

EATON VANCE CORP  
Form 8-K  
December 14, 2006

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 14, 2006

EATON VANCE CORP.

(Exact name of registrant as specified in its charter)

Maryland                                  1-8100                                  04-2718215  
(State or other jurisdiction          (Commission File Number)          (IRS Employer Identification No .)  
of incorporation)

255 State Street, Boston, Massachusetts                                  02109  
(Address of principal executive offices)                                  (Zip Code)

Registrant's telephone number, including area code: (617) 482-8260

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))

**INFORMATION INCLUDED IN THE REPORT**

**Item 7.01**      **Regulation FD Disclosure**

Registrant announces its agreement with Merrill Lynch, Pierce, Fenner and Smith Incorporated to terminate the additional compensation agreements in connection with the closed-end funds, as described in Registrant's news release dated December 14, 2006, a copy of which is filed herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01**      **Financial Statements and Exhibits**

| <u>Exhibit No.</u> | <u>Document</u>   |
|--------------------|---|
| 99.1               | Press Release issued by the Registrant dated December 14, 2006 detailing the announcement of its agreement with Merrill Lynch, Pierce, Fenner and Smith Incorporated to terminate the additional compensation agreements in connection with the closed-end funds. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**EATON VANCE CORP.**  
(Registrant)

Date: December 14, 2006

/s/ William M. Steul  
William M. Steul, Chief Financial Officer

EXHIBIT INDEX

Each exhibit is listed in this index according to the number assigned to it in the exhibit table set forth in Item 601 of Regulation S-K. The following exhibit is filed as part of this Report:

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | Press Release issued by the Registrant dated December 14, 2006 detailing the announcement of its agreement with Merrill Lynch, Pierce, Fenner and Smith Incorporated to terminate the additional compensation agreements in connection with the closed-end funds. |

**Exhibit 99.1**

December 14, 2006

**FOR IMMEDIATE  
RELEASE**

**Eaton Vance Corp. Reaches Agreement with Merrill Lynch to Terminate Additional Compensation Agreements**

**Boston, MA** -- Eaton Vance Corp. (NYSE: EV) today announced that it has agreed with Merrill Lynch, Pierce, Fenner and Smith Incorporated ( Merrill Lynch ) to terminate the additional compensation agreements entered into with Merrill Lynch in connection with all 22 of the closed-end funds for which these agreements are in place, including the recent November offering. The additional compensation agreements required Eaton Vance to make recurring payments over time based on the assets of the respective closed-end funds.

In exchange for the termination of these agreements, Eaton Vance Corp. will make a lump sum payment to Merrill Lynch in the amount of \$45.7 million or approximately \$0.21 per diluted share. The payment will be recorded as a distribution expense in the first fiscal quarter of 2007. The termination of these agreements is expected to result in annualized after-tax earnings accretion of \$0.02 per diluted share.

Eaton Vance Corp., through its subsidiaries, is the investment adviser and distributor of over 160 mutual funds and also manages investments for individual and institutional clients. Eaton Vance had \$128.9 billion in assets under management on October 31, 2006.

This news release contains statements that are not historical facts, referred to as forward-looking statements. The Company's actual future results may differ significantly from those stated in any forward-looking statements, depending on factors such as changes in securities or financial markets or general economic conditions, the volume of sales and repurchases of fund shares, the continuation of investment advisory, administration, distribution and service contracts, and other risks discussed from time to time in the Company's filings with the Securities and Exchange Commission.