

EATON VANCE CORP
Form 424B3
February 10, 2005

PROSPECTUS SUPPLEMENT NO. 12
TO PROSPECTUS DATED FEBRUARY 8, 2002
AS SUPPLEMENTED:
FEBRUARY 10, 2005

{LOGO}

EATON VANCE CORP.
NON-VOTING COMMON STOCK

This Prospectus Supplement No. 12 supplements and amends the Prospectus dated February 8, 2002 of Eaton Vance Corp., as supplemented (the "Prospectus"), relating to the resale of shares of our non-voting common stock deliverable upon exchange of Liquid Yield Option(TM) Notes due 2031 issued by Eaton Vance Management by certain holders of LYONs(TM) who are named as selling stockholders in this Prospectus Supplement and the Prospectus.

You should read this Prospectus Supplement in conjunction with the Prospectus. This Prospectus Supplement updates information in the Prospectus, and, accordingly, to the extent inconsistent, the information in this Prospectus Supplement supersedes the information contained in the Prospectus.

INVESTING IN THE NOTES INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 4 OF THE PROSPECTUS.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this Prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is February 10, 2005.

(TM) Trademark of Merrill Lynch & Co., Inc.

The table of selling stockholders contained in the Prospectus is hereby amended and restated as set forth below to add an entity as a selling stockholder. The table below sets forth, as of February 10, 2005, information regarding the beneficial ownership of our non-voting common stock that each selling stockholder may offer pursuant to the Prospectus. The information contained in the table, which gives effect to the change described above, is based solely on information provided by or on behalf of selling stockholders through February 10, 2005. Information about other selling stockholders will be set forth in future prospectus supplements, if required.

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SELLING STOCKHOLDERS

SELLING STOCKHOLDER (1)	SHARES OF NON-VOTING COMMON STOCK BENEFICIALLY OWNED PRIOR TO OFFERING (2)	SHARES NON-VOTING STOCK THAT OFFERED HER
White River Securities L.L.C.	31,245	
Bear Stearns & Co. Inc.	31,245	
Julius Baer Multibond Convertbond	14,366	
R2 Investments, LDC	143,657	
KBC Financial Products USA Inc.	21,549	
KBC Financial Products (Cayman Islands)	639,273	
JMG Triton Offshore Fund, Ltd	20,830	
UFJ Investments Asia Ltd	143,657	
MLQA Convertible Securities Arbitrage Ltd.	287,314	
Deutsche Banc Alex Brown Inc.	560,262	
First Union International Capital Markets Inc.	143,657	
Gaia Offshore Master Fund Ltd.	124,263	
Lyxor Master Fund	19,394	
Merrill Lynch, Pierce, Fenner & Smith, Inc. (5)	99,842	
UBS AG LON F/B/O PB	71,829	
CALAMOS(R) Convertible Growth and Income Fund - CALAMOS(R) Investment Trust	35,914	
State of Florida, Office of the Treasurer	35,914	
TD Securities (USA) Inc.	254,272	
Dodeca Fund, L.P.	28,731	
Akela Capital Master Fund, LLC	43,097	
Amaranth L.L.C.	439,365	
Sunrise Partners Limited Partnership	28,849	
Susquehanna Capital Group	179,571	
Topanga XI	5,746	

(footnotes on following page)

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SELLING STOCKHOLDER (1)	SHARES OF NON-VOTING COMMON STOCK BENEFICIALLY OWNED PRIOR TO OFFERING (2)	SHARES NON-VOTING STOCK THAT OFFERED HER
Citigroup Global Markets Ltd.	610,542	
Canadian Imperial Holdings Inc.	143,657	
Banc of America Securities LLC	5,746	
Citigroup Global Markets Inc.	126,418	
SultonBrook Capital Portfolio, LP	610,542	
CSS, LLC	43,097	
TOTAL (6)		2,

*Less than one percent (1%)

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- (1) The non-voting common stock share figures reported in this table for the various selling stockholders are based on information supplied to us, as of February 10, 2005, by the respective selling stockholders named in the table. As of that date, these selling stockholders had supplied us with information indicating that, collectively, they owned more than the \$110,945,000 aggregate principal amount at maturity of LYONs currently outstanding (which amount would be exchangeable into a maximum 1,593,803 shares of non-voting common stock). This reflects, we believe, that one or more selling stockholders supplied us with information for inclusion in the table and then subsequently (i) exercised their right to require EVM to repurchase their LYONs, in whole or in part, for cash on August 13, 2002, pursuant to the terms of the Indenture governing the LYONs; and/or (ii) sold their LYONs in transactions exempt from the registration requirements of the Securities Act of 1933, as amended, to persons who also supplied us information with respect to the shares deliverable upon exchange of the same LYONs.
- (2) The number of shares of non-voting common stock deliverable upon exchange of the LYONs are subject to change under certain circumstances described in the Indenture governing the LYONs. As a result, the number of shares of non-voting common stock deliverable upon exchange of the LYONs may increase or decrease at any time.
- (3) Assumes that the full amount of LYONs reported as held by a selling stockholder is exchanged for shares of non-voting common stock at an exchange rate of 14.3657 shares of non-voting common stock per \$1,000 principal amount at maturity of LYONs, and that all shares received upon exchange are offered hereunder by that selling stockholder. Since exchange of the LYONs for shares of non-voting common stock is conditioned upon the occurrence of specified events, and since Eaton Vance Management has the right to pay cash in lieu of delivering shares of non-voting common stock upon exchange, there can be no assurance that any selling stockholder will be able to exchange its LYONs, or that it will receive shares of non-voting common stock upon any such exchange.
- (4) Calculated based on Rule 13d-3(d)(1)(i) of the Exchange Act, using 66,635,780 shares of non-voting common stock outstanding as of October 31, 2004. In calculating this amount for each holder, we treated as outstanding the number of shares of non-voting common stock deliverable upon exchange of all of that holder's LYONs, but we did not assume exchange of any other holder's LYONs.
- (5) Merrill Lynch, Pierce, Fenner & Smith, Inc. ("Merrill Lynch") is not aware of any position, office, or directorship relationship with the company or its affiliates; however, Merrill Lynch may or may not have, from time to time, acted in a financial investment advisory capacity to the company or its affiliates.

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- (6) The total non-voting common stock share figure above represents the maximum number of shares deliverable upon exchange of the aggregate principal amount at maturity of LYONs outstanding as of February 10, 2005. Accordingly, this figure represents the maximum number of shares of non-voting common stock that could be sold hereunder.

The Prospectus, together with all Prospectus Supplements, constitutes the Prospectus required to be delivered by Section 5(b) of the Securities Act of 1933, as amended, with respect to offers and sales of non-voting common stock deliverable upon exchange of the LYONs.

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