Eaton Vance Floating-Rate Income Trust Form N-PX August 16, 2011

#### 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: 811-21574

NAME OF REGISTRANT: Eaton Vance Floating-Rate

Income Trust

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: 05/31

DATE OF REPORTING PERIOD: 07/01/2010 - 06/30/2011

Eaton Vance Floating-Rate Income Trust

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BLACKROCK FLTING RT INCOME ST FD II INC

Agen \_\_\_\_\_\_

Security: 09255Y108 Meeting Type: Annual Meeting Date: 02-Nov-2010

Ticker: FRB

ISIN: US09255Y1082

Proposal Vote Prop.# Proposal Type 0.1 DIRECTOR RICHARD E. CAVANAGH Mgmt For RICHARD S. DAVIS Mgmt For FRANK J. FABOZZI Mgmt For KATHLEEN F. FELDSTEIN Mgmt For JAMES T. FLYNN Mgmt For HENRY GABBAY Mgmt For JERROLD B. HARRIS Mgmt For R. GLENN HUBBARD Mgmt For

W. CARL KESTER Mgmt For KAREN P. ROBARDS Mgmt For

 Prop.# Proposal		Proposal	Proposal Vote	
Meeting Date: Ticker: ISIN:	14-Sep-2010 US204755AB85			
Security: Meeting Type:	Special			
COMPTON PETROLEUN	4 FIN CORP			Ager
& TOUCHE LI	LP AS THE COMPANY'S INDEPENDENT AUDITORS.			
	RATIFY THE APPOINTMENT OF DELOITTE	Mgmt	Against	
Prop.# Proposal		Proposal Type	Proposal Vote	
	US11988P1075 			
Meeting Type: Meeting Date: Ticker:	27-Oct-2010			
Security:	 11988P107			
 BUFFETS RESTAURAN	UTS HLDGS INC			 Ager
JERROLD B.	HARRIS	Mgmt	For	
KATHLEEN F. HENRY GABBA	ΑY	2	For For	
DIRECTOR RICHARD E.		Mgmt	For	
Prop.# Proposal		Proposal Type	Proposal Vote	
Meeting Type: Meeting Date: Ticker:	02-Sep-2010			
BLACKROCK GLOBAL	FUND			Ager 

01

A RESOLUTION OF NOTEHOLDERS (THE "NOTEHOLDERS'

ARRANGEMENT RESOLUTION"), THE FULL TEXT OF

For

Type

Mgmt

WHICH IS SET OUT IN APPENDIX "A" TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR (THE "CIRCULAR"), APPROVING AMONG OTHER THINGS AN ARRANGEMENT (THE "ARRANGEMENT") PURSUANT TO SECTION 192 OF THE CANADA BUSINESS CORPORATIONS ACT, WHICH ARRANGEMENT IS MORE PARTICULARLY DESCRIBED IN THE CIRCULAR

GREEKTOWN SUPERHO	OLDINGS INC		Ager
Meeting Type: Meeting Date: Ticker: ISIN:	08-Jun-2011	 	
Prop.# Proposal		Proposal Type	Proposal Vote
DIRECTOR JOHN BITOVE GEORGE BOYE MICHAEL E. BENJAMIN C. FREMAN HENE YVETTE E. I	ER DUGGAN . DUSTER IV DRIX	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For For
PIONEER FLOATING	RATE TRUST	 	Ager
Meeting Type: Meeting Date: Ticker:	22-Sep-2010		
Prop.# Proposal		 Proposal Type	Proposal Vote
01 DIRECTOR DAVID R. BO STEPHEN K.		Mgmt Mgmt	For For
SEMGROUP CORPORA		 	 Ager
Security: Meeting Type: Meeting Date: Ticker:	25-May-2011		

ISIN: US81663A1051

Prop.#	Proposal	Proposal	Proposal Vote
		Type	
01	DIRECTOR		
	RONALD A. BALLSCHMIEDE	Mgmt	For
	SARAH M. BARPOULIS	Mgmt	For
	JOHN F. CHLEBOWSKI	Mgmt	For
	STANLEY C. HORTON	Mgmt	For
	KARL F. KURZ	Mgmt	For
	THOMAS R. MCDANIEL	Mgmt	For
	NORMAN J. SZYDLOWSKI	Mgmt	For
02	TO APPROVE, ON A NON-BINDING ADVISORY BASIS,	Mgmt	For
	THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE		
	OFFICERS.		
03	TO SELECT, ON A NON-BINDING ADVISORY BASIS,	Mgmt	1 Year
	THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY		
	VOTES ON EXECUTIVE COMPENSATION.		
04	RATIFICATION OF BDO USA, LLP AS INDEPENDENT	Mgmt	For
	REGISTERED PUBLIC ACCOUNTING FIRM FOR 2011.		

SUPERMEDIA INC Agen

Security: 868447103 Meeting Type: Annual Meeting Date: 11-May-2011 Ticker: SPMD

ISIN: US8684471035

	15111. 050004471055		
Prop.	.# Proposal	Proposal Type	Proposal Vote
01	DIRECTOR EDWARD J. BAYONE ROBERT C. BLATTBERG CHARLES B. CARDEN ROBIN DOMENICONI THOMAS D. GARDNER DAVID E. HAWTHORNE PETER J. MCDONALD THOMAS S. ROGERS JOHN SLATER DOUGLAS D. WHEAT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For
02	ADVISORY VOTE APPROVING SUPERMEDIA'S EXECUTIVE COMPENSATION.	Mgmt	For
03	ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTE.	Mgmt	1 Year
04	RATIFICATION OF ERNST & YOUNG LLP AS SUPERMEDIA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

FOR 2011.

VAN KAMPEN SENIOR			Age
	920961109 Annual		
Prop.# Proposal		Proposal Type	Proposal Vote
01 DIRECTOR R. CRAIG KE JACK E. NEL COLIN D. ME	SON	Mgmt Mgmt Mgmt	For For
WELLMAN HOLDINGS,	INC.		Age
Meeting Type: Meeting Date: Ticker:	949700AA6 Annual		
Prop.# Proposal		Proposal Type	Proposal Vote
1A ELECTION OF	CHARLES MACALUSO (AT-LARGE DIRECTOR)	Mgmt	For
1B ELECTION OF	DUNCAN H. COCROFT (AT-LARGE DIRECTOR)	Mgmt	For
1C ELECTION OF	KENNETH A. GHAZEY (AT-LARGE DIRECTOR)	Mgmt	For
1D ELECTION OF	JAMES D. JACKSON (AT-LARGE DIRECTOR)	Mgmt	For
1E ELECTION OF	LINDA KOFFENBERGER (AT-LARGE DIRECTOR)	Mgmt	For
1F ELECTION OF	ARI M. CHANEY (THIRD LIEN DIRECTOR)	Mgmt	For
wELLMAN HOLDINGS,	INC.		Age

Security: 949700108

Meeting Type: Annual
Meeting Discrete 29-Sep-2010

Ticker:

ISIN: US9497001084

Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Proposal Type	For Age
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Proposal	Age
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	Proposal Vote
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Mgmt RY	Against
Mgmt	Against
	Age
	Mgmt

Prop.# Proposal

6

Proposal Vote

Type

O1 TO APPROVE THE AGREEMENT AND PLAN OF MERGER, Mgmt Against DATED AS OF APRIL 27, 2011, BY AND AMONG GRUPO PETROTEMEX, S.A. DE C.V. ("GRUPO PETROTEMEX"), GPT MERGER SUB CORPORATION ("MERGER SUB"), AND WELLMAN HOLDINGS, INC. ("WELLMAN"), RELATING TO THE MERGER OF MERGER SUB WITH AND INTO WELLMAN, WITH WELLMAN CONTINUING AS A WHOLLY-OWNED SUBSIDIARY OF GRUPO PETROTEMEX.

O2 TO APPROVE THE COMPLETION BONUS IN THE AGGREGATE Mgmt Against AMOUNT OF \$2.5 MILLION TO BE PAID TO CERTAIN OFFICERS AND DIRECTORS IN CONNECTION WITH THE PROPOSED MERGER OF MERGER SUB AND WELLMAN.

#### 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 Floating-Rate Income Trust

By (Signature) /s/ Scott H. Page
Name Scott H. Page
Title President
Date 08/16/2011

<sup>\*</sup> Management position unknown