

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-Q  
May 30, 2014

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form N-Q**

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED  
MANAGEMENT INVESTMENT COMPANIES**

**811-22044**

**Investment Company Act File Number**

**Eaton Vance Risk-Managed Diversified Equity Income Fund**

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number, Including Area Code)

December 31

Date of Fiscal Year End

March 31, 2014

Date of Reporting Period



**Item 1. Schedule of Investments**

**Eaton Vance****Risk-Managed Diversified Equity Income Fund**

March 31, 2014

**PORTFOLIO OF INVESTMENTS (Unaudited)****Common Stocks 99.6%**

| Security   | Shares  | Value                |
|--|---------|----------------------|
| <b>Aerospace &amp; Defense 2.6%</b>                |         |                      |
| Boeing Co. (The)                                   | 98,873  | \$ 12,407,573        |
| United Technologies Corp.                          | 71,615  | 8,367,496            |
|  |         | <b>\$ 20,775,069</b> |
| <b>Air Freight &amp; Logistics 0.9%</b>            |         |                      |
| C.H. Robinson Worldwide, Inc.                      | 142,934 | \$ 7,488,312         |
|  |         | <b>\$ 7,488,312</b>  |
| <b>Automobiles 0.6%</b>                            |         |                      |
| Honda Motor Co., Ltd.                              | 147,278 | \$ 5,182,220         |
|  |         | <b>\$ 5,182,220</b>  |
| <b>Banks 9.4%</b>                                  |         |                      |
| Bank of America Corp.                              | 889,559 | \$ 15,300,415        |
| Citigroup, Inc.                                    | 282,112 | 13,428,531           |
| JPMorgan Chase & Co.                               | 295,261 | 17,925,295           |
| PNC Financial Services Group, Inc.                 | 115,903 | 10,083,561           |
| Regions Financial Corp.                            | 925,813 | 10,285,783           |
| SunTrust Banks, Inc.                               | 230,852 | 9,185,601            |
|  |         | <b>\$ 76,209,186</b> |
| <b>Beverages 1.1%</b>                              |         |                      |
| Constellation Brands, Inc., Class A <sup>(1)</sup> | 107,351 | \$ 9,121,614         |
|  |         | <b>\$ 9,121,614</b>  |
| <b>Biotechnology 4.7%</b>                          |         |                      |
| Biogen Idec, Inc. <sup>(1)</sup>                   | 6,001   | \$ 1,835,526         |
| Celgene Corp. <sup>(1)</sup>                       | 99,695  | 13,917,422           |
| Gilead Sciences, Inc. <sup>(1)</sup>               | 310,545 | 22,005,219           |
|  |         | <b>\$ 37,758,167</b> |
| <b>Capital Markets 1.6%</b>                        |         |                      |
| Charles Schwab Corp. (The)                         | 181,726 | \$ 4,966,571         |
| Morgan Stanley                                     | 254,457 | 7,931,425            |

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\$ 12,897,996

**Chemicals 3.7%**

|                                       |         |    |            |
|---------------------------------------|---------|----|------------|
| LyondellBasell Industries NV, Class A | 111,450 | \$ | 9,912,363  |
| Monsanto Co.                          | 156,779 |    | 17,836,747 |
| PPG Industries, Inc.                  | 13,561  |    | 2,623,511  |

\$ 30,372,621

**Communications Equipment 2.7%**

|  |         |    |            |
|--|---------|----|------------|
| QUALCOMM, Inc.                           | 174,834 | \$ | 13,787,409 |
| Telefonaktiebolaget LM Ericsson, Class B | 632,549 |    | 8,436,521  |

\$ 22,223,930

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| Security   | Shares  | Value                |
|--|---------|----------------------|
| <b>Consumer Finance 2.1%</b>                                   |         |                      |
| American Express Co.   | 71,694  | \$ 6,454,611         |
| Discover Financial Services                                    | 178,276 | 10,373,880           |
|  |         | <b>\$ 16,828,491</b> |
| <b>Diversified Telecommunication Services 2.4%</b>             |         |                      |
| AT&T, Inc.   | 195,286 | \$ 6,848,680         |
| Verizon Communications, Inc.                                   | 269,548 | 12,822,398           |
|  |         | <b>\$ 19,671,078</b> |
| <b>Electric Utilities 1.9%</b>                                 |         |                      |
| Duke Energy Corp.  | 65,511  | \$ 4,665,693         |
| Edison International   | 103,463 | 5,857,041            |
| NextEra Energy, Inc.   | 52,252  | 4,996,336            |
|  |         | <b>\$ 15,519,070</b> |
| <b>Electrical Equipment 2.9%</b>                               |         |                      |
| Emerson Electric Co.   | 210,973 | \$ 14,092,996        |
| Rockwell Automation, Inc.                                      | 77,231  | 9,619,121            |
|  |         | <b>\$ 23,712,117</b> |
| <b>Electronic Equipment, Instruments &amp; Components 2.2%</b> |         |                      |
| Corning, Inc.  | 862,811 | \$ 17,963,725        |
|  |         | <b>\$ 17,963,725</b> |
| <b>Energy Equipment &amp; Services 0.5%</b>                    |         |                      |
| FMC Technologies, Inc. <sup>(1)</sup>                          | 84,035  | \$ 4,394,190         |
|  |         | <b>\$ 4,394,190</b>  |
| <b>Food &amp; Staples Retailing 1.5%</b>                       |         |                      |
| Costco Wholesale Corp.   | 110,320 | \$ 12,320,538        |
|  |         | <b>\$ 12,320,538</b> |
| <b>Food Products 3.6%</b>                                      |         |                      |
| Hershey Co. (The)  | 118,029 | \$ 12,322,227        |
| Mondelez International, Inc., Class A                          | 480,185 | 16,590,392           |
|  |         | <b>\$ 28,912,619</b> |
| <b>Health Care Equipment &amp; Supplies 2.3%</b>               |         |                      |
| Abbott Laboratories  | 273,662 | \$ 10,538,724        |
| Covidien PLC   | 114,791 | 8,455,505            |
|  |         | <b>\$ 18,994,229</b> |
| <b>Health Care Providers &amp; Services 1.1%</b>               |         |                      |
| Express Scripts Holding Co. <sup>(1)</sup>                     | 118,586 | \$ 8,904,623         |

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|   |         |    |                      |
|---|---------|----|----------------------|
|   |         |    | <b>\$ 8,904,623</b>  |
| <b>Hotels, Restaurants &amp; Leisure 1.0%</b> |         |    |                      |
| McDonald's Corp.                              | 81,526  | \$ | 7,991,994            |
|   |         |    | <b>\$ 7,991,994</b>  |
| <b>Household Durables 0.7%</b>                |         |    |                      |
| Mohawk Industries, Inc. <sup>(1)</sup>        | 43,060  | \$ | 5,855,299            |
|   |         |    | <b>\$ 5,855,299</b>  |
| <b>Industrial Conglomerates 1.7%</b>          |         |    |                      |
| Danaher Corp.                                 | 186,467 | \$ | 13,985,025           |
|   |         |    | <b>\$ 13,985,025</b> |

| Security                                     | Shares  | Value                |
|--|---------|----------------------|
| <b>Insurance 2.6%</b>                        |         |                      |
| ACE, Ltd.                                    | 44,948  | \$ 4,452,549         |
| Aflac, Inc.                                  | 154,957 | 9,768,489            |
| MetLife, Inc.                                | 123,374 | 6,514,147            |
|  |         | <b>\$ 20,735,185</b> |
| <b>Internet &amp; Catalog Retail 2.6%</b>    |         |                      |
| Amazon.com, Inc. <sup>(1)</sup>              | 43,395  | \$ 14,603,285        |
| Netflix, Inc. <sup>(1)</sup>                 | 17,586  | 6,190,800            |
|  |         | <b>\$ 20,794,085</b> |
| <b>Internet Software &amp; Services 6.9%</b> |         |                      |
| eBay, Inc. <sup>(1)</sup>                    | 215,191 | \$ 11,887,151        |
| Facebook, Inc., Class A <sup>(1)</sup>       | 222,007 | 13,373,701           |
| Google, Inc., Class A <sup>(1)</sup>         | 27,898  | 31,092,600           |
|  |         | <b>\$ 56,353,452</b> |
| <b>IT Services 2.2%</b>                      |         |                      |
| Accenture PLC, Class A                       | 75,713  | \$ 6,035,841         |
| Visa, Inc., Class A                          | 53,170  | 11,477,276           |
|  |         | <b>\$ 17,513,117</b> |
| <b>Machinery 2.2%</b>                        |         |                      |
| Caterpillar, Inc.                            | 87,303  | \$ 8,675,299         |
| Deere & Co.                                  | 104,137 | 9,455,640            |
|  |         | <b>\$ 18,130,939</b> |
| <b>Media 2.7%</b>                            |         |                      |
| Lions Gate Entertainment Corp.               | 240,138 | \$ 6,418,889         |
| Walt Disney Co. (The)                        | 191,418 | 15,326,839           |
|  |         | <b>\$ 21,745,728</b> |
| <b>Metals &amp; Mining 0.5%</b>              |         |                      |
| Freeport-McMoRan Copper & Gold, Inc.         | 125,922 | \$ 4,164,241         |
|  |         | <b>\$ 4,164,241</b>  |
| <b>Multi-Utilities 0.8%</b>                  |         |                      |
| Sempra Energy                                | 69,500  | \$ 6,724,820         |
|  |         | <b>\$ 6,724,820</b>  |
| <b>Multiline Retail 2.1%</b>                 |         |                      |
| Dollar General Corp. <sup>(1)</sup>          | 124,000 | \$ 6,879,520         |
| Macy's, Inc.                                 | 164,626 | 9,760,676            |
|  |         | <b>\$ 16,640,196</b> |
| <b>Oil, Gas &amp; Consumable Fuels 9.9%</b>  |         |                      |



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|                                       |         |    |                   |
|---------------------------------------|---------|----|-------------------|
| Anadarko Petroleum Corp.              | 42,382  | \$ | 3,592,298         |
| Chevron Corp.                         | 146,102 |    | 17,372,989        |
| Concho Resources, Inc. <sup>(1)</sup> | 43,355  |    | 5,310,988         |
| EOG Resources, Inc.                   | 20,321  |    | 3,986,371         |
| Exxon Mobil Corp.                     | 171,174 |    | 16,720,276        |
| Occidental Petroleum Corp.            | 177,834 |    | 16,945,802        |
| Phillips 66                           | 121,022 |    | 9,325,955         |
| Range Resources Corp.                 | 80,955  |    | 6,716,836         |
|                                       |         | \$ | <b>79,971,515</b> |

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| Security   | Shares  | Value                 |
|--|---------|-----------------------|
| <b>Pharmaceuticals 5.7%</b>                                    |         |                       |
| Johnson & Johnson  | 76,271  | \$ 7,492,100          |
| Merck & Co., Inc.  | 352,519 | 20,012,504            |
| Roche Holding AG PC  | 28,692  | 8,629,511             |
| Shire PLC ADR  | 70,041  | 10,403,190            |
|  |         | <b>\$ 46,537,305</b>  |
| <b>Real Estate Investment Trusts (REITs) 1.7%</b>              |         |                       |
| AvalonBay Communities, Inc.                                    | 51,239  | \$ 6,728,705          |
| Simon Property Group, Inc.                                     | 41,148  | 6,748,272             |
|  |         | <b>\$ 13,476,977</b>  |
| <b>Semiconductors &amp; Semiconductor Equipment 1.6%</b>       |         |                       |
| NXP Semiconductors NV <sup>(1)</sup>                           | 223,944 | \$ 13,170,147         |
|  |         | <b>\$ 13,170,147</b>  |
| <b>Software 1.0%</b>   |         |                       |
| Microsoft Corp.  | 204,298 | \$ 8,374,175          |
|  |         | <b>\$ 8,374,175</b>   |
| <b>Specialty Retail 1.9%</b>                                   |         |                       |
| AutoNation, Inc. <sup>(1)</sup>                                | 123,999 | \$ 6,600,467          |
| Home Depot, Inc. (The)   | 108,846 | 8,612,984             |
|  |         | <b>\$ 15,213,451</b>  |
| <b>Technology Hardware, Storage &amp; Peripherals 2.5%</b>     |         |                       |
| Apple, Inc.  | 38,492  | \$ 20,660,196         |
|  |         | <b>\$ 20,660,196</b>  |
| <b>Textiles, Apparel &amp; Luxury Goods 0.6%</b>               |         |                       |
| NIKE, Inc., Class B  | 62,675  | \$ 4,629,176          |
|  |         | <b>\$ 4,629,176</b>   |
| <b>Thriffs &amp; Mortgage Finance 0.1%</b>                     |         |                       |
| Federal National Mortgage Association <sup>(1)</sup>           | 209,655 | \$ 817,655            |
|  |         | <b>\$ 817,655</b>     |
| <b>Tobacco 0.8%</b>  |         |                       |
| Altria Group, Inc.   | 168,819 | \$ 6,318,895          |
|  |         | <b>\$ 6,318,895</b>   |
| <b>Total Common Stocks<br/>(identified cost \$549,550,672)</b> |         | <b>\$ 809,053,368</b> |

**Put Options Purchased 0.2%**

| <b>Description</b>   | <b>Number of<br/>Contracts</b> | <b>Strike<br/>Price</b> | <b>Expiration<br/>Date</b> | <b>Value</b>        |
|--|--------------------------------|-------------------------|----------------------------|---------------------|
| S&P 500 Index  | 348                            | \$ 1,815                | 4/4/14                     | \$ 38,280           |
| S&P 500 Index  | 345                            | 1,775                   | 4/11/14                    | 47,438              |
| S&P 500 Index  | 344                            | 1,820                   | 4/19/14                    | 209,840             |
| S&P 500 Index  | 342                            | 1,800                   | 4/25/14                    | 215,460             |
| S&P 500 Index FLEX   | 349                            | 1,815                   | 4/2/14                     | 330                 |
| S&P 500 Index FLEX   | 351                            | 1,805                   | 4/7/14                     | 21,742              |
| S&P 500 Index FLEX   | 349                            | 1,795                   | 4/9/14                     | 28,274              |
| S&P 500 Index FLEX   | 345                            | 1,785                   | 4/14/14                    | 56,392              |
| S&P 500 Index FLEX   | 346                            | 1,810                   | 4/16/14                    | 131,248             |
| S&P 500 Index FLEX   | 347                            | 1,785                   | 4/21/14                    | 122,238             |
| S&P 500 Index FLEX   | 342                            | 1,800                   | 4/23/14                    | 182,813             |
| S&P 500 Index FLEX   | 341                            | 1,805                   | 4/28/14                    | 273,695             |
| <b>Total Put Options Purchased<br/>(identified cost \$4,084,899)</b> |                                |                         |                            | <b>\$ 1,327,750</b> |

**Short-Term Investments 0.5%**

| Description   | Interest        |                       |
|---|-----------------|-----------------------|
|   | (000 s omitted) | Value                 |
| Eaton Vance Cash Reserves Fund, LLC, 0.14% <sup>(2)</sup>             | \$ 4,025        | \$ 4,025,394          |
| <b>Total Short-Term Investments<br/>(identified cost \$4,025,394)</b> |                 | <b>\$ 4,025,394</b>   |
| <b>Total Investments 100.3%<br/>(identified cost \$557,660,965)</b>   |                 | <b>\$ 814,406,512</b> |

**Call Options Written (0.4)%**

| Description   | Number of<br>Contracts | Strike<br>Price | Expiration<br>Date | Value                 |
|---|------------------------|-----------------|--------------------|-----------------------|
|   |                        |                 |                    |                       |
| S&P 500 Index   | 348                    | \$ 1,905        | 4/4/14             | \$ (18,270)           |
| S&P 500 Index   | 345                    | 1,875           | 4/11/14            | (432,975)             |
| S&P 500 Index   | 344                    | 1,905           | 4/19/14            | (132,440)             |
| S&P 500 Index   | 342                    | 1,895           | 4/25/14            | (343,710)             |
| S&P 500 Index FLEX  | 349                    | 1,901           | 4/2/14             | (5,108)               |
| S&P 500 Index FLEX  | 351                    | 1,902           | 4/7/14             | (68,259)              |
| S&P 500 Index FLEX  | 349                    | 1,892           | 4/9/14             | (176,771)             |
| S&P 500 Index FLEX  | 345                    | 1,890           | 4/14/14            | (293,743)             |
| S&P 500 Index FLEX  | 346                    | 1,901           | 4/16/14            | (210,909)             |
| S&P 500 Index FLEX  | 347                    | 1,886           | 4/21/14            | (472,025)             |
| S&P 500 Index FLEX  | 342                    | 1,891           | 4/23/14            | (424,960)             |
| S&P 500 Index FLEX  | 341                    | 1,900           | 4/28/14            | (367,045)             |
| <b>Total Call Options Written<br/>(premiums received \$4,269,713)</b> |                        |                 |                    | <b>\$ (2,946,215)</b> |

**Other Assets, Less Liabilities 0.1%** **\$ 990,087**

**Net Assets 100.0%** **\$ 812,450,384**

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

ADR - American Depositary Receipt

FLEX - FLEXible EXchange traded option, representing a customized option contract with negotiated contract terms.

PC - Participation Certificate

(1) Non-income producing security.

- (2) Affiliated investment company, available to Eaton Vance portfolios and funds, which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of March 31, 2014. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC for the fiscal year to date ended March 31, 2014 was \$3,589.

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

|                                    |                       |
|------------------------------------|-----------------------|
| <b>Aggregate cost</b>              | <b>\$ 558,174,730</b> |
| Gross unrealized appreciation      | \$ 262,754,696        |
| Gross unrealized depreciation      | (6,522,914)           |
| <b>Net unrealized appreciation</b> | <b>\$ 256,231,782</b> |

A summary of obligations under these financial instruments at March 31, 2014 is as follows:

### Forward Foreign Currency Exchange Contracts

| Settlement Date | Deliver                     | In Exchange For                   | Counterparty                | Unrealized Appreciation | Unrealized (Depreciation) | Net Unrealized Appreciation |
|-----------------|-----------------------------|-----------------------------------|-----------------------------|-------------------------|---------------------------|-----------------------------|
| 4/30/14         | Japanese Yen<br>521,985,000 | United States Dollar<br>5,112,338 | Credit Suisse International | \$ 54,303               | \$                        | \$ 54,303                   |
|                 |                             |                                   |                             | <b>\$ 54,303</b>        | <b>\$</b>                 | <b>\$ 54,303</b>            |

Written options activity for the fiscal year to date ended March 31, 2014 was as follows:

|   | Number of Contracts | Premiums Received   |
|---|---------------------|---------------------|
| Outstanding, beginning of period                    | 4,408               | \$ 3,738,388        |
| Options written                                     | 13,900              | 13,294,461          |
| Options terminated in closing purchase transactions | (5,852)             | (5,848,485)         |
| Options expired                                     | (8,307)             | (6,914,651)         |
| <b>Outstanding, end of period</b>                   | <b>4,149</b>        | <b>\$ 4,269,713</b> |

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At March 31, 2014, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

In the normal course of pursuing its investment objective, the Fund is subject to the following risks:

**Equity Price Risk:** The Fund pursues a collared options strategy which consists of buying S&P 500 index put options below the current value of the index and writing S&P 500 index call options above the current value of the index with the same expiration. The strategy uses the premium income from the written call options to buy an equal number of put options. In buying put options on an index, the Fund in effect, acquires protection against decline in the value of the applicable index below the exercise price in exchange for the option premium paid. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price. The Fund retains the risk of lost appreciation, minus the premium received, should the price of the underlying index rise above the strike price. Under normal market conditions, the Fund's use of option collars is expected to provide a more consistent level of market exposure and market protection.

**Foreign Exchange Risk:** Because the Fund holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against the risk, the Fund enters into forward foreign currency exchange contracts.

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The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) by risk exposure at March 31, 2014 was as follows:

| Risk             | Derivative                                  | Fair Value          |                         |
|------------------|---|---------------------|-------------------------|
|                  |   | Asset<br>Derivative | Liability<br>Derivative |
| Equity Price     | Purchased options                           | \$ 1,327,750        | \$                      |
| Equity Price     | Written options                             |                     | (2,946,215)             |
| Foreign Exchange | Forward foreign currency exchange contracts | \$ 54,303           | \$                      |
| <b>Total</b>     |   | <b>\$ 1,382,053</b> | <b>\$ (2,946,215)</b>   |

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

Level 1 quoted prices in active markets for identical investments

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

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

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

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

| Asset Description                           | Level 1               | Level 2               | Level 3   | Total                 |
|---|-----------------------|-----------------------|-----------|-----------------------|
| <b>Common Stocks</b>                        |                       |                       |           |                       |
| Consumer Discretionary                      | \$ 92,869,929         | \$ 5,182,220          | \$        | \$ 98,052,149         |
| Consumer Staples                            | 56,673,666            |                       |           | 56,673,666            |
| Energy                                      | 84,365,705            |                       |           | 84,365,705            |
| Financials                                  | 140,965,490           |                       |           | 140,965,490           |
| Health Care                                 | 103,564,813           | 8,629,511             |           | 112,194,324           |
| Industrials                                 | 84,091,462            |                       |           | 84,091,462            |
| Information Technology                      | 147,822,221           | 8,436,521             |           | 156,258,742           |
| Materials                                   | 34,536,862            |                       |           | 34,536,862            |
| Telecommunication Services                  | 19,671,078            |                       |           | 19,671,078            |
| Utilities                                   | 22,243,890            |                       |           | 22,243,890            |
| <b>Total Common Stocks</b>                  | <b>\$ 786,805,116</b> | <b>\$ 22,248,252*</b> | <b>\$</b> | <b>\$ 809,053,368</b> |
| Put Options Purchased                       | \$ 511,018            | \$ 816,732            | \$        | \$ 1,327,750          |
| Short-Term Investments                      |                       | 4,025,394             |           | 4,025,394             |
| <b>Total Investments</b>                    | <b>\$ 787,316,134</b> | <b>\$ 27,090,378</b>  | <b>\$</b> | <b>\$ 814,406,512</b> |
| Forward Foreign Currency Exchange Contracts |                       | 54,303                |           | 54,303                |
| <b>Total</b>                                | <b>\$ 787,316,134</b> | <b>\$ 27,144,681</b>  | <b>\$</b> | <b>\$ 814,460,815</b> |
| <b>Liability Description</b>                |                       |                       |           |                       |
| Call Options Written                        | \$ (927,395)          | \$ (2,018,820)        | \$        | \$ (2,946,215)        |
| <b>Total</b>                                | <b>\$ (927,395)</b>   | <b>\$ (2,018,820)</b> | <b>\$</b> | <b>\$ (2,946,215)</b> |

\* Includes foreign equity securities whose values were adjusted to reflect market trading of comparable securities or other correlated instruments that occurred after the close of trading in their applicable foreign markets.

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

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





**Item 2. Controls and Procedures**

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

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

**Signatures**

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

Eaton Vance Risk-Managed Diversified Equity Income Fund

By: /s/ Walter A. Row, III  
Walter A. Row, III  
President

Date: May 23, 2014

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

By: /s/ Walter A. Row, III  
Walter A. Row, III  
President

Date: May 23, 2014

By: /s/ James F. Kirchner  
James F. Kirchner  
Treasurer

Date: May 23, 2014