



Large accelerated filer  Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title Of Securities To Be Registered</b>	<b>Amount To Be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(2)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(2)</sup></b>	<b>Amount Of Registration Fee</b>
Non-Voting Common Stock, par value \$0.00390625 per share	300,000	\$38.43	\$11,529,000.00	\$1,397.31

This Registration Statement covers 300,000 shares of the Registrant's non-voting common stock, par value \$0.00390625 per share (the "Non-Voting Common Stock"), available for issuance under the Eaton Vance Corp. 2013 Incentive Compensation Nonqualified Employee Stock Purchase Plan, as amended and restated. This Registration Statement shall also cover any additional shares of Non-Voting Common Stock of the Registrant that become issuable under the Eaton Vance Corp. 2013 Incentive Compensation Nonqualified Employee Stock Purchase Plan, as amended and restated, by reason of any stock dividend, stock split, recapitalization or other similar transaction that results in an increase in the number of the outstanding shares of Non-Voting Common Stock of the Registrant.

Calculated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and (c) of the Securities Act of 1933, as amended. The fee is calculated on the basis of the average of the high and low trading prices of the Registrant's common stock as reported on the New York Stock Exchange as of a date (January 30, 2019) within five business days prior to the filing of this Registration Statement.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is filed to register the offer and sale of an additional 300,000 shares of non-voting common stock, par value \$0.00390625 per share (the “Non-Voting Common Stock”), of Eaton Vance Corp., a Maryland corporation (the “Registrant”), to be issued under the Registrant’s Eaton Vance Corp. 2013 Incentive Compensation Nonqualified Employee Stock Purchase Plan, as amended and restated (the “Plan”). In accordance with General Instruction E to Form S-8, except for Item 3 “Incorporation of Documents by Reference” and Item 8 “Exhibits,” this Registration Statement incorporates by reference the contents of (a) the Registration Statement on Form S-8, File No. 333-191985, filed with the Securities and Exchange Commission (the “Commission”) on October 30, 2013, relating to the Plan, the Eaton Vance Corp. 2013 Omnibus Incentive Plan (the “Omnibus Plan”), the Eaton Vance Corp. 2013 Employee Stock Purchase Plan (the “ESPP Plan”), and the Eaton Vance Corp. 2013 Nonqualified Employee Stock Purchase Plan (the “Nonqualified ESPP Plan”); and (b) the Registration Statement on Form S-8, File No. 333-208537, filed with the Commission on December 14, 2015, relating to the Omnibus Plan, as amended and restated, the Nonqualified ESPP Plan, as amended and restated and the Plan.

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated by reference into this Registration Statement:

- (a) the Registrant’s Annual Report on Form 10-K and 10-K/A for the fiscal year ended October 31, 2018, filed with the Commission on December 21, 2018 and December 28, 2018, respectively;
- (b) the Registrant’s Current Reports on Form 8-K, filed with the Commission on December 14, 2018 and January 16, 2019; and
- (c) the description of the Registrant’s Non-Voting Common Stock contained in the Registrant’s Registration Statement on Form S-3, filed on June 14, 2013, including all amendments and reports updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered by this Registration Statement have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement. Each document incorporated by reference into this Registration Statement shall be deemed to be a part of this Registration Statement from the date of filing of such document with the Commission until the information contained therein is superseded or updated by any subsequently filed document which is incorporated by reference into this Registration Statement or by any document which constitutes part of the prospectus relating to the Plan, meeting the requirement of Section 10(a) of the Securities Act.

Item 8. Exhibits.

<u>Exhibit Index No.</u>	<u>Description</u>
4.1	<u>Registrant's Amended Articles of Incorporation, as amended, has been filed as Exhibit 3.1 to the Registrant's registration statement on Form S-3, dated June 14, 2013, filed pursuant to the Securities Act of 1933, as amended (S.E.C. File No. 333-189309) and is incorporated herein by reference.</u>
4.2	<u>Registrant's By-Laws, as amended, have been filed as Exhibit 99.3 to Registrant's Current Report on Form 8-K filed January 18, 2006 (S.E.C. File No. 1-8100) and are incorporated herein by reference.</u>
5.1	<u>Opinion of DLA Piper.*</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.*</u>
23.2	<u>Consent of DLA Piper (included in Exhibit 5.1).</u>
24.1	<u>Power of Attorney (included on signature page).*</u>
99.1	<u>Copy of the Eaton Vance Corp. 2013 Incentive Compensation Nonqualified Employee Stock Purchase Plan, as amended and restated, approved by the Eaton Vance Corp. Board of Directors on January 10, 2019 and the Voting Shareholders on January 16, 2019 has been filed as Exhibit 10.1 to the Current Report on Form 8-K on January 16, 2019 (S.E.C. File No. 1-8100) and is incorporated herein by reference.</u>

\*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on this 31st day of January, 2019.

**EATON VANCE CORP.**

By: /s/ Thomas E. Faust Jr.

Name:

Thomas E. Faust Jr.

Title: Chairman, Chief Executive Officer and President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Laurie G. Hylton as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

**Signature**

**Title**

**Date**

/s/ Thomas E. Faust Jr.

Thomas E. Faust Jr.

Chairman, Chief Executive Officer and President

January 31, 2019

/s/ Laurie G. Hylton  
Laurie G. Hylton      Chief Financial Officer      January 31, 2019

/s/ Julie E. Rozen  
Julie E. Rozen      Chief Accounting Officer      January 31, 2019

/s/ Ann E. Berman  
Ann E. Berman      Director      January 31, 2019

/s/ Leo I. Higdon, Jr.  
Leo I. Higdon, Jr.      Director      January 31, 2019

/s/ Paula A. Johnson  
Paula A. Johnson      Director      January 31, 2019

/s/ Brian D. Langstraat  
Brian D. Langstraat      Director      January 31, 2019

/s/ Dorothy E. Puhly  
Dorothy E. Puhly      Director      January 31, 2019

/s/ Richard A. Spillane, Jr.  
Richard A. Spillane, Jr.      Director      January 31, 2019

/s/ Winthrop H. Smith, Jr.  
Winthrop H. Smith, Jr.      Director      January 31, 2019