

SECURITIES AND EXCHANGE COMMISSION

FORM NSAR-A

Semi-annual report for management companies filed on Form N-SAR

Filing Date: **2013-01-28** | Period of Report: **2012-11-30**
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FILER

ING SERIES FUND INC

CIK:[877233](#) | IRS No.: **000000000** | State of Incorporation: **MD** | Fiscal Year End: **0830**
Type: **NSAR-A** | Act: **40** | File No.: [811-06352](#) | Film No.: **13550920**

Mailing Address
*7337 E. DOUBLETREE
RANCH ROAD
STE 100
SCOTTSDALE AZ 85258*

Business Address
*ING FUNDS SERVICES
7337 E. DOUBLETREE
RANCH ROAD, STE 100
SCOTTSDALE AZ 85258
4804773000*

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000 D000000 N
000 E000000 NF
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000 G000000 N
000 H000000 N
000 I000000 6.1
000 J000000 A
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001 B000000 811-6352
001 C000000 8009920180
002 A000000 7337 E DOUBLETREE RANCH RD, SUITE 100
002 B000000 SCOTTSDALE
002 C000000 AZ
002 D010000 85258
002 D020000 2034
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005 000000 N
006 000000 N
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010 C02AA01 AZ

010 C03AA01 85258

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011 B00AA01 8-048020

011 C01AA01 SCOTTSDALE

011 C02AA01 AZ

011 C03AA01 85258

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013 B02AA01 MA
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Form N-SAR, Item 77
for ING SERIES FUND
(the "Registrant")
on behalf of

(each a "Fund" and collectively the "Funds")

ITEM 77C - Matters Submitted to a Vote of Security Holders

On June 28, 2012 a Special Meeting of Shareholders of ING Index Plus Large Cap Fund, a series of ING Series Fund, Inc. was held at which the shareholders were asked to approve: (1) To approve an Agreement and Plan of Reorganization (the "Reorganization Agreement") by and between ING Index Plus LargeCap Fund ("Index Plus LargeCap Fund") and ING Corporate Leaders 100 Fund ("Corporate Leaders 100 Fund"), providing for the reorganization of Index Plus LargeCap Fund with and into Corporate Leaders 100 Fund (the "Reorganization"); and (2) to transact such other business, not currently contemplated, that may properly come before the Special Meeting, or any adjournment(s) or postponement(s) thereof, in the discretion of the proxies or their substitutes. The Proposal did not pass at the June 28, 2012 Special Meeting and the Special Meeting was adjourned to July 13, 2012 where the proposal passed.

<TABLE>
<CAPTION>

	Proposal	Share voted for	Shares voted against or withheld	Shares abstained	Total Shares Voted
	-----	---	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
ING Index Plus LargeCap Fund	1	8,380,857.398	429,269.309	736,024.439	9,546,151.146

</TABLE>

Form N-SAR, Item 77
for ING SERIES FUND
(the "Registrant")
on behalf of

(each a "Fund" and collectively the "Funds")

ITEM 77D - Policies with Respect to Security Investments

On March 22, 2012, the Board of Directors of ING Series Fund, Inc. (the "Board") approved a proposal to reorganize ING Index Plus SmallCap Fund with and into ING Index Plus MidCap Fund ("Index Plus Mid Cap Fund") (the "Reorganization"). The Reorganization took place on or about July 21, 2012, and was not subject to shareholder approval. In addition, the Board also approved a proposal changing Index Plus MidCap Fund's name, investment objective, and principal investment strategies also effective July 21, 2012. Index Plus MidCap Fund's prospectus was revised as follows:

Form N-SAR, Item 77
for ING SERIES FUND
(the "Registrant")
on behalf of

(each a "Fund" and collectively the "Funds")

1. Index Plus MidCap Fund's name was changed to "ING SMID Cap Equity Fund."
2. The section entitled "Investment Objective" was revised as follows:

INVESTMENT OBJECTIVE

The Fund seeks capital growth.

3. PRINCIPAL INVESTMENT STRATEGIES

Under normal market conditions, the Fund invests at least 80% of its net assets (plus borrowings for investment purposes) in securities of small- and mid-capitalization companies. The Fund will provide shareholders with at least 60 days' prior notice of any change in this investment policy.

The Sub-Adviser will generally consider small- to mid-capitalized companies to be companies that, at the time of purchase, have total market capitalizations within the range of market capitalizations of companies in the Russell 2500 Index. The market capitalization range is reset monthly and will change with market conditions as the range of the companies in the Index changes. As of December 31, 2011, the smallest company in the Russell

2500 Index had a market capitalization of \$23 million and the largest company had a market capitalization of \$9.7 billion.

The Fund may invest in derivative instruments, including, but not limited to, put and call options. The Fund typically uses derivatives to seek to reduce exposure to other risks, such as currency risk; to substitute for taking a position in the underlying assets; or to seek to enhance returns in the Fund. The Fund may also invest, to a limited extent, in foreign stocks.

The Fund may invest in other investment companies, including exchange-traded funds, to the extent permitted under the Investment Company Act of 1940, as amended, and the rules, regulations, and exemptive orders thereunder ("1940 Act").

In managing the Fund, the Sub-Adviser invests in stocks that it believes have the potential for long-term growth, as well as those that appear to be trading below their perceived value. The Sub-Adviser uses fundamental research capabilities, as well as, internally developed quantitative computer models to evaluate financial and fundamental characteristics (for example, changes in earnings, return on equity, and price to equity multiples) of over 2,000 companies. The Sub-Adviser analyzes these characteristics in an attempt to identify companies whose perceived value is not reflected in the stock price and considers the potential of each company to create or take advantage of unique product opportunities, along with its potential to achieve long-term sustainable growth and the quality of its management.

Form N-SAR, Item 77
for ING SERIES FUND
(the "Registrant")
on behalf of

(each a "Fund" and collectively the "Funds")

The Sub-Adviser may sell securities for a variety of reasons, such as to secure gains, limit losses, or redeploy assets into opportunities believed to be more promising, among others.

The Fund may lend portfolio securities on a short-term or long-term basis, up to 33 1/3% of its assets.

Form N-SAR, Item 77
for ING SERIES FUND
(the "Registrant")
on behalf of

(each a "Fund" and collectively the "Funds")

ITEM 77I - Terms of New or Amended Securities

At the September 13, 2012 Board meeting, the Board of Directors of ING Series Fund, Inc. approved the establishment of Class R6 Shares on behalf of ING Large Cap Growth Fund and ING Small Company Fund. Class R6 shares are sold without a front-end load and are not subject to a CDSC.

Form N-SAR, Item 77
for ING SERIES FUND
(the "Registrant")
on behalf of

(each a "Fund" and collectively the "Funds")

ITEM 77Q Exhibits

(a)(1) Articles Supplementary regarding designation and classification of Class O shares of ING Corporate Leaders 100 Fund dated March 22, 2012. - Filed as an Exhibit to Post-Effective Amendment No. 153 to the Registrant's Form N-1A Registration Statement on March 23, 2012 and incorporated herein by reference.

(a)(2) Articles of Amendment regarding name change of ING Index Plus MidCap Fund to ING SMID Cap Equity Fund, effective July 21, 2012 - Filed as an Exhibit to Post-Effective Amendment No. 155 to the Registrant's Form N-1A Registration Statement on July 27, 2012 and incorporated herein by reference.

(a)(3) Articles of Amendment regarding dissolution of ING Index Plus LargeCap Fund and ING Index SmallCap Fund dated August 13, 2012 - Filed as an Exhibit to Post-Effective Amendment No. 158 to the Registrant's Form N-1A Registration Statement on September 27, 2012 and incorporated herein by reference.

(e)(1) Amended and Restated Schedule A, effective October 1, 2012, to the Amended and Restated Investment Management Agreement between ING Investments, LLC and ING Series Fund, Inc. dated March 1, 2002, as amended and restated on April 1, 2004 and as amended and restated on August 1, 2012 - Filed herein.

(e)(2) Amended Schedule A dated July 21, 2012 to the Amended and Restated Expense Limitation Agreement between ING Investments, LLC and ING Series Fund, Inc. dated March 1, 2002 - Filed as an Exhibit to Post-Effective Amendment No. 155 to the Registrant's Form N-1A Registration Statement on July 27, 2012 and incorporated herein by reference.

[ING FUNDS LOGO]

October 1, 2012

Todd Modic
Senior Vice President
ING Investments, LLC
7337 E. Doubletree Ranch Road
Suite 100
Scottsdale, AZ 85258

Pursuant to the Amended and Restated Investment Management Agreement, dated August 1, 2012, between ING Series Fund, Inc. and ING Investments, LLC, as amended (the "Agreement"), we hereby notify you of our intention to modify the annual investment management fee for ING Corporate Leaders 100 Fund (the "Fund"), a series of ING Series Fund, Inc., effective on October 1, 2012.

Upon your acceptance, the Agreement will be modified to give effect to the foregoing by amending Schedule A of the Agreement. The Amended Schedule A, which indicates the additional breakpoints to the annual investment management fee for the Fund, is attached hereto.

Please signify your acceptance to the additional breakpoints to the annual investment management fee for the aforementioned Fund by signing below where indicated.

Very sincerely,

/s/ Kimberly A. Anderson

Kimberly A. Anderson
Senior Vice President
ING Series Fund, Inc.

ACCEPTED AND AGREED TO:
ING Investments, LLC

By: /s/ Todd Modic

Todd Modic
Senior Vice President

7337 E. Doubletree Ranch Rd.
Suite 100

Tel: 480-477-3000
Fax: 480-477-2700

ING Series Fund, Inc.

AMENDED SCHEDULE A
with respect to the
AMENDED AND RESTATED INVESTMENT MANAGEMENT AGREEMENT

between
ING SERIES FUND, INC.
and
ING INVESTMENTS, LLC

<TABLE>
<CAPTION>

Series -----	Effective Date -----	Annual Investment Management Fee ----- (as a percentage of daily net assets)
<S> ING Alternative Beta Fund	<C> October 22, 2008	<C> 0.750% on all assets
ING Capital Allocation Fund		Direct Investments(1) ----- 0.800% on first \$500 million 0.775% on next \$500 million 0.750% on next \$500 million 0.725% on next \$500 million 0.700% over \$2 billion Underlying Funds(2) ----- 0.08%
ING Core Equity Research Fund		0.700% on first \$250 million 0.650% on next \$250 million 0.625% on next \$250 million 0.600% on next \$1.25 billion 0.550% over \$2 billion
ING Corporate Leaders 100 Fund	June 11, 2008	0.40% on first \$500 million

0.35% on next \$500 million
0.30% over \$1 billion

ING Global Target Payment Fund June 18, 2008 0.08% on all assets
</TABLE>

- (1) "Direct Investments" shall mean assets which are not Underlying Funds.
- (2) "Underlying Funds" shall mean open-end investment companies registered under the 1940 Act within the ING fund complex. The term, "fund complex" shall have the same meaning as defined in Item 17 of Form N-1A, as it was in effect on April 4, 2008.

- 2 -

<TABLE>
<CAPTION>

Series	Effective Date	Annual Investment Management Fee (as a percentage of daily net assets)
-----	-----	-----
<S> ING Large Cap Growth Fund	<C> February 29, 2012	<C> 0.70%
ING Money Market Fund		0.400% on first \$500 million 0.350% on next \$500 million 0.340% on next \$1 billion 0.330% on next \$1 billion 0.300% over \$3 billion
ING Small Company Fund		0.850% on first \$250 million 0.800% on next \$250 million 0.775% on next \$250 million 0.750% on next \$1.25 billion 0.725% over \$2 billion
ING SMID Cap Equity Fund		0.450% on first \$500 million 0.425% on next \$250 million 0.400% on next \$1.25 billion 0.375% over \$2 billion

</TABLE>

