

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

Eaton Vance Risk-Managed Diversified Equity Income Fund

Form SC 13D/A

February 19, 2014

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT

2/18/14

1. NAME OF REPORTING PERSON

Bulldog Investors, LLC

2. CHECK THE BOX IF MEMBER OF A GROUP

a[]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

DE

7. SOLE VOTING POWER

2,243,946

8. SHARED VOTING POWER

1,935,269

9. SOLE DISPOSITIVE POWER

2,243,946

10. SHARED DISPOSITIVE POWER

1,935,269

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

4,179,215 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

5.99%

14. TYPE OF REPORTING PERSON

IA

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1. NAME OF REPORTING PERSON

Phillip Goldstein

2. CHECK THE BOX IF MEMBER OF A GROUP

a[x]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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2,243,946

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1,935,269

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12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

[]

13. PERCENT OF CLASS REPRESENTED BY ROW 11

5.99%

14. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON

Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[]

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b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

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2,243,946

8. SHARED VOTING POWER
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1,935,269

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4,179,215 (Footnote 1)

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY ROW 11
5.99%

14. TYPE OF REPORTING PERSON
IN

1. NAME OF REPORTING PERSON
Steven Samuels

2. CHECK THE BOX IF MEMBER OF A GROUP a[]
b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS
WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION
USA

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2,243,946

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1,935,269

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON
4,179,215 (Footnote 1)

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

5.99%

14. TYPE OF REPORTING PERSON

IN

Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #3 to the schedule 13d filed July 19, 2012. Except as specifically set forth herein, the schedule 13d remains unmodified.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the N-CSRS filed on August 28, 2013 there were 69,782,783 shares of common stock outstanding as of 6/30/13 The percentages set forth herein were derived using such number. Phillip Goldstein, Andrew Dakos and Steven Samuels own Bulldog Investors, LLC, a registered investment advisor. As of February 18, 2014, Bulldog Investors, LLC is deemed to be the beneficial owner of 4,179,215 shares of ETJ by virtue of Bulldog Investors, LLC's power to direct the vote of, and dispose of, these shares. These 4,179,215 shares of ETJ include 2,243,946 shares (representing 3.22% of ETJ's outstanding shares) that are beneficially owned by (1) Mr. Goldstein and (2) the following entities over which Messrs. Goldstein, Dakos and Samuels exercise control: Opportunity Partners LP, Calapasas West Partners, LP, Full Value Special Situations Fund, LP, Full Value Offshore Fund, Ltd.,

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Full Value Partners, LP, and MCM Opportunity Partners, LP (collectively, Bulldog Investors Funds). Bulldog Investors Funds and Mr. Goldstein may be deemed to constitute a group. All other shares included in the aforementioned 4,179,215 shares of ETJ beneficially owned by Bulldog Investors, LLC (solely by virtue of its power to sell or direct the vote of these shares) are also beneficially owned by clients of Bulldog Investors, LLC who are not members of any group. The total number of these "non-group" shares is 1,935,269 shares (representing 2.77% of ETJ's outstanding shares).

c) During the last 60 days the following shares of ETJ were sold:

| Date: | Shares: | Price: |
|----------|-----------|---------|
| 12/18/13 | (151,043) | 11.1686 |
| 01/22/14 | (11,200) | 11.6329 |
| 01/23/14 | (30,005) | 11.5441 |
| 01/30/14 | (313) | 11.3200 |
| 01/31/14 | (26,400) | 11.2869 |
| 02/06/14 | (25,100) | 11.3315 |
| 02/10/14 | (28,600) | 11.3921 |
| 02/11/14 | (2,900) | 11.4614 |
| 02/12/14 | (1,474) | 11.4507 |
| 02/13/14 | (26,000) | 11.4791 |
| 02/14/14 | (11,600) | 11.5644 |
| 02/18/14 | (50,000) | 11.5580 |

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

e) NA

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

None.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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

Dated: 2/19/2014

By: /s/ Phillip Goldstein
Name: Phillip Goldstein

By: /S/ Andrew Dakos
Name: Andrew Dakos

By: /S/ Steven Samuels
Name: Steven Samuels

Bulldog Investors, LLC
By: /s/ Andrew Dakos
Andrew Dakos, Member

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Footnote 1: The reporting persons disclaim beneficial ownership except to the extent of any pecuniary interest therein.