

EATON VANCE CORP  
Form 8-K  
October 31, 2011

**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): October 26, 2011

EATON VANCE CORP.

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction  
of incorporation)

1-8100

(Commission File Number)

04-2718215

(IRS Employer Identification No.)

Two International Place, Boston, Massachusetts

(Address of principal executive offices)

02110

(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 5.02                      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Registrant's Board of Directors and Voting Shareholders on October 26, 2011 approved the 2008 Omnibus Incentive Plan Restatement No. 4, a copy of which is filed herewith as Exhibit 10.1. The 2008 Omnibus Incentive Plan provides for the grant of stock-based incentives to employees of Eaton Vance Corp. (the Company), including its Officers, as well as annual formula grants to certain members of the Company's Board of Directors who qualify as non-employee directors. This description of the 2008 Omnibus Incentive Plan is qualified in its entirety by the actual plan document, which is filed as an Exhibit to this Current Report on Form 8-K.

Registrant's Board of Directors and Voting Shareholders on October 26, 2011 approved the Eaton Vance Corp. Executive Performance-Based Compensation Plan Restatement No. 2, a copy of which is filed herewith as Exhibit 10.2. The Eaton Vance Corp. Executive Performance-Based Compensation Plan provides for incentive compensation to key executives of the Company or any subsidiary thereof subject to the satisfaction of performance conditions. This description of the Eaton Vance Corp. Executive Performance-Based Compensation Plan is qualified in its entirety by the actual plan document, which is filed as an Exhibit to this Current Report on Form 8-K.

**Item 5.07                      Submission of Matters to a Vote of Security Holders.**

The disclosure under Item 5.02 of this Current Report on Form 8-K in connection with the approval of the 2008 Omnibus Incentive Plan Restatement No. 4 and Eaton Vance Corp. Executive Performance-Based Compensation Plan Restatement No. 2 is incorporated into this Item 5.07 by reference. The Voting Shareholders approved the matters in Item 5.02 of this Current Report on Form 8-K by unanimous written consent on October 26, 2011.

**Item 9.01                      Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Document</u>
10.1	Eaton Vance Corp. 2008 Omnibus Incentive Plan Restatement No. 4
10.2	Eaton Vance Corp. Executive Performance-Based Compensation Plan Restatement No. 2

**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: October 31, 2011

/s/ Robert J. Whelan

Robert J. Whelan, 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>
10.1	Eaton Vance Corp. 2008 Omnibus Incentive Plan Restatement No. 4
10.2	Eaton Vance Corp. Executive Performance-Based Compensation Plan Restatement No. 2

