



**INFORMATION INCLUDED IN THE REPORT**

**Explanatory Note**

The undersigned registrant hereby amends and restates its current report on Form 8-K filed with the Securities and Exchange Commission on February 21, 2008.

**Item 9.01. Financial Statements and Exhibits**

Registrant has issued a correction to its results of operations for the three months ended January 31, 2008, as described in Registrant's news release dated February 21, 2008, a copy of which is filed herewith as Exhibit 99.1 and incorporated herein by reference.

<u>Exhibit No.</u>	<u>Document</u>
99.1	Press release issued by the Registrant dated February 21, 2008.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

**EATON VANCE CORP.**  
(Registrant)

Date: February 21, 2008

/s/ Robert J. Whelan  
Robert J. Whelan, Chief Financial Officer

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EXHIBIT INDEX

Each exhibit is listed in this index according to the number assigned to it in the exhibit table set forth in Item 601 of Regulation S-K. The following exhibit is filed as part of this Report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Copy of Registrant's news release dated February 21, 2008.

**Exhibit 99.1**

**February 21, 2008**

**FOR IMMEDIATE RELEASE**

**EATON VANCE CORP.**

**ISSUES CORRECTION TO REPORT FOR THE THREE MONTHS ENDED JANUARY 31, 2008**

**Boston, MA (NYSE:EV)** Eaton Vance issued a correction to a sentence that appeared in a press release issued earlier today. The second sentence in the first paragraph under the heading **First Quarter Highlights** of the press release entitled **Eaton Vance Corp. Report for the Three Months Ended January 31, 2008** should have read as follows:

Floating-rate bank loan open-end funds experienced net outflows of \$0.9 billion, while fixed income open-end funds experienced net inflows of \$0.1 billion in the first quarter of fiscal 2008.

The following is the sentence as it appeared in the earlier press release today:

Floating-rate bank loan funds and fixed income funds experienced net outflows of \$1.2 billion and \$1.3 billion, respectively, in the first quarter of fiscal 2008.

Eaton Vance Corp., a Boston-based investment management firm, is traded on the New York Stock Exchange under the symbol EV. Through its subsidiaries, Eaton Vance Corp. manages funds and separate accounts for individual and institutional clients.