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EATON VANCE LIMITED DURATION INCOME FUND

Form 8-A12B

April 10, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR (G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

EATON VANCE LIMITED DURATION INCOME FUND

-----  
(Exact Name of Registrant as Specified in Its Charter)

Massachusetts

Pending

-----  
(State of Incorporation or Organization) (I.R.S. Employer Identification No.)

The Eaton Vance Building  
255 state Street  
Boston, Massachusetts

02109

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(Address of Principal Executive Office)

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(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [x]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form relates:  
333-103901

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
To be So Registered

Name of Each Exchange On Which  
Each Class is to be Registered

-----  
Common Shares of Beneficial Interest,  
\$0.01 Par Value Per Share

-----  
American Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

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(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1: Description of Registrant's Securities to be Registered.

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The description of the Registrant's securities to be registered is incorporated by reference to the description contained under the caption "Description of Capital Structure" in the Registrant's Registration Statement on Form N-2 (Nos. 333-103901 and 811-21323) as filed electronically with the Securities and Exchange Commission on March 18, 2003 (Accession No. 0000898432-03-000308) ("Registration Statement on Form N-2"), as the same may be amended.

Item 2: Exhibits.

(a) The following exhibits are being filed with the Commission:

1. Registrant's Registration Statement on Form N-2 is incorporated herein by reference.
2. Form of Specimen Certificate for Registrant's Shares, par value \$0.01 per share, which was filed electronically as exhibit (d) to the Registrant's Registration Statement on Form N-2, is incorporated herein by reference.
3. Declaration of Trust of Registrant, which was filed electronically as exhibit (a) to the Registrant's Registration Statement on Form N-2, is incorporated herein by reference.
4. By-Laws of Registrant, which were filed electronically as exhibit (b) to the Registrant's Registration Statement on Form N-2, are incorporated herein by reference.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on behalf of the undersigned, thereto duly authorized, this 10th day of April 2003.

EATON VANCE LIMITED DURATION INCOME FUND

/s/ Thomas E. Faust Jr.

By: \_\_\_\_\_  
Name: Thomas E. Faust Jr.  
Title: President

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