

Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form SC 13D/A

Eaton Vance Risk-Managed Diversified Equity Income Fund
Form SC 13D/A
August 17, 2012

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT
8/7/12

1. NAME OF REPORTING PERSON

Bulldog Investors, Brooklyn Capital Management,
Phillip Goldstein and Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) AND 2(e) []

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

7. SOLE VOTING POWER

4,949,140

8. SHARED VOTING POWER

943,835

9. SOLE DISPOSITIVE POWER

5,892,975

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

5,892,975

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.08%

14. TYPE OF REPORTING PERSON

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IA

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #1 to the schedule 13d filed July 19, 2012. Except as specifically set forth herein, the schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the N-CSRS filed on February 27, 2012 there were 72,958,783 shares of common stock outstanding as of 12/31/2011. The percentage set forth in item 5 was derived using such number. Bulldog Investors, Brooklyn Capital Management, Phillip Goldstein and Andrew Dakos beneficially own an aggregate of 5,892,975 shares of ETJ or 8.08% of the outstanding shares. Power to dispose of and vote securities resides either with Mr. Goldstein, Mr. Dakos or with clients.

c) Since the filing on 7/19/12 the following shares of ETJ were purchased:

| Date: | Shares: | Price: |
|----------|---------|---------|
| 07/19/12 | 84,600 | 10.4654 |
| 07/30/12 | 310,000 | 10.4063 |
| 07/31/12 | 700 | 10.4100 |
| 08/01/12 | 157,300 | 10.4867 |
| 08/02/12 | 80,000 | 10.4594 |
| 08/03/12 | 41,600 | 10.5544 |
| 08/06/12 | 15,768 | 10.5400 |
| 08/07/12 | 90,895 | 10.5504 |
| 08/08/12 | 17,200 | 10.5337 |
| 08/10/12 | 32,600 | 10.5018 |
| 08/13/12 | 250,000 | 10.5009 |
| 08/14/12 | 150,000 | 10.5256 |
| 08/14/12 | 10,000 | 10.5363 |
| 08/15/12 | 7,195 | 10.5000 |
| 08/15/12 | 10,000 | 10.5160 |
| 08/16/12 | 8,700 | 10.5400 |
| 08/16/12 | 50,000 | 10.5369 |

d) Beneficiaries of managed accounts are entitled to receive any dividends or sales proceeds.

e) NA

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

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Dated: 8/17/2012

By: /s/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos
Name: Andrew Dakos