

LIBERTY ALL STAR GROWTH FUND INC.  
Form DEFA14A  
June 25, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. \_\_)

Filed by Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Sec. 240.14a-12

LIBERTY ALL-STAR GROWTH FUND, INC.

(name of Registrant as Specified in its Charter)

ALPS FUND SERVICES, INC.

1290 Broadway, Suite 1100

Denver, Colorado 80203

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

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- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11(set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

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

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

**Liberty All-Star Growth Fund**

**Outbound Script**

**Meeting Date: August 28th, 2014**

**Toll Free # 1-844-292-8014**

Hello, is Mr./Ms. \_\_\_\_\_ available?

**IF YES:**

Hi Mr./Ms. \_\_\_\_\_, my name is \_\_\_\_\_ and I am calling on a recorded line on behalf of your investment in the **Liberty All-Star Growth Fund**. The company sent you proxy materials requesting that you vote your eligible shares prior to the upcoming Annual Shareholder meeting scheduled to be held on August 28th, 2014.

Your Board of Directors has recommended you vote YES on the proposals and we are calling to ask if you would like to vote along with the recommendations of your board.

**IF Shareholder NOT AVAILABLE:**

Is there a better time to reach Mr./Ms. \_\_\_\_\_? (IF YES) Make note & set up call back time.

**IF YES:**

Thank you. For the record, would you please state your full name and mailing address?

Again, my name is \_\_\_\_\_, a proxy voting specialist on behalf of the **Liberty All-Star Growth Fund**.

Today's date is \_\_\_\_\_ and the time is \_\_\_\_\_ Eastern Time.

Mr./Ms. \_\_\_\_\_, I have recorded your [FOR] vote, in accordance with the Board's recommendation with respect to the proposals as set forth in the proxy materials you received.

We will be mailing you a written confirmation of your vote within 72 hours.

If you wish to make any changes you may contact us by calling **(844) 292-8014 Monday-Friday 9am-6pm EST**. Thank you very much for your time and your vote. We hope you have a great day/evening.

**Liberty All-Star Growth Fund**

**Outbound Script**

**Meeting Date: August 28th, 2014**

**Toll Free # 1-844-292-8014**

**IF Not sure how to vote, you may cast a For ALL vote, a Withhold ALL vote or a For ALL Except vote for the director/trustee proposal and a For vote, an AGAINST vote or an ABSTAIN vote on the remaining proposal.**

How would you like to cast your vote on the proposals?

Thank you. For the record, would you please state your full name and mailing address?

Again, my name is \_\_\_\_\_, a proxy voting specialist on behalf of the **Liberty All-Star Growth Fund**.

Today's date is \_\_\_\_\_ and the time is \_\_\_\_\_ Eastern Time.

Mr./Ms. \_\_\_\_\_, I have recorded your vote to (repeat vote intention) with respect to the proposals as set forth in the proxy materials you received. We will be mailing you a written confirmation of your vote within 72 hours.

If you wish to make any changes you may contact us by calling **(844) 292-8014 Monday-Friday 9am-6pm EST**. Thank you very much for your time and your vote. We hope you have a great day/evening.

**What I am being asked to vote on?**

**Proposal 2:**

**To elect Two Directors of the Fund:**

1) John A. Benning            2) Richard C. Rantzow

**Proposal 3:**

**To Approve a New Portfolio Management Agreement among ALPS Advisors, Inc., the Liberty All-Star Growth Fund, Inc., and Sustainable Growth Advisers, LP.**

**Liberty All-Star Growth Fund**

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**If materials not received:**

I can resend the materials to you. Do you have an email address this can be sent to?

*(IF YES: Type email addresses in the notes and read it back phonetically to the shareholder)*

*(IF NO: Continue with standard script) Can you please verify your mailing address? (Verify entire address, including street name, number, town, state & zip)*

Thank you. You should receive these materials shortly. Included in the email will be instructions to inform you of the methods available to you to cast your vote, one of which is to call us back at **(844) 292-8014 Monday-Friday 9am-6pm EST.**

**Liberty All-Star Growth Fund**

**Inbound Script**

**Meeting Date: August 28th, 2014**

**Toll Free # 1-844-292-8014**

**Greeting:**

Hello, thank you for calling the **Liberty All-Star Growth Fund** proxy information line. My name is \_\_\_\_\_, may I have your name please?

Thank you Mr./Ms.\_\_\_\_\_. Are you calling regarding the upcoming Annual Shareholder meeting?

**IF YES:**

**The Board of Directors recommends a vote FOR the proposals.**

Would you like to vote along with the recommendations of your Board? Thank you. For the record, would you please state your full name and mailing address?

Again, my name is \_\_\_\_\_, a proxy voting specialist on behalf of the **Liberty All-Star Growth Fund**.

Today s date is\_\_\_\_\_ and the time is\_\_\_\_\_ Eastern Time.

Mr./Ms. \_\_\_\_\_, I have recorded your [FOR] vote, in accordance with the Board s recommendation with respect to the proposals as set forth in the proxy materials you received and we will be mailing you a written confirmation of your vote within 72 hours.

If you wish to make any changes you may contact us by calling **1-844-292-8014**. Thank you very much for your participation and have a great day/evening.

**IF NO:**

How may I help you today? (*Go to Q&A to answer any questions.*)

If a non-proxy related question, respond:

Mr./Ms. \_\_\_\_\_. I apologize I do not have access to that information; please feel free to call **Liberty Funds** directly at **1-800-241-1850**.

**IF Not sure how to vote, you may cast a For ALL vote, a Withhold ALL voted or a For ALL Except vote for the director/trustee proposal and a For vote, an AGAINST vote or an ABSTAIN vote on the remaining proposal.**

How would you like to cast your vote on the proposal?

Thank you. For the record, would you please state your full name and mailing address?



**Liberty All-Star Growth Fund**

**Inbound Script**

**Meeting Date: August 28th, 2014**

**Toll Free # 1-844-292-8014**

Again, my name is \_\_\_\_\_, a proxy voting specialist on behalf of the **Liberty All-Star Growth Fund**.

Today's date is \_\_\_\_\_ and the time is \_\_\_\_\_ Eastern Time.

Mr./Ms. \_\_\_\_\_, I have recorded your vote to (repeat vote intention) with respect to the proposal as set forth in the proxy materials you received. We will be mailing you a written confirmation of your vote within 72 hours.

If you wish to make any changes you may contact us by calling **(844) 292-8014**. Thank you very much for your time and your vote. We hope you have a great day/evening.

**What I am being asked to vote on?**

**Proposal 2:**

**To elect Two Directors of the Fund:**

1) John A. Benning      2) Richard C. Rantzow

**Proposal 3:**

**To Approve a New Portfolio Management Agreement among ALPS Advisors, Inc., the Liberty All-Star Growth Fund, Inc., and Sustainable Growth Advisers, LP.**

Today's date is \_\_\_\_\_ and the time is \_\_\_\_\_ Eastern Time.

Mr./Ms. \_\_\_\_\_, I have recorded your votes and we will be mailing you a written confirmation within 72 hours.

**Closing:**

Again, my name is \_\_\_\_\_, a proxy voting specialist on behalf of the **Liberty All-Star Growth Fund**.

If you wish to make any changes you may contact us by calling **1-844-292-8014**. Thank you very much for your participation and have a great day/evening.



**Liberty All-Star Growth Fund**

**Inbound Closed, Call In Queue**

**& End of Campaign Script**

**Meeting Date: August 28th, 2014**

**Toll Free # 1-844-292-8014**

INBOUND - CLOSED MESSAGE:

Thank you for calling the BFDS Proxy Line on behalf of the **Liberty All-Star Funds**. Our offices are now closed. Please call us back during our normal business hours which are, Monday through Friday, 9:00 AM to 6:00 PM. Eastern Time. Thank you.

INBOUND - CALL IN QUEUE MESSAGE:

Thank you for calling the BFDS Proxy Line on behalf of the **Liberty All-Star Funds**. Our proxy specialists are currently assisting other shareholders. Your call is important to us. Please continue to hold and your call will be answered in the order in which it was received.

END OF CAMPAIGN MESSAGE:

Thank you for calling the BFDS Proxy Line on behalf of the **Liberty All-Star Funds**. The Annual Meeting of Shareholders has been held and as a result, this toll free number is no longer in service for proxy related shareholder calls.

If you have questions about your **Liberty All-Star Funds** account, please contact your Financial Advisor or call the **Liberty Funds** directly at **1-800-241-1850**. Thank you for investing with the **Liberty All-Star Funds**.

**Liberty All-Star Growth Fund**

**Answering Machine Script**

**Meeting Date: August 28th, 2014**

**Toll Free # 1-844-292-8014**

***AUTOMATED ANSWERING MACHINE MESSAGE***

Hello, we are calling with an important message on behalf of the Liberty All-Star Growth Fund. You should have received proxy materials in the mail concerning the Annual Meeting of Shareholders to be held on August 28th, 2014.

Your participation is very important. To vote over the telephone, call toll-free at **1-844-292-8014** and a proxy voting specialist will assist you with voting your shares. Specialists are available Monday through Friday, 9am to 6pm Eastern Time. Voting only takes a few moments and will benefit all shareholders. Thank you for your prompt attention to this matter.