

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

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form SC 13D/A  
August 17, 2012

SCHEDULE 13D/A

DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT  
8/7/12

1. NAME OF REPORTING PERSON

Bulldog Investors, Brooklyn Capital Management,  
Phillip Goldstein and Andrew Dakos

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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7. SOLE VOTING POWER

4,949,140

8. SHARED VOTING POWER

943,835

9. SOLE DISPOSITIVE POWER

5,892,975

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10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

5,892,975

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.08%

14. TYPE OF REPORTING PERSON

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IA

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## Item 1. SECURITY AND ISSUER

This statement constitutes Amendment #1 to the schedule 13d filed July 19, 2012. Except as specifically set forth herein, the schedule 13d remains unmodified.

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

As per the N-CSRS filed on February 27, 2012 there were 72,958,783 shares of common stock outstanding as of 12/31/2011. The percentage set forth in item 5 was derived using such number. Bulldog Investors, Brooklyn Capital Management, Phillip Goldstein and Andrew Dakos beneficially own an aggregate of 5,892,975 shares of ETJ or 8.08% of the outstanding shares. Power to dispose of and vote securities resides either with Mr. Goldstein, Mr. Dakos or with clients.

c) Since the filing on 7/19/12 the following shares of ETJ were purchased:

Date:	Shares:	Price:
07/19/12	84,600	10.4654
07/30/12	310,000	10.4063
07/31/12	700	10.4100
08/01/12	157,300	10.4867
08/02/12	80,000	10.4594
08/03/12	41,600	10.5544
08/06/12	15,768	10.5400
08/07/12	90,895	10.5504
08/08/12	17,200	10.5337
08/10/12	32,600	10.5018
08/13/12	250,000	10.5009
08/14/12	150,000	10.5256
08/14/12	10,000	10.5363
08/15/12	7,195	10.5000
08/15/12	10,000	10.5160
08/16/12	8,700	10.5400
08/16/12	50,000	10.5369

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

e) NA

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

None.

## ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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

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Dated: 8/17/2012

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos