

LIBERTY ALL STAR GROWTH FUND INC.

Form N-30B-2

November 20, 2015

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LIBERTY ALL-STAR® GROWTH FUND, INC.  
Periods Ended September 30, 2015 (Unaudited)

## Fund Statistics

Net Asset Value (NAV)	\$5.08
Market Price	\$4.54
Discount	-10.6%

	Quarter	Year-to-Date
Distributions*	\$0.12	\$0.32
Market Price Trading Range	\$4.20 to \$5.37	\$4.20 to \$5.41
Premium/(Discount) Range	-8.1% to -10.6%	-8.1% to -12.0%

## Performance

Shares Valued at NAV with Dividends Reinvested	-8.35%	-4.96%
Shares Valued at Market Price with Dividends Reinvested	-9.66%	-6.33%
Dow Jones Industrial Average	-6.98%	-6.95%
Lipper Multi-Cap Growth Mutual Fund Average	-7.33%	-2.95%
NASDAQ Composite Index	-7.09%	-1.61%
Russell 3000® Growth Index	-5.93%	-1.86%
S&P 500® Index	-6.44%	-5.29%

Sources of distributions to shareholders may include ordinary dividends, long-term capital gains and return of capital. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the Fund's \*investment experience during its fiscal year and may be subject to changes based on tax regulations. Pursuant to Section 852 of the Internal Revenue Code, the taxability of these distributions will be reported on Form 1099-DIV for 2015.

Performance returns for the Fund are total returns, which include dividends. Returns are net of management fees and other Fund expenses.

The returns shown for the Lipper Multi-Cap Growth Mutual Fund Average are based on open-end mutual funds' total returns, which include dividends, and are net of fund expenses. Figures shown for the unmanaged Dow Jones Industrial Average, NASDAQ Composite Index, the Russell 3000® Growth Index and the S&P 500® Index are total returns, including dividends. A description of the Lipper benchmark and the market indices can be found on page 18.

Past performance cannot predict future results. Performance will fluctuate with market conditions. Current performance may be lower or higher than the performance data shown. Performance information does not reflect the deduction of taxes that shareholders would pay on Fund distributions or the sale of Fund shares. An investment in the Fund involves risk, including loss of principal.

Closed-end funds raise money in an initial public offering and shares are listed and traded on an exchange. Open-end mutual funds continuously issue and redeem shares at net asset value. Shares of closed-end funds frequently trade at a discount to net asset value. The price of the Fund's shares is determined by a number of factors, several of which are

beyond the control of the Fund. Therefore, the Fund cannot predict whether its shares will trade at, below or above net asset value.

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Liberty All-Star® Growth Fund President's Letter

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(Unaudited)

Fellow Shareholders: October 2015

The third quarter of 2015 was marked by highly volatile trading of a magnitude that has not been seen in recent years. August, in particular, roiled financial markets, as the S&P 500® Index lost 6.03 percent, its worst monthly performance in more than three years. On five trading days that month, the S&P 500® moved up or down by more than 2 percent. At the close of the quarter, the S&P 500® was off 6.44 percent, the NASDAQ Composite Index declined 7.09 percent and the widely followed Dow Jones Industrial Average (DJIA) was down 6.98 percent. The reversals pulled all three indices into negative territory for the first nine months of the year.

Growth stocks continued to outperform their value counterparts on a relative basis. Among key growth benchmarks, the broad market Russell 3000® Growth Index returned -5.93 percent for the quarter. Among market capitalization indices, the Russell 1000® Growth Index (large cap) returned -5.29 percent while the Russell Midcap® Growth Index returned -7.99 percent. Small cap stocks, as represented by the Russell 2000® Growth Index, returned -13.06 percent.

During the quarter, investors were concerned with a number of factors, both domestic and international. A primary source of worry was a slowdown in China's economy, which depressed commodity prices (oil slipped below \$40 per barrel in the U.S. at one point) and raised the possibility that the country would buy goods and services at a much-reduced level. China surprised financial markets on August 11 by announcing a devaluation of its currency, and its attempts to intervene and settle its own highly volatile stock market only served to heighten fears of a serious retrenchment in the world's second-largest economy. China's problems traveled quickly to the U.S. because of their implications for the economy and future corporate earnings. The high value of the U.S. dollar relative to other countries' currencies was also seen as a hindrance to the export sector of the economy. In addition, uncertainty about interest rates kept investors on edge. The Federal Reserve was believed to be moving toward a quarter-point increase in the federal funds rate, but the upheaval in financial markets forestalled any action and prolonged the uncertainty about when a rate increase would finally go into effect. While geopolitical tensions and ongoing problems, such as the Greek debt dilemma, remained unresolved, they faded in importance as newer worries emerged and captured investors' attention.

#### Liberty All-Star® Growth Fund

Liberty All-Star® Growth Fund's quarterly results reflected the same investor fears that hit global financial markets. The Fund returned -8.35 percent with shares valued at net asset value (NAV) with dividends and -9.66 percent with shares valued at market price with dividends reinvested. In addition to the previously-cited growth style market capitalization equity indices, the Lipper Multi-Cap Growth Mutual Fund Average returned -7.33 percent. The discount at which Fund shares sell relative to their NAV changed little during the quarter, ranging from -8.1 percent to -10.6 percent. For the quarter, small- and mid-cap growth stocks lagged relative to large-cap growth stocks and growth stocks selling at higher multiples of their forecasted earnings suffered from fears that they were vulnerable to the global economic slowdown.

For the second consecutive quarter, the Fund's distribution to shareholders was \$0.12 per share. The previous distribution of \$0.08 per share was raised to \$0.12 in the second quarter. This represents an increase in the Fund's distribution policy from an annual rate of approximately 6 percent (1.5 percent quarterly) of NAV to approximately 8 percent (2 percent quarterly). The Fund's distribution policy has been in place since 1997 and is a major component of the Fund's total return. Since 1997, the Fund has paid distributions totaling \$12.20 per share, and we continue to emphasize that shareholders should include these distributions when determining the return on their investment in the Fund.



President's Letter Liberty All-Star® Growth Fund

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(Unaudited)

Shareholders should make special note that we anticipate that the Fund will declare an additional distribution before the end of this calendar year. The additional distribution is intended to allow the Fund to meet its 2015 distribution requirement for federal excise tax purposes. Details of the additional distribution will be available when it is declared in December 2015.

The third quarter was a difficult one for global financial market participants, including Liberty All-Star® Growth Fund. We are pleased to see the fourth quarter get off to a more stable start, and we are hopeful that more tranquil conditions will settle in. We believe the Fund is well positioned for equity investors seeking a quality, long-term growth equity holding for their portfolios.

Sincerely,

William R. Parmentier, Jr.  
President and Chief Executive Officer  
Liberty All-Star® Growth Fund, Inc.

The views expressed in the President's letter reflect the views of the President as of October 2015 and may not reflect his views on the date this report is first published or anytime thereafter. These views are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict so actual outcomes and results may differ significantly from the views expressed. These views are subject to change at any time based upon economic, market or other conditions and the Fund disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for the Fund are based on numerous factors, may not be relied on as an indication of trading intent.

2 [www.all-starfunds.com](http://www.all-starfunds.com)

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## Liberty All-Star® Growth Fund Table of Distributions &amp; Rights Offerings

September 30, 2015 (Unaudited)

Year	Per Share Distributions	Rights Offerings		
		Month Completed	Shares Needed to Purchase One Additional Share	Subscription Price
1997	\$1.24			
1998	1.35	July	10	\$12.41
1999	1.23			
2000	1.34			
2001	0.92	September	8	6.64
2002	0.67			
2003	0.58	September	8 <sup>1</sup>	5.72
2004	0.63			
2005	0.58			
2006	0.59			
2007	0.61			
2008	0.47			
2009 <sup>2</sup>	0.24			
2010	0.25			
2011	0.27			
2012	0.27			
2013	0.31			
2014	0.33			
2015				
1 <sup>st</sup> Quarter	0.08			
2 <sup>nd</sup> Quarter <sup>3</sup>	0.12			
3 <sup>rd</sup> Quarter	0.12			
Total	\$12.20			

<sup>1</sup>The number of shares offered was increased by an additional 25 percent to cover a portion of the over-subscription requests.

<sup>2</sup>Effective with the second quarter distribution, the annual distribution rate was changed from 10 percent to 6 percent.

<sup>3</sup>Effective with the second quarter distribution, the annual distribution rate was changed from 6 percent to 8 percent.

## DISTRIBUTION POLICY

The current policy is to pay distributions on its shares totaling approximately 8 percent of its net asset value per year, payable in four quarterly installments of 2 percent of the Fund's net asset value at the close of the New York Stock

Exchange on the Friday prior to each quarterly declaration date. Sources of distributions to shareholders may include ordinary dividends, long-term capital gains and return of capital. The actual amounts and sources of the amounts for tax reporting purposes will depend upon the Fund's investment experience during its fiscal year and may be subject to changes based on tax regulations. If a distribution includes anything other than net investment income, the Fund provides a Section 19(a) notice of the best estimate of its distribution sources at that time. These estimates may not match the final tax characterization (for the full year's distributions) contained in shareholders' 1099-DIV forms after the end of the year. If the Fund's ordinary dividends and long-term capital gains for any year exceed the amount distributed under the distribution policy, the Fund may, in its discretion, retain and not distribute capital gains and pay income tax thereon to the extent of such excess.



## Top 20 Holdings &amp; Economic Sectors Liberty All-Star® Growth Fund

September 30, 2015 (Unaudited)

Top 20 Holdings*	Percent of Net Assets
Cerner Corp.	2.02%
Bofi Holding, Inc.	1.98
Middleby Corp.	1.80
Visa, Inc., Class A	1.75
Lowe's Cos., Inc.	1.67
Wayfair, Inc., Class A	1.66
Core Laboratories N.V.	1.55
Amgen, Inc.	1.52
ARM Holdings PLC	1.52
Google, Inc., Class C	1.50
Mondelez International, Inc., Class A	1.47
Ecolab, Inc.	1.46
Amazon.com, Inc.	1.46
Schlumberger Ltd.	1.46
The Priceline Group, Inc.	1.44
Waste Connections, Inc.	1.37
Automatic Data Processing, Inc.	1.30
ExamWorks Group, Inc.	1.27
The Hershey Co.	1.25
State Street Corp.	1.25
	30.70%

Economic Sectors*	Percent of Net Assets
Information Technology	23.38%
Consumer Discretionary	16.64
Financials	14.08
Health Care	13.53
Industrials	12.37
Consumer Staples	10.87
Energy	3.76
Materials	2.23
Telecommunication Services	0.35

Other Net Assets	2.79
	100.00%

\* Because the Fund is actively managed, there can be no guarantee that the Fund will continue to hold securities of the indicated issuers and sectors in the future.

4 [www.all-starfunds.com](http://www.all-starfunds.com)

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## Liberty All-Star® Growth Fund Major Stock Changes in the Quarter

September 30, 2015 (Unaudited)

The following are the major (\$600,000 or more) stock changes - both purchases and sales - that were made in the Fund's portfolio during the third quarter of 2015.

Security Name	Shares	
	Purchases (Sales)	Held as of 9/30/15
Purchases		
ARM Holdings PLC	35,322	44,139
Diplomat Pharmacy, Inc.	17,797	48,490
Facebook, Inc., Class A	14,030	14,030
FleetCor Technologies, Inc.	9,530	9,530
Globant S.A.	20,479	22,990
Keurig Green Mountain, Inc.	11,800	11,800
M&T Bank Corp.	8,550	8,550
West Pharmaceutical Services, Inc.	11,000	11,000

## Sales

American Express Co.	(24,310)	0
B/E Aerospace, Inc.	(18,450)	0
BofI Holding, Inc.	(6,880)	19,325
BorgWarner, Inc.	(15,700)	0
Cummins, Inc.	(5,950)	0
LinkedIn Corp., Class A	(4,290)	5,100
Monster Beverage Corp.	(5,150)	5,950
NVIDIA Corp.	(31,700)	0
QUALCOMM, Inc.	(14,410)	0
Sanofi	(20,697)	0
Solera Holdings, Inc.	(13,573)	0
Spirit Airlines, Inc.	(11,200)	0
Starbucks Corp.	(17,680)	25,370

Third Quarter Report (Unaudited) | September 30, 2015 5

Investment Managers/  
Portfolio Characteristics Liberty All-Star® Growth Fund

September 30, 2015 (Unaudited)

THE FUND'S THREE GROWTH INVESTMENT MANAGERS AND THE MARKET CAPITALIZATION ON WHICH EACH FOCUSES:

MANAGERS' DIFFERING INVESTMENT STRATEGIES ARE REFLECTED IN PORTFOLIO CHARACTERISTICS

The portfolio characteristics table below is a regular feature of the Fund's shareholder reports. It serves as a useful tool for understanding the value of the Fund's multi-managed portfolio. The characteristics are different for each of the Fund's three investment managers. These differences are a reflection of the fact that each has a different capitalization focus and investment strategy. The shaded column highlights the characteristics of the Fund as a whole, while the first three columns show portfolio characteristics for the Russell Smallcap, Midcap and Largecap Growth indices. See page 18 for a description of these indices.

PORTFOLIO CHARACTERISTICS As of September 30, 2015 (Unaudited)

	RUSSELL GROWTH			Market Capitalization Spectrum			TOTAL FUND
	SMALLCAP INDEX	MIDCAP INDEX	LARGECAP INDEX	WEATHERBIE	TCW	SUSTAINABLE	
Number of Holdings	1,155	502	642	57	46	30	126*
Weighted Average Market Capitalization (billions)	\$2.0	\$12.6	\$123.7	\$2.5	\$9.2	\$65.5	\$32.8
Average Five-Year Earnings Per Share Growth	14%	17%	18%	21%	23%	15%	19%
Average Five-Year Sales Per Share Growth	12%	11%	13%	18%	16%	13%	15%
Price/Earnings Ratio**	25x	22x	21x	33x	28x	27x	29x
Price/Book Value Ratio	3.8x	4.7x	5.0x	4.2x	5.1x	5.1x	4.8x

\* Certain holdings are held by more than one manager.

\*\* Excludes negative earnings.

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Liberty All-Star® Growth Fund Schedule of Investments

As of September 30, 2015 (Unaudited)

	SHARES	MARKET VALUE
<b>COMMON STOCKS (97.21%)</b>		
<b>CONSUMER DISCRETIONARY (16.64%)</b>		
<b>Auto Components (0.39%)</b>		
Gentherm, Inc. <sup>(a)</sup>	10,897	\$489,493
<b>Diversified Consumer Services (1.42%)</b>		
2U, Inc. <sup>(a)</sup>	13,939	500,410
Nord Anglia Education, Inc. <sup>(a)</sup>	62,947	1,279,713
		1,780,123
<b>Hotels, Restaurants &amp; Leisure (3.21%)</b>		
Chuy's Holdings, Inc. <sup>(a)</sup>	37,066	1,052,674
The Habit Restaurants, Inc., Class A <sup>(a)(b)</sup>	31,855	682,016
Planet Fitness, Inc., Class A <sup>(a)</sup>	15,720	269,441
Starbucks Corp.	25,370	1,442,031
Wynn Resorts Ltd. <sup>(b)</sup>	11,050	586,976
		4,033,138
<b>Internet &amp; Catalog Retail (5.13%)</b>		
Amazon.com, Inc. <sup>(a)</sup>	3,582	1,833,590
The Priceline Group, Inc. <sup>(a)</sup>	1,464	1,810,763
TripAdvisor, Inc. <sup>(a)</sup>	11,500	724,730
Wayfair, Inc., Class A <sup>(a)(b)</sup>	59,366	2,081,372
		6,450,455
<b>Leisure Products (0.62%)</b>		
Polaris Industries, Inc. <sup>(b)</sup>	6,550	785,148
<b>Media (1.10%)</b>		
The Walt Disney Co.	13,555	1,385,321
<b>Multiline Retail (0.03%)</b>		
Ollie's Bargain Outlet Holdings, Inc. <sup>(a)</sup>	2,251	36,399
<b>Specialty Retail (2.91%)</b>		
CarMax, Inc. <sup>(a)</sup>	7,900	468,628
Dick's Sporting Goods, Inc.	17,000	843,370
Francesca's Holdings Corp. <sup>(a)</sup>	20,624	252,232
Lowe's Cos., Inc.	30,400	2,095,168
		3,659,398
<b>Textiles, Apparel &amp; Luxury Goods (1.83%)</b>		
Kate Spade & Co. <sup>(a)</sup>	45,450	868,549
Under Armour, Inc., Class A <sup>(a)</sup>	14,800	1,432,344
		2,300,893
<b>CONSUMER STAPLES (10.87%)</b>		
<b>Beverages (2.14%)</b>		
The Boston Beer Co., Inc., Class A <sup>(a)</sup>	3,950	831,909

See Notes to Schedule of Investments.

Third Quarter Report (Unaudited) | September 30, 2015 7

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## Schedule of Investments Liberty All-Star® Growth Fund

As of September 30, 2015 (Unaudited)

	SHARES	MARKET VALUE
COMMON STOCKS (continued)		
Beverages (continued)		
Constellation Brands, Inc., Class A	8,450	\$1,058,025
Monster Beverage Corp. <sup>(a)</sup>	5,950	804,083
		2,694,017
Food & Staples Retailing (2.89%)		
The Fresh Market, Inc. <sup>(a)</sup>	11,939	269,702
PriceSmart, Inc.	9,954	769,842
United Natural Foods, Inc. <sup>(a)</sup>	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. <sup>(a)</sup>	23,500	420,885
The Hain Celestial Group, Inc. <sup>(a)</sup>	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. <sup>(a)</sup>	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. <sup>(b)</sup>	19,569	1,952,986
Dril-Quip, Inc. <sup>(a)</sup>	6,366	370,629
Geospace Technologies Corp. <sup>(a)(b)</sup>	5,984	82,639
Natural Gas Services Group, Inc. <sup>(a)</sup>	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. <sup>(b)</sup>	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

See Notes to Schedule of Investments.





Liberty All-Star® Growth Fund      Schedule of  
Investments

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As of September 30, 2015 (Unaudited)

	SHARES	MARKET VALUE
COMMON STOCKS (continued)		