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MYPOINTS COM INC
Form SC TO-T/A
June 20, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
Tender Offer Statement under Section 14(d) (1) or 13(e) (1)
of the Securities Exchange Act of 1934
(Amendment No. 1)

MYPOINTS.COM, INC.
(Name of Subject Company (Issuer))

UNV ACQUISITION CORP.

A WHOLLY OWNED SUBSIDIARY OF
UNITED NEWVENTURES, INC.

(Name of Filing Persons (Offeror))

Common Stock, Par Value \$.001 Per Share
Rights to Purchase Series A Participating Preferred Stock
(Title of Class of Securities)

62855T102
(CUSIP Number of Class of Securities)

Francesca M. Maher
Senior Vice President, General
Counsel and Secretary
UAL Corporation
1200 E. Algonquin Rd.
Elk Grove Township, IL 60007
(847) 700-4000
(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Person(s))

Copy to:

Elizabeth A. Raymond
Marc F. Sperber
Mayer, Brown & Platt
190 South LaSalle Street
Chicago, Illinois 60603-3441
(312) 782-0600

CALCULATION OF FILING FEE

Transaction Valuation*

Amount of Filing Fee

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\$105,968,405

\$21,194
=====

* Estimated for purposes of calculating the amount of the filing fee only.

This calculation assumes (a) the purchase of all of the issued and outstanding shares of common stock, par value \$.001 per share of MyPoints.com, Inc., a Delaware corporation (the "Company"), together with the associated preferred stock purchase rights issued pursuant to the Preferred Stock Rights Agreement, dated as of December 13, 2000, between the Company and Wells Fargo Shareholder Services, as rights agent (the "Shares"), at a price per Share of \$2.60 in cash. As of June 1, 2001, based on the Company's representation of its capitalization as of such date, there were 40,757,079 Shares outstanding. The amount of the filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, equals 1/50th of one percent of the value of the Shares proposed to be acquired.

[X] Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$21,194.00 Filing Party: United NewVentures, Inc.
and UNV Acquisition Corp.

Form or Registration No.: Schedule TO Date Filed: June 13, 2001

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which this statement relates:

<input checked="" type="checkbox"/>	third party tender offer subject to Rule 14d-1	<input type="checkbox"/>	going-private transaction subject to Rule 13e-3
<input type="checkbox"/>	issuer tender offer subject to Rule 13e-4	<input type="checkbox"/>	amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer: []

2

Amendment No. 1 to Schedule TO

This Amendment No. 1 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed initially with the Securities and Exchange Commission on June 13, 2001 by United NewVentures, Inc., a Delaware corporation ("Parent") and UNV Acquisition Corp., a Delaware corporation ("Sub") and a wholly owned subsidiary of Parent relating to the tender offer (the "Offer") by Sub to purchase all of the Shares of the Company, at a price per

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Share of \$2.60 (the "Offer Price"), net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 13, 2001 (the "Offer to Purchase") and in the related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offer to Purchase, as each may be amended or supplemented from time to time, collectively constitute the "Offer"), copies of which were filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, to the Schedule TO. Terms not otherwise defined shall have the meanings assigned to such terms in the Offer to Purchase or in the Schedule TO.

Item 11 Additional Information

Item 11 of the Schedule TO is hereby amended and supplemented to include the following:

"On June 18, 2001, Parent and the Company were notified that the Federal Trade Commission granted early termination of the waiting period under the HSR Act applicable to the Offer. Parent issued a press release announcing the early termination of the waiting period under the HSR Act, a copy of which is attached hereto as Exhibit (a)(5)(ii) and is incorporated herein by reference."

Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended and supplemented to include the following:

"(a)(5)(ii) Press Release issued by Parent, dated June 20, 2001."

SIGNATURE

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

UNV ACQUISITION CORP.

By: /s/ Douglas A. Hacker

Name: Douglas A. Hacker

Title: President

UNITED NEWVENTURES, INC.

By: /s/ Douglas A. Hacker

Name: Douglas A. Hacker

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Title: President

Dated: June 20, 2001

4

EXHIBIT INDEX

(a) (5) (ii) Press Release issued by Parent, dated June 20, 2001.

5

al" SIZE="1">Term Loan, 4.00%, Maturing November 30, 2019 2,000 2,008,000

Ruby Western Pipeline Holdings, LLC

Term Loan, 3.50%, Maturing March 27, 2020

475 479,750

Samson Investment Company

Term Loan - Second Lien, 6.00%, Maturing September 25, 2018

850 861,156

Sheridan Production Partners I, LLC

Term Loan, 5.00%, Maturing September 14, 2019

2,009 2,042,433

Term Loan, 5.00%, Maturing September 25, 2019

163 165,308

Term Loan, 5.00%, Maturing September 25, 2019

266 270,639

Tallgrass Operations, LLC

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Term Loan, 5.71%, Maturing November 13, 2018

2,120 2,145,300

Tervita Corporation

Term Loan, 6.25%, Maturing May 15, 2018

1,646 1,672,326 **\$30,436,004**

Publishing 5.6%

Ascend Learning, Inc.

Term Loan, 7.00%, Maturing May 23, 2017

3,171 \$3,170,164

Aster Zweite Beteiligungs GmbH

Term Loan, 5.46%, Maturing December 31, 2014

1,614 1,627,010

Term Loan, 5.47%, Maturing December 31, 2014

1,543 1,548,909

Term Loan, 5.53%, Maturing December 31, 2014

93 93,701

Cengage Learning Acquisitions, Inc.

Term Loan, 2.70%, Maturing July 3, 2014

502 392,928

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Publishing (continued)		
GateHouse Media Operating, Inc.		
Term Loan, 2.20%, Maturing August 28, 2014	852	\$ 312,127
Term Loan, 2.20%, Maturing August 28, 2014	2,030	744,122
Term Loan, 2.45%, Maturing August 28, 2014	659	241,684
Getty Images, Inc.		
Term Loan, 4.75%, Maturing October 18, 2019	4,763	4,838,228
Instant Web, Inc.		
Term Loan, 3.57%, Maturing August 7, 2014	163	118,848
Term Loan, 3.57%, Maturing August 7, 2014	1,562	1,140,100
Interactive Data Corporation		
Term Loan, 3.75%, Maturing February 11, 2018	3,138	3,177,024
John Henry Holdings, Inc.		
Term Loan, 6.00%, Maturing December 6, 2018	599	609,722
Lamar Media Corporation		
Term Loan, 4.00%, Maturing December 30, 2016	39	38,835
Laureate Education, Inc.		
Term Loan, 5.25%, Maturing June 18, 2018	7,478	7,549,708
McGraw-Hill Global Education Holdings, LLC		
Term Loan, 9.00%, Maturing March 22, 2019	825	823,762
MediaNews Group Inc.		
Term Loan, 8.50%, Maturing March 19, 2014	34	34,868
Merrill Communications, LLC		
Term Loan, 7.25%, Maturing March 8, 2018	698	705,233
Nelson Education Ltd.		
Term Loan, 2.78%, Maturing July 3, 2014	462	376,698
Nielsen Finance LLC		
Term Loan, 2.95%, Maturing May 2, 2016	1,933	1,959,980
Source Interlink Companies, Inc.		
Term Loan, 14.98%, Maturing March 18, 2014 ⁽⁴⁾⁽⁵⁾	805	133,986
Term Loan - Second Lien, 10.75%, Maturing June 18, 2013 ⁽⁵⁾	884	692,360
Tribune Company		
Term Loan, 4.00%, Maturing December 31, 2019	1,696	1,718,634
		\$ 32,048,631
Radio and Television 3.4%		
Clear Channel Communications, Inc.		
Term Loan, 3.85%, Maturing January 29, 2016	1,516	\$ 1,392,395
Cumulus Media Holdings Inc.		
Term Loan, 4.50%, Maturing September 17, 2018	4,613	4,701,785
Term Loan - Second Lien, 7.50%, Maturing September 16, 2019	1,000	1,042,083

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Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Entercom Radio, LLC Term Loan, 5.02%, Maturing November 23, 2018	480	488,592
Radio and Television (continued)		
Foxco Acquisition Sub, LLC Term Loan, 5.50%, Maturing July 14, 2017	1,368	\$ 1,393,495
Gray Television, Inc. Term Loan, 4.75%, Maturing October 15, 2019	482	489,212
Hubbard Radio, LLC Term Loan, 4.50%, Maturing April 28, 2017	806	821,595
LIN Television Corp. Term Loan, 4.00%, Maturing December 21, 2018	593	598,428
Mission Broadcasting, Inc. Term Loan, 4.50%, Maturing December 3, 2019	409	416,232
Nexstar Broadcasting, Inc. Term Loan, 4.50%, Maturing December 3, 2019	966	984,549
Nine Entertainment Group Limited Term Loan, 3.50%, Maturing February 5, 2020	750	756,406
Raycom TV Broadcasting, Inc. Term Loan, 4.25%, Maturing May 31, 2017	860	868,284
Sinclair Television Group Inc. Term Loan, 3.00%, Maturing April 9, 2020	500	504,063
Univision Communications Inc. Term Loan, 4.75%, Maturing March 2, 2020	3,825	3,868,096
Weather Channel Term Loan, 3.50%, Maturing February 13, 2017	1,112	1,129,934
		\$ 19,455,149
Retailers (Except Food and Drug) 6.1%		
99 Cents Only Stores Term Loan, 5.25%, Maturing January 11, 2019	1,484	\$ 1,505,710
B&M Retail Limited Term Loan, 5.99%, Maturing February 18, 2020	GBP 1,075	1,674,722
Bass Pro Group, LLC Term Loan, 4.00%, Maturing November 20, 2019	1,347	1,363,790
David s Bridal, Inc. Term Loan, 5.00%, Maturing October 11, 2019	648	658,502
Evergreen Acqco 1 LP Term Loan, 5.00%, Maturing July 9, 2019	670	680,972
FTD, Inc. Term Loan, 4.75%, Maturing June 11, 2018	1,131	1,142,724
Harbor Freight Tools USA, Inc. Term Loan, 5.50%, Maturing November 14, 2017	993	1,007,884
J Crew Group, Inc. Term Loan, 4.00%, Maturing March 7, 2018	2,062	2,084,528
Jo-Ann Stores, Inc. Term Loan, 4.00%, Maturing March 16, 2018	1,924	1,946,231

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Retailers (Except Food and Drug) (continued)		
Michaels Stores, Inc.		
Term Loan, 3.75%, Maturing January 28, 2020	2,575	\$ 2,603,508
National Vision, Inc.		
Term Loan, 7.00%, Maturing August 2, 2018	790	809,750
Neiman Marcus Group, Inc. (The)		
Term Loan, 4.00%, Maturing May 16, 2018	4,725	4,769,665
Ollie s Bargain Outlet, Inc.		
Term Loan, 5.25%, Maturing September 27, 2019	474	478,551
Party City Holdings Inc.		
Term Loan, 4.25%, Maturing July 29, 2019	2,372	2,395,032
Pep Boys-Manny, Moe & Jack (The)		
Term Loan, 5.00%, Maturing October 11, 2018	474	482,092
Petco Animal Supplies, Inc.		
Term Loan, 4.00%, Maturing November 24, 2017	2,209	2,243,079
Pilot Travel Centers LLC		
Term Loan, 3.75%, Maturing March 30, 2018	1,764	1,746,245
Term Loan, 4.25%, Maturing August 7, 2019	597	592,523
ServiceMaster Company		
Term Loan, 4.25%, Maturing January 31, 2017	1,446	1,460,230
Term Loan, 4.46%, Maturing January 31, 2017	2,437	2,459,164
Visant Holding Corp.		
Term Loan, 5.25%, Maturing December 22, 2016	1,280	1,247,844
Vivarte SA		
Term Loan, 2.33%, Maturing March 9, 2015	EUR 29	33,846
Term Loan, 2.33%, Maturing March 9, 2015	EUR 62	74,001
Term Loan, 2.33%, Maturing March 9, 2015	EUR 347	411,310
Term Loan, 2.83%, Maturing March 8, 2016	EUR 18	21,799
Term Loan, 2.83%, Maturing March 8, 2016	EUR 71	84,327
Term Loan, 2.83%, Maturing March 8, 2016	EUR 440	522,026
Wilton Brands LLC		
Term Loan, 7.50%, Maturing August 30, 2018	634	642,464
		\$ 35,142,519
Steel 2.1%		
Ameriforge Group, Inc.		
Term Loan, 6.00%, Maturing December 19, 2019	524	\$ 532,198
Term Loan - Second Lien, 8.75%, Maturing December 18, 2020	200	206,500
Essar Steel Algoma, Inc.		
Term Loan, 8.75%, Maturing September 19, 2014	1,045	1,067,821
FMG America Finance, Inc.		

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Term Loan, 5.25%, Maturing October 18, 2017		5,796	5,899,314
JFB Firth Rixson Inc.			
Term Loan, 5.00%, Maturing June 30, 2017	GBP	748	1,173,140
		Principal Amount*	Value
Borrower/Tranche Description		(000 s omitted)	
Steel (continued)			
JMC Steel Group, Inc.			
Term Loan, 4.75%, Maturing April 3, 2017		686	\$ 695,017
Patriot Coal Corporation			
DIP Loan, 9.25%, Maturing October 4, 2013		825	819,328
SunCoke Energy, Inc.			
Term Loan, 4.00%, Maturing July 26, 2018		152	152,428
Waupaca Foundry, Inc.			
Term Loan, 4.75%, Maturing June 29, 2017		1,144	1,151,518
WireCo WorldGroup, Inc.			
Term Loan, 6.00%, Maturing February 15, 2017		622	631,203
			\$ 12,328,467
Surface Transport 1.1%			
Hertz Corporation (The)			
Term Loan, 3.00%, Maturing March 11, 2018		3,455	\$ 3,472,830
Term Loan, 3.75%, Maturing March 11, 2018		1,796	1,819,439
Swift Transportation Co., Inc.			
Term Loan, 4.00%, Maturing December 21, 2017		1,201	1,223,185
			\$ 6,515,454
Telecommunications 6.2%			
Alaska Communications Systems Holdings, Inc.			
Term Loan, 5.75%, Maturing October 21, 2016		603	\$ 596,407
Arris Group, Inc.			
Term Loan, 3.50%, Maturing February 7, 2020		1,050	1,053,445
Cellular South, Inc.			
Term Loan, 4.50%, Maturing July 27, 2017		835	843,476
Cricket Communications, Inc.			
Term Loan, 4.75%, Maturing October 10, 2019		474	476,892
Term Loan, 4.75%, Maturing February 21, 2020		3,075	3,096,141
Crown Castle International Corporation			
Term Loan, 3.25%, Maturing January 31, 2019		1,852	1,862,846
Intelsat Jackson Holdings Ltd.			
Term Loan, 4.25%, Maturing April 2, 2018		10,170	10,330,536
MetroPCS Wireless, Inc.			
Term Loan, 4.88%, Maturing March 16, 2018		3,920	3,934,633
Mitel Networks Corporation			
Term Loan, 7.00%, Maturing February 27, 2019		750	760,781
Oberthur Technologies Holding SAS			
Term Loan, 6.25%, Maturing March 30, 2019		572	575,701
SBA Finance			
Term Loan, 3.75%, Maturing June 29, 2018		343	346,092
Term Loan, 3.75%, Maturing September 27, 2019		156	157,691

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Borrower/Tranche Description	Principal Amount* (000 s omitted)	Value
Telecommunications (continued)		
Syniverse Holdings, Inc.		
Term Loan, 1.00%, Maturing April 23, 2019 ⁽⁶⁾	1,225	\$ 1,233,422
Term Loan, 5.00%, Maturing April 23, 2019	1,836	1,850,471
Telesat LLC		
Term Loan, 3.50%, Maturing March 28, 2019	6,774	6,854,252
TNS, Inc.		
Term Loan, 5.00%, Maturing February 14, 2020	883	888,854
Windstream Corporation		
Term Loan, 4.00%, Maturing August 8, 2019	918	928,295
		\$ 35,789,935
Utilities 3.0%		
AES Corporation		
Term Loan, 3.75%, Maturing June 1, 2018	2,691	\$ 2,734,336
Calpine Corporation		
Term Loan, 4.00%, Maturing April 2, 2018	933	947,570
Term Loan, 4.00%, Maturing April 2, 2018	2,744	2,786,019
Term Loan, 4.00%, Maturing October 9, 2019	821	833,041
LSP Madison Funding, LLC		
Term Loan, 5.50%, Maturing June 28, 2019	713	723,187
NRG Energy, Inc.		
Term Loan, 3.25%, Maturing July 2, 2018	4,348	4,407,794
Raven Power Finance, LLC		
Term Loan, 7.25%, Maturing November 15, 2018	499	511,219
Texas Competitive Electric Holdings Company, LLC		
Term Loan, 4.73%, Maturing October 10, 2017	5,832	4,298,150
		\$ 17,241,316
Total Senior Floating-Rate Interests (identified cost \$800,759,308)		\$ 805,150,704

Corporate Bonds & Notes 12.5%

Security	Principal Amount*	Value
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(000 s omitted)

Aerospace and Defense 0.0%

GenCorp, Inc.

7.125%, 3/15/21⁽⁸⁾

50 \$ 54,125

\$ 54,125

Automotive 0.0%

American Axle & Manufacturing, Inc.

9.25%, 1/15/17⁽⁸⁾

92 \$ 100,970

**Principal
Amount***

(000 s omitted) Value

Security

Automotive (continued)

General Motors Financial Co., Inc.

4.75%, 8/15/17⁽⁸⁾

70 \$ 74,200

Navistar International Corp.

8.25%, 11/1/21

105 109,856

\$ 285,026

Beverage and Tobacco 0.0%

Constellation Brands, Inc.

6.00%, 5/1/22

105 \$ 121,669

4.25%, 5/1/23

105 105,000

\$ 226,669

Brokers, Dealers and Investment Houses 0.0%

Alliance Data Systems Corp.

6.375%, 4/1/20⁽⁸⁾

55 \$ 59,675

E*TRADE Financial Corp.

6.00%, 11/15/17

15 15,938

6.375%, 11/15/19

45 48,600

\$ 124,213

Building and Development 0.1%

Brookfield Residential Properties, Inc.

6.50%, 12/15/20⁽⁸⁾

55 \$ 59,469

HD Supply, Inc.

8.125%, 4/15/19

35 39,769

7.50%, 7/15/20⁽⁸⁾

30 32,550

11.50%, 7/15/20

35 41,737

Isabelle Acquisition Sub, Inc.

10.00%, 11/15/18⁽⁴⁾⁽⁸⁾

130 145,112

Nortek, Inc.

10.00%, 12/1/18

85 95,944

8.50%, 4/15/21⁽⁸⁾

50 56,000

\$ 470,581

Business Equipment and Services 0.1%

Education Management, LLC/Education Management Finance Corp.

15.00%, 7/1/18⁽⁸⁾

56 \$ 58,085

FTI Consulting, Inc.

6.00%, 11/15/22⁽⁸⁾

40 42,900

HDTFS, Inc.

6.25%, 10/15/22
IMS Health, Inc.
6.00%, 11/1/20⁽⁸⁾

50 56,188
75 80,437

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Principal Amount* (000 s omitted)	Value
Business Equipment and Services (continued)		
MDC Partners, Inc. 6.75%, 4/1/20 ⁽⁸⁾	35	\$ 36,575
TransUnion Holding Co., Inc. 8.125%, 6/15/18 ⁽⁴⁾⁽⁸⁾	100	108,000
		\$ 382,185
Cable and Satellite Television 0.3%		
AMC Networks, Inc. 4.75%, 12/15/22	35	\$ 36,138
CCO Holdings, LLC/CCO Holdings Capital Corp. 5.25%, 9/30/22	190	194,512
5.75%, 1/15/24	70	73,062
DISH DBS Corp. 6.75%, 6/1/21	170	184,450
Unitymedia Hessen GmbH & Co. KG/Unitymedia NRW GmbH 5.50%, 1/15/23 ⁽⁸⁾	1,000	1,040,000
		\$ 1,528,162
Chemicals and Plastics 1.6%		
Ashland, Inc. 3.00%, 3/15/16 ⁽⁸⁾	15	\$ 15,413
Hexion US Finance Corp. 6.625%, 4/15/20 ⁽⁸⁾	950	995,125
6.625%, 4/15/20	2,000	2,095,000
Ineos Finance PLC 7.25%, 2/15/19 ⁽⁸⁾	1,000	1,407,491
8.375%, 2/15/19 ⁽⁸⁾	1,825	2,064,531
7.50%, 5/1/20 ⁽⁸⁾	800	898,000
Milacron, LLC/Mcron Finance Corp. 7.75%, 2/15/21 ⁽⁸⁾	20	20,900
Rockwood Specialties Group, Inc. 4.625%, 10/15/20	130	137,637
TPC Group, Inc. 8.75%, 12/15/20 ⁽⁸⁾	55	58,300
Trinseo Materials Operating S.C.A. 8.75%, 2/1/19 ⁽⁸⁾	1,500	1,503,750
Tronox Finance, LLC 6.375%, 8/15/20 ⁽⁸⁾	155	155,194

Security	Principal Amount* (000 s omitted)	Value
		\$ 9,351,341
Clothing / Textiles 0.0%		
Levi Strauss & Co. 6.875%, 5/1/22 ⁽⁸⁾	40	\$ 44,850
		\$ 44,850
Conglomerates 0.1%		
Belden, Inc. 5.50%, 9/1/22 ⁽⁸⁾	50	\$ 51,750
General Cable Corp. 5.75%, 10/1/22 ⁽⁸⁾	75	78,000
Harbinger Group, Inc. 7.875%, 7/15/19 ⁽⁸⁾	35	37,625
Spectrum Brands Escrow Corp. 6.375%, 11/15/20 ⁽⁸⁾	50	54,750
6.625%, 11/15/22 ⁽⁸⁾	70	77,350
		\$ 299,475
Containers and Glass Products 0.7%		
BOE Merger Corp. 9.50%, 11/1/17 ⁽⁴⁾⁽⁸⁾	80	\$ 86,800
Crown Americas, LLC/Crown Americas Capital Corp. IV 4.50%, 1/15/23 ⁽⁸⁾	85	87,231
Reynolds Group Holdings Inc. 5.75%, 10/15/20	3,875	4,068,750
Sealed Air Corp. 8.375%, 9/15/21 ⁽⁸⁾	10	11,750
		\$ 4,254,531
Cosmetics / Toiletries 0.1%		
Alphabet Holding Co., Inc. 7.75%, 11/1/17 ⁽⁴⁾⁽⁸⁾	125	\$ 130,938
Party City Holdings, Inc. 8.875%, 8/1/20 ⁽⁸⁾	120	136,200
Sun Products Corp. (The) 7.75%, 3/15/21 ⁽⁸⁾	70	72,625
		\$ 339,763
Diversified Financial Services 0.3%		
KION Finance SA 4.726%, 2/15/20 ⁽⁸⁾⁽⁹⁾	EUR 1,300	\$ 1,748,416
		\$ 1,748,416

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Principal Amount* (000 s omitted)	Value
Drugs 0.0%		
Valeant Pharmaceuticals International 6.375%, 10/15/20 ⁽⁸⁾	240	\$ 267,000
		\$ 267,000
Ecological Services and Equipment 0.1%		
ADS Waste Holdings, Inc. 8.25%, 10/1/20 ⁽⁸⁾	50	\$ 54,875
Clean Harbors, Inc. 5.25%, 8/1/20	50	53,125
5.125%, 6/1/21 ⁽⁸⁾	25	26,313
Environmental Systems Product Holdings, Inc. 18.00%, 3/31/15 ⁽⁵⁾⁽⁸⁾	523	443,347
		\$ 577,660
Electronics / Electrical 0.1%		
Brocade Communications Systems, Inc. 6.875%, 1/15/20	30	\$ 33,150
Ceridian Corp. 11.00%, 3/15/21 ⁽⁸⁾	20	22,700
Infor US, Inc. 9.375%, 4/1/19	60	68,700
NCR Corp. 5.00%, 7/15/22 ⁽⁸⁾	60	61,050
Nuance Communications, Inc. 5.375%, 8/15/20 ⁽⁸⁾	120	125,400
		\$ 311,000
Equipment Leasing 0.4%		
Air Lease Corp. 4.50%, 1/15/16	260	\$ 271,700
International Lease Finance Corp. 5.65%, 6/1/14	1,000	1,050,000
6.75%, 9/1/16 ⁽⁸⁾	350	399,875
7.125%, 9/1/18 ⁽⁸⁾	350	418,250

\$ 2,139,825

Financial Intermediaries 1.4%

Ally Financial, Inc.2.487%, 12/1/14⁽⁹⁾

0.00%, 6/15/15

4.625%, 6/26/15

55 \$ 55,174

80 75,700

500 527,145

Principal Amount*	Value
(000 s omitted)	

Security

Financial Intermediaries (continued)

CIT Group, Inc.5.50%, 2/15/19⁽⁸⁾

5.375%, 5/15/20

5.00%, 8/15/22

45 \$ 50,963

10 11,325

20 22,474

First Data Corp.7.375%, 6/15/19⁽⁸⁾6.75%, 11/1/20⁽⁸⁾11.25%, 1/15/21⁽⁸⁾10.625%, 6/15/21⁽⁸⁾

1,000 1,092,500

1,480 1,594,700

65 68,250

65 67,194

Ford Motor Credit Co., LLC

12.00%, 5/15/15

2,250 2,727,027

Lender Processing Services, Inc.

5.75%, 4/15/23

75 80,438

Nuveen Investments, Inc.9.50%, 10/15/20⁽⁸⁾

130 140,725

UPCB Finance II, Ltd.6.375%, 7/1/20⁽⁸⁾

EUR 1,000 1,425,599

\$ 7,939,214

Food Products 0.0%

Hawk Acquisition Sub, Inc.4.25%, 10/15/20⁽⁸⁾

70 \$ 71,050

Michael Foods Holding, Inc.8.50%, 7/15/18⁽⁴⁾⁽⁸⁾

50 52,625

Smithfield Foods, Inc.

6.625%, 8/15/22

95 105,688

\$ 229,363

Food Service 0.0%

Aramark Corp.5.75%, 3/15/20⁽⁸⁾

35 \$ 36,838

\$ 36,838

Food / Drug Retailers 0.0%

Pantry, Inc.8.375%, 8/1/20⁽⁸⁾

70 \$ 76,825

\$ 76,825

Health Care 0.9%

Accellent, Inc.

8.375%, 2/1/17

135 \$ 144,450

Air Medical Group Holdings, Inc.

9.25%, 11/1/18

4 4,450

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Principal Amount* (000 s omitted)	Value
Health Care (continued)		
Alere, Inc. 8.625%, 10/1/18	45	\$ 48,488
Amsurg Corp. 5.625%, 11/30/20 ⁽⁸⁾	20	21,200
Biomet, Inc. 6.50%, 8/1/20 ⁽⁸⁾	115	125,781
CDRT Holding Corp. 9.25%, 10/1/17 ⁽⁴⁾⁽⁸⁾	90	94,387
Community Health Systems, Inc. 5.125%, 8/15/18	2,190	2,348,775
7.125%, 7/15/20	120	134,250
DaVita, Inc. 5.75%, 8/15/22	215	230,050
DJO Finance, LLC/DJO Finance Corp. 8.75%, 3/15/18	20	22,550
HCA Holdings, Inc. 6.25%, 2/15/21	85	93,287
HCA, Inc. 4.75%, 5/1/23	1,050	1,097,250
Hologic, Inc. 6.25%, 8/1/20	245	265,825
INC Research, LLC 11.50%, 7/15/19 ⁽⁸⁾	55	60,500
Kinetic Concepts, Inc./KCI USA, Inc. 10.50%, 11/1/18	45	50,738
United Surgical Partners International, Inc. 9.00%, 4/1/20	60	68,100
VWR Funding, Inc. 7.25%, 9/15/17 ⁽⁸⁾	185	197,950
		\$ 5,008,031
Home Furnishings 0.2%		
Libbey Glass, Inc. 6.875%, 5/15/20	662	\$ 729,027
Mead Products, LLC/ACCO Brands Corp. 6.75%, 4/30/20 ⁽⁸⁾	85	90,738
Tempur-Pedic International, Inc. 6.875%, 12/15/20 ⁽⁸⁾	40	43,850
		\$ 863,615

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Homebuilders / Real Estate 0.0%

BC Mountain, LLC/BC Mountain Finance, Inc.

7.00%, 2/1/21 ⁽⁸⁾	65	\$	70,038
		\$	70,038

Security

**Principal
Amount***
(000 s omitted) Value

Industrial Equipment 0.0%

Manitowoc Co., Inc. (The)

5.875%, 10/15/22	65	\$	69,388
		\$	69,388

Insurance 0.2%

A-S Co-Issuer Subsidiary, Inc./A-S Merger Sub, LLC

7.875%, 12/15/20 ⁽⁸⁾	45	\$	47,756
CNO Financial Group, Inc.			
6.375%, 10/1/20 ⁽⁸⁾	1,050		1,136,625
Hub International, Ltd.			
8.125%, 10/15/18 ⁽⁸⁾	70		75,688
Onex USI Acquisition Corp.			
7.75%, 1/15/21 ⁽⁸⁾	115		119,025
			\$ 1,379,094

Leisure Goods / Activities / Movies 0.3%

AMC Entertainment, Inc.

8.75%, 6/1/19	110	\$	121,687
Bombardier, Inc.			
4.25%, 1/15/16 ⁽⁸⁾	50		52,437
6.125%, 1/15/23 ⁽⁸⁾	35		38,019
National CineMedia, LLC			
6.00%, 4/15/22	790		865,050
NCL Corp., Ltd.			
5.00%, 2/15/18 ⁽⁸⁾	30		31,313
Regal Entertainment Group			
5.75%, 2/1/25	25		25,313
Royal Caribbean Cruises			
7.00%, 6/15/13	95		95,594
6.875%, 12/1/13	35		36,181
7.25%, 6/15/16	25		28,500
7.25%, 3/15/18	50		57,937
Seven Seas Cruises, S. de R.L.			
9.125%, 5/15/19	65		71,419
Viking Cruises, Ltd.			
8.50%, 10/15/22 ⁽⁸⁾	60		67,350
			\$ 1,490,800

Lodging and Casinos 1.1%

Buffalo Thunder Development Authority

9.375%, 12/15/14 ⁽²⁾⁽⁸⁾	480	\$	134,400
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Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Principal Amount* (000 s omitted)	Value
Lodging and Casinos (continued)		
Caesars Entertainment Operating Co., Inc.		
5.375%, 12/15/13	20	\$ 19,950
11.25%, 6/1/17	1,500	1,593,750
8.50%, 2/15/20	2,100	2,033,062
Caesars Operating Escrow, LLC/Caesars Escrow Corp.		
9.00%, 2/15/20 ⁽⁸⁾	555	549,450
9.00%, 2/15/20 ⁽⁸⁾	1,175	1,163,250
Inn of the Mountain Gods Resort & Casino		
8.75%, 11/30/20 ⁽⁸⁾	58	58,290
MGM Resorts International		
6.625%, 12/15/21	120	130,500
7.75%, 3/15/22	30	34,425
Mohegan Tribal Gaming Authority		
10.50%, 12/15/16 ⁽⁸⁾	95	95,000
11.00%, 9/15/18 ⁽⁸⁾	50	48,250
Station Casinos, LLC		
7.50%, 3/1/21 ⁽⁸⁾	85	90,100
Tunica-Biloxi Gaming Authority		
9.00%, 11/15/15 ⁽⁸⁾	310	285,200
Waterford Gaming, LLC		
8.625%, 9/15/14 ⁽⁵⁾⁽⁸⁾	157	79,658
		\$ 6,315,285
Mining, Steel, Iron and Nonprecious Metals 0.1%		
ArcelorMittal		
6.75%, 2/25/22	25	\$ 27,471
Eldorado Gold Corp.		
6.125%, 12/15/20 ⁽⁸⁾	135	138,375
IAMGOLD Corp.		
6.75%, 10/1/20 ⁽⁸⁾	125	118,750
Inmet Mining Corp.		
8.75%, 6/1/20 ⁽⁸⁾	30	32,550
7.50%, 6/1/21 ⁽⁸⁾	50	52,500
		\$ 369,646
Nonferrous Metals / Minerals 0.0%		
New Gold, Inc.		
7.00%, 4/15/20 ⁽⁸⁾	40	\$ 42,600

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6.25%, 11/15/22 ⁽⁸⁾	70	72,450
		\$ 115,050
		Principal
		Amount*
Security	(000 s omitted)	Value
Oil and Gas 0.6%		
Atlas Energy Holdings Operating Co., LLC		
7.75%, 1/15/21 ⁽⁸⁾	50	\$ 49,250
Bonanza Creek Energy, Inc.		
6.75%, 4/15/21 ⁽⁸⁾	55	58,300
Bristow Group, Inc.		
6.25%, 10/15/22	80	87,500
Chesapeake Energy Corp.		
6.125%, 2/15/21	135	149,175
5.75%, 3/15/23	115	125,062
Concho Resources, Inc.		
5.50%, 4/1/23	80	85,600
Continental Resources, Inc.		
5.00%, 9/15/22	160	174,800
4.50%, 4/15/23 ⁽⁸⁾	70	74,725
CrownRock, LP/CrownRock Finance, Inc.		
7.125%, 4/15/21 ⁽⁸⁾	70	71,400
CVR Refining, LLC/Coffeyville Finance, Inc.		
6.50%, 11/1/22 ⁽⁸⁾	125	129,375
EP Energy, LLC/EP Energy Finance, Inc.		
6.875%, 5/1/19	290	319,000
9.375%, 5/1/20	210	245,700
EP Energy, LLC/Everest Acquisition Finance, Inc.		
7.75%, 9/1/22	35	40,338
EPL Oil & Gas, Inc.		
8.25%, 2/15/18 ⁽⁸⁾	75	81,000
FTS International Services, LLC/FTS International Bonds, Inc.		
8.125%, 11/15/18 ⁽⁸⁾	30	32,250
Kodiak Oil & Gas Corp.		
5.50%, 1/15/21 ⁽⁸⁾	15	15,844
Laredo Petroleum, Inc.		
7.375%, 5/1/22	90	99,450
MEG Energy Corp.		
6.375%, 1/30/23 ⁽⁸⁾	100	106,000
Newfield Exploration Co.		
5.625%, 7/1/24	120	129,600
Oasis Petroleum, Inc.		
6.875%, 1/15/23	135	150,525
Offshore Group Investment, Ltd.		
7.125%, 4/1/23 ⁽⁸⁾	20	20,900
Plains Exploration & Production Co.		
6.875%, 2/15/23	200	228,750
Rockies Express Pipeline, LLC		
6.00%, 1/15/19 ⁽⁸⁾	70	69,125

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Principal Amount* (000 s omitted)	Value
Oil and Gas (continued)		
Rosetta Resources, Inc. 5.625%, 5/1/21	60	\$ 62,625
Sabine Pass Liquefaction, LLC 5.625%, 2/1/21 ⁽⁸⁾	170	176,375
Sabine Pass LNG, L.P. 6.50%, 11/1/20 ⁽⁸⁾	100	107,750
SandRidge Energy, Inc. 7.50%, 3/15/21	30	31,275
8.125%, 10/15/22	5	5,350
Seadrill, Ltd. 5.625%, 9/15/17 ⁽⁸⁾	270	277,425
SM Energy Co. 6.50%, 1/1/23	75	83,250
Tesoro Corp. 5.375%, 10/1/22	105	112,350
		\$ 3,400,069
Publishing 0.1%		
Laureate Education, Inc. 9.25%, 9/1/19 ⁽⁸⁾	605	\$ 688,187
McGraw-Hill Global Education Holdings, LLC/McGraw-Hill Global Education Finance 9.75%, 4/1/21 ⁽⁸⁾	105	108,675
		\$ 796,862
Radio and Television 0.5%		
Clear Channel Communications, Inc. 9.00%, 12/15/19 ⁽⁸⁾	953	\$ 957,765
11.25%, 3/1/21 ⁽⁸⁾	50	53,250
Clear Channel Worldwide Holdings, Inc., Series A 6.50%, 11/15/22 ⁽⁸⁾	50	53,375
Clear Channel Worldwide Holdings, Inc., Series B 6.50%, 11/15/22 ⁽⁸⁾	130	140,075
Entravision Communications Corp. 8.75%, 8/1/17	844	913,630
Starz, LLC/Starz Finance Corp. 5.00%, 9/15/19	70	73,412
Univision Communications, Inc.		

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6.75%, 9/15/22 ⁽⁸⁾	825	919,875
WMG Acquisition Corp.		
6.00%, 1/15/21 ⁽⁸⁾	50	53,750
		\$ 3,165,132
	Principal Amount*	Value
Security	(000 s omitted)	
Rail Industries 0.1%		
Kansas City Southern Mexico		
8.00%, 2/1/18	500	\$ 546,850
		\$ 546,850
Real Estate Investment Trusts (REITs) 0.0%		
RHP Hotel Properties LP/RHP Finance Corp.		
5.00%, 4/15/21 ⁽⁸⁾	50	\$ 51,219
		\$ 51,219
Retailers (Except Food and Drug) 0.2%		
American Builders & Contractors Supply Co., Inc.		
5.625%, 4/15/21 ⁽⁸⁾	35	\$ 36,444
Burlington Holdings, LLC/Burlington Holding Finance, Inc.		
9.00%, 2/15/18 ⁽⁸⁾	55	57,337
Claire s Stores, Inc.		
8.875%, 3/15/19	15	16,163
9.00%, 3/15/19 ⁽⁸⁾	130	149,662
6.125%, 3/15/20 ⁽⁸⁾	45	47,756
CST Brands, Inc.		
5/1/23 ⁽⁸⁾	30	30,938
Michaels Stores, Inc.		
7.75%, 11/1/18	190	209,712
New Academy Finance Co., LLC/New Academy Finance Corp.		
8.00%, 6/15/18 ⁽⁴⁾⁽⁸⁾	115	120,319
Petco Holdings, Inc.		
8.50%, 10/15/17 ⁽⁴⁾⁽⁸⁾	200	209,750
Radio Systems Corp.		
8.375%, 11/1/19 ⁽⁸⁾	60	65,400
Sally Holdings, LLC/Sally Capital, Inc.		
5.75%, 6/1/22	175	189,437
ServiceMaster Company		
7.00%, 8/15/20 ⁽⁸⁾	35	36,444
		\$ 1,169,362
Steel 0.0%		
AK Steel Corp.		
8.75%, 12/1/18 ⁽⁸⁾	35	\$ 38,981
		\$ 38,981
Surface Transport 0.0%		
Watco Cos., LLC/Watco Finance Corp.		
6.375%, 4/1/23 ⁽⁸⁾	35	\$ 36,663
		\$ 36,663

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Principal Amount* (000 s omitted)	Value
Telecommunications 1.4%		
Avaya, Inc.		
9.00%, 4/1/19 ⁽⁸⁾	50	\$ 51,250
10.50%, 3/1/21 ⁽⁸⁾	745	690,987
Crown Castle International Corp.		
5.25%, 1/15/23	100	105,125
Frontier Communications Corp.		
7.625%, 4/15/24	55	57,613
Hughes Satellite Systems Corp.		
6.50%, 6/15/19	1,000	1,117,500
Intelsat Jackson Holdings SA		
7.25%, 10/15/20	160	178,200
Intelsat Luxembourg SA		
7.75%, 6/1/21 ⁽⁸⁾	155	164,300
8.125%, 6/1/23 ⁽⁸⁾	120	128,250
Lynx I Corp.		
5.375%, 4/15/21 ⁽⁸⁾	925	992,062
6.00%, 4/15/21 ⁽⁸⁾	950	1,562,379
MetroPCS Wireless, Inc.	GBP	
6.25%, 4/1/21 ⁽⁸⁾	135	145,462
6.625%, 4/1/23 ⁽⁸⁾	205	221,144
SBA Communications Corp.		
5.625%, 10/1/19 ⁽⁸⁾	60	63,375
SBA Telecommunications, Inc.		
5.75%, 7/15/20 ⁽⁸⁾	85	90,844
Softbank Corp.		
4.50%, 4/15/20 ⁽⁸⁾	200	207,522
Sprint Nextel Corp.		
7.00%, 8/15/20	1,045	1,149,500
6.00%, 11/15/22	115	120,462
Wind Acquisition Finance SA		
5.456%, 4/30/19 ⁽⁸⁾	EUR 500	673,291
6.50%, 4/30/20 ⁽⁸⁾	475	499,344
Windstream Corp.		
6.375%, 8/1/23	40	41,600
		\$ 8,260,210
Utilities 1.5%		
AES Corp. (The)		
4.875%, 5/15/23	35	\$ 35,787
Calpine Corp.		

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7.50%, 2/15/21 ⁽⁸⁾	4,253	4,827,155
7.875%, 1/15/23 ⁽⁸⁾	3,015	3,467,250
	Principal Amount*	Value
Security	(000 s omitted)	
Utilities (continued)		
Energy Future Intermediate Holding Co., LLC/EFIH Finance, Inc.		
6.875%, 8/15/17 ⁽⁸⁾	35	\$ 37,275
		\$ 8,367,467
Total Corporate Bonds & Notes (identified cost \$67,618,309)		\$ 72,200,824

Asset-Backed Securities 1.2%

	Principal Amount	Value
Security	(000 s omitted)	
Avalon Capital Ltd. 3, Series 1A, Class D, 2.238%, 2/24/19 ⁽⁸⁾⁽⁹⁾	\$ 589	\$ 534,859
Babson Ltd., Series 2005-1A, Class C1, 2.227%, 4/15/19 ⁽⁸⁾⁽⁹⁾	753	699,364
Centurion CDO 8 Ltd., Series 2005-8A, Class D, 5.78%, 3/8/17 ⁽⁹⁾	985	1,000,972
Centurion CDO 9 Ltd., Series 2005-9A, Class D1, 5.028%, 7/17/19 ⁽⁹⁾	750	735,065
Comstock Funding Ltd., Series 2006-1A, Class D, 4.537%, 5/30/20 ⁽⁸⁾⁽⁹⁾	692	648,480
Oak Hill Credit Partners, Series 2013-8A, Class C, 3.028%, 4/20/25 ⁽⁸⁾⁽⁹⁾	400	387,000
Oak Hill Credit Partners, Series 2013-8A, Class D, 3.778%, 4/20/25 ⁽⁸⁾⁽⁹⁾	450	450,000
Race Point CLO, Ltd., Series 2012-7A, Class D, 4.543%, 11/8/24 ⁽⁸⁾⁽⁹⁾	1,750	1,765,174
Schiller Park CLO Ltd., Series 2007-1A, Class D, 2.526%, 4/25/21 ⁽⁸⁾⁽⁹⁾	1,000	924,129
Total Asset-Backed Securities (identified cost \$7,196,422)		\$ 7,145,043

Common Stocks 1.3%

	Shares	Value
Security		
Air Transport 0.0%		
Delta Air Lines, Inc. ⁽¹⁰⁾⁽¹¹⁾	3,971	\$ 68,063
		\$ 68,063
Automotive 0.1%		
Dayco Products, LLC ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	18,702	\$ 579,762
		\$ 579,762

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

Security	Shares	Value
Building and Development 0.1%		
Panolam Holdings Co. ⁽⁵⁾⁽¹⁰⁾⁽¹²⁾	253	\$ 332,111
United Subcontractors, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	536	22,331
		\$ 354,442
Ecological Services and Equipment 0.1%		
Environmental Systems Products Holdings, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹²⁾	6,211	\$ 448,621
		\$ 448,621
Financial Intermediaries 0.0%		
RTS Investor Corp. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	78	\$ 8,409
		\$ 8,409
Food Service 0.1%		
Buffets Restaurants Holdings, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	44,318	\$ 401,078
		\$ 401,078
Leisure Goods / Activities / Movies 0.3%		
Metro-Goldwyn-Mayer Holdings, Inc. ⁽¹⁰⁾⁽¹¹⁾	50,438	\$ 1,995,453
		\$ 1,995,453
Lodging and Casinos 0.1%		
Greektown Superholdings, Inc. ⁽¹⁰⁾	71	\$ 6,390
Tropicana Entertainment, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	35,670	557,344
		\$ 563,734
Nonferrous Metals / Minerals 0.0%		
Euramax International, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	701	\$ 157,770

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			\$ 157,770
Oil and Gas 0.0%			
SemGroup Corp. ⁽¹⁰⁾	1,397	\$	72,434
			\$ 72,434
Publishing 0.5%			
Ion Media Networks, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	3,990	\$	2,537,640
MediaNews Group, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	10,718		224,862
Source Interlink Companies, Inc. ⁽⁵⁾⁽¹⁰⁾⁽¹¹⁾	2,290		0
			\$ 2,762,502
Total Common Stocks (identified cost \$4,030,287)			\$ 7,412,268

Preferred Stocks 0.0%

Security

Shares Value

Ecological Services and Equipment 0.0%

Environmental Systems Products Holdings, Inc., Series A⁽⁵⁾⁽¹⁰⁾⁽¹²⁾ 1,422 \$ 89,586

Total Preferred Stocks
(identified cost \$24,885) \$ 89,586

Warrants 0.0%

Security

Shares Value

Oil and Gas 0.0%

SemGroup Corp.,
Expires 11/30/14⁽¹⁰⁾ 1,470 \$ 40,895

Total Warrants
(identified cost \$15) \$ 40,895

Miscellaneous 0.0%

Security

Shares Value

Oil and Gas 0.0%

SemGroup Corp., Escrow
Certificate⁽¹⁰⁾ 540,000 \$ 24,300

Total Miscellaneous
(identified cost \$0) \$ 24,300

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Short-Term Investments 2.4%

Description	Interest (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.10% ⁽¹³⁾	\$ 13,564	\$ 13,563,720
 Total Short-Term Investments (identified cost \$13,563,720)		 \$ 13,563,720
 Total Investments 156.9% (identified cost \$893,192,946)		 \$ 905,627,340
 Less Unfunded Loan Commitments (0.2)%		 \$ (1,225,000)
 Net Investments 156.7% (identified cost \$891,967,946)		 \$ 904,402,340
 Other Assets, Less Liabilities (34.0)%		 \$ (195,799,969)
 Auction Preferred Shares Plus Cumulative Unpaid Dividends (22.7)%		 \$ (131,303,423)
 Net Assets Applicable to Common Shares 100.0%		 \$ 577,298,948

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Portfolio of Investments (Unaudited) continued

The percentage shown for each investment category in the Portfolio of Investments is based on net assets applicable to common shares.

DIP	Debtor In Possession
EUR	Euro
GBP	British Pound Sterling

* In U.S. dollars unless otherwise indicated.

⁽¹⁾ Senior floating-rate interests (Senior Loans) often require prepayments from excess cash flows or permit the borrowers to repay at their election. The degree to which borrowers repay, whether as a contractual requirement or at their election, cannot be predicted with accuracy. As a result, the actual remaining maturity may be substantially less than the stated maturities shown. However, Senior Loans will have an expected average life of approximately two to four years. The stated interest rate represents the weighted average interest rate of all contracts within the senior loan facility and includes commitment fees on unfunded loan commitments, if any. Senior Loans typically have rates of interest which are redetermined either daily, monthly, quarterly or semi-annually by reference to a base lending rate, plus a premium. These base lending rates are primarily the London Interbank Offered Rate (LIBOR) and secondarily, the prime rate offered by one or more major United States banks (the Prime Rate) and the certificate of deposit (CD) rate or other base lending rates used by commercial lenders.

⁽²⁾ Currently the issuer is in default with respect to interest payments. For a variable rate security, interest rate has been adjusted to reflect non-accrual status.

⁽³⁾ This Senior Loan will settle after April 30, 2013, at which time the interest rate will be determined.

⁽⁴⁾ Represents a payment-in-kind security which may pay all or a portion of interest in additional par.

⁽⁵⁾ For fair value measurement disclosure purposes, security is categorized as Level 3 (see Note 13).

⁽⁶⁾ Unfunded or partially unfunded loan commitments. See Note 1G for description.

⁽⁷⁾ Amount is less than 0.05%.

⁽⁸⁾ Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At April 30, 2013, the aggregate value of these securities is \$47,771,126 or 8.3% of the

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Trust's net assets applicable to common shares.

(9) Variable rate security. The stated interest rate represents the rate in effect at April 30, 2013.

(10) Non-income producing security.

(11) Security was acquired in connection with a restructuring of a Senior Loan and may be subject to restrictions on resale.

(12) Restricted security (see Note 8).

(13) Affiliated investment company, available to Eaton Vance portfolios and funds, which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of April 30, 2013.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Statement of Assets and Liabilities (Unaudited)

Assets	April 30, 2013
Unaffiliated investments, at value (identified cost, \$878,404,226)	\$ 890,838,620
Affiliated investment, at value (identified cost, \$13,563,720)	13,563,720
Cash	8,431,591
Foreign currency, at value (identified cost, \$1,634,042)	1,626,001
Interest receivable	3,957,712
Interest receivable from affiliated investment	2,207
Receivable for investments sold	981,079
Receivable for shares sold through shelf offering	1,135,275
Prepaid expenses	41,070
Total assets	\$ 920,577,275
Liabilities	
Notes payable	\$ 180,000,000
Payable for investments purchased	30,277,553
Payable for open forward foreign currency exchange contracts	703,346
Payable to affiliates:	
Investment adviser fee	544,003
Trustees fees	2,772
Accrued expenses	447,230
Total liabilities	\$ 211,974,904
Auction preferred shares (5,252 shares outstanding) at liquidation value plus cumulative unpaid dividends	\$ 131,303,423
Net assets applicable to common shares	\$ 577,298,948
Sources of Net Assets	
Common shares, \$0.01 par value, unlimited number of shares authorized, 36,074,786 shares issued and outstanding	\$ 360,748
Additional paid-in capital	674,865,743
Accumulated net realized loss	(111,953,222)
Accumulated undistributed net investment income	2,382,950
Net unrealized appreciation	11,642,729
Net assets applicable to common shares	\$ 577,298,948
Net Asset Value Per Common Share (\$577,298,948 ÷ 36,074,786 common shares issued and outstanding)	\$ 16.00

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Statement of Operations (Unaudited)

	Six Months Ended April 30, 2013
Investment Income	
Interest and other income	\$ 22,906,703
Dividends	134,543
Interest income allocated from affiliated investment	11,044
Expenses allocated from affiliated investment	(1,043)
Total investment income	\$ 23,051,247
Expenses	
Investment adviser fee	\$ 3,185,831
Trustees' fees and expenses	16,657
Custodian fee	188,555
Transfer and dividend disbursing agent fees	9,038
Legal and accounting services	74,740
Printing and postage	54,406
Interest expense and fees	1,063,273
Preferred shares service fee	99,136
Miscellaneous	81,833
Total expenses	\$ 4,773,469
Deduct	
Reduction of custodian fee	\$ 26
Total expense reductions	\$ 26
Net expenses	\$ 4,773,443
Net investment income	\$ 18,277,804
Realized and Unrealized Gain (Loss)	
Net realized gain (loss)	
Investment transactions	\$ 5,456,565
Investment transactions allocated from affiliated investment	274
Foreign currency and forward foreign currency exchange contract transactions	789,579
Net realized gain	\$ 6,246,418
Change in unrealized appreciation (depreciation)	
Investments	\$ 5,719,697
Foreign currency and forward foreign currency exchange contracts	(293,012)
Net change in unrealized appreciation (depreciation)	\$ 5,426,685
Net realized and unrealized gain	\$ 11,673,103
Distributions to preferred shareholders	
From net investment income	\$ (115,191)
Net increase in net assets from operations	\$ 29,835,716

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Statements of Changes in Net Assets

	Six Months Ended	
	April 30, 2013	Year Ended
	(Unaudited)	October 31, 2012
Increase (Decrease) in Net Assets		
From operations		
Net investment income	\$ 18,277,804	\$ 37,073,434
Net realized gain from investment, foreign currency and forward foreign currency exchange contract transactions	6,246,418	6,136,350
Net change in unrealized appreciation (depreciation) from investments, foreign currency and forward foreign currency exchange contracts	5,426,685	16,979,301
Distributions to preferred shareholders		
From net investment income	(115,191)	(218,137)
Net increase in net assets from operations	\$ 29,835,716	\$ 59,970,948
Distributions to common shareholders		
From net investment income	\$ (18,856,355)	\$ (35,540,737)
Total distributions to common shareholders	\$ (18,856,355)	\$ (35,540,737)
Capital share transactions		
Reinvestment of distributions to common shareholders	\$ 413,474	\$ 651,989
Proceeds from shelf offering, net of offering costs (see Note 6)	37,441,367	
Net increase in net assets from capital share transactions	\$ 37,854,841	\$ 651,989
Net increase in net assets	\$ 48,834,202	\$ 25,082,200
Net Assets Applicable to Common Shares		
At beginning of period	\$ 528,464,746	\$ 503,382,546
At end of period	\$ 577,298,948	\$ 528,464,746
Accumulated undistributed net investment income included in net assets applicable to common shares		
At end of period	\$ 2,382,950	\$ 3,076,692

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Statement of Cash Flows (Unaudited)

	Six Months Ended April 30, 2013
Cash Flows From Operating Activities	
Net increase in net assets from operations	\$ 29,835,716
Distributions to preferred shareholders	115,191
Net increase in net assets from operations excluding distributions to preferred shareholders	\$ 29,950,907
Adjustments to reconcile net increase in net assets from operations to net cash used in operating activities:	
Investments purchased	(250,708,386)
Investments sold and principal repayments	214,008,244
Decrease in short-term investments, net	1,552,610
Net amortization/accretion of premium (discount)	(1,196,535)
Decrease in restricted cash	410,000
Increase in interest receivable	(166,161)
Decrease in interest receivable from affiliated investment	33
Decrease in receivable for open forward foreign currency exchange contracts	6,074
Decrease in receivable from the transfer agent	73,008
Increase in prepaid expenses	(2,827)
Increase in payable for open forward foreign currency exchange contracts	277,691
Increase in payable to affiliate for investment adviser fee	11,821
Increase in payable to affiliate for Trustees' fees	33
Increase in accrued expenses	86,735
Increase in unfunded loan commitments	1,103,378
Net change in unrealized (appreciation) depreciation from investments	(5,719,697)
Net realized gain from investments	(5,456,565)
Net cash used in operating activities	\$ (15,769,637)
Cash Flows From Financing Activities	
Distributions paid to common shareholders, net of reinvestments	\$ (18,442,881)
Cash distributions paid to preferred shareholders	(115,899)
Proceeds from notes payable	5,000,000
Proceeds from shelf offering, net of offering costs	36,306,092
Net cash provided by financing activities	\$ 22,747,312
Net increase in cash*	\$ 6,977,675
Cash at beginning of period⁽¹⁾	\$ 3,079,917
Cash at end of period⁽¹⁾	\$ 10,057,592
Supplemental disclosure of cash flow information:	
Noncash financing activities not included herein consist of:	
Reinvestment of dividends and distributions	\$ 413,474
Cash paid for interest and fees on borrowings	908,718

* Includes net change in unrealized appreciation (depreciation) on foreign currency of \$(8,181).

⁽¹⁾ Balance includes foreign currency, at value.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Six Months Ended April 30, 2013 (Unaudited)	Year Ended October 31,				
		2012	2011	2010	2009	2008
Net asset value Beginning of period (Common shares)	\$ 15.630	\$ 14.910	\$ 14.980	\$ 13.700	\$ 10.190	\$ 17.800
Income (Loss) From Operations						
Net investment income ⁽¹⁾	\$ 0.528	\$ 1.097	\$ 1.014	\$ 1.025	\$ 0.978	\$ 1.665
Net realized and unrealized gain (loss)	0.334	0.681	(0.013)	1.374	3.423	(7.647)
Distributions to preferred shareholders From net investment income ⁽¹⁾	(0.003)	(0.006)	(0.009)	(0.011)	(0.028)	(0.367)
Total income (loss) from operations	\$ 0.859	\$ 1.772	\$ 0.992	\$ 2.388	\$ 4.373	\$ (6.349)
Less Distributions to Common Shareholders						
From net investment income	\$ (0.545)	\$ (1.052)	\$ (1.062)	\$ (1.108)	\$ (0.863)	\$ (1.142)
Tax return of capital						(0.119)
Total distributions to common shareholders	\$ (0.545)	\$ (1.052)	\$ (1.062)	\$ (1.108)	\$ (0.863)	\$ (1.261)
Premium from common shares sold through shelf offering (see Note 6)⁽¹⁾	\$ 0.056	\$	\$	\$	\$	\$
Net asset value End of period (Common shares)	\$ 16.000	\$ 15.630	\$ 14.910	\$ 14.980	\$ 13.700	\$ 10.190
Market value End of period (Common shares)	\$ 17.370	\$ 16.250	\$ 14.550	\$ 15.640	\$ 12.980	\$ 9.480
Total Investment Return on Net Asset Value⁽²⁾		5.92%⁽³⁾	12.31%	6.69%	17.93%	46.90%
Total Investment Return on Market Value⁽²⁾		10.60%⁽³⁾	19.66%	(0.28)%	29.96%	49.61%

30

See Notes to Financial Statements.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Financial Highlights continued

Selected data for a common share outstanding during the periods stated

Ratios/Supplemental Data	Six Months Ended	Year Ended October 31,				
	April 30, 2013 (Unaudited)	2012	2011	2010	2009	2008
Net assets applicable to common shares, end of period (000 shares omitted)	\$ 577,299	\$ 528,465	\$ 503,383	\$ 505,197	\$ 460,700	\$ 342,457
Ratios (as a percentage of average daily net assets applicable to common shares): ⁽⁴⁾						
Expenses excluding interest and fees ⁽⁵⁾	1.37% ⁽⁶⁾	1.38%	1.29%	1.22%	1.21%	1.18%
Interest and fee expense ⁽⁷⁾	0.39% ⁽⁶⁾	0.42%	0.44%	0.49%	1.15%	0.99%
Total expenses	1.76% ⁽⁶⁾	1.80%	1.73%	1.71%	2.36%	2.17%
Net investment income	6.74% ⁽⁶⁾	7.20%	6.69%	7.11%	9.21%	10.66%
Portfolio Turnover	25% ⁽³⁾	54%	49%	36%	42%	21%
The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares and borrowings, are as follows:						
Ratios (as a percentage of average daily net assets applicable to common shares plus preferred shares and borrowings): ⁽⁴⁾						
Expenses excluding interest and fees ⁽⁵⁾	0.87% ⁽⁶⁾	0.87%	0.83%	0.77%	0.74%	0.68%
Interest and fee expense ⁽⁷⁾	0.25% ⁽⁶⁾	0.27%	0.28%	0.31%	0.70%	0.57%
Total expenses	1.12% ⁽⁶⁾	1.14%	1.11%	1.08%	1.44%	1.25%
Net investment income	4.30% ⁽⁶⁾	4.54%	4.28%	4.50%	5.63%	6.12%
Senior Securities:						
Total notes payable outstanding (in 000 shares)	\$ 180,000	\$ 175,000	\$ 165,000	\$ 150,000	\$ 150,000	\$ 154,200
Asset coverage per \$1,000 of notes payable ⁽⁸⁾	\$ 4,937	\$ 4,770	\$ 4,847	\$ 5,243	\$ 4,947	\$ 4,074
Total preferred shares outstanding	5,252	5,252	5,252	5,252	5,252	5,252
Asset coverage per preferred share ⁽⁹⁾	\$ 71,362	\$ 68,133	\$ 67,473	\$ 69,900	\$ 65,945	\$ 55,060
Involuntary liquidation preference per preferred share ⁽¹⁰⁾	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Approximate market value per preferred share ⁽¹⁰⁾	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000

(1) Computed using average shares outstanding.

(2) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Distributions are assumed to be reinvested at prices obtained under the Trust's dividend reinvestment plan.

(3) Not annualized.

(4) Ratios do not reflect the effect of dividend payments to preferred shareholders.

(5) Excludes the effect of custody fee credits, if any, of less than 0.005%.

- (6) Annualized.
- (7) Interest and fee expense relates to the notes payable incurred to redeem the Trust's APS (see Note 10).
- (8) Calculated by subtracting the Trust's total liabilities (not including the notes payable and preferred shares) from the Trust's total assets, and dividing the result by the notes payable balance in thousands.
- (9) Calculated by subtracting the Trust's total liabilities (not including the notes payable and preferred shares) from the Trust's total assets, dividing the result by the sum of the value of the notes payable and liquidation value of preferred shares, and multiplying the result by the liquidation value of one preferred share. Such amount equates to 285% at April 30, 2013, and 273%, 270%, 280%, 264% and 220% at October 31, 2012, 2011, 2010, 2009 and 2008, respectively.
- (10) Plus accumulated and unpaid dividends.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Notes to Financial Statements (Unaudited)

1 Significant Accounting Policies

Eaton Vance Senior Floating-Rate Trust (the Trust) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Trust's primary investment objective is to provide a high level of current income. The Trust may, as a secondary objective, also seek preservation of capital to the extent consistent with its primary objective.

The following is a summary of significant accounting policies of the Trust. The policies are in conformity with accounting principles generally accepted in the United States of America.

A Investment Valuation Interests in senior floating-rate loans (Senior Loans) for which reliable market quotations are readily available are valued generally at the average mean of bid and ask quotations obtained from a third party pricing service. Other Senior Loans are valued at fair value by the investment adviser under procedures approved by the Trustees. In fair valuing a Senior Loan, the investment adviser utilizes one or more of the valuation techniques described in (i) through (iii) below to assess the likelihood that the borrower will make a full repayment of the loan underlying such Senior Loan relative to yields on other Senior Loans issued by companies of comparable credit quality. If the investment adviser believes that there is a reasonable likelihood of full repayment, the investment adviser will determine fair value using a matrix pricing approach that considers the yield on the Senior Loan. If the investment adviser believes there is not a reasonable likelihood of full repayment, the investment adviser will determine fair value using analyses that include, but are not limited to: (i) a comparison of the value of the borrower's outstanding equity and debt to that of comparable public companies; (ii) a discounted cash flow analysis; or (iii) when the investment adviser believes it is likely that a borrower will be liquidated or sold, an analysis of the terms of such liquidation or sale. In certain cases, the investment adviser will use a combination of analytical methods to determine fair value, such as when only a portion of a borrower's assets are likely to be sold. In conducting its assessment and analyses for purposes of determining fair value of a Senior Loan, the investment adviser will use its discretion and judgment in considering and appraising relevant factors. Fair value determinations are made by the portfolio managers of the Trust based on information available to such managers. The portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may not possess the same information about a Senior Loan borrower as the portfolio managers of the Trust. At times, the fair value of a Senior Loan determined by the portfolio managers of other funds managed by the investment adviser that invest in Senior Loans may vary from the fair value of the same Senior Loan determined by the portfolio managers of the Trust. The fair value of each Senior Loan is periodically reviewed and approved by the investment adviser's Valuation Committee and by the Trustees based upon procedures approved by the Trustees. Junior Loans (i.e., subordinated loans and second lien loans) are valued in the same manner as Senior Loans.

Debt obligations (including short-term obligations with a remaining maturity of more than sixty days) are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. Short-term obligations purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value.

Equity securities (including common shares of closed-end investment companies) listed on a U.S. securities exchange generally are valued at the last sale or closing price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by a third party pricing service that will use various techniques that consider factors including, but not limited to, prices or yields of securities with similar characteristics, benchmark yields, broker/dealer quotes, quotes of underlying common stock, issuer spreads, as well as industry and economic events. Forward foreign currency exchange contracts are generally valued at the mean of the average bid and average asked prices that are reported by currency dealers to a third party pricing service at the valuation time. Such third party pricing service valuations are supplied for specific settlement periods and the Trust's forward foreign currency exchange contracts are valued at an interpolated rate between the closest preceding and subsequent settlement period reported by the third party pricing service. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. The pricing service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Trust in a manner that fairly reflects the security's value, or the amount that the Trust might reasonably expect to receive for the security upon its current sale

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in the ordinary course. Each such determination is based on a consideration of relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable companies or entities, quotations or relevant information obtained from broker/dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the company's or entity's financial condition, and an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold.

The Trust may invest in Eaton Vance Cash Reserves Fund, LLC (Cash Reserves Fund), an affiliated investment company managed by Eaton Vance Management (EVM). The value of the Trust's investment in Cash Reserves Fund reflects the Trust's proportionate interest in its net assets. Cash Reserves Fund generally values its investment securities utilizing the amortized cost valuation technique in accordance with Rule 2a-7 under the 1940 Act. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium. If

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Notes to Financial Statements (Unaudited) continued

amortized cost is determined not to approximate fair value, Cash Reserves Fund may value its investment securities in the same manner as debt obligations described above.

B Investment Transactions Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost.

C Income Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount. Fees associated with loan amendments are recognized immediately. Dividend income is recorded on the ex-dividend date for dividends received in cash and/or securities.

D Federal Taxes The Trust's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary.

At October 31, 2012, the Trust, for federal income tax purposes, had a capital loss carryforward of \$117,881,749 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Trust of any liability for federal income or excise tax. Such capital loss carryforward will expire on October 31, 2013 (\$4,686,994), October 31, 2014 (\$1,142,602), October 31, 2015 (\$2,782,217), October 31, 2016 (\$63,478,422), October 31, 2017 (\$33,311,438), October 31, 2018 (\$11,668,372) and October 31, 2019 (\$811,704). In addition, such capital loss carryforward cannot be utilized prior to the utilization of new capital losses, if any, created after October 31, 2012.

As of April 30, 2013, the Trust had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. The Trust files a U.S. federal income tax return annually after its fiscal year-end, which is subject to examination by the Internal Revenue Service for a period of three years from the date of filing.

E Expense Reduction State Street Bank and Trust Company (SSBT) serves as custodian of the Trust. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Trust maintains with SSBT. All credit balances, if any, used to reduce the Trust's custodian fees are reported as a reduction of expenses in the Statement of Operations.

F Foreign Currency Translation Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

G Unfunded Loan Commitments The Trust may enter into certain credit agreements all or a portion of which may be unfunded. The Trust is obligated to fund these commitments at the borrower's discretion. These commitments are disclosed in the accompanying Portfolio of Investments. At April 30, 2013, the Trust had sufficient cash and/or securities to cover these commitments.

H Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

I Indemnifications Under the Trust's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Trust. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Trust) could be deemed to have personal liability for the obligations of the Trust. However, the Trust's Declaration of Trust contains an express disclaimer of

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liability on the part of Trust shareholders and the By-laws provide that the Trust shall assume the defense on behalf of any Trust shareholders. Moreover, the By-laws also provide for indemnification out of Trust property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Trust enters into agreements with service providers that may contain indemnification clauses. The Trust's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Trust that have not yet occurred.

J Forward Foreign Currency Exchange Contracts The Trust may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed or offset by another contract with the same broker for the same settlement date and currency. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from movements in the value of a foreign currency relative to the U.S. dollar.

K Statement of Cash Flows The cash amount shown in the Statement of Cash Flows of the Trust is the amount included in the Trust's Statement of Assets and Liabilities and represents the cash on hand at its custodian and does not include any short-term investments.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Notes to Financial Statements (Unaudited) continued

L Interim Financial Statements The interim financial statements relating to April 30, 2013 and for the six months then ended have not been audited by an independent registered public accounting firm, but in the opinion of the Trust's management, reflect all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the financial statements.

2 Auction Preferred Shares

The Trust issued Auction Preferred Shares (APS) on January 26, 2004 in a public offering. The underwriting discount and other offering costs incurred in connection with the offering were recorded as a reduction of the paid-in capital of the common shares. Dividends on the APS, which accrue daily, are cumulative at rates which are reset weekly for Series A and Series B, and approximately monthly for Series C and Series D by an auction, unless a special dividend period has been set. Series of APS are identical in all respects except for the reset dates of the dividend rates. If the APS auctions do not successfully clear, the dividend payment rate over the next period for the APS holders is set at a specified maximum applicable rate until such time as the APS auctions are successful. Auctions have not cleared since February 13, 2008 and the rate since that date has been the maximum applicable rate (see Note 3). The maximum applicable rate on the APS is 150% of the AA Financial Composite Commercial Paper Rate at the date of the auction. The stated spread over the reference benchmark rate is determined based on the credit rating of the APS.

The number of APS issued and outstanding as of April 30, 2013 is as follows:

	APS Issued and Outstanding
Series A	1,313
Series B	1,313
Series C	1,313
Series D	1,313

The APS are redeemable at the option of the Trust at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, on any dividend payment date. The APS are also subject to mandatory redemption at a redemption price equal to \$25,000 per share, plus accumulated and unpaid dividends, if the Trust is in default for an extended period on its asset maintenance requirements with respect to the APS. If the dividends on the APS remain unpaid in an amount equal to two full years' dividends, the holders of the APS as a class have the right to elect a majority of the Board of Trustees. In general, the holders of the APS and the common shares have equal voting rights of one vote per share, except that the holders of the APS, as a separate class, have the right to elect at least two members of the Board of Trustees. The APS have a liquidation preference of \$25,000 per share, plus accumulated and unpaid dividends. The Trust is required to maintain certain asset coverage with respect to the APS as defined in the Trust's By-Laws and the 1940 Act. The Trust pays an annual fee up to 0.15% of the liquidation value of the APS to broker/dealers as a service fee if the auctions are unsuccessful; otherwise, the annual fee is 0.25%.

3 Distributions to Shareholders

The Trust intends to make monthly distributions of net investment income to common shareholders, after payment of any dividends on any outstanding APS. In addition, at least annually, the Trust intends to distribute all or substantially all of its net realized capital gains (reduced by available capital loss carryforwards from prior years, if any). Distributions to common shareholders are recorded on the ex-dividend date. Distributions to preferred shareholders are recorded daily and are payable at the end of each dividend period. The dividend rates for the APS at April 30, 2013, and the amount of dividends accrued (including capital gains, if any) to APS shareholders, average APS dividend rates (annualized), and dividend rate ranges for the six months then ended were as follows:

APS Dividend	Dividends	Average APS	Dividend
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	Rates at	Accrued to APS	Dividend	Rate
	April 30, 2013	Shareholders	Rates	Ranges (%)
Series A	0.15%	\$ 28,123	0.17%	0.08 0.24
Series B	0.15	28,289	0.17	0.08 0.24
Series C	0.15	27,687	0.17	0.11 0.24
Series D	0.15	31,092	0.19	0.08 0.24

Beginning February 13, 2008 and consistent with the patterns in the broader market for auction-rate securities, the Trust's APS auctions were unsuccessful in clearing due to an imbalance of sell orders over bids to buy the APS. As a result, the dividend rates of the APS were reset to the maximum applicable rate. The table above reflects such maximum dividend rate for each series as of April 30, 2013.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Notes to Financial Statements (Unaudited) continued

The Trust distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

4 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Trust. The fee is computed at an annual rate of 0.75% of the Trust's average daily gross assets and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage. For the six months ended April 30, 2013, the Trust's investment adviser fee amounted to \$3,185,831. The Trust invests its cash in Cash Reserves Fund. EVM does not currently receive a fee for advisory services provided to Cash Reserves Fund. EVM also serves as administrator of the Trust, but receives no compensation.

Trustees and officers of the Trust who are members of EVM's organization receive remuneration for their services to the Trust out of the investment adviser fee. Trustees of the Trust who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the six months ended April 30, 2013, no significant amounts have been deferred. Certain officers and Trustees of the Trust are officers of EVM.

5 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations and including maturities, paydowns and principal repayments on Senior Loans, aggregated \$257,880,453 and \$211,616,878, respectively, for the six months ended April 30, 2013.

6 Common Shares of Beneficial Interest and Shelf Offering

Common shares issued by the Trust pursuant to its dividend reinvestment plan for the six months ended April 30, 2013 and the year ended October 31, 2012 were 26,128 and 42,479, respectively.

Pursuant to a registration statement filed with and originally declared effective on November 14, 2012 by the SEC, the Trust is authorized to issue up to an additional 3,380,550 common shares through an equity shelf offering program (the "shelf offering"). Under the shelf offering, the Trust, subject to market conditions, may raise additional capital from time to time and in varying amounts and offering methods at a net price at or above the Trust's net asset value per common share.

During the six months ended April 30, 2013, the Trust sold 2,238,488 common shares and received proceeds (net of offering costs) of \$37,441,367 through its shelf offering. The net proceeds in excess of the net asset value of the shares sold was \$1,945,330.

Offering costs (other than the applicable sales commissions) incurred in connection with the shelf offering were borne directly by EVM. Eaton Vance Distributors, Inc. (EVD), an affiliate of EVM, is the distributor of the Trust's shares and is entitled to receive a sales commission from the Trust of 1.00% of the gross sales price per share, a portion of which is re-allowed to sales agents. The Trust was informed that the sales commissions retained by EVD during the six months ended April 30, 2013 were \$75,641.

7 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Trust at April 30, 2013, as determined on a federal income tax basis, were as follows:

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Aggregate cost	\$ 892,396,791
Gross unrealized appreciation	\$ 20,429,535
Gross unrealized depreciation	(8,423,986)
Net unrealized appreciation	\$ 12,005,549
8 Restricted Securities	

At April 30, 2013, the Trust owned the following securities (representing 0.2% of net assets applicable to common shares) which were restricted as to public resale and not registered under the Securities Act of 1933 (excluding Rule 144A securities). The Trust has various registration rights (exercisable

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Notes to Financial Statements (Unaudited) continued

under a variety of circumstances) with respect to these securities. The value of these securities is determined based on valuations provided by brokers when available, or if not available, they are valued at fair value using methods determined in good faith by or at the direction of the Trustees.

Description	Date of			
	Acquisition	Shares	Cost	Value
Common Stocks				
Environmental Systems Products Holdings, Inc.	10/25/07	6,211	\$ 0	\$ 448,621
Panolam Holdings Co.	12/30/09	253	139,024	332,111
Total Common Stocks			\$ 139,024	\$ 780,732
Preferred Stocks				
Environmental Systems Products Holdings, Inc., Series A	10/25/07	1,422	\$ 24,885	\$ 89,586
Total Restricted Securities			\$ 163,909	\$ 870,318
9 Financial Instruments				

The Trust may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include forward foreign currency exchange contracts and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Trust has in particular classes of financial instruments and do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered.

A summary of obligations under these financial instruments at April 30, 2013 is as follows:

Forward Foreign Currency Exchange Contracts

Sales				
Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Depreciation
5/31/13	British Pound Sterling 1,512,944	United States Dollar 2,290,438	Goldman Sachs International	\$ (59,240)
5/31/13	Euro 6,247,081	United States Dollar 8,170,182	Citibank NA	(58,381)
6/28/13	British Pound Sterling 7,848,210	United States Dollar 11,878,030	Citibank NA	(308,636)
6/28/13	Euro 6,431,875	United States Dollar 8,273,192	HSBC Bank USA	(200,388)
7/31/13	British Pound Sterling 5,934,587	United States Dollar 9,183,061	HSBC Bank USA	(30,595)

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7/31/13	Euro	United States Dollar		
	3,288,925	4,287,854	Deutsche Bank	(46,106)
				\$ (703,346)

At April 30, 2013, the Trust had sufficient cash and/or securities to cover commitments under these contracts.

The Trust is subject to foreign exchange risk in the normal course of pursuing its investment objectives. Because the Trust holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Trust enters into forward foreign currency exchange contracts. The Trust also enters into such contracts to hedge the currency risk of investments it anticipates purchasing.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Notes to Financial Statements (Unaudited) continued

The Trust enters into forward foreign currency exchange contracts that may contain provisions whereby the counterparty may terminate the contract under certain conditions, including but not limited to a decline in the Trust's net assets below a certain level over a certain period of time, which would trigger a payment by the Trust for those derivatives in a liability position. At April 30, 2013, the fair value of derivatives with credit-related contingent features in a net liability position was \$703,346.

The non-exchange traded derivatives in which the Trust invests, including forward foreign currency exchange contracts, are subject to the risk that the counterparty to the contract fails to perform its obligations under the contract.

The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) and whose primary underlying risk exposure is foreign exchange risk at April 30, 2013 was as follows:

Derivative	Fair Value	
	Asset Derivative	Liability Derivative
Forward foreign currency exchange contracts	\$	\$ (703,346) ⁽¹⁾

⁽¹⁾ Statement of Assets and Liabilities location: Payable for open forward foreign currency exchange contracts; Net unrealized appreciation.

The effect of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) on the Statement of Operations and whose primary underlying risk exposure is foreign exchange risk for the six months ended April 30, 2013 was as follows:

Derivative	Realized Gain (Loss)	Change in Unrealized
	on Derivatives Recognized	Appreciation (Depreciation) on
	in Income	Derivatives Recognized in Income
Forward foreign currency exchange contracts	\$ 823,772 ⁽¹⁾	\$ (283,765) ⁽²⁾

⁽¹⁾ Statement of Operations location: Net realized gain (loss) Foreign currency and forward foreign currency exchange contract transactions.

⁽²⁾ Statement of Operations location: Change in unrealized appreciation (depreciation) Foreign currency and forward foreign currency exchange contracts. The average notional amount of forward foreign currency exchange contracts outstanding during the six months ended April 30, 2013, which is indicative of the volume of this derivative type, was approximately \$37,823,000.

10 Credit Agreement

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The Trust has entered into a Credit Agreement (the Agreement) with a bank to borrow up to a limit of \$210 million (\$185 million prior to March 26, 2013) pursuant to a 364-day revolving line of credit. Borrowings under the Agreement are secured by the assets of the Trust. Interest is charged at a rate above the London Interbank Offered Rate (LIBOR) and is payable monthly. Under the terms of the Agreement, the Trust pays a commitment fee of 0.15% on the borrowing limit. The Trust is required to maintain certain net asset levels during the term of the Agreement. At April 30, 2013, the Trust had borrowings outstanding under the Agreement of \$180,000,000 at an interest rate of 0.97%. Based on the short-term nature of the borrowings under the Agreement and the variable interest rate, the carrying amount of the borrowings at April 30, 2013 approximated its fair value. If measured at fair value, borrowings under the Agreement would have been considered as Level 2 in the fair value hierarchy (see Note 13) at April 30, 2013. For the six months ended April 30, 2013, the average borrowings under the Agreement and the average annual interest rate (excluding fees) were \$178,812,155 and 1.03%, respectively.

11 Risks Associated with Foreign Investments

Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and reporting requirements of the U.S. securities laws. Certain foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of funds or other assets of the Trust, political or financial instability or diplomatic and other developments which could affect such investments. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies. In general, there is less overall governmental supervision and regulation of foreign securities markets, broker/dealers and issuers than in the United States.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Notes to Financial Statements (Unaudited) continued

12 Credit Risk

The Trust invests primarily in below investment grade floating-rate loans and floating-rate debt obligations, which are considered speculative because of the credit risk of their issuers. Changes in economic conditions or other circumstances are more likely to reduce the capacity of issuers of these securities to make principal and interest payments. Such companies are more likely to default on their payments of interest and principal owed than issuers of investment grade bonds. An economic downturn generally leads to a higher non-payment rate, and a loan or other debt obligation may lose significant value before a default occurs. Lower rated investments also may be subject to greater price volatility than higher rated investments. Moreover, the specific collateral used to secure a loan may decline in value or become illiquid, which would adversely affect the loan's value.

13 Fair Value Measurements

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At April 30, 2013, the hierarchy of inputs used in valuing the Trust's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3*	Total
Senior Floating-Rate Interests (Less Unfunded Loan Commitments)	\$	\$ 800,565,031	\$ 3,360,673	\$ 803,925,704
Corporate Bonds & Notes		71,677,819	523,005	72,200,824
Asset-Backed Securities		7,145,043		7,145,043
Common Stocks	140,497	2,001,843	5,269,928	7,412,268
Preferred Stocks			89,586	89,586
Warrants		40,895		40,895
Miscellaneous		24,300		24,300
Short-Term Investments		13,563,720		13,563,720
Total Investments	\$ 140,497	\$ 895,018,651	\$ 9,243,192	\$ 904,402,340
Liability Description				

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Forward Foreign Currency Exchange Contracts	\$	\$ (703,346)	\$	\$ (703,346)
Total	\$	\$ (703,346)	\$	\$ (703,346)

* None of the unobservable inputs for Level 3 assets, individually or collectively, had a material impact on the Trust. Level 3 investments at the beginning and/or end of the period in relation to net assets were not significant and accordingly, a reconciliation of Level 3 assets for the six months ended April 30, 2013 is not presented.

At April 30, 2013, there were no investments transferred between Level 1 and Level 2 during the six months then ended.

14 Subsequent Event

On May 30, 2013, and as approved by the Trustees, the Trust filed a registration statement with the SEC to allow it to issue additional common shares through a shelf offering, the issuance of which is subject to the effectiveness of the registration statement.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Board of Trustees Contract Approval

Overview of the Contract Review Process

The Investment Company Act of 1940, as amended (the "1940 Act"), provides, in substance, that each investment advisory agreement between a fund and its investment adviser will continue in effect from year to year only if its continuation is approved at least annually by the fund's board of trustees, including by a vote of a majority of the trustees who are not interested persons of the fund (Independent Trustees), cast in person at a meeting called for the purpose of considering such approval.

At a meeting of the Boards of Trustees (each a "Board") of the Eaton Vance group of mutual funds (the "Eaton Vance Funds") held on April 22, 2013, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing advisory and sub-advisory agreements for the Eaton Vance Funds for an additional one-year period. In voting its approval, the Board relied upon the affirmative recommendation of the Contract Review Committee of the Board, which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Contract Review Committee reviewed information furnished by each adviser to the Eaton Vance Funds (including information specifically requested by the Board) for a series of meetings of the Contract Review Committee held between February and April 2013, as well as information considered during prior meetings of the committee. Such information included, among other things, the following:

Information about Fees, Performance and Expenses

An independent report comparing the advisory and related fees paid by each fund with fees paid by comparable funds;

An independent report comparing each fund's total expense ratio and its components to comparable funds;

An independent report comparing the investment performance of each fund (including, where relevant, yield data, Sharpe ratios and information ratios) to the investment performance of comparable funds over various time periods;

Data regarding investment performance in comparison to benchmark indices and customized peer groups, in each case as approved by the Board with respect to the funds;

For each fund, comparative information concerning the fees charged and the services provided by each adviser in managing other accounts (including mutual funds, other collective investment funds and institutional accounts) using investment strategies and techniques similar to those used in managing such fund;

Profitability analyses for each adviser with respect to each fund;

Information about Portfolio Management and Trading

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Descriptions of the investment management services provided to each fund, including the investment strategies and processes employed, and any changes in portfolio management processes and personnel;

Information about the allocation of brokerage and the benefits received by each adviser as a result of brokerage allocation, including information concerning the acquisition of research through client commission arrangements and the fund's policies with respect to soft dollar arrangements;

Data relating to portfolio turnover rates of each fund;

The procedures and processes used to determine the fair value of fund assets and actions taken to monitor and test the effectiveness of such procedures and processes;

Information about each adviser's processes for monitoring best execution of portfolio transactions, and other policies and practices of each adviser with respect to trading;

Information about each Adviser

Reports detailing the financial results and condition of each adviser;

Descriptions of the qualifications, education and experience of the individual investment professionals whose responsibilities include portfolio management and investment research for the funds, and information relating to their compensation and responsibilities with respect to managing other mutual funds and investment accounts;

Copies of the Codes of Ethics of each adviser and its affiliates, together with information relating to compliance with and the administration of such codes;

Copies of or descriptions of each adviser's policies and procedures relating to proxy voting, the handling of corporate actions and class actions;

Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates on behalf of the funds (including descriptions of various compliance programs) and their record of compliance with investment policies and restrictions, including policies with respect to market-timing, late trading and selective portfolio disclosure, and with policies on personal securities transactions;

Descriptions of the business continuity and disaster recovery plans of each adviser and its affiliates;

A description of Eaton Vance Management's procedures for overseeing third party advisers and sub-advisers, including with respect to regulatory and compliance issues, investment management and other matters;

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Board of Trustees Contract Approval continued

Other Relevant Information

Information concerning the nature, cost and character of the administrative and other non-investment management services provided by Eaton Vance Management and its affiliates;

Information concerning management of the relationship with the custodian, subcustodians and fund accountants by each adviser or the funds administrator; and

The terms of each advisory agreement.

In addition to the information identified above, the Contract Review Committee considered information provided from time to time by each adviser throughout the year at meetings of the Board and its committees. Over the course of the twelve-month period ended April 30, 2013, with respect to one or more funds, the Board met eight times and the Contract Review Committee, the Audit Committee, the Governance Committee, the Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee, each of which is a Committee comprised solely of Independent Trustees, met eight, twenty-one, five, nine and thirteen times respectively. At such meetings, the Trustees participated in investment and performance reviews with the portfolio managers and other investment professionals of each adviser relating to each fund. The Board and its Committees considered the investment and trading strategies used in pursuing each fund's investment objective, including, where relevant, the use of derivative instruments, as well as processes for monitoring best execution of portfolio transactions and risk management techniques. The Board and its Committees also evaluated issues pertaining to industry and regulatory developments, compliance procedures, fund governance and other issues with respect to the funds, and received and participated in reports and presentations provided by Eaton Vance Management and other fund advisers with respect to such matters.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of advisory agreements. In addition, in cases where the fund's investment adviser has engaged a sub-adviser, the Board considered similar information about the sub-adviser when considering the approval of any sub-advisory agreement.

The Contract Review Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Contract Review Committee relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating each advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each advisory and sub-advisory agreement were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each member of the Contract Review Committee may have placed varying emphasis on particular factors in reaching conclusions with respect to each advisory and sub-advisory agreement.

Results of the Process

Based on its consideration of the foregoing, and such other information as it deemed relevant, including the factors and conclusions described below, the Contract Review Committee concluded that the continuation of the investment advisory agreement of Eaton Vance Senior Floating-Rate Trust (the Fund) with Eaton Vance Management (the Adviser), including its fee structure, is in the interests of shareholders and, therefore, the Contract Review Committee recommended to the Board approval of the agreement. The Board accepted the recommendation of the Contract Review Committee as well as the factors considered and conclusions reached by the Contract Review Committee with respect to the agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the investment advisory agreement for the Fund.

Nature, Extent and Quality of Services

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In considering whether to approve the investment advisory agreement of the Fund, the Board evaluated the nature, extent and quality of services provided to the Fund by the Adviser.

The Board considered the Adviser's management capabilities and investment process with respect to the types of investments held by the Fund, including the education, experience and number of its investment professionals and other personnel who provide portfolio management, investment research, and similar services to the Fund. In particular, the Board considered the abilities and experience of such investment personnel in analyzing special considerations relevant to investing in senior floating rate loans. The Board noted the experience of the Adviser's large group of bank loan investment professionals and other personnel who provide services to the Fund, including portfolio managers and analysts. The Board also took into account the resources dedicated to portfolio management and other services, including the compensation methods of the Adviser to recruit and retain investment personnel, and the time and attention devoted to the Fund by senior management.

The Board reviewed the compliance programs of the Adviser and relevant affiliates thereof. Among other matters, the Board considered compliance and reporting matters relating to personal trading by investment personnel, selective disclosure of portfolio holdings, late trading, frequent trading, portfolio valuation, business continuity and the allocation of investment opportunities. The Board also evaluated the responses of the Adviser and its affiliates to requests in recent years from regulatory authorities such as the Securities and Exchange Commission and the Financial Industry Regulatory Authority.

The Board considered shareholder and other administrative services provided or managed by Eaton Vance Management and its affiliates, including transfer agency and accounting services. The Board evaluated the benefits to shareholders of investing in a fund that is a part of a large family of funds.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Board of Trustees Contract Approval continued

After consideration of the foregoing factors, among others, the Board concluded that the nature, extent and quality of services provided by the Adviser, taken as a whole, are appropriate and consistent with the terms of the investment advisory agreement.

Fund Performance

The Board compared the Fund's investment performance to a relevant universe of similarly managed funds identified by an independent data provider and appropriate benchmark indices, as well as a customized peer group of similarly managed funds approved by the Board. The Board reviewed comparative performance data for the one-, three-, and five-year periods ended September 30, 2012 for the Fund. The Board concluded that the performance of the Fund was satisfactory.

Management Fees and Expenses

The Board reviewed contractual investment advisory fee rates payable by the Fund (referred to as management fees). As part of its review, the Board considered the management fees and the Fund's total expense ratio for the year ended September 30, 2012, as compared to a group of similarly managed funds selected by an independent data provider. The Board noted that the Adviser had waived fees and/or paid expenses for the Fund. The Board also considered factors that had an impact on Fund expense ratios, as identified by management in response to inquiries from the Contract Review Committee, as well as actions taken by management in recent years to reduce expenses at the Eaton Vance fund complex level, including the negotiation of reduced fees for transfer agency and custody services.

After reviewing the foregoing information, and in light of the nature, extent and quality of the services provided by the Adviser, the Board concluded that the management fees charged for advisory and related services are reasonable.

Profitability

The Board reviewed the level of profits realized by the Adviser and relevant affiliates thereof in providing investment advisory and administrative services to the Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized without regard to revenue sharing or other payments by the Adviser and its affiliates to third parties in respect of distribution services. The Board also considered other direct or indirect benefits received by the Adviser and its affiliates in connection with their relationships with the Fund, including the benefits of research services that may be available to the Adviser as a result of securities transactions effected for the Fund and other investment advisory clients.

The Board concluded that, in light of the foregoing factors and the nature, extent and quality of the services rendered, the profits realized by the Adviser and its affiliates are reasonable.

Economies of Scale

In reviewing management fees and profitability, the Board also considered the extent to which the Adviser and its affiliates, on the one hand, and the Fund, on the other hand, can expect to realize benefits from economies of scale as the assets of the Fund increase. The Board acknowledged the difficulty in accurately measuring the benefits resulting from the economies of scale with respect to the management of any specific fund or group of funds. The Board reviewed data summarizing the increases and decreases in the assets of the Fund and of all Eaton Vance Funds as a group over various time periods, and evaluated the extent to which the total expense ratio of the Fund and the profitability of the Adviser and its affiliates may have been affected by such increases or decreases. Based upon the foregoing, the Board concluded that the Fund currently shares in the benefits from economies of scale. The Board also considered the fact that the Fund is not continuously offered and that the Fund's assets are not expected to increase materially in the foreseeable future. The Board concluded that, in light of the level of the Adviser's profits with respect to the Fund, the implementation of breakpoints in the advisory fee schedule is not appropriate at this time.

Eaton Vance

Senior Floating-Rate Trust

April 30, 2013

Officers and Trustees

Officers of Eaton Vance Senior Floating-Rate Trust

Scott H. Page

President

Payson F. Swaffield

Vice President

Maureen A. Gemma

Vice President, Secretary and

Chief Legal Officer

James F. Kirchner

Treasurer

Paul M. O Neil

Chief Compliance Officer

Trustees of Eaton Vance Senior Floating-Rate Trust

Ralph F. Verni

Chairman

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Scott E. Eston

Benjamin C. Esty

Thomas E. Faust Jr.*

Allen R. Freedman

William H. Park

Ronald A. Pearlman

Helen Frame Peters

Lynn A. Stout

Harriett Tee Taggart

* Interested Trustee

Number of Employees

The Trust is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end management investment company and has no employees.

Number of Shareholders

As of April 30, 2013, Trust records indicate that there are 11 registered shareholders and approximately 22,795 shareholders owning the Trust shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive Trust reports directly, which contain important information about the Trust, please write or call:

Eaton Vance Distributors, Inc.

Two International Place

Boston, MA 02110

1-800-262-1122

New York Stock Exchange symbol

The New York Stock Exchange symbol is EFR.

Eaton Vance Funds

IMPORTANT NOTICES

Privacy. The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy (Privacy Policy) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker-dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Privacy Policy periodically for changes by accessing the link on our homepage: www.eatonvance.com.

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Eaton Vance Distributors, Inc., Eaton Vance Trust Company, Eaton Vance Management's Real Estate Investment Group and Boston Management and Research. In addition, our Privacy Policy applies only to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e., fund shares) is held in the name of a third-party financial advisor/broker-dealer, it is likely that only such advisor's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures. For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

Delivery of Shareholder Documents. The Securities and Exchange Commission (SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called "householding" and it helps eliminate duplicate mailings to shareholders. *Eaton Vance, or your financial advisor, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial advisor, otherwise.* If you would prefer that your Eaton Vance documents not be househanded, please contact Eaton Vance at 1-800-262-1122, or contact your financial advisor. Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial advisor.

Portfolio Holdings. Each Eaton Vance Fund and its underlying Portfolio(s) (if applicable) will file a schedule of portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website at www.eatonvance.com, by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at www.sec.gov. Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

Proxy Voting. From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, without charge, upon request, by calling 1-800-262-1122 and by accessing the SEC's website at www.sec.gov.

Additional Notice to Shareholders. A Fund also may purchase shares of its common stock in the open market when they trade at a discount to net asset value or at other times if the Fund determines such purchases are advisable. There can be no assurance that a Fund will take such action or that such purchases would reduce the discount. If applicable, a Fund may also redeem or purchase its outstanding auction preferred shares (APS) in order to maintain compliance with regulatory requirements, borrowing or rating agency requirements or for other purposes as it deems appropriate or necessary.

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Closed-End Fund Information. The Eaton Vance closed-end funds make certain fund performance data and information about portfolio characteristics (such as top holdings and asset allocation) available on the Eaton Vance website after the end of each month. Certain fund performance data for the funds, including total returns, are posted to the website shortly after the end of each month. Portfolio holdings for the most recent month-end are also posted to the website approximately 30 days following the end of the month. This information is available at www.eatonvance.com on the fund information pages under Individual Investors Closed-End Funds .

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Investment Adviser and Administrator

Eaton Vance Management

Two International Place

Boston, MA 02110

Custodian

State Street Bank and Trust Company

200 Clarendon Street

Boston, MA 02116

Transfer Agent

American Stock Transfer & Trust Company

59 Maiden Lane

Plaza Level

New York, NY 10038

Fund Offices

Two International Place

Boston, MA 02110

2025-6/13

CE-FLRTSRC

Item 2. Code of Ethics

Not required in this filing.

Item 3. Audit Committee Financial Expert

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is a consultant and private investor. Previously, he served as the Chief Financial Officer of Aveon Group, L.P. (an investment management firm), as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

Item 4. Principal Accountant Fees and Services

Not required in this filing.

Item 5. Audit Committee of Listed Registrants

Not required in this filing.

Item 6. Schedule of Investments

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies

Not required in this filing.

Item 8. Portfolio Managers of Closed-End Management Investment Companies

Not required in this filing.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers

No such purchases this period.

Item 10. Submission of Matters to a Vote of Security Holders

No Material Changes.

Item 11. Controls and Procedures

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits

(a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).

(a)(2)(i) Treasurer's Section 302 certification.

(a)(2)(ii) President's Section 302 certification.

(b) Combined Section 906 certification.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Eaton Vance Senior Floating-Rate Trust

By: /s/ Scott H. Page
Scott H. Page
President

Date: June 11, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ James F. Kirchner
James F. Kirchner
Treasurer

Date: June 11, 2013

By: /s/ Scott H. Page
Scott H. Page
President

Date: June 11, 2013