

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 18, 2014

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: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

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: 12/31

DATE OF REPORTING PERIOD: 07/01/2013 - 06/30/2014

Eaton Vance Enhanced Equity Income Fund II

-----  
ABBOTT LABORATORIES

Agen

-----  
Security: 002824100  
Meeting Type: Annual  
Meeting Date: 25-Apr-2014  
Ticker: ABT  
ISIN: US0028241000  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	R.J. ALPERN	Mgmt	For
	R.S. AUSTIN	Mgmt	For
	S.E. BLOUNT	Mgmt	For
	W.J. FARRELL	Mgmt	For
	E.M. LIDDY	Mgmt	For
	N. MCKINSTRY	Mgmt	For
	P.N. NOVAKOVIC	Mgmt	For
	W.A. OSBORN	Mgmt	For
	S.C. SCOTT III	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	G.F. TILTON	Mgmt	For
	M.D. WHITE	Mgmt	For
2.	RATIFICATION OF ERNST & YOUNG LLP AS AUDITORS	Mgmt	For
3.	SAY ON PAY - AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL - GENETICALLY MODIFIED INGREDIENTS	Shr	Against
5.	SHAREHOLDER PROPOSAL - LOBBYING DISCLOSURE	Shr	Against
6.	SHAREHOLDER PROPOSAL - INCENTIVE COMPENSATION	Shr	For

-----  
 ACCENTURE PLC

Agen

-----  
 Security: G1151C101  
 Meeting Type: Annual  
 Meeting Date: 30-Jan-2014  
 Ticker: ACN  
 ISIN: IE00B4BNMY34  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO ACCEPT, IN A NON-BINDING VOTE, THE COMPANY'S IRISH FINANCIAL STATEMENTS FOR THE TWELVE-MONTH PERIOD ENDED AUGUST 31, 2013, AS PRESENTED.	Mgmt	For
2A.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: JAIME ARDILA	Mgmt	For
2B.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: CHARLES H. GIANCARLO	Mgmt	For
2C.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: WILLIAM L. KIMSEY	Mgmt	For
2D.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For
2E.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: MARK MOODY-STUART	Mgmt	For
2F.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: PIERRE NANTERME	Mgmt	For
2G.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: GILLES C. PELISSON	Mgmt	For
2H.	RE-APPOINTMENT OF THE BOARD OF DIRECTOR: WULF VON SCHIMMELMANN	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

3.	TO RATIFY, IN A NON-BINDING VOTE, THE APPOINTMENT OF KPMG AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF ACCENTURE PLC FOR A TERM EXPIRING AT OUR ANNUAL GENERAL MEETING OF SHAREHOLDERS IN 2015 AND TO AUTHORIZE, IN A BINDING VOTE, THE BOARD, ACTING THROUGH THE AUDIT COMMITTEE, TO DETERMINE KPMG'S REMUNERATION.	Mgmt	For
4.	TO APPROVE, IN A NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	TO GRANT THE BOARD THE AUTHORITY TO ISSUE SHARES UNDER IRISH LAW.	Mgmt	For
6.	TO GRANT THE BOARD THE AUTHORITY TO OPT-OUT OF STATUTORY PRE-EMPTION RIGHTS UNDER IRISH LAW.	Mgmt	For
7.	TO APPROVE A CAPITAL REDUCTION AND CREATION OF DISTRIBUTABLE RESERVES UNDER IRISH LAW.	Mgmt	For
8.	TO AUTHORIZE HOLDING THE 2015 ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ACCENTURE PLC AT A LOCATION OUTSIDE OF IRELAND AS REQUIRED UNDER IRISH LAW.	Mgmt	For
9.	TO AUTHORIZE ACCENTURE TO MAKE OPEN-MARKET PURCHASES OF ACCENTURE PLC CLASS A ORDINARY SHARES UNDER IRISH LAW.	Mgmt	For
10.	TO DETERMINE THE PRICE RANGE AT WHICH ACCENTURE PLC CAN RE-ISSUE SHARES THAT IT ACQUIRES AS TREASURY STOCK UNDER IRISH LAW.	Mgmt	For

-----  
 AIR PRODUCTS AND CHEMICALS, INC.

Agent

-----  
 Security: 009158106  
 Meeting Type: Annual  
 Meeting Date: 23-Jan-2014  
 Ticker: APD  
 ISIN: US0091581068  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHADWICK C. DEATON	Mgmt	For
1B.	ELECTION OF DIRECTOR: EDWARD L. MONSER	Mgmt	For
1C.	ELECTION OF DIRECTOR: MATTHEW H. PAULL	Mgmt	For
1D.	ELECTION OF DIRECTOR: LAWRENCE S. SMITH	Mgmt	For
2.	APPOINTMENT OF INDEPENDENT REGISTERED	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

PUBLIC ACCOUNTANTS. RATIFICATION OF APPOINTMENT OF KPMG LLP, AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR 2014.

- |    |   |      |     |
|----|---|------|-----|
| 3. | ADVISORY VOTE ON EXECUTIVE OFFICER COMPENSATION. TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.   | Mgmt | For |
| 4. | APPROVAL OF AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION. TO AMEND THE CERTIFICATE OF INCORPORATION TO PHASE OUT AND ELIMINATE THE CLASSIFIED BOARD. | Mgmt | For |

---

AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 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
1F.	ELECTION OF DIRECTOR: ALAIN MONIE	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
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING A REPORT CONCERNING CORPORATE POLITICAL CONTRIBUTIONS	Shr	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 AMERICAN EXPRESS COMPANY

Agen

Security: 025816109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2014  
 Ticker: AXP  
 ISIN: US0258161092  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B.	ELECTION OF DIRECTOR: URSULA BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: KENNETH CHENAULT	Mgmt	For
1D.	ELECTION OF DIRECTOR: PETER CHERNIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ANNE LAUVERGEON	Mgmt	For
1F.	ELECTION OF DIRECTOR: THEODORE LEONSIS	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD LEVIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD MCGINN	Mgmt	For
1I.	ELECTION OF DIRECTOR: SAMUEL PALMISANO	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEVEN REINEMUND	Mgmt	For
1K.	ELECTION OF DIRECTOR: DANIEL VASELLA	Mgmt	For
1L.	ELECTION OF DIRECTOR: ROBERT WALTER	Mgmt	For
1M.	ELECTION OF DIRECTOR: RONALD WILLIAMS	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREHOLDER PROPOSAL RELATING TO ANNUAL DISCLOSURE OF EEO-1 DATA.	Shr	Against
5.	SHAREHOLDER PROPOSAL RELATING TO REPORT ON PRIVACY, DATA SECURITY AND GOVERNMENT REQUESTS.	Shr	Against
6.	SHAREHOLDER PROPOSAL RELATING TO ACTION BY WRITTEN CONSENT.	Shr	For
7.	SHAREHOLDER PROPOSAL FOR EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Shr	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 AMERICAN TOWER CORPORATION

Agen

Security: 03027X100  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: AMT  
 ISIN: US03027X1000  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RAYMOND P. DOLAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD M. DYKES	Mgmt	For
1C.	ELECTION OF DIRECTOR: CAROLYN F. KATZ	Mgmt	For
1D.	ELECTION OF DIRECTOR: GUSTAVO LARA CANTU	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOANN A. REED	Mgmt	For
1F.	ELECTION OF DIRECTOR: PAMELA D.A. REEVE	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID E. SHARBUTT	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES D. TAICLET, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: SAMME L. THOMPSON	Mgmt	For
2.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	Against

-----  
 AMTRUST FINANCIAL SERVICES, INC.

Agen

Security: 032359309  
 Meeting Type: Annual  
 Meeting Date: 23-May-2014  
 Ticker: AFSI  
 ISIN: US0323593097  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DONALD T. DECARLO	Mgmt	For
	SUSAN C. FISCH	Mgmt	For
	ABRAHAM GULKOWITZ	Mgmt	For
	GEORGE KARFUNKEL	Mgmt	For
	MICHAEL KARFUNKEL	Mgmt	Withheld

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	JAY J. MILLER	Mgmt	For
	BARRY D. ZYSKIND	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF BDO USA, LLP AS INDEPENDENT AUDITOR FOR THE YEAR ENDED DECEMBER 31, 2014.	Mgmt	For
3.	ADVISORY, NON-BINDING APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED PURSUANT TO THE SEC'S COMPENSATION DISCLOSURE RULES, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, THE COMPENSATION TABLES, AND THE ACCOMPANYING NARRATIVE DISCLOSURE, SET FORTH IN THE 2014 ANNUAL MEETING PROXY STATEMENT.	Mgmt	For

-----  
 APPLE INC.

Agen

-----  
 Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 28-Feb-2014  
 Ticker: AAPL  
 ISIN: US0378331005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM CAMPBELL TIMOTHY COOK MILLARD DREXLER AL GORE ROBERT IGER ANDREA JUNG ARTHUR LEVINSON RONALD SUGAR	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2.	THE AMENDMENT OF THE COMPANY'S RESTATED ARTICLES OF INCORPORATION (THE "ARTICLES") TO FACILITATE THE IMPLEMENTATION OF MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN AN UNCONTESTED ELECTION BY ELIMINATING ARTICLE VII, WHICH RELATES TO THE TERM OF DIRECTORS AND THE TRANSITION FROM A CLASSIFIED BOARD OF DIRECTORS TO A DECLASSIFIED STRUCTURE	Mgmt	For
3.	THE AMENDMENT OF THE ARTICLES TO ELIMINATE THE "BLANK CHECK" AUTHORITY OF THE BOARD TO ISSUE PREFERRED STOCK	Mgmt	For
4.	THE AMENDMENT OF THE ARTICLES TO ESTABLISH A PAR VALUE FOR THE COMPANY'S COMMON STOCK OF \$0.00001 PER SHARE	Mgmt	For
5.	RATIFICATION OF THE APPOINTMENT OF ERNST &	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

YOUNG LLP AS THE COMPANY'S INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014

6.	A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
7.	THE APPROVAL OF THE APPLE INC. 2014 EMPLOYEE STOCK PLAN	Mgmt	For
8.	A SHAREHOLDER PROPOSAL BY JOHN HARRINGTON AND NORTHSTAR ASSET MANAGEMENT INC. ENTITLED "BOARD COMMITTEE ON HUMAN RIGHTS" TO AMEND THE COMPANY'S BYLAWS	Shr	Against
9.	A SHAREHOLDER PROPOSAL BY THE NATIONAL CENTER FOR PUBLIC POLICY RESEARCH OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "REPORT ON COMPANY MEMBERSHIP AND INVOLVEMENT WITH CERTAIN TRADE ASSOCIATIONS AND BUSINESS ORGANIZATIONS"	Shr	Against
10.	A SHAREHOLDER PROPOSAL BY CARL ICAHN OF A NON-BINDING ADVISORY RESOLUTION THAT THE COMPANY COMMIT TO COMPLETING NOT LESS THAN \$50 BILLION OF SHARE REPURCHASES DURING ITS 2014 FISCAL YEAR (AND INCREASE THE AUTHORIZATION UNDER ITS CAPITAL RETURN PROGRAM ACCORDINGLY)	Shr	Against
11.	A SHAREHOLDER PROPOSAL BY JAMES MCRITCHIE OF A NON-BINDING ADVISORY RESOLUTION ENTITLED "PROXY ACCESS FOR SHAREHOLDERS"	Shr	Against

-----  
AUTONATION, INC.

Agen

Security: 05329W102  
Meeting Type: Annual  
Meeting Date: 06-May-2014  
Ticker: AN  
ISIN: US05329W1027

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MIKE JACKSON	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT J. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: RICK L. BURDICK	Mgmt	For
1D	ELECTION OF DIRECTOR: DAVID B. EDELSON	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT R. GRUSKY	Mgmt	For
1F	ELECTION OF DIRECTOR: MICHAEL LARSON	Mgmt	For
1G	ELECTION OF DIRECTOR: MICHAEL E. MAROONE	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1H	ELECTION OF DIRECTOR: CARLOS A. MIGOYA	Mgmt	For
1I	ELECTION OF DIRECTOR: G. MIKE MIKAN	Mgmt	For
1J	ELECTION OF DIRECTOR: ALISON H. ROSENTHAL	Mgmt	For
2	RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014	Mgmt	For
3	APPROVAL OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION	Mgmt	For
4	APPROVAL OF AUTONATION, INC. 2014 NON-EMPLOYEE DIRECTOR EQUITY PLAN	Mgmt	For
5	ADOPTION OF STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN	Shr	For
6	ADOPTION OF STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS	Shr	Against

-----  
AVALONBAY COMMUNITIES, INC.

Agen

Security: 053484101  
Meeting Type: Annual  
Meeting Date: 21-May-2014  
Ticker: AVB  
ISIN: US0534841012

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR GLYN F. AEPPEL ALAN B. BUCKELEW BRUCE A. CHOATE JOHN J. HEALY, JR. TIMOTHY J. NAUGHTON LANCE R. PRIMIS PETER S. RUMMELL H. JAY SARLES W. EDWARD WALTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	TO ADOPT A RESOLUTION APPROVING, ON A NON-BINDING ADVISORY BASIS, THE COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED PURSUANT TO ITEM 402 OF REGULATION S-K, INCLUDING THE COMPENSATION DISCUSSION AND ANALYSIS, COMPENSATION TABLES AND NARRATIVE DISCUSSION SET FORTH IN THE PROXY	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

STATEMENT.

- |    |   |      |         |
|----|---|------|---------|
| 4. | TO APPROVE PERFORMANCE GOALS UNDER THE AVALONBAY COMMUNITIES, INC. 2009 STOCK OPTION AND INCENTIVE PLAN.  | Mgmt | For     |
| 5. | TO ADOPT A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, THAT THE BOARD OF DIRECTORS ADOPT A POLICY ADDRESSING THE SEPARATION OF THE ROLES OF CEO AND CHAIRMAN. | Shr  | Against |

-----  
 BIOGEN IDEC INC.

Agen

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 12-Jun-2014  
 Ticker: BIIB  
 ISIN: US09062X1037

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CAROLINE D. DORSA	Mgmt	For
1B.	ELECTION OF DIRECTOR: STELIOS PAPADOPOULOS	Mgmt	For
1C.	ELECTION OF DIRECTOR: GEORGE A. SCANGOS	Mgmt	For
1D.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1E.	ELECTION OF DIRECTOR: ALEXANDER J. DENNER	Mgmt	For
1F.	ELECTION OF DIRECTOR: NANCY L. LEAMING	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD C. MULLIGAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. PANGIA	Mgmt	For
1I.	ELECTION OF DIRECTOR: BRIAN S. POSNER	Mgmt	For
1J.	ELECTION OF DIRECTOR: ERIC K. ROWINSKY	Mgmt	For
1K.	ELECTION OF DIRECTOR: STEPHEN A. SHERWIN	Mgmt	For
2.	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN IDEC INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	SAY ON PAY - AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 C.H. ROBINSON WORLDWIDE, INC.

Agen

-----  
 Security: 12541W209  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 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
2.	TO APPROVE, BY NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

-----  
 CAMERON INTERNATIONAL CORPORATION

Agen

-----  
 Security: 13342B105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2014  
 Ticker: CAM  
 ISIN: US13342B1052  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For
1.2	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1.3	ELECTION OF DIRECTOR: JAMES T. HACKETT	Mgmt	For
1.4	ELECTION OF DIRECTOR: JACK B. MOORE	Mgmt	For
1.5	ELECTION OF DIRECTOR: MICHAEL E. PATRICK	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. HUGIN R.W. BARKER, D. PHIL. MICHAEL D. CASEY CARRIE S. COX RODMAN L. DRAKE M.A. FRIEDMAN, M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	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, 2014.	Mgmt	For
3.	AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE AUTHORIZED NUMBER OF SHARES OF COMMON STOCK AND TO EFFECT A STOCK SPLIT.	Mgmt	For
4.	APPROVAL OF AN AMENDMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	Against
5.	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
6.	STOCKHOLDER PROPOSAL DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Shr	Against

---

COMCAST CORPORATION

Agen

Security: 20030N101  
Meeting Type: Annual  
Meeting Date: 21-May-2014  
Ticker: CMCSA  
ISIN: US20030N1019

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KENNETH J. BACON SHELDON M. BONOVIKZ EDWARD D. BREEN JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN EDUARDO G. MESTRE BRIAN L. ROBERTS RALPH J. ROBERTS JOHNATHAN A. RODGERS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	DR. JUDITH RODIN	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF OUR INDEPENDENT AUDITORS	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION	Mgmt	For
4.	TO PREPARE AN ANNUAL REPORT ON LOBBYING ACTIVITIES	Shr	Against
5.	TO PROHIBIT ACCELERATED VESTING UPON A CHANGE IN CONTROL	Shr	For

-----

CORNING INCORPORATED

Agen

Security: 219350105  
Meeting Type: Annual  
Meeting Date: 29-Apr-2014  
Ticker: GLW  
ISIN: US2193501051

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHANIE A. BURNS	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN A. CANNING, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: RICHARD T. CLARK	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT F. CUMMINGS, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES B. FLAWS	Mgmt	For
1F.	ELECTION OF DIRECTOR: DEBORAH A. HENRETTA	Mgmt	For
1G.	ELECTION OF DIRECTOR: KURT M. LANDGRAF	Mgmt	For
1H.	ELECTION OF DIRECTOR: KEVIN J. MARTIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: DEBORAH D. RIEMAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: HANSEL E. TOOKES II	Mgmt	For
1K.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
1L.	ELECTION OF DIRECTOR: MARK S. WRIGHTON	Mgmt	For
2.	ADVISORY VOTE TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	APPROVAL OF THE ADOPTION OF THE 2014 VARIABLE COMPENSATION PLAN.	Mgmt	For
4.	RATIFY THE APPOINTMENT OF	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

PRICEWATERHOUSECOOPERS LLP AS CORNING'S  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM FOR THE FISCAL YEAR ENDING DECEMBER  
31, 2014.

-----  
COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105  
Meeting Type: Annual  
Meeting Date: 30-Jan-2014  
Ticker: COST  
ISIN: US22160K1051  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR SUSAN L. DECKER RICHARD M. LIBENSON JOHN W. MEISENBACH CHARLES T. MUNGER	Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld
2.	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	CONSIDERATION OF SHAREHOLDER PROPOSAL TO CHANGE CERTAIN VOTING REQUIREMENTS.	Shr	For
5.	TO AMEND THE ARTICLES OF INCORPORATION TO CHANGE THE METHOD OF ELECTING DIRECTORS.	Shr	For

-----  
COVIDIEN PLC

Agen

Security: G2554F113  
Meeting Type: Annual  
Meeting Date: 19-Mar-2014  
Ticker: COV  
ISIN: IE00B68SQD29  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOSE E. ALMEIDA	Mgmt	For
1B)	ELECTION OF DIRECTOR: JOY A. AMUNDSON	Mgmt	For
1C)	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1D)	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1E)	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1F)	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
1G)	ELECTION OF DIRECTOR: MARTIN D. MADAUS	Mgmt	For
1H)	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1I)	ELECTION OF DIRECTOR: STEPHEN H. RUSCKOWSKI	Mgmt	For
1J)	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
2)	APPROVE, IN A NON-BINDING ADVISORY VOTE, THE APPOINTMENT OF THE INDEPENDENT AUDITORS AND AUTHORIZE, IN A BINDING VOTE, THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
3)	APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF NAMED EXECUTIVE OFFICERS.	Mgmt	For
4)	AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For
S5)	DETERMINE THE PRICE RANGE AT WHICH THE COMPANY CAN REISSUE SHARES IT HOLDS AS TREASURY SHARES.	Mgmt	For
6)	RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES.	Mgmt	Against
S7)	RENEW THE DIRECTORS' AUTHORITY TO ISSUE SHARES FOR CASH WITHOUT FIRST OFFERING THEM TO EXISTING SHAREHOLDERS.	Mgmt	Against

-----  
 CYTEC INDUSTRIES INC.

Agen

Security: 232820100  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: CYT  
 ISIN: US2328201007

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANTHONY G. FERNANDES	Mgmt	For
1B.	ELECTION OF DIRECTOR: SHANE D. FLEMING	Mgmt	For
1C.	ELECTION OF DIRECTOR: RAYMOND P. SHARPE	Mgmt	For
2.	RATIFICATION OF KPMG LLP AS THE COMPANY'S AUDITORS FOR 2014.	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

3.	APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
----	---	------	-----

---

DANA HOLDING CORP

Agen

Security: 235825205  
 Meeting Type: Annual  
 Meeting Date: 02-May-2014  
 Ticker: DAN  
 ISIN: US2358252052

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR VIRGINIA A. KAMSKY TERRENCE J. KEATING R. BRUCE MCDONALD JOSEPH C. MUSCARI MARK A. SCHULZ KEITH E. WANDELL ROGER J. WOOD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2.	APPROVAL OF A NON-BINDING, ADVISORY PROPOSAL APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

---

DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2014  
 Ticker: DHR  
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: H. LAWRENCE CULP, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA HEFNER FILLER	Mgmt	For
1D.	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

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	For
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 SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT A POLICY REQUIRING THE CHAIR OF BOARD OF DIRECTORS BE INDEPENDENT.	Shr	For

-----  
DEERE & COMPANY

Agen

Security: 244199105  
Meeting Type: Annual  
Meeting Date: 26-Feb-2014  
Ticker: DE  
ISIN: US2441991054

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D.	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: DIPAK C. JAIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: CLAYTON M. JONES	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOACHIM MILBERG	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1I.	ELECTION OF DIRECTOR: GREGORY R. PAGE	Mgmt	For
1J.	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Mgmt	For
1K.	ELECTION OF DIRECTOR: SHERRY M. SMITH	Mgmt	For
2.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS DEERE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Mgmt	For

---

DOLLAR GENERAL CORPORATION

Agen

Security: 256677105  
Meeting Type: Annual  
Meeting Date: 29-May-2014  
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: RICHARD W. DREILING	Mgmt	For
1E.	ELECTION OF DIRECTOR: PATRICIA D. FILI-KRUSHEL	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM C. RHODES, III	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID B. RICKARD	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY (NONBINDING) BASIS, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For
3.	TO RATIFY ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Mgmt	For

---

EBAY INC.

Agen

Security: 278642103

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: EBAY  
 ISIN: US2786421030

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR FRED D. ANDERSON EDWARD W. BARNHOLT SCOTT D. COOK JOHN J. DONAHOE	Mgmt Mgmt Mgmt Mgmt	For For For For
2	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3	TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN.	Mgmt	For
4	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
5	TO CONSIDER A STOCKHOLDER PROPOSAL SUBMITTED BY JOHN CHEVEDDEN REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT WITHOUT A MEETING, IF PROPERLY PRESENTED BEFORE THE MEETING.	Shr	For
6	PROPOSAL WITHDRAWN	Shr	Abstain

ECOLAB INC.

Agen

Security: 278865100  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: ECL  
 ISIN: US2788651006

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: BARBARA J. BECK	Mgmt	For
1C.	ELECTION OF DIRECTOR: LESLIE S. BILLER	Mgmt	For
1D.	ELECTION OF DIRECTOR: CARL M. CASALE	Mgmt	For
1E.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JERRY A. GRUNDHOFER	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1G.	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOEL W. JOHNSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL LARSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: JERRY W. LEVIN	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROBERT L. LUMPKINS	Mgmt	For
1L.	ELECTION OF DIRECTOR: VICTORIA J. REICH	Mgmt	For
1M.	ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT	Mgmt	For
1N.	ELECTION OF DIRECTOR: JOHN J. ZILLMER	Mgmt	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	RE-APPROVE THE ECOLAB INC. MANAGEMENT PERFORMANCE INCENTIVE PLAN, AS AMENDED.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For
5.	STOCKHOLDER PROPOSAL REQUESTING AN INDEPENDENT BOARD CHAIR.	Shr	Against

-----  
 EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 04-Feb-2014  
 Ticker: EMR  
 ISIN: US2910111044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR D.N. FARR* H. GREEN* C.A. PETERS* J.W. PRUEHER* A.A. BUSCH III# J.S. TURLEY#	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
2.	APPROVAL, BY NON-BINDING ADVISORY VOTE, OF EMERSON ELECTRIC CO. EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

4.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A SUSTAINABILITY REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against
5.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A POLITICAL CONTRIBUTIONS REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against
6.	APPROVAL OF THE STOCKHOLDER PROPOSAL REQUESTING ISSUANCE OF A LOBBYING REPORT AS DESCRIBED IN THE PROXY STATEMENT.	Shr	Against

---

EXPRESS SCRIPTS HOLDING COMPANY

Agen

Security: 30219G108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: ESRX  
 ISIN: US30219G1085

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GARY G. BENANAV	Mgmt	For
1B.	ELECTION OF DIRECTOR: MAURA C. BREEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM J. DELANEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: NICHOLAS J. LAHOWCHIC	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS P. MAC MAHON	Mgmt	For
1F.	ELECTION OF DIRECTOR: FRANK MERGENTHALER	Mgmt	For
1G.	ELECTION OF DIRECTOR: WOODROW A. MYERS, JR., MD	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN O. PARKER, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: GEORGE PAZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM L. ROPER, MD, MPH	Mgmt	For
1K.	ELECTION OF DIRECTOR: SEYMOUR STERNBERG	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR 2014.	Mgmt	For
3.	TO APPROVE, BY NON-BINDING VOTE, EXECUTIVE COMPENSATION.	Mgmt	For

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 EXXON MOBIL CORPORATION

Agen

Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 28-May-2014  
 Ticker: XOM  
 ISIN: US30231G1022  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	M.J. BOSKIN	Mgmt	For
	P. BRABECK-LETMATHE	Mgmt	For
	U.M. BURNS	Mgmt	For
	L.R. FAULKNER	Mgmt	For
	J.S. FISHMAN	Mgmt	For
	H.H. FORE	Mgmt	For
	K.C. FRAZIER	Mgmt	For
	W.W. GEORGE	Mgmt	For
	S.J. PALMISANO	Mgmt	For
	S.S REINEMUND	Mgmt	For
	R.W. TILLERSON	Mgmt	For
	W.C. WELDON	Mgmt	For
2.	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	MAJORITY VOTE FOR DIRECTORS	Shr	Against
5.	LIMIT DIRECTORSHIPS	Shr	Against
6.	AMENDMENT OF EEO POLICY	Shr	Against
7.	REPORT ON LOBBYING	Shr	Against
8.	GREENHOUSE GAS EMISSIONS GOALS	Shr	Against

-----  
 FACEBOOK INC.

Agen

Security: 30303M102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: FB  
 ISIN: US30303M1027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	MARC L. ANDREESSEN	Mgmt	For
	ERSKINE B. BOWLES	Mgmt	For
	S.D. DESMOND-HELLMANN	Mgmt	For
	DONALD E. GRAHAM	Mgmt	For
	REED HASTINGS	Mgmt	For
	SHERYL K. SANDBERG	Mgmt	Withheld
	PETER A. THIEL	Mgmt	For
	MARK ZUCKERBERG	Mgmt	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, 2014.	Mgmt	For
3.	A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING.	Shr	For
4.	A STOCKHOLDER PROPOSAL REGARDING LOBBYING EXPENDITURES.	Shr	Against
5.	A STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Shr	Against
6.	A STOCKHOLDER PROPOSAL REGARDING CHILDHOOD OBESITY AND FOOD MARKETING TO YOUTH.	Shr	Against
7.	A STOCKHOLDER PROPOSAL REGARDING AN ANNUAL SUSTAINABILITY REPORT.	Shr	Against

---

FMC TECHNOLOGIES, INC.

Agen

Security: 30249U101  
 Meeting Type: Annual  
 Meeting Date: 02-May-2014  
 Ticker: FTI  
 ISIN: US30249U1016

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CLARENCE P. CAZALOT, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: ELEAZAR DE CARVALHO FILHO	Mgmt	For
1C.	ELECTION OF DIRECTOR: C. MAURY DEVINE	Mgmt	For
1D.	ELECTION OF DIRECTOR: CLAIRE S. FARLEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN T. GREMP	Mgmt	For
1F.	ELECTION OF DIRECTOR: THOMAS M. HAMILTON	Mgmt	For
1G.	ELECTION OF DIRECTOR: PETER MELLBYE	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSEPH H. NETHERLAND	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

11.	ELECTION OF DIRECTOR: RICHARD A. PATTAROZZI	Mgmt	For
2.	RATIFY THE APPOINTMENT OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY APPROVAL OF 2013 EXECUTIVE COMPENSATION.	Mgmt	For

---

GENERAC HOLDINGS INC.

Agen

Security: 368736104  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2014  
 Ticker: GNRC  
 ISIN: US3687361044

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR BENNETT MORGAN TODD A. ADAMS RALPH CASTNER	Mgmt Mgmt Mgmt	For For For
2.	PROPOSAL TO RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE GENERAC HOLDINGS INC. EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For

---

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: GILD  
 ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN F. COGAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ETIENNE F. DAVIGNON	Mgmt	For
1C.	ELECTION OF DIRECTOR: CARLA A. HILLS	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1D.	ELECTION OF DIRECTOR: KEVIN E. LOFTON	Mgmt	For
1E.	ELECTION OF DIRECTOR: JOHN W. MADIGAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN C. MARTIN	Mgmt	For
1G.	ELECTION OF DIRECTOR: NICHOLAS G. MOORE	Mgmt	For
1H.	ELECTION OF DIRECTOR: RICHARD J. WHITLEY	Mgmt	For
1I.	ELECTION OF DIRECTOR: GAYLE E. WILSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: PER WOLD-OLSEN	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	TO VOTE ON A PROPOSED AMENDMENT TO GILEAD'S RESTATED CERTIFICATE OF INCORPORATION TO DESIGNATE DELAWARE CHANCERY COURT AS THE EXCLUSIVE FORUM FOR CERTAIN LEGAL ACTIONS.	Mgmt	Against
4.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS PRESENTED IN THE PROXY STATEMENT.	Mgmt	For
5.	TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT THE CHAIRMAN OF THE BOARD OF DIRECTORS BE AN INDEPENDENT DIRECTOR.	Shr	Against
6.	TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD TAKE STEPS TO PERMIT STOCKHOLDER ACTION BY WRITTEN CONSENT.	Shr	For
7.	TO VOTE ON A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT THE BOARD ADOPT A POLICY THAT INCENTIVE COMPENSATION FOR THE CHIEF EXECUTIVE OFFICER INCLUDE NON-FINANCIAL MEASURES BASED ON PATIENT ACCESS TO GILEAD'S MEDICINES.	Shr	Against

---

GOOGLE INC.

Agen

Security: 38259P508  
Meeting Type: Annual  
Meeting Date: 14-May-2014  
Ticker: GOOG  
ISIN: US38259P5089

---

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR LARRY PAGE SERGEY BRIN ERIC E. SCHMIDT L. JOHN DOERR DIANE B. GREENE JOHN L. HENNESSY ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM SHIRLEY M. TILGHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For For For For For For For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	THE APPROVAL OF 2013 COMPENSATION AWARDED TO NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	A STOCKHOLDER PROPOSAL REGARDING EQUAL SHAREHOLDER VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
5.	A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
6.	A STOCKHOLDER PROPOSAL REGARDING THE ADOPTION OF A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
7.	A STOCKHOLDER PROPOSAL REGARDING TAX POLICY PRINCIPLES, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
8.	A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIRMAN OF THE BOARD POLICY, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

---

HALLIBURTON COMPANY

Agen

Security: 406216101  
Meeting Type: Annual  
Meeting Date: 21-May-2014  
Ticker: HAL  
ISIN: US4062161017

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: A.M. BENNETT	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1B	ELECTION OF DIRECTOR: J.R. BOYD	Mgmt	For
1C	ELECTION OF DIRECTOR: M. CARROLL	Mgmt	For
1D	ELECTION OF DIRECTOR: N.K. DICCIANI	Mgmt	For
1E	ELECTION OF DIRECTOR: M.S. GERBER	Mgmt	For
1F	ELECTION OF DIRECTOR: J.C. GRUBISICH	Mgmt	For
1G	ELECTION OF DIRECTOR: A.S. JUM'AH	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. LESAR	Mgmt	For
1I	ELECTION OF DIRECTOR: R.A. MALONE	Mgmt	For
1J	ELECTION OF DIRECTOR: J.L. MARTIN	Mgmt	For
1K	ELECTION OF DIRECTOR: D.L. REED	Mgmt	For
2	PROPOSAL FOR RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For
3	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4	PROPOSAL ON HUMAN RIGHTS POLICY.	Shr	Against

---

INFOBLOX INC.

Agen

Security: 45672H104  
Meeting Type: Annual  
Meeting Date: 18-Dec-2013  
Ticker: BLOX  
ISIN: US45672H1041

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD E. BELLUZZO DANIEL J. PHELPS	Mgmt Mgmt	For For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Mgmt	For

---

KANSAS CITY SOUTHERN

Agen

Security: 485170302  
Meeting Type: Annual  
Meeting Date: 01-May-2014

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: KSU  
ISIN: US4851703029

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR HENRY R. DAVIS ROBERT J. DRUTEN RODNEY E. SLATER	Mgmt Mgmt Mgmt	For For For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY (NON-BINDING) VOTE APPROVING THE 2013 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	APPROVAL OF AN AMENDMENT TO THE KANSAS CITY SOUTHERN AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
5.	APPROVAL OF AN AMENDMENT TO THE KANSAS CITY SOUTHERN AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO GIVE STOCKHOLDERS THE RIGHT TO CALL A SPECIAL MEETING.	Mgmt	For

LIIONS GATE ENTERTAINMENT CORP.

Agen

Security: 535919203  
Meeting Type: Annual  
Meeting Date: 10-Sep-2013  
Ticker: LGF  
ISIN: CA5359192039

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MICHAEL BURNS GORDON CRAWFORD ARTHUR EVRENSEL JON FELTHEIMER FRANK GIUSTRA MORLEY KOFFMAN HARALD LUDWIG G. SCOTT PATERSON MARK H. RACHESKY, M.D. DARYL SIMM HARDWICK SIMMONS PHYLLIS YAFFE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For Withheld For For For For For For For For For
02	PROPOSAL TO REAPPOINT ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ACCOUNTING FIRM FOR THE COMPANY FOR THE  
FISCAL YEAR ENDING MARCH 31, 2014.

03	PROPOSAL TO CONDUCT AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
04	IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING.	Mgmt	Against

---

LIVE NATION ENTERTAINMENT, INC.

Agen

Security: 538034109  
Meeting Type: Annual  
Meeting Date: 05-Jun-2014  
Ticker: LYV  
ISIN: US5380341090

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARK CARLETON	Mgmt	For
1B.	ELECTION OF DIRECTOR: JONATHAN DOLGEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: ARIEL EMANUEL	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT TED ENLOE, III	Mgmt	For
1E.	ELECTION OF DIRECTOR: JEFFREY T. HINSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARGARET "PEGGY" JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES S. KAHAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: GREGORY B. MAFFEI	Mgmt	Against
1I.	ELECTION OF DIRECTOR: RANDALL T. MAYS	Mgmt	For
1J.	ELECTION OF DIRECTOR: MICHAEL RAPINO	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARK S. SHAPIRO	Mgmt	For
2.	ADVISORY VOTE ON THE COMPENSATION OF LIVE NATION ENTERTAINMENT NAMED EXECUTIVE OFFICERS.	Mgmt	Against
3.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS LIVE NATION ENTERTAINMENT'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2014 FISCAL YEAR.	Mgmt	For

---

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

LYONDELLBASELL INDUSTRIES N.V.

Agen

Security: N53745100  
 Meeting Type: Annual  
 Meeting Date: 16-Apr-2014  
 Ticker: LYB  
 ISIN: NL0009434992

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	TO ELECT JAGJEET S. BINDRA, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017	Mgmt	For
1B.	TO ELECT MILTON CARROLL, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017	Mgmt	For
1C.	TO ELECT CLAIRE S. FARLEY, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017	Mgmt	For
1D.	TO ELECT RUDY VAN DER MEER, CLASS I DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2017	Mgmt	For
1E.	TO ELECT ISABELLA D. GOREN, CLASS II DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2015	Mgmt	For
1F.	TO ELECT NANCE K. DICCIANI, CLASS III DIRECTOR, TO SERVE UNTIL THE ANNUAL GENERAL MEETING IN 2016	Mgmt	For
2A.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: KARYN F. OVELMEN	Mgmt	For
2B.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: CRAIG B. GLIDDEN	Mgmt	For
2C.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: BHAVESH V. PATEL	Mgmt	For
2D.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: PATRICK D. QUARLES	Mgmt	For
2E.	TO ELECT MANAGING DIRECTOR TO SERVE A FOUR-YEAR TERM: TIMOTHY D. ROBERTS	Mgmt	For
3.	ADOPTION OF ANNUAL ACCOUNTS FOR 2013	Mgmt	For
4.	DISCHARGE FROM LIABILITY OF SOLE MEMBER OF THE MANAGEMENT BOARD	Mgmt	For
5.	DISCHARGE FROM LIABILITY OF MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
6.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

7.	APPOINTMENT OF PRICEWATERHOUSECOOPERS ACCOUNTANTS N.V. AS OUR AUDITOR FOR THE DUTCH ANNUAL ACCOUNTS	Mgmt	For
8.	RATIFICATION AND APPROVAL OF DIVIDENDS IN RESPECT OF THE 2013 FISCAL YEAR	Mgmt	For
9.	ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
10.	APPROVAL TO REPURCHASE UP TO 10% OF ISSUED SHARE CAPITAL	Mgmt	For
11.	APPROVAL TO CANCEL UP TO 10% OF ISSUED SHARE CAPITAL HELD IN TREASURY	Mgmt	For

-----  
MACY'S INC.

Agen

-----  
Security: 55616P104  
Meeting Type: Annual  
Meeting Date: 16-May-2014  
Ticker: M  
ISIN: US55616P1049  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. BOLLENBACH	Mgmt	For
1B.	ELECTION OF DIRECTOR: DEIRDRE P. CONNELLY	Mgmt	For
1C.	ELECTION OF DIRECTOR: MEYER FELDBERG	Mgmt	For
1D.	ELECTION OF DIRECTOR: SARA LEVINSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERRY J. LUNDGREN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOSEPH NEUBAUER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL C. VARGA	Mgmt	For
1I.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	THE PROPOSED RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS MACY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2015.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

4. APPROVAL OF MACY'S AMENDED AND RESTATED 2009 OMNIBUS INCENTIVE COMPENSATION PLAN. Mgmt For

MARRIOTT INTERNATIONAL, INC. Agen

Security: 571903202  
 Meeting Type: Annual  
 Meeting Date: 09-May-2014  
 Ticker: MAR  
 ISIN: US5719032022

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: J.W. MARRIOTT, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN W. MARRIOTT III	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARY K. BUSH	Mgmt	For
1D.	ELECTION OF DIRECTOR: FREDERICK A. HENDERSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1F.	ELECTION OF DIRECTOR: DEBRA L. LEE	Mgmt	For
1G.	ELECTION OF DIRECTOR: GEORGE MUNOZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: HARRY J. PEARCE	Mgmt	For
1I.	ELECTION OF DIRECTOR: STEVEN S REINEMUND	Mgmt	For
1J.	ELECTION OF DIRECTOR: W. MITT ROMNEY	Mgmt	For
1K.	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL OF AS AMENDED TO THE COMPANY'S STOCK AND CASH INCENTIVE PLAN, AS AMENDED.	Mgmt	For
5.	SHAREHOLDER RESOLUTION RECOMMENDING SIMPLE MAJORITY VOTING STANDARD.	Shr	For

MICROSOFT CORPORATION Agen

Security: 594918104

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 19-Nov-2013  
 Ticker: MSFT  
 ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ELECTION OF DIRECTOR: STEVEN A. BALLMER	Mgmt	For
2.	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
3.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
4.	ELECTION OF DIRECTOR: MARIA M. KLAWE	Mgmt	For
5.	ELECTION OF DIRECTOR: STEPHEN J. LUCZO	Mgmt	For
6.	ELECTION OF DIRECTOR: DAVID F. MARQUARDT	Mgmt	For
7.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
8.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
9.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
10.	APPROVE MATERIAL TERMS OF THE PERFORMANCE CRITERIA UNDER THE EXECUTIVE OFFICER INCENTIVE PLAN	Mgmt	For
11.	ADVISORY VOTE ON EXECUTIVE COMPENSATION	Mgmt	For
12.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2014	Mgmt	For

MOHAWK INDUSTRIES, INC.

Agen

Security: 608190104  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: MHK  
 ISIN: US6081901042

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MR. ILL MR. LORBERBAUM DR. SMITH BOGART	Mgmt Mgmt Mgmt	For For For
2.	THE RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION, AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT FOR THE 2014 ANNUAL MEETING OF STOCKHOLDERS	Mgmt	For
----	---	------	-----

---

MONDELEZ INTERNATIONAL, INC.

Agen

Security: 609207105  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 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: NELSON PELTZ	Mgmt	For
1G.	ELECTION OF DIRECTOR: FREDRIC G. REYNOLDS	Mgmt	For
1H.	ELECTION OF DIRECTOR: IRENE B. ROSENFELD	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICK T. SIEWERT	Mgmt	For
1J.	ELECTION OF DIRECTOR: RUTH J. SIMMONS	Mgmt	For
1K.	ELECTION OF DIRECTOR: RATAN N. TATA	Mgmt	For
1L.	ELECTION OF DIRECTOR: JEAN-FRANCOIS M.L. VAN BOXMEER	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	APPROVE MONDELEZ INTERNATIONAL, INC. AMENDED AND RESTATED 2005 PERFORMANCE INCENTIVE PLAN	Mgmt	For
4.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR FISCAL YEAR ENDING DECEMBER 31, 2014	Mgmt	For
5.	SHAREHOLDER PROPOSAL: REPORT ON PACKAGING	Shr	Against

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 MONSANTO COMPANY

Agen

-----  
 Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 28-Jan-2014  
 Ticker: MON  
 ISIN: US61166W1018  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Mgmt	For
1B.	ELECTION OF DIRECTOR: LAURA K. IPSEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM U. PARFET	Mgmt	For
1D.	ELECTION OF DIRECTOR: GEORGE H. POSTE, PH.D., D.V.M.	Mgmt	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Mgmt	For
3.	ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	SHAREOWNER PROPOSAL REQUESTING A REPORT RELATED TO LABELING OF FOOD PRODUCED WITH GENETIC ENGINEERING.	Shr	Against
5.	SHAREOWNER PROPOSAL REQUESTING A REPORT ON CERTAIN MATTERS RELATED TO GMO PRODUCTS.	Shr	Against

-----  
 MORGAN STANLEY

Agen

-----  
 Security: 617446448  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: MS  
 ISIN: US6174464486  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ERSKINE B. BOWLES	Mgmt	For
1B.	ELECTION OF DIRECTOR: HOWARD J. DAVIES	Mgmt	For
1C.	ELECTION OF DIRECTOR: THOMAS H. GLOCER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES P. GORMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT H. HERZ	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1F.	ELECTION OF DIRECTOR: C. ROBERT KIDDER	Mgmt	For
1G.	ELECTION OF DIRECTOR: KLAUS KLEINFELD	Mgmt	For
1H.	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: HUTHAM S. OLAYAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: JAMES W. OWENS	Mgmt	For
1K.	ELECTION OF DIRECTOR: O. GRIFFITH SEXTON	Mgmt	For
1L.	ELECTION OF DIRECTOR: RYOSUKE TAMAKOSHI	Mgmt	For
1M.	ELECTION OF DIRECTOR: MASAAKI TANAKA	Mgmt	For
1N.	ELECTION OF DIRECTOR: LAURA D. TYSON	Mgmt	For
1O.	ELECTION OF DIRECTOR: RAYFORD WILKINS, JR.	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR	Mgmt	For
3.	TO APPROVE THE COMPENSATION OF EXECUTIVES AS DISCLOSED IN THE PROXY STATEMENT (NON-BINDING ADVISORY RESOLUTION)	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING A REPORT ON LOBBYING	Shr	Against

-----  
NCR CORPORATION

Agen

Security: 62886E108  
Meeting Type: Annual  
Meeting Date: 23-Apr-2014  
Ticker: NCR  
ISIN: US62886E1082

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RICHARD L. CLEMMER KURT P. KUEHN	Mgmt Mgmt	For For
2.	RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION AS DISCLOSED IN THESE PROXY MATERIALS.	Mgmt	For
4.	TO APPROVE THE DIRECTORS' PROPOSAL TO AMEND THE CHARTER OF THE COMPANY TO ELIMINATE THE CLASSIFICATION OF THE BOARD OF DIRECTORS OF THE COMPANY AND PROVIDE FOR ANNUAL ELECTION	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

OF ALL DIRECTORS ELECTED AT OR AFTER THE  
COMPANY'S 2015 ANNUAL MEETING OF  
STOCKHOLDERS.

---

NETFLIX, INC.

Agen

Security: 64110L106  
Meeting Type: Annual  
Meeting Date: 09-Jun-2014  
Ticker: NFLX  
ISIN: US64110L1061

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR REED HASTINGS JAY C. HOAG A. GEORGE (SKIP) BATTLE	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	TO APPROVE THE COMPANY'S PERFORMANCE BONUS PLAN.	Mgmt	For
5.	CONSIDERATION OF A STOCKHOLDER PROPOSAL TO REPEAL THE COMPANY'S CLASSIFIED BOARD, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
6.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING MAJORITY VOTE STANDARD IN DIRECTOR ELECTIONS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
7.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING RIGHT TO VOTE REGARDING POISON PILLS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
8.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING CONFIDENTIAL VOTING, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
9.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIR, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

---

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 19-Sep-2013  
 Ticker: NKE  
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER PHYLLIS M. WISE	Mgmt Mgmt Mgmt	For For For
2.	TO HOLD AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4.	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.	Shr	Against

NXP SEMICONDUCTOR NV

Agen

Security: N6596X109  
 Meeting Type: Special  
 Meeting Date: 10-Oct-2013  
 Ticker: NXPI  
 ISIN: NL0009538784

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	PROPOSAL TO APPOINT MRS.DR. M. HELMES AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 10 OCTOBER, 2013.	Mgmt	For
1B.	PROPOSAL TO APPOINT MRS. J. SOUTHERN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM 10 OCTOBER, 2013.	Mgmt	For

NXP SEMICONDUCTOR NV

Agen

Security: N6596X109  
 Meeting Type: Special  
 Meeting Date: 28-Mar-2014  
 Ticker: NXPI

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ISIN: NL0009538784

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	PROPOSAL TO APPOINT MR. E. MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM APRIL 1, 2014	Mgmt	For

NXP SEMICONDUCTOR NV

Agen

Security: N6596X109  
Meeting Type: Annual  
Meeting Date: 20-May-2014  
Ticker: NXPI  
ISIN: NL0009538784

Prop.#	Proposal	Proposal Type	Proposal Vote
2C.	ADOPTION OF THE 2013 FINANCIAL STATEMENTS	Mgmt	For
2D.	GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR MANAGEMENT DURING THE PAST FINANCIAL YEAR	Mgmt	For
3A.	PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3B.	PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3C.	PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	Against
3D.	PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3E.	PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3F.	PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3G.	PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3H.	PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

EFFECT FROM MAY 20, 2014

3I.	PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM MAY 20, 2014	Mgmt	For
3J.	PROPOSAL TO APPOINT DR. RICK TSAI AS NON-EXECUTIVE DIRECTOR OF THE COMPANY WITH EFFECT FROM JULY 1, 2014	Mgmt	For
4.	AUTHORISATION TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL	Mgmt	For
5.	AUTHORISATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL	Mgmt	For

---

OCCIDENTAL PETROLEUM CORPORATION

Agen

Security: 674599105  
Meeting Type: Annual  
Meeting Date: 02-May-2014  
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: EDWARD P. DJEREJIAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN E. FEICK	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARGARET M. FORAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	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.	ONE-YEAR WAIVER OF DIRECTOR AGE RESTRICTION FOR EDWARD P.DJEREJIAN, AN INDEPENDENT DIRECTOR.	Mgmt	For
3.	ADVISORY VOTE APPROVING EXECUTIVE COMPENSATION.	Mgmt	For
4.	ABILITY OF STOCKHOLDERS TO ACT BY WRITTEN	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

CONSENT.

5.	SEPARATION OF THE ROLES OF THE CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER.	Mgmt	For
6.	RATIFICATION OF INDEPENDENT AUDITORS.	Mgmt	For
7.	EXECUTIVES TO RETAIN SIGNIFICANT STOCK.	Shr	For
8.	REVIEW LOBBYING AT FEDERAL, STATE, LOCAL LEVELS.	Shr	Against
9.	QUANTITATIVE RISK MANAGEMENT REPORTING FOR HYDRAULIC FRACTURING OPERATIONS.	Shr	Against
10.	FUGITIVE METHANE EMISSIONS AND FLARING REPORT.	Shr	Against

-----  
 ORACLE CORPORATION

Agen

Security: 68389X105  
 Meeting Type: Annual  
 Meeting Date: 31-Oct-2013  
 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 NAOMI O. SELIGMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld For Withheld Withheld For Withheld Withheld For Withheld
2	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against
3	APPROVAL OF AMENDMENT TO THE LONG-TERM EQUITY INCENTIVE PLAN.	Mgmt	For
4	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.	Mgmt	For
5	STOCKHOLDER PROPOSAL REGARDING ESTABLISHING A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
6	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

7	STOCKHOLDER PROPOSAL REGARDING VOTE TABULATION.	Shr	Against
8	STOCKHOLDER PROPOSAL REGARDING MULTIPLE PERFORMANCE METRICS.	Shr	For
9	STOCKHOLDER PROPOSAL REGARDING QUANTIFIABLE PERFORMANCE METRICS.	Shr	For

-----  
PERRIGO COMPANY

Agen

Security: 714290103  
Meeting Type: Special  
Meeting Date: 18-Nov-2013  
Ticker: PRGO  
ISIN: US7142901039  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ADOPTING THE TRANSACTION AGREEMENT, DATED JULY 28, 2013, BETWEEN AND AMONG ELAN CORPORATION, PLC ("ELAN"), PERRIGO COMPANY ("PERRIGO"), LEOPARD COMPANY, HABSONT LIMITED AND PERRIGO COMPANY LIMITED (F/K/A BLISFONT LIMITED) ("NEW PERRIGO") (THE ' 'TRANSACTION AGREEMENT") AND APPROVING THE MERGER.	Mgmt	For
2.	APPROVING THE CREATION OF DISTRIBUTABLE RESERVES, BY REDUCING SOME OR ALL OF THE SHARE PREMIUM OF NEW PERRIGO RESULTING FROM THE ISSUANCE OF NEW PERRIGO ORDINARY SHARES PURSUANT TO THE SCHEME OF ARRANGEMENT BY WHICH NEW PERRIGO WILL ACQUIRE ELAN.	Mgmt	For
3.	CONSIDERING AND, ON A NON-BINDING ADVISORY BASIS, VOTING UPON SPECIFIED COMPENSATORY ARRANGEMENTS BETWEEN PERRIGO AND ITS NAMED EXECUTIVE OFFICERS RELATING TO THE TRANSACTION AGREEMENT.	Mgmt	For
4.	RE-APPROVING THE PERFORMANCE GOALS INCLUDED IN THE PERRIGO COMPANY ANNUAL INCENTIVE PLAN.	Mgmt	For
5.	APPROVING THE AMENDMENT AND RESTATEMENT OF THE PERRIGO COMPANY 2008 LONG TERM INCENTIVE PLAN.	Mgmt	For
6.	APPROVING ANY MOTION TO ADJOURN THE PERRIGO SPECIAL MEETING, OR ANY ADJOURNMENTS THEREOF, TO ANOTHER TIME OR PLACE IF NECESSARY OR APPROPRIATE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.	Mgmt	For

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 PFIZER INC.

Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2014  
 Ticker: PFE  
 ISIN: US7170811035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B.	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: HELEN H. HOBBS	Mgmt	For
1E.	ELECTION OF DIRECTOR: CONSTANCE J. HORNER	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1G.	ELECTION OF DIRECTOR: GEORGE A. LORCH	Mgmt	For
1H.	ELECTION OF DIRECTOR: SHANTANU NARAYEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1K.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1L.	ELECTION OF DIRECTOR: MARC TESSIER-LAVIGNE	Mgmt	For
2.	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF PFIZER INC. 2014 STOCK PLAN	Mgmt	For
5.	SHAREHOLDER PROPOSAL REGARDING APPROVAL OF POLITICAL CONTRIBUTIONS POLICY	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING LOBBYING ACTIVITIES	Shr	Against
7.	SHAREHOLDER PROPOSAL REGARDING ACTION BY WRITTEN CONSENT	Shr	For

-----  
 PHILLIPS 66

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 718546104  
 Meeting Type: Annual  
 Meeting Date: 07-May-2014  
 Ticker: PSX  
 ISIN: US7185461040

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM R. LOOMIS, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: GLENN F. TILTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PHILLIPS 66 FOR 2014.	Mgmt	For
3.	SAY ON PAY - AN ADVISORY (NON-BINDING) VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	GREENHOUSE GAS REDUCTION GOALS.	Shr	Against

PIER 1 IMPORTS, INC.

Agen

Security: 720279108  
 Meeting Type: Annual  
 Meeting Date: 20-Jun-2014  
 Ticker: PIR  
 ISIN: US7202791080

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: CLAIRE H. BABROWSKI	Mgmt	For
1.2	ELECTION OF DIRECTOR: CHERYL A. BACHELDER	Mgmt	For
1.3	ELECTION OF DIRECTOR: HAMISH A. DODDS	Mgmt	For
1.4	ELECTION OF DIRECTOR: BRENDAN L. HOFFMAN	Mgmt	For
1.5	ELECTION OF DIRECTOR: TERRY E. LONDON	Mgmt	For
1.6	ELECTION OF DIRECTOR: CYNTHIA P. MCCAGUE	Mgmt	For
1.7	ELECTION OF DIRECTOR: MICHAEL A. PEEL	Mgmt	For
1.8	ELECTION OF DIRECTOR: ANN M. SARDINI	Mgmt	For
1.9	ELECTION OF DIRECTOR: ALEXANDER W. SMITH	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

- |    |  |      |     |
|----|--|------|-----|
| 2. | THE APPROVAL OF AN AMENDMENT OF THE PIER 1 IMPORTS, INC. STOCK PURCHASE PLAN TO EXTEND THE TERM OF THE PLAN FOR TEN YEARS.   | Mgmt | For |
| 3. | A NON-BINDING, ADVISORY RESOLUTION TO APPROVE THE COMPENSATION OF PIER 1 IMPORTS' NAMED EXECUTIVE OFFICERS. ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL) | Mgmt | For |
| 4. | THE RATIFICATION OF THE AUDIT COMMITTEE'S ENGAGEMENT OF ERNST & YOUNG LLP AS PIER 1 IMPORTS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2015.                  | Mgmt | For |

---

PPG INDUSTRIES, INC.

Agen

Security: 693506107  
 Meeting Type: Annual  
 Meeting Date: 17-Apr-2014  
 Ticker: PPG  
 ISIN: US6935061076

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR STEPHEN F. ANGEL HUGH GRANT MICHELE J. HOOPER	Mgmt Mgmt Mgmt	For For For
2.	PROPOSAL TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS.	Mgmt	For
3.	PROPOSAL TO APPROVE AN AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION TO REPLACE THE SUPERMAJORITY VOTING REQUIREMENTS.	Mgmt	For
4.	PROPOSAL TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
5.	SHAREHOLDER PROPOSAL FOR AN INDEPENDENT BOARD CHAIRMAN.	Shr	Against

---

PUBLIC STORAGE

Agen

Security: 74460D109  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Ticker: PSA  
ISIN: US74460D1090

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF TRUSTEE: RONALD L. HAVNER, JR.	Mgmt	For
1.2	ELECTION OF TRUSTEE: TAMARA HUGHES GUSTAVSON	Mgmt	For
1.3	ELECTION OF TRUSTEE: URI P. HARKHAM	Mgmt	For
1.4	ELECTION OF TRUSTEE: B. WAYNE HUGHES, JR.	Mgmt	For
1.5	ELECTION OF TRUSTEE: AVEDICK B. POLADIAN	Mgmt	For
1.6	ELECTION OF TRUSTEE: GARY E. PRUITT	Mgmt	For
1.7	ELECTION OF TRUSTEE: RONALD P. SPOGLI	Mgmt	For
1.8	ELECTION OF TRUSTEE: DANIEL C. STATON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
3.	APPROVAL OF AMENDMENTS TO THE 2007 EQUITY AND PERFORMANCE-BASED INCENTIVE COMPENSATION PLAN.	Mgmt	For
4.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For

QUALCOMM INCORPORATED

Agen

Security: 747525103  
Meeting Type: Annual  
Meeting Date: 04-Mar-2014  
Ticker: QCOM  
ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: BARBARA T. ALEXANDER	Mgmt	For
1B.	ELECTION OF DIRECTOR: DONALD G. CRUICKSHANK	Mgmt	For
1C.	ELECTION OF DIRECTOR: RAYMOND V. DITTAMORE	Mgmt	For
1D.	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS W. HORTON	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1F.	ELECTION OF DIRECTOR: PAUL E. JACOBS	Mgmt	For
1G.	ELECTION OF DIRECTOR: SHERRY LANSING	Mgmt	For
1H.	ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF	Mgmt	For
1I.	ELECTION OF DIRECTOR: DUANE A. NELLES	Mgmt	For
1J.	ELECTION OF DIRECTOR: CLARK T. RANDT, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: FRANCISCO ROS	Mgmt	For
1L.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1M.	ELECTION OF DIRECTOR: BRENT SCOWCROFT	Mgmt	For
1N.	ELECTION OF DIRECTOR: MARC I. STERN	Mgmt	For
2.	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT PUBLIC ACCOUNTANTS FOR OUR FISCAL YEAR ENDING SEPTEMBER 28, 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
RANGE RESOURCES CORPORATION

Agen

-----  
Security: 75281A109  
Meeting Type: Annual  
Meeting Date: 20-May-2014  
Ticker: RRC  
ISIN: US75281A1097  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANTHONY V. DUB	Mgmt	For
1B.	ELECTION OF DIRECTOR: V. RICHARD EALES	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALLEN FINKELSON	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES M. FUNK	Mgmt	For
1E.	ELECTION OF DIRECTOR: JONATHAN S. LINKER	Mgmt	For
1F.	ELECTION OF DIRECTOR: MARY RALPH LOWE	Mgmt	For
1G.	ELECTION OF DIRECTOR: KEVIN S. MCCARTHY	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN H. PINKERTON	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

11.	ELECTION OF DIRECTOR: JEFFREY L. VENTURA	Mgmt	For
2.	A PROPOSAL TO APPROVE THE COMPENSATION PHILOSOPHY, POLICIES AND PROCEDURES DESCRIBED IN THE COMPENSATION DISCUSSION AND ANALYSIS.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AS OF AND FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For
4.	STOCKHOLDER PROPOSAL - A PROPOSAL REQUESTING A REPORT REGARDING FUGITIVE METHANE EMISSIONS.	Shr	Against

---

RESTORATION HARDWARE HOLDINGS, INC.

Agen

Security: 761283100  
 Meeting Type: Annual  
 Meeting Date: 25-Jun-2014  
 Ticker: RH  
 ISIN: US7612831005

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KATIE MITIC THOMAS MOTTOLA BARRY STERNLICHT	Mgmt Mgmt Mgmt	For Withheld Withheld
2.	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
3.	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED ACCOUNTING FIRM FOR THE 2014 FISCAL YEAR.	Mgmt	For

---

REYNOLDS AMERICAN INC.

Agen

Security: 761713106  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: RAI  
 ISIN: US7617131062

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF CLASS I DIRECTOR: SUSAN M.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

CAMERON

1B.	ELECTION OF CLASS I DIRECTOR: LUC JOBIN	Mgmt	For
1C.	ELECTION OF CLASS I DIRECTOR: NANA MENSAH	Mgmt	For
1D.	ELECTION OF CLASS I DIRECTOR: RONALD S. ROLFE	Mgmt	For
1E.	ELECTION OF CLASS I DIRECTOR: JOHN J. ZILLMER	Mgmt	For
1F.	ELECTION OF CLASS II DIRECTOR: SIR NICHOLAS SCHEELE	Mgmt	For
2.	APPROVAL OF THE REYNOLDS AMERICAN INC. AMENDED AND RESTATED 2009 OMNIBUS INCENTIVE COMPENSATION PLAN	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF NAMED EXECUTIVE OFFICERS	Mgmt	For
4.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS	Mgmt	For
5.	SHAREHOLDER PROPOSAL ON DISCLOSURE OF LOBBYING POLICIES AND PRACTICES	Shr	Against
6.	SHAREHOLDER PROPOSAL ON ANIMAL TESTING	Shr	Against

-----  
 ROCKWELL AUTOMATION, INC.

Agen

-----  
 Security: 773903109  
 Meeting Type: Annual  
 Meeting Date: 04-Feb-2014  
 Ticker: ROK  
 ISIN: US7739031091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
A.	DIRECTOR STEVEN R. KALMANSON JAMES P. KEANE DONALD R. PARFET	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
B.	TO APPROVE THE SELECTION OF DELOITTE & TOUCHE LLP AS THE CORPORATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
C.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF THE CORPORATION'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
D.	SHAREHOLDER PROPOSAL REQUESTING MAJORITY VOTING IN ELECTIONS OF DIRECTORS.	Shr	Against

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

ROSS STORES, INC.

Agen

Security: 778296103  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: ROST  
 ISIN: US7782961038

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: MICHAEL BALMUTH	Mgmt	For
1B)	ELECTION OF DIRECTOR: K. GUNNAR BJORKLUND	Mgmt	For
1C)	ELECTION OF DIRECTOR: MICHAEL J. BUSH	Mgmt	For
1D)	ELECTION OF DIRECTOR: NORMAN A. FERBER	Mgmt	For
1E)	ELECTION OF DIRECTOR: SHARON D. GARRETT	Mgmt	For
1F)	ELECTION OF DIRECTOR: GEORGE P. ORBAN	Mgmt	For
1G)	ELECTION OF DIRECTOR: LAWRENCE S. PEIROS	Mgmt	For
1H)	ELECTION OF DIRECTOR: GREGORY L. QUESNEL	Mgmt	For
2.	ADVISORY VOTE TO APPROVE THE RESOLUTION ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2015.	Mgmt	For

SHIRE PLC

Agen

Security: 82481R106  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: SHPG  
 ISIN: US82481R1068

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO RECEIVE THE COMPANY'S ANNUAL REPORT AND ACCOUNTS FOR THE YEAR ENDED DECEMBER 31, 2013.	Mgmt	For
2.	TO APPROVE THE DIRECTORS' REMUNERATION	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	REPORT, EXCLUDING THE DIRECTORS' REMUNERATION POLICY, SET OUT ON PAGES 64 TO 90 OF THE 2013 ANNUAL REPORT AND ACCOUNTS, FOR THE YEAR ENDED DECEMBER 31, 2013.		
3.	TO APPROVE THE DIRECTORS' REMUNERATION POLICY, SET OUT ON PAGES 66 TO 74 OF THE DIRECTORS' REMUNERATION REPORT, WHICH TAKES EFFECT ON JANUARY 1, 2015.	Mgmt	For
4.	TO ELECT DOMINIC BLAKEMORE AS A DIRECTOR.	Mgmt	For
5.	TO RE-ELECT WILLIAM BURNS AS A DIRECTOR.	Mgmt	For
6.	TO RE-ELECT DR. STEVEN GILLIS AS A DIRECTOR.	Mgmt	For
7.	TO RE-ELECT DR. DAVID GINSBURG AS A DIRECTOR.	Mgmt	For
8.	TO RE-ELECT DAVID KAPPLER AS A DIRECTOR.	Mgmt	For
9.	TO RE-ELECT SUSAN KILSBY AS A DIRECTOR.	Mgmt	For
10.	TO RE-ELECT ANNE MINTO AS A DIRECTOR.	Mgmt	For
11.	TO RE-ELECT DR. FLEMMING ORNSKOV AS A DIRECTOR.	Mgmt	For
12.	TO RE-ELECT DAVID STOUT AS A DIRECTOR.	Mgmt	For
13.	TO RE-APPOINT DELOITTE LLP AS THE COMPANY'S AUDITOR UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY.	Mgmt	For
14.	TO AUTHORIZE THE AUDIT, COMPLIANCE & RISK COMMITTEE TO DETERMINE THE REMUNERATION OF THE AUDITOR.	Mgmt	For
15.	THAT SANCTION BE AND IS HEREBY GIVEN TO THE DIRECTORS OF THE COMPANY PERMITTING THE AGGREGATE PRINCIPAL AMOUNT AT ANY TIME OUTSTANDING IN RESPECT OF MONEYS BORROWED (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) BY THE GROUP (AS DEFINED IN THE ARTICLES) TO EXCEED THE LIMIT IMPOSED BY ARTICLE 107 OF THE ARTICLES PROVIDED THAT THE SANCTION HEREBY GIVEN SHALL NOT EXTEND TO PERMIT THE AGGREGATE PRINCIPAL AMOUNT AT ANY TIME OUTSTANDING IN RESPECT OF MONEYS BORROWED BY THE GROUP TO EXCEED A SUM EQUAL TO U.S. \$12,000,000,000.	Mgmt	For
16.	THAT THE AUTHORITY TO ALLOT RELEVANT SECURITIES (AS DEFINED IN THE ARTICLES OF ASSOCIATION ("ARTICLES")) CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (B) OF THE ARTICLES BE RENEWED AND FOR THIS PURPOSE THE AUTHORISED ALLOTMENT AMOUNT SHALL BE: (A) 9,813,055 OF RELEVANT SECURITIES; AND (B) SOLELY IN CONNECTION	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

WITH AN ALLOTMENT PURSUANT TO AN OFFER BY WAY OF A RIGHTS ISSUE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.

- |     |   |      |     |
|-----|---|------|-----|
| 17. | THAT SUBJECT TO THE PASSING OF RESOLUTION 16, THE AUTHORITY TO ALLOT EQUITY SECURITIES (AS DEFINED IN THE COMPANY'S ARTICLES OF ASSOCIATION (THE "ARTICLES")) WHOLLY FOR CASH, CONFERRED ON THE DIRECTORS BY ARTICLE 10 PARAGRAPH (D) OF THE ARTICLES, BE RENEWED AND FOR THIS PURPOSE THE NON PRE-EMPTIVE AMOUNT (AS DEFINED IN THE ARTICLES) SHALL BE 1,494,561 AND THE ALLOTMENT PERIOD SHALL BE THE PERIOD COMMENCING ON APRIL 29, 2014, AND ENDING ON THE EARLIER OF JULY 28, 2015, OR THE CONCLUSION OF THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD IN 2015. | Mgmt | For |
| 18. | THAT THE COMPANY BE AND IS HEREBY GENERALLY AND UNCONDITIONALLY AUTHORIZED: (A) PURSUANT TO ARTICLE 57 OF THE COMPANIES (JERSEY) LAW 1991 TO MAKE MARKET PURCHASES OF ORDINARY SHARES IN THE CAPITAL OF THE COMPANY, AND (B) PURSUANT TO ARTICLE 58A OF THE COMPANIES (JERSEY) LAW 1991, TO HOLD AS TREASURY SHARES ANY ORDINARY SHARES PURCHASED PURSUANT TO THE AUTHORITY CONFERRED BY PARAGRAPH (A) OF THIS RESOLUTION, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT.  | Mgmt | For |
| 19. | TO APPROVE THAT A GENERAL MEETING OF THE COMPANY, OTHER THAN AN ANNUAL GENERAL MEETING, MAY BE CALLED ON NOT LESS THAT 14 CLEAR DAYS' NOTICE.   | Mgmt | For |

---

STARBUCKS CORPORATION

Agen

Security: 855244109  
 Meeting Type: Annual  
 Meeting Date: 19-Mar-2014  
 Ticker: SBUX  
 ISIN: US8552441094

---

- | Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: HOWARD SCHULTZ     | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM W. BRADLEY | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT M. GATES    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MELLODY HOBSON     | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KEVIN R. JOHNSON   | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1F.	ELECTION OF DIRECTOR: OLDEN LEE	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOSHUA COOPER RAMO	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES G. SHENNAN, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: CLARA SHIH	Mgmt	For
1J.	ELECTION OF DIRECTOR: JAVIER G. TERUEL	Mgmt	For
1K.	ELECTION OF DIRECTOR: MYRON E. ULLMAN, III	Mgmt	For
1L.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
2.	ADVISORY RESOLUTION TO APPROVE OUR EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2014.	Mgmt	For
4.	PROHIBIT POLITICAL SPENDING.	Shr	Against
5.	INDEPENDENT BOARD CHAIRMAN.	Shr	For

-----  
 STRYKER CORPORATION

Agen

-----  
 Security: 863667101  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: SYK  
 ISIN: US8636671013  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HOWARD E. COX, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: SRIKANT M. DATAR, PH.D.	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROCH DOLIVEUX, DVM	Mgmt	For
1D.	ELECTION OF DIRECTOR: LOUISE L. FRANCESCONI	Mgmt	For
1E.	ELECTION OF DIRECTOR: ALLAN C. GOLSTON	Mgmt	For
1F.	ELECTION OF DIRECTOR: KEVIN A. LOBO	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM U. PARFET	Mgmt	For
1H.	ELECTION OF DIRECTOR: ANDREW K. SILVERNAIL	Mgmt	For
1I.	ELECTION OF DIRECTOR: RONDA E. STRYKER	Mgmt	For
2.	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

AS OUR INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM FOR 2014.

- |    |   |      |     |
|----|---|------|-----|
| 3. | APPROVAL, IN AN ADVISORY VOTE, OF THE<br>COMPANY'S NAMED EXECUTIVE OFFICER<br>COMPENSATION. | Mgmt | For |
|----|---|------|-----|

-----  
T-MOBILE US, INC.

Agen

-----  
Security: 872590104  
Meeting Type: Annual  
Meeting Date: 05-Jun-2014  
Ticker: TMUS  
ISIN: US8725901040  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR W. MICHAEL BARNES THOMAS DANNENFELDT SRIKANT M. DATAR LAWRENCE H. GUFFEY TIMOTHEUS HOTTGES BRUNO JACOBFEUERBORN RAPHAEL KUBLER THORSTEN LANGHEIM JOHN J. LEGERE TERESA A. TAYLOR KELVIN R. WESTBROOK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For Withheld Withheld Withheld Withheld Withheld For For
2.	RATIFICATION OF APPOINTMENT OF THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	STOCKHOLDER PROPOSAL RELATED TO HUMAN RIGHTS RISK ASSESSMENT.	Shr	Against

-----  
TARGET CORPORATION

Agen

-----  
Security: 87612E106  
Meeting Type: Annual  
Meeting Date: 11-Jun-2014  
Ticker: TGT  
ISIN: US87612E1064  
-----

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1A.	ELECTION OF DIRECTOR: ROXANNE S. AUSTIN	Mgmt	Against
1B.	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: CALVIN DARDEN	Mgmt	Against
1D.	ELECTION OF DIRECTOR: HENRIQUE DE CASTRO	Mgmt	Against
1E.	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	Against
1F.	ELECTION OF DIRECTOR: MARY E. MINNICK	Mgmt	Against
1G.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	Against
1H.	ELECTION OF DIRECTOR: DERICA W. RICE	Mgmt	Against
1I.	ELECTION OF DIRECTOR: KENNETH L. SALAZAR	Mgmt	For
1J.	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 ELIMINATE PERQUISITES.	Shr	Against
5.	SHAREHOLDER PROPOSAL TO ADOPT A POLICY FOR AN INDEPENDENT CHAIRMAN.	Shr	For
6.	SHAREHOLDER PROPOSAL TO ADOPT A POLICY PROHIBITING DISCRIMINATION "AGAINST" OR "FOR" PERSONS.	Shr	Against

---

TELEFON AB L.M.ERICSSON, KISTA

Agen

Security: W26049119  
Meeting Type: AGM  
Meeting Date: 11-Apr-2014  
Ticker:  
ISIN: SE0000108656

---

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING ID 279825 DUE TO CHANGE IN THE VOTING STATUS OF RESOLUTIONS "13 TO 16". ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING NOTICE. THANK YOU.	Non-Voting	



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

CMMT	IMPORTANT MARKET PROCESSING REQUIREMENT: A BENEFICIAL OWNER SIGNED POWER OF ATTORNEY (POA) IS REQUIRED IN ORDER TO LODGE AND EXECUTE YOUR VOTING INSTRUCTIONS IN THIS MARKET. ABSENCE OF A POA, MAY CAUSE YOUR INSTRUCTIONS TO BE REJECTED. IF YOU HAVE ANY QUESTIONS, PLEASE CONTACT YOUR CLIENT SERVICE REPRESENTATIVE	Non-Voting	
CMMT	MARKET RULES REQUIRE DISCLOSURE OF BENEFICIAL OWNER INFORMATION FOR ALL VOTED ACCOUNTS. IF AN ACCOUNT HAS MULTIPLE BENEFICIAL OWNERS, YOU WILL NEED TO PROVIDE THE BREAKDOWN OF EACH BENEFICIAL OWNER NAME, ADDRESS AND SHARE POSITION TO YOUR CLIENT SERVICE REPRESENTATIVE. THIS INFORMATION IS REQUIRED IN ORDER FOR YOUR VOTE TO BE LODGED	Non-Voting	
CMMT	AN ABSTAIN VOTE CAN HAVE THE SAME EFFECT AS AN AGAINST VOTE IF THE MEETING REQUIRE APPROVAL FROM MAJORITY OF PARTICIPANTS TO PASS A RESOLUTION	Non-Voting	
1	Election of the Chairman Advokat Sven Unger of the Annual General Meeting	Non-Voting	
2	Preparation and approval of the voting list	Non-Voting	
3	Approval of the agenda of the Annual General Meeting	Non-Voting	
4	Determination whether the Annual General Meeting has been properly convened	Non-Voting	
5	Election of two persons approving the minutes	Non-Voting	
6	Presentation of the annual report, the Auditors' report, the consolidated accounts, the Auditors' report on the consolidated accounts and the Auditors report whether the guidelines for remuneration to group management have been complied with, as well as the auditors' presentation of the audit work during 2013	Non-Voting	
7	The President's speech and questions from the shareholders to the Board of Directors and the management	Non-Voting	
8.1	Resolution with respect to: Adoption of the income statement and the balance sheet, the consolidated income statement and the consolidated balance sheet	Mgmt	For
8.2	Resolution with respect to: Discharge of liability for the members of the Board of Directors and the President	Mgmt	For
8.3	Resolution with respect to: The appropriation of the profit in accordance	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

with the approved balance sheet and determination of the record date for dividend: The Board of Directors proposes a dividend of SEK 3 per share and Wednesday, April 16, 2014, as record date for dividend. Assuming this date will be the record day, Euroclear Sweden AB is expected to disburse dividends on Wednesday, April 23, 2014

- |     |   |      |     |
|-----|---|------|-----|
| 9.1 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the number of Board members and deputies of the Board of Directors to be elected by the Annual General Meeting According to the articles of association, the Board shall consist of no less than five and no more than twelve Board members, with no more than six deputies. The Nomination Committee proposes that the number of Board members elected by the Annual General Meeting of shareholders remain twelve and that no deputies be elected                             | Mgmt | For |
| 9.2 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the fees payable to members of the Board of Directors elected by the Annual General Meeting and members of the Committees of the Board of Directors elected by the Annual General Meeting   | Mgmt | For |
| 9.3 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Election of the Chairman of the Board of Directors, other Board members and deputies of the Board of Directors: The Nomination Committee proposes that the following persons be elected Board members: Chairman of the Board: re-election: Leif Johansson. Other Board members: re-election: Roxanne S. Austin, Sir Peter L. Bonfield, Nora Denzel, Borje Ekholm, Alexander Izosimov, Ulf J. Johansson, Sverker Martin-Lof, Kristin Skogen Lund, Hans Vestberg, Jacob Wallenberg and Par Ostberg | Mgmt | For |
| 9.4 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the fees payable to the auditor The Nomination Committee proposes, like previous years, that the auditor fees be paid against approved account  | Mgmt | For |
| 9.5 | Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Determination of the number of auditors According to the   | Mgmt | For |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

articles of association, the company shall have no less than one and no more than three registered public accounting firms as auditor. The Nomination Committee proposes that the company should have one registered public accounting firm as auditor

9.6	Presentation of the proposals of the Nomination Committee, election of the Board of Directors etc: Election of auditor The Nomination Committee proposes that PricewaterhouseCoopers AB be appointed auditor for the period as of the end of the Annual General Meeting 2014 until the end of the Annual General Meeting 2015	Mgmt	For
10	Resolution on the Guidelines for remuneration to Group management	Mgmt	For
11.1	Long-Term Variable Compensation Program 2014: Resolution on implementation of the Stock Purchase Plan	Mgmt	For
11.2	Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Stock Purchase Plan	Mgmt	For
11.3	Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Stock Purchase Plan	Mgmt	Against
11.4	Long-Term Variable Compensation Program 2014: Resolution on implementation of the Key Contributor Retention Plan	Mgmt	For
11.5	Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Key Contributor Retention Plan	Mgmt	For
11.6	Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Key Contributor Retention Plan	Mgmt	Against
11.7	Long-Term Variable Compensation Program 2014: Resolution on implementation of the Executive Performance Stock Plan	Mgmt	For
11.8	Long-Term Variable Compensation Program 2014: Resolution on transfer of treasury stock for the Executive Performance Stock Plan	Mgmt	For
11.9	Long-Term Variable Compensation Program 2014: Resolution on Equity Swap Agreement with third party in relation to the Executive Performance Stock Plan	Mgmt	Against
12	Resolution on transfer of treasury stock in relation to the resolutions on the	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Long-Term Variable Remuneration Programs  
2010, 2011, 2012 and 2013

CMMT	PLEASE NOTE THAT THE RESOLUTIONS "13 TO 16" ARE THE SHAREHOLDER PROPOSALS. HOWEVER, MANAGEMENT MAKES NO RECOMMENDATION	Non-Voting	
13	Resolution on proposal from the Shareholder Einar Hellbom that the Annual General Meeting resolve to delegate to the Board of Directors to review how shares are to be given equal voting rights and to present a proposal to that effect at the Annual General Meeting 2015	Mgmt	For
14.1	Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To take necessary action to create a shareholders' association in the company	Mgmt	Against
14.2	Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To write to the Government of Sweden, requesting a prompt appointment of a commission instructed to propose legislation on the abolishment of voting power differences in Swedish limited liability companies	Mgmt	Against
14.3	Resolution on proposal from the Shareholder Thorwald Arvidsson that the Annual General Meeting resolve to delegate to the Board of Directors: To prepare a proposal regarding board representation for the small and midsize shareholders	Mgmt	Against
15	Resolution on proposal from the Shareholder Thorwald Arvidsson to amend the articles of association	Mgmt	Against
16	Resolution on proposal from the Shareholder Thorwald Arvidsson for an examination through a special examiner under the Swedish Companies Act (2005:551), chapter 10, section 21, (Sw. sarskild granskning) to make clear whether the company has acted contrary to sanctions resolved by relevant international bodies. The audit should primarily concern the company's exports to Iran	Mgmt	Against
17	Closing of the Annual General Meeting	Non-Voting	

-----  
TERADYNE, INC.  
-----

-----  
Agen  
-----

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 880770102  
 Meeting Type: Annual  
 Meeting Date: 20-May-2014  
 Ticker: TER  
 ISIN: US8807701029

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MICHAEL A. BRADLEY	Mgmt	For
1B	ELECTION OF DIRECTOR: DANIEL W. CHRISTMAN	Mgmt	For
1C	ELECTION OF DIRECTOR: EDWIN J. GILLIS	Mgmt	For
1D	ELECTION OF DIRECTOR: TIMOTHY E. GUERTIN	Mgmt	For
1E	ELECTION OF DIRECTOR: MARK E. JAGIELA	Mgmt	For
1F	ELECTION OF DIRECTOR: PAUL J. TUFANO	Mgmt	For
1G	ELECTION OF DIRECTOR: ROY A. VALLEE	Mgmt	For
2	TO APPROVE, IN A NON-BINDING, ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE COMPANY'S PROXY STATEMENT UNDER THE HEADINGS "COMPENSATION DISCUSSION AND ANALYSIS" AND "EXECUTIVE COMPENSATION TABLES".	Mgmt	For
3	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.	Mgmt	For

THE BOEING COMPANY

Agen

Security: 097023105  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2014  
 Ticker: BA  
 ISIN: US0970231058

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARTHUR D. COLLINS, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: LINDA Z. COOK	Mgmt	For
1D.	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1E.	ELECTION OF DIRECTOR: EDMUND P. GIAMBASTIANI, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: LAWRENCE W. KELLNER	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H.	ELECTION OF DIRECTOR: W. JAMES MCNERNEY, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
1K.	ELECTION OF DIRECTOR: MIKE S. ZAFIROVSKI	Mgmt	For
2.	APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	APPROVE THE AMENDMENT AND RESTATEMENT OF THE BOEING COMPANY 2003 INCENTIVE STOCK PLAN.	Mgmt	For
4.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITOR FOR 2014.	Mgmt	For
5.	REPORT TO DISCLOSE LOBBYING.	Shr	Against
6.	RIGHT TO ACT BY WRITTEN CONSENT.	Shr	For
7.	INDEPENDENT BOARD CHAIRMAN.	Shr	Against

---

THE CHARLES SCHWAB CORPORATION

Agen

Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 15-May-2014  
 Ticker: SCHW  
 ISIN: US8085131055

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Mgmt	For
1B.	ELECTION OF DIRECTOR: STEPHEN T. MCLIN	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROGER O. WALTHER	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT N. WILSON	Mgmt	For
2.	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY APPROVAL OF NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	STOCKHOLDER PROPOSAL REGARDING POLITICAL	Shr	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

### CONTRIBUTIONS

5.	STOCKHOLDER PROPOSAL REGARDING ANNUAL DISCLOSURE OF EEO-1 DATA	Shr	Against
6.	STOCKHOLDER PROPOSAL REGARDING ACCELERATED VESTING UPON CHANGE IN CONTROL	Shr	For

-----  
 THE ESTEE LAUDER COMPANIES INC.

Agen

Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 12-Nov-2013  
 Ticker: EL  
 ISIN: US5184391044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: AERIN LAUDER	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM P. LAUDER	Mgmt	Abstain
1C.	ELECTION OF DIRECTOR: RICHARD D. PARSONS	Mgmt	Abstain
1D.	ELECTION OF DIRECTOR: LYNN FORESTER DE ROTHSCHILD	Mgmt	For
1E.	ELECTION OF DIRECTOR: RICHARD F. ZANNINO	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2014 FISCAL YEAR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVE THE ESTEE LAUDER COMPANIES INC. EXECUTIVE ANNUAL INCENTIVE PLAN PURSUANT TO SECTION 162(M) OF THE INTERNAL REVENUE CODE.	Mgmt	Against
5.	VOTE ON STOCKHOLDER PROPOSAL CONCERNING SUSTAINABLE PALM OIL.	Shr	Against

-----  
 THE HAIN CELESTIAL GROUP, INC.

Agen

Security: 405217100  
 Meeting Type: Annual  
 Meeting Date: 19-Nov-2013  
 Ticker: HAIN  
 ISIN: US4052171000  
 -----

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR IRWIN D. SIMON RICHARD C. BERKE JACK FUTTERMAN MARINA HAHN ANDREW R. HEYER ROGER MELTZER SCOTT M. O'NEIL LAWRENCE S. ZILAVY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For Withheld For For
2	TO VOTE, ON AN ADVISORY BASIS, FOR THE COMPENSATION AWARDED TO THE NAMED EXECUTIVE OFFICERS FOR THE FISCAL YEAR ENDED JUNE 30, 2013, AS SET FORTH IN THIS PROXY STATEMENT.	Mgmt	Against
3	TO APPROVE THE AMENDMENT OF THE AMENDED AND RESTATED 2002 LONG TERM INCENTIVE AND STOCK AWARD PLAN.	Mgmt	For
4	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP TO ACT AS REGISTERED INDEPENDENT ACCOUNTANTS OF THE COMPANY FOR THE FISCAL YEAR ENDING JUNE 30, 2014.	Mgmt	For

-----  
 THE HERSHEY COMPANY

Agen

-----  
 Security: 427866108  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: HSY  
 ISIN: US4278661081  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR P.M. ARWAY J.P. BILBREY R.F. CAVANAUGH C.A. DAVIS M.K. HABEN R.M. MALCOLM J.M. MEAD J.E. NEVELS A.J. PALMER T.J. RIDGE D.L. SHEDLARZ	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	RATIFY THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR 2014.	Mgmt	For
3.	APPROVE, ON A NON-BINDING ADVISORY BASIS, A RESOLUTION APPROVING EXECUTIVE	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

COMPENSATION.

-----  
 THE HOME DEPOT, INC.

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 22-May-2014  
 Ticker: HD  
 ISIN: US4370761029  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: F. DUANE ACKERMAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANCIS S. BLAKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1D.	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. FRANK BROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G.	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H.	ELECTION OF DIRECTOR: HELENA B. FOULKES	Mgmt	For
1I.	ELECTION OF DIRECTOR: WAYNE M. HEWETT	Mgmt	For
1J.	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARK VADON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREHOLDER MEETINGS	Shr	For
5.	SHAREHOLDER PROPOSAL REGARDING EMPLOYMENT DIVERSITY REPORT	Shr	Against

-----  
 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2014  
 Ticker: PNC  
 ISIN: US6934751057  
 -----

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD O. BERNDT	Mgmt	For
1B.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAUL W. CHELLGREN	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK	Mgmt	For
1E.	ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: ANTHONY A. MASSARO	Mgmt	For
1I.	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1J.	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1K.	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1L.	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1M.	ELECTION OF DIRECTOR: THOMAS J. USHER	Mgmt	For
1N.	ELECTION OF DIRECTOR: GEORGE H. WALLS, JR.	Mgmt	For
1O.	ELECTION OF DIRECTOR: HELGE H. WEHMEIER	Mgmt	For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	A SHAREHOLDER PROPOSAL REGARDING A REPORT ON GREENHOUSE GAS EMISSIONS OF BORROWERS AND EXPOSURE TO CLIMATE CHANGE RISK.	Shr	Against

THE WALT DISNEY COMPANY

Agen

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 18-Mar-2014  
 Ticker: DIS  
 ISIN: US2546871060

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

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

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: FRED H. LANGHAMMER	Mgmt	For
1F.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1G.	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1I.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	For
1J.	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2014.	Mgmt	For
3.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	TO APPROVE AN AMENDMENT TO THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION.	Mgmt	For
5.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO PROXY ACCESS.	Shr	For
6.	TO APPROVE THE SHAREHOLDER PROPOSAL RELATING TO ACCELERATION OF EQUITY AWARDS.	Shr	For

---

THE WHITEWAVE FOODS COMPANY

Agen

---

Security: 966244105  
Meeting Type: Annual  
Meeting Date: 15-May-2014  
Ticker: WWAV  
ISIN: US9662441057

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF DIRECTOR: GREGG L. ENGLS	Mgmt	Abstain
1.2	ELECTION OF DIRECTOR: JOSEPH S. HARDIN, JR.	Mgmt	Abstain
2.	PROPOSAL TO APPROVE AMENDMENTS TO OUR CHARTER PROMPTED BY THE CONVERSION OF OUR CLASS B COMMON STOCK INTO CLASS A COMMON STOCK.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

- |    |   |      |     |
|----|---|------|-----|
| 3. | PROPOSAL TO APPROVE AMENDMENTS TO OUR CHARTER PROMPTED BY THE COMPLETION OF OUR SEPARATION FROM DEAN FOODS COMPANY. | Mgmt | For |
| 4. | PROPOSAL TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR 2014.                    | Mgmt | For |

-----  
 TRIMBLE NAVIGATION LIMITED

Agen

-----  
 Security: 896239100  
 Meeting Type: Annual  
 Meeting Date: 08-May-2014  
 Ticker: TRMB  
 ISIN: US8962391004  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR STEVEN W. BERGLUND JOHN B. GOODRICH MERIT E. JANOW ULF J. JOHANSSON RONALD S. NERSESIAN MARK S. PEEK NICKOLAS W. VANDE STEEG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For Withheld
2.	TO APPROVE THE COMPENSATION FOR OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT AUDITOR OF THE COMPANY FOR THE FISCAL YEAR ENDING JANUARY 2, 2015.	Mgmt	For

-----  
 TRW AUTOMOTIVE HOLDINGS CORP.

Agen

-----  
 Security: 87264S106  
 Meeting Type: Annual  
 Meeting Date: 13-May-2014  
 Ticker: TRW  
 ISIN: US87264S1069  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR FRANCOIS J. CASTAING MICHAEL R. GAMBRELL DAVID W. MELINE	Mgmt Mgmt Mgmt	For For For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

- |    |  |      |         |
|----|--|------|---------|
| 2. | THE RATIFICATION OF ERNST & YOUNG LLP, AN INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, TO AUDIT THE CONSOLIDATED FINANCIAL STATEMENTS OF TRW AUTOMOTIVE HOLDINGS CORP. FOR 2014. | Mgmt | For     |
| 3. | ADVISORY APPROVAL OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT.   | Mgmt | Against |

---

TWITTER, INC.

Agen

Security: 90184L102  
 Meeting Type: Annual  
 Meeting Date: 21-May-2014  
 Ticker: TWTR  
 ISIN: US90184L1026

- | Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>RICHARD COSTOLO<br>PETER FENTON<br>MARJORIE SCARDINO   | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014. | Mgmt                 | For               |

---

UNITED TECHNOLOGIES CORPORATION

Agen

Security: 913017109  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2014  
 Ticker: UTX  
 ISIN: US9130171096

- | Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LOUIS R. CHENEVERT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN V. FARACI      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JEAN-PIERRE GARNIER | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMIE S. GORELICK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: EDWARD A. KANGAS    | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1F.	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARSHALL O. LARSEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: HAROLD MCGRAW III	Mgmt	For
1I.	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
1J.	ELECTION OF DIRECTOR: H. PATRICK SWYGERT	Mgmt	For
1K.	ELECTION OF DIRECTOR: ANDRE VILLENEUVE	Mgmt	For
1L.	ELECTION OF DIRECTOR: CHRISTINE TODD WHITMAN	Mgmt	For
2.	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT AUDITOR FOR 2014	Mgmt	For
3.	APPROVE AN AMENDMENT AND RESTATEMENT OF THE 2005 LONG-TERM INCENTIVE PLAN, INCLUDING APPROVAL OF ADDITIONAL SHARES FOR FUTURE AWARDS	Mgmt	For
4.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS	Mgmt	For

-----  
 VERIZON COMMUNICATIONS INC.

Agen

-----  
 Security: 92343V104  
 Meeting Type: Special  
 Meeting Date: 28-Jan-2014  
 Ticker: VZ  
 ISIN: US92343V1044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	APPROVE THE ISSUANCE OF UP TO APPROXIMATELY 1.28 BILLION SHARES OF VERIZON COMMON STOCK TO VODAFONE ORDINARY SHAREHOLDERS IN CONNECTION WITH VERIZON'S ACQUISITION OF VODAFONE'S INDIRECT 45% INTEREST IN VERIZON WIRELESS	Mgmt	For
2.	APPROVE AN AMENDMENT TO ARTICLE 4(A) OF VERIZON'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE VERIZON'S AUTHORIZED SHARES OF COMMON STOCK BY 2 BILLION SHARES TO AN AGGREGATE OF 6.25 BILLION AUTHORIZED SHARES OF COMMON STOCK	Mgmt	For
3.	APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING TO SOLICIT ADDITIONAL VOTES AND PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE ABOVE PROPOSALS	Mgmt	For

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 VERIZON COMMUNICATIONS INC.  
 -----

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 01-May-2014  
 Ticker: VZ  
 ISIN: US92343V1044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1C.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
1F.	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
1G.	ELECTION OF DIRECTOR: DONALD T. NICOLAISEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For
1J.	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Mgmt	For
1K.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	PROPOSAL TO IMPLEMENT PROXY ACCESS	Mgmt	For
5.	NETWORK NEUTRALITY	Shr	Against
6.	LOBBYING ACTIVITIES	Shr	Against
7.	SEVERANCE APPROVAL POLICY	Shr	For
8.	SHAREHOLDER RIGHT TO CALL A SPECIAL MEETING	Shr	For
9.	SHAREHOLDER RIGHT TO ACT BY WRITTEN CONSENT	Shr	For
10.	PROXY VOTING AUTHORITY	Shr	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 29-Jan-2014  
 Ticker: V  
 ISIN: US92826C8394

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1E.	ELECTION OF DIRECTOR: CATHY E. MINEHAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: DAVID J. PANG	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM S. SHANAHAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN A.C. SWAINSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Mgmt	For
2.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2014.	Mgmt	For

WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2014  
 Ticker: WFC  
 ISIN: US9497461015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1B)	ELECTION OF DIRECTOR: ELAINE L. CHAO	Mgmt	For
1C)	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1D)	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	For
1E)	ELECTION OF DIRECTOR: SUSAN E. ENGEL	Mgmt	For
1F)	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	For
1G)	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	For
1H)	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	For
1I)	ELECTION OF DIRECTOR: FEDERICO F. PENA	Mgmt	For
1J)	ELECTION OF DIRECTOR: JAMES H. QUIGLEY	Mgmt	For
1K)	ELECTION OF DIRECTOR: JUDITH M. RUNSTAD	Mgmt	For
1L)	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1M)	ELECTION OF DIRECTOR: JOHN G. STUMPF	Mgmt	For
1N)	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	For
2.	VOTE ON AN ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2014.	Mgmt	For
4.	ADOPT A POLICY TO REQUIRE AN INDEPENDENT CHAIRMAN.	Shr	Against
5.	REVIEW AND REPORT ON INTERNAL CONTROLS OVER THE COMPANY'S MORTGAGE SERVICING AND FORECLOSURE PRACTICES.	Shr	Against

---

YUM! BRANDS, INC.

Agen

Security: 988498101  
Meeting Type: Annual  
Meeting Date: 01-May-2014  
Ticker: YUM  
ISIN: US9884981013

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MICHAEL J. CAVANAGH	Mgmt	For
1B.	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1C.	ELECTION OF DIRECTOR: MASSIMO FERRAGAMO	Mgmt	For
1D.	ELECTION OF DIRECTOR: MIRIAN M. GRADDICK-WEIR	Mgmt	For
1E.	ELECTION OF DIRECTOR: BONNIE G. HILL	Mgmt	For
1F.	ELECTION OF DIRECTOR: JONATHAN S. LINEN	Mgmt	For
1G.	ELECTION OF DIRECTOR: THOMAS C. NELSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: DAVID C. NOVAK	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: JING-SHYH S. SU	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROBERT D. WALTER	Mgmt	For
2.	RATIFICATION OF INDEPENDENT AUDITORS.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	RE-APPROVAL OF PERFORMANCE MEASURES OF YUM! BRANDS, INC. EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For

\* 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 Enhanced Equity Income Fund II
By (Signature)	/s/ Walter A. Row, III
Name	Walter A. Row, III
Title	President
Date	08/18/2014