

Eaton Vance National Municipal Opportunities Trust  
Form N-CSR  
May 29, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Form N-CSR**

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED**  
**MANAGEMENT INVESTMENT COMPANIES**  
**Investment Company Act File Number: 811-22269**

**Eaton Vance National Municipal Opportunities Trust**  
**(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)**

**March 31**

**Date of Fiscal Year End**

**March 31, 2014**

**Date of Reporting Period**

**Item 1. Reports to Stockholders**

Eaton Vance

National Municipal

Opportunities Trust (EOT)

Annual Report

March 31, 2014

**Commodity Futures Trading Commission Registration.** Effective December 31, 2012, the Commodity Futures Trading Commission ( CFTC ) adopted certain regulatory changes that subject registered investment companies and advisers to regulation by the CFTC if a fund invests more than a prescribed level of its assets in certain CFTC-regulated instruments (including futures, certain options and swap agreements) or markets itself as providing investment exposure to such instruments. The Fund has claimed an exclusion from the definition of the term commodity pool operator under the Commodity Exchange Act. Accordingly, neither the Fund nor the adviser with respect to the operation of the Fund is subject to CFTC regulation. Because of its management of other strategies, the Fund's adviser is registered with the CFTC as a commodity pool operator and a commodity trading advisor.

**Fund shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.**

**Annual Report** March 31, 2014

**Eaton Vance**

## National Municipal Opportunities Trust

### Table of Contents

Management's Discussion of Fund Performance	2
Performance	3
Fund Profile	3
Endnotes and Additional Disclosures	4
Financial Statements	5
Report of Independent Registered Public Accounting Firm	19
Federal Tax Information	20
Annual Meeting of Shareholders	21
Dividend Reinvestment Plan	22
Management and Organization	24
Important Notices	26

## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Management's Discussion of Fund Performance

##### Economic and Market Conditions

As the fiscal year began on April 1, 2013, interest rates remained near historic lows. Highly accommodative monetary policies instituted by central banks around the world continued to put downward pressure on long-term bond yields, driving investors to look for other sources of income. One beneficiary was the municipal market, which continued to perform well into the first month of the period in response to strong investor demand.

In late May 2013, however, then-U.S. Federal Reserve (the Fed) Chairman Ben Bernanke surprised the markets by indicating that the Fed's \$85 billion in monthly asset purchases, known collectively as quantitative easing (QE), could be tapered sooner than most investors had expected. The negative effect on the bond market was swift and dramatic. Investors rushed to sell fixed-income assets in anticipation of rising interest rates, causing nearly every fixed-income asset class to decline in value.

Outflows had a particularly significant effect on the municipal bond market because, unlike other domestic fixed-income asset classes, the municipal market is primarily retail-based and is generally impacted more by the actions of small individual investors than other fixed-income asset classes. Even after the Fed tried to temper its comments and calm the markets, moderating the outflows in other fixed-income asset classes, heavy selling in municipals continued through August 2013, causing a significant increase in municipal bond yields. Additional pressure on the municipal market came from the media's coverage of the City of Detroit's bankruptcy filing on July 18, 2013 and Puerto Rico's increasing fiscal challenges.

Selling of municipals abated somewhat in September 2013, after the Fed surprised the markets again by postponing its tapering of QE, but the municipal market continued to experience net outflows through December 2013.

As the new year began, however, municipals turned a corner, with retail investors putting money back into tax-exempt mutual funds, turning flows slightly positive. During the first three months of 2014, municipals rallied back from 2013 lows. Strong demand, driven by modest inflows and reinvestment of principal and coupon payments in the face of seasonally light supply, created a favorable supply-demand imbalance that helped drive up prices. And while the anticipation of the Fed's tapering of QE had spooked the

markets in 2013, the actual tapering in early 2014 had little further effect on bond prices, as investors seemed to have already come to terms with the ending of QE. For the one-year period as a whole, municipal bond prices and rates experienced extreme volatility, but ended not far from where they began.

##### Fund Performance

For the fiscal year ended March 31, 2014, Eaton Vance National Municipal Opportunities Trust (the Fund) shares at net asset value (NAV) had a total return of -0.02%, outperforming the -0.82% return of the Barclays Long (22+) Year Municipal Bond Index<sup>2</sup> (the Index).

The Fund's overall strategy is to provide current income exempt from federal income tax. Management may hedge against the greater potential risk of volatility at the long end of the yield curve by using Treasury futures in seeking to provide a degree of downside protection. While the Fund's investments were primarily investment grade (rated BBB and higher) as of the end of the fiscal year, the Fund may invest up to 30% of its assets in obligations below investment grade. And while the Index includes only bonds with maturities of 22 years or more, the Fund may hold securities across all maturities.

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

Management employs leverage<sup>6</sup> to seek to enhance the Fund's tax-exempt income. The use of leverage has the effect of achieving additional exposure to the municipal market, magnifying the Fund's exposure to its underlying investments in both up and down markets.

For the 12-month period, the Fund's outperformance versus the Index was driven in large part by a relative underweight in Puerto Rico bonds; the Fund did not hold any Puerto Rico issues, which performed poorly during the period. Security selection in the hospital and industrial development revenue sectors also aided results relative to the Index, as those sectors benefited from investors' preference for lower-quality, higher-yielding securities during the period. An overweight and security selection in bonds rated BBB and below contributed to the Fund's performance versus the Index as well.

In contrast, relative Fund performance was hurt by an overweight in zero-coupon bonds during a period when longer duration<sup>8</sup> issues were among the worst-performing municipal securities. The Fund's hedging strategy was also a modest detractor from Fund performance relative to the Index.

*See Endnotes and Additional Disclosures in this report.*

*Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and includes management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to [eatonvance.com](http://eatonvance.com).*



## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Performance<sup>2,3</sup>

**Portfolio Manager** Cynthia J. Clemson

<b>% Average Annual Total Returns</b>	<b>Inception Date</b>	<b>One Year</b>	<b>Five Years</b>	<b>Since Inception</b>
Fund at NAV	05/29/2009	0.02%		8.54%
Fund at Market Price		8.05		6.24
Barclays Long (22+) Year Municipal Bond Index		0.82%	8.14%	7.11%

<b>% Premium/Discount to NAV<sup>4</sup></b>	9.86%
--	-------

#### **Distributions<sup>5</sup>**

Total Distributions per share for the period	\$ 1.030
Distribution Rate at NAV	4.79%
Taxable-Equivalent Distribution Rate at NAV	8.46%
Distribution Rate at Market Price	5.31%
Taxable-Equivalent Distribution Rate at Market Price	9.38%

#### **% Total Leverage<sup>6</sup>**

Residual Interest Bond (RIB)	12.85%
------------------------------	--------

#### Fund Profile

The above chart includes the ratings of securities held by special purpose vehicles established in connection with the RIB financing.<sup>6</sup> Absent such securities, credit quality (% of total investments) is as follows:<sup>7</sup>

AAA	3.4%	BB	4.0%
AA	29.1	B	6.7
A	30.9	Not Rated	2.2
BBB	23.7		

See Endnotes and Additional Disclosures in this report.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and includes management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

*that shares, when sold, may be worth more or less than their original cost. Performance less than one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to [eatonvance.com](http://eatonvance.com).*

## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Endnotes and Additional Disclosures

- <sup>1</sup> The views expressed in this report are those of the portfolio manager(s) and are current only through the date stated at the top of this page. These views are subject to change at any time based upon market or other conditions, and Eaton Vance and the Fund(s) disclaim any responsibility to update such views. These views may not be relied upon as investment advice and, because investment decisions are based on many factors, may not be relied upon as an indication of trading intent on behalf of any Eaton Vance fund. This commentary may contain statements that are not historical facts, referred to as forward looking statements. The Fund's actual future results may differ significantly from those stated in any forward looking statement, depending on factors such as changes in securities or financial markets or general economic conditions, the volume of sales and purchases of Fund shares, the continuation of investment advisory, administrative and service contracts, and other risks discussed from time to time in the Fund's filings with the Securities and Exchange Commission.
- <sup>2</sup> Barclays Long (22+) Year Municipal Bond Index is an unmanaged index of municipal bonds traded in the U.S. with maturities of 22 years or more. Unless otherwise stated, index returns do not reflect the effect of any applicable sales charges, commissions, expenses, taxes or leverage, as applicable. It is not possible to invest directly in an index.
- <sup>3</sup> Performance results reflect the effects of leverage. Performance since inception for an index, if presented, is the performance since the Fund's or oldest share class inception, as applicable.
- <sup>4</sup> The shares of the Fund often trade at a discount or premium from their net asset value. The discount or premium of the Fund may vary over time and may be higher or lower than what is quoted in this report. For up-to-date premium/discount information, please refer to <http://eatonvance.com/closedend>.
- <sup>5</sup> The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be comprised of amounts characterized for federal income tax purposes as tax-exempt income, ordinary income and net realized capital gains. The Fund will determine the federal income tax character of distributions paid to a shareholder after the end of the calendar year. This is reported on the IRS form 1099-DIV and provided to the shareholder shortly after each year-end. For information about the tax character of distributions made in prior calendar years, please refer to Performance-Tax Character of Distributions on the Fund's webpage available at [eatonvance.com](http://eatonvance.com). The Fund's distributions are determined by the investment adviser based on its current assessment of the Fund's long-term return potential. As portfolio and market conditions change, the rate of distributions paid by the Fund could change. Taxable-equivalent performance is based on the highest combined federal and state income tax rates, where applicable. Lower tax rates would result in lower tax-equivalent performance. Actual tax rates will vary depending on your income, exemptions and deductions. Rates do not include local taxes.
- <sup>6</sup> Fund employs RIB financing. The leverage created by RIB investments provides an opportunity for increased income but, at the same time, creates special risks (including the likelihood of greater price volatility). The cost of leverage rises and falls with changes in short-term interest rates. See Floating Rate Notes Issued in Conjunction with Securities Held in the notes to the financial statements for more information about RIB financing. RIB leverage represents the amount of Floating Rate Notes outstanding at period end as a percentage of Fund net assets plus Floating Rate Notes.
- <sup>7</sup> Ratings are based on Moody's, S&P or Fitch, as applicable. If securities are rated differently by the rating agencies, the higher rating is applied. Ratings, which are subject to change, apply to the creditworthiness of the issuers of the underlying securities and not to the Fund or its shares. Credit ratings measure the quality of a bond based on the issuer's creditworthiness, with ratings ranging from AAA, being the highest, to D, being the lowest based on S&P's measures. Ratings of BBB or higher by S&P or Fitch (Baa or higher by Moody's) are considered to be investment grade quality. Credit ratings

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

are based largely on the rating agency's analysis at the time of rating. The rating assigned to any particular security is not necessarily a reflection of the issuer's current financial condition and does not necessarily reflect its assessment of the volatility of a security's market value or of the liquidity of an investment in the security. Holdings designated as "Not Rated" are not rated by the national rating agencies stated above.

- <sup>8</sup> Duration is a measure of the expected change in price of a bond in percentage terms given a one percent change in interest rates, all else being constant. Securities with lower durations tend to be less sensitive to interest-rate changes.

Fund profile subject to change due to active management.

### Important Notice to Shareholders

Effective January 1, 2014, Cynthia J. Clemson became the sole manager of the Fund.

### Information About Share Repurchase Program

On November 11, 2013, the Fund's Board of Trustees approved a share repurchase program authorizing the Fund to repurchase up to 10% of its currently outstanding common shares in open-market transactions at a discount to net asset value (NAV). From the date it began repurchasing shares until March 31, 2014, the Fund has purchased the number and percentage of its outstanding shares and seen the changes in its market price and discount to NAV as set forth in the table below. For more information on the Fund's share repurchase program, please see Note 5 in the Fund's Notes to Financial Statements.

No. of Shares Repurchased	% Shares Repurchased <sup>1</sup>	Beginning	3/31/14	%	Beginning	3/31/14	Discount Change
		Market Price <sup>2</sup>	Market Price	Market Return <sup>3</sup>	NAV Discount <sup>2</sup>	NAV Discount	
90,000	0.59%	\$18.17	\$19.39	8.60%	11.92%	9.86%	2.06%

<sup>1</sup> % Shares Repurchased is based on the number of shares outstanding on November 11, 2013. <sup>2</sup> Beginning Market Price and Beginning NAV Discount are as of the close of the market on the business day preceding the Fund's first share repurchase. <sup>3</sup> % Market Return reflects the change in the market price of the Fund shares plus any distributions paid during the period but not reflecting the reinvestment of distributions.

## Eaton Vance

## National Municipal Opportunities Trust

March 31, 2014

## Portfolio of Investments

Tax-Exempt Investments 112.4%

Security	Principal Amount (000 s omitted)	Value
<b>Cogeneration 0.3%</b>		
Pennsylvania Economic Development Financing Authority, (Colver), (AMT), 5.125%, 12/1/15	\$ 850	\$ 866,736
		<b>\$ 866,736</b>
<b>Education 11.5%</b>		
Maine Health and Higher Educational Facilities Authority, (Bowdoin College), 5.00%, 7/1/39 <sup>(1)</sup>	\$ 10,440	\$ 11,022,970
New Hampshire Health and Education Facilities Authority, (Dartmouth College), 5.25%, 6/1/39 <sup>(1)(2)</sup>	12,000	13,484,040
New Jersey Educational Facilities Authority, (Montclair State University), 5.00%, 7/1/33 <sup>(3)</sup>	2,305	2,534,809
New Jersey Educational Facilities Authority, (Montclair State University), 5.00%, 7/1/34 <sup>(3)</sup>	1,410	1,545,557
New York Dormitory Authority, (Brooklyn Law School), 5.75%, 7/1/33	1,500	1,587,765
New York Dormitory Authority, (The New School), 5.75%, 7/1/50	3,000	3,240,240
Oregon Facilities Authority, (Lewis & Clark College), 5.625%, 10/1/36	1,090	1,210,129
University of Virginia, 5.00%, 6/1/40	2,650	2,904,638
		<b>\$ 37,530,148</b>
<b>Electric Utilities 12.6%</b>		
Apache County, AZ, Industrial Development Authority, (Tucson Electric Power Co.), 4.50%, 3/1/30	\$ 340	\$ 342,060
Chula Vista, CA, (San Diego Gas and Electric), 5.875%, 1/1/34 <sup>(4)</sup>	3,650	4,165,380
Chula Vista, CA, (San Diego Gas and Electric), 5.875%, 2/15/34	2,815	3,212,478
Hawaii Department of Budget and Finance, (Hawaiian Electric Co.), 6.50%, 7/1/39	4,540	4,977,747
Indiana Financing Authority, (Duke Energy Indiana, Inc.), 6.00%, 8/1/39	8,000	8,868,400
Matagorda County, TX, Navigation District No. 1, (Central Power and Light Co.), 6.30%, 11/1/29	6,000	6,755,340
Pima County, AZ, Industrial Development Authority, (Tucson Electric Power Co.), 4.00%, 9/1/29	715	680,895
Pima County, AZ, Industrial Development Authority, (Tucson Electric Power Co.), 5.25%, 10/1/40	2,500	2,586,150
Salt River Project Agricultural Improvement and Power District, AZ, 5.00%, 1/1/38 <sup>(1)(2)</sup>	9,000	9,673,920
		<b>\$ 41,262,370</b>
<b>General Obligations 4.6%</b>		
Birmingham, MI, Public Schools, 4.00%, 5/1/29	\$ 3,400	\$ 3,535,252
California, 5.00%, 12/1/26	2,145	2,469,517
	<b>Principal Amount</b>	<b>Value</b>
<b>Security</b>	<b>(000 s omitted)</b>	<b>Value</b>

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

### General Obligations (continued)

California, 6.00%, 4/1/38	\$	5,750	\$	6,694,783
Will County, IL, Community Unit School District No. 365-U, (Valley View), 5.75%, 11/1/32		2,210		2,523,599
				<b>\$ 15,223,151</b>

### Hospital 21.5%

California Health Facilities Financing Authority, (Catholic Healthcare West), 6.00%, 7/1/34	\$	980	\$	1,101,755
California Health Facilities Financing Authority, (Catholic Healthcare West), 6.00%, 7/1/39		1,000		1,106,510
California Health Facilities Financing Authority, (St. Joseph Health System), 5.00%, 7/1/37		165		174,826
Camden County, NJ, Improvement Authority, (Cooper Health System), 5.75%, 2/15/42		665		693,568
Harris County Cultural Education Facilities Finance Corp., TX, (Texas Children's Hospital), 5.50%, 10/1/39		12,300		13,876,737
Illinois Finance Authority, (Provena Healthcare), 7.75%, 8/15/34		3,000		3,691,440
Illinois Finance Authority, (Rush University Medical Center), 6.625%, 11/1/39		2,300		2,586,396
Johnson City, TN, Health & Educational Facilities Board, (Mountain States Health Alliance), 6.00%, 7/1/38		1,665		1,820,461
Kansas Development Finance Authority, (Adventist Health System), 5.75%, 11/15/38		5,915		6,542,522
Maricopa County, AZ, Industrial Development Authority, (Catholic Healthcare West), 6.00%, 7/1/39		3,400		3,653,096
Massachusetts Health and Educational Facilities Authority, (Jordan Hospital), 6.75%, 10/1/33		3,725		3,727,533
Massachusetts Health and Educational Facilities Authority, (Lowell General Hospital), 4.75%, 7/1/25		1,450		1,490,150
Michigan Hospital Finance Authority, (Henry Ford Health System), 5.25%, 11/15/46		4,070		4,070,529
New York Dormitory Authority, (NYU Hospital Center), 5.625%, 7/1/37		1,000		1,092,860
Onondaga Civic Development Corp., NY, (St. Joseph's Hospital Health Center), 5.00%, 7/1/42		2,425		2,152,527
South Lake County, FL, Hospital District, (South Lake Hospital), 6.25%, 4/1/39		1,365		1,477,872
Southwestern Illinois Development Authority, (Memorial Group, Inc.), 7.25%, 11/1/33		770		812,620
St. Paul, MN, Housing and Redevelopment Authority, (HealthEast), 6.00%, 11/15/35		3,750		3,830,925
Sullivan County, TN, Health, Educational and Facilities Board, (Wellmont Health System), 5.25%, 9/1/36		3,115		3,139,422
Tarrant County Cultural Education Facilities Finance Corp., TX, (Cook Children's Medical Center), 5.25%, 12/1/39		3,500		3,805,270
Tyler Health Facilities Development Corp., TX, (East Texas Medical Center), 5.375%, 11/1/37		4,500		4,503,420

Eaton Vance

National Municipal Opportunities Trust

March 31, 2014

Portfolio of Investments continued

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Hospital (continued)</b>		
Wisconsin Health and Educational Facilities Authority, (Wheaton Franciscan Healthcare System), 5.125%, 8/15/30	\$ 5,000	\$ 5,091,850
		<b>\$ 70,442,289</b>
<b>Housing 3.8%</b>		
Maryland Community Development Administration, Department of Housing and Community Development, (AMT), 5.15%, 9/1/42 <sup>(1)</sup>	\$ 10,110	\$ 10,215,751
Maryland Community Development Administration, Department of Housing and Community Development, (AMT), 5.15%, 9/1/42	20	20,209
Virginia Housing Development Authority, 3.625%, 1/1/31	2,200	2,172,676
		<b>\$ 12,408,636</b>
<b>Industrial Development Revenue 11.9%</b>		
Alabama Industrial Development Authority, (Pine City Fiber Co.), (AMT), 6.45%, 12/1/23	\$ 5,000	\$ 5,013,700
Brazos River Harbor Navigation District of Brazoria County, TX, (Dow Chemical Co.), (AMT), 5.95%, 5/15/33	3,000	3,299,430
California Pollution Control Financing Authority, (Waste Management, Inc.), (AMT), 5.125%, 11/1/23	5,000	5,246,500
Campbell County, WY, (Basin Electric Power Cooperative), 5.75%, 7/15/39	3,000	3,296,550
Clayton County, GA, Development Authority, (Delta Airlines, Inc.), 8.75%, 6/1/29	3,420	4,141,483
Houston, TX, (Continental Airlines), (AMT), 6.75%, 7/1/29	3,500	3,500,910
Massachusetts Development Finance Agency, (Covanta Energy), 4.875%, 11/1/42	2,695	2,553,782
Nevada Department of Business and Industry, (Republic Services, Inc.), (AMT), 5.625% to 6/1/18 (Put Date), 12/1/26	1,800	1,967,454
New Jersey Economic Development Authority, (Continental Airlines), (AMT), 5.125%, 9/15/23	630	632,092
New Jersey Economic Development Authority, (Continental Airlines), (AMT), 5.25%, 9/15/29	1,900	1,902,907
New York Liberty Development Corp., (Goldman Sachs Group, Inc.), 5.25%, 10/1/35	2,560	2,824,653
Owen County, KY, (Kentucky-American Water Co., Inc.), 6.25%, 6/1/39	3,000	3,238,680
Richland County, SC, (International Paper Co.), (AMT), 6.10%, 4/1/23	380	380,182
Sabine River Authority, LA, (International Paper Co.), 6.20%, 2/1/25	205	205,365
Selma, AL, Industrial Development Board, (International Paper Co.), 5.80%, 5/1/34	850	904,944
		<b>\$ 39,108,632</b>
<b>Security</b>		
	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Insured Special Tax Revenue 2.8%</b>		
Hesperia, CA, Public Financing Authority, (Redevelopment and Housing Projects), (XLCA), 5.00%, 9/1/37	\$ 295	\$ 275,326

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

Miami-Dade County, FL, Professional Sports Franchise Facilities, (AGC), 6.875%, (0.00% until 10/1/19), 10/1/34	4,000	3,563,200
Miami-Dade County, FL, Professional Sports Franchise Facilities, (AGC), 7.00%, (0.00% until 10/1/19), 10/1/39	6,000	5,261,160
		<b>\$ 9,099,686</b>

### Insured Transportation 6.9%

Chicago, IL, (O Hare International Airport), (AGM), 5.50%, 1/1/43	\$ 710	\$ 747,446
Clark County, NV, (Las Vegas-McCarran International Airport), (AGM), 5.25%, 7/1/39	2,885	3,067,678
North Carolina Turnpike Authority, (Triangle Expressway System), (AGC), 0.00%, 1/1/35	4,000	1,538,080
North Carolina Turnpike Authority, (Triangle Expressway System), (AGC), 0.00%, 1/1/36	15,000	5,415,600
San Joaquin Hills Transportation Corridor Agency, CA, (NPFPG), 0.00%, 1/15/32	10,000	3,442,800
San Jose, CA, Airport, (AGM), (AMBAC), (BHAC), (AMT), 6.00%, 3/1/47	7,850	8,513,953
		<b>\$ 22,725,557</b>

### Insured Water and Sewer 0.4%

Detroit, MI, Water Supply System, (NPFPG), 5.00%, 7/1/27	\$ 1,410	\$ 1,381,010
		<b>\$ 1,381,010</b>

### Lease Revenue / Certificates of Participation 2.4%

Mohave County, AZ, Industrial Development Authority, (Mohave Prison LLC), 8.00%, 5/1/25	\$ 2,000	\$ 2,305,780
New Jersey Health Care Facilities Financing Authority, (Hospital Asset Transformation Program), 5.75%, 10/1/31	5,000	5,717,600
		<b>\$ 8,023,380</b>

### Other Revenue 1.6%

Brooklyn Arena Local Development Corp., NY, (Barclays Center), 6.00%, 7/15/30	\$ 510	\$ 552,345
Brooklyn Arena Local Development Corp., NY, (Barclays Center), 6.25%, 7/15/40	575	622,357
Brooklyn Arena Local Development Corp., NY, (Barclays Center), 6.375%, 7/15/43	315	342,109
New Jersey Economic Development Authority, (The Goethals Bridge Replacement), (AMT), 5.125%, 1/1/34	1,250	1,286,837
Salt Verde Financial Corp., AZ, Senior Gas Revenue, 5.00%, 12/1/37	1,245	1,316,276
Seminole Tribe, FL, 5.50%, 10/1/24 <sup>(5)</sup>	925	974,377
		<b>\$ 5,094,301</b>



## Eaton Vance

## National Municipal Opportunities Trust

March 31, 2014

## Portfolio of Investments continued

Security	Principal Amount (000 s omitted)	Value
<b>Senior Living / Life Care 5.7%</b>		
ABAG Finance Authority for Nonprofit Corporations, CA, (Episcopal Senior Communities), 6.00%, 7/1/31	\$ 1,295	\$ 1,412,262
Atlantic Beach, FL, (Fleet Landing), 5.00%, 11/15/37	3,405	3,415,113
Bexar County Health Facilities Development Corp., TX, (Army Retirement Residence Foundation), 6.20%, 7/1/45	2,000	2,140,560
Douglas County, NE, Hospital Authority No. 2, (Immanuel Obligated Group), 5.50%, 1/1/30	465	498,262
Douglas County, NE, Hospital Authority No. 2, (Immanuel Obligated Group), 5.625%, 1/1/40	925	979,538
Harris County Cultural Education Facilities Finance Corp., TX, (Brazos Presbyterian Homes, Inc.), 5.75%, 1/1/28	165	170,831
Harris County Cultural Education Facilities Finance Corp., TX, (Brazos Presbyterian Homes, Inc.), 6.375%, 1/1/33	345	357,468
Hawaii Department of Budget and Finance, (Kahala Senior Living Community, Inc.), 5.125%, 11/15/32	300	310,875
Hawaii Department of Budget and Finance, (Kahala Senior Living Community, Inc.), 5.25%, 11/15/37	275	285,409
Lee County, FL, Industrial Development Authority, (Shell Point Village/Alliance Community), 5.00%, 11/15/29	1,705	1,707,830
Lee County, FL, Industrial Development Authority, (Shell Point Village/Alliance Community), 6.125%, 11/15/26	500	543,835
Lee County, FL, Industrial Development Authority, (Shell Point Village/Alliance Community), 6.50%, 11/15/31	1,600	1,743,056
Maryland Health and Higher Educational Facilities Authority, (Charlestown Community, Inc.), 6.125%, 1/1/30	470	510,580
Mount Vernon, NY, Industrial Development Agency, (Wartburg Senior Housing, Inc.), 6.20%, 6/1/29	1,000	1,000,130
Tempe, AZ, Industrial Development Authority, (Friendship Village of Tempe), 6.00%, 12/1/32	255	261,423
Tempe, AZ, Industrial Development Authority, (Friendship Village of Tempe), 6.25%, 12/1/42	735	754,933
Washington Housing Finance Commission, (Wesley Homes), 6.20%, 1/1/36	2,500	2,552,800
		<b>\$ 18,644,905</b>
<b>Special Tax Revenue 2.0%</b>		
Guam, Limited Obligation Bonds, 5.625%, 12/1/29	\$ 1,625	\$ 1,725,035
Guam, Limited Obligation Bonds, 5.75%, 12/1/34	3,020	3,204,432
Virgin Islands Public Finance Authority, 6.75%, 10/1/37	1,615	1,765,001
		<b>\$ 6,694,468</b>
<b>Student Loan 1.8%</b>		
Massachusetts Educational Financing Authority, 6.00%, 1/1/28	\$ 4,085	\$ 4,369,439
New Jersey Higher Education Student Assistance Authority, (AMT), 4.75%, 12/1/43	1,445	1,396,939
		<b>\$ 5,766,378</b>

Security	Principal Amount (000 s omitted)	Value
----------	--	-------

## Transportation 14.3%

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

Bay Area Toll Authority, CA, Toll Bridge Revenue, (San Francisco Bay Area), 5.00%, 4/1/34	\$	1,365	\$ 1,495,931
Central Texas Regional Mobility Authority, 5.75%, 1/1/31		325	353,464
Central Texas Regional Mobility Authority, 6.00%, 1/1/41		35	37,561
Chicago, IL, (O Hare International Airport), (AMT), 5.00%, 1/1/25		1,345	1,476,191
Chicago, IL, (O Hare International Airport), (AMT), 5.00%, 1/1/26		1,140	1,237,869
Dallas and Fort Worth, TX, (Dallas/Fort Worth International Airport), 5.25%, 11/1/30		1,125	1,264,106
Dallas and Fort Worth, TX, (Dallas/Fort Worth International Airport), 5.25%, 11/1/31		1,735	1,937,648
Dallas and Fort Worth, TX, (Dallas/Fort Worth International Airport), (AMT), 5.00%, 11/1/38		5,225	5,299,352
Grand Parkway Transportation Corp., TX, 5.125%, 10/1/43		875	890,146
Memphis-Shelby County, TN, Airport Authority, (AMT), 5.75%, 7/1/24		350	395,104
Metropolitan Transportation Authority, NY, 5.00%, 11/15/31		3,500	3,771,950
Miami-Dade County, FL, (Miami International Airport), 5.00%, 10/1/41		1,360	1,397,577
New Jersey Transportation Trust Fund Authority, (Transportation System), 0.00%, 12/15/38		20,000	5,426,800
North Texas Tollway Authority, 5.50%, 9/1/41 <sup>(1)(2)</sup>		2,660	2,959,782
North Texas Tollway Authority, 5.75%, 1/1/38		5,000	5,383,650
Orlando-Orange County, FL, Expressway Authority, Series A, 5.00%, 7/1/35		750	784,522
Route 460 Funding Corp., VA, 0.00%, 7/1/39		2,200	508,002
Route 460 Funding Corp., VA, 0.00%, 7/1/40		4,625	1,005,799
Route 460 Funding Corp., VA, 0.00%, 7/1/41		4,970	1,013,731
St. Louis, MO, (Lambert-St. Louis International Airport), 6.625%, 7/1/34		5,000	5,671,250
Texas Private Activity Bond Surface Transportation Corp., (LBJ Express Managed Lanes Project), 7.00%, 6/30/34		2,625	2,978,824
Texas Private Activity Bond Surface Transportation Corp., (North Tarrant Express Managed Lanes Project), 6.875%, 12/31/39		1,520	1,699,740
			<b>\$ 46,988,999</b>

### Water and Sewer 8.3%

Atlanta, GA, Water & Wastewater Revenue, 6.25%, 11/1/34	\$	3,000	\$ 3,498,240
Detroit, MI, Sewage Disposal System, 5.00%, 7/1/32		1,450	1,377,442
Detroit, MI, Sewage Disposal System, 5.25%, 7/1/39		1,405	1,334,286
Detroit, MI, Water Supply System, 5.25%, 7/1/41		2,725	2,583,164
Marco Island, FL, Utility System, 5.00%, 10/1/34		550	581,048
Marco Island, FL, Utility System, 5.00%, 10/1/40		2,425	2,536,453
Metropolitan Water District of Southern California, 5.00%, 7/1/29		2,000	2,273,400

Eaton Vance

National Municipal Opportunities Trust

March 31, 2014

Portfolio of Investments continued

Security	Principal Amount (000 s omitted)	Value
<b>Water and Sewer (continued)</b>		
New York, NY, Municipal Water Finance Authority, (Water and Sewer System), 5.25%, 6/15/40 <sup>(1)</sup>	\$ 11,700	\$ 12,922,065
		<b>\$ 27,106,098</b>
<b>Total Tax-Exempt Investments 112.4%</b> (identified cost \$327,016,423)		<b>\$ 368,366,744</b>
<b>Other Assets, Less Liabilities (12.4)%</b>		<b>\$ (40,644,149)</b>
<b>Net Assets 100.0%</b>		<b>\$ 327,722,595</b>

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

AGC	Assured Guaranty Corp.
AGM	Assured Guaranty Municipal Corp.
AMBAC	AMBAC Financial Group, Inc.
AMT	Interest earned from these securities may be considered a tax preference item for purposes of the Federal Alternative Minimum Tax.
BHAC	Berkshire Hathaway Assurance Corp.
NPFG	National Public Finance Guaranty Corp.
XLCA	XL Capital Assurance, Inc.

At March 31, 2014, the concentration of the Trust's investments in the various states, determined as a percentage of total investments, is as follows:

Texas	16.6%
California	11.3%
Others, representing less than 10% individually	72.1%

The Trust invests primarily in debt securities issued by municipalities. The ability of the issuers of the debt securities to meet their obligations may be affected by economic developments in a specific industry or municipality. In order to reduce the risk associated with such economic developments, at March 31, 2014, 9.0% of total investments are backed by bond insurance of various financial institutions and financial guaranty assurance agencies. The aggregate percentage insured by an individual financial institution or financial guaranty assurance agency ranged from 0.1% to 4.3% of total investments.

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

- (1) Security represents the municipal bond held by a trust that issues residual interest bonds (see Note 1H).
- (2) Security (or a portion thereof) has been pledged as collateral for residual interest bond transactions. The aggregate value of such collateral is \$10,122,742.
- (3) When-issued security.
- (4) Security (or a portion thereof) has been segregated to cover payable for when-issued securities.
- (5) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At March 31, 2014, the aggregate value of these securities is \$974,377 or 0.3% of the Trust's net assets.

Eaton Vance

National Municipal Opportunities Trust

March 31, 2014

Statement of Assets and Liabilities

	<b>March 31, 2014</b>
<b>Assets</b>	
Investments, at value (identified cost, \$327,016,423)	\$ 368,366,744
Cash	6,612,559
Interest receivable	5,488,396
<b>Total assets</b>	<b>\$ 380,467,699</b>
<b>Liabilities</b>	
Payable for floating rate notes issued	\$ 48,320,000
Payable for when-issued securities	4,064,093
Payable to affiliates:	
Investment adviser and administration fee	191,058
Interest expense and fees payable	87,762
Accrued expenses	82,191
<b>Total liabilities</b>	<b>\$ 52,745,104</b>
<b>Net Assets</b>	<b>\$ 327,722,595</b>
<b>Sources of Net Assets</b>	
Common shares, \$0.01 par value, unlimited number of shares authorized	\$ 152,383
Additional paid-in capital	290,628,799
Accumulated net realized loss	(5,386,858)
Accumulated undistributed net investment income	977,950
Net unrealized appreciation	41,350,321
<b>Net Assets</b>	<b>\$ 327,722,595</b>
<b>Common Shares Outstanding</b>	<b>15,238,333</b>
<b>Net Asset Value</b>	
<b>Net assets ÷ common shares issued and outstanding</b>	<b>\$ 21.51</b>

## Eaton Vance

## National Municipal Opportunities Trust

March 31, 2014

## Statement of Operations

	<b>Year Ended</b>
	<b>March 31, 2014</b>
<b>Investment Income</b>	
Interest	\$ 19,680,355
<b>Total investment income</b>	<b>\$ 19,680,355</b>
<b>Expenses</b>	
Investment adviser and administration fee	\$ 2,243,644
Trustees' fees and expenses	15,616
Custodian fee	120,351
Transfer and dividend disbursing agent fees	18,097
Legal and accounting services	65,922
Printing and postage	32,462
Interest expense and fees	345,171
Miscellaneous	70,465
<b>Total expenses</b>	<b>\$ 2,911,728</b>
Deduct	
Reduction of custodian fee	\$ 2,065
<b>Total expense reductions</b>	<b>\$ 2,065</b>
<b>Net expenses</b>	<b>\$ 2,909,663</b>
<b>Net investment income</b>	<b>\$ 16,770,692</b>
<b>Realized and Unrealized Gain (Loss)</b>	
Net realized gain (loss)	
Investment transactions	\$ 422,883
Financial futures contracts	(775,684)
<b>Net realized loss</b>	<b>\$ (352,801)</b>
Change in unrealized appreciation (depreciation)	
Investments	\$ (19,648,637)
Financial futures contracts	463,025
<b>Net change in unrealized appreciation (depreciation)</b>	<b>\$ (19,185,612)</b>
<b>Net realized and unrealized loss</b>	<b>\$ (19,538,413)</b>
<b>Net decrease in net assets from operations</b>	<b>\$ (2,767,721)</b>

Eaton Vance

National Municipal Opportunities Trust

March 31, 2014

Statements of Changes in Net Assets

	<b>Year Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Increase (Decrease) in Net Assets</b>		
From operations		
Net investment income	\$ 16,770,692	\$ 16,947,819
Net realized gain (loss) from investment transactions and financial futures contracts	(352,801)	2,066,011
Net change in unrealized appreciation (depreciation) from investments and financial futures contracts	(19,185,612)	13,679,834
<b>Net increase (decrease) in net assets from operations</b>	<b>\$ (2,767,721)</b>	<b>\$ 32,693,664</b>
Distributions to shareholders		
From net investment income	\$ (15,757,405)	\$ (16,469,934)
<b>Total distributions to shareholders</b>	<b>\$ (15,757,405)</b>	<b>\$ (16,469,934)</b>
Capital share transactions		
Reinvestment of distributions	\$	\$ 428,753
Cost of shares repurchased (see Note 5)	(1,638,785)	
<b>Net increase (decrease) in net assets from capital share transactions</b>	<b>\$ (1,638,785)</b>	<b>\$ 428,753</b>
<b>Net increase (decrease) in net assets</b>	<b>\$ (20,163,911)</b>	<b>\$ 16,652,483</b>
<b>Net Assets</b>		
At beginning of year	\$ 347,886,506	\$ 331,234,023
<b>At end of year</b>	<b>\$ 327,722,595</b>	<b>\$ 347,886,506</b>
<b>Accumulated undistributed net investment income</b>		
<b>included in net assets</b>		
<b>At end of year</b>	<b>\$ 977,950</b>	<b>\$ 186,118</b>

## Eaton Vance

## National Municipal Opportunities Trust

March 31, 2014

## Statement of Cash Flows

	<b>Year Ended</b>
	<b>March 31, 2014</b>
<b>Cash Flows From Operating Activities</b>	<b>March 31, 2014</b>
Net decrease in net assets from operations	\$ (2,767,721)
Adjustments to reconcile net decrease in net assets from operations to net cash provided by operating activities:	
Investments purchased	(41,457,725)
Investments sold	50,006,600
Net amortization/accretion of premium (discount)	(1,850,198)
Decrease in restricted cash	625,000
Decrease in interest receivable	61,538
Decrease in receivable for variation margin on open financial futures contracts	36,328
Decrease in payable to affiliate for investment adviser and administration fee	(9,248)
Increase in interest expense and fees payable	3,445
Decrease in accrued expenses	(6,996)
Net change in unrealized (appreciation) depreciation from investments	19,648,637
Net realized gain from investments	(422,883)
<b>Net cash provided by operating activities</b>	<b>\$ 23,866,777</b>
<b>Cash Flows From Financing Activities</b>	
Repurchase of common shares	\$ (1,638,785)
Distributions paid, net of reinvestments	(15,757,405)
Proceeds from secured borrowings	6,390,000
Repayment of secured borrowings	(9,050,000)
<b>Net cash used in financing activities</b>	<b>\$ (20,056,190)</b>
<b>Net increase in cash</b>	<b>\$ 3,810,587</b>
<b>Cash at beginning of year</b>	<b>\$ 2,801,972</b>
<b>Cash at end of year</b>	<b>\$ 6,612,559</b>
<b>Supplemental disclosure of cash flow information:</b>	
Cash paid for interest and fees	\$ 341,726



## Eaton Vance

## National Municipal Opportunities Trust

March 31, 2014

## Financial Highlights

	Year Ended March 31,				Period Ended
	2014	2013	2012	2011	March 31, 2010 <sup>(1)</sup>
Net asset value Beginning of period	\$ 22.700	\$ 21.640	\$ 19.320	\$ 21.230	\$ 19.100 <sup>(2)</sup>
<b>Income (Loss) From Operations</b>					
Net investment income <sup>(3)</sup>	\$ 1.096	\$ 1.106	\$ 1.174	\$ 1.273	\$ 1.007
Net realized and unrealized gain (loss)	(1.270)	1.029	2.309	(1.818)	2.164
<b>Total income (loss) from operations</b>	<b>\$ (0.174)</b>	<b>\$ 2.135</b>	<b>\$ 3.483</b>	<b>\$ (0.545)</b>	<b>\$ 3.171</b>
<b>Less Distributions</b>					
From net investment income	\$ (1.030)	\$ (1.075)	\$ (1.163)	\$ (1.240)	\$ (0.930)
From net realized gain				(0.125)	(0.079)
<b>Total distributions</b>	<b>\$ (1.030)</b>	<b>\$ (1.075)</b>	<b>\$ (1.163)</b>	<b>\$ (1.365)</b>	<b>\$ (1.009)</b>
<b>Offering costs charged to paid-in capital<sup>(3)</sup></b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$ (0.032)</b>
<b>Anti-dilutive effect of share repurchase program (see Note 5)<sup>(3)</sup></b>	<b>\$ 0.014</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
<b>Net asset value End of period</b>	<b>\$ 21.510</b>	<b>\$ 22.700</b>	<b>\$ 21.640</b>	<b>\$ 19.320</b>	<b>\$ 21.230</b>
<b>Market Value End of period</b>	<b>\$ 19.390</b>	<b>\$ 22.250</b>	<b>\$ 21.800</b>	<b>\$ 18.630</b>	<b>\$ 20.260</b>
<b>Total Investment Return on Net Asset Value<sup>(4)</sup></b>	<b>(0.02)%</b>	<b>10.03%</b>	<b>18.67%</b>	<b>(2.61)%</b>	<b>16.96%<sup>(5)(6)</sup></b>
<b>Total Investment Return on Market Value<sup>(4)</sup></b>	<b>(8.05)%</b>	<b>7.06%</b>	<b>23.98%</b>	<b>(1.60)%</b>	<b>11.62%<sup>(5)(6)</sup></b>
<b>Ratios/Supplemental Data</b>					
Net assets, end of period (000 s omitted)	\$ 327,723	\$ 347,887	\$ 331,234	\$ 295,495	\$ 324,328
Ratios (as a percentage of average daily net assets):					
Expenses excluding interest and fees <sup>(7)</sup>	0.79%	0.78%	0.80%	0.81%	0.82% <sup>(8)</sup>
Interest and fee expense <sup>(9)</sup>	0.11%	0.10%	0.11%	0.13%	0.12% <sup>(8)</sup>
Total expenses <sup>(7)</sup>	0.90%	0.88%	0.91%	0.94%	0.94% <sup>(8)</sup>
Net investment income	5.17%	4.90%	5.70%	6.08%	5.84% <sup>(8)</sup>
Portfolio Turnover	12%	14%	10%	10%	18% <sup>(5)</sup>

(1) For the period from the start of business, May 29, 2009, to March 31, 2010.

(2) Net asset value at beginning of period reflects the deduction of the sales load of \$0.90 per share paid by the shareholder from the \$20.00 offering price.

(3) Computed using average shares outstanding.

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

- (4) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Distributions are assumed to be reinvested at prices obtained under the Trust's dividend reinvestment plan.
- (5) Not annualized.
- (6) Total investment return on net asset value is calculated assuming a purchase at the offering price of \$20.00 less the sales load of \$0.90 per share paid by the shareholder on the first day and a sale at the net asset value on the last day of the period reported with all distributions reinvested. Total investment return on market value is calculated assuming a purchase at the offering price of \$20.00 less the sales load of \$0.90 per share paid by the shareholder on the first day and a sale at the current market price on the last day of the period reported with all distributions reinvested.
- (7) Excludes the effect of custody fee credits, if any, of less than 0.005%.
- (8) Annualized.
- (9) Interest and fee expense relates to the liability for floating rate notes issued in conjunction with residual interest bond transactions (see Note 1H).

## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Notes to Financial Statements

##### 1 Significant Accounting Policies

Eaton Vance National Municipal Opportunities Trust (the Trust) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Trust's primary investment objective is to provide current income exempt from regular federal income tax. The Trust will, as a secondary investment objective, seek to achieve capital appreciation.

The following is a summary of significant accounting policies of the Trust. The policies are in conformity with accounting principles generally accepted in the United States of America.

**A Investment Valuation** The following methodologies are used to determine the market value or fair value of investments.

**Debt Obligations.** Debt obligations (including short-term obligations with a remaining maturity of more than sixty days) are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. Short-term obligations purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value.

**Derivatives.** Financial futures contracts are valued at the closing settlement price established by the board of trade or exchange on which they are traded.

**Fair Valuation.** Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Trust in a manner that fairly reflects the security's value, or the amount that the Trust might reasonably expect to receive for the security upon its current sale in the ordinary course. Each such determination is based on a consideration of relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable companies or entities, quotations or relevant information obtained from broker/dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the entity's financial condition, and an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold.

**B Investment Transactions and Related Income** Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost. Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount.

**C Federal Taxes** The Trust's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its taxable, if any, and tax-exempt net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary. The Trust intends to satisfy conditions which will enable it to designate distributions from the interest income generated by its investments in municipal obligations, which are exempt from regular federal income tax when received by the Trust, as exempt-interest dividends. The portion of such interest, if any, earned on private activity bonds issued after August 7, 1986, may be considered a tax preference item to shareholders.

At March 31, 2014, the Trust, for federal income tax purposes, had deferred capital losses of \$6,855,491 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Trust of any liability for federal income or excise tax. The deferred capital losses are treated as arising on the first day of the Trust's next taxable year and retain the same short-term or long-term character as when originally deferred. Of the deferred capital losses at March 31, 2014, \$6,626,717 are short-term and \$228,774 are long-term.

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

As of March 31, 2014, the Trust had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. The Trust files a U.S. federal income tax return annually after its fiscal year-end, which is subject to examination by the Internal Revenue Service for a period of three years from the date of filing.

**D Expense Reduction** State Street Bank and Trust Company (SSBT) serves as custodian of the Trust. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Trust maintains with SSBT. All credit balances, if any, used to reduce the Trust's custodian fees are reported as a reduction of expenses in the Statement of Operations.

**E Legal Fees** Legal fees and other related expenses incurred as part of negotiations of the terms and requirement of capital infusions, or that are expected to result in the restructuring of, or a plan of reorganization for, an investment are recorded as realized losses. Ongoing expenditures to protect or enhance an investment are treated as operating expenses.

**F Use of Estimates** The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Notes to Financial Statements continued

**G Indemnifications** Under the Trust's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Trust. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Trust) could be deemed to have personal liability for the obligations of the Trust. However, the Trust's Declaration of Trust contains an express disclaimer of liability on the part of Trust shareholders and the By-laws provide that the Trust shall assume the defense on behalf of any Trust shareholders. Moreover, the By-laws also provide for indemnification out of Trust property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Trust enters into agreements with service providers that may contain indemnification clauses. The Trust's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Trust that have not yet occurred.

**H Floating Rate Notes Issued in Conjunction with Securities Held** The Trust may invest in residual interest bonds, also referred to as inverse floating rate securities, whereby the Trust may sell a variable or fixed rate bond to a broker for cash. At the same time, the Trust buys a residual interest in the assets and cash flows of a Special-Purpose Vehicle (the SPV), (which is generally organized as a trust), set up by the broker. The broker deposits a bond into the SPV with the same CUSIP number as the bond sold to the broker by the Trust, and which may have been, but is not required to be, the bond purchased from the Trust (the Bond). The SPV also issues floating rate notes (Floating Rate Notes) which are sold to third-parties. The residual interest bond held by the Trust gives the Trust the right (1) to cause the holders of the Floating Rate Notes to generally tender their notes at par, and (2) to have the broker transfer the Bond held by the SPV to the Trust, thereby terminating the SPV. Should the Trust exercise such right, it would generally pay the broker the par amount due on the Floating Rate Notes and exchange the residual interest bond for the underlying Bond. Pursuant to generally accepted accounting principles for transfers and servicing of financial assets and extinguishment of liabilities, the Trust accounts for the transaction described above as a secured borrowing by including the Bond in its Portfolio of Investments and the Floating Rate Notes as a liability under the caption "Payable for floating rate notes issued" in its Statement of Assets and Liabilities. The Floating Rate Notes have interest rates that generally reset weekly and their holders have the option to tender their notes to the broker for redemption at par at each reset date. Accordingly, the fair value of the payable for floating rate notes issued approximates its carrying value. If measured at fair value, the payable for floating rate notes would have been considered as Level 2 in the fair value hierarchy (see Note 8) at March 31, 2014. Interest expense related to the Trust's liability with respect to Floating Rate Notes is recorded as incurred. The SPV may be terminated by the Trust, as noted above, or by the broker upon the occurrence of certain termination events as defined in the trust agreement, such as a downgrade in the credit quality of the underlying Bond, bankruptcy of or payment failure by the issuer of the underlying Bond, the inability to remarket Floating Rate Notes that have been tendered due to insufficient buyers in the market, or the failure by the SPV to obtain renewal of the liquidity agreement under which liquidity support is provided for the Floating Rate Notes up to one year. At March 31, 2014, the amount of the Trust's Floating Rate Notes outstanding and the related collateral were \$48,320,000 and \$77,960,535, respectively. The range of interest rates on the Floating Rate Notes outstanding at March 31, 2014 was 0.06% to 0.10%. For the year ended March 31, 2014, the Trust's average Floating Rate Notes outstanding and the average interest rate including fees were \$49,513,137 and 0.70%, respectively.

The Trust may enter into shortfall and forbearance agreements with the broker by which the Trust agrees to reimburse the broker, in certain circumstances, for the difference between the liquidation value of the Bond held by the SPV and the liquidation value of the Floating Rate Notes, as well as any shortfalls in interest cash flows. The Trust had no shortfalls as of March 31, 2014.

The Trust may also purchase residual interest bonds from brokers in a secondary market transaction without first owning the underlying bond. Such transactions are not required to be treated as secured borrowings. Shortfall agreements, if any, related to residual interest bonds purchased in a secondary market transaction are disclosed in the Portfolio of Investments.

The Trust's investment policies and restrictions expressly permit investments in residual interest bonds. Such bonds typically offer the potential for yields exceeding the yields available on fixed rate bonds with comparable credit quality and maturity. These securities tend to underperform the market for fixed rate bonds in a rising long-term interest rate environment, but tend to outperform the market for fixed rate bonds when long-term interest rates decline. The value and income of residual interest bonds are generally more volatile than that of a fixed rate bond. The Trust's investment policies do not allow the Trust to borrow money except as permitted by the 1940 Act. Management believes that the Trust's restrictions on borrowing money and issuing senior securities (other than as specifically permitted) do not apply to Floating Rate Notes issued by the SPV and included as a liability in the Trust's Statement of Assets and Liabilities. As secured indebtedness issued by an SPV, Floating Rate Notes are distinct from the borrowings and senior securities to which the Trust's restrictions apply. Residual interest bonds held by the Trust are securities exempt from registration under Rule 144A of the Securities Act of 1933.

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

On December 10, 2013, five U.S. federal agencies published final rules implementing section 619 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Volcker Rule). The Volcker Rule prohibits banking entities from engaging in proprietary trading of certain instruments and limits such entities' investments in, and relationships with, covered funds, as defined in the rules. The compliance date for the Volcker Rule is July 21, 2015. The Volcker Rule may preclude banking entities and their affiliates from (i) sponsoring residual interest bond programs (as such programs are presently structured) and (ii) continuing relationships with or services for existing residual interest bond programs. As a result, residual interest bond trusts may need to be restructured or unwound. There can be no assurance that residual interest bond trusts can be restructured, that new sponsors of residual interest bond programs will develop, or that alternative forms of leverage will be available to the Trust. The effects of the Volcker Rule may make it more difficult for the Trust to maintain current or desired levels of leverage and may cause the Trust to incur additional expenses to maintain its leverage.

**I Financial Futures Contracts** Upon entering into a financial futures contract, the Trust is required to deposit with the broker, either in cash or securities, an amount equal to a certain percentage of the contract amount (initial margin). Subsequent payments, known as variation margin, are made or received by the Trust each business day, depending on the daily fluctuations in the value of the underlying security, and are recorded as unrealized gains or losses.

## Eaton Vance

## National Municipal Opportunities Trust

March 31, 2014

## Notes to Financial Statements continued

by the Trust. Gains (losses) are realized upon the expiration or closing of the financial futures contracts. Should market conditions change unexpectedly, the Trust may not achieve the anticipated benefits of the financial futures contracts and may realize a loss. Futures contracts have minimal counterparty risk as they are exchange traded and the clearinghouse for the exchange is substituted as the counterparty, guaranteeing counterparty performance.

**J When-Issued Securities and Delayed Delivery Transactions** The Trust may purchase or sell securities on a delayed delivery or when-issued basis. Payment and delivery may take place after the customary settlement period for that security. At the time the transaction is negotiated, the price of the security that will be delivered is fixed. The Trust maintains security positions for these commitments such that sufficient liquid assets will be available to make payments upon settlement. Securities purchased on a delayed delivery or when-issued basis are marked-to-market daily and begin earning interest on settlement date. Losses may arise due to changes in the market value of the underlying securities or if the counterparty does not perform under the contract.

**K Statement of Cash Flows** The cash amount shown in the Statement of Cash Flows of the Trust is the amount included in the Trust's Statement of Assets and Liabilities and represents the unrestricted cash on hand at its custodian and does not include any short-term investments.

**2 Distributions to Shareholders**

The Trust intends to make monthly distributions of net investment income to common shareholders. In addition, at least annually, the Trust intends to distribute all or substantially all of its net realized capital gains. Distributions are recorded on the ex-dividend date. The Trust distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

The tax character of distributions declared for the years ended March 31, 2014 and March 31, 2013 was as follows:

	<b>Year Ended March 31,</b>	
	<b>2014</b>	<b>2013</b>
<b>Distributions declared from:</b>		
Tax-exempt income	\$ 15,574,012	\$ 16,371,015
Ordinary income	\$ 183,393	\$ 98,919

During the year ended March 31, 2014, accumulated net realized loss was decreased by \$221,455 and accumulated undistributed net investment income was decreased by \$221,455 due to differences between book and tax accounting, primarily for accretion of market discount. These reclassifications had no effect on the net assets or net asset value per share of the Trust.

As of March 31, 2014, the components of distributable earnings (accumulated losses) and unrealized appreciation (depreciation) on a tax basis were as follows:

Undistributed tax-exempt income	\$ 977,950
Deferred capital losses	\$ (6,855,491)
Net unrealized appreciation	\$ 42,818,954

The differences between components of distributable earnings (accumulated losses) on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to accretion of market discount and residual interest bonds.

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

### 3 Investment Adviser and Administration Fee and Other Transactions with Affiliates

The investment adviser and administration fee is earned by Eaton Vance Management (EVM) as compensation for investment advisory and administrative services rendered to the Trust. The fee is computed at an annual rate of 0.60% of the Trust's average daily gross assets up to \$1.5 billion and 0.59% of average daily gross assets of \$1.5 billion or more, and is payable monthly. Average daily gross assets include the principal amount of any indebtedness for money borrowed, including debt securities issued by the Trust. Average daily gross assets are calculated by adding to net assets the amount payable by the Trust to floating rate note holders. For the year ended March 31, 2014, the investment adviser and administration fee incurred by the Trust and the effective annual rate, as a percentage of average daily gross assets, were \$2,243,644 and 0.60%, respectively.

Trustees and officers of the Trust who are members of EVM's organization receive remuneration for their services to the Trust out of the investment adviser and administration fee. Trustees of the Trust who are not affiliated with the investment adviser may elect to defer receipt of all or a percentage of their



## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Notes to Financial Statements continued

annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the year ended March 31, 2014, no significant amounts have been deferred. Certain officers and Trustees of the Trust are officers of EVM.

#### 4 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations, aggregated \$42,901,650 and \$50,006,600, respectively, for the year ended March 31, 2014.

#### 5 Common Shares of Beneficial Interest

The Trust may issue common shares pursuant to its dividend reinvestment plan. There were no common shares issued by the Trust for the year ended March 31, 2014. Common shares issued by the Trust pursuant to its dividend reinvestment plan for the year ended March 31, 2013 were 19,082.

On November 11, 2013, the Board of Trustees of the Trust authorized the repurchase by the Trust of up to 10% of its then currently outstanding common shares in open-market transactions at a discount to net asset value (NAV). The repurchase program does not obligate the Trust to purchase a specific amount of shares. During the year ended March 31, 2014, the Trust repurchased 90,000 of its common shares under the share repurchase program at a cost, including brokerage commissions, of \$1,638,785 and an average price per share of \$18.21. The weighted average discount per share to NAV on these repurchases amounted to 11.52% for the year ended March 31, 2014.

#### 6 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Trust at March 31, 2014, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 277,227,790</b>
Gross unrealized appreciation	\$ 43,736,587
Gross unrealized depreciation	(917,633)
<b>Net unrealized appreciation</b>	<b>\$ 42,818,954</b>

#### 7 Financial Instruments

The Trust may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include financial futures contracts and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Trust has in particular classes of financial instruments and do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered.

At March 31, 2014, there were no obligations outstanding under these financial instruments.

The Trust is subject to interest rate risk in the normal course of pursuing its investment objectives. Because the Trust holds fixed-rate bonds, the value of these bonds may decrease if interest rates rise. During the year ended March 31, 2014, the Trust purchased and sold U.S. Treasury futures contracts to hedge against changes in interest rates.

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

The effect of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) on the Statement of Operations and whose primary underlying risk exposure is interest rate risk for the year ended March 31, 2014 was as follows:

	<b>Realized Gain (Loss) on Derivatives Recognized in Income</b>	<b>Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income</b>
Futures Contracts	\$ (775,684) <sup>(1)</sup>	\$ 463,025 <sup>(2)</sup>

<sup>(1)</sup> Statement of Operations location: Net realized gain (loss) Financial futures contracts.

<sup>(2)</sup> Statement of Operations location: Change in unrealized appreciation (depreciation) Financial futures contracts.

Eaton Vance

National Municipal Opportunities Trust

March 31, 2014

Notes to Financial Statements continued

The average notional amount of futures contracts outstanding during the year ended March 31, 2014, which is indicative of the volume of this derivative type, was approximately \$822,000.

8 Fair Value Measurements

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)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At March 31, 2014, the hierarchy of inputs used in valuing the Trust's investments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Tax-Exempt Investments	\$	\$ 368,366,744	\$	\$ 368,366,744
<b>Total Investments</b>	<b>\$</b>	<b>\$ 368,366,744</b>	<b>\$</b>	<b>\$ 368,366,744</b>

The Trust held no investments or other financial instruments as of March 31, 2013, whose fair value was determined using Level 3 inputs. At March 31, 2014, there were no investments transferred between Level 1 and Level 2 during the year then ended.

Eaton Vance

## National Municipal Opportunities Trust

March 31, 2014

### Report of Independent Registered Public Accounting Firm

To the Trustees and Shareholders of Eaton Vance National Municipal Opportunities Trust:

We have audited the accompanying statement of assets and liabilities of Eaton Vance National Municipal Opportunities Trust (the Trust), including the portfolio of investments, as of March 31, 2014, and the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the four years in the period then ended and the period from the start of business, May 29, 2009, to March 31, 2010. These financial statements and financial highlights are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Trust is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of March 31, 2014, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Eaton Vance National Municipal Opportunities Trust as of March 31, 2014, the results of its operations and cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the four years in the period then ended, and the period from the start of business, May 29, 2009, to March 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Boston, Massachusetts

May 15, 2014

Eaton Vance

National Municipal Opportunities Trust

March 31, 2014

Federal Tax Information (Unaudited)

The Form 1099-DIV you receive in February 2015 will show the tax status of all distributions paid to your account in calendar year 2014. Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Trust. As required by the Internal Revenue Code and/or regulations, shareholders must be notified regarding exempt-interest dividends.

**Exempt-Interest Dividends.** The Trust designates 98.84% of dividends from net investment income as an exempt-interest dividend.

## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Annual Meeting of Shareholders (Unaudited)

The Trust held its Annual Meeting of Shareholders on January 23, 2014. The following action was taken by the shareholders:

**Item 1:** The election of William H. Park, Ronald A. Pearlman and Harriett Tee Taggart as Class II Trustees of the Trust, each for a three-year term expiring in 2017.

#### Nominee for Trustee

#### Number of Shares

#### Elected by All Shareholders

	For	Withheld
William H. Park	14,058,348	340,657
Ronald A. Pearlman	14,021,394	377,611
Harriett Tee Taggart	14,059,951	339,054

## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Dividend Reinvestment Plan

The Trust offers a dividend reinvestment plan (Plan) pursuant to which shareholders automatically have distributions reinvested in common shares (Shares) of the Trust unless they elect otherwise through their investment dealer. On the distribution payment date, if the NAV per Share is equal to or less than the market price per Share plus estimated brokerage commissions, then new Shares will be issued. The number of Shares shall be determined by the greater of the NAV per Share or 95% of the market price. Otherwise, Shares generally will be purchased on the open market by American Stock Transfer & Trust Company, LLC, the Plan agent (Agent). Distributions subject to income tax (if any) are taxable whether or not Shares are reinvested.

If your Shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the Plan on your behalf. If the nominee does not offer the Plan, you will need to request that the Trust's transfer agent re-register your Shares in your name or you will not be able to participate.

The Agent's service fee for handling distributions will be paid by the Trust. Plan participants will be charged their pro rata share of brokerage commissions on all open-market purchases.

Plan participants may withdraw from the Plan at any time by writing to the Agent at the address noted on the following page. If you withdraw, you will receive Shares in your name for all Shares credited to your account under the Plan. If a participant elects by written notice to the Agent to sell part or all of his or her Shares and remit the proceeds, the Agent is authorized to deduct a \$5.00 fee plus brokerage commissions from the proceeds.

If you wish to participate in the Plan and your Shares are held in your own name, you may complete the form on the following page and deliver it to the Agent. Any inquiries regarding the Plan can be directed to the Agent at 1-866-439-6787.

## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Application for Participation in Dividend Reinvestment Plan

This form is for shareholders who hold their common shares in their own names. If your common shares are held in the name of a brokerage firm, bank, or other nominee, you should contact your nominee to see if it will participate in the Plan on your behalf. If you wish to participate in the Plan, but your brokerage firm, bank, or nominee is unable to participate on your behalf, you should request that your common shares be re-registered in your own name which will enable your participation in the Plan.

The following authorization and appointment is given with the understanding that I may terminate it at any time by terminating my participation in the Plan as provided in the terms and conditions of the Plan.

Please print exact name on account

Shareholder signature

Date

Shareholder signature

Date

Please sign exactly as your common shares are registered. All persons whose names appear on the share certificate must sign.

**YOU SHOULD NOT RETURN THIS FORM IF YOU WISH TO RECEIVE YOUR DISTRIBUTIONS IN CASH. THIS IS NOT A PROXY.**

*This authorization form, when signed, should be mailed to the following address:*

Eaton Vance National Municipal Opportunities Trust

c/o American Stock Transfer & Trust Company, LLC

P.O. Box 922

Wall Street Station

New York, NY 10269-0560



**Number of Employees**

The Trust is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end, management investment company and has no employees.

**Number of Shareholders**

As of March 31, 2014, our records indicate that there are 6 registered shareholders and approximately 8,353 shareholders owning the Trust shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive Trust reports directly, which contain important information about the Trust, please write or call:

Eaton Vance Distributors, Inc.

Two International Place

Boston, MA 02110

1-800-262-1122

**New York Stock Exchange Symbol**

The New York Stock Exchange symbol is EOT.

## Eaton Vance

### National Municipal Opportunities Trust

March 31, 2014

#### Management and Organization

**Fund Management.** The Trustees of Eaton Vance National Municipal Opportunities Trust (the Trust) are responsible for the overall management and supervision of the Trust's affairs. The Trustees and officers of the Trust are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. The Noninterested Trustees consist of those Trustees who are not interested persons of the Trust, as that term is defined under the 1940 Act. The business address of each Trustee and officer is Two International Place, Boston, Massachusetts 02110. As used below, EVC refers to Eaton Vance Corp., EV refers to Eaton Vance, Inc., EVM refers to Eaton Vance Management, BMR refers to Boston Management and Research and EVD refers to Eaton Vance Distributors, Inc. EVC and EV are the corporate parent and trustee, respectively, of EVM and BMR. EVD is a wholly-owned subsidiary of EVC. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with EVM listed below. Each Trustee oversees 182 portfolios in the Eaton Vance Complex (including all master and feeder funds in a master feeder structure). Each officer serves as an officer of certain other Eaton Vance funds. Each Trustee serves for a three year term. Each officer serves until his or her successor is elected.

Name and Year of Birth	Position(s) with the Trust	Term Expiring; Trustee Since <sup>(1)</sup>	Principal Occupation(s) and Directorships
			During Past Five Years and Other Relevant Experience
<b>Interested Trustee</b>			
Thomas E. Faust Jr. 1958	Class I Trustee	Until 2016. Trustee since 2009.	Chairman, Chief Executive Officer and President of EVC, Director and President of EV, Chief Executive Officer and President of EVM and BMR, and Director of EVD. Trustee and/or officer of 182 registered investment companies. Mr. Faust is an interested person because of his positions with EVM, BMR, EVD, EVC and EV, which are affiliates of the Trust.  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Director of EVC and Hexavest Inc.
<b>Noninterested Trustees</b>			
Scott E. Eston 1956	Class I Trustee	Until 2016. Trustee since 2011.	Private investor. Formerly held various positions at Grantham, Mayo, Van Otterloo and Co., L.L.C. (investment management firm) (1997-2009), including Chief Operating Officer (2002-2009), Chief Financial Officer (1997-2009) and Chairman of the Executive Committee (2002-2008); President and Principal Executive Officer, GMO Trust (open-end registered investment company) (2006-2009). Former Partner, Coopers and Lybrand L.L.P. (now PricewaterhouseCoopers) (public accounting firm) (1987-1997).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.
Allen R. Freedman 1940	Class I Trustee	Until 2016. Trustee since 2007.	Private Investor. Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Former Chairman and a Director of Indus International, Inc. (provider of enterprise management software to the power generating industry) (2005-2007). Former Chief Executive Officer of Assurant, Inc. (insurance provider) (1979-2000).

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

			<b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Director of Stonemor Partners, L.P. (owner and operator of cemeteries). Formerly, Director of Assurant, Inc. (insurance provider) (1979-2011).
Valerie A. Mosley <sup>(3)</sup>	Class I Trustee	Until 2016.	Chairwoman and Chief Executive Officer of Valmo Ventures (a consulting and investment firm). Former Partner and Senior Vice President, Portfolio Manager and Investment Strategist at Wellington Management Company, LLP (investment management firm) (1992-2012). Former Chief Investment Officer, PG Corbin Asset Management (1990-1992). Formerly worked in institutional corporate bond sales at Kidder Peabody (1986-1990).
1960		Trustee since 2014.	
			<b>Directorships in the Last Five Years.</b> Director of Dynex Capital, Inc. (mortgage REIT) (since 2013).
William H. Park	Class II Trustee	Until 2017.	Consultant and private investor. Formerly, Chief Financial Officer, Aveon Group L.P. (investment management firm) (2010-2011). Formerly, Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (2006-2010). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005). Formerly, Executive Vice President and Chief Financial Officer, United Asset Management Corporation (investment management firm) (1982-2001). Formerly, Senior Manager, Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm) (1972-1981).
1947		Trustee since 2003.	
			<b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.

Eaton Vance

National Municipal Opportunities Trust

March 31, 2014

Management and Organization continued

Name and Year of Birth	Position(s)	Term Expiring;	Principal Occupation(s) and Directorships
	with the Trust		
Noninterested Trustees (continued)	Trust	Trustee Since <sup>(1)</sup>	During Past Five Years and Other Relevant Experience
Ronald A. Pearlman 1940	Class II Trustee	Until 2017.  Trustee since 2003.	Professor of Law, Georgetown University Law Center. Formerly, Deputy Assistant Secretary (Tax Policy) and Assistant Secretary (Tax Policy), U.S. Department of the Treasury (1983-1985). Formerly, Chief of Staff, Joint Committee on Taxation, U.S. Congress (1988-1990).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.
Helen Frame Peters 1948	Class III Trustee	Until 2015.  Trustee since 2008.	Professor of Finance, Carroll School of Management, Boston College. Formerly, Dean, Carroll School of Management, Boston College (2000-2002). Formerly, Chief Investment Officer, Fixed Income, Scudder Kemper Investments (investment management firm) (1998-1999). Formerly, Chief Investment Officer, Equity and Fixed Income, Colonial Management Associates (investment management firm) (1991-1998).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Formerly, Director of BJ's Wholesale Club, Inc. (wholesale club retailer) (2004-2011). Formerly, Trustee of SPDR Index Shares Funds and SPDR Series Trust (exchange traded funds) (2000-2009). Formerly, Director of Federal Home Loan Bank of Boston (a bank for banks) (2007-2009).
Harriett Tee Taggart 1948	Class II Trustee	Until 2017.  Trustee since 2011.	Managing Director, Taggart Associates (a professional practice firm). Formerly, Partner and Senior Vice President, Wellington Management Company, LLP (investment management firm) (1983-2006).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> Director of Albemarle Corporation (chemicals manufacturer) (since 2007) and The Hanover Group (specialty property and casualty insurance company) (since 2009). Formerly, Director of Lubrizol Corporation (specialty chemicals) (2007-2011).
Ralph F. Verni 1943	Chairman of the Board and Class III Trustee	Until 2015.  Trustee since 2005 and Chairman since 2007.	Consultant and private investor. Formerly, Chief Investment Officer (1982-1992), Chief Financial Officer (1988-1990) and Director (1982-1992), New England Life. Formerly, Chairperson, New England Mutual Funds (1982-1992). Formerly, President and Chief Executive Officer, State Street Management & Research (1992-2000). Formerly, Chairperson, State Street Research Mutual Funds (1992-2000). Formerly, Director, W.P. Carey, LLC (1998-2004) and First Pioneer Farm Credit Corp. (2002-2006).  <b>Directorships in the Last Five Years.</b> <sup>(2)</sup> None.

Principal Officers who are not Trustees

Name and Year of Birth	Position(s)	Officer	Principal Occupation(s)
------------------------	-------------	---------	-------------------------

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

	<b>with the</b>	<b>Since<sup>(4)</sup></b>	<b>During Past Five Years</b>
Payson F. Swaffield  1956	<b>Trust</b> President	Since 2003	Vice President and Chief Income Investment Officer of EVM and BMR.
Maureen A. Gemma  1960	Vice President, Secretary and Chief Legal Officer	Since 2005	Vice President of EVM and BMR.
James F. Kirchner  1967	Treasurer	Since 2007	Vice President of EVM and BMR.
Paul M. O Neil  1953	Chief Compliance Officer	Since 2004	Vice President of EVM and BMR.

(1) Year first appointed to serve as Trustee for a fund in the Eaton Vance family of funds. Each Trustee has served continuously since appointment unless indicated otherwise. Each Trustee holds office until the annual meeting for the year in which his or her term expires and until his or her successor is elected and qualified, subject to a prior death, resignation, retirement, disqualification or removal.

(2) During their respective tenures, the Trustees (except for Ms. Mosley) also served as Board members of one or more of the following funds (which operated in the years noted): eUnits™ 2 Year U.S. Equity Market Participation Trust: Upside to Cap / Buffered Downside (launched in 2012 and terminated in 2014); Eaton Vance Credit Opportunities Fund (launched in 2005 and terminated in 2010); Eaton Vance Insured Florida Plus Municipal Bond Fund (launched in 2002 and terminated in 2009); and Eaton Vance National Municipal Income Trust (launched in 1998 and terminated in 2009).

(3) Effective January 1, 2014, Ms. Mosley was appointed as a Trustee of the Trust.

(4) Year first elected to serve as officer of a fund in the Eaton Vance family of funds when the officer has served continuously. Otherwise, year of most recent election as an officer of a fund in the Eaton Vance family of funds. Titles may have changed since initial election.

## Eaton Vance Funds

### IMPORTANT NOTICES

**Privacy.** The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy ( Privacy Policy ) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker-dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Privacy Policy periodically for changes by accessing the link on our homepage: [www.eatonvance.com](http://www.eatonvance.com).

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Eaton Vance Distributors, Inc., Eaton Vance Trust Company, Eaton Vance Management's Real Estate Investment Group and Boston Management and Research. In addition, our Privacy Policy applies only to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e., fund shares) is held in the name of a third-party financial advisor/broker-dealer, it is likely that only such advisor's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures. For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

**Delivery of Shareholder Documents.** The Securities and Exchange Commission (SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called "householding" and it helps eliminate duplicate mailings to shareholders. *Eaton Vance, or your financial advisor, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial advisor, otherwise.* If you would prefer that your Eaton Vance documents not be householded, please contact Eaton Vance at 1-800-262-1122, or contact your financial advisor. Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial advisor.

**Portfolio Holdings.** Each Eaton Vance Fund and its underlying Portfolio(s) (if applicable) will file a schedule of portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website at [www.eatonvance.com](http://www.eatonvance.com), by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at [www.sec.gov](http://www.sec.gov). Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

**Proxy Voting.** From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, without charge, upon request, by calling 1-800-262-1122 and by accessing the SEC's website at [www.sec.gov](http://www.sec.gov).

**Share Repurchase Program.** On November 11, 2013, the Fund's Board of Trustees approved a share repurchase program authorizing the Fund to repurchase up to 10% of its currently outstanding common shares in open-market transactions at a discount to net asset value. The repurchase program does not obligate the Fund to purchase a specific amount of shares. The Fund's repurchase activity, including the number of shares purchased, average price and average discount to net asset value, are disclosed in the Fund's annual and semi-annual reports to shareholders.

## Edgar Filing: Eaton Vance National Municipal Opportunities Trust - Form N-CSR

**Additional Notice to Shareholders.** If applicable, a Fund may also redeem or purchase its outstanding preferred shares in order to maintain compliance with regulatory requirements, borrowing or rating agency requirements or for other purposes as it deems appropriate or necessary.

**Closed-End Fund Information.** Eaton Vance closed-end funds make fund performance data and certain information about portfolio characteristics available on the Eaton Vance website shortly after the end of each month. The funds' net asset value per share is readily accessible on the Eaton Vance website. Portfolio holdings for the most recent month-end are also posted to the website approximately 30 days following the end of the month. This information is available at [www.eatonvance.com](http://www.eatonvance.com) on the fund information pages under Individual Investors Closed-End Funds .

This Page Intentionally Left Blank



This Page Intentionally Left Blank

Investment Adviser and Administrator

**Eaton Vance Management**

Two International Place

Boston, MA 02110

Custodian

**State Street Bank and Trust Company**

200 Clarendon Street

Boston, MA 02116

Transfer Agent

**American Stock Transfer & Trust Company, LLC**

6201 15<sup>th</sup> Avenue

Brooklyn, NY 11219

Independent Registered Public Accounting Firm

**Deloitte & Touche LLP**

200 Berkeley Street

Boston, MA 02116-5022

Fund Offices

Two International Place

Boston, MA 02110

3741 3.31.14

**Item 2. Code of Ethics**

The registrant has adopted a code of ethics applicable to its Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. The registrant undertakes to provide a copy of such code of ethics to any person upon request, without charge, by calling 1-800-262-1122.

**Item 3. Audit Committee Financial Expert**

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is a consultant and private investor. Previously, he served as the Chief Financial Officer of Aveon Group, L.P. (an investment management firm), as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

**Item 4. Principal Accountant Fees and Services****(a) (d)**

The following table presents the aggregate fees billed to the registrant for the registrant's fiscal years ended March 31, 2013 and March 31, 2014 by the registrant's principal accountant, Deloitte & Touche LLP ( "D&T" ), for professional services rendered for the audit of the registrant's annual financial statements and fees billed for other services rendered by D&T during such periods.

<b>Fiscal Years Ended</b>	<b>3/31/13</b>	<b>3/31/14</b>
Audit Fees	\$ 45,220	\$ 45,720
Audit-Related Fees <sup>(1)</sup>	\$ 0	\$ 0
Tax Fees <sup>(2)</sup>	\$ 11,710	\$ 11,810
All Other Fees <sup>(3)</sup>	\$ 0	\$ 0
<b>Total</b>	<b>\$ 56,930</b>	<b>\$ 57,530</b>

- (1) Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of financial statements and are not reported under the category of audit fees.
- (2) Tax fees consist of the aggregate fees billed for professional services rendered by the principal accountant relating to tax compliance, tax advice, and tax planning and specifically include fees for tax return preparation and other related tax compliance/planning matters.
- (3) All other fees consist of the aggregate fees billed for products and services provided by the registrant's principal accountant other than audit, audit-related, and tax services.
- (e)(1) The registrant's audit committee has adopted policies and procedures relating to the pre-approval of services provided by the registrant's principal accountant (the "Pre-Approval Policies"). The Pre-Approval Policies establish a framework intended to assist the audit committee in the proper discharge of its pre-approval responsibilities. As a general matter, the Pre-Approval Policies (i) specify certain types of audit, audit-related, tax, and other services determined to be pre-approved by the audit committee; and (ii) delineate specific procedures governing the mechanics of the pre-approval process, including the approval and monitoring of audit and non-audit service fees. Unless a service is specifically pre-approved under the Pre-Approval Policies, it must be separately pre-approved by the audit committee.

The Pre-Approval Policies and the types of audit and non-audit services pre-approved therein must be reviewed and ratified by the registrant's audit committee at least annually. The registrant's audit committee maintains full responsibility for the appointment, compensation, and oversight of the work of the registrant's principal accountant.

(e)(2) No services described in paragraphs (b)-(d) above were approved by the registrant's audit committee pursuant to the de minimis exception set forth in Rule 2-01 (c)(7)(i)(C) of Regulation S-X.

(f) Not applicable.

(g) The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the registrant by D&T for the registrant's fiscal years ended March 31, 2013 and March 31, 2014; and (ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed to the Eaton Vance organization by D&T for the same time periods.

<b>Fiscal Years Ended</b>	<b>3/31/2013</b>	<b>3/31/2014</b>
<b>Registrant</b>	\$ 11,710	\$ 11,810
<b>Eaton Vance<sup>(1)</sup></b>	\$ 315,149	\$ 394,075

(1) The investment adviser to the registrant, as well as any of its affiliates that provide ongoing services to the registrant, are subsidiaries of Eaton Vance Corp.

(h) The registrant's audit committee has considered whether the provision by the registrant's principal accountant of non-audit services to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining the principal accountant's independence.

#### **Item 5. Audit Committee of Listed Registrants**

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934, as amended. William H. Park (Chair), Scott E. Eston, Helen Frame Peters, Ronald A. Pearlman and Ralph F. Verni are the members of the registrant's audit committee.

#### **Item 6. Schedule of Investments**

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

#### **Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies**

The Board of Trustees of the Trust has adopted a proxy voting policy and procedure (the Fund Policy), pursuant to which the Trustees have delegated proxy voting responsibility to the Fund's investment adviser and adopted the investment adviser's proxy voting policies and procedures (the Policies) which are described below. The Trustees will review the Fund's proxy voting records from time to time and will annually consider approving the Policies for the upcoming year. In the event that a conflict of interest arises between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund, the investment adviser will generally refrain from voting the proxies related to the companies giving rise to such conflict until it consults with the Board's Special Committee except as contemplated under the Fund Policy. The Board's Special Committee will instruct the investment adviser on the appropriate course of action.

The Policies are designed to promote accountability of a company's management to its shareholders and to align the interests of management with those shareholders. An independent proxy voting service (Agent), currently Institutional Shareholder Services, Inc., has been retained to assist in the voting of proxies through the provision of vote analysis, implementation and recordkeeping and disclosure

services. The investment adviser will generally vote proxies through the Agent. The Agent is required to vote all proxies and/or refer them back to the investment adviser pursuant to the Policies. It is generally the policy of the investment adviser to vote in accordance with the recommendation of the Agent. The Agent shall refer to the investment adviser proxies relating to mergers and restructurings, and the disposition of assets, termination, liquidation and mergers contained in mutual fund proxies. The investment adviser will normally vote against anti-takeover measures and other proposals designed to limit the ability of shareholders to act on possible transactions, except in the case of closed-end management investment companies. The investment adviser generally supports management on social and environmental proposals. The investment adviser may abstain from voting from time to time where it determines that the costs associated with voting a proxy outweighs the benefits derived from exercising the right to vote or the economic effect on shareholders interests or the value of the portfolio holding is indeterminable or insignificant.

In addition, the investment adviser will monitor situations that may result in a conflict of interest between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund by maintaining a list of significant existing and prospective corporate clients. The investment adviser's personnel responsible for reviewing and voting proxies on behalf of the Fund will report any proxy received or expected to be received from a company included on that list to the personnel of the investment adviser identified in the Policies. If such personnel expects to instruct the Agent to vote such proxies in a manner inconsistent with the guidelines of the Policies or the recommendation of the Agent, the personnel will consult with members of senior management of the investment adviser to determine if a material conflict of interests exists. If it is determined that a material conflict does exist, the investment adviser will seek instruction on how to vote from the Special Committee.

Information on how the Fund voted proxies relating to portfolio securities during the most recent 12 month period ended June 30 is available (1) without charge, upon request, by calling 1-800-262-1122, and (2) on the Securities and Exchange Commission's website at <http://www.sec.gov>.

#### **Item 8. Portfolio Managers of Closed-End Management Investment Companies**

Cynthia J. Clemson is responsible for the overall and day-to-day management of the Trust's investments. Ms. Clemson has been an Eaton Vance portfolio manager since 1991, is Co-Director of the Municipal Investments Group and is a Vice President of Eaton Vance Management (EVM). This information is provided as of the date of filing of this report.

The following table shows, as of the Fund's most recent fiscal year end, the number of accounts the portfolio manager managed in each of the listed categories and the total assets (in millions of dollars) in the accounts managed within each category. The table also shows the number of accounts with respect to which the advisory fee is based on the performance of the account, if any, and the total assets (in millions of dollars) in those accounts.

	Number of All Accounts	Total Assets of All Accounts	Number of Accounts Paying a Performance Fee	Total Assets of Accounts Paying a Performance Fee
<b>Cynthia J. Clemson</b>				
Registered Investment Companies	9	\$ 3,491.0	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0

The following table shows the dollar range of Fund shares beneficially owned by the portfolio manager as of the Fund's most recent fiscal year end.

#### Dollar Range of Equity

Portfolio Manager	Securities Owned in the Fund
Cynthia J. Clemson	None

*Potential for Conflicts of Interest.* It is possible that conflicts of interest may arise in connection with a portfolio manager's management of the Fund's investments on the one hand and investments of other accounts for which a portfolio manager is responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among the Fund and other accounts he or she advises. In addition, due to differences in the investment strategies or restrictions between the Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may compensate the investment adviser based on the performance of the securities held by that account. The existence of such a performance based fee may create additional conflicts of interest for a portfolio manager in the allocation of management time, resources and investment opportunities. Whenever conflicts of interest arise, a portfolio manager will endeavor to exercise his or her discretion in a manner that he or she believes is equitable to all interested persons. EVM has adopted several policies and procedures designed to address these potential conflicts including a code of ethics and policies which govern the investment adviser's trading practices, including among other things the aggregation and allocation of trades among clients, brokerage allocation, cross trades and best execution.

#### Compensation Structure for EVM

Compensation of EVM's portfolio managers and other investment professionals has three primary components: (1) a base salary, (2) an annual cash bonus, and (3) annual stock-based compensation consisting of options to purchase shares of EVC's nonvoting common stock and/or restricted shares of EVC's nonvoting common stock. EVM's investment professionals also receive certain retirement, insurance and other benefits that are broadly available to EVM's employees. Compensation of EVM's investment professionals is reviewed primarily on an annual basis. Cash bonuses, stock-based compensation awards, and adjustments in base salary are typically paid or put into effect at or shortly after the October 31st fiscal year end of EVC.

*Method to Determine Compensation.* EVM compensates its portfolio managers based primarily on the scale and complexity of their portfolio responsibilities and the total return performance of managed funds and accounts versus the benchmark(s) stated in the prospectus, as well as an appropriate peer group (as described below). In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to relative risk-adjusted performance. Risk-adjusted performance measures include, but are not limited to, the Sharpe Ratio. Performance is



normally based on periods ending on the September 30th preceding fiscal year end. Fund performance is normally evaluated primarily versus peer groups of funds as determined by Lipper Inc. and/or Morningstar, Inc. When a fund's peer group as determined by Lipper or Morningstar is deemed by EVM's management not to provide a fair comparison, performance may instead be evaluated primarily against a custom peer group or market index. In evaluating the performance of a fund and its manager, primary emphasis is normally placed on three-year performance, with secondary consideration of performance over longer and shorter periods. For funds that are tax-managed or otherwise have an objective of after-tax returns, performance is measured net of taxes. For other funds, performance is evaluated on a pre-tax basis. For funds with an investment objective other than total return (such as current income), consideration will also be given to the fund's success in achieving its objective. For managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis, based on averages or weighted averages among managed funds and accounts. Funds and accounts that have performance-based advisory fees are not accorded disproportionate weightings in measuring aggregate portfolio manager performance.

The compensation of portfolio managers with other job responsibilities (such as heading an investment group or providing analytical support to other portfolios) will include consideration of the scope of such responsibilities and the manager's performance in meeting them.

EVM seeks to compensate portfolio managers commensurate with their responsibilities and performance, and competitive with other firms within the investment management industry. EVM participates in investment-industry compensation surveys and utilizes survey data as a factor in determining salary, bonus and stock-based compensation levels for portfolio managers and other investment professionals. Salaries, bonuses and stock-based compensation are also influenced by the operating performance of EVM and its parent company. The overall annual cash bonus pool is based on a substantially fixed percentage of pre-bonus operating income. While the salaries of EVM's portfolio managers are comparatively fixed, cash bonuses and stock-based compensation may fluctuate significantly from year to year based on changes in manager performance and other factors as described herein. For a high performing portfolio manager, cash bonuses and stock-based compensation may represent a substantial portion of total compensation.

#### Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers

Period*	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Maximum Number of Shares that May Yet Be Purchased Under the Programs*
November 2013				1,523,833.00
December 2013	90,000	\$ 18.21	90,000	1,433,833.00
January 2014				1,433,833.00
February 2014				1,433,833.00
March 2014				1,433,833.00
Total	90,000	\$ 18.21	90,000	

\* On November 11, 2013, the Fund's Board of Trustees approved a share repurchase program authorizing the Fund to repurchase up to 10% of its then currently outstanding common shares in open-market transactions at a discount to net asset value. The repurchase program was announced on November 15, 2013.

**Item 10. Submission of Matters to a Vote of Security Holders**

No material changes.

**Item 11. 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 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 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 second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 12. Exhibits**

- (a)(1) Registrant's Code of Ethics.
- (a)(2)(i) Treasurer's Section 302 certification.
- (a)(2)(ii) President's Section 302 certification.
- (b) Combined Section 906 certification.

**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 National Municipal Opportunities Trust

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: May 9, 2014

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/ James F. Kirchner  
James F. Kirchner  
Treasurer

Date: May 9, 2014

By: /s/ Payson F. Swaffield  
Payson F. Swaffield  
President

Date: May 9, 2014