

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

Eaton Vance Risk-Managed Diversified Equity Income Fund  
Form N-PX  
August 14, 2017

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: 811-22044

NAME OF REGISTRANT: Eaton Vance Risk-Managed  
Diversified Equity Income  
Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2016 - 06/30/2017

Eaton Vance Risk-Managed Diversified Equity Income Fund

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ALTRIA GROUP, INC.

Agen

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Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 18-May-2017  
Ticker: MO  
ISIN: US02209S1033  
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| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GERALD L. BALILES    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARTIN J. BARRINGTON | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN T. CASTEEN III  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DINYAR S. DEVITRE    | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: THOMAS F. FARRELL II | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1F. | ELECTION OF DIRECTOR: DEBRA J. KELLY-ENNIS  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: W. LEO KIELY III  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: KATHRYN B. MCQUADE  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: GEORGE MUNOZ  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: NABIL Y. SAKKAB   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: VIRGINIA E. SHANKS  | Mgmt | For     |
| 2.  | RATIFICATION OF THE SELECTION OF<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM  | Mgmt | For     |
| 3.  | NON-BINDING ADVISORY VOTE TO APPROVE THE<br>COMPENSATION OF ALTRIA'S NAMED EXECUTIVE<br>OFFICERS  | Mgmt | For     |
| 4.  | NON-BINDING ADVISORY VOTE ON THE FREQUENCY<br>OF FUTURE ADVISORY VOTES TO APPROVE THE<br>COMPENSATION OF ALTRIA'S NAMED EXECUTIVE<br>OFFICERS | Mgmt | 1 Year  |
| 5.  | SHAREHOLDER PROPOSAL - ADVERTISING IN<br>MINORITY/ LOW INCOME NEIGHBORHOODS   | Shr  | Against |

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AMAZON.COM, INC.

Agen

Security: 023135106  
Meeting Type: Annual  
Meeting Date: 23-May-2017  
Ticker: AMZN  
ISIN: US0231351067

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| Prop.# | Proposal  | Proposal<br>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: JAMIE S. GORELICK         | Mgmt             | For           |
| 1E.    | ELECTION OF DIRECTOR: DANIEL P.<br>HUTTENLOCHER | Mgmt             | For           |
| 1F.    | ELECTION OF DIRECTOR: JUDITH A. MCGRATH         | Mgmt             | For           |
| 1G.    | ELECTION OF DIRECTOR: JONATHAN J.<br>RUBINSTEIN | Mgmt             | For           |
| 1H.    | ELECTION OF DIRECTOR: THOMAS O. RYDER           | Mgmt             | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1I. | ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: WENDELL P. WEEKS   | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS                     | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For     |
| 4.  | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION                | Mgmt | 1 Year  |
| 5.  | APPROVAL OF THE COMPANY'S 1997 STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED                     | Mgmt | For     |
| 6.  | SHAREHOLDER PROPOSAL REGARDING A REPORT ON USE OF CRIMINAL BACKGROUND CHECKS IN HIRING DECISIONS | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY AS AN EXECUTIVE COMPENSATION PERFORMANCE MEASURE   | Shr  | Against |
| 8.  | SHAREHOLDER PROPOSAL REGARDING VOTE-COUNTING PRACTICES FOR SHAREHOLDER PROPOSALS                 | Shr  | Against |

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 AMERICAN FINANCIAL GROUP, INC.  
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Agen

Security: 025932104  
 Meeting Type: Annual  
 Meeting Date: 23-May-2017  
 Ticker: AFG  
 ISIN: US0259321042  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>CARL H. LINDNER III<br>S. CRAIG LINDNER<br>KENNETH C. AMBRECHT<br>JOHN B. BERDING<br>JOSEPH E. CONSOLINO<br>VIRGINIA C. DROSOS<br>JAMES E. EVANS<br>TERRY S. JACOBS<br>GREGORY G. JOSEPH<br>WILLIAM W. VERITY<br>JOHN I. VON LEHMAN | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC  | Mgmt   | For   |

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ACCOUNTING FIRM FOR 2017.

- |    |  |      |        |
|----|--|------|--------|
| 3. | ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.                               | Mgmt | For    |
| 4. | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |

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 APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 28-Feb-2017  
 Ticker: AAPL  
 ISIN: US0378331005

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JAMES BELL   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TIM COOK   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: AL GORE  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: BOB IGER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ANDREA JUNG  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ART LEVINSON   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: RON SUGAR  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: SUE WAGNER   | Mgmt          | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS APPLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt          | For           |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION  | Mgmt          | 1 Year        |
| 5.     | A SHAREHOLDER PROPOSAL ENTITLED "CHARITABLE GIVING - RECIPIENTS, INTENTS AND BENEFITS"                                 | Shr           | Against       |
| 6.     | A SHAREHOLDER PROPOSAL REGARDING DIVERSITY AMONG OUR SENIOR MANAGEMENT AND BOARD OF DIRECTORS                          | Shr           | Against       |
| 7.     | A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS AMENDMENTS"  | Shr           | For           |
| 8.     | A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVE   | Shr           | Against       |

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COMPENSATION REFORM"

9. A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK" Shr For

BERKSHIRE HATHAWAY INC.

Agen

Security: 084670702  
 Meeting Type: Annual  
 Meeting Date: 06-May-2017  
 Ticker: BRKB  
 ISIN: US0846707026

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>WARREN E. BUFFETT<br>CHARLES T. MUNGER<br>HOWARD G. BUFFETT<br>STEPHEN B. BURKE<br>SUSAN L. DECKER<br>WILLIAM H. GATES III<br>DAVID S. GOTTESMAN<br>CHARLOTTE GUYMAN<br>THOMAS S. MURPHY<br>RONALD L. OLSON<br>WALTER SCOTT, JR.<br>MERYL B. WITMER | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2017 PROXY STATEMENT.   | Mgmt   | For   |
| 3.     | NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY (WHETHER ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH SHAREHOLDERS OF THE COMPANY SHALL BE ENTITLED TO HAVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt   | 1 Year  |
| 4.     | SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.   | Shr  | Against   |
| 5.     | SHAREHOLDER PROPOSAL REGARDING METHANE GAS EMISSIONS.   | Shr  | Against   |
| 6.     | SHAREHOLDER PROPOSAL REGARDING DIVESTING OF INVESTMENTS IN COMPANIES INVOLVED WITH FOSSIL FUELS.  | Shr  | Against   |

C.H. ROBINSON WORLDWIDE, INC.

Agen

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Security: 12541W209  
 Meeting Type: Annual  
 Meeting Date: 11-May-2017  
 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<br>GUILFOILE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JODEE A. KOZLAK   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: BRIAN P. SHORT  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES B. STAKE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN P. WIEHOFF   | Mgmt          | For           |
| 2.     | TO APPROVE, ON AN ADVISORY BASIS, THE<br>COMPENSATION OF OUR NAMED EXECUTIVE<br>OFFICERS.   | Mgmt          | For           |
| 3.     | TO APPROVE, ON AN ADVISORY BASIS, THAT AN<br>ADVISORY VOTE ON THE COMPENSATION OF NAMED<br>EXECUTIVE OFFICERS BE CONDUCTED ON AN<br>ANNUAL BASIS.   | Mgmt          | 1 Year        |
| 4.     | RATIFICATION OF THE SELECTION OF DELOITTE &<br>TOUCHE LLP AS THE COMPANY'S INDEPENDENT<br>AUDITORS FOR THE FISCAL YEAR ENDING<br>DECEMBER 31, 2017. | Mgmt          | For           |
| 5      | REPORT ON THE FEASIBILITY OF GHG DISCLOSURE<br>AND MANAGEMENT   | Shr           | Abstain       |

CATERPILLAR INC.

Agen

Security: 149123101  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2017  
 Ticker: CAT  
 ISIN: US1491231015

| Prop.# | Proposal                               | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID L. CALHOUN | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1B. | ELECTION OF DIRECTOR: DANIEL M. DICKINSON   | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: JUAN GALLARDO   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: JESSE J. GREENE, JR.  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: DENNIS A. MUILENBURG  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: WILLIAM A. OSBORN   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: DEBRA L. REED   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: EDWARD B. RUST, JR.   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: SUSAN C. SCHWAB   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: JIM UMPLEBY   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: MILES D. WHITE  | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: RAYFORD WILKINS, JR.  | Mgmt | For     |
| 2.  | RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.                       | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | For     |
| 4.  | ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.   | Mgmt | 1 Year  |
| 5.  | APPROVE THE AMENDED AND RESTATED CATERPILLAR INC. 2014 LONG-TERM INCENTIVE PLAN.                        | Mgmt | For     |
| 6.  | SHAREHOLDER PROPOSAL - PROVIDE A REPORT OF LOBBYING ACTIVITIES.   | Shr  | Against |
| 7.  | SHAREHOLDER PROPOSAL - DECREASE PERCENT OF OWNERSHIP REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING.      | Shr  | For     |
| 8.  | SHAREHOLDER PROPOSAL - PROVIDE A REPORT OF LOBBYING PRIORITIES.   | Shr  | Against |
| 9.  | SHAREHOLDER PROPOSAL - INCLUDE SUSTAINABILITY AS A PERFORMANCE MEASURE UNDER EXECUTIVE INCENTIVE PLANS. | Shr  | Against |
| 10. | SHAREHOLDER PROPOSAL - AMEND THE COMPANY'S COMPENSATION CLAWBACK POLICY.                                | Shr  | For     |
| 11. | SHAREHOLDER PROPOSAL - ADOPT A PERMANENT POLICY THAT THE CHAIRMAN BE INDEPENDENT.                       | Shr  | For     |

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Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2017  
 Ticker: CELG  
 ISIN: US1510201049

| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>ROBERT J. HUGIN<br>MARK J. ALLES<br>RICHARD W BARKER D PHIL<br>MICHAEL W. BONNEY<br>MICHAEL D. CASEY<br>CARRIE S. COX<br>MICHAEL A. FRIEDMAN, MD<br>JULIA A. HALLER, M.D.<br>GILLA S. KAPLAN, PH.D.<br>JAMES J. LOUGHLIN<br>ERNEST MARIO, PH.D. | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld<br>For<br>Withheld<br>For<br>Withheld<br>For<br>Withheld |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.  | Mgmt   | For   |
| 3.     | APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S STOCK INCENTIVE PLAN.   | Mgmt   | For   |
| 4.     | APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt   | For   |
| 5.     | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.   | Mgmt   | 1 Year  |
| 6.     | STOCKHOLDER PROPOSAL TO REQUEST A BY-LAW PROVISION LIMITING MANAGEMENT'S ACCESS TO VOTE TALLIES PRIOR TO THE ANNUAL MEETING WITH RESPECT TO CERTAIN EXECUTIVE PAY MATTERS, DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.                                 | Shr  | Against   |

CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 31-May-2017  
 Ticker: CVX  
 ISIN: US1667641005

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



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|     |   |      |         |
|-----|---|------|---------|
| 1A. | ELECTION OF DIRECTOR: W. M. AUSTIN  | Mgmt | For     |
| 1B. | ELECTION OF DIRECTOR: L. F. DEILY   | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: R. E. DENHAM  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: A. P. GAST  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: E. HERNANDEZ, JR.   | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: J. M. HUNTSMAN JR.  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: C. W. MOORMAN IV  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: D. F. MOYO  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: R. D. SUGAR   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: I. G. THULIN  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: J. S. WATSON  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: M. K. WIRTH   | Mgmt | For     |
| 2.  | RATIFICATION OF APPOINTMENT OF PWC AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM             | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE<br>OFFICER COMPENSATION                                      | Mgmt | For     |
| 4.  | ADVISORY VOTE ON THE FREQUENCY OF FUTURE<br>ADVISORY VOTES ON NAMED EXECUTIVE OFFICER<br>COMPENSATION | Mgmt | 1 Year  |
| 5.  | REPORT ON LOBBYING  | Shr  | Against |
| 6.  | REPORT ON FEASIBILITY OF POLICY ON NOT<br>DOING BUSINESS WITH CONFLICT COMPLICIT<br>GOVERNMENTS       | Shr  | Against |
| 7.  | REPORT ON CLIMATE CHANGE IMPACT ASSESSMENT  | Shr  | Abstain |
| 8.  | REPORT ON TRANSITION TO A LOW CARBON<br>ECONOMY   | Shr  | Against |
| 9.  | ADOPT POLICY ON INDEPENDENT CHAIRMAN  | Shr  | For     |
| 10. | RECOMMEND INDEPENDENT DIRECTOR WITH<br>ENVIRONMENTAL EXPERTISE  | Shr  | Against |
| 11. | SET SPECIAL MEETINGS THRESHOLD AT 10%   | Shr  | For     |

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CHUBB LIMITED

Agen

Security: H1467J104  
Meeting Type: Annual  
Meeting Date: 18-May-2017

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

Ticker: CB  
ISIN: CH0044328745

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1      | APPROVAL OF THE MANAGEMENT REPORT, STANDALONE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF CHUBB LIMITED FOR THE YEAR ENDED DECEMBER 31, 2016           | Mgmt          | For           |
| 2A     | ALLOCATION OF DISPOSABLE PROFIT  | Mgmt          | For           |
| 2B     | DISTRIBUTION OF A DIVIDEND OUT OF LEGAL RESERVES (BY WAY OF RELEASE AND ALLOCATION TO A DIVIDEND RESERVE)  | Mgmt          | For           |
| 3      | DISCHARGE OF THE BOARD OF DIRECTORS  | Mgmt          | For           |
| 4A     | ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR  | Mgmt          | For           |
| 4B     | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP (UNITED STATES) AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PURPOSES OF U.S. SECURITIES LAW REPORTING | Mgmt          | For           |
| 4C     | ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDIT FIRM  | Mgmt          | For           |
| 5A     | ELECTION OF DIRECTOR: EVAN G. GREENBERG  | Mgmt          | For           |
| 5B     | ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ  | Mgmt          | For           |
| 5C     | ELECTION OF DIRECTOR: MICHAEL G. ATIEH   | Mgmt          | For           |
| 5D     | ELECTION OF DIRECTOR: SHEILA P. BURKE  | Mgmt          | For           |
| 5E     | ELECTION OF DIRECTOR: JAMES I. CASH  | Mgmt          | For           |
| 5F     | ELECTION OF DIRECTOR: MARY CIRILLO   | Mgmt          | For           |
| 5G     | ELECTION OF DIRECTOR: MICHAEL P. CONNORS   | Mgmt          | For           |
| 5H     | ELECTION OF DIRECTOR: JOHN A. EDWARDSON  | Mgmt          | For           |
| 5I     | ELECTION OF DIRECTOR: LEO F. MULLIN  | Mgmt          | For           |
| 5J     | ELECTION OF DIRECTOR: KIMBERLY A. ROSS   | Mgmt          | For           |
| 5K     | ELECTION OF DIRECTOR: ROBERT W. SCULLY   | Mgmt          | For           |
| 5L     | ELECTION OF DIRECTOR: EUGENE B. SHANKS, JR.  | Mgmt          | For           |
| 5M     | ELECTION OF DIRECTOR: THEODORE E. SHASTA   | Mgmt          | For           |
| 5N     | ELECTION OF DIRECTOR: DAVID H. SIDWELL   | Mgmt          | For           |
| 5O     | ELECTION OF DIRECTOR: OLIVIER STEIMER  | Mgmt          | For           |

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|-----|--|------|---------|
| 5P  | ELECTION OF DIRECTOR: JAMES M. ZIMMERMAN   | Mgmt | For     |
| 6   | ELECTION OF EVAN G. GREENBERG AS CHAIRMAN OF THE BOARD OF DIRECTORS  | Mgmt | Against |
| 7A  | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: MICHAEL P. CONNORS   | Mgmt | For     |
| 7B  | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: MARY CIRILLO   | Mgmt | For     |
| 7C  | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: ROBERT M. HERNANDEZ  | Mgmt | For     |
| 7D  | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: ROBERT W. SCULLY   | Mgmt | For     |
| 7E  | ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: JAMES M. ZIMMERMAN   | Mgmt | For     |
| 8   | ELECTION OF HOMBURGER AG AS INDEPENDENT PROXY  | Mgmt | For     |
| 9   | APPROVAL OF AMENDED AND RESTATED CHUBB LIMITED EMPLOYEE STOCK PURCHASE PLAN  | Mgmt | For     |
| 10A | COMPENSATION OF THE BOARD OF DIRECTORS UNTIL THE NEXT ANNUAL GENERAL MEETING   | Mgmt | For     |
| 10B | COMPENSATION OF EXECUTIVE MANAGEMENT FOR THE NEXT CALENDAR YEAR  | Mgmt | For     |
| 11  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION UNDER U.S. SECURITIES LAW REQUIREMENTS   | Mgmt | For     |
| 12  | ADVISORY VOTE ON FREQUENCY OF SUBMISSION OF THE ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION UNDER U.S. SECURITIES LAW REQUIREMENTS   | Mgmt | 1 Year  |
| 13  | IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE MEETING, I/WE HEREBY AUTHORIZE AND INSTRUCT THE INDEPENDENT PROXY TO VOTE AS FOLLOWS: MARK "FOR " TO VOTE IN ACCORDANCE WITH THE POSITION OF OUR BOARD OF DIRECTORS, MARK "AGAINST" TO VOTE AGAINST NEW ITEMS AND PROPOSALS, MARK "ABSTAIN" TO ABSTAIN. | Mgmt | Against |

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 CISCO SYSTEMS, INC.  
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Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 12-Dec-2016  
 Ticker: CSCO  
 ISIN: US17275R1023

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CAROL A. BARTZ   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: M. MICHELE BURNS   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOHN T. CHAMBERS   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: AMY L. CHANG   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: RODERICK C. MCGEARY  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: CHARLES H. ROBBINS   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: ARUN SARIN   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEVEN M. WEST   | Mgmt          | For           |
| 2.     | APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017.   | Mgmt          | For           |
| 4.     | APPROVAL TO REQUEST AN ANNUAL REPORT RELATING TO CISCO'S LOBBYING POLICIES, PROCEDURES AND ACTIVITIES.   | Shr           | Against       |
| 5.     | APPROVAL TO REQUEST A REPORT DISCLOSING CERTAIN EMPLOYMENT DATA RELATING TO CISCO'S ARAB AND NON-ARAB EMPLOYEES IN ISRAEL-PALESTINE FOR EACH OF THE PAST THREE YEARS.      | Shr           | Against       |
| 6.     | APPROVAL TO REQUEST THE BOARD TO FORM A COMMITTEE TO REASSESS POLICIES AND CRITERIA FOR DECISIONS WITH RESPECT TO CISCO'S BUSINESS INVOLVEMENTS WITH ISRAEL'S SETTLEMENTS. | Shr           | Against       |

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 12-May-2017  
 Ticker: CL  
 ISIN: US1941621039

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

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLES A. BANCROFT  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN P. BILBREY  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: JOHN T. CAHILL   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: IAN COOK   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: HELENE D. GAYLE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ELLEN M. HANCOCK   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: C. MARTIN HARRIS   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: LORRIE M. NORRINGTON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL B. POLK  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: STEPHEN I. SADOVE  | Mgmt          | For           |
| 2.     | RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.       | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.                               | Mgmt          | 1 Year        |
| 5.     | STOCKHOLDER PROPOSAL ON 15% THRESHOLD TO CALL SPECIAL SHAREOWNER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING. | Shr           | For           |

CONOCOPHILLIPS

Agen

Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 16-May-2017  
 Ticker: COP  
 ISIN: US20825C1045

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: RICHARD L. ARMITAGE   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CHARLES E. BUNCH      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JOHN V. FARACI        | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1E. | ELECTION OF DIRECTOR: JODY L. FREEMAN  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: GAY HUEY EVANS   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: RYAN M. LANCE  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: ARJUN N. MURTI   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: ROBERT A. NIBLOCK  | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: HARALD J. NORVIK   | Mgmt | For     |
| 2.  | PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.   | Mgmt | Against |
| 4.  | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year  |
| 5.  | REPORT ON LOBBYING EXPENDITURES.   | Shr  | Against |
| 6.  | REPORT ON EXECUTIVE COMPENSATION ALIGNMENT WITH LOW-CARBON SCENARIOS.  | Shr  | Against |

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 CONSTELLATION BRANDS, INC.  
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Agen

Security: 21036P108  
 Meeting Type: Annual  
 Meeting Date: 20-Jul-2016  
 Ticker: STZ  
 ISIN: US21036P1084  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>JERRY FOWDEN<br>BARRY A. FROMBERG<br>ROBERT L. HANSON<br>ERNESTO M. HERNANDEZ<br>JAMES A. LOCKE III<br>DANIEL J. MCCARTHY<br>RICHARD SANDS<br>ROBERT SANDS<br>JUDY A. SCHMELING<br>KEITH E. WANDELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld<br>For<br>For<br>For<br>For<br>For |
| 2.     | TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2017   | Mgmt   | For   |
| 3.     | TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED  | Mgmt   | For   |

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EXECUTIVE OFFICERS AS DISCLOSED IN THE  
PROXY STATEMENT

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CSX CORPORATION

Agem

Security: 126408103  
Meeting Type: Annual  
Meeting Date: 05-Jun-2017  
Ticker: CSX  
ISIN: US1264081035  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DONNA M. ALVARADO  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JOHN B. BREAUX   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: PAMELA L. CARTER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEVEN T. HALVERSON  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: E. HUNTER HARRISON   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: PAUL C. HILAL  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: EDWARD J. KELLY, III   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN D. MCPHERSON  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DAVID M. MOFFETT   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DENNIS H. REILLEY  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: LINDA H. RIEFLER   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: J. STEVEN WHISLER  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: JOHN J. ZILLMER  | Mgmt          | For           |
| 2.     | THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.                                  | Mgmt          | For           |
| 3.     | ADVISORY (NON-BINDING) RESOLUTION TO APPROVE COMPENSATION FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt          | For           |
| 4.     | ADVISORY (NON-BINDING) RESOLUTION TO APPROVE THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |
| 5.     | ADVISORY (NON-BINDING) RESOLUTION CONCERNING THE REIMBURSEMENT ARRANGEMENTS SOUGHT IN CONNECTION WITH THE RETENTION OF E. HUNTER HARRISON AS CEO AT CSX. | Mgmt          | For           |

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DANAHER CORPORATION

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Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 09-May-2017  
Ticker: DHR  
ISIN: US2358511028  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DONALD J. EHRLICH   | Mgmt          | Against       |
| 1B.    | ELECTION OF DIRECTOR: LINDA HEFNER FILLER   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT J. HUGIN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: THOMAS P. JOYCE, JR.  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: TERI LIST-STOLL   | Mgmt          | Against       |
| 1F.    | ELECTION OF DIRECTOR: WALTER G. LOHR, JR.   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MITCHELL P. RALES   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: STEVEN M. RALES   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN T. SCHWIETERS  | Mgmt          | Against       |
| 1J.    | ELECTION OF DIRECTOR: ALAN G. SPOON   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: RAYMOND C. STEVENS, PH.D.   | Mgmt          | For           |
| 1L.    | 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 FOR THE YEAR ENDING DECEMBER 31, 2017.        | Mgmt          | For           |
| 3.     | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN.                  | Mgmt          | For           |
| 4.     | TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN. | Mgmt          | For           |
| 5.     | TO APPROVE ON AN ADVISORY BASIS THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | For           |
| 6.     | TO HOLD AN ADVISORY VOTE RELATING TO THE  | Mgmt          | 1 Year        |



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FREQUENCY OF FUTURE SHAREHOLDER ADVISORY  
VOTES ON THE COMPANY'S NAMED EXECUTIVE  
OFFICER COMPENSATION.

7. TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT AND REPORT ON GOALS TO REDUCE GREENHOUSE GAS EMISSIONS. Shr Against

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DELPHI AUTOMOTIVE PLC

Agen

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Security: G27823106  
Meeting Type: Annual  
Meeting Date: 27-Apr-2017  
Ticker: DLPH  
ISIN: JE00B783TY65  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 01.    | ELECTION OF DIRECTOR: JOSEPH S. CANTIE   | Mgmt          | For           |
| 02.    | ELECTION OF DIRECTOR: KEVIN P. CLARK   | Mgmt          | For           |
| 03.    | ELECTION OF DIRECTOR: GARY L. COWGER   | Mgmt          | For           |
| 04.    | ELECTION OF DIRECTOR: NICHOLAS M. DONOFRIO   | Mgmt          | For           |
| 05.    | ELECTION OF DIRECTOR: MARK P. FRISSORA   | Mgmt          | For           |
| 06.    | ELECTION OF DIRECTOR: RAJIV L. GUPTA   | Mgmt          | For           |
| 07.    | ELECTION OF DIRECTOR: SEAN O. MAHONEY  | Mgmt          | For           |
| 08.    | ELECTION OF DIRECTOR: TIMOTHY M. MANGANELLO  | Mgmt          | For           |
| 09.    | ELECTION OF DIRECTOR: ANA G. PINCZUK   | Mgmt          | For           |
| 10.    | ELECTION OF DIRECTOR: THOMAS W. SIDLIK   | Mgmt          | For           |
| 11.    | ELECTION OF DIRECTOR: BERND WIEDEMANN  | Mgmt          | For           |
| 12.    | ELECTION OF DIRECTOR: LAWRENCE A. ZIMMERMAN  | Mgmt          | For           |
| 13.    | PROPOSAL TO RE-APPOINT AUDITORS, RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM AND AUTHORIZE THE DIRECTORS TO DETERMINE THE FEES PAID TO THE AUDITORS. | Mgmt          | For           |
| 14.    | SAY-ON-PAY - TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION.   | Mgmt          | For           |

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EBAY INC.

Agen

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

Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: EBAY  
 ISIN: US2786421030

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: FRED D. ANDERSON JR.  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: EDWARD W. BARNHOLT  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANTHONY J. BATES  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: LOGAN D. GREEN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: BONNIE S. HAMMER  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KATHLEEN C. MITIC   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: PIERRE M. OMIDYAR   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: PAUL S. PRESSLER  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: ROBERT H. SWAN  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: THOMAS J. TIERNEY   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: PERRY M. TRAQUINA   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: DEVIN N. WENIG  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE THE FREQUENCY WITH WHICH THE ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION SHOULD BE HELD. | Mgmt          | 1 Year        |
| 4.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.  | Mgmt          | For           |
| 5.     | CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING RIGHT TO ACT BY WRITTEN CONSENT.  | Shr           | For           |

ELI LILLY AND COMPANY

Agen

Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 01-May-2017  
 Ticker: LLY  
 ISIN: US5324571083

| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|

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|     |  | Type |         |
|-----|--|------|---------|
| 1A. | ELECTION OF DIRECTOR: M. L. ESKEW  | Mgmt | Against |
| 1B. | ELECTION OF DIRECTOR: W. G. KAE LIN, JR.   | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: J. C. LECHLEITER   | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: D. A. RICKS  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: M. S. RUNGE  | Mgmt | For     |
| 2.  | ADVISORY VOTE ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.  | Mgmt | For     |
| 3.  | ADVISORY VOTE REGARDING THE FREQUENCY OF ADVISORY VOTES ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.                          | Mgmt | 1 Year  |
| 4.  | RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2017. | Mgmt | For     |
| 5.  | APPROVE AMENDMENT TO THE LILLY DIRECTORS' DEFERRAL PLAN.   | Mgmt | For     |
| 6.  | CONSIDERATION OF A SHAREHOLDER PROPOSAL SEEKING A REPORT REGARDING DIRECT AND INDIRECT POLITICAL CONTRIBUTIONS.                                  | Shr  | Against |

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 EOG RESOURCES, INC.

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 Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: EOG  
 ISIN: US26875P1012  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JANET F. CLARK    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: CHARLES R. CRISP  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT P. DANIELS | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: JAMES C. DAY      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DONALD F. TEXTOR  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: WILLIAM R. THOMAS | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: FRANK G. WISNER   | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT BY THE AUDIT  | Mgmt          | For           |

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COMMITTEE OF THE BOARD OF DIRECTORS OF  
DELOITTE & TOUCHE LLP, INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM, AS  
AUDITORS FOR THE COMPANY FOR THE YEAR  
ENDING DECEMBER 31, 2017.

- |    |  |      |        |
|----|--|------|--------|
| 3. | TO APPROVE AN AMENDMENT OF THE COMPANY'S<br>RESTATED CERTIFICATE OF INCORPORATION TO<br>INCREASE THE NUMBER OF AUTHORIZED SHARES OF<br>COMMON STOCK FROM 640 MILLION TO 1.28<br>BILLION. | Mgmt | For    |
| 4. | TO APPROVE, BY NON-BINDING VOTE, THE<br>COMPENSATION OF THE COMPANY'S NAMED<br>EXECUTIVE OFFICERS.   | Mgmt | For    |
| 5. | TO RECOMMEND, BY NON-BINDING VOTE, THE<br>FREQUENCY OF HOLDING ADVISORY VOTES ON THE<br>COMPENSATION OF THE COMPANY'S NAMED<br>EXECUTIVE OFFICERS.                                       | Mgmt | 1 Year |

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EQUITY RESIDENTIAL

Agem

Security: 29476L107  
Meeting Type: Annual  
Meeting Date: 15-Jun-2017  
Ticker: EQR  
ISIN: US29476L1070  
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- | Prop.# | Proposal   | Proposal<br>Type   | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>JOHN W. ALEXANDER<br>CHARLES L. ATWOOD<br>LINDA WALKER BYNOE<br>CONNIE K. DUCKWORTH<br>MARY KAY HABEN<br>BRADLEY A. KEYWELL<br>JOHN E. NEAL<br>DAVID J. NEITHERCUT<br>MARK S. SHAPIRO<br>GERALD A. SPECTOR<br>STEPHEN E. STERRETT<br>SAMUEL ZELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE SELECTION OF ERNST &<br>YOUNG LLP AS THE COMPANY'S INDEPENDENT<br>AUDITOR FOR 2017.  | Mgmt   | For  |
| 3.     | APPROVE EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF<br>SHAREHOLDER VOTES ON EXECUTIVE<br>COMPENSATION.   | Mgmt   | 1 Year   |
| 5.     | SHAREHOLDER PROPOSAL TO ALLOW SHAREHOLDERS   | Shr  | For  |

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TO AMEND THE COMPANY'S BYLAWS.

-----  
 FACEBOOK INC.

Agen

Security: 30303M102  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: FB  
 ISIN: US30303M1027  
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| Prop.# | Proposal  | Proposal Type  | Proposal Vote   |
|--------|---|--|---|
| 1.     | DIRECTOR<br>MARC L. ANDREESSEN<br>ERSKINE B. BOWLES<br>S.D.DESMOND-HELLMANN<br>REED HASTINGS<br>JAN KOUM<br>SHERYL K. SANDBERG<br>PETER A. THIEL<br>MARK ZUCKERBERG     | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>Withheld<br>Withheld<br>For<br>Withheld |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG<br>LLP AS FACEBOOK, INC.'S INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM FOR THE<br>FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt   | For   |
| 3.     | A STOCKHOLDER PROPOSAL REGARDING CHANGE IN<br>STOCKHOLDER VOTING.   | Shr  | For   |
| 4.     | A STOCKHOLDER PROPOSAL REGARDING A LOBBYING<br>REPORT.  | Shr  | Against   |
| 5.     | A STOCKHOLDER PROPOSAL REGARDING FALSE<br>NEWS.   | Shr  | Against   |
| 6.     | A STOCKHOLDER PROPOSAL REGARDING A GENDER<br>PAY EQUITY REPORT.   | Shr  | Against   |
| 7.     | A STOCKHOLDER PROPOSAL REGARDING AN<br>INDEPENDENT CHAIR.   | Shr  | For   |

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 FEDERAL REALTY INVESTMENT TRUST

Agen

Security: 313747206  
 Meeting Type: Annual  
 Meeting Date: 03-May-2017  
 Ticker: FRT  
 ISIN: US3137472060  
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| Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|

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|     |  | Type |        |
|-----|--|------|--------|
| 1.1 | ELECTION OF TRUSTEE: JON E. BORTZ  | Mgmt | For    |
| 1.2 | ELECTION OF TRUSTEE: DAVID W. FAEDER   | Mgmt | For    |
| 1.3 | ELECTION OF TRUSTEE: ELIZABETH I. HOLLAND  | Mgmt | For    |
| 1.4 | ELECTION OF TRUSTEE: GAIL P. STEINEL   | Mgmt | For    |
| 1.5 | ELECTION OF TRUSTEE: WARREN M. THOMPSON  | Mgmt | For    |
| 1.6 | ELECTION OF TRUSTEE: JOSEPH S. VASSALLUZZO   | Mgmt | For    |
| 1.7 | ELECTION OF TRUSTEE: DONALD C. WOOD  | Mgmt | For    |
| 2.  | TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017. | Mgmt | For    |
| 3.  | TO HOLD AN ADVISORY VOTE APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.   | Mgmt | For    |
| 4.  | TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                             | Mgmt | 1 Year |

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 FORTIVE CORPORATION

Agen

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 Security: 34959J108  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2017  
 Ticker: FTV  
 ISIN: US34959J1088  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF CLASS I DIRECTOR: KATE MITCHELL  | Mgmt          | For           |
| 1B.    | ELECTION OF CLASS I DIRECTOR: ISRAEL RUIZ  | Mgmt          | For           |
| 2.     | TO RATIFY THE SELECTION OF ERNST AND YOUNG LLP AS FORTIVE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017. | Mgmt          | For           |
| 3.     | TO APPROVE ON AN ADVISORY BASIS FORTIVE'S NAMED EXECUTIVE OFFICER COMPENSATION.  | Mgmt          | For           |
| 4.     | TO HOLD AN ADVISORY VOTE RELATING TO THE FREQUENCY OF FUTURE SHAREHOLDER(S) ADVISORY VOTES ON FORTIVE'S NAMED EXECUTIVE OFFICER COMPENSATION.    | Mgmt          | 1 Year        |

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5. TO APPROVE AN AMENDMENT TO FORTIVE'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO DECLASSIFY THE BOARD OF DIRECTORS TO PROVIDE FOR THE ANNUAL ELECTION OF DIRECTORS. Mgmt For

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 GENERAL ELECTRIC COMPANY  
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Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2017  
 Ticker: GE  
 ISIN: US3696041033  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| A1     | ELECTION OF DIRECTOR: SEBASTIEN M. BAZIN                | Mgmt          | For           |
| A2     | ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE               | Mgmt          | For           |
| A3     | ELECTION OF DIRECTOR: JOHN J. BRENNAN                   | Mgmt          | For           |
| A4     | ELECTION OF DIRECTOR: FRANCISCO D'SOUZA                 | Mgmt          | For           |
| A5     | ELECTION OF DIRECTOR: MARIJN E. DEKKERS                 | Mgmt          | For           |
| A6     | ELECTION OF DIRECTOR: PETER B. HENRY                    | Mgmt          | For           |
| A7     | ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD                | Mgmt          | For           |
| A8     | ELECTION OF DIRECTOR: JEFFREY R. IMMELT                 | Mgmt          | For           |
| A9     | ELECTION OF DIRECTOR: ANDREA JUNG                       | Mgmt          | For           |
| A10    | ELECTION OF DIRECTOR: ROBERT W. LANE                    | Mgmt          | For           |
| A11    | ELECTION OF DIRECTOR: RISA LAVIZZO-MOUREY               | Mgmt          | For           |
| A12    | ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS               | Mgmt          | For           |
| A13    | ELECTION OF DIRECTOR: LOWELL C. MCADAM                  | Mgmt          | For           |
| A14    | ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF              | Mgmt          | For           |
| A15    | ELECTION OF DIRECTOR: JAMES J. MULVA                    | Mgmt          | For           |
| A16    | ELECTION OF DIRECTOR: JAMES E. ROHR                     | Mgmt          | For           |
| A17    | ELECTION OF DIRECTOR: MARY L. SCHAPIRO                  | Mgmt          | For           |
| A18    | ELECTION OF DIRECTOR: JAMES S. TISCH                    | Mgmt          | For           |
| B1     | ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION | Mgmt          | For           |
| B2     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE                | Mgmt          | 1 Year        |

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### ADVISORY VOTES ON EXECUTIVE COMPENSATION

|    |  |      |         |
|----|--|------|---------|
| B3 | APPROVAL OF GE'S 2007 LONG-TERM INCENTIVE PLAN AS AMENDED          | Mgmt | For     |
| B4 | APPROVAL OF THE MATERIAL TERMS OF SENIOR OFFICER PERFORMANCE GOALS | Mgmt | For     |
| B5 | RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2017               | Mgmt | For     |
| C1 | REPORT ON LOBBYING ACTIVITIES                                      | Shr  | Against |
| C2 | REQUIRE THE CHAIRMAN OF THE BOARD TO BE INDEPENDENT                | Shr  | Against |
| C3 | ADOPT CUMULATIVE VOTING FOR DIRECTOR ELECTIONS                     | Shr  | Against |
| C4 | REPORT ON CHARITABLE CONTRIBUTIONS                                 | Shr  | Against |

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 GENERAL MILLS, INC.

Agen

Security: 370334104  
 Meeting Type: Annual  
 Meeting Date: 27-Sep-2016  
 Ticker: GIS  
 ISIN: US3703341046

| Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A)    | ELECTION OF DIRECTOR: BRADBURY H. ANDERSON  | Mgmt          | For           |
| 1B)    | ELECTION OF DIRECTOR: R. KERRY CLARK        | Mgmt          | For           |
| 1C)    | ELECTION OF DIRECTOR: DAVID M. CORDANI      | Mgmt          | For           |
| 1D)    | ELECTION OF DIRECTOR: ROGER W. FERGUSON JR. | Mgmt          | For           |
| 1E)    | ELECTION OF DIRECTOR: HENRIETTA H. FORE     | Mgmt          | For           |
| 1F)    | ELECTION OF DIRECTOR: MARIA G. HENRY        | Mgmt          | For           |
| 1G)    | ELECTION OF DIRECTOR: HEIDI G. MILLER       | Mgmt          | For           |
| 1H)    | ELECTION OF DIRECTOR: STEVE ODLAND          | Mgmt          | For           |
| 1I)    | ELECTION OF DIRECTOR: KENDALL J. POWELL     | Mgmt          | For           |
| 1J)    | ELECTION OF DIRECTOR: ROBERT L. RYAN        | Mgmt          | For           |
| 1K)    | ELECTION OF DIRECTOR: ERIC D. SPRUNK        | Mgmt          | For           |
| 1L)    | ELECTION OF DIRECTOR: DOROTHY A. TERRELL    | Mgmt          | For           |
| 1M)    | ELECTION OF DIRECTOR: JORGE A. URIBE        | Mgmt          | For           |



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|    |   |      |     |
|----|---|------|-----|
| 2. | ADOPT THE 2016 COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS.  | Mgmt | For |
| 3. | CAST AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.  | Mgmt | For |
| 4. | RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

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 GODADDY INC.

Agen

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 Security: 380237107  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2017  
 Ticker: GDDY  
 ISIN: US3802371076  
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| Prop.# | Proposal   | Proposal Type        | Proposal Vote                    |
|--------|--|----------------------|----------------------------------|
| 1.     | DIRECTOR<br>RICHARD H. KIMBALL<br>ELIZABETH S. RAFAEL<br>LEE E. WITTLINGER   | Mgmt<br>Mgmt<br>Mgmt | Withheld<br>Withheld<br>Withheld |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017. | Mgmt                 | For                              |
| 3.     | TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION IN A NON-BINDING ADVISORY VOTE.  | Mgmt                 | For                              |

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 INTEL CORPORATION

Agen

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 Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: INTC  
 ISIN: US4581401001  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: ANEEL BHUSRI        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ANDY D. BRYANT      | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1D. | ELECTION OF DIRECTOR: REED E. HUNDT  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: OMAR ISHRAK  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: BRIAN M. KRZANICH  | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: TSU-JAE KING LIU   | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: DAVID S. POTTRUCK  | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: GREGORY D. SMITH   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: FRANK D. YEARY   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: DAVID B. YOFFIE  | Mgmt | For     |
| 2.  | RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For     |
| 3.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION  | Mgmt | For     |
| 4.  | APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2006 EQUITY INCENTIVE PLAN                                      | Mgmt | For     |
| 5.  | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION            | Mgmt | 1 Year  |
| 6.  | STOCKHOLDER PROPOSAL REQUESTING AN ANNUAL ADVISORY STOCKHOLDER VOTE ON POLITICAL CONTRIBUTIONS               | Shr  | Against |
| 7.  | STOCKHOLDER PROPOSAL REQUESTING THAT VOTES COUNTED ON STOCKHOLDER PROPOSALS EXCLUDE ABSTENTIONS              | Shr  | Against |

INTERNATIONAL PAPER COMPANY

Agen

Security: 460146103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2017  
 Ticker: IP  
 ISIN: US4601461035

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DAVID J. BRONCZEK | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: WILLIAM J. BURNS  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: AHMET C. DORDUNCU | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ILENE S. GORDON   | Mgmt          | For           |

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|     |   |      |        |
|-----|---|------|--------|
| 1E. | ELECTION OF DIRECTOR: JAY L. JOHNSON  | Mgmt | For    |
| 1F. | ELECTION OF DIRECTOR: STACEY J. MOBLEY  | Mgmt | For    |
| 1G. | ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN   | Mgmt | For    |
| 1H. | ELECTION OF DIRECTOR: MARK S. SUTTON  | Mgmt | For    |
| 1I. | ELECTION OF DIRECTOR: JOHN L. TOWNSEND, III   | Mgmt | For    |
| 1J. | ELECTION OF DIRECTOR: WILLIAM G. WALTER   | Mgmt | For    |
| 1K. | ELECTION OF DIRECTOR: J. STEVEN WHISLER   | Mgmt | For    |
| 1L. | ELECTION OF DIRECTOR: RAY G. YOUNG  | Mgmt | For    |
| 2.  | RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017   | Mgmt | For    |
| 3.  | A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED UNDER THE HEADING "COMPENSATION DISCUSSION & ANALYSIS" | Mgmt | For    |
| 4.  | A NON-BINDING VOTE ON THE FREQUENCY WITH WHICH SHAREOWNERS WILL APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS IN FUTURE YEARS                  | Mgmt | 1 Year |
| 5.  | SHAREOWNER PROPOSAL CONCERNING A POLICY ON ACCELERATED VESTING OF EQUITY AWARDS OF SENIOR EXECUTIVE OFFICERS UPON A CHANGE IN CONTROL                               | Shr  | For    |

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 JOHNSON & JOHNSON

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 Agen

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 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: JNJ  
 ISIN: US4781601046  
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| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: MARY C. BECKERLE  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: D. SCOTT DAVIS    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: IAN E. L. DAVIS   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ALEX GORSKY       | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MARK B. MCCLELLAN | Mgmt          | For           |

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|     |   |      |        |
|-----|---|------|--------|
| 1F. | ELECTION OF DIRECTOR: ANNE M. MULCAHY   | Mgmt | For    |
| 1G. | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt | For    |
| 1H. | ELECTION OF DIRECTOR: CHARLES PRINCE  | Mgmt | For    |
| 1I. | ELECTION OF DIRECTOR: A. EUGENE WASHINGTON  | Mgmt | For    |
| 1J. | ELECTION OF DIRECTOR: RONALD A. WILLIAMS  | Mgmt | For    |
| 2.  | ADVISORY VOTE ON FREQUENCY OF VOTING TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                                    | Mgmt | 1 Year |
| 3.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt | For    |
| 4.  | RE-APPROVAL OF THE MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE 2012 LONG-TERM INCENTIVE PLAN                          | Mgmt | For    |
| 5.  | RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For    |
| 6.  | SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN   | Shr  | For    |

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 JPMORGAN CHASE & CO.

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 Agen

Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2017  
 Ticker: JPM  
 ISIN: US46625H1005  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LINDA B. BAMMANN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES A. BELL      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: CRANDALL C. BOWLES | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: STEPHEN B. BURKE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: TODD A. COMBS      | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: JAMES S. CROWN     | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JAMES DIMON        | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: TIMOTHY P. FLYNN   | Mgmt          | For           |

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|     |   |      |         |
|-----|---|------|---------|
| 1I. | ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: MICHAEL A. NEAL   | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: LEE R. RAYMOND  | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: WILLIAM C. WELDON   | Mgmt | For     |
| 2.  | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION                               | Mgmt | For     |
| 3.  | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM                       | Mgmt | For     |
| 4.  | ADVISORY VOTE ON FREQUENCY OF ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION | Mgmt | 1 Year  |
| 5.  | INDEPENDENT BOARD CHAIRMAN  | Shr  | For     |
| 6.  | VESTING FOR GOVERNMENT SERVICE  | Shr  | For     |
| 7.  | CLAWBACK AMENDMENT  | Shr  | Against |
| 8.  | GENDER PAY EQUITY   | Shr  | Against |
| 9.  | HOW VOTES ARE COUNTED   | Shr  | Against |
| 10. | SPECIAL SHAREOWNER MEETINGS   | Shr  | For     |

MICROSOFT CORPORATION

Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 30-Nov-2016  
 Ticker: MSFT  
 ISIN: US5949181045

| Prop.# | Proposal                                   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM H. GATES III | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: TERI L. LIST-STOLL   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: G. MASON MORFIT      | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SATYA NADELLA        | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: CHARLES H. NOSKI     | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: HELMUT PANKE         | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SANDRA E. PETERSON   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: CHARLES W. SCHARF    | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
| 1I. | ELECTION OF DIRECTOR: JOHN W. STANTON   | Mgmt | For |
| 1J. | ELECTION OF DIRECTOR: JOHN W. THOMPSON  | Mgmt | For |
| 1K. | ELECTION OF DIRECTOR: PADMASREE WARRIOR   | Mgmt | For |
| 2.  | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION                         | Mgmt | For |
| 3.  | RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2017 | Mgmt | For |
| 4.  | APPROVAL OF AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION           | Mgmt | For |
| 5.  | APPROVAL OF FRENCH SUB PLAN UNDER THE 2001 STOCK PLAN                                 | Mgmt | For |
| 6.  | SHAREHOLDER PROPOSAL - REQUESTING CERTAIN PROXY ACCESS BYLAW AMENDMENTS               | Shr  | For |

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 NEWELL BRANDS INC.

Agen

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 Security: 651229106  
 Meeting Type: Annual  
 Meeting Date: 09-May-2017  
 Ticker: NWL  
 ISIN: US6512291062  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: IAN G.H. ASHKEN    | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: THOMAS E. CLARKE   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KEVIN C. CONROY    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: SCOTT S. COWEN     | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL T. COWHIG  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: DOMENICO DE SOLE   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: MARTIN E. FRANKLIN | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ROS L'ESPERANCE    | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL B. POLK    | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: STEVEN J. STROBEL  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: MICHAEL A. TODMAN  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: RAYMOND G. VIAULT  | Mgmt          | For           |

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|    |   |      |        |
|----|---|------|--------|
| 2. | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL). | Mgmt | For    |
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt | For    |
| 4. | VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.   | Mgmt | 1 Year |

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NEXTERA ENERGY, INC.

Agen

Security: 65339F101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: NEE  
 ISIN: US65339F1012

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHERRY S. BARRAT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES L. CAMAREN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH B. DUNN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: NAREN K. GURSAHANEY  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KIRK S. HACHIGIAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: TONI JENNINGS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: AMY B. LANE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES L. ROBO  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RUDY E. SCHUPP   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN L. SKOLDS   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM H. SWANSON   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: HANSEL E. TOOKES, II   | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017              | Mgmt          | For           |
| 3.     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT | Mgmt          | For           |
| 4.     | NON-BINDING ADVISORY VOTE ON WHETHER NEXTERA ENERGY SHOULD HOLD A NON-BINDING  | Mgmt          | 1 Year        |

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SHAREHOLDER ADVISORY VOTE TO APPROVE  
 NEXTERA ENERGY'S COMPENSATION TO ITS NAMED  
 EXECUTIVE OFFICERS EVERY 1, 2 OR 3 YEARS

- |    |   |      |         |
|----|---|------|---------|
| 5. | APPROVAL OF THE NEXTERA ENERGY, INC. 2017<br>NON-EMPLOYEE DIRECTORS STOCK PLAN  | Mgmt | For     |
| 6. | A PROPOSAL BY THE COMPTROLLER OF THE STATE<br>OF NEW YORK, THOMAS P. DINAPOLI, ENTITLED<br>"POLITICAL CONTRIBUTIONS DISCLOSURE" TO<br>REQUEST SEMIANNUAL REPORTS DISCLOSING<br>POLITICAL CONTRIBUTION POLICIES AND<br>EXPENDITURES. | Shr  | Against |

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 NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 22-Sep-2016  
 Ticker: NKE  
 ISIN: US6541061031  
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| Prop.# | Proposal  | Proposal Type        | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>ALAN B. GRAF, JR.<br>MICHELLE A. PELUSO<br>PHYLLIS M. WISE  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO APPROVE EXECUTIVE COMPENSATION BY AN<br>ADVISORY VOTE.   | Mgmt                 | For               |
| 3.     | TO APPROVE AN AMENDMENT TO THE NIKE, INC.<br>EMPLOYEE STOCK PURCHASE PLAN.                                      | Mgmt                 | For               |
| 4.     | TO CONSIDER A SHAREHOLDER PROPOSAL<br>REGARDING POLITICAL CONTRIBUTIONS<br>DISCLOSURE.                          | Shr                  | Against           |
| 5.     | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |

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 NXP SEMICONDUCTORS NV.

Agen

Security: N6596X109  
 Meeting Type: Special  
 Meeting Date: 27-Jan-2017  
 Ticker: NXPI  
 ISIN: NL0009538784  
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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 3.A    | THE PROPOSAL TO APPOINT MR. STEVE MOLLENKOPF AS EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.   | Mgmt          | For           |
| 3.B    | THE PROPOSAL TO APPOINT MR. DEREK K. ABERLE AS NON-EXECUTIVE ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).   | Mgmt          | For           |
| 3.C    | THE PROPOSAL TO APPOINT MR. GEORGE S. DAVIS AS NON-EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.  | Mgmt          | For           |
| 3.D    | THE PROPOSAL TO APPOINT MR. DONALD J. ROSENBERG AS NON-EXECUTIVE ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).   | Mgmt          | For           |
| 3.E    | THE PROPOSAL TO APPOINT MR. BRIAN MODOFF AS NON-EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.   | Mgmt          | For           |
| 4.     | THE PROPOSAL TO GRANT FULL AND FINAL DISCHARGE TO EACH MEMBER ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).  | Mgmt          | For           |
| 5.A    | THE PROPOSAL TO APPROVE OF THE ASSET SALE AS REQUIRED UNDER ARTICLE 2:107A OF THE DUTCH CIVIL CODE CONDITIONAL UPON AND SUBJECT TO (I) BUYER HAVING ACCEPTED FOR PAYMENT THE ACQUIRED SHARES AND (II) THE NUMBER OF ACQUIRED SHARES MEETING THE ASSET SALE THRESHOLD. | Mgmt          | For           |
| 5.B    | THE PROPOSAL TO (I) DISSOLVE NXP (II) APPOINT STICHTING ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).  | Mgmt          | For           |
| 6.A    | THE PROPOSAL TO AMEND NXP'S ARTICLES OF ASSOCIATION, SUBJECT TO CLOSING.  | Mgmt          | For           |
| 6.B    | THE PROPOSAL TO CONVERT NXP AND AMEND THE ARTICLES OF ASSOCIATION, SUBJECT TO DELISTING OF NXP FROM NASDAQ.   | Mgmt          | For           |

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 NXP SEMICONDUCTORS NV.

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 Agen

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 Security: N6596X109  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: NXPI  
 ISIN: NL0009538784

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

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 2-C    | ADOPTION OF THE 2016 STATUTORY ANNUAL ACCOUNTS.  | Mgmt          | For           |
| 2-D    | GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR RESPONSIBILITIES IN THE FINANCIAL YEAR 2016.             | Mgmt          | For           |
| 3-A    | PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.     | Mgmt          | For           |
| 3-B    | PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.     | Mgmt          | For           |
| 3-C    | PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.   | Mgmt          | For           |
| 3-D    | PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017. | Mgmt          | Against       |
| 3-E    | PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.      | Mgmt          | For           |
| 3-F    | PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.      | Mgmt          | For           |
| 3-G    | PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.         | Mgmt          | For           |
| 3-H    | PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.       | Mgmt          | For           |
| 3-I    | PROPOSAL TO RE-APPOINT MR. PETER SMITHAM AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.      | Mgmt          | For           |
| 3-J    | PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.     | Mgmt          | For           |
| 3-K    | PROPOSAL TO RE-APPOINT MR. GREGORY SUMME AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.      | Mgmt          | For           |
| 4-A    | AUTHORIZATION OF THE BOARD OF DIRECTORS TO ISSUE SHARES OR GRANT RIGHTS TO ACQUIRE SHARES.             | Mgmt          | For           |
| 4-B    | AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESTRICT OR EXCLUDE PRE-EMPTION RIGHTS.                     | Mgmt          | For           |

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|   |  |      |     |
|---|--|------|-----|
| 5 | AUTHORIZATION OF THE BOARD OF DIRECTORS TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL. | Mgmt | For |
| 6 | AUTHORIZATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL.                   | Mgmt | For |

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 OCEANEERING INTERNATIONAL, INC.

Agen

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 Security: 675232102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2017  
 Ticker: OII  
 ISIN: US6752321025  
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| Prop.# | Proposal   | Proposal Type        | Proposal Vote          |
|--------|--|----------------------|------------------------|
| 1.     | DIRECTOR<br>WILLIAM B. BERRY<br>T. JAY COLLINS<br>JON ERIK REINHARDSEN   | Mgmt<br>Mgmt<br>Mgmt | For<br>Withheld<br>For |
| 2.     | APPROVAL OF THE SECOND AMENDED AND RESTATED 2010 INCENTIVE PLAN.   | Mgmt                 | For                    |
| 3.     | ADVISORY VOTE ON A RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.                                   | Mgmt                 | For                    |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt                 | 1 Year                 |
| 5.     | PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2017.   | Mgmt                 | For                    |

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 PEPSICO, INC.

Agen

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 Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2017  
 Ticker: PEP  
 ISIN: US7134481081  
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| Prop.# | Proposal                             | Proposal Type | Proposal Vote |
|--------|--------------------------------------|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHONA L. BROWN | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1B. | ELECTION OF DIRECTOR: GEORGE W. BUCKLEY  | Mgmt | For     |
| 1C. | ELECTION OF DIRECTOR: CESAR CONDE  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: IAN M. COOK  | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: DINA DUBLON  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: RONA A. FAIRHEAD   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: RICHARD W. FISHER  | Mgmt | For     |
| 1H. | ELECTION OF DIRECTOR: WILLIAM R. JOHNSON   | Mgmt | For     |
| 1I. | ELECTION OF DIRECTOR: INDRA K. NOOYI   | Mgmt | For     |
| 1J. | ELECTION OF DIRECTOR: DAVID C. PAGE  | Mgmt | For     |
| 1K. | ELECTION OF DIRECTOR: ROBERT C. POHLAD   | Mgmt | For     |
| 1L. | ELECTION OF DIRECTOR: DANIEL VASELLA   | Mgmt | For     |
| 1M. | ELECTION OF DIRECTOR: DARREN WALKER  | Mgmt | For     |
| 1N. | ELECTION OF DIRECTOR: ALBERTO WEISSER  | Mgmt | For     |
| 2.  | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2017. | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt | For     |
| 4.  | ADVISORY VOTE ON FREQUENCY OF FUTURE SHAREHOLDER ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.                      | Mgmt | 1 Year  |
| 5.  | REPORT REGARDING PESTICIDE POLLUTION.  | Shr  | Against |
| 6.  | IMPLEMENTATION OF HOLY LAND PRINCIPLES.  | Shr  | Against |

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 PFIZER INC.  
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Agen

Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: PFE  
 ISIN: US7170811035  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: DENNIS A. AUSIELLO | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: RONALD E. BLAYLOCK | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
| 1C. | ELECTION OF DIRECTOR: W. DON CORNWELL  | Mgmt | For     |
| 1D. | ELECTION OF DIRECTOR: JOSEPH J. ECHEVARRIA   | Mgmt | For     |
| 1E. | ELECTION OF DIRECTOR: FRANCES D. FERGUSON  | Mgmt | For     |
| 1F. | ELECTION OF DIRECTOR: HELEN H. HOBBS   | Mgmt | For     |
| 1G. | ELECTION OF DIRECTOR: JAMES M. KILTS   | 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: JAMES C. SMITH   | Mgmt | For     |
| 2.  | RATIFY THE SELECTION OF KPMG LLP AS<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2017 | Mgmt | For     |
| 3.  | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION  | Mgmt | For     |
| 4.  | ADVISORY VOTE ON THE FREQUENCY OF FUTURE<br>ADVISORY VOTES ON EXECUTIVE COMPENSATION             | Mgmt | 1 Year  |
| 5.  | SHAREHOLDER PROPOSAL REGARDING THE HOLY<br>LAND PRINCIPLES                                       | Shr  | Against |
| 6.  | SHAREHOLDER PROPOSAL REGARDING SPECIAL<br>SHAREOWNER MEETINGS                                    | Shr  | For     |
| 7.  | SHAREHOLDER PROPOSAL REGARDING INDEPENDENT<br>CHAIR POLICY                                       | Shr  | Against |

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 PHILLIPS 66

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 Agen

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 Security: 718546104  
 Meeting Type: Annual  
 Meeting Date: 03-May-2017  
 Ticker: PSX  
 ISIN: US7185461040  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM R. LOOMIS,<br>JR. | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: GLENN F. TILTON           | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MARNA C. WHITTINGTON      | Mgmt          | For           |
| 2.     | TO RATIFY THE APPOINTMENT OF ERNST & YOUNG      | Mgmt          | For           |

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LLP AS THE COMPANY'S INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR  
2017.

- |    |  |      |     |
|----|--|------|-----|
| 3. | TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
|----|--|------|-----|

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PPG INDUSTRIES, INC.

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Agen

Security: 693506107  
Meeting Type: Annual  
Meeting Date: 20-Apr-2017  
Ticker: PPG  
ISIN: US6935061076

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: STEPHEN F. ANGEL   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: HUGH GRANT   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MELANIE L. HEALEY  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MICHELE J. HOOPER  | Mgmt          | For           |
| 2.     | APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS                                      | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |
| 4.     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt          | For           |

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SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

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Agen

Security: 806857108  
Meeting Type: Annual  
Meeting Date: 05-Apr-2017  
Ticker: SLB  
ISIN: AN8068571086

| Prop.# | Proposal                                | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: PETER L.S. CURRIE | Mgmt          | For           |

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

|     |  |      |        |
|-----|--|------|--------|
| 1B. | ELECTION OF DIRECTOR: MIGUEL M. GALUCCIO   | Mgmt | For    |
| 1C. | ELECTION OF DIRECTOR: V. MAUREEN KEMPSTON<br>DARKES  | Mgmt | For    |
| 1D. | ELECTION OF DIRECTOR: PAAL KIBSGAARD   | Mgmt | For    |
| 1E. | ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV  | Mgmt | For    |
| 1F. | ELECTION OF DIRECTOR: HELGE LUND   | Mgmt | For    |
| 1G. | ELECTION OF DIRECTOR: MICHAEL E. MARKS   | Mgmt | For    |
| 1H. | ELECTION OF DIRECTOR: INDRA K. NOOYI   | Mgmt | For    |
| 1I. | ELECTION OF DIRECTOR: LUBNA S. OLAYAN  | Mgmt | For    |
| 1J. | ELECTION OF DIRECTOR: LEO RAFAEL REIF  | Mgmt | For    |
| 1K. | ELECTION OF DIRECTOR: TORE I. SANDVOLD   | Mgmt | For    |
| 1L. | ELECTION OF DIRECTOR: HENRI SEYDOUX  | Mgmt | For    |
| 2.  | TO APPROVE, ON AN ADVISORY BASIS, THE<br>COMPANY'S EXECUTIVE COMPENSATION.   | Mgmt | For    |
| 3.  | TO CONDUCT AN ADVISORY VOTE ON THE<br>FREQUENCY OF FUTURE ADVISORY VOTES ON<br>EXECUTIVE COMPENSATION.                                     | Mgmt | 1 Year |
| 4.  | TO APPROVE THE COMPANY'S 2016 FINANCIAL<br>STATEMENTS AND THE BOARD'S 2016<br>DECLARATIONS OF DIVIDENDS.                                   | Mgmt | For    |
| 5.  | TO APPROVE THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S<br>INDEPENDENT REGISTERED PUBLIC ACCOUNTING<br>FIRM FOR 2017. | Mgmt | For    |
| 6.  | TO APPROVE THE ADOPTION OF THE 2017<br>SCHLUMBERGER OMNIBUS STOCK INCENTIVE PLAN.  | Mgmt | For    |
| 7.  | TO APPROVE AN AMENDMENT AND RESTATEMENT OF<br>THE SCHLUMBERGER DISCOUNTED STOCK PURCHASE<br>PLAN.  | Mgmt | For    |

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SEMPRA ENERGY

Agen

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Security: 816851109  
Meeting Type: Annual  
Meeting Date: 12-May-2017  
Ticker: SRE  
ISIN: US8168511090

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|        |          |                  |               |
|--------|----------|------------------|---------------|
| Prop.# | Proposal | Proposal<br>Type | Proposal Vote |
|--------|----------|------------------|---------------|

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

|     |  |      |        |
|-----|--|------|--------|
| 1A. | ELECTION OF DIRECTOR: ALAN L. BOECKMANN  | Mgmt | For    |
| 1B. | ELECTION OF DIRECTOR: KATHLEEN L. BROWN  | Mgmt | For    |
| 1C. | ELECTION OF DIRECTOR: ANDRES CONESA  | Mgmt | For    |
| 1D. | ELECTION OF DIRECTOR: MARIA CONTRERAS-SWEET  | Mgmt | For    |
| 1E. | ELECTION OF DIRECTOR: PABLO A. FERRERO   | Mgmt | For    |
| 1F. | ELECTION OF DIRECTOR: WILLIAM D. JONES   | Mgmt | For    |
| 1G. | ELECTION OF DIRECTOR: BETHANY J. MAYER   | Mgmt | For    |
| 1H. | ELECTION OF DIRECTOR: WILLIAM G. OUCHI   | Mgmt | For    |
| 1I. | ELECTION OF DIRECTOR: DEBRA L. REED  | Mgmt | For    |
| 1J. | ELECTION OF DIRECTOR: WILLIAM C. RUSNACK   | Mgmt | For    |
| 1K. | ELECTION OF DIRECTOR: LYNN SCHENK  | Mgmt | For    |
| 1L. | ELECTION OF DIRECTOR: JACK T. TAYLOR   | Mgmt | For    |
| 1M. | ELECTION OF DIRECTOR: JAMES C. YARDLEY   | Mgmt | For    |
| 2.  | RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.                       | Mgmt | For    |
| 3.  | ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.                                     | Mgmt | For    |
| 4.  | ADVISORY APPROVAL OF HOW OFTEN SHAREHOLDERS WILL VOTE ON OUR EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

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 THE CHARLES SCHWAB CORPORATION

Agem

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 Security: 808513105  
 Meeting Type: Annual  
 Meeting Date: 16-May-2017  
 Ticker: SCHW  
 ISIN: US8085131055  
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| Prop.# | Proposal                                 | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM S. HARAF   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: FRANK C. HERRINGER | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: STEPHEN T. MCLIN   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ROGER O. WALTHER   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ROBERT N. WILSON   | Mgmt          | For           |



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

|    |  |      |         |
|----|--|------|---------|
| 2. | RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS   | Mgmt | For     |
| 3. | FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION   | Mgmt | 1 Year  |
| 4. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION  | Mgmt | For     |
| 5. | STOCKHOLDER PROPOSAL REQUESTING DISCLOSURE OF LOBBYING POLICY, PROCEDURES AND OVERSIGHT; LOBBYING EXPENDITURES; AND PARTICIPATION IN ORGANIZATIONS ENGAGED IN LOBBYING | Shr  | Against |
| 6. | STOCKHOLDER PROPOSAL REQUESTING ANNUAL DISCLOSURE OF EEO-1 DATA  | Shr  | Against |
| 7. | STOCKHOLDER PROPOSAL REQUESTING ADOPTION OF A PROXY ACCESS BYLAW FOR DIRECTOR NOMINATIONS BY STOCKHOLDERS  | Shr  | For     |
| 8. | STOCKHOLDER PROPOSAL REQUESTING MAJORITY VOTE TABULATION FOR ALL NON-BINDING MATTERS PRESENTED BY STOCKHOLDERS   | Shr  | Against |

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 THE GOLDMAN SACHS GROUP, INC.

Agen

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 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2017  
 Ticker: GS  
 ISIN: US38141G1040  
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| Prop.# | Proposal                                  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: M. MICHELE BURNS    | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: MARK A. FLAHERTY    | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: WILLIAM W. GEORGE   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: JAMES A. JOHNSON    | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ELLEN J. KULLMAN    | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: LAKSHMI N. MITTAL   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: PETER OPPENHEIMER   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: DAVID A. VINIAR     | Mgmt          | For           |

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

|     |  |      |        |
|-----|--|------|--------|
| 1K. | ELECTION OF DIRECTOR: MARK O. WINKELMAN  | Mgmt | For    |
| 2.  | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY)   | Mgmt | For    |
| 3.  | ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY   | Mgmt | 1 Year |
| 4.  | RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt | For    |

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THE GOODYEAR TIRE & RUBBER COMPANY

Agen

Security: 382550101  
 Meeting Type: Annual  
 Meeting Date: 10-Apr-2017  
 Ticker: GT  
 ISIN: US3825501014

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: WILLIAM J. CONATY   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES A. FIRESTONE  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WERNER GEISSLER   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: PETER S. HELLMAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: LAURETTE T. KOELLNER  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: RICHARD J. KRAMER   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: W. ALAN MCCOLLOUGH  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN E. MCGLADE   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL J. MORELL   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: RODERICK A. PALMORE   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: STEPHANIE A. STREETER   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: MICHAEL R. WESSEL   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.                                      | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION. | Mgmt          | 1 Year        |
| 4.     | APPROVE THE ADOPTION OF THE 2017  | Mgmt          | For           |

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

PERFORMANCE PLAN.

|    |   |      |         |
|----|---|------|---------|
| 5. | RATIFICATION OF APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For     |
| 6. | SHAREHOLDER PROPOSAL RE: INDEPENDENT BOARD<br>CHAIRMAN.   | Shr  | Against |

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 THE HOME DEPOT, INC.

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: HD  
 ISIN: US4370761029  
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| Prop.# | Proposal   | Proposal<br>Type | Proposal Vote |
|--------|--|------------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GERARD J. ARPEY  | Mgmt             | For           |
| 1B.    | ELECTION OF DIRECTOR: ARI BOUSBIB  | Mgmt             | For           |
| 1C.    | ELECTION OF DIRECTOR: JEFFERY H. BOYD  | 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: LINDA R. GOODEN  | Mgmt             | For           |
| 1J.    | ELECTION OF DIRECTOR: WAYNE M. HEWETT  | Mgmt             | For           |
| 1K.    | ELECTION OF DIRECTOR: KAREN L. KATEN   | Mgmt             | For           |
| 1L.    | ELECTION OF DIRECTOR: CRAIG A. MENEAR  | Mgmt             | For           |
| 1M.    | ELECTION OF DIRECTOR: MARK VADON   | Mgmt             | For           |
| 2.     | RATIFICATION OF THE APPOINTMENT OF KPMG<br>LLP.                                  | Mgmt             | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE<br>COMPENSATION ("SAY-ON-PAY").               | Mgmt             | For           |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE<br>SAY-ON-PAY VOTES.                    | Mgmt             | 1 Year        |
| 5.     | SHAREHOLDER PROPOSAL REGARDING PREPARATION<br>OF AN EMPLOYMENT DIVERSITY REPORT. | Shr              | Against       |

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

|    |   |     |         |
|----|---|-----|---------|
| 6. | SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON POLITICAL CONTRIBUTIONS.  | Shr | Against |
| 7. | SHAREHOLDER PROPOSAL TO REDUCE THE THRESHOLD TO CALL SPECIAL SHAREHOLDER MEETINGS TO 15% OF OUTSTANDING SHARES. | Shr | For     |

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 THE PNC FINANCIAL SERVICES GROUP, INC.

Agen-----

Security: 693475105  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2017  
 Ticker: PNC  
 ISIN: US6934751057  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHARLES E. BUNCH   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARJORIE RODGERS CHESHIRE  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK   | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DANIEL R. HESSE  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KAY COLES JAMES  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: RICHARD B. KELSON  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JANE G. PEPPER   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: DONALD J. SHEPARD  | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: LORENE K. STEFFES  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: DENNIS F. STRIGL   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: MICHAEL J. WARD  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: GREGORY D. WASSON  | Mgmt          | For           |
| 2.     | RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.   | Mgmt          | For           |
| 4.     | RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |

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

|    |   |     |         |
|----|---|-----|---------|
| 5. | A SHAREHOLDER PROPOSAL REQUESTING A DIVERSITY REPORT WITH SPECIFIC ADDITIONAL DISCLOSURE, INCLUDING EEOC-DEFINED METRICS. | Shr | Against |
|----|---|-----|---------|

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VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
 Meeting Type: Annual  
 Meeting Date: 04-May-2017  
 Ticker: VZ  
 ISIN: US92343V1044

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU                                  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARK T. BERTOLINI                                      | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: RICHARD L. CARRION                                     | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: MELANIE L. HEALEY                                      | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: M. FRANCES KEETH                                       | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: KARL-LUDWIG KLEY                                       | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: LOWELL C. MCADAM                                       | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: 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           |
| 1L.    | ELECTION OF DIRECTOR: GREGORY G. WEAVER                                      | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM | Mgmt          | For           |
| 3.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION                              | Mgmt          | For           |
| 4.     | ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION              | Mgmt          | 1 Year        |
| 5.     | APPROVAL OF 2017 LONG-TERM INCENTIVE PLAN                                    | Mgmt          | For           |
| 6.     | HUMAN RIGHTS COMMITTEE   | Shr           | Against       |
| 7.     | REPORT ON GREENHOUSE GAS REDUCTION TARGETS                                   | Shr           | Against       |
| 8.     | SPECIAL SHAREOWNER MEETINGS  | Shr           | For           |
| 9.     | EXECUTIVE COMPENSATION CLAWBACK POLICY                                       | Shr           | For           |

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- |     |   |     |         |
|-----|---|-----|---------|
| 10. | STOCK RETENTION POLICY                      | Shr | For     |
| 11. | LIMIT MATCHING CONTRIBUTIONS FOR EXECUTIVES | Shr | Against |

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VISA INC.

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Agen

Security: 92826C839  
Meeting Type: Annual  
Meeting Date: 31-Jan-2017  
Ticker: V  
ISIN: US92826C8394  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: LLOYD A. CARNEY  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARY B. CRANSTON   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GARY A. HOFFMAN  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JOHN A.C. SWAINSON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.   | Mgmt          | 1 Year        |
| 4.     | RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2017 FISCAL YEAR. | Mgmt          | For           |

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WELLS FARGO & COMPANY

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Agen

Security: 949746101  
Meeting Type: Annual  
Meeting Date: 25-Apr-2017  
Ticker: WFC  
ISIN: US9497461015  
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## Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: JOHN D. BAKER II  | Mgmt          | Against       |
| 1B.    | ELECTION OF DIRECTOR: JOHN S. CHEN  | Mgmt          | Against       |
| 1C.    | ELECTION OF DIRECTOR: LLOYD H. DEAN   | Mgmt          | Against       |
| 1D.    | ELECTION OF DIRECTOR: ELIZABETH A. DUKE   | Mgmt          | Against       |
| 1E.    | ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.  | Mgmt          | Against       |
| 1F.    | ELECTION OF DIRECTOR: DONALD M. JAMES   | Mgmt          | Against       |
| 1G.    | ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN   | Mgmt          | Against       |
| 1H.    | ELECTION OF DIRECTOR: KAREN B. PEETZ  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: FEDERICO F. PENA  | Mgmt          | Against       |
| 1J.    | ELECTION OF DIRECTOR: JAMES H. QUIGLEY  | Mgmt          | Against       |
| 1K.    | ELECTION OF DIRECTOR: STEPHEN W. SANGER   | Mgmt          | Against       |
| 1L.    | ELECTION OF DIRECTOR: RONALD L. SARGENT   | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: TIMOTHY J. SLOAN  | Mgmt          | For           |
| 1N.    | ELECTION OF DIRECTOR: SUSAN G. SWENSON  | Mgmt          | Against       |
| 1O.    | ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT  | Mgmt          | Against       |
| 2.     | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION.              | Mgmt          | 1 Year        |
| 4.     | RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt          | For           |
| 5.     | STOCKHOLDER PROPOSAL - RETAIL BANKING SALES PRACTICES REPORT.   | Shr           | For           |
| 6.     | STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.   | Shr           | Against       |
| 7.     | STOCKHOLDER PROPOSAL - DIVESTING NON-CORE BUSINESS REPORT.  | Shr           | Against       |
| 8.     | STOCKHOLDER PROPOSAL - GENDER PAY EQUITY REPORT.  | Shr           | Against       |
| 9.     | STOCKHOLDER PROPOSAL - LOBBYING REPORT.   | Shr           | Against       |
| 10.    | STOCKHOLDER PROPOSAL - INDIGENOUS PEOPLES' RIGHTS POLICY.   | Shr           | Against       |

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 WHIRLPOOL CORPORATION

Agen

Security: 963320106  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2017  
 Ticker: WHR  
 ISIN: US9633201069  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SAMUEL R. ALLEN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: MARC R. BITZER  | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GREG CREED  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: GARY T. DICAMILLO   | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: DIANE M. DIETZ  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: GERRI T. ELLIOTT  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: JEFF M. FETTIG  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: MICHAEL F. JOHNSTON   | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: JOHN D. LIU   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: HARISH MANWANI  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM D. PEREZ  | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: LARRY O. SPENCER  | Mgmt          | For           |
| 1M.    | ELECTION OF DIRECTOR: MICHAEL D. WHITE  | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE WHIRLPOOL'S EXECUTIVE COMPENSATION.  | Mgmt          | For           |
| 3.     | ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.                                       | Mgmt          | 1 Year        |
| 4.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS WHIRLPOOL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | Mgmt          | For           |

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 ZAYO GROUP HOLDINGS INC

Agen

Security: 98919V105  
 Meeting Type: Annual  
 Meeting Date: 08-Nov-2016  
 Ticker: ZAYO  
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# Edgar Filing: Eaton Vance Risk-Managed Diversified Equity Income Fund - Form N-PX

ISIN: US98919V1052

| Prop.# | Proposal   | Proposal Type | Proposal Vote   |
|--------|--|---------------|-----------------|
| 1.     | DIRECTOR<br>RICK CONNOR<br>CATHY MORRIS  | Mgmt<br>Mgmt  | Withheld<br>For |
| 2.     | RATIFICATION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING JUNE 30, 2017. | Mgmt          | For             |
| 3.     | APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.   | Mgmt          | Against         |

ZIMMER BIOMET HOLDINGS, INC.

Agen

Security: 98956P102  
Meeting Type: Annual  
Meeting Date: 12-May-2017  
Ticker: ZBH  
ISIN: US98956P1021

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY  | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: BETSY J. BERNARD   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: GAIL K. BOUDREAUX  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: DAVID C. DVORAK  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: MICHAEL J. FARRELL   | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: LARRY C. GLASSCOCK   | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: ROBERT A. HAGEMANN   | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: ARTHUR J. HIGGINS  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: MICHAEL W. MICHELSON   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.  | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: JEFFREY K. RHODES  | Mgmt          | For           |
| 2.     | RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017 | Mgmt          | For           |

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

|    |  |      |        |
|----|--|------|--------|
| 3. | ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION (SAY ON PAY) | Mgmt | For    |
| 4. | ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY VOTES                         | Mgmt | 1 Year |

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 ZOETIS INC.

Agen

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 Security: 98978V103  
 Meeting Type: Annual  
 Meeting Date: 11-May-2017  
 Ticker: ZTS  
 ISIN: US98978V1035  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: GREGORY NORDEN   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: LOUISE M. PARENT   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: ROBERT W. SCULLY   | Mgmt          | For           |
| 2.     | ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION (SAY ON PAY).                                      | Mgmt          | For           |
| 3.     | RATIFICATION OF APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017. | 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 Risk-Managed Diversified Equity Income Fund |
| By (Signature) | /s/ Edward J. Perkin                                    |
| Name           | Edward J. Perkin  |
| Title          | President   |
| Date           | 08/14/2017  |