managers of Marsico is structured as a combination of base salary (may be reevaluated at least annually), and periodic cash bonuses. Bonuses are typically based on a number of factors including Marsico's overall profitability for the period. Portfolio manager compensation takes into account, among other factors, the overall performance of all accounts for which the portfolio manager provides investment advisory services. In receiving compensation such as bonuses, portfolio managers do not receive special consideration based on the performance of particular accounts, and do not receive compensation from accounts charging performance-based fees. Exceptional individual efforts are rewarded through salary readjustments and greater participation in the bonus pool. No other special employee incentive arrangements are currently in place or being planned. In addition to salary and bonus, portfolio managers may participate in other Marsico benefits to the same extent and on the same basis as other Marsico Capital employees. Portfolio manager compensation comes solely from Marsico. In addition, Marsico's portfolio managers typically are offered equity interests in Marsico Management Equity, LLC, which indirectly owns Marsico, and may receive distributions on those equity interests.

As a general matter, Marsico does not tie portfolio manager compensation to specific levels of performance relative to fixed benchmarks. Although performance may be a relevant consideration, comparisons with fixed benchmarks may not always be useful. Relevant benchmarks vary depending on specific investment styles and client guidelines or restrictions, and comparisons to benchmark performance may at times reveal more about market sentiment than about a portfolio manager's abilities. To encourage a long-term horizon for managing portfolios, Marsico evaluates a portfolio manager's performance over periods longer than the immediate compensation period, and may consider a variety of measures such as the performance of unaffiliated portfolios with similar strategies and other measurements. Other factors that may also be significant in determining portfolio manager compensation include, without limitation, the effectiveness of the manager's leadership within Marsico's investment team, contributions to Marsico's overall performance, discrete securities analysis, idea generation, ability to support and train other analysts, and other considerations.

##### BAMCO

Mr. Baron has an employment agreement that includes a fixed base salary, a fixed bonus that is roughly equivalent to 42% of his base salary and a performance bonus based on a percentage of the management fees earned on the funds that he manages. The contract is for five years, with automatic one-year extensions thereafter. Mr. Baron also has a line of credit from Baron Capital Group, Inc., including its subsidiaries, BAMCO, Inc., Baron Capital Management, Inc. and Baron Capital, Inc. (collectively, the Firm) and the Firm has agreed to post collateral up to a fixed amount for his personal bank loans. The terms of his contract are based on Mr. Baron's role as the Firm's Founder, Chief Executive Officer, and Chief Investment Officer, and his position as Portfolio Manager for the majority of the Firm's assets under management. Consideration is given to Mr. Baron's reputation, the long-term performance records of the funds under his management, and the profitability of the Firm.

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PORTFOLIO MANAGER OWNERSHIP OF FUND SHARES

The following table shows the dollar range of shares beneficially owned by each Portfolio Manager as of December 31, 2008.

| NAME OF<br>PORTFOLIO MANAGER | DOLLAR RANGE OF EQUITY<br>SECURITIES IN<br>REGISTRANT |
|------------------------------|---|
| Thomas F. Marsico            | None  |
| Ronald Baron                 | \$100,001 \$500,000                                   |

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Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers.

None.

Item 10. Submission of Matters to a Vote of Security Holders.

There were no material changes to the procedures by which shareholders may recommend nominees to the registrant's Board of Directors that were implemented after the registrant last provided disclosure in response to the requirements of Item 407(c)(2)(iv) of Regulation S-K (17 CFR 229.407) (as required by 22(b)(15)) of Schedule 14A (17 CFR 240.14a-101), or this Item 10.

Item 11. Controls and Procedures.

- (a) An evaluation was performed within 90 days of the filing of this report, under the supervision and with the participation of the registrant's management, including the President and Treasurer, of the effectiveness of the design and operation of the registrant's disclosure controls and procedures (as defined under Rule 30a-3(c) under the Investment Company Act of 1940 (17 CFR 270.30a-3(c))). Based on that evaluation, the registrant's management, including the President and Treasurer, concluded that the registrant's disclosure controls and procedures are effective.
- (b) There was no change in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the Investment Company Act of 1940 (17 CFR 270.30a-3(d))) that occurred during the registrant's last fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits.

- (a) (1) Code of Ethics applicable to its Principal Executive and Principle Accounting Officers pursuant to Section 406 of the Sarbanes-Oxley Act of 2002 attached hereto as Exhibit 99.406. Code of Ethics.  
  
(2) Certifications pursuant to Rule 30a-2(a) under the Investment Company Act of 1940 (17 CFR 270.30a-2(a)) attached hereto as Exhibit 99.CERT.  
  
(3) Not applicable.
  - (b) Certification pursuant to Rule 30a-2(b) under the Investment Company Act of 1940 (17 CFR 270.30a-2(b)) and Section 906 of the Sarbanes-Oxley Act of 2002 attached hereto as Exhibit 99.906.CERT.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SunAmerica Focused Alpha Growth Fund, Inc.

By: /s/ John T. Genoy

John T. Genoy  
President

Date: March 9, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ John T. Genoy

John T. Genoy  
President

Date: March 9, 2009

By: /s/ Donna M. Handel

Donna M. Handel  
Treasurer

Date: March 9, 2009