

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

Eaton Vance Tax-Managed Diversified Equity Income Fund
Form N-PX
August 13, 2018

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: 811-21832

NAME OF REGISTRANT: Eaton Vance Tax-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: 10/31

DATE OF REPORTING PERIOD: 07/01/2017 - 06/30/2018

Eaton Vance Tax-Managed Diversified Equity Income Fund

AETNA INC.

Agen

Security: 00817Y108
Meeting Type: Special
Meeting Date: 13-Mar-2018
Ticker: AET
ISIN: US00817Y1082

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	To approve and adopt the Agreement and Plan of Merger, dated as of December 3, 2017, as it may be amended from time to time, among CVS Health Corporation, Hudson Merger Sub Corp. and Aetna Inc. (the "merger agreement").	Mgmt	For
2.	To approve the adjournment from time to time of the Special Meeting of Shareholders of Aetna Inc. if necessary to solicit	Mgmt	For

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

additional proxies if there are not sufficient votes to approve and adopt the merger agreement at the time of the Special Meeting of Shareholders of Aetna Inc. or any adjournment or postponement thereof.

- | | | | |
|----|---|------|-----|
| 3. | To approve, on an advisory (non-binding) basis, the compensation that will or may be paid or provided by Aetna Inc. to its named executive officers in connection with the merger of Hudson Merger Sub Corp. with and into Aetna Inc. | Mgmt | For |
|----|---|------|-----|

AETNA INC.

Agem

Security: 00817Y108
Meeting Type: Annual
Meeting Date: 18-May-2018
Ticker: AET
ISIN: US00817Y1082

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Fernando Aguirre	Mgmt	For
1b.	Election of Director: Mark T. Bertolini	Mgmt	For
1c.	Election of Director: Frank M. Clark	Mgmt	For
1d.	Election of Director: Molly J. Coye, M.D.	Mgmt	For
1e.	Election of Director: Roger N. Farah	Mgmt	For
1f.	Election of Director: Jeffrey E. Garten	Mgmt	For
1g.	Election of Director: Ellen M. Hancock	Mgmt	For
1h.	Election of Director: Richard J. Harrington	Mgmt	For
1i.	Election of Director: Edward J. Ludwig	Mgmt	For
1j.	Election of Director: Olympia J. Snowe	Mgmt	For
2.	Company Proposal - Approval of the Appointment of the Independent Registered Public Accounting Firm for 2018	Mgmt	For
3.	Company Proposal - Approval of the Company's Executive Compensation on a Non-Binding Advisory Basis	Mgmt	For
4A.	Shareholder Proposal - Annual Report on Direct and Indirect Lobbying	Shr	Against
4B.	Shareholder Proposal - Special Shareholder Meeting Vote Threshold	Shr	Against

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

AKAMAI TECHNOLOGIES, INC.

Agen

Security: 00971T101
 Meeting Type: Annual
 Meeting Date: 01-Jun-2018
 Ticker: AKAM
 ISIN: US00971T1016

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Election of Class I Director: Jill Greenthal	Mgmt	For
1.2	Election of Class I Director: Daniel Hesse	Mgmt	For
1.3	Election of Class I Director: F. Thomson Leighton	Mgmt	For
1.4	Election of Class I Director: William Wagner	Mgmt	For
2.	To approve amendments to our Certificate of Incorporation to declassify the Board of Directors.	Mgmt	For
3.	To approve, on an advisory basis, our named executive officer compensation.	Mgmt	For
4.	To ratify the selection of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2018.	Mgmt	For

ALTRIA GROUP, INC.

Agen

Security: 02209S103
 Meeting Type: Annual
 Meeting Date: 17-May-2018
 Ticker: MO
 ISIN: US02209S1033

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: John T. Casteen III	Mgmt	For
1b.	Election of Director: Dinyar S. Devitre	Mgmt	For
1c.	Election of Director: Thomas F. Farrell II	Mgmt	For

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

1d.	Election of Director: Debra J. Kelly-Ennis	Mgmt	For
1e.	Election of Director: W. Leo Kiely III	Mgmt	For
1f.	Election of Director: Kathryn B. McQuade	Mgmt	For
1g.	Election of Director: George Munoz	Mgmt	For
1h.	Election of Director: Mark E. Newman	Mgmt	For
1i.	Election of Director: Nabil Y. Sakkab	Mgmt	For
1j.	Election of Director: Virginia E. Shanks	Mgmt	For
1k.	Election of Director: Howard A. Willard III	Mgmt	For
2.	Ratification of the Selection of Independent Registered Public Accounting Firm	Mgmt	For
3.	Non-Binding Advisory Vote to Approve the Compensation of Altria's Named Executive Officers	Mgmt	For
4.	Shareholder Proposal - Reducing and Disclosing Nicotine Levels in Cigarette Brands	Shr	Against

 AMAZON.COM, INC.

Agen-----

Security: 023135106
 Meeting Type: Annual
 Meeting Date: 30-May-2018
 Ticker: AMZN
 ISIN: US0231351067

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Jeffrey P. Bezos	Mgmt	For
1b.	Election of Director: Tom A. Alberg	Mgmt	For
1c.	Election of Director: Jamie S. Gorelick	Mgmt	For
1d.	Election of Director: Daniel P. Huttenlocher	Mgmt	For
1e.	Election of Director: Judith A. McGrath	Mgmt	For
1f.	Election of Director: Jonathan J. Rubinstein	Mgmt	For
1g.	Election of Director: Thomas O. Ryder	Mgmt	For
1h.	Election of Director: Patricia Q. Stonesifer	Mgmt	For

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

1i.	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.	SHAREHOLDER PROPOSAL REGARDING DIVERSE BOARD CANDIDATES	Shr	Abstain
5.	SHAREHOLDER PROPOSAL REGARDING A POLICY TO REQUIRE AN INDEPENDENT BOARD CHAIR	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING VOTE-COUNTING PRACTICES FOR SHAREHOLDER PROPOSALS	Shr	Against

 AMERICAN FINANCIAL GROUP, INC.

Agen

Security: 025932104
 Meeting Type: Annual
 Meeting Date: 22-May-2018
 Ticker: AFG
 ISIN: US0259321042

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Carl H. Lindner III S. Craig Lindner Kenneth C. Ambrecht John B. Berding Joseph E. Consolino Virginia C. Drosos James E. Evans Terry S. Jacobs Gregory G. Joseph William W. Verity John I. Von Lehman	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	Proposal to ratify the Audit Committee's appointment of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for 2018.	Mgmt	For
3.	Advisory vote on compensation of named executive officers.	Mgmt	For
4.	Shareholder proposal regarding sustainability report.	Shr	For

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

AMERICAN TOWER CORPORATION

Agen

Security: 03027X100
 Meeting Type: Annual
 Meeting Date: 23-May-2018
 Ticker: AMT
 ISIN: US03027X1000

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Gustavo Lara Cantu	Mgmt	For
1b.	Election of Director: Raymond P. Dolan	Mgmt	For
1c.	Election of Director: Robert D. Hormats	Mgmt	For
1d.	Election of Director: Grace D. Lieblein	Mgmt	For
1e.	Election of Director: Craig Macnab	Mgmt	For
1f.	Election of Director: JoAnn A. Reed	Mgmt	For
1g.	Election of Director: Pamela D.A. Reeve	Mgmt	For
1h.	Election of Director: David E. Sharbutt	Mgmt	For
1i.	Election of Director: James D. Taiclet, Jr.	Mgmt	For
1j.	Election of Director: Samme L. Thompson	Mgmt	For
2.	To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018.	Mgmt	For
3.	To approve, on an advisory basis, the Company's executive compensation.	Mgmt	For

APPLE INC.

Agen

Security: 037833100
 Meeting Type: Annual
 Meeting Date: 13-Feb-2018
 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

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

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 2018	Mgmt	For
3.	Advisory vote to approve executive compensation	Mgmt	For
4.	Approval of the amended and restated Apple Inc. Non-Employee Director Stock Plan	Mgmt	For
5.	A shareholder proposal entitled "Shareholder Proxy Access Amendments"	Shr	For
6.	A shareholder proposal entitled "Human Rights Committee"	Shr	Against

 APTIV PLC

Agen

 Security: G6095L109
 Meeting Type: Annual
 Meeting Date: 26-Apr-2018
 Ticker: APTV
 ISIN: JE00B783TY65

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Election of Director: Kevin P. Clark	Mgmt	For
2.	Election of Director: Nancy E. Cooper	Mgmt	For
3.	Election of Director: Frank J. Dellaquila	Mgmt	For
4.	Election of Director: Nicholas M. Donofrio	Mgmt	For
5.	Election of Director: Mark P. Frissora	Mgmt	For
6.	Election of Director: Rajiv L. Gupta	Mgmt	For
7.	Election of Director: Sean O. Mahoney	Mgmt	For
8.	Election of Director: Colin J. Parris	Mgmt	For
9.	Election of Director: Ana G. Pinczuk	Mgmt	For
10.	Election of Director: Thomas W. Sidlik	Mgmt	For

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

11.	Election of Director: Lawrence A. Zimmerman	Mgmt	For
12.	Proposal to re-appoint auditors, ratify independent public accounting firm and authorize the directors to determine the fees paid to the auditors.	Mgmt	For
13.	Say-on-Pay - To approve, by advisory vote, executive compensation.	Mgmt	For
14.	Say-When-on-Pay - To determine, by advisory vote, the frequency of shareholder votes on executive compensation.	Mgmt	1 Year

 AT&T INC.

Agen

Security: 00206R102
 Meeting Type: Annual
 Meeting Date: 27-Apr-2018
 Ticker: T
 ISIN: US00206R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Randall L. Stephenson	Mgmt	For
1B.	Election of Director: Samuel A. Di Piazza, Jr.	Mgmt	For
1C.	Election of Director: Richard W. Fisher	Mgmt	For
1D.	Election of Director: Scott T. Ford	Mgmt	For
1E.	Election of Director: Glenn H. Hutchins	Mgmt	For
1F.	Election of Director: William E. Kennard	Mgmt	For
1G.	Election of Director: Michael B. McCallister	Mgmt	For
1H.	Election of Director: Beth E. Mooney	Mgmt	For
1I.	Election of Director: Joyce M. Roche	Mgmt	For
1J.	Election of Director: Matthew K. Rose	Mgmt	For
1K.	Election of Director: Cynthia B. Taylor	Mgmt	For
1L.	Election of Director: Laura D'Andrea Tyson	Mgmt	For
1M.	Election of Director: Geoffrey Y. Yang	Mgmt	For
2.	Ratification of appointment of independent auditors.	Mgmt	For
3.	Advisory approval of executive	Mgmt	For

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

compensation.

4.	Approve Stock Purchase and Deferral Plan.	Mgmt	For
5.	Approve 2018 Incentive Plan.	Mgmt	For
6.	Prepare lobbying report.	Shr	For
7.	Modify proxy access requirements.	Shr	For
8.	Independent Chair.	Shr	For
9.	Reduce vote required for written consent.	Shr	For

BALL CORPORATION

Agen

Security: 058498106
 Meeting Type: Annual
 Meeting Date: 25-Apr-2018
 Ticker: BLL
 ISIN: US0584981064

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Robert W. Alspaugh Michael J. Cave Pedro Henrique Mariani	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
2.	To ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Corporation for 2018.	Mgmt	For
3.	To approve, by non-binding vote, the compensation paid to the named executive officers.	Mgmt	For

BANK OF AMERICA CORPORATION

Agen

Security: 060505104
 Meeting Type: Annual
 Meeting Date: 25-Apr-2018
 Ticker: BAC
 ISIN: US0605051046

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Sharon L. Allen	Mgmt	For

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

1B.	Election of Director: Susan S. Bies	Mgmt	For
1C.	Election of Director: Jack O. Bovender, Jr.	Mgmt	For
1D.	Election of Director: Frank P. Bramble, Sr.	Mgmt	For
1E.	Election of Director: Pierre J. P. de Weck	Mgmt	For
1F.	Election of Director: Arnold W. Donald	Mgmt	For
1G.	Election of Director: Linda P. Hudson	Mgmt	For
1H.	Election of Director: Monica C. Lozano	Mgmt	For
1I.	Election of Director: Thomas J. May	Mgmt	For
1J.	Election of Director: Brian T. Moynihan	Mgmt	For
1K.	Election of Director: Lionel L. Nowell, III	Mgmt	For
1L.	Election of Director: Michael D. White	Mgmt	For
1M.	Election of Director: Thomas D. Woods	Mgmt	For
1N.	Election of Director: R. David Yost	Mgmt	For
1O.	Election of Director: Maria T. Zuber	Mgmt	For
2.	Approving Our Executive Compensation (an Advisory, Non-binding "Say on Pay" Resolution)	Mgmt	For
3.	Ratifying the Appointment of Our Independent Registered Public Accounting Firm for 2018	Mgmt	For
4.	Stockholder Proposal - Independent Board Chairman	Shr	For

CATERPILLAR INC.

Agen

Security: 149123101
Meeting Type: Annual
Meeting Date: 13-Jun-2018
Ticker: CAT
ISIN: US1491231015

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Kelly A. Ayotte	Mgmt	For
1b.	Election of Director: David L. Calhoun	Mgmt	For
1c.	Election of Director: Daniel M. Dickinson	Mgmt	For
1d.	Election of Director: Juan Gallardo	Mgmt	For

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

1e.	Election of Director: Dennis A. Muilenburg	Mgmt	For
1f.	Election of Director: William A. Osborn	Mgmt	For
1g.	Election of Director: Debra L. Reed	Mgmt	For
1h.	Election of Director: Edward B. Rust, Jr.	Mgmt	For
1i.	Election of Director: Susan C. Schwab	Mgmt	For
1j.	Election of Director: D. James Umpleby III	Mgmt	For
1k.	Election of Director: Miles D. White	Mgmt	For
1l.	Election of Director: Rayford Wilkins, Jr.	Mgmt	For
2.	Ratify the appointment of independent registered public accounting firm for 2018.	Mgmt	For
3.	Advisory vote to approve executive compensation.	Mgmt	For
4.	Shareholder Proposal - Decrease percent of ownership required to call special shareholder meeting.	Shr	For
5.	Shareholder Proposal - Amend the Company's compensation clawback policy.	Shr	For
6.	Shareholder Proposal - Require human rights qualifications for director nominees.	Shr	Against

 CELGENE CORPORATION

Agen

Security: 151020104
 Meeting Type: Annual
 Meeting Date: 13-Jun-2018
 Ticker: CELG
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	Mark J. Alles	Mgmt	For
	R W Barker, D.Phil, OBE	Mgmt	For
	Hans E. Bishop	Mgmt	For
	Michael W. Bonney	Mgmt	For
	Michael D. Casey	Mgmt	For
	Carrie S. Cox	Mgmt	For
	Michael A. Friedman, MD	Mgmt	For
	Julia A. Haller, M.D.	Mgmt	For
	P. A. Hemingway Hall	Mgmt	For
	James J. Loughlin	Mgmt	For
	Ernest Mario, Ph.D.	Mgmt	For
	John H. Weiland	Mgmt	For

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

- | | | | |
|----|--|------|-----|
| 2. | Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018. | Mgmt | For |
| 3. | Approval, by non-binding vote, of executive compensation of the Company's named executive officers. | Mgmt | For |
| 4. | Advisory vote on stockholder proposal to request the Company's Board of Directors to amend the Company's proxy access by-law provision to eliminate the limit on the number of stockholders that can aggregate their shares to achieve the holding requirement for nomination of directors, described in more detail in the proxy statement. | Shr | For |
| 5. | Advisory vote on stockholder proposal to request the Company's Board of Directors to adopt a policy and amend the Company's governing documents to require that the Chairman of the Board be an independent member, described in more detail in the proxy statement. | Shr | For |

 CHUBB LIMITED

Agen

 Security: H1467J104
 Meeting Type: Annual
 Meeting Date: 17-May-2018
 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, 2017	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 Auditor: Election of PricewaterhouseCoopers AG (Zurich) as our statutory auditor	Mgmt	For

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

4b	Election of Auditor: 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 Auditor: 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: Kimberly A. Ross	Mgmt	For
5j	Election of Director: Robert W. Scully	Mgmt	For
5k	Election of Director: Eugene B. Shanks, Jr.	Mgmt	For
5l	Election of Director: Theodore E. Shasta	Mgmt	For
5m	Election of Director: David H. Sidwell	Mgmt	For
5n	Election of Director: Olivier Steimer	Mgmt	For
5o	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: James M. Zimmerman	Mgmt	For
8	Election of Homburger AG as independent proxy	Mgmt	For
9	Amendment to the Articles of Association relating to authorized share capital for general purposes	Mgmt	For
10a	Compensation of the Board of Directors	Mgmt	For

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

	until the next annual general meeting		
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
A	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.	Mgmt	Abstain

 COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103
 Meeting Type: Annual
 Meeting Date: 11-May-2018
 Ticker: CL
 ISIN: US1941621039

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.	Stockholder proposal on 10% threshold to call special shareholder meetings.	Shr	For

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

 CONOCOPHILLIPS

Agen

Security: 20825C104
 Meeting Type: Annual
 Meeting Date: 15-May-2018
 Ticker: COP
 ISIN: US20825C1045

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Charles E. Bunch	Mgmt	For
1b.	Election of Director: Caroline Maury Devine	Mgmt	For
1c.	Election of Director: John V. Faraci	Mgmt	For
1d.	Election of Director: Jody Freeman	Mgmt	For
1e.	Election of Director: Gay Huey Evans	Mgmt	For
1f.	Election of Director: Ryan M. Lance	Mgmt	For
1g.	Election of Director: Sharmila Mulligan	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 2018.	Mgmt	For
3.	Advisory Approval of Executive Compensation.	Mgmt	For
4.	Policy to use GAAP Financial Metrics for Purposes of Determining Executive Compensation.	Shr	Against

 CONSTELLATION BRANDS, INC.

Agen

Security: 21036P108
 Meeting Type: Annual
 Meeting Date: 18-Jul-2017
 Ticker: STZ
 ISIN: US21036P1084

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JERRY FOWDEN	Mgmt	For

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

	BARRY A. FROMBERG	Mgmt	Withheld
	ROBERT L. HANSON	Mgmt	For
	ERNESTO M. HERNANDEZ	Mgmt	For
	JAMES A. LOCKE III	Mgmt	Withheld
	DANIEL J. MCCARTHY	Mgmt	Withheld
	RICHARD SANDS	Mgmt	For
	ROBERT SANDS	Mgmt	For
	JUDY A. SCHMELING	Mgmt	Withheld
	KEITH E. WANDELL	Mgmt	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, 2018	Mgmt	For
3.	TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT	Mgmt	For
4.	TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES REGARDING EXECUTIVE COMPENSATION	Mgmt	1 Year
5.	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S LONG-TERM STOCK INCENTIVE PLAN	Mgmt	For

 CREDIT SUISSE GROUP AG

Agen

 Security: H3698D419
 Meeting Type: AGM
 Meeting Date: 27-Apr-2018
 Ticker:
 ISIN: CH0012138530

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PART 2 OF THIS MEETING IS FOR VOTING ON AGENDA AND MEETING ATTENDANCE REQUESTS ONLY. PLEASE ENSURE THAT YOU HAVE FIRST VOTED IN FAVOUR OF THE REGISTRATION OF SHARES IN PART 1 OF THE MEETING. IT IS A MARKET REQUIREMENT FOR MEETINGS OF THIS TYPE THAT THE SHARES ARE REGISTERED AND MOVED TO A REGISTERED LOCATION AT THE CSD, AND SPECIFIC POLICIES AT THE INDIVIDUAL SUB-CUSTODIANS MAY VARY. UPON RECEIPT OF THE VOTE INSTRUCTION, IT IS POSSIBLE THAT A MARKER MAY BE PLACED ON YOUR SHARES TO ALLOW FOR RECONCILIATION AND RE-REGISTRATION FOLLOWING A TRADE. THEREFORE WHILST THIS DOES NOT PREVENT THE TRADING OF SHARES, ANY THAT ARE REGISTERED MUST BE FIRST DEREGISTERED IF REQUIRED FOR SETTLEMENT. DEREGISTRATION CAN AFFECT THE	Non-Voting	

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

VOTING RIGHTS OF THOSE SHARES. IF YOU HAVE CONCERNS REGARDING YOUR ACCOUNTS, PLEASE CONTACT YOUR CLIENT REPRESENTATIVE

1.1	CONSULTATIVE VOTE ON THE 2017 COMPENSATION REPORT	Mgmt	For
1.2	APPROVAL OF THE 2017 ANNUAL REPORT, THE PARENT COMPANY'S 2017 FINANCIAL STATEMENTS, AND THE GROUP'S 2017 CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For
2	DISCHARGE OF THE ACTS OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE EXECUTIVE BOARD	Mgmt	For
3.1	APPROPRIATION OF RETAINED EARNINGS	Mgmt	For
3.2	DISTRIBUTION PAYABLE OUT OF CAPITAL CONTRIBUTION RESERVES	Mgmt	For
4.1.1	RE-ELECTION OF MEMBER AND CHAIRMAN OF THE BOARD OF DIRECTORS: URS ROHNER	Mgmt	For
4.1.2	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: IRIS BOHNET	Mgmt	For
4.1.3	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: ANDREAS GOTTSCHLING	Mgmt	For
4.1.4	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: ALEXANDER GUT	Mgmt	For
4.1.5	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: ANDREAS N. KOOPMANN	Mgmt	For
4.1.6	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: SERAINA MACIA	Mgmt	For
4.1.7	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: KAI S. NARGOLWALA	Mgmt	For
4.1.8	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: JOAQUIN J. RIBEIRO	Mgmt	For
4.1.9	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: SEVERIN SCHWAN	Mgmt	For
4.110	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: JOHN TINER	Mgmt	For
4.111	RE-ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: ALEXANDRE ZELLER	Mgmt	For
4.112	ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: MICHAEL KLEIN	Mgmt	For
4.113	ELECTION OF MEMBER OF THE BOARD OF DIRECTORS: ANA PAULA PESSOA	Mgmt	For
4.2.1	RE-ELECTION OF THE MEMBER OF THE COMPENSATION COMMITTEE: IRIS BOHNET	Mgmt	For

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

4.2.2	RE-ELECTION OF THE MEMBER OF THE COMPENSATION COMMITTEE: ANDREAS N. KOOPMANN	Mgmt	For
4.2.3	RE-ELECTION OF THE MEMBER OF THE COMPENSATION COMMITTEE: KAI S. NARGOLWALA	Mgmt	For
4.2.4	RE-ELECTION OF THE MEMBER OF THE COMPENSATION COMMITTEE: ALEXANDRE ZELLER	Mgmt	For
5.1	APPROVAL OF THE COMPENSATION OF THE BOARD OF DIRECTORS	Mgmt	For
5.2.1	APPROVAL OF THE COMPENSATION OF THE EXECUTIVE BOARD: SHORT-TERM VARIABLE INCENTIVE COMPENSATION (STI)	Mgmt	For
5.2.2	APPROVAL OF THE COMPENSATION OF THE EXECUTIVE BOARD: FIXED COMPENSATION	Mgmt	For
5.2.3	APPROVAL OF THE COMPENSATION OF THE EXECUTIVE BOARD: LONG-TERM VARIABLE INCENTIVE COMPENSATION (LTI)	Mgmt	For
6.1	ELECTION OF THE INDEPENDENT AUDITORS: KPMG AG, ZURICH	Mgmt	For
6.2	ELECTION OF THE SPECIAL AUDITORS: BDO AG, ZURICH	Mgmt	For
6.3	ELECTION OF THE INDEPENDENT PROXY: ATTORNEY-AT-LAW LIC.IUR. ANDREAS G. KELLER	Mgmt	For
II	IF, AT THE ANNUAL GENERAL MEETING, SHAREHOLDERS OR THE BOARD OF DIRECTORS PUT FORWARD ANY ADDITIONAL PROPOSALS OR AMENDMENTS TO THE PROPOSAL ALREADY SET OUT IN THE PUBLISHED AGENDA OR ANY PROPOSALS UNDER ART. 700 PARA. 3 OF THE SWISS CODE OF OBLIGATIONS, I HEREBY AUTHORIZE THE INDEPENDENT PROXY TO VOTE ON SUCH PROPOSALS AS FOLLOWS:	Non-Voting	
7	PROPOSALS OF SHAREHOLDERS	Shr	Against
8	PROPOSALS OF THE BOARD OF DIRECTORS	Mgmt	Against

 CSX CORPORATION

Agen

 Security: 126408103
 Meeting Type: Annual
 Meeting Date: 18-May-2018
 Ticker: CSX
 ISIN: US1264081035

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

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

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: James M. Foote	Mgmt	For
1e.	Election of Director: Steven T. Halverson	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 2018.	Mgmt	For
3.	Advisory (non-binding) resolution to approve compensation for the Company's named executive officers.	Mgmt	For
4.	The approval of the 2018 CSX Employee Stock Purchase Plan.	Mgmt	For

DANAHER CORPORATION

Agen

Security: 235851102
Meeting Type: Annual
Meeting Date: 08-May-2018
Ticker: DHR
ISIN: US2358511028

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: Thomas P. Joyce, Jr.	Mgmt	For
1D.	Election of Director: Teri List-Stoll	Mgmt	Against
1E.	Election of Director: Walter G. Lohr, Jr.	Mgmt	For

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

1F.	Election of Director: Mitchell P. Rales	Mgmt	For
1G.	Election of Director: Steven M. Rales	Mgmt	For
1H.	Election of Director: John T. Schwieters	Mgmt	Against
1I.	Election of Director: Alan G. Spoon	Mgmt	For
1J.	Election of Director: Raymond C. Stevens, Ph.D.	Mgmt	For
1K.	Election of Director: Elias A. Zerhouni, M.D.	Mgmt	For
2.	To ratify the selection of Ernst & Young LLP as Danaher's independent registered public accounting firm.	Mgmt	For
3.	To approve on an advisory basis the Company's named executive officer compensation.	Mgmt	For
4.	To act upon a shareholder proposal requesting that Danaher reduce shareholder special meeting threshold from 25% to 10%.	Shr	For

 DELPHI AUTOMOTIVE PLC

Agen

 Security: G27823106
 Meeting Type: Special
 Meeting Date: 07-Nov-2017
 Ticker: DLPH
 ISIN: JE00B783TY65

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	THAT THE NAME OF THE COMPANY BE CHANGED TO APTIV PLC, EFFECTIVE UPON COMPLETION OF THE SPIN-OFF OF OUR POWERTRAIN SYSTEMS SEGMENT, AND AT SUCH TIME, ALL REFERENCES IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY TO THE EXISTING NAME OF THE COMPANY BE CHANGED TO APTIV PLC.	Mgmt	For

 EOG RESOURCES, INC.

Agen

 Security: 26875P101
 Meeting Type: Annual
 Meeting Date: 24-Apr-2018
 Ticker: EOG
 ISIN: US26875P1012

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

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: C. Christopher Gaut	Mgmt	For
1f.	Election of Director: Donald F. Textor	Mgmt	For
1g.	Election of Director: William R. Thomas	Mgmt	For
1h.	Election of Director: Frank G. Wisner	Mgmt	For
2.	To ratify the appointment of Deloitte & Touche LLP, as auditors for the year ending December 31, 2018.	Mgmt	For
3.	To approve an amendment and restatement of the EOG Resources, Inc. Employee Stock Purchase Plan to (i) increase the number of shares of Common Stock available for purchase under the plan, (ii) extend the term of the plan and (iii) effect certain other changes.	Mgmt	For
4.	To approve, by non-binding vote, the compensation of the Company's named executive officers.	Mgmt	For

EQUITY RESIDENTIAL

Agen

Security: 29476L107
 Meeting Type: Annual
 Meeting Date: 14-Jun-2018
 Ticker: EQR
 ISIN: US29476L1070

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	Charles L. Atwood	Mgmt	For
	Linda Walker Bynoe	Mgmt	For
	Connie K. Duckworth	Mgmt	For
	Mary Kay Haben	Mgmt	For
	Bradley A. Keywell	Mgmt	For
	John E. Neal	Mgmt	For
	David J. Neithercut	Mgmt	For
	Mark S. Shapiro	Mgmt	For

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

	Gerald A. Spector	Mgmt	For
	Stephen E. Sterrett	Mgmt	For
	Samuel Zell	Mgmt	For
2.	Ratification of the selection of Ernst & Young LLP as the Company's independent auditor for 2018.	Mgmt	For
3.	Approve Executive Compensation.	Mgmt	For

EXXON MOBIL CORPORATION

Agen

Security: 30231G102
Meeting Type: Annual
Meeting Date: 30-May-2018
Ticker: XOM
ISIN: US30231G1022

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Susan K. Avery	Mgmt	For
1b.	Election of Director: Angela F. Braly	Mgmt	For
1c.	Election of Director: Ursula M. Burns	Mgmt	For
1d.	Election of Director: Kenneth C. Frazier	Mgmt	For
1e.	Election of Director: Steven A. Kandarian	Mgmt	For
1f.	Election of Director: Douglas R. Oberhelman	Mgmt	For
1g.	Election of Director: Samuel J. Palmisano	Mgmt	For
1h.	Election of Director: Steven S Reinemund	Mgmt	For
1i.	Election of Director: William C. Weldon	Mgmt	For
1j.	Election of Director: Darren W. Woods	Mgmt	For
2.	Ratification of Independent Auditors (page 25)	Mgmt	For
3.	Advisory Vote to Approve Executive Compensation (page 26)	Mgmt	Against
4.	Independent Chairman (page 54)	Shr	For
5.	Special Shareholder Meetings (page 55)	Shr	For
6.	Board Diversity Matrix (page 56)	Shr	Against
7.	Report on Lobbying (page 58)	Shr	For

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

 FACEBOOK, INC.

Agen

Security: 30303M102
 Meeting Type: Annual
 Meeting Date: 31-May-2018
 Ticker: FB
 ISIN: US30303M1027

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Marc L. Andreessen Erskine B. Bowles Kenneth I. Chenault S. D. Desmond-Hellmann Reed Hastings Jan Koum Sheryl K. Sandberg Peter A. Thiel Mark Zuckerberg	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For Withheld Withheld Withheld Withheld Withheld Withheld
2.	To ratify the appointment of Ernst & Young LLP as Facebook, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2018.	Mgmt	For
3.	A stockholder proposal regarding change in stockholder voting.	Shr	For
4.	A stockholder proposal regarding a risk oversight committee.	Shr	For
5.	A stockholder proposal regarding simple majority vote.	Shr	For
6.	A stockholder proposal regarding a content governance report.	Shr	For
7.	A stockholder proposal regarding median pay by gender.	Shr	For
8.	A stockholder proposal regarding tax principles.	Shr	Against

 FEDEX CORPORATION

Agen

Security: 31428X106
 Meeting Type: Annual
 Meeting Date: 25-Sep-2017
 Ticker: FDX
 ISIN: US31428X1063

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

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

		Type	
1A.	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARVIN R. ELLISON	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN C. ("CHRIS") INGLIS	Mgmt	For
1E.	ELECTION OF DIRECTOR: KIMBERLY A. JABAL	Mgmt	For
1F.	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: R. BRAD MARTIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSHUA COOPER RAMO	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1K.	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1L.	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	APPROVAL OF AMENDMENT TO 2010 OMNIBUS STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES.	Mgmt	For
5.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
6.	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER PROXY ACCESS REVISIONS.	Shr	For
7.	STOCKHOLDER PROPOSAL REGARDING LOBBYING ACTIVITY AND EXPENDITURE REPORT.	Shr	Against
8.	STOCKHOLDER PROPOSAL REGARDING EXECUTIVE PAY CONFIDENTIAL VOTING.	Shr	Against
9.	STOCKHOLDER PROPOSAL REGARDING APPLICATION OF COMPANY NON-DISCRIMINATION POLICIES IN STATES WITH PRO-DISCRIMINATION LAWS.	Shr	Against

FIRST REPUBLIC BANK

Agen

Security: 33616C100
 Meeting Type: Annual
 Meeting Date: 15-May-2018

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

Ticker: FRC
ISIN: US33616C1009

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: James H. Herbert, II	Mgmt	For
1b.	Election of Director: Katherine August-deWilde	Mgmt	For
1c.	Election of Director: Thomas J. Barrack, Jr.	Mgmt	For
1d.	Election of Director: Frank J. Fahrenkopf, Jr.	Mgmt	For
1e.	Election of Director: L. Martin Gibbs	Mgmt	For
1f.	Election of Director: Boris Groysberg	Mgmt	For
1g.	Election of Director: Sandra R. Hernandez	Mgmt	For
1h.	Election of Director: Pamela J. Joyner	Mgmt	For
1i.	Election of Director: Reynold Levy	Mgmt	For
1j.	Election of Director: Duncan L. Niederauer	Mgmt	For
1k.	Election of Director: George G.C. Parker	Mgmt	For
1l.	Election of Director: Cheryl Spielman	Mgmt	For
2.	To ratify the appointment of KPMG LLP as independent auditor of First Republic Bank for the fiscal year ended December 31, 2018.	Mgmt	For
3.	To approve, by advisory (non-binding) vote, the compensation of our executive officers (a "say on pay" vote).	Mgmt	For
4.	A shareholder proposal requesting that First Republic Bank prepare a diversity report to include specific additional disclosure relating to EEOC-defined metrics and details on related policies and programs.	Shr	For

FORTIVE CORPORATION

Agen

Security: 34959J108
Meeting Type: Annual
Meeting Date: 05-Jun-2018
Ticker: FTV
ISIN: US34959J1088

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Class II Director: Feroz Dewan	Mgmt	For
1B.	Election of Class II Director: James Lico	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, 2018.	Mgmt	For
3.	To approve on an advisory basis Fortive's named executive officer compensation.	Mgmt	For
4.	To approve the Fortive Corporation 2016 Stock Incentive Plan, as amended and restated.	Mgmt	For

 GILEAD SCIENCES, INC.

Agen

 Security: 375558103
 Meeting Type: Annual
 Meeting Date: 09-May-2018
 Ticker: GILD
 ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: John F. Cogan, Ph.D.	Mgmt	For
1b.	Election of Director: Jacqueline K. Barton, Ph.D.	Mgmt	For
1c.	Election of Director: Kelly A. Kramer	Mgmt	For
1d.	Election of Director: Kevin E. Lofton	Mgmt	For
1e.	Election of Director: John C. Martin, Ph.D.	Mgmt	For
1f.	Election of Director: John F. Milligan, Ph.D.	Mgmt	For
1g.	Election of Director: Richard J. Whitley, M.D.	Mgmt	For
1h.	Election of Director: Gayle E. Wilson	Mgmt	For
1i.	Election of Director: Per Wold-Olsen	Mgmt	For
2.	To ratify the selection of Ernst & Young LLP by the Audit Committee of the Board of Directors as the independent registered public accounting firm of Gilead for the fiscal year ending December 31, 2018.	Mgmt	For

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

- | | | | |
|----|---|------|-----|
| 3. | To approve, on an advisory basis, the compensation of our Named Executive Officers as presented in the Proxy Statement. | Mgmt | For |
| 4. | To vote on a stockholder proposal, if properly presented at the meeting, requesting that the Board adopt a policy that the Chairman of the Board of Directors be an independent director. | Shr | For |
| 5. | To vote on a stockholder proposal, if properly presented at the meeting, requesting that the Board take steps to permit stockholder action by written consent. | Shr | For |

 GODADDY INC.

 Agen

Security: 380237107
 Meeting Type: Annual
 Meeting Date: 06-Jun-2018
 Ticker: GDDY
 ISIN: US3802371076

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Herald Y. Chen Gregory K. Mondre Bob Parsons Brian H. Sharples	Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld
2.	To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2018.	Mgmt	For
3.	To approve named executive officer compensation in a non-binding advisory vote.	Mgmt	For

 JOHNSON & JOHNSON

 Agen

Security: 478160104
 Meeting Type: Annual
 Meeting Date: 26-Apr-2018
 Ticker: JNJ
 ISIN: US4781601046

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

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: Jennifer A. Doudna	Mgmt	For
1e.	Election of Director: Alex Gorsky	Mgmt	For
1f.	Election of Director: Mark B. McClellan	Mgmt	For
1g.	Election of Director: Anne M. Mulcahy	Mgmt	For
1h.	Election of Director: William D. Perez	Mgmt	For
1i.	Election of Director: Charles Prince	Mgmt	For
1j.	Election of Director: A. Eugene Washington	Mgmt	For
1k.	Election of Director: Ronald A. Williams	Mgmt	For
2.	Advisory Vote to Approve Named Executive Officer Compensation	Mgmt	For
3.	Ratification of Appointment of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm for 2018	Mgmt	For
4.	Shareholder Proposal - Accounting for Litigation and Compliance in Executive Compensation Performance Measures	Shr	Against
5.	Shareholder Proposal - Amendment to Shareholder Ability to Call Special Shareholder Meeting	Shr	For

 JPMORGAN CHASE & CO.

Agen

 Security: 46625H100
 Meeting Type: Annual
 Meeting Date: 15-May-2018
 Ticker: JPM
 ISIN: US46625H1005

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: Stephen B. Burke	Mgmt	For

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

1d.	Election of Director: Todd A. Combs	Mgmt	For
1e.	Election of Director: James S. Crown	Mgmt	For
1f.	Election of Director: James Dimon	Mgmt	For
1g.	Election of Director: Timothy P. Flynn	Mgmt	For
1h.	Election of Director: Mellody Hobson	Mgmt	For
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.	Ratification of special meeting provisions in the Firm's By-Laws	Mgmt	Against
3.	Advisory resolution to approve executive compensation	Mgmt	For
4.	Approval of Amended and Restated Long-Term Incentive Plan effective May 15, 2018	Mgmt	For
5.	Ratification of independent registered public accounting firm	Mgmt	For
6.	Independent Board chairman	Shr	For
7.	Vesting for government service	Shr	For
8.	Proposal to report on investments tied to genocide	Shr	Against
9.	Cumulative Voting	Shr	Against

LIVE NATION ENTERTAINMENT, INC.

Agen

Security: 538034109
 Meeting Type: Annual
 Meeting Date: 06-Jun-2018
 Ticker: LYV
 ISIN: US5380341090

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Mark Carleton	Mgmt	Against
1B.	Election of Director: Ariel Emanuel	Mgmt	Against
1C.	Election of Director: Robert Ted Enloe, III	Mgmt	Against

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

1D.	Election of Director: Ping Fu	Mgmt	For
1E.	Election of Director: Jeffrey T. Hinson	Mgmt	Against
1F.	Election of Director: James Iovine	Mgmt	Against
1G.	Election of Director: James S. Kahan	Mgmt	Against
1H.	Election of Director: Gregory B. Maffei	Mgmt	Against
1I.	Election of Director: Randall T. Mays	Mgmt	Against
1J.	Election of Director: Michael Rapino	Mgmt	Against
1K.	Election of Director: Mark S. Shapiro	Mgmt	Against
1L.	Election of Director: Dana Walden	Mgmt	For
2.	Ratification of the appointment of Ernst & Young LLP as Live Nation Entertainment's independent registered public accounting firm for the 2018 fiscal year.	Mgmt	For

MICROSOFT CORPORATION

Agen

Security: 594918104
Meeting Type: Annual
Meeting Date: 29-Nov-2017
Ticker: MSFT
ISIN: US5949181045

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
1B.	ELECTION OF DIRECTOR: REID G. HOFFMAN	Mgmt	For
1C.	ELECTION OF DIRECTOR: HUGH F. JOHNSTON	Mgmt	For
1D.	ELECTION OF DIRECTOR: TERI L. LIST-STOLL	Mgmt	For
1E.	ELECTION OF DIRECTOR: SATYA NADELLA	Mgmt	For
1F.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
1G.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
1H.	ELECTION OF DIRECTOR: SANDRA E. PETERSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: PENNY S. PRITZKER	Mgmt	For
1J.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1K.	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
1L.	ELECTION OF DIRECTOR: JOHN W. STANTON	Mgmt	For

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

1M.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
1N.	ELECTION OF DIRECTOR: PADMASREE WARRIOR	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION	Mgmt	1 Year
4.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2018	Mgmt	For
5.	APPROVAL OF MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE EXECUTIVE INCENTIVE PLAN	Mgmt	For
6.	APPROVAL OF THE MICROSOFT CORPORATION 2017 STOCK PLAN	Mgmt	For

 MONDELEZ INTERNATIONAL, INC.

Agen

Security: 609207105
 Meeting Type: Annual
 Meeting Date: 16-May-2018
 Ticker: MDLZ
 ISIN: US6092071058

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Lewis W.K. Booth	Mgmt	For
1b.	Election of Director: Charles E. Bunch	Mgmt	For
1c.	Election of Director: Debra A. Crew	Mgmt	For
1d.	Election of Director: Lois D. Juliber	Mgmt	For
1e.	Election of Director: Mark D. Ketchum	Mgmt	For
1f.	Election of Director: Peter W. May	Mgmt	For
1g.	Election of Director: Jorge S. Mesquita	Mgmt	For
1h.	Election of Director: Joseph Neubauer	Mgmt	For
1i.	Election of Director: Fredric G. Reynolds	Mgmt	For
1j.	Election of Director: Christiana S. Shi	Mgmt	For
1k.	Election of Director: Patrick T. Siewert	Mgmt	For
1l.	Election of Director: Jean-Francois M. L.	Mgmt	For

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

van Boxmeer

1m.	Election of Director: Dirk Van de Put	Mgmt	For
2.	Advisory Vote to Approve Executive Compensation.	Mgmt	Against
3.	Ratification of PricewaterhouseCoopers LLP as Independent Registered Public Accountants for Fiscal Year Ending December 31, 2018.	Mgmt	For
4.	Report on Non-Recyclable Packaging.	Shr	For
5.	Create a Committee to Prepare a Report Regarding the Impact of Plant Closures on Communities and Alternatives to Help Mitigate the Effects.	Shr	Against

 NEXTERA ENERGY, INC.

Agen

Security: 65339F101
 Meeting Type: Annual
 Meeting Date: 24-May-2018
 Ticker: NEE
 ISIN: US65339F1012

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 2018	Mgmt	For

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

- | | | | |
|----|---|------|-----|
| 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. | A proposal by Myra Young entitled "Right to Act by Written Consent" to request the NextEra Energy Board of Directors to permit shareholder action by written consent | Shr | For |
| 5. | A proposal by the Comptroller of the State of New York, Thomas P. DiNapoli, entitled "Political Contributions Disclosure" to request semiannual reports disclosing political contribution policies and expenditures | Shr | For |

 NIKE, INC.

 Agen

Security: 654106103
 Meeting Type: Annual
 Meeting Date: 21-Sep-2017
 Ticker: NKE
 ISIN: US6541061031

- | Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|---|----------------------|-------------------|
| 1. | DIRECTOR
ALAN B. GRAF, JR.
JOHN C. LECHLEITER
MICHELLE A. PELUSO | Mgmt
Mgmt
Mgmt | For
For
For |
| 2. | TO APPROVE EXECUTIVE COMPENSATION BY AN ADVISORY VOTE. | Mgmt | For |
| 3. | TO APPROVE THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION BY AN ADVISORY VOTE. | Mgmt | 1 Year |
| 4. | TO APPROVE THE NIKE, INC. LONG-TERM INCENTIVE PLAN, AS AMENDED. | Mgmt | For |
| 5. | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE. | Shr | Against |
| 6. | TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt | For |

 PHILLIPS 66

 Agen

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

Security: 718546104
 Meeting Type: Annual
 Meeting Date: 09-May-2018
 Ticker: PSX
 ISIN: US7185461040

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of director: J. Brian Ferguson	Mgmt	For
1b.	Election of director: Harold W. McGraw III	Mgmt	For
1c.	Election of director: Victoria J. Tschinkel	Mgmt	For
2.	To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2018.	Mgmt	For
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
4.	To consider and vote on a proposal to amend the Certificate of Incorporation to declassify the Board of Directors over the next three years.	Mgmt	For

QUALCOMM INCORPORATED

Agen

Security: 747525103
 Meeting Type: Annual
 Meeting Date: 23-Mar-2018
 Ticker: QCOM
 ISIN: US7475251036

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR Samih Elhage David G. Golden Veronica M. Hagen Julie A. Hill John H. Kispert Harry L. You	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld Withheld For For For
2	To approve Broadcom's proposal to amend Qualcomm's Bylaws to undo any amendment to the Bylaws adopted without stockholder approval up to and including the date of the Annual Meeting that changes the Bylaws in any way from the version that was	Mgmt	For

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

publicly filed with the Securities and Exchange Commission on July 15, 2016.

3	To ratify the selection of PricewaterhouseCoopers LLP as Qualcomm's independent public accountants for the fiscal year ending September 30, 2018	Mgmt	For
4	To approve, on a advisory basis, compensation paid to Qualcomm's named executive officers.	Mgmt	For
5	To approve an amendment to Qualcomm's 2001 Employee Stock Purchase Plan.	Mgmt	For
6	To approve an amendment to Qualcomm's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation") to eliminate certain supermajority provisions relating to removal of directors	Mgmt	For
7	To approve an amendment to the Certificate of Incorporation to eliminate certain Supermajority provisions relating to amendments and obsolete provisions.	Mgmt	For
8	To approve an amendment to the Certificate of Incorporation to eliminate provisions requiring a supermajority vote for certain transactions with interested stockholders.	Mgmt	For

SALESFORCE.COM, INC.

Agen

Security: 79466L302
Meeting Type: Annual
Meeting Date: 12-Jun-2018
Ticker: CRM
ISIN: US79466L3024

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Marc Benioff	Mgmt	For
1b.	Election of Director: Keith Block	Mgmt	For
1c.	Election of Director: Craig Conway	Mgmt	For
1d.	Election of Director: Alan Hassenfeld	Mgmt	For
1e.	Election of Director: Neelie Kroes	Mgmt	For
1f.	Election of Director: Colin Powell	Mgmt	For
1g.	Election of Director: Sanford Robertson	Mgmt	For

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

1h.	Election of Director: John V. Roos	Mgmt	For
1i.	Election of Director: Bernard Tyson	Mgmt	For
1j.	Election of Director: Robin Washington	Mgmt	For
1k.	Election of Director: Maynard Webb	Mgmt	For
1l.	Election of Director: Susan Wojcicki	Mgmt	For
2.	Amendment and restatement of our Certificate of Incorporation to allow stockholders to request special meetings of the stockholders.	Mgmt	For
3.	Amendment and restatement of our 2013 Equity Incentive Plan to, among other things, increase the number of shares authorized for issuance by 40 million shares.	Mgmt	For
4.	Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2019.	Mgmt	For
5.	An advisory vote to approve the fiscal 2018 compensation of our named executive officers.	Mgmt	For
6.	A stockholder proposal requesting the elimination of supermajority voting requirements.	Shr	For
7.	A stockholder proposal requesting a report on Salesforce's criteria for investing in, operating in and withdrawing from high-risk regions.	Shr	Against

 SEALED AIR CORPORATION

Agen

Security: 81211K100
 Meeting Type: Annual
 Meeting Date: 17-May-2018
 Ticker: SEE
 ISIN: US81211K1007

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Michael Chu	Mgmt	For
1b.	Election of Director: Edward L. Doheny II	Mgmt	For
1c.	Election of Director: Patrick Duff	Mgmt	For
1d.	Election of Director: Henry R. Keizer	Mgmt	For

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

1e.	Election of Director: Jacqueline B. Kosecoff	Mgmt	For
1f.	Election of Director: Neil Lustig	Mgmt	For
1g.	Election of Director: Richard L. Wambold	Mgmt	For
1h.	Election of Director: Jerry R. Whitaker	Mgmt	For
2.	Amendment and restatement of 2014 Omnibus Incentive Plan.	Mgmt	For
3.	Ratification of the appointment of Ernst & Young LLP as Sealed Air's independent auditor for the year ending December 31, 2018.	Mgmt	For
4.	Approval, as an advisory vote, of 2017 executive compensation as disclosed in the attached Proxy Statement.	Mgmt	For

 SEMPRA ENERGY

Agen

 Security: 816851109
 Meeting Type: Annual
 Meeting Date: 10-May-2018
 Ticker: SRE
 ISIN: US8168511090

Prop.#	Proposal	Proposal Type	Proposal Vote
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: Jeffrey W. Martin	Mgmt	For
1h.	Election of Director: Bethany J. Mayer	Mgmt	For
1i.	Election of Director: William G. Ouchi	Mgmt	For
1j.	Election of Director: Debra L. Reed	Mgmt	For
1k.	Election of Director: William C. Rusnack	Mgmt	For
1l.	Election of Director: Lynn Schenk	Mgmt	For

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

1m.	Election of Director: Jack T. Taylor	Mgmt	For
1n.	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.	Shareholder Proposal on Enhanced Shareholder Proxy Access.	Shr	For

SIMON PROPERTY GROUP, INC.

Agen

Security: 828806109
Meeting Type: Annual
Meeting Date: 08-May-2018
Ticker: SPG
ISIN: US8288061091

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Glyn F. Aeppel	Mgmt	For
1b.	Election of Director: Larry C. Glasscock	Mgmt	For
1c.	Election of Director: Karen N. Horn, Ph.D.	Mgmt	For
1d.	Election of Director: Allan Hubbard	Mgmt	For
1e.	Election of Director: Reuben S. Leibowitz	Mgmt	For
1f.	Election of Director: Gary M. Rodkin	Mgmt	For
1g.	Election of Director: Stefan M. Selig	Mgmt	For
1h.	Election of Director: Daniel C. Smith, Ph.D.	Mgmt	For
1i.	Election of Director: J. Albert Smith, Jr.	Mgmt	For
1j.	Election of Director: Marta R. Stewart	Mgmt	For
2.	An advisory vote to approve the compensation of our Named Executive Officers.	Mgmt	For
3.	Ratification of Ernst & Young LLP as our independent registered public accounting firm for 2018.	Mgmt	For
4.	A shareholder proposal that any future employment agreement with our CEO does not provide any termination benefits following a change in control.	Shr	Against

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

 THE CHARLES SCHWAB CORPORATION

Agen

 Security: 808513105
 Meeting Type: Annual
 Meeting Date: 15-May-2018
 Ticker: SCHW
 ISIN: US8085131055

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Walter W. Bettinger II	Mgmt	For
1b.	Election of Director: Joan T. Dea	Mgmt	For
1c.	Election of Director: Christopher V. Dodds	Mgmt	For
1d.	Election of Director: Mark A. Goldfarb	Mgmt	For
1e.	Election of Director: Charles A. Ruffel	Mgmt	For
2.	Ratification of the selection of Deloitte & Touche LLP as independent auditors	Mgmt	For
3.	Advisory vote to approve named executive officer compensation	Mgmt	For
4.	Approval of 2013 Stock Incentive Plan as Amended and Restated	Mgmt	For
5.	Approval of Amended and Restated Bylaws to adopt a proxy access bylaw for director nominations by stockholders	Mgmt	For
6.	Stockholder Proposal requesting annual disclosure of EEO-1 data	Shr	For
7.	Stockholder Proposal requesting disclosure of the company's political contributions and expenditures, recipients, and related policies and procedures	Shr	For

 THE ESTEE LAUDER COMPANIES INC.

Agen

 Security: 518439104
 Meeting Type: Annual
 Meeting Date: 14-Nov-2017
 Ticker: EL
 ISIN: US5184391044

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF CLASS III DIRECTOR: CHARLENE BARSHEFSKY Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
1B.	ELECTION OF CLASS III DIRECTOR: WEI SUN CHRISTIANSON Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
1C.	ELECTION OF CLASS III DIRECTOR: FABRIZIO FREDA Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
1D.	ELECTION OF CLASS III DIRECTOR: JANE LAUDER Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
1E.	ELECTION OF CLASS III DIRECTOR: LEONARD A. LAUDER Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2018 FISCAL YEAR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

 THE HOME DEPOT, INC.

Agen

 Security: 437076102
 Meeting Type: Annual
 Meeting Date: 17-May-2018
 Ticker: HD
 ISIN: US4370761029

Prop.#	Proposal	Proposal 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

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

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: Stephanie C. Linnartz	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 LLP	Mgmt	For
3.	Advisory Vote to Approve Executive Compensation ("Say-on-Pay")	Mgmt	For
4.	Shareholder Proposal Regarding Semi-Annual Report on Political Contributions	Shr	For
5.	Shareholder Proposal Regarding EEO-1 Disclosure	Shr	For
6.	Shareholder Proposal to Reduce the Threshold to Call Special Shareholder Meetings to 10% of Outstanding Shares	Shr	For
7.	Shareholder Proposal Regarding Amendment of Compensation Clawback Policy	Shr	For

 THE WALT DISNEY COMPANY

Agen

Security: 254687106
 Meeting Type: Annual
 Meeting Date: 08-Mar-2018
 Ticker: DIS
 ISIN: US2546871060

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of director: Susan E. Arnold	Mgmt	For
1B.	Election of director: Mary T. Barra	Mgmt	For
1C.	Election of director: Safra A. Catz	Mgmt	For
1D.	Election of director: John S. Chen	Mgmt	For
1E.	Election of director: Francis A. deSouza	Mgmt	For
1F.	Election of director: Robert A. Iger	Mgmt	For
1G.	Election of director: Maria Elena	Mgmt	For

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

Lagomasino			
1H.	Election of director: Fred H. Langhammer	Mgmt	For
1I.	Election of director: Aylwin B. Lewis	Mgmt	For
1J.	Election of director: Mark G. Parker	Mgmt	For
2.	To ratify the appointment of PricewaterhouseCoopers LLP as the Company's registered public accountants for 2018.	Mgmt	For
3.	To approve material terms of performance goals under the Amended and Restated 2002 Executive Performance Plan.	Mgmt	For
4.	To approve the advisory resolution on executive compensation.	Mgmt	For
5.	To approve the shareholder proposal requesting an annual report disclosing information regarding the Company's lobbying policies and activities.	Shr	For
6.	To approve the shareholder proposal requesting the Board to amend the Company's bylaws relating to proxy access to increase the number of permitted nominees, remove the limit on aggregating shares to meet the shareholding requirement, and remove the limitation on renomination of persons based on votes in a prior election.	Shr	For

UNILEVER NV, ROTTERDAM

Agen

Security: N8981F271
Meeting Type: AGM
Meeting Date: 27-Oct-2017
Ticker:
ISIN: NL0000009355

Prop.#	Proposal	Proposal Type	Proposal Vote
CMMT	PLEASE NOTE THAT THIS IS AN INFORMATIONAL MEETING, AS THERE ARE NO PROPOSALS TO BE VOTED ON. SHOULD YOU WISH TO ATTEND THE MEETING PERSONALLY, YOU MAY REQUEST AN ENTRANCE CARD. THANK YOU	Non-Voting	
1	OPEN MEETING	Non-Voting	
2	RECEIVE REPORT OF MANAGEMENT BOARD	Non-Voting	
3	RECEIVE ANNOUNCEMENTS	Non-Voting	
4	OTHER BUSINESS	Non-Voting	

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

5 CLOSE MEETING

Non-Voting

VISA INC.

Agen

Security: 92826C839
 Meeting Type: Annual
 Meeting Date: 30-Jan-2018
 Ticker: V
 ISIN: US92826C8394

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: JOHN F. LUNDGREN	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1H.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN A.C. SWAINSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2018 FISCAL YEAR.	Mgmt	For

ZAYO GROUP HOLDINGS INC

Agen

Security: 98919V105
 Meeting Type: Annual
 Meeting Date: 02-Nov-2017
 Ticker: ZAYO
 ISIN: US98919V1052

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

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

1.	DIRECTOR PHIL CANFIELD STEVE KAPLAN LINDA ROTTENBERG	Mgmt Mgmt Mgmt	Withheld For Withheld
2.	RATIFICATION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING JUNE 30, 2018.	Mgmt	For
3.	APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For
4.	APPROVE THE PERFORMANCE CRITERIA UNDER THE 2014 STOCK INCENTIVE PLAN AND THE RELATED AMENDMENTS THERETO.	Mgmt	For

 ZOETIS INC.

Agen

 Security: 98978V103
 Meeting Type: Annual
 Meeting Date: 15-May-2018
 Ticker: ZTS
 ISIN: US98978V1035

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Election of Director: Sanjay Khosla	Mgmt	For
1.2	Election of Director: Willie M. Reed	Mgmt	For
1.3	Election of Director: Linda Rhodes	Mgmt	For
1.4	Election of Director: William C. Steere, Jr.	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 2018.	Mgmt	For

* Management position unknown

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the

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

registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant)	Eaton Vance Tax-Managed Diversified Equity Income Fund
By (Signature)	/s/ Edward J. Perkin
Name	Edward J. Perkin
Title	President
Date	08/13/2018