

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

Eaton Vance Risk-Managed Diversified Equity Income Fund
Form N-PX
August 18, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-22044

NAME OF REGISTRANT: Eaton Vance Risk-Managed
Diversified Equity Income
Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.
Two International Place
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2013 - 06/30/2014

Eaton Vance Risk-Managed Diversified Equity Income Fund

ABBOTT LABORATORIES

Agen

Security: 002824100
Meeting Type: Annual
Meeting Date: 25-Apr-2014
Ticker: ABT
ISIN: US0028241000

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------------|---------------|---------------|
| 1. | DIRECTOR | | |
| | R.J. ALPERN | Mgmt | For |
| | R.S. AUSTIN | Mgmt | For |
| | S.E. BLOUNT | Mgmt | For |
| | W.J. FARRELL | Mgmt | For |
| | E.M. LIDDY | Mgmt | For |
| | N. MCKINSTRY | Mgmt | For |
| | P.N. NOVAKOVIC | Mgmt | For |
| | W.A. OSBORN | Mgmt | For |

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|----|---|------|---------|
| | S.C. SCOTT III | Mgmt | For |
| | G.F. TILTON | Mgmt | For |
| | M.D. WHITE | Mgmt | For |
| 2. | RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS | Mgmt | For |
| 3. | SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED INGREDIENTS | Shr | Against |
| 5. | SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE | Shr | Against |
| 6. | SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION | Shr | For |

 ACCENTURE PLC

Agen-----

Security: G1151C101
 Meeting Type: Annual
 Meeting Date: 30-Jan-2014
 Ticker: ACN
 ISIN: IE00B4BNMY34

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | TO ACCEPT, IN A NON-BINDING VOTE, THE COMPANY'S IRISH FINANCIAL STATEMENTS FOR THE TWELVE-MONTH PERIOD ENDED AUGUST 31, 2013, AS PRESENTED. | Mgmt | For |
| 2A. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: JAIME ARDILA | Mgmt | For |
| 2B. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: CHARLES H. GIANCARLO | Mgmt | For |
| 2C. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: WILLIAM L. KIMSEY | Mgmt | For |
| 2D. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: BLYTHE J. MCGARVIE | Mgmt | For |
| 2E. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: MARK MOODY-STUART | Mgmt | For |
| 2F. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: PIERRE NANTERME | Mgmt | For |
| 2G. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: GILLES C. PELISSON | Mgmt | For |
| 2H. | RE-APPOINTMENT OF THE BOARD OF DIRECTOR: WULF VON SCHIMMELMANN | Mgmt | For |

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| 3. | TO RATIFY, IN A NON-BINDING VOTE, THE APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ACCENTURE PLC FOR A TERM EXPIRING AT OUR ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2015 AND TO AUTHORIZE, IN A BINDING VOTE, THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION. | Mgmt | For |
| 4. | TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 5. | TO GRANT THE BOARD THE AUTHORITY TO ISSUE SHARES UNDER IRISH LAW. | Mgmt | For |
| 6. | TO GRANT THE BOARD THE AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS UNDER IRISH LAW. | Mgmt | For |
| 7. | TO APPROVE A CAPITAL REDUCTION AND CREATION OF DISTRIBUTABLE RESERVES UNDER IRISH LAW. | Mgmt | For |
| 8. | TO AUTHORIZE HOLDING THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND AS REQUIRED UNDER IRISH LAW. | Mgmt | For |
| 9. | TO AUTHORIZE ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES UNDER IRISH LAW. | Mgmt | For |
| 10. | TO DETERMINE THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK UNDER IRISH LAW. | Mgmt | For |

 ACE LIMITED

Agen

 Security: H0023R105
 Meeting Type: Special
 Meeting Date: 10-Jan-2014
 Ticker: ACE
 ISIN: CH0044328745

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | APPROVAL OF THE PAYMENT OF DIVIDENDS FROM LEGAL RESERVES | Mgmt | For |
| 2. | ELECTION OF HOMBURGER AG AS OUR INDEPENDENT PROXY UNTIL THE CONCLUSION OF OUR 2014 ORDINARY GENERAL MEETING | Mgmt | For |
| 3. | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR | Mgmt | For |

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AN EXISTING AGENDA ITEM IS PUT BEFORE THE
MEETING I/WE HEREWITH AUTHORIZE AND
INSTRUCT THE INDEPENDENT PROXY TO VOTE AS
FOLLOWS IN RESPECT OF THE POSITION OF THE
BOARD OF DIRECTORS

ACE LIMITED

Agen

Security: H0023R105
Meeting Type: Annual
Meeting Date: 15-May-2014
Ticker: ACE
ISIN: CH0044328745

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | APPROVAL OF THE ANNUAL REPORT, STANDALONE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF ACE LIMITED FOR THE YEAR ENDED DECEMBER 31, 2013 | Mgmt | For |
| 2. | ALLOCATION OF DISPOSABLE PROFIT | Mgmt | For |
| 3. | DISCHARGE OF THE BOARD OF DIRECTORS | Mgmt | For |
| 4A. | ELECTION OF DIRECTOR: JOHN EDWARDSON | Mgmt | For |
| 4B. | ELECTION OF DIRECTOR: KIMBERLY ROSS | Mgmt | For |
| 4C. | ELECTION OF DIRECTOR: ROBERT SCULLY | Mgmt | For |
| 4D. | ELECTION OF DIRECTOR: DAVID SIDWELL | Mgmt | For |
| 4E. | ELECTION OF DIRECTOR: EVAN G. GREENBERG | Mgmt | For |
| 4F. | ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ | Mgmt | For |
| 4G. | ELECTION OF DIRECTOR: MICHAEL G. ATIEH | Mgmt | For |
| 4H. | ELECTION OF DIRECTOR: MARY A. CIRILLO | Mgmt | For |
| 4I. | ELECTION OF DIRECTOR: MICHAEL P. CONNORS | Mgmt | For |
| 4J. | ELECTION OF DIRECTOR: PETER MENIKOFF | Mgmt | For |
| 4K. | ELECTION OF DIRECTOR: LEO F. MULLIN | Mgmt | For |
| 4L. | ELECTION OF DIRECTOR: EUGENE B. SHANKS, JR. | Mgmt | For |
| 4M. | ELECTION OF DIRECTOR: THEODORE E. SHASTA | Mgmt | For |
| 4N. | ELECTION OF DIRECTOR: OLIVIER STEIMER | Mgmt | For |
| 5. | ELECTION OF EVAN G. GREENBERG AS THE CHAIRMAN OF THE BOARD OF DIRECTORS UNTIL OUR NEXT ANNUAL GENERAL MEETING | Mgmt | For |

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|-----|--|------|---------|
| 6A. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: MICHAEL P. CONNORS | Mgmt | For |
| 6B. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: MARY A. CIRILLO | Mgmt | For |
| 6C. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: JOHN EDWARDSON | Mgmt | For |
| 6D. | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTOR: ROBERT M. HERNANDEZ | Mgmt | For |
| 7. | ELECTION OF HAMBURGER AG AS INDEPENDENT PROXY UNTIL THE CONCLUSION OF OUR NEXT ANNUAL GENERAL MEETING | Mgmt | For |
| 8A. | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL GENERAL MEETING | Mgmt | For |
| 8B. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP (UNITED STATES) FOR PURPOSES OF UNITED STATES SECURITIES LAW REPORTING FOR THE YEAR ENDING DECEMBER 31, 2014 | Mgmt | For |
| 8C. | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL GENERAL MEETING | Mgmt | For |
| 9. | AMENDMENT OF THE ARTICLES OF ASSOCIATION RELATING TO AUTHORIZED SHARE CAPITAL FOR GENERAL PURPOSES | Mgmt | For |
| 10. | APPROVAL OF THE PAYMENT OF A DISTRIBUTION TO SHAREHOLDERS THROUGH REDUCTION OF THE PAR VALUE OF OUR SHARES, SUCH PAYMENT TO BE MADE IN FOUR QUARTERLY INSTALLMENTS AT SUCH TIMES DURING THE PERIOD THROUGH OUR NEXT ANNUAL GENERAL MEETING AS SHALL BE DETERMINED BY THE BOARD OF DIRECTORS | Mgmt | For |
| 11. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 12. | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE MEETING, I/WE HEREBY AUTHORIZE AND INSTRUCT THE INDEPENDENT PROXY TO VOTE AS FOLLOWS: MARK "FOR" TO VOTE IN ACCORDANCE WITH THE POSITION OF THE BOARD OF DIRECTORS; MARK "AGAINST" TO VOTE AGAINST NEW ITEMS AND PROPOSALS; MARK "ABSTAIN" TO ABSTAIN | Mgmt | Against |

AFLAC INCORPORATED

Agen

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Security: 001055102
 Meeting Type: Annual
 Meeting Date: 05-May-2014
 Ticker: AFL
 ISIN: US0010551028

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DANIEL P. AMOS | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN SHELBY AMOS II | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: PAUL S. AMOS II | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: W. PAUL BOWERS | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: KRISS CLONINGER III | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ELIZABETH J. HUDSON | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DOUGLAS W. JOHNSON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ROBERT B. JOHNSON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: CHARLES B. KNAPP | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MELVIN T. STITH | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DAVID GARY THOMPSON | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: TAKURO YOSHIDA | Mgmt | For |
| 2. | TO CONSIDER THE FOLLOWING NON-BINDING ADVISORY PROPOSAL: "RESOLVED, THAT THE SHAREHOLDERS APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE SECURITIES AND EXCHANGE COMMISSION, INCLUDING AS DISCLOSED IN THE COMPENSATION DISCUSSION AND ANALYSIS, EXECUTIVE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCUSSION IN THE PROXY STATEMENT" | Mgmt | Against |
| 3. | TO CONSIDER AND ACT UPON THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2014 | Mgmt | For |

AMAZON.COM, INC.

Agen

Security: 023135106

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Meeting Type: Annual
 Meeting Date: 21-May-2014
 Ticker: AMZN
 ISIN: US0231351067

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JEFFREY P. BEZOS | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: TOM A. ALBERG | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JOHN SEELY BROWN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: WILLIAM B. GORDON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMIE S. GORELICK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ALAIN MONIE | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: THOMAS O. RYDER | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS | Shr | Against |

AMERICAN EXPRESS COMPANY

Agen

Security: 025816109
 Meeting Type: Annual
 Meeting Date: 12-May-2014
 Ticker: AXP
 ISIN: US0258161092

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: URSULA BURNS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: KENNETH CHENAULT | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: PETER CHERNIN | Mgmt | For |

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| 1E. | ELECTION OF DIRECTOR: ANNE LAUVERGEON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: THEODORE LEONSIS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD LEVIN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: RICHARD MCGINN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: SAMUEL PALMISANO | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: STEVEN REINEMUND | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DANIEL VASELLA | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: ROBERT WALTER | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: RONALD WILLIAMS | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL RELATING TO ANNUAL DISCLOSURE OF EEO-1 DATA. | Shr | Against |
| 5. | SHAREHOLDER PROPOSAL RELATING TO REPORT ON PRIVACY, DATA SECURITY AND GOVERNMENT REQUESTS. | Shr | Against |
| 6. | SHAREHOLDER PROPOSAL RELATING TO ACTION BY WRITTEN CONSENT. | Shr | For |
| 7. | SHAREHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK. | Shr | For |

ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107
 Meeting Type: Annual
 Meeting Date: 13-May-2014
 Ticker: APC
 ISIN: US0325111070

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ANTHONY R. CHASE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: KEVIN P. CHILTON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: H. PAULETT EBERHART | Mgmt | For |

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| 1D. | ELECTION OF DIRECTOR: PETER J. FLUOR | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: RICHARD L. GEORGE | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: CHARLES W. GOODYEAR | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOHN R. GORDON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ERIC D. MULLINS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: R.A. WALKER | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | Against |
| 4. | STOCKHOLDER PROPOSAL - REPORT ON POLITICAL CONTRIBUTIONS. | Shr | Against |
| 5. | STOCKHOLDER PROPOSAL - REPORT ON CLIMATE CHANGE RISK. | Shr | Against |

 APPLE INC.

 Agen

Security: 037833100
 Meeting Type: Annual
 Meeting Date: 28-Feb-2014
 Ticker: AAPL
 ISIN: US0378331005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR WILLIAM CAMPBELL TIMOTHY COOK MILLARD DREXLER AL GORE ROBERT IGER ANDREA JUNG ARTHUR LEVINSON RONALD SUGAR | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 2. | THE AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION (THE "ARTICLES") TO FACILITATE THE IMPLEMENTATION OF MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN AN UNCONTESTED ELECTION BY ELIMINATING ARTICLE VII, WHICH RELATES TO THE TERM OF DIRECTORS AND THE TRANSITION FROM A CLASSIFIED BOARD OF DIRECTORS TO A DECLASSIFIED STRUCTURE | Mgmt | For |
| 3. | THE AMENDMENT OF THE ARTICLES TO ELIMINATE THE "BLANK CHECK" AUTHORITY OF THE BOARD TO | Mgmt | For |

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ISSUE PREFERRED STOCK

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|-----|---|------|---------|
| 4. | THE AMENDMENT OF THE ARTICLES TO ESTABLISH A PAR VALUE FOR THE COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE | Mgmt | For |
| 5. | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt | For |
| 6. | A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 7. | THE APPROVAL OF THE APPLE INC. 2014 EMPLOYEE STOCK PLAN | Mgmt | For |
| 8. | A SHAREHOLDER PROPOSAL BY JOHN HARRINGTON AND NORTHSTAR ASSET MANAGEMENT INC. ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS" TO AMEND THE COMPANY'S BYLAWS | Shr | Against |
| 9. | A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "REPORT ON COMPANY MEMBERSHIP AND INVOLVEMENT WITH CERTAIN TRADE ASSOCIATIONS AND BUSINESS ORGANIZATIONS" | Shr | Against |
| 10. | A SHAREHOLDER PROPOSAL BY CARL ICAHN OF A NON-BINDING ADVISORY RESOLUTION THAT THE COMPANY COMMIT TO COMPLETING NOT LESS THAN \$50 BILLION OF SHARE REPURCHASES DURING ITS 2014 FISCAL YEAR (AND INCREASE THE AUTHORIZATION UNDER ITS CAPITAL RETURN PROGRAM ACCORDINGLY) | Shr | Against |
| 11. | A SHAREHOLDER PROPOSAL BY JAMES MCRITCHIE OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "PROXY ACCESS FOR SHAREHOLDERS" | Shr | Against |

 AT&T INC.

Agen

 Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 25-Apr-2014
 Ticker: T
 ISIN: US00206R1023

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RANDALL L. STEPHENSON | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: REUBEN V. ANDERSON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JAIME CHICO PARDO | Mgmt | For |

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| 1D. | ELECTION OF DIRECTOR: SCOTT T. FORD | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMES P. KELLY | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JON C. MADONNA | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MICHAEL B. MCCALLISTER | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN B. MCCOY | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: BETH E. MOONEY | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOYCE M. ROCHE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MATTHEW K. ROSE | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: CYNTHIA B. TAYLOR | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | APPROVE SEVERANCE POLICY. | Mgmt | For |
| 5. | POLITICAL REPORT. | Shr | Against |
| 6. | LOBBYING REPORT. | Shr | Against |
| 7. | WRITTEN CONSENT. | Shr | For |

AUTONATION, INC.

Agen

Security: 05329W102
 Meeting Type: Annual
 Meeting Date: 06-May-2014
 Ticker: AN
 ISIN: US05329W1027

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A | ELECTION OF DIRECTOR: MIKE JACKSON | Mgmt | For |
| 1B | ELECTION OF DIRECTOR: ROBERT J. BROWN | Mgmt | For |
| 1C | ELECTION OF DIRECTOR: RICK L. BURDICK | Mgmt | For |
| 1D | ELECTION OF DIRECTOR: DAVID B. EDELSON | Mgmt | For |
| 1E | ELECTION OF DIRECTOR: ROBERT R. GRUSKY | Mgmt | For |
| 1F | ELECTION OF DIRECTOR: MICHAEL LARSON | Mgmt | For |

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| 1G | ELECTION OF DIRECTOR: MICHAEL E. MAROONE | Mgmt | For |
| 1H | ELECTION OF DIRECTOR: CARLOS A. MIGOYA | Mgmt | For |
| 1I | ELECTION OF DIRECTOR: G. MIKE MIKAN | Mgmt | For |
| 1J | ELECTION OF DIRECTOR: ALISON H. ROSENTHAL | Mgmt | For |
| 2 | RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt | For |
| 3 | APPROVAL OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION | Mgmt | For |
| 4 | APPROVAL OF AUTONATION, INC. 2014 NON-EMPLOYEE DIRECTOR EQUITY PLAN | Mgmt | For |
| 5 | ADOPTION OF STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN | Shr | For |
| 6 | ADOPTION OF STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS | Shr | Against |

AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101
Meeting Type: Annual
Meeting Date: 21-May-2014
Ticker: AVB
ISIN: US0534841012

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR GLYN F. AEPPEL ALAN B. BUCKELEW BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For |
| 2. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3. | TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, | Mgmt | For |

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COMPENSATION TABLES AND NARRATIVE
DISCUSSION SET FORTH IN THE PROXY
STATEMENT.

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|----|---|------|---------|
| 4. | TO APPROVE PERFORMANCE GOALS UNDER THE AVALONBAY COMMUNITIES, INC. 2009 STOCK OPTION AND INCENTIVE PLAN. | Mgmt | For |
| 5. | TO ADOPT A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, THAT THE BOARD OF DIRECTORS ADOPT A POLICY ADDRESSING THE SEPARATION OF THE ROLES OF CEO AND CHAIRMAN. | Shr | Against |

BANK OF AMERICA CORPORATION

Agen

Security: 060505104
Meeting Type: Annual
Meeting Date: 07-May-2014
Ticker: BAC
ISIN: US0605051046

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SHARON L. ALLEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: SUSAN S. BIES | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JACK O. BOVENDER, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR. | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: PIERRE J.P. DE WECK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ARNOLD W. DONALD | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: CHARLES K. GIFFORD | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: LINDA P. HUDSON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MONICA C. LOZANO | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: THOMAS J. MAY | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: BRIAN T. MOYNIHAN | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: LIONEL L. NOWELL, III | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: CLAYTON S. ROSE | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: R. DAVID YOST | Mgmt | For |
| 2. | AN ADVISORY (NON-BINDING) RESOLUTION TO | Mgmt | For |

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| | | |
|---|--|-------------|
| APPROVE EXECUTIVE COMPENSATION (SAY ON PAY) . | | |
| 3. | RATIFICATION OF THE APPOINTMENT OF OUR REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt For |
| 4. | APPROVAL OF AMENDMENT TO THE SERIES T PREFERRED STOCK. | Mgmt For |
| 5. | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING IN DIRECTOR ELECTIONS. | Shr Against |
| 6. | STOCKHOLDER PROPOSAL - PROXY ACCESS. | Shr Against |
| 7. | STOCKHOLDER PROPOSAL - CLIMATE CHANGE REPORT. | Shr Against |
| 8. | STOCKHOLDER PROPOSAL - LOBBYING REPORT. | Shr Against |

 BIOGEN IDEC INC.

Agen

 Security: 09062X103
 Meeting Type: Annual
 Meeting Date: 12-Jun-2014
 Ticker: BIIB
 ISIN: US09062X1037

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CAROLINE D. DORSA | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: STELIOS PAPADOPOULOS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: GEORGE A. SCANGOS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: LYNN SCHENK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ALEXANDER J. DENNER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: NANCY L. LEAMING | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD C. MULLIGAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ROBERT W. PANGIA | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: BRIAN S. POSNER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ERIC K. ROWINSKY | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: STEPHEN A. SHERWIN | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN IDEC INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING | Mgmt | For |

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DECEMBER 31, 2014.

3. SAY ON PAY - AN ADVISORY VOTE ON EXECUTIVE COMPENSATION. Mgmt For

C.H. ROBINSON WORLDWIDE, INC.

Agen

Security: 12541W209
 Meeting Type: Annual
 Meeting Date: 08-May-2014
 Ticker: CHRW
 ISIN: US12541W2098

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SCOTT P. ANDERSON | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ROBERT EZRILOV | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WAYNE M. FORTUN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: MARY J STEELE GUILFOILE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JODEE A. KOZLAK | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: REBECCA KOENIG ROLOFF | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: BRIAN P. SHORT | Mgmt | For |
| 2. | TO APPROVE, BY NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |

CANADIAN PACIFIC RAILWAY LIMITED

Agen

Security: 13645T100
 Meeting Type: Annual
 Meeting Date: 01-May-2014
 Ticker: CP
 ISIN: CA13645T1003

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01 | APPOINTMENT OF AUDITORS AS NAMED IN THE MANAGEMENT PROXY CIRCULAR. | Mgmt | For |

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| | | | |
|----|---|------|-----|
| 02 | ADVISORY VOTE ACCEPTING THE CORPORATION'S APPROACH TO EXECUTIVE COMPENSATION AS DESCRIBED IN THE MANAGEMENT PROXY CIRCULAR. | Mgmt | For |
| | | | |
| 03 | DIRECTOR | | |
| | WILLIAM A. ACKMAN | Mgmt | For |
| | GARY F. COLTER | Mgmt | For |
| | ISABELLE COURVILLE | Mgmt | For |
| | PAUL G. HAGGIS | Mgmt | For |
| | E. HUNTER HARRISON | Mgmt | For |
| | PAUL C. HILAL | Mgmt | For |
| | KRYSTYNA T. HOEG | Mgmt | For |
| | REBECCA MACDONALD | Mgmt | For |
| | DR. ANTHONY R. MELMAN | Mgmt | For |
| | LINDA J. MORGAN | Mgmt | For |
| | THE HON. JIM PRENTICE | Mgmt | For |
| | ANDREW F. REARDON | Mgmt | For |
| | STEPHEN C. TOBIAS | Mgmt | For |

 CATERPILLAR INC.

Agen

 Security: 149123101
 Meeting Type: Annual
 Meeting Date: 11-Jun-2014
 Ticker: CAT
 ISIN: US1491231015

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DAVID L. CALHOUN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DANIEL M. DICKINSON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JUAN GALLARDO | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JESSE J. GREENE, JR. | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: PETER A. MAGOWAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DENNIS A. MUILENBURG | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DOUGLAS R. OBERHELMAN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: WILLIAM A. OSBORN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: EDWARD B. RUST, JR. | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SUSAN C. SCHWAB | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: MILES D. WHITE | Mgmt | For |
| 2. | RATIFY THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |

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| | | | |
|----|---|------|---------|
| 3. | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | APPROVE THE CATERPILLAR INC. 2014 LONG-TERM INCENTIVE PLAN. | Mgmt | For |
| 5. | APPROVE THE CATERPILLAR INC. EXECUTIVE SHORT-TERM INCENTIVE PLAN. | Mgmt | For |
| 6. | STOCKHOLDER PROPOSAL - REVIEW OF GLOBAL CORPORATE STANDARDS. | Shr | Against |
| 7. | STOCKHOLDER PROPOSAL - SALES TO SUDAN. | Shr | Against |
| 8. | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING. | Shr | Against |

 CELGENE CORPORATION

Agen

 Security: 151020104
 Meeting Type: Annual
 Meeting Date: 18-Jun-2014
 Ticker: CELG
 ISIN: US1510201049

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR ROBERT J. HUGIN R.W. BARKER, D. PHIL. MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE M.A. FRIEDMAN, M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For |
| 2. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3. | AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK AND TO EFFECT A STOCK SPLIT. | Mgmt | For |
| 4. | APPROVAL OF AN AMENDMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN. | Mgmt | Against |
| 5. | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 6. | STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT. | Shr | Against |

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 CHEVRON CORPORATION

Agen

Security: 166764100
 Meeting Type: Annual
 Meeting Date: 28-May-2014
 Ticker: CVX
 ISIN: US1667641005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: L.F. DEILY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: R.E. DENHAM | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: A.P. GAST | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: E. HERNANDEZ, JR. | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: J.M. HUNTSMAN, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: G.L. KIRKLAND | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: C.W. MOORMAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: K.W. SHARER | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: J.G. STUMPF | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: R.D. SUGAR | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: C. WARE | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: J.S. WATSON | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 4. | CHARITABLE CONTRIBUTIONS DISCLOSURE | Shr | Against |
| 5. | LOBBYING DISCLOSURE | Shr | Against |
| 6. | SHALE ENERGY OPERATIONS | Shr | Against |
| 7. | INDEPENDENT CHAIRMAN | Shr | Against |
| 8. | SPECIAL MEETINGS | Shr | For |
| 9. | INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE | Shr | Against |
| 10. | COUNTRY SELECTION GUIDELINES | Shr | For |

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CITIGROUP INC.

Agen

Security: 172967424
 Meeting Type: Annual
 Meeting Date: 22-Apr-2014
 Ticker: C
 ISIN: US1729674242

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MICHAEL L. CORBAT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DUNCAN P. HENNES | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: FRANZ B. HUMER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: EUGENE M. MCQUADE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: MICHAEL E. O'NEILL | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: GARY M. REINER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JUDITH RODIN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ROBERT L. RYAN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: ANTHONY M. SANTOMERO | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOAN E. SPERO | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DIANA L. TAYLOR | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: WILLIAM S. THOMPSON, JR. | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: JAMES S. TURLEY | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: ERNESTO ZEDILLO PONCE DE LEON | Mgmt | For |
| 2. | PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS CITI'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF CITI'S 2013 EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | APPROVAL OF THE CITIGROUP 2014 STOCK INCENTIVE PLAN. | Mgmt | For |
| 5. | STOCKHOLDER PROPOSAL REQUESTING THAT EXECUTIVES RETAIN A SIGNIFICANT PORTION OF THEIR STOCK UNTIL REACHING NORMAL RETIREMENT AGE. | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL REQUESTING A REPORT ON | Shr | Against |

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LOBBYING AND GRASSROOTS LOBBYING
CONTRIBUTIONS.

- | | | | |
|----|--|-----|---------|
| 7. | STOCKHOLDER PROPOSAL REQUESTING THAT THE BOARD INSTITUTE A POLICY TO MAKE IT MORE PRACTICAL TO DENY INDEMNIFICATION FOR DIRECTORS. | Shr | Against |
| 8. | STOCKHOLDER PROPOSAL REQUESTING PROXY ACCESS FOR SHAREHOLDERS. | Shr | Against |

CONCHO RESOURCES INC

----- Agen

Security: 20605P101
Meeting Type: Annual
Meeting Date: 05-Jun-2014
Ticker: CXO
ISIN: US20605P1012

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1. | DIRECTOR TIMOTHY A. LEACH WILLIAM H. EASTER III JOHN P. SURMA | Mgmt Mgmt Mgmt | For For For |
| 2. | TO RATIFY THE SELECTION OF GRANT THORNTON LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE OFFICER COMPENSATION ("SAY-ON-PAY"). | Mgmt | For |

CORNING INCORPORATED

----- Agen

Security: 219350105
Meeting Type: Annual
Meeting Date: 29-Apr-2014
Ticker: GLW
ISIN: US2193501051

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: STEPHANIE A. BURNS | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN A. CANNING, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: RICHARD T. CLARK | Mgmt | For |

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| | | | |
|-----|---|------|-----|
| 1D. | ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR. | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMES B. FLAWS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DEBORAH A. HENRETTA | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: KURT M. LANDGRAF | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: KEVIN J. MARTIN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DEBORAH D. RIEMAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: HANSEL E. TOOKES II | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: WENDELL P. WEEKS | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: MARK S. WRIGHTON | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | APPROVAL OF THE ADOPTION OF THE 2014 VARIABLE COMPENSATION PLAN. | Mgmt | For |
| 4. | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |

 COSTCO WHOLESALE CORPORATION

 Agen

Security: 22160K105
 Meeting Type: Annual
 Meeting Date: 30-Jan-2014
 Ticker: COST
 ISIN: US22160K1051

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------------------|--|
| 1. | DIRECTOR SUSAN L. DECKER RICHARD M. LIBENSON JOHN W. MEISENBACH CHARLES T. MUNGER | Mgmt Mgmt Mgmt Mgmt | Withheld Withheld Withheld Withheld |
| 2. | RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS. | Mgmt | For |
| 3. | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | CONSIDERATION OF SHAREHOLDER PROPOSAL TO CHANGE CERTAIN VOTING REQUIREMENTS. | Shr | For |

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5. TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE METHOD OF ELECTING DIRECTORS. Shr For

 COVIDIEN PLC Agen

Security: G2554F113
 Meeting Type: Annual
 Meeting Date: 19-Mar-2014
 Ticker: COV
 ISIN: IE00B68SQD29

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A) | ELECTION OF DIRECTOR: JOSE E. ALMEIDA | Mgmt | For |
| 1B) | ELECTION OF DIRECTOR: JOY A. AMUNDSON | Mgmt | For |
| 1C) | ELECTION OF DIRECTOR: CRAIG ARNOLD | Mgmt | For |
| 1D) | ELECTION OF DIRECTOR: ROBERT H. BRUST | Mgmt | For |
| 1E) | ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN | Mgmt | For |
| 1F) | ELECTION OF DIRECTOR: RANDALL J. HOGAN, III | Mgmt | For |
| 1G) | ELECTION OF DIRECTOR: MARTIN D. MADAUS | Mgmt | For |
| 1H) | ELECTION OF DIRECTOR: DENNIS H. REILLEY | Mgmt | For |
| 1I) | ELECTION OF DIRECTOR: STEPHEN H. RUSCKOWSKI | Mgmt | For |
| 1J) | ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO | Mgmt | For |
| 2) | APPROVE, IN A NON-BINDING ADVISORY VOTE, THE APPOINTMENT OF THE INDEPENDENT AUDITORS AND AUTHORIZE, IN A BINDING VOTE, THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION. | Mgmt | For |
| 3) | APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4) | AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES. | Mgmt | For |
| S5) | DETERMINE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES. | Mgmt | For |
| 6) | RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES. | Mgmt | Against |
| S7) | RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES FOR CASH WITHOUT FIRST OFFERING THEM | Mgmt | Against |

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TO EXISTING SHAREHOLDERS.

 DANAHER CORPORATION

Agen

Security: 235851102
 Meeting Type: Annual
 Meeting Date: 06-May-2014
 Ticker: DHR
 ISIN: US2358511028

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR. | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DONALD J. EHRLICH | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: LINDA HEFNER FILLER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: TERI LIST-STOLL | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WALTER G. LOHR, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: MITCHELL P. RALES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: STEVEN M. RALES | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: ALAN G. SPOON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D. | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 4. | TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ISSUE A REPORT DISCLOSING ITS POLITICAL EXPENDITURE POLICIES AND DIRECT AND INDIRECT POLITICAL EXPENDITURES. | Shr | Against |
| 5. | TO ACT UPON SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT A POLICY REQUIRING THE CHAIR OF BOARD OF DIRECTORS BE INDEPENDENT. | Shr | For |

 DEERE & COMPANY

Agen

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Security: 244199105
 Meeting Type: Annual
 Meeting Date: 26-Feb-2014
 Ticker: DE
 ISIN: US2441991054

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SAMUEL R. ALLEN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: VANCE D. COFFMAN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR. | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: DIPAK C. JAIN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: CLAYTON M. JONES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOACHIM MILBERG | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: RICHARD B. MYERS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GREGORY R. PAGE | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: THOMAS H. PATRICK | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SHERRY M. SMITH | Mgmt | For |
| 2. | ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014. | Mgmt | For |

DISCOVER FINANCIAL SERVICES

Agen

Security: 254709108
 Meeting Type: Annual
 Meeting Date: 07-May-2014
 Ticker: DFS
 ISIN: US2547091080

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JEFFREY S. ARONIN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MARY K. BUSH | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: GREGORY C. CASE | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| 1D. | ELECTION OF DIRECTOR: CANDACE H. DUNCAN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: RICHARD H. LENNY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: THOMAS G. MAHERAS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MICHAEL H. MOSKOW | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: DAVID W. NELMS | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MARK A. THIERER | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 3. | TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR OMNIBUS INCENTIVE PLAN. | Mgmt | For |
| 4. | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

DOLLAR GENERAL CORPORATION

Agen

Security: 256677105
Meeting Type: Annual
Meeting Date: 29-May-2014
Ticker: DG
ISIN: US2566771059

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: WARREN F. BRYANT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MICHAEL M. CALBERT | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: SANDRA B. COCHRAN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: RICHARD W. DREILING | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: PATRICIA D. FILI-KRUSHEL | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: WILLIAM C. RHODES, III | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DAVID B. RICKARD | Mgmt | For |
| 2. | TO APPROVE, ON AN ADVISORY (NONBINDING) BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |

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3. TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014. Mgmt For

DUKE ENERGY CORPORATION

Agen

Security: 26441C204
Meeting Type: Annual
Meeting Date: 01-May-2014
Ticker: DUK
ISIN: US26441C2044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 1. | DIRECTOR G. ALEX BERNHARDT, SR. MICHAEL G. BROWNING HARRIS E. DELOACH, JR. DANIEL R. DIMICCO JOHN H. FORSGREN LYNN J. GOOD ANN M. GRAY JAMES H. HANCE, JR. JOHN T. HERRON JAMES B. HYLER, JR. WILLIAM E. KENNARD E. MARIE MCKEE E. JAMES REINSCH JAMES T. RHODES CARLOS A. SALADRIGAS | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For For For For |
| 2. | RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2014 | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 4. | APPROVAL OF THE AMENDMENT TO DUKE ENERGY CORPORATION'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO AUTHORIZE SHAREHOLDER ACTION BY LESS THAN UNANIMOUS WRITTEN CONSENT | Mgmt | For |
| 5. | SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER RIGHT TO CALL A SPECIAL SHAREHOLDER MEETING | Shr | For |
| 6. | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE | Shr | Against |

EBAY INC.

Agen

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Security: 278642103
 Meeting Type: Annual
 Meeting Date: 13-May-2014
 Ticker: EBAY
 ISIN: US2786421030

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|------------------------------|--------------------------|
| 1 | DIRECTOR FRED D. ANDERSON EDWARD W. BARNHOLT SCOTT D. COOK JOHN J. DONAHOE | Mgmt Mgmt Mgmt Mgmt | For For For For |
| 2 | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3 | TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN. | Mgmt | For |
| 4 | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 5 | TO CONSIDER A STOCKHOLDER PROPOSAL SUBMITTED BY JOHN CHEVEDDEN REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT WITHOUT A MEETING, IF PROPERLY PRESENTED BEFORE THE MEETING. | Shr | For |
| 6 | PROPOSAL WITHDRAWN | Shr | Abstain |

EDISON INTERNATIONAL

Agen

Security: 281020107
 Meeting Type: Annual
 Meeting Date: 24-Apr-2014
 Ticker: EIX
 ISIN: US2810201077

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JAGJEET S. BINDRA | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: VANESSA C.L. CHANG | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: FRANCE A. CORDOVA | Mgmt | Abstain |
| 1D. | ELECTION OF DIRECTOR: THEODORE F. CRAVER, JR. | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| 1E. | ELECTION OF DIRECTOR: BRADFORD M. FREEMAN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: LUIS G. NOGALES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: LINDA G. STUNTZ | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: THOMAS C. SUTTON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ELLEN O. TAUSCHER | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: PETER J. TAYLOR | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: BRETT WHITE | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN | Shr | For |

 EMERSON ELECTRIC CO.

Agen

 Security: 291011104
 Meeting Type: Annual
 Meeting Date: 04-Feb-2014
 Ticker: EMR
 ISIN: US2910111044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR D.N. FARR* H. GREEN* C.A. PETERS* J.W. PRUEHER* A.A. BUSCH III# J.S. TURLEY# | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For |
| 2. | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 4. | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr | Against |

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- | | | | |
|----|---|-----|---------|
| 5. | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A POLITICAL CONTRIBUTIONS REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr | Against |
| 6. | APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A LOBBYING REPORT AS DESCRIBED IN THE PROXY STATEMENT. | Shr | Against |

EOG RESOURCES, INC.

Agen

Security: 26875P101
Meeting Type: Annual
Meeting Date: 01-May-2014
Ticker: EOG
ISIN: US26875P1012

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JANET F. CLARK | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CHARLES R. CRISP | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JAMES C. DAY | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: MARK G. PAPA | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: H. LEIGHTON STEWARD | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DONALD F. TEXTOR | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WILLIAM R. THOMAS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: FRANK G. WISNER | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3. | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL CONCERNING QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS, IF PROPERLY PRESENTED. | Shr | Against |
| 5. | STOCKHOLDER PROPOSAL CONCERNING A METHANE EMISSIONS REPORT, IF PROPERLY PRESENTED. | Shr | Against |

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EXPRESS SCRIPTS HOLDING COMPANY

Agen

Security: 30219G108
 Meeting Type: Annual
 Meeting Date: 07-May-2014
 Ticker: ESRX
 ISIN: US30219G1085

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: GARY G. BENANAV | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: MAURA C. BREEN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WILLIAM J. DELANEY | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: THOMAS P. MAC MAHON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: FRANK MERGENTHALER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WOODROW A. MYERS, JR., MD | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN O. PARKER, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GEORGE PAZ | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD, MPH | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SEYMOUR STERNBERG | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014. | Mgmt | For |
| 3. | TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION. | Mgmt | For |

EXXON MOBIL CORPORATION

Agen

Security: 30231G102
 Meeting Type: Annual
 Meeting Date: 28-May-2014
 Ticker: XOM
 ISIN: US30231G1022

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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| | | | |
|----|---|--|--|
| 1. | DIRECTOR M.J. BOSKIN P. BRABECK-LETMATHE U.M. BURNS L.R. FAULKNER J.S. FISHMAN H.H. FORE K.C. FRAZIER W.W. GEORGE S.J. PALMISANO S.S REINEMUND R.W. TILLERSON W.C. WELDON | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For |
| 2. | RATIFICATION OF INDEPENDENT AUDITORS | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | MAJORITY VOTE FOR DIRECTORS | Shr | Against |
| 5. | LIMIT DIRECTORSHIPS | Shr | Against |
| 6. | AMENDMENT OF EEO POLICY | Shr | Against |
| 7. | REPORT ON LOBBYING | Shr | Against |
| 8. | GREENHOUSE GAS EMISSIONS GOALS | Shr | Against |

FACEBOOK INC.

Agen-----

Security: 30303M102
Meeting Type: Annual
Meeting Date: 22-May-2014
Ticker: FB
ISIN: US30303M1027

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1. | DIRECTOR MARC L. ANDREESSEN ERSKINE B. BOWLES S.D. DESMOND-HELLMANN DONALD E. GRAHAM REED HASTINGS SHERYL K. SANDBERG PETER A. THIEL MARK ZUCKERBERG | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For Withheld For Withheld |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3. | A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING. | Shr | For |

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| | | | |
|----|---|-----|---------|
| 4. | A STOCKHOLDER PROPOSAL REGARDING LOBBYING EXPENDITURES. | Shr | Against |
| 5. | A STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS. | Shr | Against |
| 6. | A STOCKHOLDER PROPOSAL REGARDING CHILDHOOD OBESITY AND FOOD MARKETING TO YOUTH. | Shr | Against |
| 7. | A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT. | Shr | Against |

 FMC TECHNOLOGIES, INC.

Agen

Security: 30249U101
 Meeting Type: Annual
 Meeting Date: 02-May-2014
 Ticker: FTI
 ISIN: US30249U1016

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR. | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ELEAZAR DE CARVALHO FILHO | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: C. MAURY DEVINE | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: CLAIRE S. FARLEY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JOHN T. GREMP | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: THOMAS M. HAMILTON | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: PETER MELLBYE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOSEPH H. NETHERLAND | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RICHARD A. PATTAROZZI | Mgmt | For |
| 2. | RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF 2013 EXECUTIVE COMPENSATION. | Mgmt | For |

 FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

Security: 35671D857
 Meeting Type: Annual
 Meeting Date: 16-Jul-2013
 Ticker: FCX
 ISIN: US35671D8570

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|--|
| 1 | DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ALAN R. BUCKWALTER, III ROBERT A. DAY JAMES C. FLORES GERALD J. FORD THOMAS A. FRY, III H. DEVON GRAHAM, JR. CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT B.M. RANKIN, JR. STEPHEN H. SIEGELE | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For For For For |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | Against |
| 3 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 4 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS. | Shr | Against |
| 5 | STOCKHOLDER PROPOSAL REGARDING THE REQUIREMENT THAT OUR CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT MEMBER OF THE BOARD OF DIRECTORS. | Shr | For |
| 6 | STOCKHOLDER PROPOSAL REGARDING THE ADOPTION BY THE BOARD OF DIRECTORS OF A POLICY ON BOARD DIVERSITY. | Shr | Against |
| 7 | STOCKHOLDER PROPOSAL REGARDING THE AMENDMENT OF OUR BYLAWS TO PERMIT STOCKHOLDERS HOLDING 15% OF OUR OUTSTANDING COMMON STOCK TO CALL A SPECIAL MEETING OF STOCKHOLDERS. | Shr | For |

FREEPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: Annual
 Meeting Date: 17-Jun-2014
 Ticker: FCX
 ISIN: US35671D8570

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|--|
| 1 | DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR. ALAN R. BUCKWALTER, III ROBERT A. DAY JAMES C. FLORES GERALD J. FORD THOMAS A. FRY, III H. DEVON GRAHAM, JR. LYDIA H. KENNARD CHARLES C. KRULAK BOBBY LEE LACKEY JON C. MADONNA DUSTAN E. MCCOY JAMES R. MOFFETT STEPHEN H. SIEGELE FRANCES FRAGOS TOWNSEND | Mgmt | For |
| 2 | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | Against |
| 3 | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 4 | APPROVAL OF THE FREEPORT-MCMORAN COPPER & GOLD INC. ANNUAL INCENTIVE PLAN. | Mgmt | For |
| 5 | STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE BOARD OF DIRECTORS. | Shr | Against |

GILEAD SCIENCES, INC.

Agen

Security: 375558103
 Meeting Type: Annual
 Meeting Date: 07-May-2014
 Ticker: GILD
 ISIN: US3755581036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: JOHN F. COGAN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ETIENNE F. DAVIGNON | Mgmt | For |

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| | | | |
|-----|---|------|---------|
| 1C. | ELECTION OF DIRECTOR: CARLA A. HILLS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KEVIN E. LOFTON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JOHN W. MADIGAN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JOHN C. MARTIN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: NICHOLAS G. MOORE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: RICHARD J. WHITLEY | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: GAYLE E. WILSON | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: PER WOLD-OLSEN | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3. | TO VOTE ON A PROPOSED AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION TO DESIGNATE DELAWARE CHANCERY COURT AS THE EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS. | Mgmt | Against |
| 4. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT. | Mgmt | For |
| 5. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR. | Shr | Against |
| 6. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT. | Shr | For |
| 7. | TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT INCENTIVE COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER INCLUDE NON-FINANCIAL MEASURES BASED ON PATIENT ACCESS TO GILEAD'S MEDICINES. | Shr | Against |

GOOGLE INC.

Agen

Security: 38259P508
 Meeting Type: Annual
 Meeting Date: 14-May-2014

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Ticker: GOOG
 ISIN: US38259P5089

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|--|---|
| 1. | DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For Withheld For For For For For For For For |
| 2. | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3. | THE APPROVAL OF 2013 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 5. | A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 6. | A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 7. | A STOCKHOLDER PROPOSAL REGARDING TAX POLICY PRINCIPLES, IF PROPERLY PRESENTED AT THE MEETING. | Shr | Against |
| 8. | A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIRMAN OF THE BOARD POLICY, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |

HONDA MOTOR CO.,LTD.

Agen

Security: J22302111
 Meeting Type: AGM
 Meeting Date: 13-Jun-2014
 Ticker:
 ISIN: JP3854600008

| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|

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| | | Type | |
|-------------------------------------|----------------------------------|------------|-----|
| Please reference meeting materials. | | Non-Voting | |
| 1 | Approve Appropriation of Surplus | Mgmt | For |
| 2.1 | Appoint a Director | Mgmt | For |
| 2.2 | Appoint a Director | Mgmt | For |
| 2.3 | Appoint a Director | Mgmt | For |
| 2.4 | Appoint a Director | Mgmt | For |
| 2.5 | Appoint a Director | Mgmt | For |
| 2.6 | Appoint a Director | Mgmt | For |
| 2.7 | Appoint a Director | Mgmt | For |
| 2.8 | Appoint a Director | Mgmt | For |
| 2.9 | Appoint a Director | Mgmt | For |
| 2.10 | Appoint a Director | Mgmt | For |
| 2.11 | Appoint a Director | Mgmt | For |
| 2.12 | Appoint a Director | Mgmt | For |
| 2.13 | Appoint a Director | Mgmt | For |

 JOHNSON & JOHNSON

Agen

 Security: 478160104
 Meeting Type: Annual
 Meeting Date: 24-Apr-2014
 Ticker: JNJ
 ISIN: US4781601046

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MARY SUE COLEMAN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JAMES G. CULLEN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: IAN E.L. DAVIS | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ALEX GORSKY | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: SUSAN L. LINDQUIST | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: MARK B. MCCLELLAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ANNE M. MULCAHY | Mgmt | For |

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| | | | |
|-----|---|------|-----|
| 1H. | ELECTION OF DIRECTOR: LEO F. MULLIN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: WILLIAM D. PEREZ | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: CHARLES PRINCE | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: A. EUGENE WASHINGTON | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 3. | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014 | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL - EXECUTIVES TO RETAIN SIGNIFICANT STOCK | Shr | For |

JPMORGAN CHASE & CO.

Agen

Security: 46625H100
Meeting Type: Annual
Meeting Date: 20-May-2014
Ticker: JPM
ISIN: US46625H1005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LINDA B. BAMMANN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JAMES A. BELL | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: STEPHEN B. BURKE | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JAMES S. CROWN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JAMES DIMON | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MICHAEL A. NEAL | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: LEE R. RAYMOND | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: WILLIAM C. WELDON | Mgmt | For |
| 2. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 3. | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |

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| | | | |
|----|--|-----|---------|
| 4. | LOBBYING REPORT - REQUIRE ANNUAL REPORT ON LOBBYING | Shr | Against |
| 5. | SPECIAL SHAREOWNER MEETINGS - REDUCE THRESHOLD TO 15% RATHER THAN 20% AND REMOVE PROCEDURAL PROVISIONS | Shr | For |
| 6. | CUMULATIVE VOTING - REQUIRE CUMULATIVE VOTING FOR DIRECTORS RATHER THAN ONE-SHARE ONE-VOTE | Shr | Against |

 LYONDELLBASELL INDUSTRIES N.V.

Agen

Security: N53745100
 Meeting Type: Annual
 Meeting Date: 16-Apr-2014
 Ticker: LYB
 ISIN: NL0009434992

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | TO ELECT JAGJEET S. BINDRA, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017 | Mgmt | For |
| 1B. | TO ELECT MILTON CARROLL, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017 | Mgmt | For |
| 1C. | TO ELECT CLAIRE S. FARLEY, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017 | Mgmt | For |
| 1D. | TO ELECT RUDY VAN DER MEER, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017 | Mgmt | For |
| 1E. | TO ELECT ISABELLA D. GOREN, CLASS II DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2015 | Mgmt | For |
| 1F. | TO ELECT NANCE K. DICCIANI, CLASS III DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2016 | Mgmt | For |
| 2A. | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: KARYN F. OVELMEN | Mgmt | For |
| 2B. | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: CRAIG B. GLIDDEN | Mgmt | For |
| 2C. | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: BHAVESH V. PATEL | Mgmt | For |
| 2D. | TO ELECT MANAGING DIRECTOR TO SERVE A | Mgmt | For |

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FOUR-YEAR TERM: PATRICK D. QUARLES

| | | | |
|-----|---|------|-----|
| 2E. | TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: TIMOTHY D. ROBERTS | Mgmt | For |
| 3. | ADOPTION OF ANNUAL ACCOUNTS FOR 2013 | Mgmt | For |
| 4. | DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD | Mgmt | For |
| 5. | DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD | Mgmt | For |
| 6. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 7. | APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS | Mgmt | For |
| 8. | RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2013 FISCAL YEAR | Mgmt | For |
| 9. | ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION | Mgmt | For |
| 10. | APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL | Mgmt | For |
| 11. | APPROVAL TO CANCEL UP TO 10% OF ISSUED SHARE CAPITAL HELD IN TREASURY | Mgmt | For |

MACY'S INC.

Agen

Security: 55616P104
Meeting Type: Annual
Meeting Date: 16-May-2014
Ticker: M
ISIN: US55616P1049

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MEYER FELDBERG | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: SARA LEVINSON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: TERRY J. LUNDGREN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JOSEPH NEUBAUER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOYCE M. ROCHE | Mgmt | For |

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| | | | |
|-----|---|------|-----|
| 1H. | ELECTION OF DIRECTOR: PAUL C. VARGA | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: CRAIG E. WEATHERUP | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON | Mgmt | For |
| 2. | THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2015. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 4. | APPROVAL OF MACY'S AMENDED AND RESTATED 2009 OMNIBUS INCENTIVE COMPENSATION PLAN. | Mgmt | For |

MCDONALD'S CORPORATION

Agen

Security: 580135101
Meeting Type: Annual
Meeting Date: 22-May-2014
Ticker: MCD
ISIN: US5801351017

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SUSAN E. ARNOLD | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: RICHARD H. LENNY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WALTER E. MASSEY | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: CARY D. MCMILLAN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: SHEILA A. PENROSE | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JOHN W. ROGERS, JR. | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ROGER W. STONE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MILES D. WHITE | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | APPROVAL OF PERFORMANCE GOALS FOR AWARDS UNDER THE MCDONALD'S CORPORATION 2009 CASH INCENTIVE PLAN. | Mgmt | For |
| 4. | ADVISORY VOTE TO APPROVE THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2014. | Mgmt | For |

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| | | |
|---|-----|-----|
| 5. ADVISORY VOTE REQUESTING THE ABILITY FOR SHAREHOLDERS TO ACT BY WRITTEN CONSENT, IF PRESENTED. | Shr | For |
|---|-----|-----|

MERCK & CO., INC.

Agen

Security: 58933Y105
 Meeting Type: Annual
 Meeting Date: 27-May-2014
 Ticker: MRK
 ISIN: US58933Y1055

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LESLIE A. BRUN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: THOMAS R. CECH | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: KENNETH C. FRAZIER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: THOMAS H. GLOCER | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WILLIAM B. HARRISON JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: C. ROBERT KIDDER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CARLOS E. REPRESAS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: PATRICIA F. RUSSO | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: CRAIG B. THOMPSON | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: WENDELL P. WEEKS | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: PETER C. WENDELL | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL CONCERNING SHAREHOLDERS' RIGHT TO ACT BY WRITTEN CONSENT. | Shr | For |
| 5. | SHAREHOLDER PROPOSAL CONCERNING SPECIAL SHAREOWNER MEETINGS. | Shr | For |

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METLIFE, INC.

Agen

Security: 59156R108
 Meeting Type: Annual
 Meeting Date: 22-Apr-2014
 Ticker: MET
 ISIN: US59156R1086

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: CHERYL W. GRISE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: R. GLENN HUBBARD | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: STEVEN A. KANDARIAN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JOHN M. KEANE | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ALFRED F. KELLY, JR. | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: WILLIAM E. KENNARD | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JAMES M. KILTS | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: CATHERINE R. KINNEY | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DENISE M. MORRISON | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: KENTON J. SICCHITANO | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: LULU C. WANG | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 4. | APPROVAL OF THE METLIFE, INC. 2015 STOCK AND INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 5. | APPROVAL OF THE METLIFE, INC. 2015 NON-MANAGEMENT DIRECTOR STOCK COMPENSATION PLAN. | Mgmt | For |

MICROSOFT CORPORATION

Agen

Security: 594918104
 Meeting Type: Annual
 Meeting Date: 19-Nov-2013
 Ticker: MSFT

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ISIN: US5949181045

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | ELECTION OF DIRECTOR: STEVEN A. BALLMER | Mgmt | For |
| 2. | ELECTION OF DIRECTOR: DINA DUBLON | Mgmt | For |
| 3. | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt | For |
| 4. | ELECTION OF DIRECTOR: MARIA M. KLAWE | Mgmt | For |
| 5. | ELECTION OF DIRECTOR: STEPHEN J. LUCZO | Mgmt | For |
| 6. | ELECTION OF DIRECTOR: DAVID F. MARQUARDT | Mgmt | For |
| 7. | ELECTION OF DIRECTOR: CHARLES H. NOSKI | Mgmt | For |
| 8. | ELECTION OF DIRECTOR: HELMUT PANKE | Mgmt | For |
| 9. | ELECTION OF DIRECTOR: JOHN W. THOMPSON | Mgmt | For |
| 10. | APPROVE MATERIAL TERMS OF THE PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN | Mgmt | For |
| 11. | ADVISORY VOTE ON EXECUTIVE COMPENSATION | Mgmt | For |
| 12. | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2014 | Mgmt | For |

MOHAWK INDUSTRIES, INC.

Agen

Security: 608190104
 Meeting Type: Annual
 Meeting Date: 15-May-2014
 Ticker: MHK
 ISIN: US6081901042

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|-------------------|
| 1. | DIRECTOR MR. ILL MR. LORBERBAUM DR. SMITH BOGART | Mgmt Mgmt Mgmt | For For For |
| 2. | THE RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION, AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT FOR THE 2014 ANNUAL MEETING | Mgmt | For |

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OF STOCKHOLDERS

 MONDELEZ INTERNATIONAL, INC.

Agen

Security: 609207105
 Meeting Type: Annual
 Meeting Date: 21-May-2014
 Ticker: MDLZ
 ISIN: US6092071058

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: LEWIS W.K. BOOTH | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: LOIS D. JULIBER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: MARK D. KETCHUM | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JORGE S. MESQUITA | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: NELSON PELTZ | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: IRENE B. ROSENFELD | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: PATRICK T. SIEWERT | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RUTH J. SIMMONS | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: RATAN N. TATA | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER | Mgmt | For |
| 2. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 3. | APPROVE MONDELEZ INTERNATIONAL, INC. AMENDED AND RESTATED 2005 PERFORMANCE INCENTIVE PLAN | Mgmt | For |
| 4. | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2014 | Mgmt | For |
| 5. | SHAREHOLDER PROPOSAL: REPORT ON PACKAGING | Shr | Against |

 MONSANTO COMPANY

Agen

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Security: 61166W101
 Meeting Type: Annual
 Meeting Date: 28-Jan-2014
 Ticker: MON
 ISIN: US61166W1018

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: GREGORY H. BOYCE | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: LAURA K. IPSEN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: WILLIAM U. PARFET | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: GEORGE H. POSTE, PH.D., D.V.M. | Mgmt | For |
| 2. | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014. | Mgmt | For |
| 3. | ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | SHAREOWNER PROPOSAL REQUESTING A REPORT RELATED TO LABELING OF FOOD PRODUCED WITH GENETIC ENGINEERING. | Shr | Against |
| 5. | SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS. | Shr | Against |

MORGAN STANLEY

Agen

Security: 617446448
 Meeting Type: Annual
 Meeting Date: 13-May-2014
 Ticker: MS
 ISIN: US6174464486

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ERSKINE B. BOWLES | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: HOWARD J. DAVIES | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: THOMAS H. GLOCER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMES P. GORMAN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ROBERT H. HERZ | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: C. ROBERT KIDDER | Mgmt | For |

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| | | | |
|-----|---|------|---------|
| 1G. | ELECTION OF DIRECTOR: KLAUS KLEINFELD | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: DONALD T. NICOLAISEN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: HUTHAM S. OLAYAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JAMES W. OWENS | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: O. GRIFFITH SEXTON | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: RYOSUKE TAMAKOSHI | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: MASAAKI TANAKA | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: LAURA D. TYSON | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: RAYFORD WILKINS, JR. | Mgmt | For |
| 2. | TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR | Mgmt | For |
| 3. | TO APPROVE THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY RESOLUTION) | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL REGARDING A REPORT ON LOBBYING | Shr | Against |

NETFLIX, INC.

Agen-----

Security: 64110L106
Meeting Type: Annual
Meeting Date: 09-Jun-2014
Ticker: NFLX
ISIN: US64110L1061

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|----------------------|----------------------------------|
| 1. | DIRECTOR REED HASTINGS JAY C. HOAG A. GEORGE (SKIP) BATTLE | Mgmt Mgmt Mgmt | Withheld Withheld Withheld |
| 2. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 4. | TO APPROVE THE COMPANY'S PERFORMANCE BONUS PLAN. | Mgmt | For |
| 5. | CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF | Shr | For |

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PROPERLY PRESENTED AT THE MEETING.

| | | | |
|----|---|-----|-----|
| 6. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE STANDARD IN DIRECTOR ELECTIONS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 7. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING RIGHT TO VOTE REGARDING POISON PILLS, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 8. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING CONFIDENTIAL VOTING, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |
| 9. | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING. | Shr | For |

 NEXTERA ENERGY, INC.

 Agen

Security: 65339F101
 Meeting Type: Annual
 Meeting Date: 22-May-2014
 Ticker: NEE
 ISIN: US65339F1012

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SHERRY S. BARRAT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ROBERT M. BEALL, II | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JAMES L. CAMAREN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KENNETH B. DUNN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: KIRK S. HACHIGIAN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: TONI JENNINGS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JAMES L. ROBO | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: RUDY E. SCHUPP | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JOHN L. SKOLDS | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: WILLIAM H. SWANSON | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: HANSEL E. TOOKES, II | Mgmt | For |
| 2. | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |

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- | | | | |
|----|---|------|-----|
| 3. | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL - ELIMINATE SUPERMAJORITY VOTE REQUIREMENTS IN ARTICLES OF INCORPORATION AND BYLAWS. | Shr | For |

 NIKE, INC.

 Agen

Security: 654106103
 Meeting Type: Annual
 Meeting Date: 19-Sep-2013
 Ticker: NKE
 ISIN: US6541061031

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1 | DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE | Mgmt Mgmt Mgmt | For For For |
| 2. | TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 4. | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE. | Shr | Against |

 NXP SEMICONDUCTOR NV

 Agen

Security: N6596X109
 Meeting Type: Special
 Meeting Date: 10-Oct-2013
 Ticker: NXPI
 ISIN: NL0009538784

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | PROPOSAL TO APPOINT MRS. DR. M. HELMES AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 10 OCTOBER, 2013. | Mgmt | For |
| 1B. | PROPOSAL TO APPOINT MRS. J. SOUTHERN AS | Mgmt | For |

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NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH
EFFECT FROM 10 OCTOBER, 2013.

NXP SEMICONDUCTOR NV

Agen

Security: N6596X109
Meeting Type: Special
Meeting Date: 28-Mar-2014
Ticker: NXPI
ISIN: NL0009538784

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | PROPOSAL TO APPOINT MR. E. MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM APRIL 1, 2014 | Mgmt | For |

NXP SEMICONDUCTOR NV

Agen

Security: N6596X109
Meeting Type: Annual
Meeting Date: 20-May-2014
Ticker: NXPI
ISIN: NL0009538784

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 2C. | ADOPTION OF THE 2013 FINANCIAL STATEMENTS | Mgmt | For |
| 2D. | GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR MANAGEMENT DURING THE PAST FINANCIAL YEAR | Mgmt | For |
| 3A. | PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | For |
| 3B. | PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | For |
| 3C. | PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | Against |
| 3D. | PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | For |
| 3E. | PROPOSAL TO RE-APPOINT DR. MARION HELMES AS | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| | NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | | |
| 3F. | PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | For |
| 3G. | PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | For |
| 3H. | PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | For |
| 3I. | PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014 | Mgmt | For |
| 3J. | PROPOSAL TO APPOINT DR. RICK TSAI AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM JULY 1, 2014 | Mgmt | For |
| 4. | AUTHORISATION TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL | Mgmt | For |
| 5. | AUTHORISATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL | Mgmt | For |

 OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105
 Meeting Type: Annual
 Meeting Date: 02-May-2014
 Ticker: OXY
 ISIN: US6745991058

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SPENCER ABRAHAM | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: HOWARD I. ATKINS | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: EUGENE L. BATCHELDER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: STEPHEN I. CHAZEN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: EDWARD P. DJEREJIAN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: JOHN E. FEICK | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MARGARET M. FORAN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: WILLIAM R. KLESSE | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1J. | ELECTION OF DIRECTOR: AVEDICK B. POLADIAN | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ELISSE B. WALTER | Mgmt | For |
| 2. | ONE-YEAR WAIVER OF DIRECTOR AGE RESTRICTION FOR EDWARD P.DJEREJIAN, AN INDEPENDENT DIRECTOR. | Mgmt | For |
| 3. | ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | ABILITY OF STOCKHOLDERS TO ACT BY WRITTEN CONSENT. | Mgmt | For |
| 5. | SEPARATION OF THE ROLES OF THE CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER. | Mgmt | For |
| 6. | RATIFICATION OF INDEPENDENT AUDITORS. | Mgmt | For |
| 7. | EXECUTIVES TO RETAIN SIGNIFICANT STOCK. | Shr | For |
| 8. | REVIEW LOBBYING AT FEDERAL, STATE, LOCAL LEVELS. | Shr | Against |
| 9. | QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS. | Shr | Against |
| 10. | FUGITIVE METHANE EMISSIONS AND FLARING REPORT. | Shr | Against |

 ORACLE CORPORATION

Agen

 Security: 68389X105
 Meeting Type: Annual
 Meeting Date: 31-Oct-2013
 Ticker: ORCL
 ISIN: US68389X1054

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1 | DIRECTOR | | |
| | JEFFREY S. BERG | Mgmt | Withheld |
| | H. RAYMOND BINGHAM | Mgmt | Withheld |
| | MICHAEL J. BOSKIN | Mgmt | Withheld |
| | SAFRA A. CATZ | Mgmt | For |
| | BRUCE R. CHIZEN | Mgmt | Withheld |
| | GEORGE H. CONRADES | Mgmt | Withheld |
| | LAWRENCE J. ELLISON | Mgmt | For |
| | HECTOR GARCIA-MOLINA | Mgmt | Withheld |
| | JEFFREY O. HENLEY | Mgmt | Withheld |
| | MARK V. HURD | Mgmt | For |
| | NAOMI O. SELIGMAN | Mgmt | Withheld |
| 2 | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | Against |

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| | | | |
|---|---|------|---------|
| 3 | APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN. | Mgmt | For |
| 4 | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | Mgmt | For |
| 5 | STOCKHOLDER PROPOSAL REGARDING ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS. | Shr | Against |
| 6 | STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN. | Shr | For |
| 7 | STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION. | Shr | Against |
| 8 | STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS. | Shr | For |
| 9 | STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS. | Shr | For |

PEPSICO, INC.

Agen

Security: 713448108
Meeting Type: Annual
Meeting Date: 07-May-2014
Ticker: PEP
ISIN: US7134481081

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SHONA L. BROWN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: GEORGE W. BUCKLEY | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: IAN M. COOK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: DINA DUBLON | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: RONA A. FAIRHEAD | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: RAY L. HUNT | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ALBERTO IBARGUEN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: INDRA K. NOOYI | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: SHARON PERCY ROCKEFELLER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JAMES J. SCHIRO | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LLOYD G. TROTTER | Mgmt | For |

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| | | | |
|-----|--|------|---------|
| 1L. | ELECTION OF DIRECTOR: DANIEL VASELLA | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: ALBERTO WEISSER | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2014. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS OF THE PEPSICO, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN. | Mgmt | For |
| 5. | POLICY REGARDING APPROVAL OF POLITICAL CONTRIBUTIONS. | Shr | Against |
| 6. | POLICY REGARDING EXECUTIVE RETENTION OF STOCK. | Shr | For |

 PHILLIPS 66

Agen

 Security: 718546104
 Meeting Type: Annual
 Meeting Date: 07-May-2014
 Ticker: PSX
 ISIN: US7185461040

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: WILLIAM R. LOOMIS, JR. | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: GLENN F. TILTON | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON | Mgmt | For |
| 2. | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2014. | Mgmt | For |
| 3. | SAY ON PAY - AN ADVISORY (NON-BINDING) VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | GREENHOUSE GAS REDUCTION GOALS. | Shr | Against |

 PPG INDUSTRIES, INC.

Agen

 Security: 693506107
 Meeting Type: Annual

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Meeting Date: 17-Apr-2014
 Ticker: PPG
 ISIN: US6935061076

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1. | DIRECTOR STEPHEN F. ANGEL HUGH GRANT MICHELE J. HOOPER | Mgmt Mgmt Mgmt | For For For |
| 2. | PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS. | Mgmt | For |
| 3. | PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO REPLACE THE SUPERMAJORITY VOTING REQUIREMENTS. | Mgmt | For |
| 4. | PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 5. | SHAREHOLDER PROPOSAL FOR AN INDEPENDENT BOARD CHAIRMAN. | Shr | Against |

QUALCOMM INCORPORATED

Agen

Security: 747525103
 Meeting Type: Annual
 Meeting Date: 04-Mar-2014
 Ticker: QCOM
 ISIN: US7475251036

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: BARBARA T. ALEXANDER | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: SUSAN HOCKFIELD | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: THOMAS W. HORTON | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: PAUL E. JACOBS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: SHERRY LANSING | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF | Mgmt | For |

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| | | | |
|-----|--|------|--------|
| 1I. | ELECTION OF DIRECTOR: DUANE A. NELLES | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: CLARK T. RANDT, JR. | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: FRANCISCO ROS | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: BRENT SCOWCROFT | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: MARC I. STERN | Mgmt | For |
| 2. | TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 28, 2014. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

RANGE RESOURCES CORPORATION

Agen

Security: 75281A109
Meeting Type: Annual
Meeting Date: 20-May-2014
Ticker: RRC
ISIN: US75281A1097

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ANTHONY V. DUB | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: V. RICHARD EALES | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ALLEN FINKELSON | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMES M. FUNK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: JONATHAN S. LINKER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: MARY RALPH LOWE | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: KEVIN S. MCCARTHY | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: JOHN H. PINKERTON | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JEFFREY L. VENTURA | Mgmt | For |
| 2. | A PROPOSAL TO APPROVE THE COMPENSATION PHILOSOPHY, POLICIES AND PROCEDURES DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS. | Mgmt | For |

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|----|---|------|---------|
| 3. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AS OF AND FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL - A PROPOSAL REQUESTING A REPORT REGARDING FUGITIVE METHANE EMISSIONS. | Shr | Against |

REGIONS FINANCIAL CORPORATION

Agen

Security: 7591EP100
 Meeting Type: Annual
 Meeting Date: 24-Apr-2014
 Ticker: RF
 ISIN: US7591EP1005

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: GEORGE W. BRYAN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CAROLYN H. BYRD | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: DAVID J. COOPER, SR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: DON DEFOSSET | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: ERIC C. FAST | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: O.B. GRAYSON HALL, JR. | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: JOHN D. JOHNS | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CHARLES D. MCCRARY | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JAMES R. MALONE | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RUTH ANN MARSHALL | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: SUSAN W. MATLOCK | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: JOHN E. MAUPIN, JR. | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: LEE J. STYSLINGER III | Mgmt | For |
| 2. | RATIFICATION OF SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | NONBINDING STOCKHOLDER APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |

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ROCKWELL AUTOMATION, INC.

Agen

Security: 773903109
 Meeting Type: Annual
 Meeting Date: 04-Feb-2014
 Ticker: ROK
 ISIN: US7739031091

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|----------------------------------|
| A. | DIRECTOR STEVEN R. KALMANSON JAMES P. KEANE DONALD R. PARFET | Mgmt Mgmt Mgmt | Withheld Withheld Withheld |
| B. | TO APPROVE THE SELECTION OF DELOITTE & TOUCHE LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| C. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| D. | SHAREHOLDER PROPOSAL REQUESTING MAJORITY VOTING IN ELECTIONS OF DIRECTORS. | Shr | Against |

SEMPRA ENERGY

Agen

Security: 816851109
 Meeting Type: Annual
 Meeting Date: 09-May-2014
 Ticker: SRE
 ISIN: US8168511090

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ALAN L. BOECKMANN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JAMES G. BROCKSMITH JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: KATHLEEN L. BROWN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: PABLO A. FERRERO | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WILLIAM D. JONES | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: WILLIAM G. OUCHI | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DEBRA L. REED | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: WILLIAM C. RUSNACK | Mgmt | For |

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| | | | |
|-----|--|------|-----|
| 1I. | ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: LYNN SCHENK | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: JACK T. TAYLOR | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: LUIS M. TELLEZ | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: JAMES C. YARDLEY | Mgmt | For |
| 2. | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |
| 3. | ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION. | Mgmt | For |

 SHIRE PLC

Agen

 Security: 82481R106
 Meeting Type: Annual
 Meeting Date: 29-Apr-2014
 Ticker: SHPG
 ISIN: US82481R1068

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1. | TO RECEIVE THE COMPANY'S ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2013. | Mgmt | For |
| 2. | TO APPROVE THE DIRECTORS' REMUNERATION REPORT, EXCLUDING THE DIRECTORS' REMUNERATION POLICY, SET OUT ON PAGES 64 TO 90 OF THE 2013 ANNUAL REPORT AND ACCOUNTS, FOR THE YEAR ENDED DECEMBER 31, 2013. | Mgmt | For |
| 3. | TO APPROVE THE DIRECTORS' REMUNERATION POLICY, SET OUT ON PAGES 66 TO 74 OF THE DIRECTORS' REMUNERATION REPORT, WHICH TAKES EFFECT ON JANUARY 1, 2015. | Mgmt | For |
| 4. | TO ELECT DOMINIC BLAKEMORE AS A DIRECTOR. | Mgmt | For |
| 5. | TO RE-ELECT WILLIAM BURNS AS A DIRECTOR. | Mgmt | For |
| 6. | TO RE-ELECT DR. STEVEN GILLIS AS A DIRECTOR. | Mgmt | For |
| 7. | TO RE-ELECT DR. DAVID GINSBURG AS A DIRECTOR. | Mgmt | For |
| 8. | TO RE-ELECT DAVID KAPPLER AS A DIRECTOR. | Mgmt | For |
| 9. | TO RE-ELECT SUSAN KILSBY AS A DIRECTOR. | Mgmt | For |
| 10. | TO RE-ELECT ANNE MINTO AS A DIRECTOR. | Mgmt | For |

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|-----|---|------|-----|
| 11. | TO RE-ELECT DR. FLEMMING ORNSKOV AS A DIRECTOR. | Mgmt | For |
| 12. | TO RE-ELECT DAVID STOUT AS A DIRECTOR. | Mgmt | For |
| 13. | TO RE-APPOINT DELOITTE LLP AS THE COMPANY'S AUDITOR UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY. | Mgmt | For |
| 14. | TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR. | Mgmt | For |
| 15. | THAT SANCTION BE AND IS HEREBY GIVEN TO THE DIRECTORS OF THE COMPANY PERMITTING THE AGGREGATE PRINCIPAL AMOUNT AT ANY TIME OUTSTANDING IN RESPECT OF MONEYS BORROWED (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) BY THE GROUP (AS DEFINED IN THE ARTICLES) TO EXCEED THE LIMIT IMPOSED BY ARTICLE 107 OF THE ARTICLES PROVIDED THAT THE SANCTION HEREBY GIVEN SHALL NOT EXTEND TO PERMIT THE AGGREGATE PRINCIPAL AMOUNT AT ANY TIME OUTSTANDING IN RESPECT OF MONEYS BORROWED BY THE GROUP TO EXCEED A SUM EQUAL TO U.S. \$12,000,000,000. | Mgmt | For |
| 16. | THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE ARTICLES OF ASSOCIATION ("ARTICLES")) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE ARTICLES BE RENEWED AND FOR THIS PURPOSE THE AUTHORISED ALLOTMENT AMOUNT SHALL BE: (A) 9,813,055 OF RELEVANT SECURITIES; AND (B) SOLELY IN CONNECTION WITH AN ALLOTMENT PURSUANT TO AN OFFER BY WAY OF A RIGHTS ISSUE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT. | Mgmt | For |
| 17. | THAT SUBJECT TO THE PASSING OF RESOLUTION 16, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE ARTICLES, BE RENEWED AND FOR THIS PURPOSE THE NON PRE-EMPTIVE AMOUNT (AS DEFINED IN THE ARTICLES) SHALL BE 1,494,561 AND THE ALLOTMENT PERIOD SHALL BE THE PERIOD COMMENCING ON APRIL 29, 2014, AND ENDING ON THE EARLIER OF JULY 28, 2015, OR THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2015. | Mgmt | For |
| 18. | THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY, AND (B) PURSUANT TO ARTICLE 58A OF | Mgmt | For |

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THE COMPANIES (JERSEY) LAW 1991, TO HOLD AS
TREASURY SHARES ANY ORDINARY SHARES
PURCHASED PURSUANT TO THE AUTHORITY
CONFERRED BY PARAGRAPH (A) OF THIS
RESOLUTION, ALL AS MORE FULLY DESCRIBED IN
THE PROXY STATEMENT.

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|-----|---|------|-----|
| 19. | TO APPROVE THAT A GENERAL MEETING OF THE COMPANY, OTHER THAN AN ANNUAL GENERAL MEETING, MAY BE CALLED ON NOT LESS THAT 14 CLEAR DAYS' NOTICE. | Mgmt | For |
|-----|---|------|-----|

SIMON PROPERTY GROUP, INC.

Agen

Security: 828806109
Meeting Type: Annual
Meeting Date: 15-May-2014
Ticker: SPG
ISIN: US8288061091

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.1 | ELECTION OF DIRECTOR: MELVYN E. BERGSTEIN | Mgmt | For |
| 1.2 | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK | Mgmt | For |
| 1.3 | ELECTION OF DIRECTOR: KAREN N. HORN, PH.D. | Mgmt | For |
| 1.4 | ELECTION OF DIRECTOR: ALLAN HUBBARD | Mgmt | For |
| 1.5 | ELECTION OF DIRECTOR: REUBEN S. LEIBOWITZ | Mgmt | For |
| 1.6 | ELECTION OF DIRECTOR: DANIEL C. SMITH, PH.D. | Mgmt | For |
| 1.7 | ELECTION OF DIRECTOR: J. ALBERT SMITH, JR. | Mgmt | For |
| 2. | ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | RATIFICATION AND APPROVAL OF THE AMENDED AND RESTATED 1998 STOCK INCENTIVE PLAN. | Mgmt | For |
| 4. | RATIFICATION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

SUNTRUST BANKS, INC.

Agen

Security: 867914103
Meeting Type: Annual
Meeting Date: 22-Apr-2014

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Ticker: STI
ISIN: US8679141031

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ROBERT M. BEALL, II | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: DAVID H. HUGHES | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: M. DOUGLAS IVESTER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KYLE PRECHTL LEGG | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: WILLIAM A. LINNENBRINGER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: DONNA S. MOREA | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DAVID M. RATCLIFFE | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: WILLIAM H. ROGERS, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: FRANK P. SCRUGGS, JR. | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: THOMAS R. WATJEN | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: DR. PHAIL WYNN, JR. | Mgmt | For |
| 2. | TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION. | Mgmt | For |
| 3. | TO APPROVE AN AMENDMENT TO THE SUNTRUST BANKS, INC. 2009 STOCK PLAN. | Mgmt | For |
| 4. | TO APPROVE THE MATERIAL TERMS OF THE SUNTRUST BANKS, INC. 2009 STOCK PLAN. | Mgmt | For |
| 5. | TO APPROVE THE MATERIAL TERMS OF THE SUNTRUST BANKS, INC. ANNUAL INCENTIVE PLAN. | Mgmt | For |
| 6. | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR 2014. | Mgmt | For |

TELEFON AB L.M.ERICSSON, KISTA

Agen

Security: W26049119
Meeting Type: AGM
Meeting Date: 11-Apr-2014
Ticker:
ISIN: SE0000108656

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
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| CMMT | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 279825 DUE TO CHANGE IN THE VOTING STATUS OF RESOLUTIONS "13 TO 16". ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU. | Non-Voting | |
| CMMT | IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE | Non-Voting | |
| CMMT | MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED | Non-Voting | |
| CMMT | AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE MEETING REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION | Non-Voting | |
| 1 | Election of the Chairman Advokat Sven Unger of the Annual General Meeting | Non-Voting | |
| 2 | Preparation and approval of the voting list | Non-Voting | |
| 3 | Approval of the agenda of the Annual General Meeting | Non-Voting | |
| 4 | Determination whether the Annual General Meeting has been properly convened | Non-Voting | |
| 5 | Election of two persons approving the minutes | Non-Voting | |
| 6 | Presentation of the annual report, the Auditors' report, the consolidated accounts, the Auditors' report on the consolidated accounts and the Auditors report whether the guidelines for remuneration to group management have been complied with, as well as the auditors' presentation of the audit work during 2013 | Non-Voting | |
| 7 | The President's speech and questions from the shareholders to the Board of Directors and the management | Non-Voting | |
| 8.1 | Resolution with respect to: Adoption of the income statement and the balance sheet, the consolidated income statement and the | Mgmt | For |

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| | consolidated balance sheet | | |
| 8.2 | Resolution with respect to: Discharge of liability for the members of the Board of Directors and the President | Mgmt | For |
| 8.3 | Resolution with respect to: The appropriation of the profit in accordance with the approved balance sheet and determination of the record date for dividend: The Board of Directors proposes a dividend of SEK 3 per share and Wednesday, April 16, 2014, as record date for dividend. Assuming this date will be the record day, Euroclear Sweden AB is expected to disburse dividends on Wednesday, April 23, 2014 | Mgmt | For |
| 9.1 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the number of Board members and deputies of the Board of Directors to be elected by the Annual General Meeting According to the articles of association, the Board shall consist of no less than five and no more than twelve Board members, with no more than six deputies. The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting of shareholders remain twelve and that no deputies be elected | Mgmt | For |
| 9.2 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the fees payable to members of the Board of Directors elected by the Annual General Meeting and members of the Committees of the Board of Directors elected by the Annual General Meeting | Mgmt | For |
| 9.3 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Election of the Chairman of the Board of Directors, other Board members and deputies of the Board of Directors: The Nomination Committee proposes that the following persons be elected Board members: Chairman of the Board: re-election: Leif Johansson. Other Board members: re-election: Roxanne S. Austin, Sir Peter L. Bonfield, Nora Denzel, Borje Ekholm, Alexander Izosimov, Ulf J. Johansson, Sverker Martin-Lof, Kristin Skogen Lund, Hans Vestberg, Jacob Wallenberg and Par Ostberg | Mgmt | For |
| 9.4 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the fees payable to the auditor The Nomination | Mgmt | For |

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| | Committee proposes, like previous years, that the auditor fees be paid against approved account | | |
| 9.5 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the number of auditors According to the articles of association, the company shall have no less than one and no more than three registered public accounting firms as auditor. The Nomination Committee proposes that the company should have one registered public accounting firm as auditor | Mgmt | For |
| 9.6 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Election of auditor The Nomination Committee proposes that PricewaterhouseCoopers AB be appointed auditor for the period as of the end of the Annual General Meeting 2014 until the end of the Annual General Meeting 2015 | Mgmt | For |
| 10 | Resolution on the Guidelines for remuneration to Group management | Mgmt | For |
| 11.1 | Long-Term Variable Compensation Program 2014: Resolution on implementation of the Stock Purchase Plan | Mgmt | For |
| 11.2 | Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Stock Purchase Plan | Mgmt | For |
| 11.3 | Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Stock Purchase Plan | Mgmt | Against |
| 11.4 | Long-Term Variable Compensation Program 2014: Resolution on implementation of the Key Contributor Retention Plan | Mgmt | For |
| 11.5 | Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Key Contributor Retention Plan | Mgmt | For |
| 11.6 | Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Key Contributor Retention Plan | Mgmt | Against |
| 11.7 | Long-Term Variable Compensation Program 2014: Resolution on implementation of the Executive Performance Stock Plan | Mgmt | For |
| 11.8 | Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Executive Performance Stock Plan | Mgmt | For |

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| 11.9 | Long-Term Variable Compensation Program 2014:Resolution on Equity Swap Agreement with third party in relation to the Executive Performance Stock Plan | Mgmt | Against |
| 12 | Resolution on transfer of treasury stock in relation to the resolutions on the Long-Term Variable Remuneration Programs 2010, 2011, 2012 and 2013 | Mgmt | For |
| CMMT | PLEASE NOTE THAT THE RESOLUTIONS "13 TO 16" ARE THE SHAREHOLDER PROPOSALS. HOWEVER, MANAGEMENT MAKES NO RECOMMENDATION | Non-Voting | |
| 13 | Resolution on proposal from the Shareholder Einar Hellbom that the Annual General Meeting resolve to delegate to the Board of Directors to review how shares are to be given equal voting rights and to present a proposal to that effect at the Annual General Meeting 2015 | Mgmt | For |
| 14.1 | Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To take necessary action to create a shareholders' association in the company | Mgmt | Against |
| 14.2 | Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To write to the Government of Sweden, requesting a prompt appointment of a commission instructed to propose legislation on the abolishment of voting power differences in Swedish limited liability companies | Mgmt | Against |
| 14.3 | Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To prepare a proposal regarding board representation for the small and midsize shareholders | Mgmt | Against |
| 15 | Resolution on proposal from the Shareholder Thorwald Arvidsson to amend the articles of association | Mgmt | Against |
| 16 | Resolution on proposal from the Shareholder Thorwald Arvidsson for an examination through a special examiner under the Swedish Companies Act (2005:551), chapter 10, section 21, (Sw. sarskild granskning) to make clear whether the company has acted contrary to sanctions resolved by relevant international bodies. The audit should primarily concern the company's exports to Iran | Mgmt | Against |

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17 Closing of the Annual General Meeting

Non-Voting

 THE BOEING COMPANY

Agen

Security: 097023105
 Meeting Type: Annual
 Meeting Date: 28-Apr-2014
 Ticker: BA
 ISIN: US0970231058

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: DAVID L. CALHOUN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR. | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: LINDA Z. COOK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR. | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: LAWRENCE W. KELLNER | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: EDWARD M. LIDDY | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR. | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: SUSAN C. SCHWAB | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI | Mgmt | For |
| 2. | APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 3. | APPROVE THE AMENDMENT AND RESTATEMENT OF THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN. | Mgmt | For |
| 4. | RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014. | Mgmt | For |
| 5. | REPORT TO DISCLOSE LOBBYING. | Shr | Against |
| 6. | RIGHT TO ACT BY WRITTEN CONSENT. | Shr | For |
| 7. | INDEPENDENT BOARD CHAIRMAN. | Shr | Against |

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 THE CHARLES SCHWAB CORPORATION

Agen

Security: 808513105
 Meeting Type: Annual
 Meeting Date: 15-May-2014
 Ticker: SCHW
 ISIN: US8085131055

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: FRANK C. HERRINGER | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: STEPHEN T. MCLIN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ROGER O. WALTHER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT N. WILSON | Mgmt | For |
| 2. | RATIFICATION OF INDEPENDENT AUDITORS | Mgmt | For |
| 3. | ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION | Mgmt | For |
| 4. | STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS | Shr | Against |
| 5. | STOCKHOLDER PROPOSAL REGARDING ANNUAL DISCLOSURE OF EEO-1 DATA | Shr | Against |
| 6. | STOCKHOLDER PROPOSAL REGARDING ACCELERATED VESTING UPON CHANGE IN CONTROL | Shr | For |

 THE ESTEE LAUDER COMPANIES INC.

Agen

Security: 518439104
 Meeting Type: Annual
 Meeting Date: 12-Nov-2013
 Ticker: EL
 ISIN: US5184391044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: AERIN LAUDER | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: WILLIAM P. LAUDER | Mgmt | Abstain |
| 1C. | ELECTION OF DIRECTOR: RICHARD D. PARSONS | Mgmt | Abstain |
| 1D. | ELECTION OF DIRECTOR: LYNN FORESTER DE ROTHSCHILD | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: RICHARD F. ZANNINO | Mgmt | For |

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| | | | |
|----|--|------|---------|
| 2. | RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2014 FISCAL YEAR. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | APPROVE THE ESTEE LAUDER COMPANIES INC. EXECUTIVE ANNUAL INCENTIVE PLAN PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE. | Mgmt | Against |
| 5. | VOTE ON STOCKHOLDER PROPOSAL CONCERNING SUSTAINABLE PALM OIL. | Shr | Against |

 THE HERSHEY COMPANY

 Agen

Security: 427866108
 Meeting Type: Annual
 Meeting Date: 29-Apr-2014
 Ticker: HSY
 ISIN: US4278661081

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|--|---|
| 1. | DIRECTOR P.M. ARWAY J.P. BILBREY R.F. CAVANAUGH C.A. DAVIS M.K. HABEN R.M. MALCOLM J.M. MEAD J.E. NEVELS A.J. PALMER T.J. RIDGE D.L. SHEDLARZ | Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt | For For For For For For For For For For For |
| 2. | RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2014. | Mgmt | For |
| 3. | APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE COMPENSATION. | Mgmt | For |

 THE HOME DEPOT, INC.

 Agen

Security: 437076102
 Meeting Type: Annual
 Meeting Date: 22-May-2014
 Ticker: HD
 ISIN: US4370761029

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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: F. DUANE ACKERMAN | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: FRANCIS S. BLAKE | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: ARI BOUSBIB | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: J. FRANK BROWN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ALBERT P. CAREY | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: ARMANDO CODINA | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: HELENA B. FOULKES | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: WAYNE M. HEWETT | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: KAREN L. KATEN | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MARK VADON | Mgmt | For |
| 2. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION | Mgmt | For |
| 4. | SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS | Shr | For |
| 5. | SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT | Shr | Against |

THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105
 Meeting Type: Annual
 Meeting Date: 22-Apr-2014
 Ticker: PNC
 ISIN: US6934751057

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: RICHARD O. BERNDT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: CHARLES E. BUNCH | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: PAUL W. CHELLGREN | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK | Mgmt | For |

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|-----|--|------|---------|
| 1E. | ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: KAY COLES JAMES | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: RICHARD B. KELSON | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ANTHONY A. MASSARO | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: JANE G. PEPPER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: DONALD J. SHEPARD | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: LORENE K. STEFFES | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: DENNIS F. STRIGL | Mgmt | For |
| 1M. | ELECTION OF DIRECTOR: THOMAS J. USHER | Mgmt | For |
| 1N. | ELECTION OF DIRECTOR: GEORGE H. WALLS, JR. | Mgmt | For |
| 1O. | ELECTION OF DIRECTOR: HELGE H. WEHMEIER | Mgmt | For |
| 2. | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014. | Mgmt | For |
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION. | Mgmt | For |
| 4. | A SHAREHOLDER PROPOSAL REGARDING A REPORT ON GREENHOUSE GAS EMISSIONS OF BORROWERS AND EXPOSURE TO CLIMATE CHANGE RISK. | Shr | Against |

 THE PROCTER & GAMBLE COMPANY

Agem

Security: 742718109
 Meeting Type: Annual
 Meeting Date: 08-Oct-2013
 Ticker: PG
 ISIN: US7427181091

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: ANGELA F. BRALY | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: KENNETH I. CHENAULT | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: SCOTT D. COOK | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: SUSAN DESMOND-HELLMANN | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: A.G. LAFLEY | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: TERRY J. LUNDGREN | Mgmt | For |

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|-----|---|------|-----|
| 1G. | ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR. | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: MARGARET C. WHITMAN | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: MARY AGNES WILDEROTTER | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: PATRICIA A. WOERTZ | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ERNESTO ZEDILLO | Mgmt | For |
| 2. | RATIFY APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt | For |
| 3. | AMEND THE COMPANY'S CODE OF REGULATIONS TO REDUCE CERTAIN SUPERMAJORITY VOTING REQUIREMENTS | Mgmt | For |
| 4. | APPROVE THE 2013 NON-EMPLOYEE DIRECTORS' STOCK PLAN | Mgmt | For |
| 5. | ADVISORY VOTE ON EXECUTIVE COMPENSATION (THE SAY ON PAY VOTE) | Mgmt | For |

 THE WALT DISNEY COMPANY

 Agen

 Security: 254687106
 Meeting Type: Annual
 Meeting Date: 18-Mar-2014
 Ticker: DIS
 ISIN: US2546871060

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: SUSAN E. ARNOLD | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN S. CHEN | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JACK DORSEY | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT A. IGER | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: FRED H. LANGHAMMER | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: AYLWIN B. LEWIS | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MONICA C. LOZANO | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: SHERYL K. SANDBERG | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: ORIN C. SMITH | Mgmt | For |

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| 2. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2014. | Mgmt | For |
| 3. | TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. | Mgmt | For |
| 4. | TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION. | Mgmt | For |
| 5. | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS. | Shr | For |
| 6. | TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO ACCELERATION OF EQUITY AWARDS. | Shr | For |

 UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109
 Meeting Type: Annual
 Meeting Date: 28-Apr-2014
 Ticker: UTX
 ISIN: US9130171096

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: JOHN V. FARACI | Mgmt | For |
| 1C. | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: JAMIE S. GORELICK | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: EDWARD A. KANGAS | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: ELLEN J. KULLMAN | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: MARSHALL O. LARSEN | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: HAROLD MCGRAW III | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: RICHARD B. MYERS | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: H. PATRICK SWYGERT | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: ANDRE VILLENEUVE | Mgmt | For |
| 1L. | ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN | Mgmt | For |
| 2. | APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2014 | Mgmt | For |
| 3. | APPROVE AN AMENDMENT AND RESTATEMENT OF THE 2005 LONG-TERM INCENTIVE PLAN, INCLUDING | Mgmt | For |

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APPROVAL OF ADDITIONAL SHARES FOR FUTURE AWARDS

4. ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS Mgmt For

VERIZON COMMUNICATIONS INC. Agen

Security: 92343V104
 Meeting Type: Special
 Meeting Date: 28-Jan-2014
 Ticker: VZ
 ISIN: US92343V1044

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1. | APPROVE THE ISSUANCE OF UP TO APPROXIMATELY 1.28 BILLION SHARES OF VERIZON COMMON STOCK TO VODAFONE ORDINARY SHAREHOLDERS IN CONNECTION WITH VERIZON'S ACQUISITION OF VODAFONE'S INDIRECT 45% INTEREST IN VERIZON WIRELESS | Mgmt | For |
| 2. | APPROVE AN AMENDMENT TO ARTICLE 4(A) OF VERIZON'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE VERIZON'S AUTHORIZED SHARES OF COMMON STOCK BY 2 BILLION SHARES TO AN AGGREGATE OF 6.25 BILLION AUTHORIZED SHARES OF COMMON STOCK | Mgmt | For |
| 3. | APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL VOTES AND PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ABOVE PROPOSALS | Mgmt | For |

VISA INC. Agen

Security: 92826C839
 Meeting Type: Annual
 Meeting Date: 29-Jan-2014
 Ticker: V
 ISIN: US92826C8394

| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A. | ELECTION OF DIRECTOR: MARY B. CRANSTON | Mgmt | For |
| 1B. | ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL | Mgmt | For |

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|-----|---|------|-----|
| 1C. | ELECTION OF DIRECTOR: ALFRED F. KELLY, JR. | Mgmt | For |
| 1D. | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT | Mgmt | For |
| 1E. | ELECTION OF DIRECTOR: CATHY E. MINEHAN | Mgmt | For |
| 1F. | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON | Mgmt | For |
| 1G. | ELECTION OF DIRECTOR: DAVID J. PANG | Mgmt | For |
| 1H. | ELECTION OF DIRECTOR: CHARLES W. SCHARF | Mgmt | For |
| 1I. | ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOHN A.C. SWAINSON | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR. | Mgmt | For |
| 2. | APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS. | Mgmt | For |
| 3. | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014. | Mgmt | For |

* Management position unknown

SIGNATURES

Pursuant to the requirements of 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.

| | |
|----------------|---|
| (Registrant) | Eaton Vance Risk-Managed Diversified Equity Income Fund |
| By (Signature) | /s/ Walter A. Row, III |
| Name | Walter A. Row, III |
| Title | President |
| Date | 08/18/2014 |