

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

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

SCHEDULE 13D/A

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

1. NAME OF REPORTING PERSON

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

2. CHECK THE BOX IF MEMBER OF A GROUP

a[X]

b[]

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

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

6. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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7. SOLE VOTING POWER

4,949,140

8. SHARED VOTING POWER

943,835

9. SOLE DISPOSITIVE POWER

5,892,975

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10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT OWNED BY EACH REPORTING PERSON

5,892,975

12. CHECK IF THE AGGREGATE AMOUNT EXCLUDES CERTAIN SHARES

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13. PERCENT OF CLASS REPRESENTED BY ROW 11

8.08%

14. TYPE OF REPORTING PERSON

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IA

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## Item 1. SECURITY AND ISSUER

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

## ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

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

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

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

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

e) NA

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

None.

## ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

None.

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

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Dated: 8/17/2012

By: /s/ Phillip Goldstein  
Name: Phillip Goldstein

By: /S/ Andrew Dakos  
Name: Andrew Dakos