

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

Eaton Vance Tax-Managed Diversified Equity Income Fund  
Form N-PX  
August 17, 2016

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: 811-21832

NAME OF REGISTRANT: Eaton Vance Tax-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: 10/31

DATE OF REPORTING PERIOD: 07/01/2015 - 06/30/2016

Eaton Vance Tax-Managed Diversified Equity Income Fund

-----  
AFLAC INCORPORATED

Agen

-----  
Security: 001055102  
Meeting Type: Annual  
Meeting Date: 02-May-2016  
Ticker: AFL  
ISIN: US0010551028  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DANIEL P. AMOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: PAUL S. AMOS II	Mgmt	For
1C.	ELECTION OF DIRECTOR: W. PAUL BOWERS	Mgmt	For
1D.	ELECTION OF DIRECTOR: KRISS CLONINGER III	Mgmt	For
1E.	ELECTION OF DIRECTOR: TOSHIHIKO FUKUZAWA	Mgmt	For

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

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: THOMAS J. KENNY	Mgmt	For
1J.	ELECTION OF DIRECTOR: CHARLES B. KNAPP	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOSEPH L. MOSKOWITZ	Mgmt	For
1L.	ELECTION OF DIRECTOR: BARBARA K. RIMER, DRPH	Mgmt	For
1M.	ELECTION OF DIRECTOR: MELVIN T. STITH	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, 2016	Mgmt	For

-----  
ALLERGAN PLC

Agen

-----  
 Security: G0177J108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2016  
 Ticker: AGN  
 ISIN: IE00BY9D5467  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	NESLI BASGOZ, M.D.	Mgmt	For
	PAUL M. BISARO	Mgmt	For
	JAMES H. BLOEM	Mgmt	For
	CHRISTOPHER W. BODINE	Mgmt	For
	CHRISTOPHER J. COUGHLIN	Mgmt	For
	MICHAEL R. GALLAGHER	Mgmt	For
	CATHERINE M. KLEMA	Mgmt	For
	PETER J. MCDONNELL, M.D	Mgmt	For
	PATRICK J. O'SULLIVAN	Mgmt	For
	BRENTON L. SAUNDERS	Mgmt	For

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

	RONALD R. TAYLOR FRED G. WEISS	Mgmt Mgmt	Withheld For
2.	TO APPROVE, IN A NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	Against
3.	TO RATIFY, IN A NON-BINDING VOTE, THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016 AND TO AUTHORIZE, IN A BINDING VOTE, THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT AND COMPLIANCE COMMITTEE, TO DETERMINE PRICEWATERHOUSECOOPERS LLP'S REMUNERATION	Mgmt	For
4A.	TO APPROVE THE AMENDMENT OF THE COMPANY'S: MEMORANDUM OF ASSOCIATION TO MAKE CERTAIN ADMINISTRATIVE AMENDMENTS	Mgmt	For
4B.	TO APPROVE THE AMENDMENT OF THE COMPANY'S: ARTICLES OF ASSOCIATION TO MAKE CERTAIN ADMINISTRATIVE AMENDMENTS	Mgmt	For
5A.	TO APPROVE THE AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ORDER TO: PROVIDE FOR A PLURALITY VOTING STANDARD IN THE EVENT OF A CONTESTED ELECTION	Mgmt	For
5B.	TO APPROVE THE AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION IN ORDER TO: GRANT THE BOARD OF DIRECTORS SOLE AUTHORITY TO DETERMINE ITS SIZE	Mgmt	For
6.	TO APPROVE THE REDUCTION OF COMPANY CAPITAL	Mgmt	For
7.	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING AN ANNUAL REPORT ON LOBBYING ACTIVITIES, IF PROPERLY PRESENTED AT THE MEETING	Shr	Against
8.	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN, IF PROPERLY PRESENTED AT THE MEETING	Shr	For

-----  
ALTRIA GROUP, INC.

Agen

-----  
Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 19-May-2016  
Ticker: MO  
ISIN: US02209S1033  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GERALD L. BALILES	Mgmt	For

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

1B.	ELECTION OF DIRECTOR: MARTIN J. BARRINGTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN T. CASTEEN III	Mgmt	For
1D.	ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Mgmt	For
1F.	ELECTION OF DIRECTOR: THOMAS W. JONES	Mgmt	For
1G.	ELECTION OF DIRECTOR: DEBRA J. KELLY-ENNIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: W. LEO KIELY III	Mgmt	For
1I.	ELECTION OF DIRECTOR: KATHRYN B. MCQUADE	Mgmt	For
1J.	ELECTION OF DIRECTOR: GEORGE MUNOZ	Mgmt	For
1K.	ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	For
4.	SHAREHOLDER PROPOSAL - REPORT ON TOBACCO PRODUCT CONSTITUENTS AND INGREDIENTS AND THEIR POTENTIAL HEALTH CONSEQUENCES	Shr	Against
5.	SHAREHOLDER PROPOSAL - PARTICIPATION IN MEDIATION OF ANY ALLEGED HUMAN RIGHTS VIOLATIONS INVOLVING ALTRIA'S OPERATIONS	Shr	Against

-----  
 AMAZON.COM, INC.

Agen

-----  
 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 17-May-2016  
 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

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

1F.	ELECTION OF DIRECTOR: JUDITH A. MCGRATH	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
1J.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORTING	Shr	Against
4.	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING HUMAN RIGHTS	Shr	Against
5.	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

-----  
 AMERICAN FINANCIAL GROUP, INC.

Agen

-----  
 Security: 025932104  
 Meeting Type: Annual  
 Meeting Date: 17-May-2016  
 Ticker: AFG  
 ISIN: US0259321042  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR CARL H. LINDNER III S. CRAIG LINDNER KENNETH C. AMBRECHT JOHN B. BERDING JOSEPH E. CONSOLINO VIRGINIA C. DROSOS JAMES E. EVANS TERRY S. JACOBS GREGORY G. JOSEPH WILLIAM W. VERITY JOHN I. VON LEHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016.	Mgmt	For
3.	ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Mgmt	For

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

4. APPROVAL OF SENIOR EXECUTIVE LONG TERM INCENTIVE COMPENSATION PLAN. Mgmt For

APPLE INC. Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 26-Feb-2016  
 Ticker: AAPL  
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES BELL	Mgmt	For
1B.	ELECTION OF DIRECTOR: TIM COOK	Mgmt	For
1C.	ELECTION OF DIRECTOR: AL GORE	Mgmt	For
1D.	ELECTION OF DIRECTOR: BOB IGER	Mgmt	For
1E.	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
1F.	ELECTION OF DIRECTOR: ART LEVINSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: RON SUGAR	Mgmt	For
1H.	ELECTION OF DIRECTOR: SUE WAGNER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS APPLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016	Mgmt	For
3.	AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF THE AMENDED AND RESTATED APPLE INC. 2014 EMPLOYEE STOCK PLAN	Mgmt	For
5.	A SHAREHOLDER PROPOSAL ENTITLED "NET-ZERO GREENHOUSE GAS EMISSIONS BY 2030"	Shr	Against
6.	A SHAREHOLDER PROPOSAL REGARDING DIVERSITY AMONG OUR SENIOR MANAGEMENT AND BOARD OF DIRECTORS	Shr	Against
7.	A SHAREHOLDER PROPOSAL ENTITLED "HUMAN RIGHTS REVIEW - HIGH RISK REGIONS"	Shr	Against
8.	A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS"	Shr	For

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

-----  
 BANK OF AMERICA CORPORATION

Agen

Security: 060505104  
 Meeting Type: Special  
 Meeting Date: 22-Sep-2015  
 Ticker: BAC  
 ISIN: US0605051046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLVED, THAT THE BANK OF AMERICA CORPORATION STOCKHOLDERS HEREBY RATIFY THE OCTOBER 1, 2014 AMENDMENTS TO THE COMPANY'S BYLAWS THAT PERMIT THE COMPANY'S BOARD OF DIRECTORS THE DISCRETION TO DETERMINE THE BOARD'S LEADERSHIP STRUCTURE, INCLUDING APPOINTING AN INDEPENDENT CHAIRMAN, OR APPOINTING A LEAD INDEPENDENT DIRECTOR WHEN THE CHAIRMAN IS NOT AN INDEPENDENT DIRECTOR.	Mgmt	Against

-----  
 BRISTOL-MYERS SQUIBB COMPANY

Agen

Security: 110122108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2016  
 Ticker: BMY  
 ISIN: US1101221083  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B.	ELECTION OF DIRECTOR: P.J. ARDUINI	Mgmt	For
1C.	ELECTION OF DIRECTOR: G. CAFORIO, M.D.	Mgmt	For
1D.	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1E.	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1G.	ELECTION OF DIRECTOR: T.J. LYNCH, JR., M.D.	Mgmt	For
1H.	ELECTION OF DIRECTOR: D.C. PALIWAL	Mgmt	For
1I.	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: G.L. STORCH	Mgmt	For
1K.	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For

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

2.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
4.	SPECIAL SHAREOWNER MEETINGS	Shr	For

-----

C.H. ROBINSON WORLDWIDE, INC.

Agen

Security: 12541W209  
 Meeting Type: Annual  
 Meeting Date: 12-May-2016  
 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
1H.	ELECTION OF DIRECTOR: JAMES B. STAKE	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN P. WIEHOFF	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	TO APPROVE AMENDMENT TO AND RESTATEMENT OF THE C.H. ROBINSON WORLDWIDE, INC. 2013 EQUITY INCENTIVE PLAN.	Mgmt	For
4.	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	Mgmt	For

-----

CELGENE CORPORATION

Agen



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

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2016  
 Ticker: CELG  
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. HUGIN MARK J. ALLES RICHARD W BARKER D PHIL MICHAEL W. BONNEY MICHAEL D. CASEY CARRIE S. COX JACQUALYN A. FOUSE, PHD MICHAEL A. FRIEDMAN, MD JULIA A. HALLER, M.D. GILLA S. KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For 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, 2016.	Mgmt	For
3.	APPROVAL OF AN AMENDMENT TO THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	For
4.	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	RATIFICATION OF AN AMENDMENT TO THE COMPANY'S BY-LAWS.	Mgmt	Against
6.	STOCKHOLDER PROPOSAL TO REQUEST A BY-LAW PROVISION GRANTING STOCKHOLDERS THE RIGHT TO CALL SPECIAL MEETINGS, DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Shr	For
7.	STOCKHOLDER PROPOSAL TO REQUEST A PROXY ACCESS BY-LAW PROVISION, DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Shr	For

CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 25-May-2016  
 Ticker: CVX  
 ISIN: US1667641005

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: A.B. CUMMINGS JR.	Mgmt	Abstain
1B.	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1C.	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1D.	ELECTION OF DIRECTOR: A.P. GAST	Mgmt	For
1E.	ELECTION OF DIRECTOR: E. HERNANDEZ JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: J.M. HUNTSMAN JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: C.W. MOORMAN IV	Mgmt	For
1H.	ELECTION OF DIRECTOR: J.G. STUMPF	Mgmt	For
1I.	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1J.	ELECTION OF DIRECTOR: I.G. THULIN	Mgmt	For
1K.	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF PWC AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	Against
4.	AMENDMENT TO THE CHEVRON CORPORATION NON-EMPLOYEE DIRECTORS' EQUITY COMPENSATION AND DEFERRAL PLAN	Mgmt	For
5.	REPORT ON LOBBYING	Shr	Against
6.	ADOPT TARGETS TO REDUCE GHG EMISSIONS	Shr	Against
7.	REPORT ON CLIMATE CHANGE IMPACT ASSESSMENT	Shr	Against
8.	REPORT ON RESERVE REPLACEMENTS	Shr	Against
9.	ADOPT DIVIDEND POLICY	Shr	Against
10.	REPORT ON SHALE ENERGY OPERATIONS	Shr	Against
11.	RECOMMEND INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shr	Against
12.	SET SPECIAL MEETINGS THRESHOLD AT 10%	Shr	For

-----  
 COMCAST CORPORATION

-----  
 Agen

Security: 20030N101  
 Meeting Type: Special  
 Meeting Date: 10-Dec-2015

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

Ticker: CMCSA  
 ISIN: US20030N1019

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	VOTE ON A PROPOSAL TO AMEND AND RESTATE OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT, AND IN CONNECTION THEREWITH, TO RECLASSIFY EACH ISSUED SHARE OF OUR CLASS A SPECIAL COMMON STOCK INTO ONE SHARE OF CLASS A COMMON STOCK	Mgmt	For

CONSTELLATION BRANDS, INC.

Agen

Security: 21036P108  
 Meeting Type: Annual  
 Meeting Date: 22-Jul-2015  
 Ticker: STZ  
 ISIN: US21036P1084

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JERRY FOWDEN BARRY A. FROMBERG ROBERT L. HANSON ERNESTO M. HERNANDEZ JAMES A. LOCKE III RICHARD SANDS ROBERT SANDS JUDY A. SCHMELING KEITH E. WANDELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld For For For For
2.	PROPOSAL TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 29, 2016.	Mgmt	For
3.	PROPOSAL TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For

CORNING INCORPORATED

Agen

Security: 219350105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2016

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

Ticker: GLW  
ISIN: US2193501051

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DONALD W. BLAIR	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHANIE A. BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: DEBORAH A. HENRETTA	Mgmt	For
1G.	ELECTION OF DIRECTOR: DANIEL P. HUTTENLOCHER	Mgmt	For
1H.	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Mgmt	For
1I.	ELECTION OF DIRECTOR: KEVIN J. MARTIN	Mgmt	For
1J.	ELECTION OF DIRECTOR: DEBORAH D. RIEMAN	Mgmt	For
1K.	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
1L.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1M.	ELECTION OF DIRECTOR: MARK S. WRIGHTON	Mgmt	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CORNING'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

CREDIT SUISSE GROUP AG, ZUERICH

Agen

Security: H3698D419  
Meeting Type: EGM  
Meeting Date: 19-Nov-2015  
Ticker:  
ISIN: CH0012138530

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS	Non-Voting	

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

ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. IT IS A MARKET REQUIREMENT FOR MEETINGS OF THIS TYPE THAT THE SHARES ARE REGISTERED AND MOVED TO A REGISTERED LOCATION AT THE CSD, AND SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. THEREFORE WHILST THIS DOES NOT PREVENT THE TRADING OF SHARES, ANY THAT ARE REGISTERED MUST BE FIRST DEREGISTERED IF REQUIRED FOR SETTLEMENT. DEREGISTRATION CAN AFFECT THE VOTING RIGHTS OF THOSE SHARES. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE

1	ORDINARY SHARE CAPITAL INCREASE WITHOUT PRE-EMPTIVE RIGHTS (CONDITIONAL RESOLUTION)	Mgmt	For
2	ORDINARY SHARE CAPITAL INCREASE WITH PRE-EMPTIVE RIGHTS	Mgmt	For
III	IF, AT THE EXTRAORDINARY GENERAL MEETING, SHAREHOLDERS OR THE BOARD OF DIRECTORS PUT FORWARD ANY ADDITIONAL PROPOSALS OR AMENDMENTS TO PROPOSALS ALREADY SET OUT IN THE PUBLISHED AGENDA OR ANY PROPOSALS UNDER ART. 700 PARA. 3 OF THE SWISS CODE OF OBLIGATIONS, I HEREBY AUTHORIZE THE INDEPENDENT PROXY TO VOTE ON SUCH PROPOSALS AS FOLLOWS:	Non-Voting	
III.a	PROPOSALS OF SHAREHOLDERS	Shr	Against
III.b	PROPOSALS OF THE BOARD OF DIRECTORS	Mgmt	Against

-----  
DANAHER CORPORATION

Agen

-----  
Security: 235851102  
Meeting Type: Annual  
Meeting Date: 10-May-2016  
Ticker: DHR  
ISIN: US2358511028  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	Against
1B.	ELECTION OF DIRECTOR: LINDA HEFNER FILLER	Mgmt	For
1C.	ELECTION OF DIRECTOR: THOMAS P. JOYCE, JR.	Mgmt	For

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

1D.	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	Against
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	Against
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 A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)	Shr	For

-----  
DOLLAR GENERAL CORPORATION

Agen

-----  
 Security: 256677105  
 Meeting Type: Annual  
 Meeting Date: 25-May-2016  
 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: PATRICIA D. FILI-KRUSHEL	Mgmt	For
1E.	ELECTION OF DIRECTOR: PAULA A. PRICE	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM C. RHODES, III	Mgmt	For

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

1G.	ELECTION OF DIRECTOR: DAVID B. RICKARD	Mgmt	For
1H.	ELECTION OF DIRECTOR: TODD J. VASOS	Mgmt	For
2.	TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2016.	Mgmt	For

---

ELI LILLY AND COMPANY

Agen

Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 02-May-2016  
 Ticker: LLY  
 ISIN: US5324571083

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR, FOR A THREE-YEAR TERM: R. ALVAREZ	Mgmt	For
1B.	ELECTION OF DIRECTOR, FOR A THREE-YEAR TERM: R.D. HOOVER	Mgmt	For
1C.	ELECTION OF DIRECTOR, FOR A THREE-YEAR TERM: J.R. LUCIANO	Mgmt	For
1D.	ELECTION OF DIRECTOR, FOR A THREE-YEAR TERM: F.G. PRENDERGAST	Mgmt	For
1E.	ELECTION OF DIRECTOR, FOR A THREE-YEAR TERM: K.P. SEIFERT	Mgmt	For
2.	APPROVE ADVISORY VOTE ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2016.	Mgmt	For
4.	CONSIDERATION OF A SHAREHOLDER PROPOSAL SEEKING A REPORT REGARDING HOW WE SELECT THE COUNTRIES IN WHICH WE OPERATE OR INVEST.	Shr	Against

---

EOG RESOURCES, INC.

Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2016

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

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: H. LEIGHTON STEWARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: DONALD F. TEXTOR	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM R. THOMAS	Mgmt	For
1G.	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, 2016.	Mgmt	For
3.	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For

### EQUITY RESIDENTIAL

Agen

Security: 29476L107  
Meeting Type: Annual  
Meeting Date: 16-Jun-2016  
Ticker: EQR  
ISIN: US29476L1070

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	JOHN W. ALEXANDER	Mgmt	For
	CHARLES L. ATWOOD	Mgmt	For
	LINDA WALKER BYNOE	Mgmt	For
	CONNIE K. DUCKWORTH	Mgmt	For
	MARY KAY HABEN	Mgmt	For
	BRADLEY A. KEYWELL	Mgmt	For
	JOHN E. NEAL	Mgmt	For
	DAVID J. NEITHERCUT	Mgmt	For
	MARK S. SHAPIRO	Mgmt	For
	GERALD A. SPECTOR	Mgmt	For
	STEPHEN E. STERRETT	Mgmt	For
	B. JOSEPH WHITE	Mgmt	For
	SAMUEL ZELL	Mgmt	For



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

- |    |   |      |     |
|----|---|------|-----|
| 2. | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2016. | Mgmt | For |
| 3. | APPROVE EXECUTIVE COMPENSATION.   | Mgmt | For |

-----  
 FACEBOOK INC.

Agen

-----  
 Security: 30303M102  
 Meeting Type: Annual  
 Meeting Date: 20-Jun-2016  
 Ticker: FB  
 ISIN: US30303M1027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MARC L. ANDREESSEN ERSKINE B. BOWLES S.D. DESMOND-HELLMANN REED HASTINGS JAN KOUM SHERYL K. SANDBERG PETER A. THIEL MARK ZUCKERBERG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld For Withheld 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, 2016.	Mgmt	For
3.	TO HOLD A NON-BINDING ADVISORY VOTE ON THE COMPENSATION PROGRAM FOR OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN OUR PROXY STATEMENT.	Mgmt	For
4.	TO RATIFY OUR GRANT OF RESTRICTED STOCK UNITS (RSUS) TO OUR NON-EMPLOYEE DIRECTORS DURING THE YEAR ENDED DECEMBER 31, 2013.	Mgmt	Against
5.	TO RATIFY OUR GRANT OF RSUS TO OUR NON-EMPLOYEE DIRECTORS DURING THE YEARS ENDED DECEMBER 31, 2014 AND 2015.	Mgmt	Against
6.	TO APPROVE OUR ANNUAL COMPENSATION PROGRAM FOR NON-EMPLOYEE DIRECTORS.	Mgmt	Against
7A.	TO APPROVE THE ADOPTION OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, COMPRISING: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION TO ESTABLISH THE CLASS C CAPITAL STOCK AND TO MAKE CERTAIN CLARIFYING CHANGES.	Mgmt	Against

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

7B.	TO APPROVE THE ADOPTION OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, COMPRISING: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 5,000,000,000 TO 20,000,000,000.	Mgmt	Against
7C.	TO APPROVE THE ADOPTION OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, COMPRISING: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR THE EQUAL TREATMENT OF SHARES OF CLASS A COMMON STOCK, CLASS B COMMON STOCK, AND CLASS C CAPITAL STOCK IN CONNECTION WITH DIVIDENDS AND DISTRIBUTIONS, CERTAIN TRANSACTIONS, AND UPON OUR LIQUIDATION, DISSOLUTION, OR WINDING UP.	Mgmt	For
7D.	TO APPROVE THE ADOPTION OF OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION, COMPRISING: THE APPROVAL OF THE ADOPTION OF AMENDMENTS TO OUR RESTATED CERTIFICATE OF INCORPORATION TO PROVIDE FOR ADDITIONAL EVENTS UPON WHICH ALL OF OUR SHARES OF CLASS B COMMON STOCK WILL AUTOMATICALLY CONVERT TO CLASS A COMMON STOCK, TO PROVIDE FOR ADDITIONAL INSTANCES WHERE CLASS B COMMON STOCK WOULD NOT CONVERT TO CLASS A COMMON STOCK IN CONNECTION WITH CERTAIN TRANSFERS, AND TO MAKE CERTAIN RELATED CHANGES TO THE CLASS B COMMON STOCK CONVERSION PROVISIONS.	Mgmt	For
8.	TO AMEND AND RESTATE OUR 2012 EQUITY INCENTIVE PLAN.	Mgmt	Against
9.	A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING.	Shr	For
10.	A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT.	Shr	Against
11.	A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT.	Shr	Against
12.	A STOCKHOLDER PROPOSAL REGARDING AN INTERNATIONAL PUBLIC POLICY COMMITTEE.	Shr	Against
13.	A STOCKHOLDER PROPOSAL REGARDING A GENDER PAY EQUITY REPORT.	Shr	Against

---

FEDERAL REALTY INVESTMENT TRUST

Agen

Security: 313747206  
Meeting Type: Annual  
Meeting Date: 04-May-2016

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

Ticker: FRT  
ISIN: US3137472060

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JON E. BORTZ DAVID W. FAEDER KRISTIN GAMBLE GAIL P. STEINEL WARREN M. THOMPSON JOSEPH S. VASSALLUZZO DONALD C. WOOD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2	THE RATIFICATION OF THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2016.	Mgmt	For
3	TO HOLD AN ADVISORY VOTE APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
Meeting Type: Annual  
Meeting Date: 27-Apr-2016  
Ticker: GE  
ISIN: US3696041033

Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: SEBASTIEN M. BAZIN	Mgmt	For
A2	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A3	ELECTION OF DIRECTOR: JOHN J. BRENNAN	Mgmt	For
A4	ELECTION OF DIRECTOR: FRANCISCO D'SOUZA	Mgmt	For
A5	ELECTION OF DIRECTOR: MARIJN E. DEKKERS	Mgmt	For
A6	ELECTION OF DIRECTOR: PETER B. HENRY	Mgmt	For
A7	ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD	Mgmt	For
A8	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A9	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A10	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A11	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For

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

A12	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
A13	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A14	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
A15	ELECTION OF DIRECTOR: MARY L. SCHAPIRO	Mgmt	For
A16	ELECTION OF DIRECTOR: JAMES S. TISCH	Mgmt	For
B1	ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	Mgmt	For
B2	RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2016	Mgmt	For
C1	LOBBYING REPORT	Shr	Against
C2	INDEPENDENT CHAIR	Shr	Against
C3	HOLY LAND PRINCIPLES	Shr	Abstain
C4	CUMULATIVE VOTING	Shr	Against
C5	PERFORMANCE-BASED OPTIONS	Shr	Against
C6	HUMAN RIGHTS REPORT	Shr	Against

---

GENERAL MILLS, INC.

Agen

Security: 370334104  
Meeting Type: Annual  
Meeting Date: 29-Sep-2015  
Ticker: GIS  
ISIN: US3703341046

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: BRADBURY H. ANDERSON	Mgmt	For
1B)	ELECTION OF DIRECTOR: R. KERRY CLARK	Mgmt	For
1C)	ELECTION OF DIRECTOR: DAVID M. CORDANI	Mgmt	For
1D)	ELECTION OF DIRECTOR: PAUL DANOS	Mgmt	For
1E)	ELECTION OF DIRECTOR: HENRIETTA H. FORE	Mgmt	For
1F)	ELECTION OF DIRECTOR: HEIDI G. MILLER	Mgmt	For
1G)	ELECTION OF DIRECTOR: STEVE ODLAND	Mgmt	For
1H)	ELECTION OF DIRECTOR: KENDALL J. POWELL	Mgmt	For
1I)	ELECTION OF DIRECTOR: MICHAEL D. ROSE	Mgmt	For

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

1J)	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1K)	ELECTION OF DIRECTOR: DOROTHY A. TERRELL	Mgmt	For
2.	CAST AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

---

HANESBRANDS INC.

Agen

Security: 410345102  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2016  
 Ticker: HBI  
 ISIN: US4103451021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: BOBBY J. GRIFFIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES C. JOHNSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: JESSICA T. MATHEWS	Mgmt	For
1D.	ELECTION OF DIRECTOR: FRANCK J. MOISON	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT F. MORAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: RONALD L. NELSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD A. NOLL	Mgmt	For
1H.	ELECTION OF DIRECTOR: ANDREW J. SCHINDLER	Mgmt	For
1I.	ELECTION OF DIRECTOR: DAVID V. SINGER	Mgmt	For
1J.	ELECTION OF DIRECTOR: ANN E. ZIEGLER	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS HANESBRANDS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR HANESBRANDS' 2016 FISCAL YEAR.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION AS DESCRIBED IN THE PROXY STATEMENT FOR THE ANNUAL MEETING.	Mgmt	For

---

INTEL CORPORATION

Agen

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

-----  
 Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 19-May-2016  
 Ticker: INTC  
 ISIN: US4581401001  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B.	ELECTION OF DIRECTOR: ANEEL BHUSRI	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANDY D. BRYANT	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN J. DONAHOE	Mgmt	For
1E.	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1F.	ELECTION OF DIRECTOR: BRIAN M. KRZANICH	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES D. PLUMMER	Mgmt	For
1H.	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1I.	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
2.	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	STOCKHOLDER PROPOSAL ON IMPLEMENTING PRINCIPLES ENTITLED "HOLY LAND PRINCIPLES"	Shr	Against
5.	STOCKHOLDER PROPOSAL ON WHETHER TO ALLOW STOCKHOLDERS TO ACT BY WRITTEN CONSENT	Shr	For
6.	STOCKHOLDER PROPOSAL ON WHETHER TO ADOPT AN ALTERNATIVE VOTE COUNTING STANDARD	Shr	Against

-----  
 JOHNSON & JOHNSON

Agen

-----  
 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2016  
 Ticker: JNJ  
 ISIN: US4781601046  
 -----

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

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

1A.	ELECTION OF DIRECTOR: MARY C. BECKERLE	Mgmt	For
1B.	ELECTION OF DIRECTOR: D. SCOTT DAVIS	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
1H.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1J.	ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Mgmt	For
1K.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016	Mgmt	For
4.	SHAREHOLDER PROPOSAL - POLICY FOR SHARE REPURCHASE PREFERENCE	Shr	Against
5.	SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shr	For
6.	SHAREHOLDER PROPOSAL - REPORT ON LOBBYING DISCLOSURE	Shr	Against
7.	SHAREHOLDER PROPOSAL - TAKE-BACK PROGRAMS FOR UNUSED MEDICINES	Shr	Against

-----  
 JPMORGAN CHASE & CO.

-----  
 Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2016  
 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

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

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
4.	INDEPENDENT BOARD CHAIRMAN - REQUIRE AN INDEPENDENT CHAIR	Shr	For
5.	HOW VOTES ARE COUNTED - COUNT VOTES USING ONLY FOR AND AGAINST AND IGNORE ABSTENTIONS	Shr	Against
6.	VESTING FOR GOVERNMENT SERVICE -PROHIBIT VESTING OF EQUITY-BASED AWARDS FOR SENIOR EXECUTIVES DUE TO VOLUNTARY RESIGNATION TO ENTER GOVERNMENT SERVICE	Shr	For
7.	APPOINT A STOCKHOLDER VALUE COMMITTEE - ADDRESS WHETHER DIVESTITURE OF ALL NON-CORE BANKING BUSINESS SEGMENTS WOULD ENHANCE SHAREHOLDER VALUE	Shr	Against
8.	CLAWBACK AMENDMENT - DEFER COMPENSATION FOR 10 YEARS TO HELP SATISFY ANY MONETARY PENALTY ASSOCIATED WITH VIOLATION OF LAW	Shr	Against
9.	EXECUTIVE COMPENSATION PHILOSOPHY - ADOPT A BALANCED EXECUTIVE COMPENSATION PHILOSOPHY WITH SOCIAL FACTORS TO IMPROVE THE FIRM'S ETHICAL CONDUCT AND PUBLIC REPUTATION	Shr	Against

---

LOWE'S COMPANIES, INC.

Agen

Security: 548661107  
 Meeting Type: Annual  
 Meeting Date: 27-May-2016  
 Ticker: LOW  
 ISIN: US5486611073

---



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

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RAUL ALVAREZ ANGELA F. BRALY SANDRA B. COCHRAN LAURIE Z. DOUGLAS RICHARD W. DREILING ROBERT L. JOHNSON MARSHALL O. LARSEN JAMES H. MORGAN ROBERT A. NIBLOCK BERTRAM L. SCOTT ERIC C. WISEMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	APPROVAL OF THE LOWE'S COMPANIES, INC. 2016 ANNUAL INCENTIVE PLAN.	Mgmt	For
3.	ADVISORY APPROVAL OF LOWE'S NAMED EXECUTIVE OFFICER COMPENSATION IN FISCAL 2015.	Mgmt	For
4.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS LOWE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2016.	Mgmt	For
5.	PROPOSAL REQUESTING LOWE'S BOARD OF DIRECTORS ISSUE AN ANNUAL SUSTAINABILITY REPORT.	Shr	Against
6.	PROPOSAL REQUESTING LOWE'S BOARD OF DIRECTORS ADOPT, AND PRESENT FOR SHAREHOLDER APPROVAL, A PROXY ACCESS BYLAW.	Shr	For

-----  
MEDTRONIC PLC

Agen

-----  
Security: G5960L103  
Meeting Type: Annual  
Meeting Date: 11-Dec-2015  
Ticker: MDT  
ISIN: IE00BTN1Y115  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD H. ANDERSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1C.	ELECTION OF DIRECTOR: SCOTT C. DONNELLY	Mgmt	For
1D.	ELECTION OF DIRECTOR: RANDALL HOGAN III	Mgmt	For
1E.	ELECTION OF DIRECTOR: OMAR ISHRAK	Mgmt	For

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

1F.	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON, PH.D.	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL O. LEAVITT	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES T. LENEHAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: ELIZABETH NABEL, M.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: DENISE M. O'LEARY	Mgmt	For
1K.	ELECTION OF DIRECTOR: KENDALL J. POWELL	Mgmt	For
1L.	ELECTION OF DIRECTOR: ROBERT C. POZEN	Mgmt	For
1M.	ELECTION OF DIRECTOR: PREETHA REDDY	Mgmt	For
2.	TO RATIFY THE RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC'S INDEPENDENT AUDITOR FOR FISCAL YEAR 2016 AND AUTHORIZE THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT COMMITTEE, TO SET ITS REMUNERATION.	Mgmt	For
3.	TO APPROVE IN A NON-BINDING ADVISORY VOTE, NAMED EXECUTIVE OFFICER COMPENSATION (A "SAY-ON-PAY" VOTE).	Mgmt	For
4.	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, THE FREQUENCY OF SAY-ON-PAY VOTES.	Mgmt	1 Year

-----  
 METLIFE, INC.

Agen

-----  
 Security: 59156R108  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2016  
 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: ALFRED F. KELLY, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: EDWARD J. KELLY, III	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM E. KENNARD	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For

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

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.	ADVISORY VOTE TO ADOPT A BY-LAW DESIGNATING DELAWARE THE EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS	Mgmt	Against
3.	RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2016	Mgmt	For
4.	ADVISORY VOTE TO APPROVE THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS	Mgmt	For
5.	SHAREHOLDER PROPOSAL TO ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD BE AN INDEPENDENT DIRECTOR	Shr	For
6.	SHAREHOLDER PROPOSAL TO ADOPT SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT	Shr	For

-----  
 MONDELEZ INTERNATIONAL, INC.

Agen

-----  
 Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 18-May-2016  
 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: JOSEPH NEUBAUER	Mgmt	For
1G.	ELECTION OF DIRECTOR: NELSON PELTZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS	Mgmt	For
1I.	ELECTION OF DIRECTOR: IRENE B. ROSENFELD	Mgmt	For
1J.	ELECTION OF DIRECTOR: CHRISTIANA S. SHI	Mgmt	For

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

1K.	ELECTION OF DIRECTOR: PATRICK T. SIEWERT	Mgmt	For
1L.	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
1M.	ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2016.	Mgmt	For
4.	SHAREHOLDER PROPOSAL: REPORT ON PACKAGING.	Shr	Against
5.	SHAREHOLDER PROPOSAL: VESTING OF EQUITY AWARDS IN A CHANGE IN CONTROL.	Shr	For
6.	SHAREHOLDER PROPOSAL: POLICY ON MEDIATION.	Shr	Against

-----  
 NEWELL RUBBERMAID INC.

Agen

Security: 651229106  
 Meeting Type: Special  
 Meeting Date: 15-Apr-2016  
 Ticker: NWL  
 ISIN: US6512291062

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	APPROVAL OF THE ISSUANCE OF SHARES OF NEWELL RUBBERMAID INC. ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)	Mgmt	For
2.	ADJOURNMENT OF THE NEWELL RUBBERMAID ANNUAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF, IMMEDIATELY PRIOR TO SUCH ADJOURNMENT, SUFFICIENT VOTES TO APPROVE PROPOSAL 1 HAVE NOT BEEN OBTAINED.	Mgmt	For
3A.	ELECTION OF DIRECTOR: THOMAS E. CLARKE	Mgmt	For
3B.	ELECTION OF DIRECTOR: KEVIN C. CONROY	Mgmt	For
3C.	ELECTION OF DIRECTOR: SCOTT S. COWEN	Mgmt	For
3D.	ELECTION OF DIRECTOR: MICHAEL T. COWHIG	Mgmt	For
3E.	ELECTION OF DIRECTOR: DOMENICO DE SOLE	Mgmt	For
3F.	ELECTION OF DIRECTOR: MICHAEL B. POLK	Mgmt	For

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

3G.	ELECTION OF DIRECTOR: STEVEN J. STROBEL	Mgmt	For
3H.	ELECTION OF DIRECTOR: MICHAEL A. TODMAN	Mgmt	For
3I.	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Mgmt	For
4.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

---

NEXTERA ENERGY, INC.

Agen

Security: 65339F101  
Meeting Type: Annual  
Meeting Date: 19-May-2016  
Ticker: NEE  
ISIN: US65339F1012

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHERRY S. BARRAT	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES L. CAMAREN	Mgmt	For
1C.	ELECTION OF DIRECTOR: KENNETH B. DUNN	Mgmt	For
1D.	ELECTION OF DIRECTOR: NAREN K. GURSAHANEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: KIRK S. HACHIGIAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: TONI JENNINGS	Mgmt	For
1G.	ELECTION OF DIRECTOR: AMY B. LANE	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES L. ROBO	Mgmt	For
1I.	ELECTION OF DIRECTOR: RUDY E. SCHUPP	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN L. SKOLDS	Mgmt	For
1K.	ELECTION OF DIRECTOR: WILLIAM H. SWANSON	Mgmt	For
1L.	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 2016	Mgmt	For
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.	APPROVAL OF THE MATERIAL TERMS FOR PAYMENT OF PERFORMANCE-BASED COMPENSATION UNDER THE NEXTERA ENERGY, INC. AMENDED AND RESTATED	Mgmt	For

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

### 2011 LONG TERM INCENTIVE PLAN

- |    |  |     |         |
|----|--|-----|---------|
| 5. | A PROPOSAL BY THE COMPTROLLER OF THE STATE OF NEW YORK, THOMAS P. DINAPOLI, ENTITLED "POLITICAL CONTRIBUTION DISCLOSURE" TO REQUEST SEMIANNUAL REPORTS DISCLOSING POLITICAL CONTRIBUTION POLICIES AND EXPENDITURES                               | Shr | Against |
| 6. | A PROPOSAL BY MYRA YOUNG ENTITLED "SHAREHOLDER PROXY ACCESS" TO REQUEST THE NEXTERA ENERGY BOARD OF DIRECTORS TO ADOPT, AND PRESENT FOR SHAREHOLDER APPROVAL, A "PROXY ACCESS" BYLAW   | Shr | For     |
| 7. | A PROPOSAL BY ALAN FARAGO AND LISA VERSACI ENTITLED "REPORT ON RANGE OF PROJECTED SEA LEVEL RISE/CLIMATE CHANGE IMPACTS" TO REQUEST AN ANNUAL REPORT OF MATERIAL RISKS AND COSTS OF SEA LEVEL RISE TO COMPANY OPERATIONS, FACILITIES AND MARKETS | Shr | Against |

-----  
 NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 17-Sep-2015  
 Ticker: NKE  
 ISIN: US6541061031

- | Prop.# | Proposal  | Proposal Type                | Proposal Vote            |
|--------|---|------------------------------|--------------------------|
| 1.     | DIRECTOR<br>ALAN B. GRAF, JR.<br>JOHN C. LECHLEITER<br>MICHELLE A. PELUSO<br>PHYLLIS M. WISE        | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For |
| 2.     | TO APPROVE EXECUTIVE COMPENSATION BY AN ADVISORY VOTE.  | Mgmt                         | For                      |
| 3.     | TO AMEND THE ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK. | Mgmt                         | For                      |
| 4.     | TO RE-APPROVE THE EXECUTIVE PERFORMANCE SHARING PLAN AS AMENDED.                                    | Mgmt                         | For                      |
| 5.     | TO APPROVE THE AMENDED AND RESTATED STOCK INCENTIVE PLAN.   | Mgmt                         | For                      |
| 6.     | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.                    | Shr                          | Against                  |
| 7.     | TO RATIFY THE APPOINTMENT OF  | Mgmt                         | For                      |

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

PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM.

-----  
NXP SEMICONDUCTORS NV.

Agen

Security: N6596X109  
Meeting Type: Special  
Meeting Date: 02-Jul-2015  
Ticker: NXPI  
ISIN: NL0009538784  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	A) THE PROPOSAL TO APPROVE (WITHIN THE MEANING OF ARTICLE 2:107A OF THE DUTCH CIVIL CODE) THE COMPLETION BY NXP OF THE MERGER (THE "MERGER") OF NIMBLE ACQUISITION LIMITED, A WHOLLY-OWNED, INDIRECT SUBSIDIARY OF NXP ("MERGER SUB"), WITH AND INTO FREESCALE SEMICONDUCTOR, LTD. ("FREESCALE"), WITH FREESCALE SURVIVING THE MERGER AS A WHOLLY-OWNED, INDIRECT SUBSIDIARY OF NXP AND THE OTHER TRANSACTIONS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER (THE "MERGER AGREEMENT"), DATED AS OF ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL)	Mgmt	For
2A	THE PROPOSAL TO APPOINT GREGORY L. SUMME AS NON-EXECUTIVE DIRECTOR OF NXP, EFFECTIVE AS OF THE EFFECTIVE TIME OF THE MERGER AND FOR A TERM ENDING AT THE CLOSE OF THE FIRST NXP ANNUAL GENERAL MEETING HELD AFTER SUCH EFFECTIVE TIME.	Mgmt	For
2B	THE PROPOSAL TO APPOINT PETER SMITHAM AS NON-EXECUTIVE DIRECTOR OF NXP, EFFECTIVE AS OF THE EFFECTIVE TIME OF THE MERGER AND FOR A TERM ENDING AT THE CLOSE OF THE FIRST NXP ANNUAL GENERAL MEETING HELD AFTER SUCH EFFECTIVE TIME.	Mgmt	For

-----  
NXP SEMICONDUCTORS NV.

Agen

Security: N6596X109  
Meeting Type: Annual  
Meeting Date: 02-Jun-2016  
Ticker: NXPI  
ISIN: NL0009538784  
-----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
2C.	ADOPTION OF THE 2015 STATUTORY ANNUAL ACCOUNTS	Mgmt	For
2D.	GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR RESPONSIBILITIES IN THE FINANCIAL YEAR 2015	Mgmt	For
3A.	PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3B.	PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3C.	PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3D.	PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3E.	PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3F.	PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3G.	PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3H.	PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3I.	PROPOSAL TO RE-APPOINT MR. PETER SMITHAM AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3J.	PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3K.	PROPOSAL TO RE-APPOINT MR. GREGORY SUMME AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
3L.	PROPOSAL TO APPOINT DR. RICK TSAI AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 2, 2016	Mgmt	For
4.	PROPOSAL TO DETERMINE THE REMUNERATION OF THE MEMBERS OF THE AUDIT COMMITTEE AND THE NOMINATING AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS	Mgmt	For



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

5A.	AUTHORIZATION OF THE BOARD OF DIRECTORS TO ISSUE SHARES OR GRANT RIGHTS TO ACQUIRE SHARES	Mgmt	For
5B.	AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESTRICT OR EXCLUDE PRE-EMPTION RIGHTS	Mgmt	For
6.	AUTHORIZATION OF THE BOARD OF DIRECTORS TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL	Mgmt	For
7.	AUTHORIZATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL	Mgmt	For

-----  
 OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2016  
 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: JOHN E. FEICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARGARET M. FORAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: VICKI A. HOLLUB	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM R. KLESSE	Mgmt	For
1J.	ELECTION OF DIRECTOR: AVEDICK B. POLADIAN	Mgmt	For
1K.	ELECTION OF DIRECTOR: ELISSE B. WALTER	Mgmt	For
2.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF SELECTION OF KPMG LLP AS INDEPENDENT AUDITORS	Mgmt	For
4.	REVIEW PUBLIC POLICY ADVOCACY ON CLIMATE	Shr	Against
5.	CARBON LEGISLATION IMPACT ASSESSMENT	Shr	Against

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

6.	SPECIAL SHAREOWNER MEETINGS	Shr	For
7.	METHANE EMISSIONS AND FLARING	Shr	Against

-----  
 ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 18-Nov-2015  
 Ticker: ORCL  
 ISIN: US68389X1054  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JEFFREY S. BERG H. RAYMOND BINGHAM MICHAEL J. BOSKIN SAFRA A. CATZ BRUCE R. CHIZEN GEORGE H. CONRADES LAWRENCE J. ELLISON HECTOR GARCIA-MOLINA JEFFREY O. HENLEY MARK V. HURD LEON E. PANETTA NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld Withheld For Withheld
2.	RE-APPROVAL OF THE ORACLE CORPORATION EXECUTIVE BONUS PLAN.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
4.	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2016.	Mgmt	For
5.	STOCKHOLDER PROPOSAL REGARDING RENEWABLE ENERGY TARGETS.	Shr	Against
6.	STOCKHOLDER PROPOSAL REGARDING PROXY ACCESS.	Shr	For
7.	STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS.	Shr	For
8.	STOCKHOLDER PROPOSAL REGARDING AMENDMENT OF THE GOVERNANCE GUIDELINES.	Shr	For
9.	STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION.	Shr	Against
10.	STOCKHOLDER PROPOSAL REGARDING LOBBYING REPORT.	Shr	Against

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

PERRIGO COMPANY PLC

Agen

Security: G97822103  
 Meeting Type: Annual  
 Meeting Date: 04-Nov-2015  
 Ticker: PRGO  
 ISIN: IE00BGH1M568

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LAURIE BRLAS	Mgmt	For
1B.	ELECTION OF DIRECTOR: GARY M. COHEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARC COUCKE	Mgmt	For
1D.	ELECTION OF DIRECTOR: JACQUALYN A. FOUSE	Mgmt	For
1E.	ELECTION OF DIRECTOR: ELLEN R. HOFFING	Mgmt	For
1F.	ELECTION OF DIRECTOR: MICHAEL J. JANDERNOA	Mgmt	For
1G.	ELECTION OF DIRECTOR: GERARD K. KUNKLE, JR.	Mgmt	For
1H.	ELECTION OF DIRECTOR: HERMAN MORRIS, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: DONAL O'CONNOR	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOSEPH C. PAPA	Mgmt	For
1K.	ELECTION OF DIRECTOR: SHLOMO YANAI	Mgmt	For
2.	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE PERIOD ENDING DECEMBER 31, 2015, AND AUTHORIZE THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT COMMITTEE, TO FIX THE REMUNERATION OF THE AUDITORS.	Mgmt	For
3.	AN ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4.	AUTHORIZE PERRIGO COMPANY PLC AND/OR ANY SUBSIDIARY OF PERRIGO COMPANY PLC TO MAKE MARKET PURCHASES OF PERRIGO COMPANY PLC'S ORDINARY SHARES.	Mgmt	For
5.	DETERMINE THE REISSUE PRICE RANGE FOR PERRIGO COMPANY PLC TREASURY SHARES.	Mgmt	For
6.	APPROVE AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.	Mgmt	For
7.	ADOPT REVISED ARTICLES OF ASSOCIATION OF THE COMPANY.	Mgmt	For

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

PERRIGO COMPANY PLC

Agen

Security: G97822103  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2016  
 Ticker: PRGO  
 ISIN: IE00BGH1M568

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LAURIE BRLAS	Mgmt	For
1B.	ELECTION OF DIRECTOR: GARY M. COHEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARC COUCKE	Mgmt	For
1D.	ELECTION OF DIRECTOR: ELLEN R. HOFFING	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL J. JANDERNOA	Mgmt	For
1F.	ELECTION OF DIRECTOR: GERALD K. KUNKLE, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: HERMAN MORRIS, JR.	Mgmt	For
1H.	ELECTION OF DIRECTOR: DONAL O'CONNOR	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOSEPH C. PAPA	Mgmt	For
1J.	ELECTION OF DIRECTOR: SHLOMO YANAI	Mgmt	For
2.	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITOR FOR THE PERIOD ENDING DECEMBER 31, 2016, AND AUTHORIZE THE BOARD OF DIRECTORS, ACTING THROUGH THE AUDIT COMMITTEE, TO FIX THE REMUNERATION OF THE AUDITOR	Mgmt	For
3.	APPROVE IN AN ADVISORY VOTE THE COMPANY'S EXECUTIVE COMPENSATION	Mgmt	Against
4.	AUTHORIZE PERRIGO COMPANY PLC AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF PERRIGO COMPANY PLC'S ORDINARY SHARES	Mgmt	For
5.	DETERMINE THE REISSUE PRICE RANGE FOR PERRIGO COMPANY PLC TREASURY SHARES	Mgmt	For

PPG INDUSTRIES, INC.

Agen

Security: 693506107  
 Meeting Type: Annual

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

Meeting Date: 21-Apr-2016  
 Ticker: PPG  
 ISIN: US6935061076

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES G. BERGES	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1C.	ELECTION OF DIRECTOR: VICTORIA F. HAYNES	Mgmt	For
1D.	ELECTION OF DIRECTOR: MICHAEL H. MCGARRY	Mgmt	For
2.	APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS	Mgmt	For
3.	REAPPROVE THE PERFORMANCE GOALS UNDER THE AMENDED AND RESTATED OMNIBUS INCENTIVE PLAN	Mgmt	For
4.	APPROVE THE AMENDMENT AND RESTATEMENT OF THE AMENDED AND RESTATED OMNIBUS INCENTIVE PLAN	Mgmt	For
5.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016	Mgmt	For
6.	SHAREHOLDER PROPOSAL REQUESTING THAT THE BOARD ADOPT A POLICY THAT GIVES PREFERENCE TO SHARE REPURCHASES RELATIVE TO CASH DIVIDENDS	Shr	Against

ROYAL DUTCH SHELL PLC, LONDON

Agen

Security: G7690A118  
 Meeting Type: OGM  
 Meeting Date: 27-Jan-2016  
 Ticker:  
 ISIN: GB00B03MM408

Prop.#	Proposal	Proposal Type	Proposal Vote
1	(A) THE PROPOSED ACQUISITION BY THE COMPANY OF THE ENTIRE ISSUED ORDINARY SHARE CAPITAL OF BG GROUP PLC ("BG"), TO BE EFFECTED PURSUANT TO A SCHEME OF ARRANGEMENT OF BG UNDER PART 26 OF THE COMPANIES ACT 2006 (THE ''SCHEME'') (OR BY WAY OF A TAKEOVER OFFER AS DEFINED IN CHAPTER 3 OF PART 28 OF THE COMPANIES ACT 2006 IN THE CIRCUMSTANCES SET OUT IN THE CO-OPERATION AGREEMENT	Mgmt	Against

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

ENTERED INTO BETWEEN THE COMPANY AND BG DATED 8 APRIL 2015 (AN "OFFER")) (THE "RECOMMENDED COMBINATION") SUBSTANTIALLY ON THE TERMS AND SUBJECT TO THE CONDITIONS SET OUT IN: (I) THE CIRCULAR TO SHAREHOLDERS OF THE COMPANY DATED 22 DECEMBER 2015 (THE "CIRCULAR") OUTLINING THE RECOMMENDED COMBINATION, OF WHICH THIS NOTICE CONVENING THIS GENERAL MEETING (THE "NOTICE") FORMS PART; AND (II) THE PROSPECTUS PREPARED BY THE COMPANY IN CONNECTION WITH ADMISSION (DEFINED BELOW) DATED 22 DECEMBER 2015, BE AND IS HEREBY APPROVED AND THE DIRECTORS OF THE COMPANY (THE "DIRECTORS") (OR A DULY AUTHORISED COMMITTEE THEREOF) BE AND ARE HEREBY AUTHORISED TO DO OR PROCURE TO BE DONE ALL SUCH ACTS AND THINGS AS THEY CONSIDER NECESSARY, EXPEDIENT OR APPROPRIATE IN CONNECTION WITH THE RECOMMENDED COMBINATION AND THIS RESOLUTION AND TO AGREE SUCH MODIFICATIONS, VARIATIONS, REVISIONS, WAIVERS OR AMENDMENTS TO THE TERMS AND CONDITIONS OF THE RECOMMENDED COMBINATION (PROVIDED THAT SUCH MODIFICATIONS, VARIATIONS, REVISIONS, WAIVERS OR AMENDMENTS DO NOT MATERIALLY CHANGE THE TERMS OF THE RECOMMENDED COMBINATION FOR THE PURPOSES OF THE UK LISTING AUTHORITY'S LISTING RULE 10.5.2) AND TO ANY DOCUMENTS AND ARRANGEMENTS RELATING THERETO, AS THE DIRECTORS (OR A DULY AUTHORISED COMMITTEE THEREOF) MAY IN THEIR ABSOLUTE DISCRETION THINK FIT; AND (B) SUBJECT TO AND CONDITIONAL UPON: (I) THE SCHEME BECOMING EFFECTIVE, EXCEPT FOR THE CONDITIONS RELATING TO: (A) THE DELIVERY OF THE ORDER OF THE HIGH COURT OF JUSTICE IN ENGLAND AND WALES SANCTIONING THE SCHEME TO THE REGISTRAR OF COMPANIES IN ENGLAND AND WALES; (B) THE UK LISTING AUTHORITY HAVING ACKNOWLEDGED TO THE COMPANY OR ITS AGENT (AND SUCH ACKNOWLEDGMENT NOT HAVING BEEN WITHDRAWN) THAT THE APPLICATION FOR THE ADMISSION OF THE NEW SHELL SHARES TO THE OFFICIAL LIST MAINTAINED BY THE UK LISTING AUTHORITY WITH A PREMIUM LISTING HAS BEEN APPROVED AND (AFTER SATISFACTION OF ANY CONDITIONS TO WHICH SUCH APPROVAL IS EXPRESSED TO BE SUBJECT (THE "LISTING CONDITIONS")) WILL BECOME EFFECTIVE AS SOON AS A DEALING NOTICE HAS BEEN ISSUED BY THE FINANCIAL CONDUCT AUTHORITY AND ANY LISTING CONDITIONS HAVING BEEN SATISFIED AND THE LONDON STOCK EXCHANGE PLC HAVING ACKNOWLEDGED TO THE COMPANY OR ITS AGENT (AND SUCH ACKNOWLEDGMENT NOT HAVING BEEN WITHDRAWN) THAT THE NEW SHELL SHARES WILL BE ADMITTED TO TRADING ON THE MAIN MARKET OF THE LONDON STOCK EXCHANGE PLC; AND (C) THE COMPANY OR ITS AGENT HAVING RECEIVED CONFIRMATION (AND SUCH CONFIRMATION NOT

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

HAVING BEEN WITHDRAWN) THAT THE APPLICATION FOR LISTING AND TRADING OF THE NEW SHELL SHARES ON EURONEXT AMSTERDAM, A REGULATED MARKET OF EURONEXT AMSTERDAM N.V., HAS BEEN APPROVED AND (AFTER SATISFACTION OF ANY CONDITIONS TO WHICH SUCH APPROVAL IS EXPRESSED TO BE SUBJECT) WILL BECOME EFFECTIVE SHORTLY AFTER THE SCHEME BECOMES EFFECTIVE (THE ADMISSION OF THE NEW SHELL SHARES TO LISTING AND TRADING IN RELATION TO (B) AND (C) TOGETHER BEING "ADMISSION"); OR, AS THE CASE MAY BE, (II) THE OFFER BECOMING OR BEING DECLARED WHOLLY UNCONDITIONAL (EXCEPT FOR ADMISSION), THE DIRECTORS BE AND HEREBY ARE GENERALLY AND UNCONDITIONALLY AUTHORISED PURSUANT TO SECTION 551 OF THE COMPANIES ACT 2006 (IN ADDITION, TO THE EXTENT UNUTILISED, TO THE AUTHORITY GRANTED TO THE DIRECTORS AT THE COMPANY'S ANNUAL GENERAL MEETING HELD ON 19 MAY 2015, WHICH REMAINS IN FULL FORCE AND EFFECT) TO EXERCISE ALL THE POWERS OF THE COMPANY TO ALLOT NEW SHELL A ORDINARY SHARES AND SHELL B ORDINARY SHARES OF EUR 0.07 EACH IN THE CAPITAL OF THE COMPANY TO BE ISSUED PURSUANT TO THE RECOMMENDED COMBINATION (THE "NEW SHELL SHARES") AND GRANT RIGHTS TO SUBSCRIBE FOR OR TO CONVERT ANY SECURITY INTO SHARES IN THE COMPANY, UP TO AN AGGREGATE NOMINAL AMOUNT OF EUR 106,854,604, IN EACH CASE, CREDITED AS FULLY PAID, WITH AUTHORITY TO DEAL WITH FRACTIONAL ENTITLEMENTS ARISING OUT OF SUCH ALLOTMENT AS THEY THINK FIT AND TO TAKE ALL SUCH OTHER STEPS AS THEY MAY IN THEIR ABSOLUTE DISCRETION DEEM NECESSARY, EXPEDIENT OR APPROPRIATE TO IMPLEMENT SUCH ALLOTMENTS IN CONNECTION WITH THE RECOMMENDED COMBINATION, AND WHICH AUTHORITY SHALL EXPIRE AT THE CLOSE OF BUSINESS ON 31 DECEMBER 2016 (UNLESS PREVIOUSLY REVOKED, RENEWED OR VARIED BY THE COMPANY IN GENERAL MEETING), SAVE THAT THE COMPANY MAY BEFORE SUCH EXPIRY MAKE AN OFFER OR ENTER INTO AN AGREEMENT WHICH WOULD OR MIGHT REQUIRE SHARES TO BE ALLOTTED, OR RIGHTS TO SUBSCRIBE FOR OR TO CONVERT SECURITIES INTO SHARES TO BE GRANTED, AFTER SUCH EXPIRY AND THE DIRECTORS MAY ALLOT SHARES OR GRANT SUCH RIGHTS IN PURSUANCE OF SUCH AN OFFER OR AGREEMENT AS IF THE AUTHORITY CONFERRED BY THIS RESOLUTION HAD NOT EXPIRED

---

ROYAL DUTCH SHELL PLC, LONDON

Agen

---

Security: G7690A118  
Meeting Type: AGM

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

Meeting Date: 24-May-2016  
 Ticker:  
 ISIN: GB00B03MM408

Prop.#	Proposal	Proposal Type	Proposal Vote
1	THAT THE COMPANY'S ANNUAL ACCOUNTS FOR THE FINANCIAL YEAR ENDED DECEMBER 31, 2015, TOGETHER WITH THE DIRECTORS' REPORT AND THE AUDITOR'S REPORT ON THOSE ACCOUNTS, BE RECEIVED	Mgmt	For
2	THAT THE DIRECTORS' REMUNERATION REPORT, EXCLUDING THE DIRECTORS' REMUNERATION POLICY SET OUT ON PAGES 98 TO 105 OF THE DIRECTORS' REMUNERATION REPORT, FOR THE YEAR ENDED DECEMBER 31, 2015, BE APPROVED	Mgmt	For
3	THAT BEN VAN BEURDEN BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
4	THAT GUY ELLIOTT BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
5	THAT EULEEN GOH BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
6	THAT SIMON HENRY BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
7	THAT CHARLES O. HOLLIDAY BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
8	THAT GERARD KLEISTERLEE BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
9	THAT SIR NIGEL SHEINWALD BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
10	THAT LINDA G. STUNTZ BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
11	THAT HANS WIJERS BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
12	THAT PATRICIA A. WOERTZ BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
13	THAT GERRIT ZALM BE REAPPOINTED AS A DIRECTOR OF THE COMPANY	Mgmt	For
14	THAT ERNST & YOUNG LLP BE REAPPOINTED AS AUDITOR OF THE COMPANY TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY	Mgmt	For
15	THAT THE AUDIT COMMITTEE OF THE BOARD BE AUTHORISED TO DETERMINE THE REMUNERATION OF THE AUDITOR FOR 2016	Mgmt	For



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

16	AUTHORITY TO ALLOT SHARES	Mgmt	For
17	DISAPPLICATION OF PRE-EMPTION RIGHTS	Mgmt	For
18	AUTHORITY TO PURCHASE OWN SHARES	Mgmt	For
19	PLEASE NOTE THAT THIS RESOLUTION IS A SHAREHOLDER PROPOSAL: SHELL WILL BECOME A RENEWABLE ENERGY COMPANY BY INVESTING THE PROFITS FROM FOSSIL FUELS IN RENEWABLE ENERGY; WE SUPPORT SHELL TO TAKE THE LEAD IN CREATING A WORLD WITHOUT FOSSIL FUELS AND EXPECT A NEW STRATEGY WITHIN ONE YEAR	Shr	Against

---

SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

Agen

Security: 806857108  
Meeting Type: Annual  
Meeting Date: 06-Apr-2016  
Ticker: SLB  
ISIN: AN8068571086

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: PETER L.S. CURRIE	Mgmt	For
1B.	ELECTION OF DIRECTOR: V. MAUREEN KEMPSTON DARKES	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAAL KIBSGAARD	Mgmt	For
1D.	ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Mgmt	For
1F.	ELECTION OF DIRECTOR: INDRA K. NOOYI	Mgmt	For
1G.	ELECTION OF DIRECTOR: LUBNA S. OLAYAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: LEO RAFAEL REIF	Mgmt	For
1I.	ELECTION OF DIRECTOR: TORE I. SANDVOLD	Mgmt	For
1J.	ELECTION OF DIRECTOR: HENRI SEYDOUX	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	Against
3.	TO APPROVE THE COMPANY'S 2015 FINANCIAL STATEMENTS AND THE BOARD'S 2015 DECLARATIONS OF DIVIDENDS.	Mgmt	For
4.	TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016.	Mgmt	For

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

- |    |  |      |     |
|----|--|------|-----|
| 5. | TO APPROVE AMENDMENTS TO THE COMPANY'S ARTICLES OF INCORPORATION TO ALLOW THE BOARD TO FIX THE AUTHORIZED NUMBER OF DIRECTORS AT A MEETING SUBJECT TO STOCKHOLDER APPROVAL AND TO REFLECT CHANGES TO THE CURACAO CIVIL CODE. | Mgmt | For |
| 6. | TO APPROVE A RESOLUTION TO FIX THE NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS AT NOT MORE THAN 12, SUBJECT TO APPROVAL OF ITEM 5.   | Mgmt | For |
| 7. | TO APPROVE OUR AMENDED AND RESTATED FRENCH SUB-PLAN FOR PURPOSES OF QUALIFICATION UNDER FRENCH LAW, TO PROVIDE RECIPIENTS OF EQUITY GRANTS THEREUNDER WITH PREFERENTIAL TAX TREATMENT UNDER FRENCH LAW.                      | Mgmt | For |

-----  
 SEMPRA ENERGY

Agen

Security: 816851109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2016  
 Ticker: SRE  
 ISIN: US8168511090

- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: ALAN L. BOECKMANN                        | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: KATHLEEN L. BROWN                        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: PABLO A. FERRERO                         | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM D. JONES                         | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: WILLIAM G. OUCHI                         | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DEBRA L. REED                            | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: WILLIAM C. RUSNACK                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: WILLIAM P. RUTLEDGE                      | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: LYNN SCHENK                              | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JACK T. TAYLOR                           | Mgmt          | For           |
| 1K.    | 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          | Against       |

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

TARGET CORPORATION

Agen

Security: 87612E106  
 Meeting Type: Annual  
 Meeting Date: 08-Jun-2016  
 Ticker: TGT  
 ISIN: US87612E1064

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ROXANNE S. AUSTIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: BRIAN C. CORNELL	Mgmt	For
1D.	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: HENRIQUE DE CASTRO	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT L. EDWARDS	Mgmt	For
1G.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1H.	ELECTION OF DIRECTOR: DONALD R. KNAUSS	Mgmt	For
1I.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARY E. MINNICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1L.	ELECTION OF DIRECTOR: DERICA W. RICE	Mgmt	For
1M.	ELECTION OF DIRECTOR: KENNETH L. SALAZAR	Mgmt	For
1N.	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
2.	COMPANY PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	COMPANY PROPOSAL TO APPROVE, ON AN ADVISORY BASIS, OUR EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Mgmt	For
4.	SHAREHOLDER PROPOSAL TO REPORT ON CRITERIA FOR SELECTING COUNTRIES FOR OPERATIONS.	Shr	Against

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

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

Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 03-Sep-2015  
 Ticker: TEVA  
 ISIN: US8816242098

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ROGER ABRAVANEL	Mgmt	For
1B	ELECTION OF DIRECTOR: ROSEMARY A. CRANE	Mgmt	For
1C	ELECTION OF DIRECTOR: GERALD M. LIEBERMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: GALIA MAOR	Mgmt	For
2	TO APPOINT GABRIELLE GREENE-SULZBERGER TO SERVE AS A STATUTORY INDEPENDENT DIRECTOR FOR A TERM OF THREE YEARS, COMMENCING FOLLOWING THE MEETING, AND TO APPROVE HER REMUNERATION AND BENEFITS.	Mgmt	For
3A	TO APPROVE AN AMENDMENT TO THE COMPANY'S COMPENSATION POLICY WITH RESPECT TO DIRECTOR REMUNERATION.	Mgmt	For
3A1	DO YOU HAVE A "PERSONAL INTEREST" IN PROPOSAL 3A? NOTE: PROPOSAL 3A1, FOR=YES AGAINST=NO	Mgmt	Against
3B	TO APPROVE THE REMUNERATION TO BE PROVIDED TO THE COMPANY'S DIRECTORS.	Mgmt	For
3C	TO APPROVE THE REMUNERATION TO BE PROVIDED TO PROF. YITZHAK PETERBURG, CHAIRMAN OF THE BOARD OF DIRECTORS.	Mgmt	For
4A	TO APPROVE AN AMENDMENT TO THE TERMS OF OFFICE AND EMPLOYMENT OF THE COMPANY'S PRESIDENT AND CHIEF EXECUTIVE OFFICER, MR. EREZ VIGODMAN.	Mgmt	For
4B	TO APPROVE THE PAYMENT OF A SPECIAL BONUS TO THE COMPANY'S PRESIDENT AND CHIEF EXECUTIVE OFFICER, MR. EREZ VIGODMAN.	Mgmt	For
5	TO APPROVE THE COMPANY'S 2015 LONG-TERM EQUITY-BASED INCENTIVE PLAN.	Mgmt	For
6	TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2016 ANNUAL MEETING OF SHAREHOLDERS.	Mgmt	For

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

Security: 881624209  
 Meeting Type: Special  
 Meeting Date: 05-Nov-2015  
 Ticker: TEVA  
 ISIN: US8816242098

Prop.#	Proposal	Proposal Type	Proposal Vote
1	APPROVAL OF THE CREATION OF A NEW CLASS OF MANDATORY CONVERTIBLE PREFERRED SHARES, NOMINAL (PAR) VALUE NIS 0.1 PER SHARE AND THE DEFINITION OF THEIR TERMS, AND CERTAIN RELATED AMENDMENTS TO TEVA'S ARTICLES OF ASSOCIATION AND MEMORANDUM OF ASSOCIATION.	Mgmt	For

TEVA PHARMACEUTICAL INDUSTRIES LIMITED

Agen

Security: 881624209  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2016  
 Ticker: TEVA  
 ISIN: US8816242098

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR TO SERVE UNTIL THE 2019 ANNUAL MEETING: PROF. YITZHAK PETERBURG	Mgmt	For
1B.	ELECTION OF DIRECTOR TO SERVE UNTIL THE 2019 ANNUAL MEETING: DR. ARIE BELLDEGRUN	Mgmt	For
1C.	ELECTION OF DIRECTOR TO SERVE UNTIL THE 2019 ANNUAL MEETING: MR. AMIR ELSTEIN	Mgmt	For
2.	TO APPROVE AN AMENDED COMPENSATION POLICY WITH RESPECT TO THE TERMS OF OFFICE AND EMPLOYMENT OF THE COMPANY'S "OFFICE HOLDERS" (AS DEFINED IN THE ISRAELI COMPANIES LAW), SUBSTANTIALLY IN THE FORM ATTACHED AS EXHIBIT A TO THE PROXY STATEMENT.	Mgmt	For
2A.	PLEASE INDICATE WHETHER OR NOT YOU ARE A "CONTROLLING SHAREHOLDER" OF THE COMPANY OR WHETHER OR NOT YOU HAVE A PERSONAL BENEFIT OR OTHER INTEREST IN THIS PROPOSAL: FOR = YES AND AGAINST = NO.	Mgmt	Against
3A.	WITH RESPECT TO THE TERMS OF OFFICE AND EMPLOYMENT OF THE COMPANY'S PRESIDENT AND CHIEF EXECUTIVE OFFICER, MR. EREZ VIGODMAN: TO APPROVE INCREASES IN HIS BASE SALARY.	Mgmt	For

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

3B.	WITH RESPECT TO THE TERMS OF OFFICE AND EMPLOYMENT OF THE COMPANY'S PRESIDENT AND CHIEF EXECUTIVE OFFICER, MR. EREZ VIGODMAN: TO APPROVE AN AMENDMENT TO HIS ANNUAL CASH BONUS OBJECTIVES AND PAYOUT TERMS FOR 2016 AND GOING FORWARD.	Mgmt	For
3C.	WITH RESPECT TO THE TERMS OF OFFICE AND EMPLOYMENT OF THE COMPANY'S PRESIDENT AND CHIEF EXECUTIVE OFFICER, MR. EREZ VIGODMAN: TO APPROVE AN AMENDMENT TO HIS ANNUAL EQUITY AWARDS FOR EACH YEAR COMMENCING IN 2016.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO THE 2015 LONG-TERM EQUITY-BASED INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR ISSUANCE THEREUNDER.	Mgmt	For
5.	TO APPOINT KESSELMAN & KESSELMAN, A MEMBER OF PRICEWATERHOUSECOOPERS INTERNATIONAL LTD., AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM UNTIL THE 2017 ANNUAL MEETING OF SHAREHOLDERS.	Mgmt	For

-----  
 THE CHARLES SCHWAB CORPORATION

Agen

-----  
 Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 17-May-2016  
 Ticker: SCHW  
 ISIN: US8085131055  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN K. ADAMS, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHEN A. ELLIS	Mgmt	For
1C.	ELECTION OF DIRECTOR: ARUN SARIN	Mgmt	For
1D.	ELECTION OF DIRECTOR: CHARLES R. SCHWAB	Mgmt	For
1E.	ELECTION OF DIRECTOR: PAULA A. SNEED	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	STOCKHOLDER PROPOSAL REQUESTING DISCLOSURE OF LOBBYING POLICY, PROCEDURES AND OVERSIGHT; LOBBYING EXPENDITURES; AND PARTICIPATION IN ORGANIZATIONS ENGAGED IN	Shr	Against

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

### LOBBYING

5.	STOCKHOLDER PROPOSAL REQUESTING ANNUAL DISCLOSURE OF EEO-1 DATA	Shr	Against
----	---	-----	---------

---

THE GOLDMAN SACHS GROUP, INC.

Agen

Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 20-May-2016  
 Ticker: GS  
 ISIN: US38141G1040

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: GARY D. COHN	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARK FLAHERTY	Mgmt	For
1E.	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	Against
1H.	ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI	Mgmt	For
1I.	ELECTION OF DIRECTOR: PETER OPPENHEIMER	Mgmt	For
1J.	ELECTION OF DIRECTOR: DEBORA L. SPAR	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARK E. TUCKER	Mgmt	For
1L.	ELECTION OF DIRECTOR: DAVID A. VINIAR	Mgmt	For
1M.	ELECTION OF DIRECTOR: MARK O. WINKELMAN	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY)	Mgmt	Against
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016	Mgmt	For
4.	SHAREHOLDER PROPOSAL TO PROHIBIT VESTING OF EQUITY AWARDS UPON ENTERING GOVERNMENT SERVICE	Shr	Against
5.	SHAREHOLDER PROPOSAL TO CHANGE THE VOTE COUNTING STANDARD FOR SHAREHOLDER PROPOSALS	Shr	Against
6.	SHAREHOLDER PROPOSAL TO REQUIRE AN	Shr	For

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

INDEPENDENT BOARD CHAIRMAN

-----  
 THE KROGER CO.

Agen

-----  
 Security: 501044101  
 Meeting Type: Annual  
 Meeting Date: 23-Jun-2016  
 Ticker: KR  
 ISIN: US5010441013  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: NORA A. AUFREITER	Mgmt	For
1B.	ELECTION OF DIRECTOR: ROBERT D. BEYER	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANNE GATES	Mgmt	For
1D.	ELECTION OF DIRECTOR: SUSAN J. KROPF	Mgmt	For
1E.	ELECTION OF DIRECTOR: W. RODNEY MCMULLEN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JORGE P. MONTOYA	Mgmt	For
1G.	ELECTION OF DIRECTOR: CLYDE R. MOORE	Mgmt	For
1H.	ELECTION OF DIRECTOR: SUSAN M. PHILLIPS	Mgmt	For
1I.	ELECTION OF DIRECTOR: JAMES A. RUNDE	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1K.	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP, AS AUDITORS.	Mgmt	For
4.	A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO PUBLISH A REPORT ON HUMAN RIGHTS RISKS OF OPERATIONS AND SUPPLY CHAIN.	Shr	Against
5.	A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO ISSUE A REPORT ASSESSING THE ENVIRONMENTAL IMPACTS OF USING UNRECYCLABLE PACKAGING FOR PRIVATE LABEL BRANDS.	Shr	Against
6.	A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO ISSUE A REPORT ASSESSING THE CLIMATE BENEFITS AND FEASIBILITY OF ADOPTING ENTERPRISE-WIDE, QUANTITATIVE, TIME BOUND TARGETS FOR INCREASING RENEWABLE ENERGY SOURCING.	Shr	Against



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

7.	A SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED, TO ADOPT A GENERAL PAYOUT POLICY THAT GIVES PREFERENCE TO SHARE REPURCHASES (RELATIVE TO CASH DIVIDENDS) AS A METHOD TO RETURN CAPITAL TO SHAREHOLDERS.	Shr	Against
----	--	-----	---------

-----

THE PNC FINANCIAL SERVICES GROUP, INC.

-----

Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2016  
 Ticker: PNC  
 ISIN: US6934751057

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARJORIE RODGERS CHESHIRE	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK	Mgmt	For
1D.	ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: DANIEL R. HESSE	Mgmt	For
1F.	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1I.	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1J.	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1K.	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1L.	ELECTION OF DIRECTOR: MICHAEL J. WARD	Mgmt	For
1M.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016.	Mgmt	For
3.	APPROVAL OF 2016 INCENTIVE AWARD PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

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

-----  
 THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 03-Mar-2016  
 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: MARIA ELENA LAGOMASINO	Mgmt	For
1F.	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1G.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1I.	ELECTION OF DIRECTOR: MARK G. PARKER	Mgmt	For
1J.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	For
1K.	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2016.	Mgmt	For
3.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	TO APPROVE THE AMENDMENT TO THE RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
5.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO SIMPLE MAJORITY VOTE.	Shr	For
6.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO LOBBYING DISCLOSURE.	Shr	Against

-----  
 TIME WARNER INC.

Agen

Security: 887317303  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2016  
 -----

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

Ticker: TWX  
ISIN: US8873173038

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM P. BARR	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT C. CLARK	Mgmt	For
1F.	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Mgmt	For
1H.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: FRED HASSAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: PAUL D. WACHTER	Mgmt	For
1K.	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
Meeting Type: Annual  
Meeting Date: 25-Apr-2016  
Ticker: UTX  
ISIN: US9130171096

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1B.	ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER	Mgmt	For
1C.	ELECTION OF DIRECTOR: GREGORY J. HAYES	Mgmt	For
1D.	ELECTION OF DIRECTOR: EDWARD A. KANGAS	Mgmt	For
1E.	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARSHALL O. LARSEN	Mgmt	For

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

1G.	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1I.	ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS	Mgmt	For
1J.	ELECTION OF DIRECTOR: BRIAN C. ROGERS	Mgmt	For
1K.	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1L.	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1M.	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
2.	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP TO SERVE AS INDEPENDENT AUDITOR FOR 2016.	Mgmt	For
3.	AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE CUMULATIVE VOTING FOR DIRECTORS.	Mgmt	For
4.	AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For

-----  
 VERIZON COMMUNICATIONS INC.

Agen

-----  
 Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 05-May-2016  
 Ticker: VZ  
 ISIN: US92343V1044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARK T. BERTOLINI	Mgmt	For
1C.	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1D.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1F.	ELECTION OF DIRECTOR: KARL-LUDWIG KLEY	Mgmt	For
1G.	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
1H.	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1J.	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For

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

1K.	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Mgmt	For
1L.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
1M.	ELECTION OF DIRECTOR: GREGORY G. WEAVER	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	RENEWABLE ENERGY TARGETS	Shr	Against
5.	INDIRECT POLITICAL SPENDING REPORT	Shr	Against
6.	LOBBYING ACTIVITIES REPORT	Shr	Against
7.	INDEPENDENT CHAIR POLICY	Shr	Against
8.	SEVERANCE APPROVAL POLICY	Shr	For
9.	STOCK RETENTION POLICY	Shr	Against

-----  
VISA INC.

Agen

Security: 92826C839  
Meeting Type: Annual  
Meeting Date: 03-Feb-2016  
Ticker: V  
ISIN: US92826C8394

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LLOYD A. CARNEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1F.	ELECTION OF DIRECTOR: CATHY E. MINEHAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: DAVID J. PANG	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN A.C. SWAINSON	Mgmt	For

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

1K.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF VISA INC. 2007 EQUITY INCENTIVE COMPENSATION PLAN, AS AMENDED AND RESTATED.	Mgmt	For
4.	APPROVAL OF VISA INC. INCENTIVE PLAN, AS AMENDED AND RESTATED.	Mgmt	For
5.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2016 FISCAL YEAR.	Mgmt	For

-----  
VODAFONE GROUP PLC, NEWBURY

Agen

-----  
Security: G93882192  
Meeting Type: AGM  
Meeting Date: 28-Jul-2015  
Ticker:  
ISIN: GB00BH4HKS39  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1	TO RECEIVE THE COMPANY'S ACCOUNTS, THE STRATEGIC REPORT AND REPORTS OF THE DIRECTORS AND THE AUDITOR FOR THE YEAR ENDED 31 MARCH 2015	Mgmt	For
2	TO RE-ELECT GERARD KLEISTERLEE AS A DIRECTOR	Mgmt	For
3	TO RE-ELECT VITTORIO COLAO AS A DIRECTOR	Mgmt	For
4	TO RE-ELECT NICK READ AS A DIRECTOR	Mgmt	For
5	TO RE-ELECT SIR CRISPIN DAVIS AS A DIRECTOR	Mgmt	For
6	TO ELECT DR MATHIAS DOPFNER AS A DIRECTOR IN ACCORDANCE WITH THE COMPANY'S ARTICLES OF ASSOCIATION	Mgmt	For
7	TO RE-ELECT DAME CLARA FURSE AS A DIRECTOR	Mgmt	For
8	TO RE-ELECT VALERIE GOODING AS A DIRECTOR	Mgmt	For
9	TO RE-ELECT RENEE JAMES AS A DIRECTOR	Mgmt	For
10	TO RE-ELECT SAMUEL JONAH AS A DIRECTOR	Mgmt	For
11	TO RE-ELECT NICK LAND AS A DIRECTOR	Mgmt	For
12	TO RE-ELECT PHILIP YEA AS A DIRECTOR	Mgmt	For
13	TO DECLARE A FINAL DIVIDEND OF 7.62 PENCE	Mgmt	For

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

PER ORDINARY SHARE FOR THE YEAR ENDED 31  
MARCH 2015

14	TO APPROVE THE REMUNERATION REPORT OF THE BOARD FOR THE YEAR ENDED 31 MARCH 2015	Mgmt	For
15	TO REAPPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITOR TO THE COMPANY UNTIL THE END OF THE NEXT GENERAL MEETING AT WHICH ACCOUNTS ARE LAID BEFORE THE COMPANY	Mgmt	For
16	TO AUTHORISE THE AUDIT AND RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR	Mgmt	For
17	TO AUTHORISE THE DIRECTORS TO ALLOT SHARES	Mgmt	For
18	TO AUTHORISE THE DIRECTORS TO DIS-APPLY PRE-EMPTION RIGHTS	Mgmt	For
19	TO AUTHORISE THE COMPANY TO PURCHASE ITS OWN SHARES	Mgmt	For
20	TO AUTHORISE POLITICAL DONATIONS AND EXPENDITURE	Mgmt	For
21	TO AUTHORISE THE COMPANY TO CALL GENERAL MEETINGS (OTHER THAN AGM'S) ON 14 CLEAR DAYS' NOTICE	Mgmt	For

-----  
XL GROUP PLC

Agen

Security: G98290102  
Meeting Type: Annual  
Meeting Date: 13-May-2016  
Ticker: XL  
ISIN: IE00B5LRLL25

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RAMANI AYER	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHEN CATLIN	Mgmt	For
1C.	ELECTION OF DIRECTOR: DALE R. COMEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: CLAUD-MICHAEL DILL	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT R. GLAUBER	Mgmt	For
1F.	ELECTION OF DIRECTOR: EDWARD J. KELLY, III	Mgmt	For
1G.	ELECTION OF DIRECTOR: SUZANNE B. LABARGE	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSEPH MAURIELLO	Mgmt	For

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

1I.	ELECTION OF DIRECTOR: EUGENE M. MCQUADE	Mgmt	For
1J.	ELECTION OF DIRECTOR: MICHAEL S. MCGAVICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: CLAYTON S. ROSE	Mgmt	For
1L.	ELECTION OF DIRECTOR: ANNE STEVENS	Mgmt	For
1M.	ELECTION OF DIRECTOR: JOHN M. VEREKER	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP TO ACT AS THE INDEPENDENT AUDITOR OF XL GROUP PLC FOR THE YEAR ENDING DECEMBER 31, 2016, AND TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE PRICEWATERHOUSECOOPERS LLP'S REMUNERATION.	Mgmt	For
3.	TO PROVIDE A NON-BINDING, ADVISORY VOTE APPROVING THE COMPENSATION OF XL GROUP PLC'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	TO RENEW THE BOARD OF DIRECTORS' EXISTING AUTHORITY TO ISSUE SHARES, WARRANTS, CONVERTIBLE INSTRUMENTS AND OPTIONS UNDER IRISH LAW.	Mgmt	For
5.	TO RENEW THE BOARD OF DIRECTORS' EXISTING AUTHORITY TO ISSUE SHARES FOR CASH WITHOUT FIRST OFFERING SHARES TO EXISTING SHAREHOLDERS UNDER IRISH LAW.	Mgmt	For
6.	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE 1991 PERFORMANCE INCENTIVE PROGRAM, INCLUDING THE INCREASE IN THE NUMBER OF SHARES AVAILABLE UNDER THE PROGRAM.	Mgmt	For

---

ZAYO GROUP HOLDINGS INC

Agen

---

Security: 98919V105  
Meeting Type: Annual  
Meeting Date: 02-Nov-2015  
Ticker: ZAYO  
ISIN: US98919V1052

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DANIEL CARUSO DON GIPS NINA RICHARDSON	Mgmt Mgmt Mgmt	For For For
2.	RATIFICATION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING JUNE 30, 2016.	Mgmt	For



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

- |    |  |      |        |
|----|--|------|--------|
| 3. | APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT. | Mgmt | For    |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.         | Mgmt | 1 Year |

\* 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 Tax-Managed Diversified Equity Income Fund
By (Signature)	/s/ Michael A. Allison
Name	Michael A. Allison
Title	President
Date	08/17/2016