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August 11, 2015

VIA E-MAIL

Mr. Brent Fields
Secretary
Securities and Exchange Commission
100 F Street
Washington, DC 20549-1090
rule-comments@sec.gov

Re: *Investment Company Reporting Modernization – SEC File Number S7-08-15*
(Proposed Rules)

Dear Mr. Fields:

Eaton Vance Corp. (NYSE: EV), based in Boston, is one of the oldest investment management firms in the United States, with a history dating back to 1924. Eaton Vance and its affiliates managed \$307.3 billion in assets as of June 30, 2015, offering individuals and institutions a broad array of investment strategies and wealth management solutions. Eaton Vance Corp. conducts its investment management activities primarily through two subsidiaries, Eaton Vance Management and Boston Management and Research (collectively referred to herein as Eaton Vance), which provide investment advisory and/or administration services to various Eaton Vance clients, including registered investment companies.

Eaton Vance appreciates the opportunity to comment on the Proposed Rules, which are designed to modernize the reporting and disclosure of information by registered investment companies. We recognize and support the efforts of the Securities and Exchange Commission (Commission) and agree with the importance of updating regulatory oversight to keep pace with evolutions in the use of electronic media by investors to access information relating to their investments and the securities markets more generally.

After reviewing the Proposed Rules, we join those commenters who have expressed support for proposed Rule 30e-3 under the Investment Company Act of 1940, as amended (the "1940 Act") which if adopted would permit a fund to transmit periodic reports to shareholders by making them available on the fund's website, subject to certain conditions as set forth in the proposed Rule.¹ By allowing a fund to post shareholder reports to its website, proposed Rule 30e-3 will

¹ As a member firm of the Investment Company Institute (the ICI), we also support the views expressed by the Investment Company Institute with respect to the Proposed Rules.

result in a meaningful reduction in the costs associated with preparing and delivering shareholder reports. As the Commission notes in the Proposing Release,² these costs are borne by funds and, ultimately, their shareholders. While applauding the proposal of Rule 30e-3, Eaton Vance respectfully suggests that the Commission expand the Proposed Rules or otherwise take action to allow funds to make available on their websites the notices required pursuant to 1940 Act Rule 19a-1³ and related exemptive orders issued under Section 6(c) granting exemptions from 1940 Act Section 19(b) and Rule 19b-1 thereunder (together "Section 19 Notices"), subject to (among other things) each shareholder's implied consent.

In guidance issued by the Division of Investment Management in 2013, the staff indicated its belief that electronic delivery of notices required under Rule 19a-1, consistent with staff and Commission guidance, satisfies the purposes and policies underlying Rule 19a-1, and that electronic delivery may be a more efficient, effective and timely means of providing fund shareholders with the required information.⁴ Under the guidance, the fund (or its intermediary) must obtain prior written consent of the shareholder to receive such notices through electronic means. This differs from the electronic delivery of shareholder reports under proposed Rule 30e-3, which would be subject to obtaining *implied* consent from each shareholder to whom electronic delivery is made. Implied consent would be obtained from a shareholder by sending an initial statement at least 60 days before relying on the proposed Rule notifying the shareholder of the fund's intent to make future shareholder reports available on the fund's website (until the shareholder revokes consent). Subsequently, the fund would be required to send a paper notice to each shareholder within 60 days of the close of the fiscal period to which the report relates that the report is available on the fund website.

The recognition by the Commission of prevalent internet use by investors and the concerns with respect to costs that gave rise, in part, to proposed Rule 30e-3 apply equally to Section 19 Notices, particularly notices issued by closed-end funds that make distributions pursuant to managed distribution plans adopted in accordance with the exemptive orders noted above ("Plans").⁵ In making distributions pursuant to Plans, closed-end funds are required to mail notices to shareholders in connection with each fund distribution. For funds that make monthly distributions, such notices result in significant printing and mailing costs each year. Eaton Vance believes that allowing fund's to deliver Section 19 Notices electronically, with the

² Release Nos. 33-9776; 34-75002; IC-31610; File No. S7-08-15.

³ Section 19(a) of the 1940 Act generally prohibits a fund from making a distribution from any source other than the fund's net income, unless that payment is accompanied by a written statement that adequately discloses the source or sources of the payment. Rule 19a-1 under the 1940 Act specifies the information required to be disclosed in the written statement. Rule 19a-1(a) also states that every written statement "shall be made on a separate paper."

⁴ See *IM Guidance Update No. 2013-11, US Securities and Exchange Commission, Division of Investment Management, November 2013.*

⁵ As noted in the Proposing Release, the "new option [to deliver shareholder reports electronically] is intended to modernize the manner in which periodic information is transmitted to shareholders. We believe it would improve the information's overall accessibility while reducing burdens such as printing and mailing costs borne by funds, and ultimately, by fund shareholders."

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appropriate safeguards described below, would effectively provide the required distribution information to shareholders at meaningfully lower costs.

Eaton Vance believes it is appropriate and in the interests of funds and their shareholders to apply proposed Rule 30e-3's concept of implied consent to the electronic delivery of Section 19 Notices, but with slightly different parameters. As the typical Section 19 Notice is only one or two pages long, requiring the paper dispatch of a notice of each posting of a Section 19 Notice to a fund's website would not likely result in cost savings. As an alternative to paper notices, Eaton Vance respectfully suggests that the Commission allow for prominent notification in a fund's shareholder reports that Section 19 Notices would be made available on a fund's website. In the case of closed-end funds making distributions in accordance with a Plan, this notification could accompany the Plan-related disclosure currently included in such reports and be discussed in the press release that accompanies each distribution.⁶ Similar to proposed Rule 30e-3, shareholders could request paper delivery of the Section 19 Notices and information for submitting such a request would be included in the notification in the shareholder reports and press releases. Allowing for electronic delivery of Section 19 Notices would be consistent with the Commission's observations concerning investor preferences for transmission of fund information and would also serve the important objective of reducing fund costs.

For the foregoing reasons, we strongly recommend that the Commission expand the Proposed Rules or otherwise take action to permit electronic delivery of Section 19 Notices as described above.

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Eaton Vance appreciates the opportunity to comment on the Proposed Rules. If you have any questions or wish to discuss the above comments further, please feel free to contact me at 617.672.8305.

Sincerely,



Maureen Gemma

⁶ Each fund making distributions in accordance with a Plan would also issue a press release containing the information in the Section 19 Notice and file such information as a requisite exhibit to proposed Form N-CEN as contemplated by the conditions of its exemptive order.