

Eaton Vance Tax-Managed Buy-Write Income Fund  
Form N-Q  
November 24, 2010

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**Form N-Q**  
**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANIES**  
**811-21676**  
**Investment Company Act File Number**  
**Eaton Vance Tax-Managed Buy-Write Income Fund**  
(Exact Name of Registrant as Specified in Charter)  
Two International Place, Boston, Massachusetts 02110  
(Address of Principal Executive Offices)  
Maureen A. Gemma  
Two International Place, Boston, Massachusetts 02110  
(Name and Address of Agent for Services)  
(617) 482-8260  
(Registrant's Telephone Number, Including Area Code)  
December 31  
Date of Fiscal Year End  
September 30, 2010  
Date of Reporting Period

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**Item 1. Schedule of Investments**

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**Eaton Vance Tax-Managed Buy-Write Income Fund****as of September 30, 2010****PORTFOLIO OF INVESTMENTS (Unaudited)****Common Stocks 102.4%**

| <b>Security</b>                                 | <b>Shares</b> | <b>Value</b>         |
|---|---------------|----------------------|
| <b>Aerospace &amp; Defense 3.1%</b>             |               |                      |
| Boeing Co. (The)                                | 26,422        | \$ 1,758,120         |
| Honeywell International, Inc.                   | 66,929        | 2,940,860            |
| Northrop Grumman Corp.                          | 22,634        | 1,372,300            |
| Rockwell Collins, Inc.                          | 34,789        | 2,026,459            |
| United Technologies Corp.                       | 43,492        | 3,097,935            |
|   |               | <b>\$ 11,195,674</b> |
| <b>Air Freight &amp; Logistics 1.4%</b>         |               |                      |
| CH Robinson Worldwide, Inc.                     | 16,275        | \$ 1,137,948         |
| Expeditors International of Washington, Inc.    | 21,522        | 994,962              |
| United Parcel Service, Inc., Class B            | 45,237        | 3,016,856            |
|   |               | <b>\$ 5,149,766</b>  |
| <b>Auto Components 0.5%</b>                     |               |                      |
| Dana Holding Corp. <sup>(1)</sup>               | 31,658        | \$ 390,027           |
| Goodyear Tire & Rubber Co. (The) <sup>(1)</sup> | 13,476        | 144,867              |
| Johnson Controls, Inc.                          | 37,662        | 1,148,691            |
|   |               | <b>\$ 1,683,585</b>  |
| <b>Automobiles 0.5%</b>                         |               |                      |
| Ford Motor Co. <sup>(1)</sup>                   | 131,695       | \$ 1,611,947         |
|   |               | <b>\$ 1,611,947</b>  |
| <b>Beverages 2.9%</b>                           |               |                      |
| Brown-Forman Corp., Class B                     | 11,197        | \$ 690,183           |
| Coca-Cola Co. (The)                             | 86,673        | 5,072,104            |
| PepsiCo, Inc.                                   | 71,806        | 4,770,791            |
|   |               | <b>\$ 10,533,078</b> |
| <b>Biotechnology 1.7%</b>                       |               |                      |
| Amgen, Inc. <sup>(1)</sup>                      | 50,489        | \$ 2,782,449         |
| Celgene Corp. <sup>(1)</sup>                    | 39,773        | 2,291,322            |
| Cephalon, Inc. <sup>(1)</sup>                   | 2,316         | 144,611              |
| Gilead Sciences, Inc. <sup>(1)</sup>            | 21,919        | 780,536              |

|   |        |                     |
|---|--------|---------------------|
|   |        | <b>\$ 5,998,918</b> |
| <b>Capital Markets 2.1%</b>                 |        |                     |
| Bank of New York Mellon Corp. (The)         | 13,449 | \$ 351,422          |
| Federated Investors, Inc., Class B          | 7,867  | 179,053             |
| Goldman Sachs Group, Inc. (The)             | 20,507 | 2,964,902           |
| Invesco, Ltd.                               | 38,480 | 816,931             |
| Legg Mason, Inc.                            | 21,991 | 666,547             |
| State Street Corp.                          | 32,176 | 1,211,748           |
| T. Rowe Price Group, Inc.                   | 25,696 | 1,286,470           |
|   |        | <b>\$ 7,477,073</b> |
| <b>Chemicals 1.4%</b>                       |        |                     |
| Dow Chemical Co. (The)                      | 40,267 | \$ 1,105,732        |
| E.I. Du Pont de Nemours & Co.               | 73,387 | 3,274,528           |
| Eastman Chemical Co.                        | 1,804  | 133,496             |
| Monsanto Co.                                | 9,621  | 461,134             |
|   |        | <b>\$ 4,974,890</b> |
| <b>Commercial Banks 2.9%</b>                |        |                     |
| Fifth Third Bancorp                         | 91,535 | \$ 1,101,166        |
| First Horizon National Corp. <sup>(1)</sup> | 49,912 | 569,501             |
| KeyCorp                                     | 25,580 | 203,617             |
| M&T Bank Corp.                              | 20,480 | 1,675,469           |

| <b>Security</b>                                | <b>Shares</b> | <b>Value</b>         |
|--|---------------|----------------------|
| Marshall & Ilsley Corp.                        | 39,440        | \$ 277,657           |
| PNC Financial Services Group, Inc.             | 14,634        | 759,651              |
| Wells Fargo & Co.                              | 236,859       | 5,952,267            |
|  |               | <b>\$ 10,539,328</b> |
| <b>Commercial Services &amp; Supplies 1.2%</b> |               |                      |
| Avery Dennison Corp.                           | 30,924        | \$ 1,147,899         |
| Pitney Bowes, Inc.                             | 15,666        | 334,939              |
| RR Donnelley & Sons Co.                        | 28,274        | 479,527              |
| Waste Management, Inc.                         | 68,932        | 2,463,630            |
|  |               | <b>\$ 4,425,995</b>  |
| <b>Communications Equipment 3.1%</b>           |               |                      |
| Aviat Networks, Inc. <sup>(1)</sup>            | 6,710         | \$ 27,444            |
| Ciena Corp. <sup>(1)</sup>                     | 22,165        | 345,109              |
| Cisco Systems, Inc. <sup>(1)</sup>             | 256,919       | 5,626,526            |
| Harris Corp.                                   | 23,222        | 1,028,502            |
| QUALCOMM, Inc.                                 | 88,202        | 3,979,674            |
| Riverbed Technology, Inc. <sup>(1)</sup>       | 5,239         | 238,794              |
|  |               | <b>\$ 11,246,049</b> |
| <b>Computers &amp; Peripherals 5.7%</b>        |               |                      |
| Apple, Inc. <sup>(1)</sup>                     | 30,468        | \$ 8,645,295         |
| Hewlett-Packard Co.                            | 112,124       | 4,717,056            |
| International Business Machines Corp.          | 44,156        | 5,923,086            |
| QLogic Corp. <sup>(1)</sup>                    | 40,511        | 714,614              |
| SanDisk Corp. <sup>(1)</sup>                   | 12,335        | 452,078              |
|  |               | <b>\$ 20,452,129</b> |
| <b>Consumer Finance 0.8%</b>                   |               |                      |
| American Express Co.                           | 49,193        | \$ 2,067,582         |
| Discover Financial Services                    | 50,805        | 847,427              |
|  |               | <b>\$ 2,915,009</b>  |
| <b>Containers &amp; Packaging 0.1%</b>         |               |                      |
| Ball Corp.                                     | 2,882         | \$ 169,606           |
| Bemis Co., Inc.                                | 7,568         | 240,284              |
|  |               | <b>\$ 409,890</b>    |
| <b>Distributors 0.4%</b>                       |               |                      |
| Genuine Parts Co.                              | 34,078        | \$ 1,519,538         |

|   |             |                      |
|---|-------------|----------------------|
|   |             | <b>\$ 1,519,538</b>  |
| <b>Diversified Consumer Services</b>          | <b>0.3%</b> |                      |
| H&R Block, Inc.                               | 85,901      | \$ 1,112,418         |
|   |             | <b>\$ 1,112,418</b>  |
| <b>Diversified Financial Services</b>         | <b>4.1%</b> |                      |
| Bank of America Corp.                         | 294,131     | \$ 3,856,057         |
| Citigroup, Inc. <sup>(1)</sup>                | 633,400     | 2,470,260            |
| CME Group, Inc.                               | 3,193       | 831,617              |
| JPMorgan Chase & Co.                          | 170,941     | 6,507,724            |
| Moody's Corp.                                 | 29,272      | 731,215              |
| NYSE Euronext                                 | 8,497       | 242,759              |
|   |             | <b>\$ 14,639,632</b> |
| <b>Diversified Telecommunication Services</b> | <b>3.5%</b> |                      |
| AT&T, Inc.                                    | 249,008     | \$ 7,121,629         |
| Frontier Communications Corp.                 | 104,862     | 856,723              |
| Verizon Communications, Inc.                  | 139,894     | 4,559,145            |
|   |             | <b>\$ 12,537,497</b> |

|  | Shares  | Value               |
|--|---------|---------------------|
| <b>Security</b>  |         |                     |
| <b>Electric Utilities 1.1%</b>                                 |         |                     |
| Duke Energy Corp.  | 88,867  | \$ 1,573,835        |
| Edison International   | 22,819  | 784,746             |
| FirstEnergy Corp.  | 34,793  | 1,340,922           |
| Pinnacle West Capital Corp.                                    | 7,168   | 295,823             |
|  |         | <b>\$ 3,995,326</b> |
| <b>Electrical Equipment 1.0%</b>                               |         |                     |
| Emerson Electric Co.   | 61,948  | \$ 3,262,182        |
| First Solar, Inc. <sup>(1)</sup>                               | 1,663   | 245,043             |
|  |         | <b>\$ 3,507,225</b> |
| <b>Electronic Equipment, Instruments &amp; Components 0.1%</b> |         |                     |
| Molex, Inc.  | 13,181  | \$ 275,878          |
|  |         | <b>\$ 275,878</b>   |
| <b>Energy Equipment &amp; Services 2.0%</b>                    |         |                     |
| Diamond Offshore Drilling, Inc.                                | 16,237  | \$ 1,100,382        |
| Halliburton Co.  | 68,734  | 2,273,033           |
| Rowan Cos., Inc. <sup>(1)</sup>                                | 4,098   | 124,415             |
| Schlumberger, Ltd.   | 56,392  | 3,474,311           |
|  |         | <b>\$ 6,972,141</b> |
| <b>Food &amp; Staples Retailing 2.5%</b>                       |         |                     |
| CVS Caremark Corp.   | 99,448  | \$ 3,129,629        |
| Wal-Mart Stores, Inc.  | 106,604 | 5,705,446           |
|  |         | <b>\$ 8,835,075</b> |
| <b>Food Products 2.0%</b>                                      |         |                     |
| ConAgra Foods, Inc.  | 36,224  | \$ 794,755          |
| General Mills, Inc.  | 37,423  | 1,367,436           |
| Green Mountain Coffee Roasters, Inc. <sup>(1)</sup>            | 15,366  | 479,265             |
| Kellogg Co.  | 31,044  | 1,568,032           |
| Kraft Foods, Inc., Class A                                     | 54,344  | 1,677,056           |
| Tyson Foods, Inc., Class A                                     | 70,336  | 1,126,783           |
|  |         | <b>\$ 7,013,327</b> |
| <b>Gas Utilities 0.2%</b>                                      |         |                     |
| Nicor, Inc.  | 12,790  | \$ 586,038          |
|  |         | <b>\$ 586,038</b>   |

**Health Care Equipment & Supplies 1.5%**

|  |        |    |                  |
|--|--------|----|------------------|
| Baxter International, Inc.             | 52,220 | \$ | 2,491,416        |
| Boston Scientific Corp. <sup>(1)</sup> | 30,325 |    | 185,892          |
| Covidien PLC                           | 11,380 |    | 457,362          |
| Medtronic, Inc.                        | 52,729 |    | 1,770,640        |
| Zimmer Holdings, Inc. <sup>(1)</sup>   | 5,294  |    | 277,035          |
|  |        | \$ | <b>5,182,345</b> |

**Health Care Providers & Services 1.7%**

|   |        |    |                  |
|---|--------|----|------------------|
| Medco Health Solutions, Inc. <sup>(1)</sup> | 40,595 | \$ | 2,113,375        |
| Quest Diagnostics, Inc.                     | 22,491 |    | 1,135,121        |
| UnitedHealth Group, Inc.                    | 76,435 |    | 2,683,633        |
|   |        | \$ | <b>5,932,129</b> |

**Hotels, Restaurants & Leisure 1.8%**

|                                       |        |    |                  |
|---------------------------------------|--------|----|------------------|
| Marriott International, Inc., Class A | 30,945 | \$ | 1,108,759        |
| McDonald's Corp.                      | 52,268 |    | 3,894,489        |
| Wyndham Worldwide Corp.               | 26,139 |    | 718,038          |
| Yum! Brands, Inc.                     | 16,501 |    | 760,036          |
|                                       |        | \$ | <b>6,481,322</b> |



| <b>Security</b>                                  | <b>Shares</b> | <b>Value</b>         |
|--|---------------|----------------------|
| <b>Household Durables 1.1%</b>                   |               |                      |
| D.R. Horton, Inc.                                | 22,646        | \$ 251,824           |
| Leggett & Platt, Inc.                            | 11,383        | 259,077              |
| Lennar Corp., Class A                            | 21,018        | 323,257              |
| Newell Rubbermaid, Inc.                          | 76,798        | 1,367,772            |
| Pulte Group, Inc. <sup>(1)</sup>                 | 20,311        | 177,924              |
| Stanley Black & Decker, Inc.                     | 10,773        | 660,170              |
| Whirlpool Corp.                                  | 11,922        | 965,205              |
|  |               | <b>\$ 4,005,229</b>  |
| <b>Household Products 2.1%</b>                   |               |                      |
| Clorox Co. (The)                                 | 14,476        | \$ 966,418           |
| Procter & Gamble Co.                             | 110,996       | 6,656,430            |
|  |               | <b>\$ 7,622,848</b>  |
| <b>Industrial Conglomerates 1.7%</b>             |               |                      |
| 3M Co.   | 17,125        | \$ 1,484,909         |
| General Electric Co.                             | 272,736       | 4,431,960            |
| Textron, Inc.                                    | 11,648        | 239,483              |
|  |               | <b>\$ 6,156,352</b>  |
| <b>Insurance 4.4%</b>                            |               |                      |
| ACE, Ltd.  | 21,315        | \$ 1,241,599         |
| Allianz SE ADR                                   | 12,863        | 145,352              |
| AON Corp.  | 26,692        | 1,043,924            |
| Berkshire Hathaway, Inc., Class B <sup>(1)</sup> | 37,680        | 3,115,382            |
| Cincinnati Financial Corp.                       | 34,819        | 1,004,528            |
| First American Financial Corp.                   | 13,676        | 204,319              |
| Genworth Financial, Inc., Class A <sup>(1)</sup> | 4,317         | 52,754               |
| Lincoln National Corp.                           | 34,963        | 836,315              |
| Marsh & McLennan Cos., Inc.                      | 50,188        | 1,210,535            |
| MetLife, Inc.                                    | 45,032        | 1,731,480            |
| Principal Financial Group, Inc.                  | 52,789        | 1,368,291            |
| Prudential Financial, Inc.                       | 22,391        | 1,213,144            |
| Travelers Companies, Inc. (The)                  | 50,226        | 2,616,775            |
|  |               | <b>\$ 15,784,398</b> |
| <b>Internet &amp; Catalog Retail 0.6%</b>        |               |                      |
| Amazon.com, Inc. <sup>(1)</sup>                  | 5,804         | \$ 911,576           |
| Priceline.com, Inc. <sup>(1)</sup>               | 3,073         | 1,070,449            |
|  |               | <b>\$ 1,982,025</b>  |

**Internet Software & Services 2.2%**

|  |        |    |                  |
|--|--------|----|------------------|
| Akamai Technologies, Inc. <sup>(1)</sup> | 14,453 | \$ | 725,251          |
| AOL, Inc. <sup>(1)</sup>                 | 2,315  |    | 57,296           |
| Google, Inc., Class A <sup>(1)</sup>     | 10,119 |    | 5,320,469        |
| Monster Worldwide, Inc. <sup>(1)</sup>   | 16,352 |    | 211,922          |
| VeriSign, Inc. <sup>(1)</sup>            | 43,013 |    | 1,365,233        |
|  |        | \$ | <b>7,680,171</b> |

**IT Services 0.8%**

|  |        |    |                  |
|--|--------|----|------------------|
| CoreLogic, Inc.                              | 13,676 | \$ | 262,032          |
| Fidelity National Information Services, Inc. | 33,633 |    | 912,463          |
| MasterCard, Inc., Class A                    | 7,359  |    | 1,648,416        |
|  |        | \$ | <b>2,822,911</b> |

**Leisure Equipment & Products 0.4%**

|              |        |    |                  |
|--------------|--------|----|------------------|
| Mattel, Inc. | 54,845 | \$ | 1,286,664        |
|              |        | \$ | <b>1,286,664</b> |

**Life Sciences Tools & Services 0.1%**

|   |       |    |                |
|---|-------|----|----------------|
| Thermo Fisher Scientific, Inc. <sup>(1)</sup> | 3,866 | \$ | 185,104        |
|   |       | \$ | <b>185,104</b> |

|                                       | Shares  | Value                |
|---------------------------------------|---------|----------------------|
| <b>Security</b>                       |         |                      |
| <b>Machinery 0.8%</b>                 |         |                      |
| Caterpillar, Inc.                     | 31,778  | \$ 2,500,293         |
| Eaton Corp.                           | 1,431   | 118,043              |
| Snap-On, Inc.                         | 6,380   | 296,734              |
|                                       |         | <b>\$ 2,915,070</b>  |
| <b>Media 3.2%</b>                     |         |                      |
| CBS Corp., Class B                    | 64,211  | \$ 1,018,386         |
| Comcast Corp., Class A                | 136,660 | 2,470,813            |
| McGraw-Hill Cos., Inc. (The)          | 43,453  | 1,436,556            |
| Omnicom Group, Inc.                   | 39,439  | 1,557,052            |
| Scripps Networks Interactive, Class A | 6,991   | 332,632              |
| Time Warner, Inc.                     | 25,474  | 780,778              |
| Walt Disney Co. (The)                 | 110,516 | 3,659,185            |
|                                       |         | <b>\$ 11,255,402</b> |
| <b>Metals &amp; Mining 1.4%</b>       |         |                      |
| AK Steel Holding Corp.                | 13,180  | \$ 182,016           |
| Allegheny Technologies, Inc.          | 16,248  | 754,720              |
| Freeport-McMoRan Copper & Gold, Inc.  | 36,332  | 3,102,389            |
| Nucor Corp.                           | 22,092  | 843,914              |
|                                       |         | <b>\$ 4,883,039</b>  |
| <b>Multi-Utilities 2.6%</b>           |         |                      |
| Centerpoint Energy, Inc.              | 17,504  | \$ 275,163           |
| CMS Energy Corp.                      | 105,550 | 1,902,011            |
| Dominion Resources, Inc.              | 23,739  | 1,036,445            |
| DTE Energy Co.                        | 10,342  | 475,008              |
| Integrus Energy Group, Inc.           | 10,554  | 549,441              |
| NiSource, Inc.                        | 55,701  | 969,198              |
| Public Service Enterprise Group, Inc. | 70,817  | 2,342,626            |
| TECO Energy, Inc.                     | 92,229  | 1,597,406            |
| Xcel Energy, Inc.                     | 12,009  | 275,847              |
|                                       |         | <b>\$ 9,423,145</b>  |
| <b>Multiline Retail 1.3%</b>          |         |                      |
| Big Lots, Inc. <sup>(1)</sup>         | 18,653  | \$ 620,212           |
| Kohl's Corp. <sup>(1)</sup>           | 26,447  | 1,393,228            |
| Macy's, Inc.                          | 83,393  | 1,925,544            |
| Nordstrom, Inc.                       | 23,442  | 872,043              |
|                                       |         | <b>\$ 4,811,027</b>  |

**Oil, Gas & Consumable Fuels 9.5%**

|                                       |         |    |                   |
|---------------------------------------|---------|----|-------------------|
| Chevron Corp.                         | 92,851  | \$ | 7,525,574         |
| ConocoPhillips                        | 72,076  |    | 4,139,325         |
| El Paso Corp.                         | 53,383  |    | 660,882           |
| EOG Resources, Inc.                   | 24,200  |    | 2,249,874         |
| Exxon Mobil Corp.                     | 191,907 |    | 11,857,933        |
| Massey Energy Co.                     | 980     |    | 30,400            |
| Occidental Petroleum Corp.            | 41,549  |    | 3,253,287         |
| Peabody Energy Corp.                  | 18,994  |    | 930,896           |
| Petrohawk Energy Corp. <sup>(1)</sup> | 16,345  |    | 263,808           |
| Range Resources Corp.                 | 22,418  |    | 854,798           |
| Tesoro Corp.                          | 35,498  |    | 474,253           |
| Williams Cos., Inc.                   | 93,802  |    | 1,792,556         |
|                                       |         | \$ | <b>34,033,586</b> |

**Paper & Forest Products 0.1%**

|                    |        |    |                |
|--------------------|--------|----|----------------|
| MeadWestvaco Corp. | 21,446 | \$ | 522,853        |
|                    |        | \$ | <b>522,853</b> |

|  | Shares  | Value                |
|--|---------|----------------------|
| <b>Security</b>  |         |                      |
| <b>Personal Products 0.5%</b>                            |         |                      |
| Alberto-Culver Co.                                       | 6,250   | \$ 235,313           |
| Estee Lauder Cos., Inc., Class A                         | 22,027  | 1,392,767            |
|  |         | <b>\$ 1,628,080</b>  |
| <b>Pharmaceuticals 6.8%</b>                              |         |                      |
| Abbott Laboratories                                      | 83,514  | \$ 4,362,771         |
| Bristol-Myers Squibb Co.                                 | 83,905  | 2,274,665            |
| Johnson & Johnson  | 115,620 | 7,163,815            |
| Merck & Co., Inc.  | 141,663 | 5,214,615            |
| Pfizer, Inc.   | 315,478 | 5,416,757            |
|  |         | <b>\$ 24,432,623</b> |
| <b>Professional Services 0.2%</b>                        |         |                      |
| Dun & Bradstreet Corp.                                   | 1,472   | \$ 109,134           |
| Robert Half International, Inc.                          | 28,288  | 735,488              |
|  |         | <b>\$ 844,622</b>    |
| <b>Real Estate Investment Trusts (REITs) 1.3%</b>        |         |                      |
| Apartment Investment & Management Co., Class A           | 12,428  | \$ 265,711           |
| AvalonBay Communities, Inc.                              | 11,002  | 1,143,438            |
| Equity Residential                                       | 14,774  | 702,799              |
| Host Hotels & Resorts, Inc.                              | 32,755  | 474,292              |
| Kimco Realty Corp.                                       | 78,276  | 1,232,847            |
| Plum Creek Timber Co., Inc.                              | 12,612  | 445,204              |
| ProLogis   | 41,966  | 494,359              |
|  |         | <b>\$ 4,758,650</b>  |
| <b>Real Estate Management &amp; Development 0.1%</b>     |         |                      |
| CB Richard Ellis Group, Inc., Class A <sup>(1)</sup>     | 25,169  | \$ 460,089           |
|  |         | <b>\$ 460,089</b>    |
| <b>Road &amp; Rail 0.6%</b>                              |         |                      |
| J.B. Hunt Transport Services, Inc.                       | 3,521   | \$ 122,179           |
| Norfolk Southern Corp.                                   | 31,164  | 1,854,569            |
|  |         | <b>\$ 1,976,748</b>  |
| <b>Semiconductors &amp; Semiconductor Equipment 2.5%</b> |         |                      |
| Advanced Micro Devices, Inc. <sup>(1)</sup>              | 12,153  | \$ 86,408            |
| Analog Devices, Inc.                                     | 12,606  | 395,576              |
| Applied Materials, Inc.                                  | 119,522 | 1,396,017            |

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|  |         |           |
|--|---------|-----------|
| Atheros Communications, Inc. <sup>(1)</sup>    | 23,469  | 618,408   |
| Intel Corp.                                    | 243,559 | 4,683,640 |
| MEMC Electronic Materials, Inc. <sup>(1)</sup> | 8,064   | 96,123    |
| Microchip Technology, Inc.                     | 15,385  | 483,858   |
| Micron Technology, Inc. <sup>(1)</sup>         | 56,773  | 409,333   |
| NVIDIA Corp. <sup>(1)</sup>                    | 46,376  | 541,672   |
| Teradyne, Inc. <sup>(1)</sup>                  | 32,470  | 361,716   |

**\$ 9,072,751**

**Software 4.2%**

|  |         |            |
|--|---------|------------|
| Citrix Systems, Inc. <sup>(1)</sup>      | 7,719   | \$ 526,745 |
| Concur Technologies, Inc. <sup>(1)</sup> | 34,516  | 1,706,471  |
| Microsoft Corp.                          | 287,979 | 7,052,606  |
| Oracle Corp.                             | 176,492 | 4,738,810  |
| Quest Software, Inc. <sup>(1)</sup>      | 11,338  | 278,801    |
| Symantec Corp. <sup>(1)</sup>            | 56,043  | 850,172    |

**\$ 15,153,605**

**Specialty Retail 2.1%**

|  |        |            |
|--|--------|------------|
| Abercrombie & Fitch Co., Class A       | 12,165 | \$ 478,328 |
| American Eagle Outfitters, Inc.        | 15,045 | 225,073    |
| GameStop Corp., Class A <sup>(1)</sup> | 2,593  | 51,108     |
| Home Depot, Inc.                       | 33,442 | 1,059,443  |

| <b>Security</b>   | <b>Shares</b> | <b>Value</b>          |
|---|---------------|-----------------------|
| Limited Brands, Inc.  | 55,729        | \$ 1,492,423          |
| RadioShack Corp.  | 19,049        | 406,315               |
| Sherwin-Williams Co. (The)  | 13,337        | 1,002,142             |
| Staples, Inc.   | 88,922        | 1,860,248             |
| Tiffany & Co.   | 23,218        | 1,091,014             |
|   |               | <b>\$ 7,666,094</b>   |
| <b>Textiles, Apparel &amp; Luxury Goods 0.1%</b>                            |               |                       |
| Hanesbrands, Inc. <sup>(1)</sup>  | 6,900         | \$ 178,434            |
| NIKE, Inc., Class B   | 1,911         | 153,148               |
|   |               | <b>\$ 331,582</b>     |
| <b>Tobacco 1.9%</b>   |               |                       |
| Altria Group, Inc.  | 50,128        | \$ 1,204,075          |
| Philip Morris International, Inc.   | 98,100        | 5,495,562             |
|   |               | <b>\$ 6,699,637</b>   |
| <b>Trading Companies &amp; Distributors 0.1%</b>                            |               |                       |
| Fastenal Co.  | 6,000         | \$ 319,140            |
|   |               | <b>\$ 319,140</b>     |
| <b>Wireless Telecommunication Services 0.1%</b>                             |               |                       |
| Rogers Communications, Inc., Class B  | 4,553         | \$ 170,419            |
| Vodafone Group PLC ADR  | 9,067         | 224,952               |
|   |               | <b>\$ 395,371</b>     |
| <b>Total Common Stocks 102.4%</b><br><b>(identified cost \$310,011,098)</b> |               | <b>\$ 366,312,038</b> |

**Call Options Written (2.6)%**

| <b>Description</b>  | <b>Number<br/>of Contracts</b> | <b>Strike<br/>Price</b> | <b>Expiration<br/>Date</b> | <b>Value</b>          |
|---|--------------------------------|-------------------------|----------------------------|-----------------------|
| S&P 500 Index   | 2,465                          | \$ 1,120                | 10/16/10                   | \$ (7,752,425)        |
| S&P 500 Index   | 665                            | 1,130                   | 10/16/10                   | (1,625,925)           |
| <b>Total Call Options Written</b><br><b>(premiums received \$7,584,787)</b> |                                |                         |                            | <b>\$ (9,378,350)</b> |

**Other Assets, Less Liabilities** 0.2% \$ 745,750

**Net Assets** 100.0% \$ 357,679,438

The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

ADR - American Depositary Receipt

(1) Non-income producing security.



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The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2010, as determined on a federal income tax basis, were as follows:

|                                    |                       |
|------------------------------------|-----------------------|
| <b>Aggregate cost</b>              | <b>\$ 310,009,887</b> |
| Gross unrealized appreciation      | \$ 65,392,661         |
| Gross unrealized depreciation      | (9,090,510)           |
| <b>Net unrealized appreciation</b> | <b>\$ 56,302,151</b>  |

Written call options activity for the fiscal year to date ended September 30, 2010 was as follows:

|   | <b>Number<br/>of Contracts</b> | <b>Premiums<br/>Received</b> |
|---|--------------------------------|------------------------------|
| Outstanding, beginning of period                    | 3,368                          | \$ 4,528,478                 |
| Options written                                     | 29,065                         | 52,173,751                   |
| Options terminated in closing purchase transactions | (26,883)                       | (43,141,915)                 |
| Options expired                                     | (2,420)                        | (5,975,527)                  |
| <b>Outstanding, end of period</b>                   | <b>3,130</b>                   | <b>\$ 7,584,787</b>          |

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At September 30, 2010, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives. The Fund generally intends to write index call options above the current value of the index to generate premium income. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying index decline.

At September 30, 2010, the aggregate fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in a liability position and whose primary underlying risk exposure is equity price risk was \$9,378,350.

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

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The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At September 30, 2010, the inputs used in valuing the Fund's investments, which are carried at value, were as follows:

| Asset Description            | Quoted Prices<br>in                                       |   |  | Total                 |
|------------------------------|---|---|--|-----------------------|
|                              | Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |                       |
| Common Stocks                | \$ 366,312,038  | \$  | \$   | \$ 366,312,038        |
| <b>Total Investments</b>     | <b>\$ 366,312,038</b>                                     | <b>\$</b>   | <b>\$</b>  | <b>\$ 366,312,038</b> |
| <b>Liability Description</b> |   |   |  |                       |
| Call Options Written         | \$ (9,378,350)  | \$  | \$   | \$ (9,378,350)        |
| <b>Total</b>                 | <b>\$ (9,378,350)</b>                                     | <b>\$</b>   | <b>\$</b>  | <b>\$ (9,378,350)</b> |

The level classification by major category of investments is the same as the category presentation in the Portfolio of Investments.

The Fund held no investments or other financial instruments as of December 31, 2009 whose fair value was determined using Level 3 inputs.

For information on the Fund's policy regarding the valuation of investments and other significant accounting policies, please refer to the Fund's most recent financial statements included in its semiannual or annual report to shareholders.

**Item 2. Controls and Procedures**

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant on this Form N-Q has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant on this Form N-Q has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Tax-Managed Buy-Write Income Fund

By: /s/ Duncan W. Richardson  
Duncan W. Richardson  
President

Date: November 24, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Duncan W. Richardson  
Duncan W. Richardson  
President

Date: November 24, 2010

By: /s/ Barbara E. Campbell  
Barbara E. Campbell  
Treasurer

Date: November 24, 2010