

LIBERTY ALL STAR GROWTH FUND INC.

Form N-Q

November 19, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED
MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-04537

LIBERTY ALL-STAR GROWTH FUND, INC.

(Exact name of registrant as specified in charter)

1290 Broadway, Suite 1100, Denver, Colorado 80203

(Address of principal executive offices) (Zip code)

Alex J. Marks

ALPS Fund Services, Inc.

1290 Broadway, Suite 1100

Denver, Colorado 80203

(Name and address of agent for service)

Registrant's telephone number, including area code: (303) 623-2577

Date of fiscal year end: December 31

Date of reporting period: July 31, 2015 – September 30, 2015

Item 1 – Schedule of Investments.

Liberty All-Star® Growth Fund
 Schedule of Investments
 As of September 30, 2015 (unaudited)

| | SHARES | MARKET VALUE |
|--|--------|-----------------|
| COMMON STOCKS (97.21%) | | |
| CONSUMER DISCRETIONARY (16.64%) | | |
| Auto Components (0.39%) | | |
| Gentherm, Inc. ^(a) | 10,897 | \$489,493 |
| Diversified Consumer Services (1.42%) | | |
| 2U, Inc. ^(a) | 13,939 | 500,410 |
| Nord Anglia Education, Inc. ^(a) | 62,947 | 1,279,713 |
| | | 1,780,123 |
| Hotels, Restaurants & Leisure (3.21%) | | |
| Chuy's Holdings, Inc. ^(a) | 37,066 | 1,052,674 |
| The Habit Restaurants, Inc., Class A ^{(a)(b)} | 31,855 | 682,016 |
| Planet Fitness, Inc., Class A ^(a) | 15,720 | 269,441 |
| Starbucks Corp. | 25,370 | 1,442,031 |
| Wynn Resorts Ltd. ^(b) | 11,050 | 586,976 |
| | | 4,033,138 |
| Internet & Catalog Retail (5.13%) | | |
| Amazon.com, Inc. ^(a) | 3,582 | 1,833,590 |
| The Priceline Group, Inc. ^(a) | 1,464 | 1,810,763 |
| TripAdvisor, Inc. ^(a) | 11,500 | 724,730 |
| Wayfair, Inc., Class A ^{(a)(b)} | 59,366 | 2,081,372 |
| | | 6,450,455 |
| Leisure Products (0.62%) | | |
| Polaris Industries, Inc. ^(b) | 6,550 | 785,148 |
| Media (1.10%) | | |
| The Walt Disney Co. | 13,555 | 1,385,321 |
| Multiline Retail (0.03%) | | |
| Ollie's Bargain Outlet Holdings, Inc. ^(a) | 2,251 | 36,399 |
| Specialty Retail (2.91%) | | |
| CarMax, Inc. ^(a) | 7,900 | 468,628 |
| Dick's Sporting Goods, Inc. | 17,000 | 843,370 |
| Francesca's Holdings Corp. ^(a) | 20,624 | 252,232 |
| Lowe's Cos., Inc. | 30,400 | 2,095,168 |
| | | 3,659,398 |
| Textiles, Apparel & Luxury Goods (1.83%) | | |
| Kate Spade & Co. ^(a) | 45,450 | 868,549 |
| Under Armour, Inc., Class A ^(a) | 14,800 | 1,432,344 |
| | | 2,300,893 |
| CONSUMER STAPLES (10.87%) | | |
| Beverages (2.14%) | | |

| | | |
|---|-------|---------|
| The Boston Beer Co., Inc., Class A ^(a) | 3,950 | 831,909 |
|---|-------|---------|

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| | SHARES | MARKET VALUE |
|---|--------|-----------------|
| COMMON STOCKS (continued) | | |
| Beverages (continued) | | |
| Constellation Brands, Inc., Class A | 8,450 | \$1,058,025 |
| Monster Beverage Corp. ^(a) | 5,950 | 804,083 |
| | | 2,694,017 |
| Food & Staples Retailing (2.89%) | | |
| The Fresh Market, Inc. ^(a) | 11,939 | 269,702 |
| PriceSmart, Inc. | 9,954 | 769,842 |
| United Natural Foods, Inc. ^(a) | 26,050 | 1,263,686 |
| Whole Foods Market, Inc. | 41,990 | 1,328,983 |
| | | 3,632,213 |
| Food Products (4.60%) | | |
| Blue Buffalo Pet Products, Inc. ^(a) | 23,500 | 420,885 |
| The Hain Celestial Group, Inc. ^(a) | 14,750 | 761,100 |
| The Hershey Co. | 17,104 | 1,571,516 |
| Keurig Green Mountain, Inc. | 11,800 | 615,252 |
| Mondelez International, Inc., Class A | 44,066 | 1,845,043 |
| WhiteWave Foods Co. ^(a) | 14,100 | 566,115 |
| | | 5,779,911 |
| Household Products (1.24%) | | |
| Colgate-Palmolive Co. | 24,480 | 1,553,501 |
| ENERGY (3.76%) | | |
| Energy Equipment & Services (3.76%) | | |
| Core Laboratories N.V. ^(b) | 19,569 | 1,952,986 |
| Dril-Quip, Inc. ^(a) | 6,366 | 370,629 |
| Geospace Technologies Corp. ^{(a)(b)} | 5,984 | 82,639 |
| Natural Gas Services Group, Inc. ^(a) | 25,120 | 484,816 |
| Schlumberger Ltd. | 26,560 | 1,831,843 |
| | | 4,722,913 |
| FINANCIALS (14.08%) | | |
| Banks (1.20%) | | |
| Independent Bank Group, Inc. | 12,200 | 468,846 |
| M&T Bank Corp. | 8,550 | 1,042,672 |
| | | 1,511,518 |
| Capital Markets (3.40%) | | |
| Evercore Partners, Inc., Class A | 14,219 | 714,363 |
| Financial Engines, Inc. ^(b) | 13,457 | 396,578 |
| State Street Corp. | 23,369 | 1,570,630 |
| Virtus Investment Partners, Inc. | 7,657 | 769,528 |
| WisdomTree Investments, Inc. | 50,750 | 818,598 |
| | | 4,269,697 |

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| | SHARES | MARKET VALUE |
|--|--------|-----------------|
| COMMON STOCKS (continued) | | |
| Commercial Banks (1.24%) | | |
| Signature Bank ^(a) | 11,334 | \$1,559,105 |
| Consumer Finance (1.75%) | | |
| Visa, Inc., Class A | 31,500 | 2,194,290 |
| Diversified Financial Services (0.69%) | | |
| MarketAxess Holdings, Inc. | 9,400 | 873,072 |
| Insurance (1.36%) | | |
| Aon PLC | 15,120 | 1,339,783 |
| Greenlight Capital Re Ltd., Class A ^(a) | 11,342 | 252,700 |
| United Insurance Holdings Corp. | 8,549 | 112,419 |
| | | 1,704,902 |
| Real Estate Investment Trusts (1.07%) | | |
| Equinix, Inc. | 4,938 | 1,350,049 |
| Real Estate Management & Development (1.39%) | | |
| Colliers International Group, Inc. | 13,263 | 538,345 |
| FirstService Corp. | 37,529 | 1,211,812 |
| | | 1,750,157 |
| Thrifts & Mortgage Finance (1.98%) | | |
| BofI Holding, Inc. ^(a) | 19,325 | 2,489,640 |
| HEALTH CARE (13.53%) | | |
| Biotechnology (5.90%) | | |
| ACADIA Pharmaceuticals, Inc. ^(a) | 25,527 | 844,178 |
| Alkermes PLC ^(a) | 10,700 | 627,769 |
| Amgen, Inc. | 13,810 | 1,910,199 |
| BioMarin Pharmaceutical, Inc. ^(a) | 5,800 | 610,856 |
| Incyte Corp. ^(a) | 8,350 | 921,255 |
| Puma Biotechnology, Inc. ^(a) | 6,294 | 474,316 |
| Regeneron Pharmaceuticals, Inc. ^(a) | 2,340 | 1,088,428 |
| Ultragenyx Pharmaceutical, Inc. ^(a) | 9,731 | 937,193 |
| | | 7,414,194 |
| Health Care Equipment & Supplies (1.59%) | | |
| Insulet Corp. ^(a) | 30,594 | 792,690 |
| Intuitive Surgical, Inc. ^(a) | 1,350 | 620,433 |
| West Pharmaceutical Services, Inc. | 11,000 | 595,320 |
| | | 2,008,443 |
| Health Care Providers & Services (2.50%) | | |
| AAC Holdings, Inc. ^{(a)(b)} | 728 | 16,198 |
| Diplomat Pharmacy, Inc. ^(a) | 48,490 | 1,393,118 |

| | SHARES | MARKET VALUE |
|--|--------|-----------------|
| COMMON STOCKS (continued) | | |
| Health Care Providers & Services (continued) | | |
| ExamWorks Group, Inc. ^(a) | 54,544 | \$1,594,866 |
| Teladoc Inc. ^{(a)(b)} | 4,681 | 104,339 |
| US Physical Therapy | 702 | 31,513 |
| | | 3,140,034 |
| Health Care Technology (2.86%) | | |
| athenahealth, Inc. ^{(a)(b)} | 7,633 | 1,017,861 |
| Cerner Corp. ^(a) | 42,300 | 2,536,308 |
| Press Ganey Holdings, Inc. ^(a) | 1,324 | 39,177 |
| | | 3,593,346 |
| Life Sciences Tools & Services (0.48%) | | |
| Illumina, Inc. ^(a) | 3,450 | 606,579 |
| Pharmaceuticals (0.20%) | | |
| Aerie Pharmaceuticals, Inc. ^(a) | 14,090 | 249,957 |
| INDUSTRIALS (12.37%) | | |
| Aerospace & Defense (0.98%) | | |
| HEICO Corp. | 25,197 | 1,231,629 |
| Air Freight & Logistics (0.32%) | | |
| XPO Logistics, Inc. ^{(a)(b)} | 16,718 | 398,390 |
| Commercial Services & Supplies (2.45%) | | |
| The Advisory Board Co. ^(a) | 29,728 | 1,353,813 |
| Waste Connections, Inc. | 35,489 | 1,724,056 |
| | | 3,077,869 |
| Electrical Equipment (0.58%) | | |
| Rockwell Automation, Inc. | 7,150 | 725,511 |
| Machinery (3.16%) | | |
| Graco, Inc. | 12,700 | 851,281 |
| Middleby Corp. ^(a) | 21,501 | 2,261,690 |
| Wabtec Corp. | 9,800 | 862,890 |
| | | 3,975,861 |
| Professional Services (3.46%) | | |
| IHS, Inc., Class A ^(a) | 7,967 | 924,172 |
| Paylocity Holding Corp. ^(a) | 36,792 | 1,103,392 |
| Stantec, Inc. | 1,529 | 33,485 |
| TriNet Group, Inc. ^(a) | 11,982 | 201,298 |
| Verisk Analytics, Inc. ^(a) | 13,105 | 968,590 |
| WageWorks, Inc. ^(a) | 24,738 | 1,115,189 |
| | | 4,346,126 |

| | SHARES | MARKET VALUE |
|--|--------|-----------------|
| COMMON STOCKS (continued) | | |
| Road & Rail (1.04%) | | |
| Kansas City Southern | 7,350 | \$667,968 |
| Landstar System, Inc. | 10,126 | 642,697 |
| | | 1,310,665 |
| Trading Companies & Distribution (0.38%) | | |
| H&E Equipment Services, Inc. | 28,554 | 477,423 |
| INFORMATION TECHNOLOGY (23.38%) | | |
| Electronic Equipment & Instruments (0.56%) | | |
| IPG Photonics Corp. ^(a) | 9,182 | 697,556 |
| Internet Software & Services (6.87%) | | |
| Cornerstone OnDemand, Inc. ^(a) | 43,700 | 1,442,100 |
| Facebook, Inc., Class A ^(a) | 14,030 | 1,261,297 |
| Google, Inc., Class C ^(a) | 3,108 | 1,890,969 |
| GTT Communications, Inc. ^(a) | 7,662 | 178,218 |
| LinkedIn Corp., Class A ^(a) | 5,100 | 969,663 |
| SPS Commerce, Inc. ^(a) | 17,364 | 1,178,842 |
| Textura Corp. ^(a) | 7,809 | 201,785 |
| Twitter, Inc. ^(a) | 56,300 | 1,516,722 |
| | | 8,639,596 |
| IT Services (3.53%) | | |
| Automatic Data Processing, Inc. | 20,305 | 1,631,710 |
| EPAM Systems, Inc. ^(a) | 20,111 | 1,498,672 |
| FleetCor Technologies, Inc. ^(a) | 9,530 | 1,311,518 |
| | | 4,441,900 |
| Semiconductors & Semiconductor Equipment (1.52%) | | |
| ARM Holdings PLC ^(c) | 44,139 | 1,909,012 |
| Software (10.13%) | | |
| ANSYS, Inc. ^(a) | 10,150 | 894,621 |
| FireEye, Inc. ^(a) | 33,250 | 1,058,015 |
| Fleetmatics Group PLC ^(a) | 28,189 | 1,383,798 |
| Globant S.A. ^{(a)(b)} | 22,990 | 703,264 |
| Mobileye N.V. ^{(a)(b)} | 8,056 | 366,387 |
| RealPage, Inc. ^(a) | 26,219 | 435,760 |
| Red Hat, Inc. ^(a) | 19,085 | 1,371,830 |
| Salesforce.com, Inc. ^(a) | 14,292 | 992,294 |
| SAP SE ^{(b)(c)} | 20,895 | 1,353,787 |
| ServiceNow, Inc. ^(a) | 11,550 | 802,147 |
| Splunk, Inc. ^(a) | 16,767 | 928,053 |
| The Ultimate Software Group, Inc. ^(a) | 7,858 | 1,406,661 |
| Varonis Systems, Inc. ^(a) | 3,588 | 55,901 |

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| | SHARES | MARKET VALUE |
|--|-------------------------|-------------------------|
| COMMON STOCKS (continued) | | |
| Software (continued) | | |
| Workday, Inc., Class A ^(a) | 14,200 | \$977,812 12,730,330 |
| Technology Hardware Storage & Equipment (0.77%) | | |
| Stratasys Ltd. ^{(a)(b)} | 36,688 | 971,865 |
| MATERIALS (2.23%) | | |
| Chemicals (2.23%) | | |
| Ecolab, Inc. | 16,738 | 1,836,493 |
| Monsanto Co. | 11,370 | 970,316 2,806,809 |
| TELECOMMUNICATION SERVICES (0.35%) | | |
| Diversified Telecommunication (0.35%) | | |
| inContact, Inc. ^(a) | 59,032 | 443,331 |
| TOTAL COMMON STOCKS (COST OF \$102,600,742) | | |
| | | 122,201,779 |
| | PAR VALUE/ SHARES | |
| SHORT TERM INVESTMENTS (11.04%) | | |
| REPURCHASE AGREEMENT (2.72%) | | |
| Repurchase agreement with State Street Bank & Trust Co., dated 9/30/15, due 10/01/15 at 0.01%, collateralized by U.S. Treasury Note, 1.75%, 09/30/22, market value of \$3,491,856 and par value of \$3,505,000. (Repurchase proceeds of \$3,414,001). (COST OF \$3,414,000) | | |
| | \$3,414,000 | \$3,414,000 |
| INVESTMENTS PURCHASED WITH COLLATERAL FROM SECURITIES LOANED (8.32%) | | |
| State Street Navigator Securities Lending Prime Portfolio, 0.20% (COST OF \$10,459,985) | | |
| | 10,459,985 | 10,459,985 |
| TOTAL SHORT TERM INVESTMENTS (COST OF \$13,873,985) | | |
| | | 13,873,985 |
| TOTAL INVESTMENTS (108.25%) (COST OF \$116,474,727) ^(d) | | |
| | | 136,075,764 |
| LIABILITIES IN EXCESS OF OTHER ASSETS (-8.25%) | | |
| | | (10,366,911) |
| NET ASSETS (100.00%) | | |
| | | \$125,708,853 |
| NET ASSET VALUE PER SHARE (24,753,162 SHARES OUTSTANDING) | | |
| | | \$5.08 |

- (a) Non-income producing security.
- (b) Security, or a portion of the security position, is currently on loan.
- (c) American Depositary Receipt.
- (d) Cost of investments for federal income tax purposes is \$117,479,614.

Gross unrealized appreciation and depreciation at September 30, 2015 based on cost of investments for federal income tax purposes is as follows:

| | |
|-------------------------------|--------------|
| Gross unrealized appreciation | \$27,494,790 |
| Gross unrealized depreciation | (8,898,640) |
| Net unrealized appreciation | \$18,596,150 |

See Notes to Schedule of Investments.

Liberty All-Star® Growth Fund
Notes to Schedule of Investments
As of September 30, 2015 (unaudited)

Security Valuation

Equity securities are valued at the last sale price at the close of the principal exchange on which they trade, except for securities listed on the NASDAQ Stock Market LLC (“NASDAQ”), which are valued at the NASDAQ official closing price. Unlisted securities or listed securities for which there were no sales during the day are valued at the closing bid price on such exchanges or over-the-counter markets.

Cash collateral from securities lending activity is reinvested in the State Street Navigator Securities Lending Prime Portfolio, a registered investment company under the Investment Company Act of 1940 (the “1940 Act”), which operates as a money market fund in compliance with Rule 2a-7 under the 1940 Act. Shares of registered investment companies are valued daily at that investment company’s net asset value per share. Repurchase agreements are valued at cost, which approximates fair value.

The Fund’s investments are valued at market value or, in the absence of market value with respect to any portfolio securities, at fair value according to procedures adopted by the Fund’s Board of Directors (the “Board”). When market quotations are not readily available, or in management’s judgment they do not accurately reflect fair value of a security, or an event occurs after the market close but before the Fund is priced that materially affects the value of a security, the security will be valued by the Advisor, ALPS Advisors, Inc. (the “Advisor”), using fair valuation procedures established by the Board. Examples of potentially significant events that could materially impact a Fund’s net asset value include, but are not limited to: single issuer events such as corporate actions, reorganizations, mergers, spin-offs, liquidations, acquisitions and buyouts; corporate announcements on earnings or product offerings; regulatory news; and litigation and multiple issuer events such as governmental actions; natural disasters or armed conflicts that affect a country or a region; or significant market fluctuations. Potential significant events are monitored by the Advisor, Sub-Advisers and/or the Valuation Committee through independent reviews of market indicators, general news sources and communications from the Fund’s custodian.

Security Transactions

Security transactions are recorded on trade date. Cost is determined and gains/(losses) are based upon the specific identification method for both financial statement and federal income tax purposes.

Income Recognition

Interest income is recorded on the accrual basis. Corporate actions and dividend income are recorded on the ex-date.

The Fund estimates components of distributions from real estate investment trusts (“REITs”). Distributions received in excess of income are recorded as a reduction of the cost of the related investments. Once the REIT reports annually the tax character of its distributions, the Fund revises its estimates. If the Fund no longer owns the applicable securities, any distributions received in excess of income are recorded as realized gains.

Repurchase Agreements

The Fund engages in repurchase agreement transactions with institutions that the Fund’s investment advisor has determined are creditworthy. The Fund, through its custodian, receives delivery of underlying securities collateralizing a repurchase agreement. Collateral is at least equal, at all times, to the value of the repurchase obligation, including interest. A repurchase agreement transaction involves certain risks in the event of default or insolvency of the counterparty. These risks include possible delays or restrictions upon a Fund’s ability to dispose of the underlying securities and a possible decline in the value of the underlying securities during the period while the Fund seeks to assert its rights. These collateral agreements mitigate the counterparty credit risk by providing for a single net settlement with a counterparty of all financial transactions covered by the agreement in an event of default as defined under such agreement.

Repurchase agreements are entered into by the Fund under a Master Repurchase Agreement (“MRA”) which permits the Fund, under certain circumstances, including an event of default (such as bankruptcy or insolvency), to offset payables and/or receivables under the MRA with collateral held and/or posted to the counterparty and create one single net payment due or from the Fund.

Lending of Portfolio Securities

The Fund may lend its portfolio securities only to borrowers that are approved by the Fund’s securities lending agent, State Street Bank & Trust Co. (“SSB”). The Fund will limit such lending to not more than 20% of the value of its total assets. The borrower pledges and maintains with the Fund collateral consisting of cash (U.S. Dollar only), securities issued or guaranteed by the U.S. government or its agencies or instrumentalities, or by irrevocable bank letters of credit issued by a person other than the borrower or an affiliate of the borrower. The initial collateral received by the Fund is required to have a value of no less than 102% of the market value of the loaned securities for securities traded on U.S. exchanges and a value of no less than 105% of the market value for all other securities. The collateral is maintained thereafter, at a market value equal to no less than 100% of the current value of the securities on loan. The market value of the loaned securities is determined at the close of each business day and any additional required collateral is delivered to the Fund on the next business day. During the term of the loan, the Fund is entitled to all distributions made on or in respect of the loaned securities. Loans of securities are terminable at any time and the borrower, after notice, is required to return borrowed securities within the standard time period for settlement of securities transactions.

Any cash collateral received is reinvested in a money market fund managed by SSB as disclosed in the Fund’s Schedule of Investments. Non-cash collateral, in the form of securities issued or guaranteed by the U.S. government or its agencies or instrumentalities, is not disclosed in the Fund’s Schedule of Investments as it is held by the lending agent on behalf of the Fund, and the Fund does not have the ability to re-hypothecate these securities. As of September 30, 2015, the market value of securities on loan was \$10,410,301, and the total cash collateral and non-cash collateral received was \$10,641,010 and \$22,511, respectively.

The risks of securities lending include the risk that the borrower may not provide additional collateral when required or may not return the securities when due. To mitigate these risks, the Fund benefits from a borrower default indemnity provided by SSB. SSB’s indemnity allows for full replacement of securities lent. However, the Fund could suffer a loss if the value of the investments purchased with cash collateral falls below the value of the cash collateral received.

Fair Value Measurements

The Fund discloses the classification of its fair value measurements following a three-tier hierarchy based on the inputs used to measure fair value. Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk. Inputs may be observable or unobservable. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability that are developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity’s own assumptions about the assumptions market participants would use in pricing the asset or liability that are developed based on the best information available.

Valuation techniques used to value the Fund's investments by major category are as follows:

Equity securities are categorized as Level 1 in the hierarchy. In the event there were no sales during the day or closing prices are not available, securities are valued at the mean of the most recent quoted bid and ask prices on such day and are generally categorized as Level 2 in the hierarchy. Repurchase agreements are valued at cost, which approximates fair value, and are categorized as Level 2 in the hierarchy.

Various inputs are used in determining the value of the Fund's investments as of the end of the reporting period. When inputs used fall into different levels of the fair value hierarchy, the level in the hierarchy within which the fair value measurement falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The designated input levels are not necessarily an indication of the risk or liquidity associated with these investments.

These inputs are categorized in the following hierarchy under applicable financial accounting standards:

Level 1 Unadjusted quoted prices in active markets for identical investments, unrestricted assets or liabilities that a Fund has the ability to access at the measurement date;

Level 2 Quoted prices which are not active, quoted prices for similar assets or liabilities in active markets or inputs other than quoted prices that are observable (either directly or indirectly) for substantially the full term of the asset or liability; and

Level 3 Significant unobservable prices or inputs (including the Fund's own assumptions in determining the fair value of investments) where there is little or no market activity for the asset or liability at the measurement date.

The following is a summary of the inputs used to value the Fund's investments as of September 30, 2015:

| | Valuation Inputs | | | Total |
|--|------------------|-------------|---------|---------------|
| | Level 1 | Level 2 | Level 3 | |
| Investments in Securities at Value* | | | | |
| Common Stocks | \$122,201,779 | \$- | \$- | \$122,201,779 |
| Short Term Investment | - | 3,414,000 | - | 3,414,000 |
| Investments Purchased with Collateral from Securities Loaned | 10,459,985 | - | - | 10,459,985 |
| Total | \$132,661,764 | \$3,414,000 | \$- | \$136,075,764 |

*See Schedule of Investments for industry classifications.

The Fund recognizes transfers between levels as of the end of the period. For the period ended September 30, 2015, the Fund did not have any transfers between Level 1 and Level 2 securities. The Fund did not have any securities which used significant unobservable inputs (Level 3) in determining fair value during the period.

Indemnification

In the normal course of business, the Fund enters into contracts that contain a variety of representations and warranties and which provide general indemnities. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims against the Fund. Also, under the Fund's organizational documents and by contract, the Directors and Officers of the Fund are indemnified against certain liabilities that may arise out of their duties to the Fund. However, based on experience, the Fund expects the risk of loss due to these warranties and indemnities to be minimal.

Maryland Statutes

By resolution of the Board of Directors, the Fund has opted into the Maryland Control Share Acquisition Act and the Maryland Business Combination Act. In general, the Maryland Control Share Acquisition Act provides that "control shares" of a Maryland corporation acquired in a control share acquisition may not be voted except to the extent approved by shareholders at a meeting by a vote of two-thirds of the votes entitled to be cast on the matter (excluding shares owned by the acquirer and by officers or directors who are employees of the corporation). "Control shares" are voting shares of stock which, if aggregated with all other shares of stock owned by the acquirer or in respect of which the acquirer is able to exercise or direct the exercise of voting power (except solely by virtue of a revocable proxy), would entitle the acquirer to exercise voting power in electing directors within certain statutorily defined ranges (one-tenth but less than one-third, one-third but less than a majority, and more than a majority of the voting power). In general, the Maryland Business Combination Act prohibits an interested shareholder (a shareholder that holds 10% or more of the voting power of the outstanding stock of the corporation) of a Maryland corporation from engaging in a business combination (generally defined to include a merger, consolidation, share exchange, sale of a substantial amount of assets, a transfer of the corporation's securities and similar transactions to or with the interested shareholder or an entity affiliated with the interested shareholder) with the corporation for a period of five years after the most recent date on which the interested shareholder became an interested shareholder. At the time of adoption, March 19, 2009, the Board and the Fund were not aware of any shareholder that held control shares or that was an interested shareholder under the statutes.

Item 2 - Controls and Procedures.

The registrant's Principal Executive Officer and Principal Financial Officer have evaluated the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940) within (a) 90 days of this filing and have concluded that the registrant's disclosure controls and procedures were effective, as of that date.

There was no change in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under (b) the Investment Company Act of 1940) during registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 3 – Exhibits.

Separate certifications for the registrant's Principal Executive Officer and Principal Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002 and Rule 30a-2(a) under the Investment Company Act of 1940, are attached as Ex99.CERT.

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.

LIBERTY ALL-STAR GROWTH FUND,
INC.

By: /s/ William Parmentier
William Parmentier
President (principal executive officer)

Date: November 19, 2015

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/ William Parmentier
William Parmentier
President (principal executive officer)

Date: November 19, 2015

By: /s/ Kimberly Storms
Kimberly Storms
Treasurer (principal financial officer)

Date: November 19, 2015