

EATON VANCE CORP  
Form FWP  
September 27, 2007  
Free Writing Prospectus

Filed Pursuant to Rule 433

Registration Number 333-146280

Filed September 27, 2007

EATON VANCE CORP.

**US\$500,000,000 6.500% 10-Year Senior Notes**

|                                   |  |
|-----------------------------------|--|
| Issuer:                           | Eaton Vance Corp.  |
| Type:                             | SEC Registered   |
| Ratings:                          | A3 (stable) / A- (stable) (Moody's / S&P)  |
| Size:                             | US \$500,000,000   |
| Trade Date:                       | September 27, 2007   |
| Settlement Date:                  | October 2, 2007 (T+3 days)   |
| Maturity:                         | October 2, 2017  |
| Semi-Annual Coupon:               | 6.500%   |
| Interest Payment Dates:           | Semiannually on the 2 <sup>nd</sup> of each April and October, commencing on April 2 <sup>nd</sup> , 2008  |
| Public Offering Price:            | 99.862%  |
| Treasury Benchmark:               | UST 4.75% due August 15, 2017  |
| Treasury Price:                   | \$101-13+  |
| Treasury Yield:                   | 4.569%   |
| Re-offer Spread vs. Treasury      | +195 bps   |
| Yield to Maturity:                | 6.519%   |
| First Coupon:                     | April 2 <sup>nd</sup> , 2008   |
| Change of Control Repurchase:     | At 101% of principal plus accrued and unpaid interest if issuer subject to a Change of Control Repurchase Event.   |
| Make-Whole Call:                  | At any time, in whole or in part, at a redemption price equal to the greater of 100% of the principal amount of the notes being redeemed and the remaining principal and interest payments on the notes being redeemed discounted at the applicable Treasury Rate plus 30 bps. |
| Day Count:                        | 30/360   |
| Minimum Denomination / Multiples: | \$1,000 / \$1,000  |
| Joint Bookrunners:                | Citi   |
| Senior Co-Manager:                | Merrill Lynch & Co.  |
| Co-Managers:                      | UBS Securities LLC<br>Banc of America Securities LLC   |
|                                   | J.P. Morgan Securities Inc.  |
|                                   | Wachovia Capital Markets, LLC  |

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CUSIP / ISIN:

278265AC7 / US278265AC73

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**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revisions or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission ("SEC") for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, any related prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC's web site at [www.sec.gov](http://www.sec.gov). Alternatively, Citi or Merrill will arrange to send you the prospectus and any related prospectus supplement if you request it by calling (i) Citigroup Global Markets Inc. toll free at 1-877-858-5407, or (ii) Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-866-500-5408.**

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