

EATON VANCE MUNICIPAL BOND FUND
Form N-14 8C
July 23, 2018

As filed with the Securities and Exchange Commission on July 23, 2018

1933 Act File No. _____

SECURITIES AND EXCHANGE
COMMISSION
WASHINGTON, D.C. 20549

FORM N-14

REGISTRATION STATEMENT
UNDER x
THE SECURITIES ACT of 1933
PRE-EFFECTIVE AMENDMENT NO. ____ o
POST-EFFECTIVE AMENDMENT NO. ____ o

EATON VANCE MUNICIPAL BOND FUND
(Exact Name of Registrant as Specified in
Charter)

Two International Place, Boston, Massachusetts
02110
(Address of Principal Executive Offices)

(617) 672-8305
(Registrant's Telephone Number)

MAUREEN A. GEMMA
Two International Place, Boston, Massachusetts
02110

(Name and Address of Agent for Service)
Approximate Date of Proposed Public
Offering: As soon as practicable after this
Registration Statement becomes effective.

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

Titles of Securities Being Registered	Amount Being Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fees
Common Stock \$0.01 par value	N/A	N/A	\$1,000,000	\$124.50

(1) Estimated solely for the purposes of calculation the filing fee, pursuant to Rule 457(o) under the Securities Act of 1933.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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Eaton Vance MASSACHUSETTS Municipal Bond Fund

eATON VANCE MICHIGAN MUNICIPAL BOND FUND

Eaton Vance Management

Two International Place
Boston, Massachusetts 02110

August [], 2018

Dear Shareholder:

We cordially invite you to attend a Joint Special Meeting of Shareholders of Eaton Vance Massachusetts Municipal Bond Fund and Eaton Vance Michigan Municipal Bond Fund (each an “Acquired Fund” and together, the “Acquired Funds”) on October 12, 2018, to consider a proposal to approve an Agreement and Plan of Reorganization (each, a “Plan”) providing for the reorganization (each, a “Reorganization”) of each Acquired Fund into Eaton Vance Municipal Bond Fund (the “Acquiring Fund” and collectively with the Acquired Funds, the “Funds”). Under the terms of each Plan, if approved, the common shares of each Acquired Fund will, in effect, be exchanged for new common shares of the Acquiring Fund with an equal aggregate net asset value, as described in greater detail in the enclosed Proxy Statement and Prospectus.

Each Acquired Fund has begun redeeming its outstanding Institutional MuniFund Term Preferred Shares (“IMTP”) at the liquidation preference of such shares, plus any accumulated unpaid dividends or other distributions. Each Acquired Fund intends to continue redeeming IMTP opportunistically until the time of a Reorganization. Any remaining outstanding IMTP will be redeemed in conjunction with a Reorganization. The Acquiring Fund is expected to employ leverage following the Reorganization(s) at a level similar to Acquired Funds, so the IMTP redemptions and the Reorganization(s) are not expected to have a material direct effect on the level of leverage to which Acquired Fund shareholders are exposed.

The enclosed combined Proxy Statement and Prospectus describes the Reorganizations in detail. We ask you to read the enclosed information carefully and to submit your vote promptly.

After consideration and recommendation by Eaton Vance Management, the investment adviser to the Funds, the Boards of Trustees of each Fund determined that the Reorganizations are in the best interest of each Acquired Fund and the Acquiring Fund. Common shareholders of the Acquired Funds would benefit from the Reorganizations because they would become common shareholders of a larger fund that has similar investment objectives and policies as each Acquired Fund. Following the Reorganization(s), the Acquiring Fund is expected to have a lower total expense ratio and higher net income than the Acquired Funds currently (inclusive of IMTP dividends), although the Acquiring Fund’s management fee is higher than that of each Acquired Fund. The Acquired Funds’ shareholders are also expected to benefit from substantial continuity in management and administration following the Reorganizations. Other than with respect to holders of IMTP shares, the Reorganizations are intended to qualify as tax-free reorganizations for U.S. federal income tax purposes. As noted above, holders of the Acquired Funds’ IMTP will receive cash in full liquidation of their IMTP holdings.

We realize that most shareholders will not be able to attend the meeting and vote their shares in person. However, the Acquired Funds do need your vote. You can vote by *mail*, *telephone*, or over the *Internet*, as explained in the

enclosed materials. If you later decide to attend the meeting, you may revoke your proxy and vote your shares in person. By voting promptly, you can help the Acquired Funds avoid the expense of additional solicitation.

If you would like additional information concerning this proposal, please call one of our service representatives at [] [Monday through Friday 8:00 a.m. to 7:00 p.m.], Eastern Time. ***Your participation in this vote is extremely important.***

Sincerely,

/s/ Payson F. Swaffield

Payson F. Swaffield

President

Your vote is important – please return your proxy card promptly.

Shareholders are urged to sign and mail the enclosed proxy in the enclosed postage prepaid envelope or vote by telephone or over the Internet by following the enclosed instructions. Your vote is important whether you own a few shares or many shares.

EATON VANCE MASSACHUSETTS Municipal Bond Fund

EATON VANCE MICHIGAN MUNICIPAL BOND FUND

(each an “Acquired Fund” and together, the “Acquired Funds”)

**Notice of JOINT SPECIAL Meeting of Shareholders
TO BE HELD OCTOBER 12, 2018**

To the shareholders of the Acquired Funds:

A joint special meeting of the shareholders of the Acquired Funds will be held at Two International Place, Boston, Massachusetts, on October 12, 2018, at [] [p.m.], Eastern Time, to consider the following:

A proposal to approve an Agreement and Plan of Reorganization (each, a “Plan”) by and between Eaton Vance Municipal Bond Fund (the “Acquiring Fund”) and each Acquired Fund providing for the reorganization of the Acquired Fund into Acquiring Fund. Under each Plan, the Acquired Fund would transfer all of its assets and liabilities to a wholly-owned subsidiary (“Merger Subsidiary”) of Acquiring Fund, and the Merger Subsidiary would

1. acquire such assets and assume such liabilities upon delivery by the Merger Subsidiary to the Acquired Fund of common shares of the Acquiring Fund, which would be distributed proportionately on the basis of net asset value, in complete liquidation and dissolution of the Acquired Fund, to Acquired Fund shareholders. The Merger Subsidiary would merge with and into the Acquiring Fund, with the Acquiring Fund assuming the assets and liabilities of the Merger Subsidiary.

The shareholders of the each Acquired Fund will have a separate and distinct vote on its Agreement and Plan of Reorganization. The approval of the Agreement and Plan of Reorganization by one Fund does not depend on approval of the Agreement and Plan of Reorganization by shareholders of the other Acquired Fund.

The Board of Trustees of each Acquired Fund recommends that you vote FOR this proposal.

2. Any other business that may properly come before the meeting and any adjourned or postponed sessions thereof. Shareholders of record as of the close of business on August 3, 2018, are entitled to vote at the meeting or any postponement or adjournment thereof.

By order of the Board of Trustees,

/s/ Maureen A. Gemma

Maureen A. Gemma

Secretary

August [], 2018

IMPORTANT

Shareholders can help the Boards of Trustees of the Acquired Funds avoid the necessity and additional expense of further solicitations, which may be necessary to obtain a quorum, by promptly returning the enclosed proxy or voting by telephone or over the Internet. The enclosed addressed envelope requires no postage if mailed in the United States and is included for your convenience.

QUESTIONS AND ANSWERS

Regarding the Proposed Reorganizations of Eaton Vance Massachusetts Municipal Bond Fund II and Eaton Vance Michigan Municipal Bond Fund (each an “Acquired Fund” and together, the “Acquired Funds”) into Eaton Vance Municipal Bond Fund (together with the Acquired Funds, the “Funds”)

Answers to questions about the proposed Reorganizations should be reviewed along with the proxy materials.

Q: Why did I receive a Proxy Statement?

You are being asked to vote on an important matter related to your Acquired Fund(s). The Board of Trustees of each Acquired Fund voted to recommend a Reorganization of the Acquired Fund into Eaton Vance Municipal Bond Fund. Each Acquired Fund’s shareholders are being asked to consider the proposed Reorganization and approve an Agreement and Plan of Reorganization for the Acquired Fund at a special meeting scheduled to be held on [Friday, October 12, 2018] at [] Eastern time.

The Board of Trustees of each Acquired Fund recommends that you vote **FOR** the proposal.

Q: How will the proposed Reorganizations affect me?

The Acquired Funds and Eaton Vance Municipal Bond Fund have similar investment objectives and policies. If the proposed Reorganizations are approved and completed, as a shareholder of the Acquired Fund(s), you will become a shareholder of Eaton Vance Municipal Bond Fund, and the number of shares you receive will be based on the pre-Reorganization net asset value of your Acquired Fund shares. Please refer to the Proxy Statement/Prospectus for a detailed explanation of the proposed Reorganizations, including a comparison of the investment objectives, policies and risks of each Acquired Fund and the Eaton Vance Municipal Bond Fund, and for a more complete description of Eaton Vance Municipal Bond Fund.

Q: If approved, when would the proposed Reorganizations take place?

A: The proposed Reorganizations would be expected to be completed within the several weeks following the October 12, 2018 shareholder vote or later if the meeting is adjourned or postponed.

Q: What are the potential benefits of the proposed Reorganizations?

A: It is expected that shareholders of the Acquired Funds will benefit from the proposed Reorganizations because they will become shareholders of a larger fund that has similar investment objectives and policies. Each Fund invests primarily in municipal obligations exempt from federal income taxes, although Eaton Vance Municipal Bond Fund, unlike the Acquired Funds, does not invest in assets that are exempt from taxes within a particular state. Following the Reorganization(s), the Acquiring Fund is expected to have a lower total expense ratio and higher net income

than the Acquired Funds currently (inclusive of IMTP dividends), although the Acquiring Fund's management fee is higher than that of each Acquired Fund. Acquired Fund shareholders are also expected to benefit from substantial continuity in management and administration following the proposed Reorganizations. Other than with respect to holders of IMTP shares, the proposed Reorganizations are intended to be tax-free for U.S. federal income tax purposes.

Q: What are the costs of the proposed Reorganizations?

A: The costs associated with the proposed Reorganizations are to be borne by the relevant Acquired Fund's common shareholders and are estimated to be approximately \$70,000 for each Acquired Fund (excluding any trading costs associated with repositioning each Acquired Fund's portfolio).

Q: Who do I call with any questions?

A: If you need assistance, or have questions regarding the proposal or how to vote your shares, please call [], the Acquired Funds' proxy solicitor, toll-free at []. Please have your proxy materials available when you call.

Q: Why should I vote?

A: Your vote is very important. We encourage you to return your vote as soon as possible. If your Acquired Fund does not receive enough votes, it will have to spend money on additional mailings and to solicit votes by telephone so that the meeting can take place. In this event, you may receive telephone calls from the Acquired Funds' proxy solicitor in an attempt to obtain your vote. If you vote promptly, you likely will not receive such calls.

Q: How do I vote my shares?

You can vote your shares by completing and signing the enclosed proxy card, then mailing it in the postage-paid envelope provided. Alternatively, you can vote by telephone by calling the toll-free number or over the Internet at the Website provided in the materials enclosed, using your proxy card as a guide.

Q: Will Eaton Vance Management contact shareholders?

Eaton Vance Management or its agents may contact shareholders directly. [] is the Acquired Funds' proxy solicitor and may call you, the shareholder, to verify that you have received proxy materials, to answer any questions that you may have and to offer to record your vote by telephone. If you vote promptly, you likely will not receive such calls.

Important additional information about the proposal is set forth in the Proxy Statement/Prospectus.

Please read it carefully.

The information contained in this Joint Proxy Statement/Prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This Joint Proxy Statement/Prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities, in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION,

DATED AUGUST [], 2018

PROXY STATEMENT of

Eaton Vance Massachusetts Municipal Bond Fund (the “MA Acquired Fund”)

Eaton Vance Michigan Municipal Bond Fund (the “MI Acquired Fund”)

(each an “Acquired Fund” and together, the “Acquired Funds”)

PROSPECTUS for

**Common Shares of
Eaton Vance Municipal Bond Fund
(the “Acquiring Fund”)**

Two International Place

Boston, Massachusetts 02110

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE JOINT SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 12, 2018

THE NOTICE, PROXY STATEMENT AND PROXY CARD FOR THE ACQUIRED FUNDS ARE AVAILABLE ON THE INTERNET AT [].

We are sending you this combined Proxy Statement and Prospectus (“Proxy Statement/Prospectus”) in connection with the Joint Special Meeting of Shareholders (the “Special Meeting”) of the Acquired Funds, each a Massachusetts business trust registered as a closed-end management investment company, to be held on October 12, 2018 (the “Meeting Date”) at [a.m./p.m.], Eastern Time, at Two International Place, Boston, MA 02110. This document is both the Proxy Statement of the Acquired Funds and the Prospectus of the Acquiring Fund. (The Acquired Funds and the Acquiring Fund are each hereinafter are sometimes referred to as a “Fund” or, collectively, as the “Funds”.) A proxy card is enclosed with the foregoing Notice of a Joint Special Meeting of Shareholders for the benefit of Acquired Fund shareholders who wish to vote, but do not expect to be present at the Special Meeting. Shareholders also may vote by telephone or via the Internet. The proxy is solicited on behalf of the Boards of Trustees of the Acquired Funds (the

“Acquired Funds’ Boards”).

This Proxy Statement/Prospectus relates to the proposed reorganization of each Acquired Fund into the Acquiring Fund (each, a “Reorganization” and together, the “Reorganizations”). The Reorganizations of MA Acquired Fund and MI Acquired Fund into the Acquiring Fund are each a separate and independent transaction. Approval of a Reorganization by shareholders of one Acquired Fund is not required for the other Acquired Fund to consummate its Reorganization. The Agreement and Plan of Reorganization for each Reorganization (each, a “Plan”) is attached as Appendix A. The Acquired Funds’ Plans are substantially identical. Each Plan provides for the reorganization of the Acquired Fund into the Acquiring Fund, which, if approved, would be effected in a multi-step process as follows:

Pursuant to Delaware’s merger statute, the Acquired Fund would transfer all of its assets and assign its liabilities to a wholly-owned subsidiary (“Merger Subsidiary”) of the Acquiring Fund, and the Acquiring Fund would acquire such assets and assume such liabilities upon delivery by the Merger Subsidiary to the Acquired Fund of common shares of the Acquiring Fund (including fractional shares if applicable) having an aggregate net asset value equal to the value of the assets so transferred.

The common shares of the Acquiring Fund (including fractional shares if applicable) would be distributed to the Acquired Fund shareholders proportionately on the basis of net asset value, in complete liquidation and dissolution of the Acquired Fund.

Pursuant to Delaware's merger statute, the Merger Subsidiary would merge with and into the Acquiring Fund, with the Merger Subsidiary distributing its assets to the Acquiring Fund, and the Acquiring Fund assuming the liabilities of the Merger Subsidiary.

The transactions between the Acquired Fund and the Merger Subsidiary and between the Merger Subsidiary and the Acquiring Fund would constitute statutory mergers of the Acquired Fund into the Merger Subsidiary and of the Merger Subsidiary into Acquiring Fund, respectively, for purposes of the Delaware Limited Liability Company Act. The Acquiring Fund will pay cash consideration to the Acquired Fund equal in value to the aggregate liquidation preference of any Institutional MuniFund Term Preferred Shares outstanding of Acquired Fund ("IMTP") immediately prior to the Reorganization, plus any accumulated unpaid dividends or other distributions. The Acquired Fund will, in turn, redeem all outstanding IMTP.

Completion of the above steps is expected to be substantially contemporaneous. Other than with respect to holders of IMTP shares, each Reorganization is intended to be tax-free for U.S. federal income tax purposes. After the Reorganization(s), the Acquiring Fund will continue to operate as a registered closed-end investment company with the investment objective and policies described in this Proxy Statement/ Prospectus.

The common shares of the Acquiring Fund are listed on the NYSE American LLC exchange (the "NYSE American") under the ticker symbol "EIM" and will continue to be so listed after the Reorganizations. The common shares of the Acquired Funds are listed on the NYSE American under the ticker symbols "MAB" with respect to the MA Acquired Fund and "MIW" with respect to the MI Acquired Fund. Reports, proxy statements and other information concerning the Funds may be inspected at the offices of the NYSE American, 11 Wall Street, New York, New York 10005.

Documents filed by the Funds with the Securities and Exchange Commission ("SEC") may be reviewed and copied at the SEC's Public Reference Room in Washington, D.C. Call 1-202-551-8090 for information. The SEC charges a fee for copies. The same information is available free from the SEC's website (<http://www.sec.gov>). Investors may also e-mail requests for these documents to publicinfo@sec.gov or may make a request in writing to the SEC's Public Reference Section, Washington, D.C. 20549-1520.

Each proxy will be voted in accordance with its instructions. If no instruction is given, an executed proxy will authorize the persons named as proxies, or any of them, to vote in favor of each matter. A written proxy is revocable by the person giving it prior to exercise by a signed writing filed with the Fund's proxy tabulator, [], or by executing and delivering a later dated proxy, or by attending the meeting and voting the shares in person. Proxies voted by telephone or over the Internet may be revoked at any time in the same manner that proxies voted by mail may be revoked. This Proxy Statement/Prospectus is initially being mailed to shareholders on or about August [], 2018. Supplementary solicitations may be made by mail, telephone, telegraph, facsimile or electronic means.

The Board of Trustees of each relevant Fund (the "Boards" or the "Trustees") have fixed the close of business on August 3, 2018 as the record date ("Record Date") for the determination of the shareholders entitled to notice of and to vote at the meeting and any adjournments or postponements thereof. Each Acquired Fund's shareholders at the close of business on the Record Date will be entitled to one vote for each share of such Acquired Fund held.

This Proxy Statement/Prospectus sets forth concisely the information that you should know before investing. You should read and retain this Proxy Statement/Prospectus for future reference. To ask questions about this Proxy Statement/Prospectus, please call our toll-free number at [] Monday through Friday [8:00 a.m. to 7:00 p.m.], Eastern

time.

The following documents are on file with the Securities and Exchange Commission (“SEC”) or are available at no charge by calling Eaton Vance Management (“Eaton Vance,” or the “Adviser”) at []. The documents are incorporated by reference (and therefore legally part of) this Proxy Statement/Prospectus.

- § Acquiring Fund’s annual report to shareholders dated September 30, 2017
- § Acquiring Fund’s semi-annual report to shareholders dated March 31, 2018
- § Each Acquired Fund’s annual report to shareholders dated September 30, 2017
- § Each Acquired Fund’s semi-annual report to shareholders dated March 31, 2018

A Statement of Additional Information dated August [], 2018 that relates to this Proxy Statement/Prospectus and the
§ Reorganizations, and contains additional information about the Acquired Funds and the Acquiring Fund

Shares of the Acquiring Fund are not deposits or obligations of, or guaranteed or endorsed by, any bank or other depository institution. These shares are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other government agency.

Shares of the Acquiring Fund have not been approved or disapproved by the Securities and Exchange Commission nor has the Securities and Exchange Commission passed upon the accuracy or adequacy of this Proxy Statement/Prospectus. Any representation to the contrary is a criminal offense.

The date of this Proxy Statement/Prospectus is August [], 2018.

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No dealer, salesperson or any other person has been authorized to give any information or to make any representation other than those contained in this Proxy Statement/Prospectus, and you should not rely on such other information or representations.

SUMMARY

The following is a summary of certain information contained in or incorporated by reference in this Proxy Statement/Prospectus. This summary is not intended to be a complete statement of all material features of the proposed Reorganizations and is qualified in its entirety by reference to the full text of this Proxy Statement/Prospectus, each Plan and the other documents referred to herein.

Proposed Transactions. The Trustees of each Acquired Fund have approved the Plan, which provides for the merger of such Acquired Fund into the Merger Subsidiary, with the Merger Subsidiary being the surviving entity. Common shareholders of each Acquired Fund will receive shares of beneficial interest of the Acquiring Fund (the “Merger Shares”) (including fractional shares if applicable). The Merger Subsidiary will then merge with and into the Acquiring Fund, with the Merger Subsidiary distributing its assets to the Acquiring Fund, and the Acquiring Fund assuming the liabilities of the Merger Subsidiary.. Each Acquired Fund will then terminate its registration under the 1940 Act and dissolve under Massachusetts law. The Reorganizations of MA Acquired Fund and MI Acquired Fund into Acquiring Fund are each a separate and independent transaction. Approval of a Reorganization by shareholders of one Acquired Fund is not required for the other Acquired Fund to consummate its Reorganization. The Plan for each Reorganization is attached hereto as Appendix A. The value of each shareholder’s shares of the Acquiring Fund immediately after the Reorganizations will be the same as the value of such shareholder’s Acquired Fund(s) shares immediately prior to the Reorganizations.

At or prior to the Closing, as defined in the Plan, each Acquired Fund shall declare a dividend or dividends that, together with all previous such dividends, shall have the effect of distributing to its shareholders all of its investment company taxable income (computed without regard to the deduction for dividends paid), its net tax-exempt interest income, and all of its net capital gains, if any, realized for the taxable year ending on the Closing Date and the prior taxable year. The Trustees, including the Trustees who are not “interested persons” of each Acquired Fund and the Acquiring Fund as defined in the Investment Company Act of 1940, as amended (the “1940 Act”) (the “Independent Trustees”), have determined that the interests of existing shareholders of the Acquired Funds and the Acquiring Fund will not be diluted as a result of the transaction contemplated by the Reorganizations and that each Reorganization is in the best interests of the Acquired Funds and the Acquiring Fund.

Background and Rationale for the Proposed Transactions. The Trustees of each Acquired Fund considered a number of factors in approving such Acquired Fund’s Reorganization, including, without limitation, the investment objectives, restrictions and policies of such Acquired Fund and the Acquiring Fund; the effect of the Reorganization on such Acquired Fund’s fees and expenses; potential effects on market discounts to net asset value (“NAV”) per share; Acquired Fund performance history; the expectation that the Reorganizations will not result in NAV dilutions for shareholders of each Fund; the tax implications of the Reorganizations; potential economies of scale; and the costs, tax consequences and proposed terms of such Reorganization; the potential effect of the Reorganizations on Eaton Vance Management (“Eaton Vance”), the adviser to each Fund; the continuity of management and administration between the three Funds; and the potential effect of the Reorganizations on Fund distributions. The Trustees considered that, among other things, combining the Acquired Funds and the Acquiring Fund would be expected to produce additional economies of scale and reduce the total expense ratio for each Acquired Fund’s shareholders, and each Reorganization would qualify as a tax-free reorganization for federal income tax purposes (other than with respect to holders of IMTP

shares). Moreover, the Trustees of each Acquired Fund considered that shareholders of such Acquired Fund would benefit from a larger combined fund with a similar investment objective and investment policies and that invests in similar securities, although, unlike the Acquired Funds, the Acquiring Fund does not invest primarily in securities that are exempt from taxes within a particular state.

Process and Timing. Common shareholders of each Acquired Fund are being asked to vote on a Reorganization at a special meeting scheduled for October 12, 2018, at [] [p.m.], Eastern Time. Shareholders of record as of the close of business on August 3, 2018, are entitled to vote at the meeting or any postponement or adjournment thereof. If approved, the Reorganizations are expected to be completed in the weeks following the shareholder meeting.

Comparison of the Funds. The following is a summary of certain information contained elsewhere in this Proxy Statement/Prospectus and is qualified in its entirety to the more complete information contained herein and in the Statement of Additional Information. Shareholders should read the entire Proxy Statement/Prospectus carefully.

Investment Objectives and Policies. The Acquired Funds and the Acquiring Fund are registered, non-diversified closed-end management investment companies under the 1940 Act. During normal market conditions, at least 80% of each Fund's net assets will be invested in municipal obligations exempt from federal income taxes, including the alternative minimum tax (the "AMT") and, in the case of the MA Acquired Fund, Massachusetts state personal income tax, and, in the case of the MI Acquired Fund, Michigan State and city income and single business taxes and rated A or better by Moody's Investors Service, Inc. ("Moody's"), S&P Global Ratings ("S&P") or Fitch Ratings ("Fitch"). When a § municipal obligation is split rated (meaning rated in different categories by Moody's, S&P or Fitch) the Funds will deem the higher rating to apply. The Acquiring Fund does not seek to provide income exempt from either Acquired Fund's particular state and local taxes and, following the Reorganizations, former shareholders of each Acquired Fund will lose favorable tax treatment in the particular state in which he or she resides. Accordingly, following the Reorganizations, shareholders of the MA Acquired Fund who reside in Massachusetts will lose favorable tax treatment in Massachusetts and shareholders of the MI Acquired Fund who reside in Michigan will lose favorable tax treatment in Michigan.

Under normal market conditions, the Acquired Funds and the Acquiring Fund expect to be fully invested (at least 95% of its net assets) in accordance with its investment objective. The Acquired Funds and the Acquiring Fund may invest up to 20% of their respective net assets in unrated obligations deemed by Eaton Vance to be of investment grade quality (i.e., rated Baa or higher by Moody's or BBB or higher by S&P or Fitch). Each Fund seeks at all times to avoid investments in any obligation the interest on which is subject to AMT.

Each Acquired Fund will not invest in municipal obligations that are collateralized by the proceeds from class action or other litigation against the tobacco industry. The Acquiring Fund has no such restriction, although it does not currently hold any such obligations and has no current intention to acquire them.

The Acquired Funds and the Acquiring Fund may purchase derivative instruments, which derive their value from another instrument, security or index, including financials futures contracts and related options, interest rate swaps and forward rate contracts. The Acquired Funds and the Acquiring Fund also may invest in residual interests of a trust (the "trust") that holds municipal securities ("residual interest bonds" or "RIBs"). The trust will also issue floating-rate notes ("Floating-Rate Notes") to third parties that may be senior to a Fund's residual interest ("inverse floaters"). See "Residual Interest Bonds" in the table following "Comparison of the Funds: Investment Objectives and Policies" below. The Acquired Funds and the Acquiring Fund may purchase and sell financial futures contracts and related options, including futures contracts and related options based on various debt securities and securities indices, as well as interest rate swaps and forward rate contracts, to seek to hedge against changes in interest rates or for other risk management purposes.

§ *Purchase and Sale of Fund Shares.* Purchase and sale procedures for the common shares of the Acquired Funds and the Acquiring Fund are identical. Investors typically purchase and sell common shares of such Funds through a

registered broker-dealer on the NYSE American, or may purchase or sell common shares through privately-negotiated transactions with existing shareholders. Each Acquired Fund currently has IMTP outstanding. The Acquiring Fund does not have IMTP outstanding.

Redemption Procedures. Redemption procedures for each Acquired Fund and the Acquiring Fund are also similar. The common shares of the Acquired Funds and the Acquiring Fund have no redemption rights. However, the Trustees of the Acquired Funds and the Acquiring Fund may consider open market share repurchases of, or tendering for, common shares to seek to reduce or eliminate any discount in the marketplace of the common shares from the NAV thereof. The Acquired Funds and the Acquiring Fund's ability to repurchase, or tender for, its common shares may be limited by the 1940 Act asset coverage requirements and, in the case of Acquired Fund, by the certain provisions in its Bylaws governing the IMTP. On November 11, 2013, the Boards of Trustees of the Acquired Funds and the Acquiring Fund authorized the repurchase by each Fund of up to 10% of its then currently outstanding common shares in open-market transactions at a discount to NAV. The repurchase program does not obligate either of the Acquired Funds or the Acquiring Fund to purchase a specific amount of shares.

The Board of Trustees of each Acquired Fund believes that the proposed Reorganizations are in the best interests of the Acquired Funds for the reasons described herein and have recommended that the Acquired Funds' shareholders vote FOR this proposal.

PROPOSAL 1

APPROVE AGREEMENT AND PLAN OF REORGANIZATION

The Board of each Fund, including the Trustees who are not “interested persons” (as defined in the Investment Company Act of 1940, as amended (the “1940 Act”)) of the Fund (the “Independent Trustees”), has approved the Plan with respect to the relevant Reorganization. If the shareholders of the MA Acquired Fund and MI Acquired Fund approve the Plan, then the Acquired Funds will merge with and into the Merger Subsidiary pursuant to the Delaware merger statute, with the Merger Subsidiary being the surviving entity. Common shareholders of the Acquired Funds will receive shares of beneficial interest of the Acquiring Fund (the “Merger Shares”)(including fractional shares if applicable). The Merger Subsidiary will then merge with and into the Acquiring Fund, with the Merger Subsidiary distributing its assets to the Acquiring Fund, and the Acquiring Fund assuming the liabilities of the Merger Subsidiary. Each Acquired Fund will then terminate its registration under the 1940 Act and dissolve under Massachusetts law. The aggregate NAV of Merger Shares received in a Reorganization will equal the aggregate NAV of the relevant Acquired Fund’s common shares held immediately prior to the Reorganization.

The Reorganizations of the MA Acquired Fund and MI Acquired Fund into the Acquiring Fund are separate and independent transactions. Approval of a Reorganization by shareholders of one Acquired Fund is not required for the other Acquired Fund to consummate its Reorganization.

Each Acquired Fund has begun redeeming its outstanding IMTP at the liquidation preference of such shares, plus any accumulated unpaid dividends or other distributions. Each Acquired Fund intends to continue redeeming IMTP opportunistically until the time of the Reorganizations. Any remaining outstanding IMTP will be redeemed in conjunction with the Reorganizations. The Acquiring Fund is expected to employ leverage following the Reorganization(s) at a level similar to the Acquired Funds, so the IMTP redemptions and the Reorganization(s) are not expected to have a material direct effect on the level of leverage to which the Acquired Funds’ shareholders are exposed.

The Reorganizations seek to combine three similar Funds and are expected to achieve certain economies of scale and other operational efficiencies. The Reorganizations have been considered by the Acquired Funds’ Boards. Each Fund’s Board, including the Independent Trustees, concluded that the relevant Reorganization(s) would be in the best interests of the Fund and that the interests of the Fund’s existing shareholders would not be diluted as a result of the Reorganizations. In making these determinations, the Boards considered a number of factors, including the following:

Continuity of Objectives, Restrictions and Policies. The Acquired Funds and the Acquiring Fund have similar investment objectives, policies, restrictions and risk profiles. Each Fund invests primarily in municipal obligations exempt from federal income taxes, including the alternative minimum tax (the “AMT”) and, in the case of the MA Acquired Fund, Massachusetts state personal income tax, and, in the case of the MI Acquired Fund, Michigan State and city income and single business taxes. The Acquiring Fund does not seek to provide income exempt from each Acquired Fund’s particular state and local taxes and, following the Reorganizations, former shareholders of each Acquired Fund will lose favorable tax treatment in the particular state in which he or she resides. Accordingly, following the Reorganizations, shareholders of the MA Acquired Fund, who reside in Massachusetts, will lose favorable tax treatment in Massachusetts and shareholders of the MI Acquired Fund, who reside in Michigan, will lose favorable tax treatment in Michigan.

A distinction between the Funds' policies is that the Acquiring Fund may invest in municipal obligations that are collateralized by the proceeds from class action or other litigation against the tobacco industry, while the Acquired Funds may not. [The Acquiring Fund currently does not hold any tobacco bonds.] Another distinction between the Funds is that each Acquired Fund has issued IMTP and residual interest bond ("RIB") transactions to create investment leverage, while the Acquiring Fund has entered into RIB transactions to create leverage but has no IMTP outstanding. The use of RIBs to replace IMTP is expected to benefit common shareholders because over the long term the cost of RIB financing is expected to be lower than the costs of IMTP financing at the currently applicable rates.

Effect on Fund Fees and Expenses. After the Reorganizations, the surviving Acquiring Fund is expected to have a lower total expense ratio than the Acquired Funds prior to the Reorganization. Although the Acquiring Fund's annual contractual advisory fee rate is 0.05% higher than that of each Acquired Fund, the Acquiring Fund has a substantially lower overall expense ratio than each Acquired Fund (inclusive of IMTP dividends). After the Reorganizations, each Acquired Fund's former common shareholders would realize an immediate decrease in Fund expenses, which is expected to continue to be lower than each Acquired Fund's total expense ratio. On balance, each Acquired Fund's shareholders are expected to benefit from meaningfully reduced total expenses as a percentage of NAV as a result of its Reorganization. Although the Acquiring Fund's total expense ratio is expected to remain the same immediately after the Reorganization(s), the Reorganization(s) would result in the addition of assets to Acquiring Fund, which is expected to allow the Fund to spread certain fixed expenses across a larger asset base, potentially leading to economies of scale in the longer term. When including consideration paid on IMTP dividends for the twelve-month period ended March 31, 2018, the MA Acquired Fund's expense ratio on total managed assets was 1.84%, the MI Acquired Fund's expense ratio on total managed assets was 1.97% and the Acquiring Fund's expense ratio on total managed assets was 1.53%. The estimated expense ratio on total managed assets of the Acquiring Fund if both Reorganizations are completed is 1.52%, representing a reduction of about 0.32% for the MA Acquired Fund and 0.45% for the MI Acquired Fund. If only the MA Acquired Fund is reorganized into the Acquiring Fund, the Acquiring Fund's estimated expense ratio on total managed assets is 1.53% following the Reorganization, representing a reduction of about 0.31%. In addition, if only the MI Acquired Fund merges into the Acquiring Fund, the Acquiring Fund's estimated expense ratio on total managed assets following the Reorganization is 1.53% representing a reduction of about 0.44%. At current asset and leverage levels, the Reorganizations would result in the aggregate in an increase of approximately \$38,000 (\$20,000 on the MA Acquired Fund and \$18,000 on the MI Acquired Fund) in advisory fee revenue annually to Eaton Vance.

Possible Reduction or Elimination of Trading Discounts to NAV per Share. Over time, the Funds' premiums/discounts to NAV have varied. It is possible that combining the Funds (the "Combined Fund") would tend to have a positive effect on premiums or discounts by increasing the Combined Fund's size and secondary trading market volumes. While it is not possible to predict trading levels at the time the Reorganization(s) close, a significant reduction or elimination in trading discount would be in the best interest of the Funds' common shareholders. There can be no assurance, however, that after the Reorganizations, the common shares of the Combined Fund will trade at a premium to NAV, or at a smaller discount to NAV than is currently the case for each Acquired Fund's common shares.

Relative Investment Performance. The Acquiring Fund's total return at NAV for the one-, three-, five- and ten-year periods ended March 31, 2018 exceeded that of the MA Acquired Fund. The MI Acquired Fund outperformed the Acquiring Fund for all but the ten-year period ended March 31, 2018.

Redemption of each Acquired Fund's IMTP. In advance of or in conjunction with the Reorganizations, each Acquired Fund's holders of IMTP will receive cash at the liquidation preference of such shares, plus any accumulated unpaid dividends or other distributions. No IMTP are expected to remain outstanding following the Reorganizations. As noted above, replacing each Acquired Fund's IMTP with RIBs also is expected to benefit common shareholders.

No Expected NAV Dilution. Because the Merger Shares will be issued to an Acquired Fund's shareholders in exchange for Acquired Fund's net assets in amounts based on NAV, the Reorganizations will not result in any NAV dilution to shareholders of the Funds.

Tax-Free Reorganization. The Acquired Funds will obtain opinions of counsel to the effect that the Reorganizations will be treated as tax-free reorganizations pursuant to Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Accordingly, other than with respect to holders of IMTP shares, no gain or loss is expected to be recognized by each Acquired Fund or its shareholders as a direct result of the Reorganizations, and the tax basis and

holding period of a shareholder's Acquired Fund shares are expected to carry over to the Acquiring Fund shares the shareholder receives in the Reorganization. The receipt of cash consideration by an Acquired Fund's IMTP holders is a taxable exchange, and holders of the IMTP shares will recognize gain or loss based on the difference, if any, between the cash they receive in a Reorganization and their tax basis in their IMTP shares.

Economies of Scale and Other Potential Benefits. The Combined Fund could offer economies of scale that may lead to lower per share expenses for common shareholders of the Funds. Such economies may be realized with respect to NYSE American listing fees, printing fees, costs for legal, auditing, custodial and administrative services, and miscellaneous fees. In addition, the greater asset size of the Combined Fund may allow it, relative to each Fund individually, to obtain better net prices on securities trades and achieve greater diversification of portfolio holdings.

Terms of the Plan and Cost Allocation. The Acquired Funds' Boards considered the terms and conditions of each Plan and the costs associated with each Reorganization, which (excluding any trading costs associated with repositioning the Acquiring Fund's portfolio) are to be borne by the relevant Acquired Fund's common shareholders, and are estimated to be approximately \$70,000 per Acquired Fund. The Trustees noted that because of the alignment between the Funds' objectives and strategies, the Acquiring Fund is expected to retain substantially all of the assets acquired in the Reorganization(s). As a result, the costs of portfolio rebalancing are expected to be minimal.

Effect on Eaton Vance. The Acquired Funds' Boards also considered the effect of the Reorganization(s) on the Funds' investment adviser, Eaton Vance. The Adviser may achieve cost savings due to the Combined Fund's lower fixed costs, which may result in reduced costs resulting from a consolidated portfolio management effort. The Board also considered that, after the Reorganizations, Eaton Vance will continue to collect advisory fees on the Acquired Funds' assets acquired by the Acquiring Fund pursuant to the Reorganizations. As noted above, at current asset and leverage levels, the Reorganizations would result in an aggregate increase of approximately \$38,000 (\$20,000 on the MA Acquired Fund and \$18,000 on the MI Acquired Fund) in advisory fee revenue annually to Eaton Vance.

Continuity of Management and Administration. Eaton Vance is the investment adviser of each Acquired Fund and the Acquiring Fund and intends to manage the Combined Fund in substantially the same manner as the Acquired Funds and the Acquiring Funds prior to the Reorganizations, subject to differences in the Funds' strategies. For MA Acquired Fund there will also be continuity in portfolio management, as Craig R. Brandon manages the MA Acquired Fund and Acquiring Fund. Eaton Vance is also the administrator of the Funds and provides the same administrative services to both. Eaton Vance and its applicable personnel are expected to continue to provide these administrative services to the Combined Fund following the Reorganization(s), such that an Acquired Fund and all shareholders will continue to receive at least the same scope and quality of administrative services before and after the Reorganization(s).

Fund Income Available for Distributions. The Trustees considered that, based on data for the six months ended March 31, 2018, the Combined Fund is expected to have greater net income per common share than either the Acquiring Fund or the Acquired Funds prior to the Reorganization. However, there is no assurance that the Trustees will determine to increase or not decrease Acquiring Fund's common share distribution following the Reorganization.

The Boards of the Acquired Funds recommend that shareholders of the Acquired Funds approve the proposed Reorganizations at the Joint Special Meeting of the Shareholders to be held on October 12, 2018. The Reorganizations of MA Acquired Fund and MI Acquired Fund into the Acquiring Fund are each a separate and independent transaction. Approval of a Reorganization by shareholders of one Acquired Fund is not required for the other Acquired Fund to consummate its Reorganization. Shareholder approval of a Reorganization requires, with respect to the relevant Acquired Fund, the vote of the holders of at least a "majority of the outstanding" (as defined in the 1940 Act) common shares. Subject to the requisite approval of the shareholders, it is expected that the closing date of the Reorganizations will be several weeks following the October 12, 2018 shareholder vote or later if the meeting is adjourned or postponed.

Comparison of the Funds:

Investment Objectives and Policies

The investment objectives, investment policies and risks of the Funds are similar, except as described below. During normal market conditions, at least 80% of each Fund's net assets will be invested in municipal obligations, the interest on which is exempt from federal income tax, including AMT, and in the case of the MA Acquired Fund, Massachusetts state personal income tax, and in the case of the MI Acquired Fund, Michigan state and city income taxes and the net income tax portion of the Michigan business tax and rated A or better by Moody's, S&P or Fitch. When a municipal obligation is split rated (meaning rated in different categories by Moody's, S&P or Fitch) the Funds will deem the higher rating to apply. Under normal market conditions, each Fund expects to be fully invested (at least 95% of its net assets) in accordance with its investment objective. Each Fund may invest up to 20% of its net assets in unrated obligations deemed by Eaton Vance to be of investment grade quality (i.e., rated Baa or higher by Moody's or BBB or higher by S&P or Fitch). When a municipal obligation is split rated (meaning rated in different categories by Moody's, S&P or Fitch) the Funds will deem the higher rating to apply. Except as set forth below, each Fund's investment objectives and policies may be changed by the Board of Trustees without a shareholder vote. Set forth below is a comparison of the Funds, including their investment objectives, policies, fundamental investment restrictions and other pertinent factors.

	MA Acquired Fund	MI Acquired Fund	Acquiring Fund
Business	Non-diversified, closed-end management investment company organized as a Massachusetts business trust.		
Investment objective	To provide current income exempt from federal income tax, including AMT and Massachusetts state personal income tax.	To provide current income exempt from federal income tax, including AMT and Michigan state and city income taxes and the net income tax portion of the Michigan business tax.	To provide current income exempt from federal income tax, including AMT.
Net assets attributable to common shares as of March 31, 2018	\$25.9 million	\$22.4 million	\$903.2 million
Listing (common shares)	NYSE American (ticker symbol "MAB")	NYSE American (ticker symbol "MIW")	NYSE American (ticker symbol "EIM")
IMTP	One series, rated AAA by S&P and Fitch		None
Fiscal year end	September 30		
Investment adviser	Eaton Vance Management		

	MA Acquired Fund	MI Acquired Fund	Acquiring Fund
	Craig R. Brandon, CFA	Cynthia J. Clemson	Craig R. Brandon, CFA
Portfolio manager	Mr. Brandon has been an Eaton Vance analyst since 1998 and a portfolio manager since 2004, and is a Vice President of Eaton Vance.	Ms. Clemson is a vice president of Eaton Vance, co-director of municipal investments and portfolio manager on Eaton Vance's municipal bond team. Ms. Clemson began her career in the investment management industry with Eaton Vance in 1985.	Mr. Brandon has been an Eaton Vance analyst since 1998 and a portfolio manager since 2004, and is a Vice President of Eaton Vance.

The Funds invest in municipal obligations, which includes bonds, notes and commercial paper issued by a municipality, a group of municipalities or participants in qualified issues of tax-exempt debt for a wide variety of both public and private purposes, the interest on which is, in the opinion of issuer's counsel (or on the basis of other reliable authority), exempt from federal income tax, including AMT, and in the case of the MA Acquired Fund, Massachusetts state personal income tax, and in the case of the MI Acquired Fund, the Michigan state and city income taxes and the net income tax portion of the Michigan business tax.

Primary investments The Funds may also invest in municipal obligations issued by United States territories (such as Puerto Rico or Guam) the interest on which is exempt from federal income tax and, in the case of the Acquired Funds, applicable state taxes.

Investment strategy Public purpose municipal bonds include general obligation and revenue bonds. General obligation bonds are backed by the taxing power of the issuing municipality. Revenue bonds are backed by the revenues of a project or facility or from the proceeds of a specific revenue source. Some revenue bonds are payable solely or partly from funds that are subject to annual appropriations by a state's legislature. Municipal notes include bond anticipation, tax anticipation and revenue anticipation notes (short-term obligations that will be retired with the proceeds of an anticipated bond issue, tax revenue or facility revenue, respectively).

During normal market conditions, at least 80% of each Fund's net assets will be invested in municipal obligations, the interest on which is exempt from federal income tax, including AMT, and in the case of the MA Acquired Fund, Massachusetts state personal income tax, and in the case of the MI Acquired Fund, Michigan state and city income taxes and the net income tax portion of the Michigan business tax and rated A or better by Moody's Investors Service, Inc. ("Moody's"), S&P Global Ratings ("S&P") or Fitch Ratings ("Fitch"). When a municipal obligation is split rated (meaning rated in different categories by Moody's, S&P or Fitch) the Funds will deem the higher rating to apply. Under normal market conditions, the Funds expect to be fully invested (at least 95% of its net assets) in accordance with its investment objective. Each Fund may invest up to 20% of its net assets in unrated obligations deemed by Eaton Vance to be of investment grade quality (i.e., rated Baa or higher by Moody's or BBB or higher by S&P or Fitch).

The foregoing credit quality policies apply only at the time a security is purchased, and a Fund is not required to dispose of a security in the event that a rating agency downgrades its assessment of the credit characteristics of a particular issue or withdraws its assessment. In determining whether to retain or sell such a security, Eaton Vance may consider such factors as Eaton Vance's assessment of the credit quality

of the issuer of such security, the price at which such security could be sold and the rating, if any, assigned to such security by Rating Agencies.

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	MA Acquired Fund	MI Acquired Fund	Acquiring Fund
Tobacco settlement-related debt	The Acquired Funds will not invest in municipal obligations that are collateralized by the proceeds from class action or other litigation against the tobacco industry (“tobacco bonds”).		The Acquiring Fund is not prohibited from investing in tobacco bonds, but currently does not invest in any such bonds.
Residual interest bonds			Each Fund may invest in residual interests of a trust (the “trust”) that holds municipal securities (“RIBs”). The trust will also issue Floating-Rate Notes to third parties that may be senior to a Fund’s residual interest. A Fund receives interest payments on RIBs that bear an inverse relationship to the interest rate paid on the Floating-Rate Notes (“inverse floaters”). Typically, a Fund will sell a municipal bond to the trust to create the RIB. As a result of Financial Accounting Standards Statement No. 140 (“FAS 140”), interest paid by the trust to the Floating-Rate Note holders may be reflected as income in a Fund’s financial statements with an offsetting expense for the interest paid by the trust to the Floating-Rate Note holders. The Fund will hold the RIB residuals and may use the proceeds of the sale of RIB floaters for investment purposes. Each Fund may do so to create investment leverage. See “Leverage” below. The RIB floaters are subject to a liquidity backstop financing facility provided by a major financial institution.
Leverage			Each Fund uses leverage to seek opportunities for increased net income. The Acquired Funds have created leverage by issuing IMTP and by also issuing RIBs, as described above. The Acquiring Fund invests in RIBs, but does not have any outstanding preferred shares, including any outstanding IMTP. The use of leverage involves special risks. It is expected that each Acquired Fund’s IMTP will be redeemed at the time of in advance of the relevant Reorganization. See “Leverage Risk” under “Risk Factors and Special Considerations” below.
Municipal leases			Each Fund may invest in municipal leases and participations therein. Municipal leases are obligations in the form of a lease or installment purchase arrangement which is issued by the state or local government to acquire equipment and facilities.
Investment companies			Each Fund may purchase common shares of closed-end investment companies that have investment objectives and policies similar to those of the Fund. In addition to providing tax-exempt income, such securities may provide capital appreciation. Such investments, which may also be leveraged and subject to the same risks as each Fund, will not exceed 10% of total assets, and no such company will be affiliated with Eaton Vance. These companies bear fees and expenses that the Fund will incur indirectly.
Illiquid securities			Each Fund does not have a limitation on its assets that may be invested in securities which are not readily marketable or are subject to restrictions on resale.
When-issued purchases			Each Fund may purchase securities on a “when-issued” basis, which means that payment and delivery occur on a future settlement date. The price and yield of such securities are generally fixed on the date of commitment to purchase. However, the market value of the securities may fluctuate prior to delivery and upon delivery the securities may be worth more or less than what a Fund agreed to pay for them. Each Fund may be required to maintain a segregated account of liquid assets equal to outstanding purchase commitments. Each Fund may also purchase instruments that give the Fund the option to purchase a municipal obligation when and if issued.

MA Acquired Fund MI Acquired Fund Acquiring Fund

Active trading

Each Fund’s portfolio manager makes portfolio adjustments that reflect the Fund’s investment strategy, but does not trade securities for the Fund for the purpose of seeking short-term profits. However, if a Fund is required to sell assets to effect mandatory redemptions to repurchase common shares, or IMTP, in the case of each Acquired Fund, the Fund’s portfolio turnover may be higher than would otherwise be the case.

The portfolio turnover rates for MA Acquired Fund, MI Acquired Fund and Acquiring Fund for the fiscal year ended September 30, 2017 were 6%, 12% and 6%, respectively.

Futures and related options

Each Fund may purchase and sell various kinds of financial futures contracts and options thereon to seek to hedge against changes in interest rates or for other risk management purposes. For example, futures contracts may sometimes be used to seek to reduce the additional long-term interest rate risk the Fund bears by holding residual interest municipal bonds. Futures contracts may be based on various debt securities and securities indices (such as the Municipal Bond Index traded on the Chicago Board of Trade). Such transactions involve a risk of loss or depreciation due to unanticipated adverse changes in securities prices, which may exceed a Fund’s initial investment in these contracts. A Fund will only purchase or sell futures contracts or related options in compliance with the rules of the Commodity Futures Trading Commission. These transactions involve transaction costs. There can be no assurance that Eaton Vance’s use of futures will be advantageous to a Fund. Distributions by a Fund of any gains realized on the Fund’s transactions in futures and options on futures will be taxable. Rating Agency guidelines on any preferred shares issued by the Fund may limit use of these transactions.

Interest rate swaps and forward rate contracts

Interest rate swaps involve the exchange by a Fund with another party of their respective commitments to pay or receive interest, *e.g.*, an exchange of fixed rate payments for floating-rate payments. Each Fund will only enter into interest rate swaps on a net basis, *i.e.*, the two payment streams are netted out with the Fund receiving or paying, as the case may be, only the net amount of the two payments. Each Fund may also enter forward rate contracts. Under these contracts, the buyer locks in an

interest rate at a future settlement date. If the interest rate on the settlement date exceeds the lock rate, the buyer pays the seller the difference between the two rates. If the lock rate exceeds the interest rate on the settlement date, the seller pays the buyer the difference between the two rates. Any such gain received by a Fund would generally be taxable.

If the other party to an interest rate swap or forward rate contract defaults, a Fund's risk of loss consists of the net amount of payments that the Fund is contractually entitled to receive. The net amount of the excess, if any, of each Fund's obligations over its entitlements will be maintained in a segregated account by the Fund's custodian. Each Fund will not enter into any interest rate swap or forward rate contract unless the claims-paying ability of the other party thereto is considered to be investment grade by Eaton Vance. If there is a default by the other party to such a transaction, a Fund will have contractual remedies pursuant to the agreements related to the transaction. These instruments are traded in the over-the-counter market.

Under unusual market conditions, a Fund may invest up to 100% of assets in cash or cash equivalents temporarily. Cash equivalents are highly liquid, short-term securities such as commercial paper, certificates of deposit, short-term notes and short-term U.S. Government obligations. These securities may be subject to federal income, state income and/or other taxes. Each Fund may borrow money subject to the requirements of the 1940 Act.

Temporary defensive positions

Borrowings

	MA Acquired Fund	MI Acquired Fund	Acquiring Fund
Breakdown on Credit Quality ¹	AAA – 12.3%	AAA – 15.1%	
	AA – 57.5%	AA – 63.1%	
	A – 15.7%	A – 9.2%	
	BBB – 5.7%	BBB – 2.1%	
	BB – 3.0%	BB – 0.0%	
	Not Rated – 5.8%	Not Rated – 10.5%	