

Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Eaton Vance Tax-Managed Diversified Equity Income Fund  
Form N-PX  
August 14, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21832

NAME OF REGISTRANT: Eaton Vance Tax-Managed Diversified  
Equity Income Fund

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2016 - 06/30/2017

Eaton Vance Tax-Managed Diversified Equity Income Fund

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ALTRIA GROUP, INC.

Agen

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Security: 02209S103  
Meeting Type: Annual  
Meeting Date: 18-May-2017  
Ticker: MO  
ISIN: US02209S1033  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GERALD L. BALILES	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARTIN J. BARRINGTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN T. CASTEEN III	Mgmt	For
1D.	ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Mgmt	For

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1F.	ELECTION OF DIRECTOR: DEBRA J. KELLY-ENNIS	Mgmt	For
1G.	ELECTION OF DIRECTOR: W. LEO KIELY III	Mgmt	For
1H.	ELECTION OF DIRECTOR: KATHRYN B. MCQUADE	Mgmt	For
1I.	ELECTION OF DIRECTOR: GEORGE MUNOZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Mgmt	For
1K.	ELECTION OF DIRECTOR: VIRGINIA E. SHANKS	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	NON-BINDING ADVISORY VOTE TO APPROVE THE COMPENSATION OF ALTRIA'S NAMED EXECUTIVE OFFICERS	Mgmt	For
4.	NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF ALTRIA'S NAMED EXECUTIVE OFFICERS	Mgmt	1 Year
5.	SHAREHOLDER PROPOSAL - ADVERTISING IN MINORITY/ LOW INCOME NEIGHBORHOODS	Shr	Against

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 AMAZON.COM, INC.

Agen

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 Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 23-May-2017  
 Ticker: AMZN  
 ISIN: US0231351067  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1E.	ELECTION OF DIRECTOR: DANIEL P. HUTTENLOCHER	Mgmt	For
1F.	ELECTION OF DIRECTOR: JUDITH A. MCGRATH	Mgmt	For
1G.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For

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1I.	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
1J.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
5.	APPROVAL OF THE COMPANY'S 1997 STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED	Mgmt	For
6.	SHAREHOLDER PROPOSAL REGARDING A REPORT ON USE OF CRIMINAL BACKGROUND CHECKS IN HIRING DECISIONS	Shr	Against
7.	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY AS AN EXECUTIVE COMPENSATION PERFORMANCE MEASURE	Shr	Against
8.	SHAREHOLDER PROPOSAL REGARDING VOTE-COUNTING PRACTICES FOR SHAREHOLDER PROPOSALS	Shr	Against

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AMERICAN FINANCIAL GROUP, INC.

Agen

Security: 025932104  
Meeting Type: Annual  
Meeting Date: 23-May-2017  
Ticker: AFG  
ISIN: US0259321042

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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR CARL H. LINDNER III S. CRAIG LINDNER KENNETH C. AMBRECHT JOHN B. BERDING JOSEPH E. CONSOLINO VIRGINIA C. DROSOS JAMES E. EVANS TERRY S. JACOBS GREGORY G. JOSEPH WILLIAM W. VERITY JOHN I. VON LEHMAN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For

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- |    |  |      |        |
|----|--|------|--------|
| 3. | ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS.                               | Mgmt | For    |
| 4. | ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON COMPENSATION OF NAMED EXECUTIVE OFFICERS. | Mgmt | 1 Year |

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 APPLE INC.

Agen

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 Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 28-Feb-2017  
 Ticker: AAPL  
 ISIN: US0378331005  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES BELL	Mgmt	For
1B.	ELECTION OF DIRECTOR: TIM COOK	Mgmt	For
1C.	ELECTION OF DIRECTOR: AL GORE	Mgmt	For
1D.	ELECTION OF DIRECTOR: BOB IGER	Mgmt	For
1E.	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
1F.	ELECTION OF DIRECTOR: ART LEVINSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: RON SUGAR	Mgmt	For
1H.	ELECTION OF DIRECTOR: SUE WAGNER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS APPLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
5.	A SHAREHOLDER PROPOSAL ENTITLED "CHARITABLE GIVING - RECIPIENTS, INTENTS AND BENEFITS"	Shr	Against
6.	A SHAREHOLDER PROPOSAL REGARDING DIVERSITY AMONG OUR SENIOR MANAGEMENT AND BOARD OF DIRECTORS	Shr	Against
7.	A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS AMENDMENTS"	Shr	For
8.	A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVE COMPENSATION REFORM"	Shr	Against

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9. A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK" Shr For

BERKSHIRE HATHAWAY INC. Agen

Security: 084670702  
 Meeting Type: Annual  
 Meeting Date: 06-May-2017  
 Ticker: BRKB  
 ISIN: US0846707026

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WARREN E. BUFFETT CHARLES T. MUNGER HOWARD G. BUFFETT STEPHEN B. BURKE SUSAN L. DECKER WILLIAM H. GATES III DAVID S. GOTTESMAN CHARLOTTE GUYMAN THOMAS S. MURPHY RONALD L. OLSON WALTER SCOTT, JR. MERYL B. WITMER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DESCRIBED IN THE 2017 PROXY STATEMENT.	Mgmt	For
3.	NON-BINDING RESOLUTION TO DETERMINE THE FREQUENCY (WHETHER ANNUAL, BIENNIAL OR TRIENNIAL) WITH WHICH SHAREHOLDERS OF THE COMPANY SHALL BE ENTITLED TO HAVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS.	Shr	Against
5.	SHAREHOLDER PROPOSAL REGARDING METHANE GAS EMISSIONS.	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING DIVESTING OF INVESTMENTS IN COMPANIES INVOLVED WITH FOSSIL FUELS.	Shr	Against

C.H. ROBINSON WORLDWIDE, INC. Agen

Security: 12541W209

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 11-May-2017  
 Ticker: CHRW  
 ISIN: US12541W2098

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SCOTT P. ANDERSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: ROBERT EZRILOV	Mgmt	For
1C.	ELECTION OF DIRECTOR: WAYNE M. FORTUN	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARY J. STEELE GUILFOILE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JODEE A. KOZLAK	Mgmt	For
1F.	ELECTION OF DIRECTOR: BRIAN P. SHORT	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES B. STAKE	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN P. WIEHOFF	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THAT AN ADVISORY VOTE ON THE COMPENSATION OF NAMED EXECUTIVE OFFICERS BE CONDUCTED ON AN ANNUAL BASIS.	Mgmt	1 Year
4.	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
5	REPORT ON THE FEASIBILITY OF GHG DISCLOSURE AND MANAGEMENT	Shr	Abstain

CATERPILLAR INC.

Agen

Security: 149123101  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2017  
 Ticker: CAT  
 ISIN: US1491231015

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID L. CALHOUN	Mgmt	For
1B.	ELECTION OF DIRECTOR: DANIEL M. DICKINSON	Mgmt	For

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1C.	ELECTION OF DIRECTOR: JUAN GALLARDO	Mgmt	For
1D.	ELECTION OF DIRECTOR: JESSE J. GREENE, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: JON M. HUNTSMAN, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: DENNIS A. MUILENBURG	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM A. OSBORN	Mgmt	For
1H.	ELECTION OF DIRECTOR: DEBRA L. REED	Mgmt	For
1I.	ELECTION OF DIRECTOR: EDWARD B. RUST, JR.	Mgmt	For
1J.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1K.	ELECTION OF DIRECTOR: JIM UMPLEBY	Mgmt	For
1L.	ELECTION OF DIRECTOR: MILES D. WHITE	Mgmt	For
1M.	ELECTION OF DIRECTOR: RAYFORD WILKINS, JR.	Mgmt	For
2.	RATIFY THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
5.	APPROVE THE AMENDED AND RESTATED CATERPILLAR INC. 2014 LONG-TERM INCENTIVE PLAN.	Mgmt	For
6.	SHAREHOLDER PROPOSAL - PROVIDE A REPORT OF LOBBYING ACTIVITIES.	Shr	Against
7.	SHAREHOLDER PROPOSAL - DECREASE PERCENT OF OWNERSHIP REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING.	Shr	For
8.	SHAREHOLDER PROPOSAL - PROVIDE A REPORT OF LOBBYING PRIORITIES.	Shr	Against
9.	SHAREHOLDER PROPOSAL - INCLUDE SUSTAINABILITY AS A PERFORMANCE MEASURE UNDER EXECUTIVE INCENTIVE PLANS.	Shr	Against
10.	SHAREHOLDER PROPOSAL - AMEND THE COMPANY'S COMPENSATION CLAWBACK POLICY.	Shr	For
11.	SHAREHOLDER PROPOSAL - ADOPT A PERMANENT POLICY THAT THE CHAIRMAN BE INDEPENDENT.	Shr	For

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 CELGENE CORPORATION  
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Agen

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Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2017  
 Ticker: CELG  
 ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ROBERT J. HUGIN MARK J. ALLES RICHARD W BARKER D PHIL MICHAEL W. BONNEY MICHAEL D. CASEY CARRIE S. COX MICHAEL A. FRIEDMAN, MD JULIA A. HALLER, M.D. GILLA S. KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld For Withheld For Withheld For Withheld
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S STOCK INCENTIVE PLAN.	Mgmt	For
4.	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
6.	STOCKHOLDER PROPOSAL TO REQUEST A BY-LAW PROVISION LIMITING MANAGEMENT'S ACCESS TO VOTE TALLIES PRIOR TO THE ANNUAL MEETING WITH RESPECT TO CERTAIN EXECUTIVE PAY MATTERS, DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Shr	Against

CHEVRON CORPORATION

Agen

Security: 166764100  
 Meeting Type: Annual  
 Meeting Date: 31-May-2017  
 Ticker: CVX  
 ISIN: US1667641005

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: W. M. AUSTIN	Mgmt	For



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1B.	ELECTION OF DIRECTOR: L. F. DEILY	Mgmt	For
1C.	ELECTION OF DIRECTOR: R. E. DENHAM	Mgmt	For
1D.	ELECTION OF DIRECTOR: A. P. GAST	Mgmt	For
1E.	ELECTION OF DIRECTOR: E. HERNANDEZ, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: J. M. HUNTSMAN JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: C. W. MOORMAN IV	Mgmt	For
1H.	ELECTION OF DIRECTOR: D. F. MOYO	Mgmt	For
1I.	ELECTION OF DIRECTOR: R. D. SUGAR	Mgmt	For
1J.	ELECTION OF DIRECTOR: I. G. THULIN	Mgmt	For
1K.	ELECTION OF DIRECTOR: J. S. WATSON	Mgmt	For
1L.	ELECTION OF DIRECTOR: M. K. WIRTH	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF PWC AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	1 Year
5.	REPORT ON LOBBYING	Shr	Against
6.	REPORT ON FEASIBILITY OF POLICY ON NOT DOING BUSINESS WITH CONFLICT COMPLICIT GOVERNMENTS	Shr	Against
7.	REPORT ON CLIMATE CHANGE IMPACT ASSESSMENT	Shr	Abstain
8.	REPORT ON TRANSITION TO A LOW CARBON ECONOMY	Shr	Against
9.	ADOPT POLICY ON INDEPENDENT CHAIRMAN	Shr	For
10.	RECOMMEND INDEPENDENT DIRECTOR WITH ENVIRONMENTAL EXPERTISE	Shr	Against
11.	SET SPECIAL MEETINGS THRESHOLD AT 10%	Shr	For

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CHUBB LIMITED

Agen

Security: H1467J104  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: CB

# Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

ISIN: CH0044328745

Prop.#	Proposal	Proposal Type	Proposal Vote
1	APPROVAL OF THE MANAGEMENT REPORT, STANDALONE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS OF CHUBB LIMITED FOR THE YEAR ENDED DECEMBER 31, 2016	Mgmt	For
2A	ALLOCATION OF DISPOSABLE PROFIT	Mgmt	For
2B	DISTRIBUTION OF A DIVIDEND OUT OF LEGAL RESERVES (BY WAY OF RELEASE AND ALLOCATION TO A DIVIDEND RESERVE)	Mgmt	For
3	DISCHARGE OF THE BOARD OF DIRECTORS	Mgmt	For
4A	ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR	Mgmt	For
4B	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP (UNITED STATES) AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR PURPOSES OF U.S. SECURITIES LAW REPORTING	Mgmt	For
4C	ELECTION OF BDO AG (ZURICH) AS SPECIAL AUDIT FIRM	Mgmt	For
5A	ELECTION OF DIRECTOR: EVAN G. GREENBERG	Mgmt	For
5B	ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ	Mgmt	For
5C	ELECTION OF DIRECTOR: MICHAEL G. ATIEH	Mgmt	For
5D	ELECTION OF DIRECTOR: SHEILA P. BURKE	Mgmt	For
5E	ELECTION OF DIRECTOR: JAMES I. CASH	Mgmt	For
5F	ELECTION OF DIRECTOR: MARY CIRILLO	Mgmt	For
5G	ELECTION OF DIRECTOR: MICHAEL P. CONNORS	Mgmt	For
5H	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
5I	ELECTION OF DIRECTOR: LEO F. MULLIN	Mgmt	For
5J	ELECTION OF DIRECTOR: KIMBERLY A. ROSS	Mgmt	For
5K	ELECTION OF DIRECTOR: ROBERT W. SCULLY	Mgmt	For
5L	ELECTION OF DIRECTOR: EUGENE B. SHANKS, JR.	Mgmt	For
5M	ELECTION OF DIRECTOR: THEODORE E. SHASTA	Mgmt	For
5N	ELECTION OF DIRECTOR: DAVID H. SIDWELL	Mgmt	For
5O	ELECTION OF DIRECTOR: OLIVIER STEIMER	Mgmt	For

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5P	ELECTION OF DIRECTOR: JAMES M. ZIMMERMAN	Mgmt	For
6	ELECTION OF EVAN G. GREENBERG AS CHAIRMAN OF THE BOARD OF DIRECTORS	Mgmt	Against
7A	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: MICHAEL P. CONNORS	Mgmt	For
7B	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: MARY CIRILLO	Mgmt	For
7C	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: ROBERT M. HERNANDEZ	Mgmt	For
7D	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: ROBERT W. SCULLY	Mgmt	For
7E	ELECTION OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS: JAMES M. ZIMMERMAN	Mgmt	For
8	ELECTION OF HOMBURGER AG AS INDEPENDENT PROXY	Mgmt	For
9	APPROVAL OF AMENDED AND RESTATED CHUBB LIMITED EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
10A	COMPENSATION OF THE BOARD OF DIRECTORS UNTIL THE NEXT ANNUAL GENERAL MEETING	Mgmt	For
10B	COMPENSATION OF EXECUTIVE MANAGEMENT FOR THE NEXT CALENDAR YEAR	Mgmt	For
11	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION UNDER U.S. SECURITIES LAW REQUIREMENTS	Mgmt	For
12	ADVISORY VOTE ON FREQUENCY OF SUBMISSION OF THE ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION UNDER U.S. SECURITIES LAW REQUIREMENTS	Mgmt	1 Year
13	IF A NEW AGENDA ITEM OR A NEW PROPOSAL FOR AN EXISTING AGENDA ITEM IS PUT BEFORE THE MEETING, I/WE HEREBY AUTHORIZE AND INSTRUCT THE INDEPENDENT PROXY TO VOTE AS FOLLOWS: MARK "FOR " TO VOTE IN ACCORDANCE WITH THE POSITION OF OUR BOARD OF DIRECTORS, MARK "AGAINST" TO VOTE AGAINST NEW ITEMS AND PROPOSALS, MARK "ABSTAIN" TO ABSTAIN.	Mgmt	Against

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CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 12-Dec-2016  
 Ticker: CSCO  
 ISIN: US17275R1023

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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1B.	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Mgmt	For
1E.	ELECTION OF DIRECTOR: AMY L. CHANG	Mgmt	For
1F.	ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Mgmt	For
1G.	ELECTION OF DIRECTOR: DR. KRISTINA M. JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Mgmt	For
1I.	ELECTION OF DIRECTOR: CHARLES H. ROBBINS	Mgmt	For
1J.	ELECTION OF DIRECTOR: ARUN SARIN	Mgmt	For
1K.	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
2.	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017.	Mgmt	For
4.	APPROVAL TO REQUEST AN ANNUAL REPORT RELATING TO CISCO'S LOBBYING POLICIES, PROCEDURES AND ACTIVITIES.	Shr	Against
5.	APPROVAL TO REQUEST A REPORT DISCLOSING CERTAIN EMPLOYMENT DATA RELATING TO CISCO'S ARAB AND NON-ARAB EMPLOYEES IN ISRAEL-PALESTINE FOR EACH OF THE PAST THREE YEARS.	Shr	Against
6.	APPROVAL TO REQUEST THE BOARD TO FORM A COMMITTEE TO REASSESS POLICIES AND CRITERIA FOR DECISIONS WITH RESPECT TO CISCO'S BUSINESS INVOLVEMENTS WITH ISRAEL'S SETTLEMENTS.	Shr	Against

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 COLGATE-PALMOLIVE COMPANY

Agen

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 Security: 194162103  
 Meeting Type: Annual  
 Meeting Date: 12-May-2017  
 Ticker: CL  
 ISIN: US1941621039  
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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLES A. BANCROFT	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN P. BILBREY	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1D.	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1E.	ELECTION OF DIRECTOR: HELENE D. GAYLE	Mgmt	For
1F.	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1G.	ELECTION OF DIRECTOR: C. MARTIN HARRIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: LORRIE M. NORRINGTON	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL B. POLK	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
2.	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	STOCKHOLDER PROPOSAL ON 15% THRESHOLD TO CALL SPECIAL SHAREOWNER MEETINGS, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

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 CONOCOPHILLIPS

Agen

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 Security: 20825C104  
 Meeting Type: Annual  
 Meeting Date: 16-May-2017  
 Ticker: COP  
 ISIN: US20825C1045  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD L. ARMITAGE	Mgmt	For
1B.	ELECTION OF DIRECTOR: RICHARD H. AUCHINLECK	Mgmt	For
1C.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN V. FARACI	Mgmt	For
1E.	ELECTION OF DIRECTOR: JODY L. FREEMAN	Mgmt	For

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1F.	ELECTION OF DIRECTOR: GAY HUEY EVANS	Mgmt	For
1G.	ELECTION OF DIRECTOR: RYAN M. LANCE	Mgmt	For
1H.	ELECTION OF DIRECTOR: ARJUN N. MURTI	Mgmt	For
1I.	ELECTION OF DIRECTOR: ROBERT A. NIBLOCK	Mgmt	For
1J.	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
2.	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	Against
4.	ADVISORY VOTE ON FREQUENCY OF ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	REPORT ON LOBBYING EXPENDITURES.	Shr	Against
6.	REPORT ON EXECUTIVE COMPENSATION ALIGNMENT WITH LOW-CARBON SCENARIOS.	Shr	Against

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 CONSTELLATION BRANDS, INC.

Agen

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 Security: 21036P108  
 Meeting Type: Annual  
 Meeting Date: 20-Jul-2016  
 Ticker: STZ  
 ISIN: US21036P1084  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JERRY FOWDEN BARRY A. FROMBERG ROBERT L. HANSON ERNESTO M. HERNANDEZ JAMES A. LOCKE III DANIEL J. MCCARTHY RICHARD SANDS ROBERT SANDS JUDY A. SCHMELING KEITH E. WANDELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld For For For For For
2.	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2017	Mgmt	For
3.	TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE	Mgmt	For

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## PROXY STATEMENT

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 CSX CORPORATION

Agen

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 Security: 126408103  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2017  
 Ticker: CSX  
 ISIN: US1264081035  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DONNA M. ALVARADO	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN B. BREAUX	Mgmt	For
1C.	ELECTION OF DIRECTOR: PAMELA L. CARTER	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEVEN T. HALVERSON	Mgmt	For
1E.	ELECTION OF DIRECTOR: E. HUNTER HARRISON	Mgmt	For
1F.	ELECTION OF DIRECTOR: PAUL C. HILAL	Mgmt	For
1G.	ELECTION OF DIRECTOR: EDWARD J. KELLY, III	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN D. MCPHERSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: DAVID M. MOFFETT	Mgmt	For
1J.	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1K.	ELECTION OF DIRECTOR: LINDA H. RIEFLER	Mgmt	For
1L.	ELECTION OF DIRECTOR: J. STEVEN WHISLER	Mgmt	For
1M.	ELECTION OF DIRECTOR: JOHN J. ZILLMER	Mgmt	For
2.	THE RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
3.	ADVISORY (NON-BINDING) RESOLUTION TO APPROVE COMPENSATION FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	ADVISORY (NON-BINDING) RESOLUTION TO APPROVE THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	ADVISORY (NON-BINDING) RESOLUTION CONCERNING THE REIMBURSEMENT ARRANGEMENTS SOUGHT IN CONNECTION WITH THE RETENTION OF E. HUNTER HARRISON AS CEO AT CSX.	Mgmt	For

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DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 09-May-2017  
 Ticker: DHR  
 ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	Against
1B.	ELECTION OF DIRECTOR: LINDA HEFNER FILLER	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT J. HUGIN	Mgmt	For
1D.	ELECTION OF DIRECTOR: THOMAS P. JOYCE, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	Against
1F.	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: MITCHELL P. RALES	Mgmt	For
1H.	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	Against
1J.	ELECTION OF DIRECTOR: ALAN G. SPOON	Mgmt	For
1K.	ELECTION OF DIRECTOR: RAYMOND C. STEVENS, PH.D.	Mgmt	For
1L.	ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN.	Mgmt	For
4.	TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN.	Mgmt	For
5.	TO APPROVE ON AN ADVISORY BASIS THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
6.	TO HOLD AN ADVISORY VOTE RELATING TO THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY	Mgmt	1 Year



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VOTES ON THE COMPANY'S NAMED EXECUTIVE  
OFFICER COMPENSATION.

7.	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT AND REPORT ON GOALS TO REDUCE GREENHOUSE GAS EMISSIONS.	Shr	Against
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DELPHI AUTOMOTIVE PLC

Agen

Security: G27823106  
Meeting Type: Annual  
Meeting Date: 27-Apr-2017  
Ticker: DLPH  
ISIN: JE00B783TY65

Prop.#	Proposal	Proposal Type	Proposal Vote
01.	ELECTION OF DIRECTOR: JOSEPH S. CANTIE	Mgmt	For
02.	ELECTION OF DIRECTOR: KEVIN P. CLARK	Mgmt	For
03.	ELECTION OF DIRECTOR: GARY L. COWGER	Mgmt	For
04.	ELECTION OF DIRECTOR: NICHOLAS M. DONOFRIO	Mgmt	For
05.	ELECTION OF DIRECTOR: MARK P. FRISSORA	Mgmt	For
06.	ELECTION OF DIRECTOR: RAJIV L. GUPTA	Mgmt	For
07.	ELECTION OF DIRECTOR: SEAN O. MAHONEY	Mgmt	For
08.	ELECTION OF DIRECTOR: TIMOTHY M. MANGANELLO	Mgmt	For
09.	ELECTION OF DIRECTOR: ANA G. PINCZUK	Mgmt	For
10.	ELECTION OF DIRECTOR: THOMAS W. SIDLIK	Mgmt	For
11.	ELECTION OF DIRECTOR: BERND WIEDEMANN	Mgmt	For
12.	ELECTION OF DIRECTOR: LAWRENCE A. ZIMMERMAN	Mgmt	For
13.	PROPOSAL TO RE-APPOINT AUDITORS, RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM AND AUTHORIZE THE DIRECTORS TO DETERMINE THE FEES PAID TO THE AUDITORS.	Mgmt	For
14.	SAY-ON-PAY - TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION.	Mgmt	For

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EBAY INC.

Agen

Security: 278642103

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: EBAY  
 ISIN: US2786421030

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: FRED D. ANDERSON JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: EDWARD W. BARNHOLT	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANTHONY J. BATES	Mgmt	For
1D.	ELECTION OF DIRECTOR: LOGAN D. GREEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: BONNIE S. HAMMER	Mgmt	For
1F.	ELECTION OF DIRECTOR: KATHLEEN C. MITIC	Mgmt	For
1G.	ELECTION OF DIRECTOR: PIERRE M. OMIKYAR	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL S. PRESSLER	Mgmt	For
1I.	ELECTION OF DIRECTOR: ROBERT H. SWAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: THOMAS J. TIERNEY	Mgmt	For
1K.	ELECTION OF DIRECTOR: PERRY M. TRAQUINA	Mgmt	For
1L.	ELECTION OF DIRECTOR: DEVIN N. WENIG	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE FREQUENCY WITH WHICH THE ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION SHOULD BE HELD.	Mgmt	1 Year
4.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
5.	CONSIDERATION OF A STOCKHOLDER PROPOSAL REGARDING RIGHT TO ACT BY WRITTEN CONSENT.	Shr	For

ELI LILLY AND COMPANY

Agen

Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 01-May-2017  
 Ticker: LLY  
 ISIN: US5324571083

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1A.	ELECTION OF DIRECTOR: M. L. ESKEW	Mgmt	Against
1B.	ELECTION OF DIRECTOR: W. G. KAELIN, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: J. C. LECHLEITER	Mgmt	For
1D.	ELECTION OF DIRECTOR: D. A. RICKS	Mgmt	For
1E.	ELECTION OF DIRECTOR: M. S. RUNGE	Mgmt	For
2.	ADVISORY VOTE ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	ADVISORY VOTE REGARDING THE FREQUENCY OF ADVISORY VOTES ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
4.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2017.	Mgmt	For
5.	APPROVE AMENDMENT TO THE LILLY DIRECTORS' DEFERRAL PLAN.	Mgmt	For
6.	CONSIDERATION OF A SHAREHOLDER PROPOSAL SEEKING A REPORT REGARDING DIRECT AND INDIRECT POLITICAL CONTRIBUTIONS.	Shr	Against

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 EOG RESOURCES, INC.

Agen

Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: EOG  
 ISIN: US26875P1012

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JANET F. CLARK	Mgmt	For
1B.	ELECTION OF DIRECTOR: CHARLES R. CRISP	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT P. DANIELS	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES C. DAY	Mgmt	For
1E.	ELECTION OF DIRECTOR: DONALD F. TEXTOR	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM R. THOMAS	Mgmt	For
1G.	ELECTION OF DIRECTOR: FRANK G. WISNER	Mgmt	For
2.	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

DELOITTE & TOUCHE LLP, INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM, AS  
AUDITORS FOR THE COMPANY FOR THE YEAR  
ENDING DECEMBER 31, 2017.

- |    |  |      |        |
|----|--|------|--------|
| 3. | TO APPROVE AN AMENDMENT OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 640 MILLION TO 1.28 BILLION. | Mgmt | For    |
| 4. | TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.   | Mgmt | For    |
| 5. | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.                                    | Mgmt | 1 Year |

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EQUITY RESIDENTIAL

Agen

Security: 29476L107  
Meeting Type: Annual  
Meeting Date: 15-Jun-2017  
Ticker: EQR  
ISIN: US29476L1070

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- | Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>JOHN W. ALEXANDER<br>CHARLES L. ATWOOD<br>LINDA WALKER BYNOE<br>CONNIE K. DUCKWORTH<br>MARY KAY HABEN<br>BRADLEY A. KEYWELL<br>JOHN E. NEAL<br>DAVID J. NEITHERCUT<br>MARK S. SHAPIRO<br>GERALD A. SPECTOR<br>STEPHEN E. STERRETT<br>SAMUEL ZELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR 2017.  | Mgmt   | For  |
| 3.     | APPROVE EXECUTIVE COMPENSATION.  | Mgmt   | For  |
| 4.     | ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.   | Mgmt   | 1 Year   |
| 5.     | SHAREHOLDER PROPOSAL TO ALLOW SHAREHOLDERS TO AMEND THE COMPANY'S BYLAWS.  | Shr  | For  |

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 FACEBOOK INC. Agen

Security: 30303M102  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: FB  
 ISIN: US30303M1027  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MARC L. ANDREESSEN ERSKINE B. BOWLES S.D.DESMOND-HELLMANN REED HASTINGS JAN KOUM SHERYL K. SANDBERG PETER A. THIEL MARK ZUCKERBERG	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld Withheld For Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING.	Shr	For
4.	A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT.	Shr	Against
5.	A STOCKHOLDER PROPOSAL REGARDING FALSE NEWS.	Shr	Against
6.	A STOCKHOLDER PROPOSAL REGARDING A GENDER PAY EQUITY REPORT.	Shr	Against
7.	A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIR.	Shr	For

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 FEDERAL REALTY INVESTMENT TRUST Agen

Security: 313747206  
 Meeting Type: Annual  
 Meeting Date: 03-May-2017  
 Ticker: FRT  
 ISIN: US3137472060  
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Prop.#	Proposal	Proposal Type	Proposal Vote
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1.1	ELECTION OF TRUSTEE: JON E. BORTZ	Mgmt	For
1.2	ELECTION OF TRUSTEE: DAVID W. FAEDER	Mgmt	For
1.3	ELECTION OF TRUSTEE: ELIZABETH I. HOLLAND	Mgmt	For
1.4	ELECTION OF TRUSTEE: GAIL P. STEINEL	Mgmt	For
1.5	ELECTION OF TRUSTEE: WARREN M. THOMPSON	Mgmt	For
1.6	ELECTION OF TRUSTEE: JOSEPH S. VASSALLUZZO	Mgmt	For
1.7	ELECTION OF TRUSTEE: DONALD C. WOOD	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO HOLD AN ADVISORY VOTE APPROVING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	TO HOLD AN ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE VOTES ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

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 FORTIVE CORPORATION

Agen

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 Security: 34959J108  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2017  
 Ticker: FTV  
 ISIN: US34959J1088  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF CLASS I DIRECTOR: KATE MITCHELL	Mgmt	For
1B.	ELECTION OF CLASS I DIRECTOR: ISRAEL RUIZ	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST AND YOUNG LLP AS FORTIVE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO APPROVE ON AN ADVISORY BASIS FORTIVE'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	TO HOLD AN ADVISORY VOTE RELATING TO THE FREQUENCY OF FUTURE SHAREHOLDER(S) ADVISORY VOTES ON FORTIVE'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
5.	TO APPROVE AN AMENDMENT TO FORTIVE'S	Mgmt	For

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AMENDED AND RESTATED CERTIFICATE OF  
INCORPORATION TO DECLASSIFY THE BOARD OF  
DIRECTORS TO PROVIDE FOR THE ANNUAL  
ELECTION OF DIRECTORS.

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
Meeting Type: Annual  
Meeting Date: 26-Apr-2017  
Ticker: GE  
ISIN: US3696041033  
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Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: SEBASTIEN M. BAZIN	Mgmt	For
A2	ELECTION OF DIRECTOR: W. GEOFFREY BEATTIE	Mgmt	For
A3	ELECTION OF DIRECTOR: JOHN J. BRENNAN	Mgmt	For
A4	ELECTION OF DIRECTOR: FRANCISCO D'SOUZA	Mgmt	For
A5	ELECTION OF DIRECTOR: MARIJN E. DEKKERS	Mgmt	For
A6	ELECTION OF DIRECTOR: PETER B. HENRY	Mgmt	For
A7	ELECTION OF DIRECTOR: SUSAN J. HOCKFIELD	Mgmt	For
A8	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A9	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A10	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A11	ELECTION OF DIRECTOR: RISA LAVIZZO-MOUREY	Mgmt	For
A12	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A13	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
A14	ELECTION OF DIRECTOR: STEVEN M. MOLLENKOPF	Mgmt	For
A15	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
A16	ELECTION OF DIRECTOR: JAMES E. ROHR	Mgmt	For
A17	ELECTION OF DIRECTOR: MARY L. SCHAPIRO	Mgmt	For
A18	ELECTION OF DIRECTOR: JAMES S. TISCH	Mgmt	For
B1	ADVISORY APPROVAL OF OUR NAMED EXECUTIVES' COMPENSATION	Mgmt	For
B2	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year

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B3	APPROVAL OF GE'S 2007 LONG-TERM INCENTIVE PLAN AS AMENDED	Mgmt	For
B4	APPROVAL OF THE MATERIAL TERMS OF SENIOR OFFICER PERFORMANCE GOALS	Mgmt	For
B5	RATIFICATION OF KPMG AS INDEPENDENT AUDITOR FOR 2017	Mgmt	For
C1	REPORT ON LOBBYING ACTIVITIES	Shr	Against
C2	REQUIRE THE CHAIRMAN OF THE BOARD TO BE INDEPENDENT	Shr	Against
C3	ADOPT CUMULATIVE VOTING FOR DIRECTOR ELECTIONS	Shr	Against
C4	REPORT ON CHARITABLE CONTRIBUTIONS	Shr	Against

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 GENERAL MILLS, INC.

Agen

Security: 370334104  
 Meeting Type: Annual  
 Meeting Date: 27-Sep-2016  
 Ticker: GIS  
 ISIN: US3703341046

Prop.#	Proposal	Proposal Type	Proposal Vote
1A)	ELECTION OF DIRECTOR: BRADBURY H. ANDERSON	Mgmt	For
1B)	ELECTION OF DIRECTOR: R. KERRY CLARK	Mgmt	For
1C)	ELECTION OF DIRECTOR: DAVID M. CORDANI	Mgmt	For
1D)	ELECTION OF DIRECTOR: ROGER W. FERGUSON JR.	Mgmt	For
1E)	ELECTION OF DIRECTOR: HENRIETTA H. FORE	Mgmt	For
1F)	ELECTION OF DIRECTOR: MARIA G. HENRY	Mgmt	For
1G)	ELECTION OF DIRECTOR: HEIDI G. MILLER	Mgmt	For
1H)	ELECTION OF DIRECTOR: STEVE ODLAND	Mgmt	For
1I)	ELECTION OF DIRECTOR: KENDALL J. POWELL	Mgmt	For
1J)	ELECTION OF DIRECTOR: ROBERT L. RYAN	Mgmt	For
1K)	ELECTION OF DIRECTOR: ERIC D. SPRUNK	Mgmt	For
1L)	ELECTION OF DIRECTOR: DOROTHY A. TERRELL	Mgmt	For
1M)	ELECTION OF DIRECTOR: JORGE A. URIBE	Mgmt	For



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

2.	ADOPT THE 2016 COMPENSATION PLAN FOR NON-EMPLOYEE DIRECTORS.	Mgmt	For
3.	CAST AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	RATIFY THE APPOINTMENT OF KPMG LLP AS GENERAL MILLS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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 GODADDY INC.

Agen

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 Security: 380237107  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2017  
 Ticker: GDDY  
 ISIN: US3802371076  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RICHARD H. KIMBALL ELIZABETH S. RAFAEL LEE E. WITTLINGER	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION IN A NON-BINDING ADVISORY VOTE.	Mgmt	For

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 INTEL CORPORATION

Agen

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 Security: 458140100  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: INTC  
 ISIN: US4581401001  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLENE BARSHEFSKY	Mgmt	For
1B.	ELECTION OF DIRECTOR: ANEEL BHUSRI	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANDY D. BRYANT	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1D.	ELECTION OF DIRECTOR: REED E. HUNDT	Mgmt	For
1E.	ELECTION OF DIRECTOR: OMAR ISHRAK	Mgmt	For
1F.	ELECTION OF DIRECTOR: BRIAN M. KRZANICH	Mgmt	For
1G.	ELECTION OF DIRECTOR: TSU-JAE KING LIU	Mgmt	For
1H.	ELECTION OF DIRECTOR: DAVID S. POTTRUCK	Mgmt	For
1I.	ELECTION OF DIRECTOR: GREGORY D. SMITH	Mgmt	For
1J.	ELECTION OF DIRECTOR: FRANK D. YEARY	Mgmt	For
1K.	ELECTION OF DIRECTOR: DAVID B. YOFFIE	Mgmt	For
2.	RATIFICATION OF SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	APPROVAL OF AMENDMENT AND RESTATEMENT OF THE 2006 EQUITY INCENTIVE PLAN	Mgmt	For
5.	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION	Mgmt	1 Year
6.	STOCKHOLDER PROPOSAL REQUESTING AN ANNUAL ADVISORY STOCKHOLDER VOTE ON POLITICAL CONTRIBUTIONS	Shr	Against
7.	STOCKHOLDER PROPOSAL REQUESTING THAT VOTES COUNTED ON STOCKHOLDER PROPOSALS EXCLUDE ABSTENTIONS	Shr	Against

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INTERNATIONAL PAPER COMPANY

Agen

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 Security: 460146103  
 Meeting Type: Annual  
 Meeting Date: 08-May-2017  
 Ticker: IP  
 ISIN: US4601461035  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID J. BRONCZEK	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM J. BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: AHMET C. DORDUNCU	Mgmt	For
1D.	ELECTION OF DIRECTOR: ILENE S. GORDON	Mgmt	For

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1E.	ELECTION OF DIRECTOR: JAY L. JOHNSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: STACEY J. MOBLEY	Mgmt	For
1G.	ELECTION OF DIRECTOR: KATHRYN D. SULLIVAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: MARK S. SUTTON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN L. TOWNSEND, III	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM G. WALTER	Mgmt	For
1K.	ELECTION OF DIRECTOR: J. STEVEN WHISLER	Mgmt	For
1L.	ELECTION OF DIRECTOR: RAY G. YOUNG	Mgmt	For
2.	RATIFICATION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For
3.	A NON-BINDING RESOLUTION TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED UNDER THE HEADING "COMPENSATION DISCUSSION & ANALYSIS"	Mgmt	For
4.	A NON-BINDING VOTE ON THE FREQUENCY WITH WHICH SHAREOWNERS WILL APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS IN FUTURE YEARS	Mgmt	1 Year
5.	SHAREOWNER PROPOSAL CONCERNING A POLICY ON ACCELERATED VESTING OF EQUITY AWARDS OF SENIOR EXECUTIVE OFFICERS UPON A CHANGE IN CONTROL	Shr	For

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 JOHNSON & JOHNSON

Agen

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 Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: JNJ  
 ISIN: US4781601046  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY C. BECKERLE	Mgmt	For
1B.	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN E. L. DAVIS	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALEX GORSKY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MARK B. MCCLELLAN	Mgmt	For

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1F.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1I.	ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
2.	ADVISORY VOTE ON FREQUENCY OF VOTING TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	1 Year
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	RE-APPROVAL OF THE MATERIAL TERMS OF PERFORMANCE GOALS UNDER THE 2012 LONG-TERM INCENTIVE PLAN	Mgmt	For
5.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For
6.	SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shr	For

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JPMORGAN CHASE & CO.

Agen

Security: 46625H100  
Meeting Type: Annual  
Meeting Date: 16-May-2017  
Ticker: JPM  
ISIN: US46625H1005

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LINDA B. BAMMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES A. BELL	Mgmt	For
1C.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1E.	ELECTION OF DIRECTOR: TODD A. COMBS	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1H.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Mgmt	For
1I.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For

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1J.	ELECTION OF DIRECTOR: MICHAEL A. NEAL	Mgmt	For
1K.	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
4.	ADVISORY VOTE ON FREQUENCY OF ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	1 Year
5.	INDEPENDENT BOARD CHAIRMAN	Shr	For
6.	VESTING FOR GOVERNMENT SERVICE	Shr	For
7.	CLAWBACK AMENDMENT	Shr	Against
8.	GENDER PAY EQUITY	Shr	Against
9.	HOW VOTES ARE COUNTED	Shr	Against
10.	SPECIAL SHAREOWNER MEETINGS	Shr	For

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MICROSOFT CORPORATION

Agen

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 30-Nov-2016  
Ticker: MSFT  
ISIN: US5949181045

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
1B.	ELECTION OF DIRECTOR: TERI L. LIST-STOLL	Mgmt	For
1C.	ELECTION OF DIRECTOR: G. MASON MORFIT	Mgmt	For
1D.	ELECTION OF DIRECTOR: SATYA NADELLA	Mgmt	For
1E.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
1F.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
1G.	ELECTION OF DIRECTOR: SANDRA E. PETERSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN W. STANTON	Mgmt	For

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1J.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: PADMASREE WARRIOR	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2017	Mgmt	For
4.	APPROVAL OF AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION	Mgmt	For
5.	APPROVAL OF FRENCH SUB PLAN UNDER THE 2001 STOCK PLAN	Mgmt	For
6.	SHAREHOLDER PROPOSAL - REQUESTING CERTAIN PROXY ACCESS BYLAW AMENDMENTS	Shr	For

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 NEWELL BRANDS INC.

Agen

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 Security: 651229106  
 Meeting Type: Annual  
 Meeting Date: 09-May-2017  
 Ticker: NWL  
 ISIN: US6512291062  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: IAN G.H. ASHKEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: THOMAS E. CLARKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: KEVIN C. CONROY	Mgmt	For
1D.	ELECTION OF DIRECTOR: SCOTT S. COWEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL T. COWHIG	Mgmt	For
1F.	ELECTION OF DIRECTOR: DOMENICO DE SOLE	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARTIN E. FRANKLIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROS L'ESPERANCE	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL B. POLK	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEVEN J. STROBEL	Mgmt	For
1K.	ELECTION OF DIRECTOR: MICHAEL A. TODMAN	Mgmt	For
1L.	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Mgmt	For
2.	RATIFY THE APPOINTMENT OF	Mgmt	For

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PRICEWATERHOUSECOOPERS LLP AS THE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).

- |    |   |      |        |
|----|---|------|--------|
| 3. | ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.                | Mgmt | For    |
| 4. | VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |

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 NEXTERA ENERGY, INC.

Agen

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 Security: 65339F101  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: NEE  
 ISIN: US65339F1012  
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- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: SHERRY S. BARRAT   | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES L. CAMAREN   | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: KENNETH B. DUNN  | Mgmt          | For           |
| 1D.    | ELECTION OF DIRECTOR: NAREN K. GURSAHANEY  | Mgmt          | For           |
| 1E.    | ELECTION OF DIRECTOR: KIRK S. HACHIGIAN  | Mgmt          | For           |
| 1F.    | ELECTION OF DIRECTOR: TONI JENNINGS  | Mgmt          | For           |
| 1G.    | ELECTION OF DIRECTOR: AMY B. LANE  | Mgmt          | For           |
| 1H.    | ELECTION OF DIRECTOR: JAMES L. ROBO  | Mgmt          | For           |
| 1I.    | ELECTION OF DIRECTOR: RUDY E. SCHUPP   | Mgmt          | For           |
| 1J.    | ELECTION OF DIRECTOR: JOHN L. SKOLDS   | Mgmt          | For           |
| 1K.    | ELECTION OF DIRECTOR: WILLIAM H. SWANSON   | Mgmt          | For           |
| 1L.    | ELECTION OF DIRECTOR: HANSEL E. TOOKES, II   | Mgmt          | For           |
| 2.     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEXTERA ENERGY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017              | Mgmt          | For           |
| 3.     | APPROVAL, BY NON-BINDING ADVISORY VOTE, OF NEXTERA ENERGY'S COMPENSATION OF ITS NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT | Mgmt          | For           |
| 4.     | NON-BINDING ADVISORY VOTE ON WHETHER NEXTERA ENERGY SHOULD HOLD A NON-BINDING SHAREHOLDER ADVISORY VOTE TO APPROVE                           | Mgmt          | 1 Year        |

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

NEXTERA ENERGY'S COMPENSATION TO ITS NAMED  
EXECUTIVE OFFICERS EVERY 1, 2 OR 3 YEARS

- |    |   |      |         |
|----|---|------|---------|
| 5. | APPROVAL OF THE NEXTERA ENERGY, INC. 2017<br>NON-EMPLOYEE DIRECTORS STOCK PLAN  | Mgmt | For     |
| 6. | A PROPOSAL BY THE COMPTROLLER OF THE STATE<br>OF NEW YORK, THOMAS P. DINAPOLI, ENTITLED<br>"POLITICAL CONTRIBUTIONS DISCLOSURE" TO<br>REQUEST SEMIANNUAL REPORTS DISCLOSING<br>POLITICAL CONTRIBUTION POLICIES AND<br>EXPENDITURES. | Shr  | Against |

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NIKE, INC.

Agen

Security: 654106103  
Meeting Type: Annual  
Meeting Date: 22-Sep-2016  
Ticker: NKE  
ISIN: US6541061031

- | Prop.# | Proposal  | Proposal<br>Type     | Proposal Vote     |
|--------|---|----------------------|-------------------|
| 1.     | DIRECTOR<br>ALAN B. GRAF, JR.<br>MICHELLE A. PELUSO<br>PHYLLIS M. WISE  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | TO APPROVE EXECUTIVE COMPENSATION BY AN<br>ADVISORY VOTE.   | Mgmt                 | For               |
| 3.     | TO APPROVE AN AMENDMENT TO THE NIKE, INC.<br>EMPLOYEE STOCK PURCHASE PLAN.                                      | Mgmt                 | For               |
| 4.     | TO CONSIDER A SHAREHOLDER PROPOSAL<br>REGARDING POLITICAL CONTRIBUTIONS<br>DISCLOSURE.                          | Shr                  | Against           |
| 5.     | TO RATIFY THE APPOINTMENT OF<br>PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT<br>REGISTERED PUBLIC ACCOUNTING FIRM. | Mgmt                 | For               |

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NXP SEMICONDUCTORS NV.

Agen

Security: N6596X109  
Meeting Type: Special  
Meeting Date: 27-Jan-2017  
Ticker: NXPI  
ISIN: NL0009538784

- | Prop.# | Proposal | Proposal | Proposal Vote |
|--------|----------|----------|---------------|
|--------|----------|----------|---------------|



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

		Type	
3.A	THE PROPOSAL TO APPOINT MR. STEVE MOLLENKOPF AS EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.	Mgmt	For
3.B	THE PROPOSAL TO APPOINT MR. DEREK K. ABERLE AS NON-EXECUTIVE ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	Mgmt	For
3.C	THE PROPOSAL TO APPOINT MR. GEORGE S. DAVIS AS NON-EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.	Mgmt	For
3.D	THE PROPOSAL TO APPOINT MR. DONALD J. ROSENBERG AS NON-EXECUTIVE ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	Mgmt	For
3.E	THE PROPOSAL TO APPOINT MR. BRIAN MODOFF AS NON-EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.	Mgmt	For
4.	THE PROPOSAL TO GRANT FULL AND FINAL DISCHARGE TO EACH MEMBER ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	Mgmt	For
5.A	THE PROPOSAL TO APPROVE OF THE ASSET SALE AS REQUIRED UNDER ARTICLE 2:107A OF THE DUTCH CIVIL CODE CONDITIONAL UPON AND SUBJECT TO (I) BUYER HAVING ACCEPTED FOR PAYMENT THE ACQUIRED SHARES AND (II) THE NUMBER OF ACQUIRED SHARES MEETING THE ASSET SALE THRESHOLD.	Mgmt	For
5.B	THE PROPOSAL TO (I) DISSOLVE NXP (II) APPOINT STICHTING ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	Mgmt	For
6.A	THE PROPOSAL TO AMEND NXP'S ARTICLES OF ASSOCIATION, SUBJECT TO CLOSING.	Mgmt	For
6.B	THE PROPOSAL TO CONVERT NXP AND AMEND THE ARTICLES OF ASSOCIATION, SUBJECT TO DELISTING OF NXP FROM NASDAQ.	Mgmt	For

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NXP SEMICONDUCTORS NV.

Agen

Security: N6596X109  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: NXPI  
 ISIN: NL0009538784

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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
2-C	ADOPTION OF THE 2016 STATUTORY ANNUAL ACCOUNTS.	Mgmt	For
2-D	GRANTING DISCHARGE TO THE DIRECTORS FOR THEIR RESPONSIBILITIES IN THE FINANCIAL YEAR 2016.	Mgmt	For
3-A	PROPOSAL TO RE-APPOINT MR. RICHARD L. CLEMMER AS EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-B	PROPOSAL TO RE-APPOINT SIR PETER BONFIELD AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-C	PROPOSAL TO RE-APPOINT MR. JOHANNES P. HUTH AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-D	PROPOSAL TO RE-APPOINT MR. KENNETH A. GOLDMAN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	Against
3-E	PROPOSAL TO RE-APPOINT DR. MARION HELMES AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-F	PROPOSAL TO RE-APPOINT MR. JOSEPH KAESER AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-G	PROPOSAL TO RE-APPOINT MR. IAN LORING AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-H	PROPOSAL TO RE-APPOINT MR. ERIC MEURICE AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-I	PROPOSAL TO RE-APPOINT MR. PETER SMITHAM AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-J	PROPOSAL TO RE-APPOINT MS. JULIE SOUTHERN AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
3-K	PROPOSAL TO RE-APPOINT MR. GREGORY SUMME AS NON-EXECUTIVE DIRECTOR WITH EFFECT FROM JUNE 1, 2017.	Mgmt	For
4-A	AUTHORIZATION OF THE BOARD OF DIRECTORS TO ISSUE SHARES OR GRANT RIGHTS TO ACQUIRE SHARES.	Mgmt	For
4-B	AUTHORIZATION OF THE BOARD OF DIRECTORS TO RESTRICT OR EXCLUDE PRE-EMPTION RIGHTS.	Mgmt	For

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5	AUTHORIZATION OF THE BOARD OF DIRECTORS TO REPURCHASE SHARES IN THE COMPANY'S CAPITAL.	Mgmt	For
6	AUTHORIZATION TO CANCEL REPURCHASED SHARES IN THE COMPANY'S CAPITAL.	Mgmt	For

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 OCEANEERING INTERNATIONAL, INC.

Agen

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 Security: 675232102  
 Meeting Type: Annual  
 Meeting Date: 05-May-2017  
 Ticker: OII  
 ISIN: US6752321025  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR WILLIAM B. BERRY T. JAY COLLINS JON ERIK REINHARDSEN	Mgmt Mgmt Mgmt	For Withheld For
2.	APPROVAL OF THE SECOND AMENDED AND RESTATED 2010 INCENTIVE PLAN.	Mgmt	For
3.	ADVISORY VOTE ON A RESOLUTION TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF HOLDING FUTURE ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
5.	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For

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 PEPSICO, INC.

Agen

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 Security: 713448108  
 Meeting Type: Annual  
 Meeting Date: 03-May-2017  
 Ticker: PEP  
 ISIN: US7134481081  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHONA L. BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: GEORGE W. BUCKLEY	Mgmt	For

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1C.	ELECTION OF DIRECTOR: CESAR CONDE	Mgmt	For
1D.	ELECTION OF DIRECTOR: IAN M. COOK	Mgmt	For
1E.	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
1F.	ELECTION OF DIRECTOR: RONA A. FAIRHEAD	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD W. FISHER	Mgmt	For
1H.	ELECTION OF DIRECTOR: WILLIAM R. JOHNSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: INDRA K. NOOYI	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID C. PAGE	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROBERT C. POHLAD	Mgmt	For
1L.	ELECTION OF DIRECTOR: DANIEL VASELLA	Mgmt	For
1M.	ELECTION OF DIRECTOR: DARREN WALKER	Mgmt	For
1N.	ELECTION OF DIRECTOR: ALBERTO WEISSER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2017.	Mgmt	For
3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON FREQUENCY OF FUTURE SHAREHOLDER ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	REPORT REGARDING PESTICIDE POLLUTION.	Shr	Against
6.	IMPLEMENTATION OF HOLY LAND PRINCIPLES.	Shr	Against

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 PFIZER INC.

Agen

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 Security: 717081103  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: PFE  
 ISIN: US7170811035  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DENNIS A. AUSIELLO	Mgmt	For
1B.	ELECTION OF DIRECTOR: RONALD E. BLAYLOCK	Mgmt	For
1C.	ELECTION OF DIRECTOR: W. DON CORNWELL	Mgmt	For

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1D.	ELECTION OF DIRECTOR: JOSEPH J. ECHEVARRIA	Mgmt	For
1E.	ELECTION OF DIRECTOR: FRANCES D. FERGUSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: HELEN H. HOBBS	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES M. KILTS	Mgmt	For
1H.	ELECTION OF DIRECTOR: SHANTANU NARAYEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: IAN C. READ	Mgmt	For
1K.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	For
1L.	ELECTION OF DIRECTOR: JAMES C. SMITH	Mgmt	For
2.	RATIFY THE SELECTION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For
3.	ADVISORY APPROVAL OF EXECUTIVE COMPENSATION	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
5.	SHAREHOLDER PROPOSAL REGARDING THE HOLY LAND PRINCIPLES	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING SPECIAL SHAREOWNER MEETINGS	Shr	For
7.	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIR POLICY	Shr	Against

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 PHILLIPS 66

Agen

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 Security: 718546104  
 Meeting Type: Annual  
 Meeting Date: 03-May-2017  
 Ticker: PSX  
 ISIN: US7185461040  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM R. LOOMIS, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: GLENN F. TILTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARNA C. WHITTINGTON	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED	Mgmt	For

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PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR  
2017.

- |    |  |      |     |
|----|--|------|-----|
| 3. | TO CONSIDER AND VOTE ON A PROPOSAL TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. | Mgmt | For |
|----|--|------|-----|

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PPG INDUSTRIES, INC.

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Agen

Security: 693506107  
Meeting Type: Annual  
Meeting Date: 20-Apr-2017  
Ticker: PPG  
ISIN: US6935061076  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: STEPHEN F. ANGEL	Mgmt	For
1B.	ELECTION OF DIRECTOR: HUGH GRANT	Mgmt	For
1C.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: MICHELE J. HOOPER	Mgmt	For
2.	APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS ON AN ADVISORY BASIS	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For

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SCHLUMBERGER LIMITED (SCHLUMBERGER N.V.)

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Agen

Security: 806857108  
Meeting Type: Annual  
Meeting Date: 05-Apr-2017  
Ticker: SLB  
ISIN: AN8068571086  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: PETER L.S. CURRIE	Mgmt	For

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1B.	ELECTION OF DIRECTOR: MIGUEL M. GALUCCIO	Mgmt	For
1C.	ELECTION OF DIRECTOR: V. MAUREEN KEMPSTON DARKES	Mgmt	For
1D.	ELECTION OF DIRECTOR: PAAL KIBSGAARD	Mgmt	For
1E.	ELECTION OF DIRECTOR: NIKOLAY KUDRYAVTSEV	Mgmt	For
1F.	ELECTION OF DIRECTOR: HELGE LUND	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL E. MARKS	Mgmt	For
1H.	ELECTION OF DIRECTOR: INDRA K. NOOYI	Mgmt	For
1I.	ELECTION OF DIRECTOR: LUBNA S. OLAYAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: LEO RAFAEL REIF	Mgmt	For
1K.	ELECTION OF DIRECTOR: TORE I. SANDVOLD	Mgmt	For
1L.	ELECTION OF DIRECTOR: HENRI SEYDOUX	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	TO APPROVE THE COMPANY'S 2016 FINANCIAL STATEMENTS AND THE BOARD'S 2016 DECLARATIONS OF DIVIDENDS.	Mgmt	For
5.	TO APPROVE THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
6.	TO APPROVE THE ADOPTION OF THE 2017 SCHLUMBERGER OMNIBUS STOCK INCENTIVE PLAN.	Mgmt	For
7.	TO APPROVE AN AMENDMENT AND RESTATEMENT OF THE SCHLUMBERGER DISCOUNTED STOCK PURCHASE PLAN.	Mgmt	For

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SEMPRA ENERGY

Agen

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Security: 816851109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2017  
 Ticker: SRE  
 ISIN: US8168511090

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Prop.# Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

1A.	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: KATHLEEN L. BROWN	Mgmt	For
1C.	ELECTION OF DIRECTOR: ANDRES CONESA	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARIA CONTRERAS-SWEET	Mgmt	For
1E.	ELECTION OF DIRECTOR: PABLO A. FERRERO	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM D. JONES	Mgmt	For
1G.	ELECTION OF DIRECTOR: BETHANY J. MAYER	Mgmt	For
1H.	ELECTION OF DIRECTOR: WILLIAM G. OUCHI	Mgmt	For
1I.	ELECTION OF DIRECTOR: DEBRA L. REED	Mgmt	For
1J.	ELECTION OF DIRECTOR: WILLIAM C. RUSNACK	Mgmt	For
1K.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1L.	ELECTION OF DIRECTOR: JACK T. TAYLOR	Mgmt	For
1M.	ELECTION OF DIRECTOR: JAMES C. YARDLEY	Mgmt	For
2.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
3.	ADVISORY APPROVAL OF OUR EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY APPROVAL OF HOW OFTEN SHAREHOLDERS WILL VOTE ON OUR EXECUTIVE COMPENSATION.	Mgmt	1 Year

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THE CHARLES SCHWAB CORPORATION

Agen

Security: 808513105  
Meeting Type: Annual  
Meeting Date: 16-May-2017  
Ticker: SCHW  
ISIN: US8085131055

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM S. HARAF	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Mgmt	For
1C.	ELECTION OF DIRECTOR: STEPHEN T. MCLIN	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROGER O. WALTHER	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT N. WILSON	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF DELOITTE &	Mgmt	For



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TOUCHE LLP AS INDEPENDENT AUDITORS

3.	FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	1 Year
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
5.	STOCKHOLDER PROPOSAL REQUESTING DISCLOSURE OF LOBBYING POLICY, PROCEDURES AND OVERSIGHT; LOBBYING EXPENDITURES; AND PARTICIPATION IN ORGANIZATIONS ENGAGED IN LOBBYING	Shr	Against
6.	STOCKHOLDER PROPOSAL REQUESTING ANNUAL DISCLOSURE OF EEO-1 DATA	Shr	Against
7.	STOCKHOLDER PROPOSAL REQUESTING ADOPTION OF A PROXY ACCESS BYLAW FOR DIRECTOR NOMINATIONS BY STOCKHOLDERS	Shr	For
8.	STOCKHOLDER PROPOSAL REQUESTING MAJORITY VOTE TABULATION FOR ALL NON-BINDING MATTERS PRESENTED BY STOCKHOLDERS	Shr	Against

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 THE GOLDMAN SACHS GROUP, INC.

Agen

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 Security: 38141G104  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2017  
 Ticker: GS  
 ISIN: US38141G1040  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LLOYD C. BLANKFEIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARK A. FLAHERTY	Mgmt	For
1D.	ELECTION OF DIRECTOR: WILLIAM W. GEORGE	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES A. JOHNSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1G.	ELECTION OF DIRECTOR: LAKSHMI N. MITTAL	Mgmt	For
1H.	ELECTION OF DIRECTOR: ADEBAYO O. OGUNLESI	Mgmt	For
1I.	ELECTION OF DIRECTOR: PETER OPPENHEIMER	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID A. VINIAR	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARK O. WINKELMAN	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION (SAY ON PAY)	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY	Mgmt	1 Year
4.	RATIFICATION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For

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 THE GOODYEAR TIRE & RUBBER COMPANY

Agen

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 Security: 382550101  
 Meeting Type: Annual  
 Meeting Date: 10-Apr-2017  
 Ticker: GT  
 ISIN: US3825501014  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM J. CONATY	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES A. FIRESTONE	Mgmt	For
1C.	ELECTION OF DIRECTOR: WERNER GEISSLER	Mgmt	For
1D.	ELECTION OF DIRECTOR: PETER S. HELLMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: LAURETTE T. KOELLNER	Mgmt	For
1F.	ELECTION OF DIRECTOR: RICHARD J. KRAMER	Mgmt	For
1G.	ELECTION OF DIRECTOR: W. ALAN MCCOLLOUGH	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN E. MCGLADE	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL J. MORELL	Mgmt	For
1J.	ELECTION OF DIRECTOR: RODERICK A. PALMORE	Mgmt	For
1K.	ELECTION OF DIRECTOR: STEPHANIE A. STREETER	Mgmt	For
1L.	ELECTION OF DIRECTOR: THOMAS H. WEIDEMEYER	Mgmt	For
1M.	ELECTION OF DIRECTOR: MICHAEL R. WESSEL	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	APPROVE THE ADOPTION OF THE 2017 PERFORMANCE PLAN.	Mgmt	For

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5.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
6.	SHAREHOLDER PROPOSAL RE: INDEPENDENT BOARD CHAIRMAN.	Shr	Against

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 THE HOME DEPOT, INC.

Agen

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 Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: HD  
 ISIN: US4370761029  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GERARD J. ARPEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEFFERY H. BOYD	Mgmt	For
1D.	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. FRANK BROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G.	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H.	ELECTION OF DIRECTOR: HELENA B. FOULKES	Mgmt	For
1I.	ELECTION OF DIRECTOR: LINDA R. GOODEN	Mgmt	For
1J.	ELECTION OF DIRECTOR: WAYNE M. HEWETT	Mgmt	For
1K.	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1L.	ELECTION OF DIRECTOR: CRAIG A. MENEAR	Mgmt	For
1M.	ELECTION OF DIRECTOR: MARK VADON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE SAY-ON-PAY VOTES.	Mgmt	1 Year
5.	SHAREHOLDER PROPOSAL REGARDING PREPARATION OF AN EMPLOYMENT DIVERSITY REPORT.	Shr	Against

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6.	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON POLITICAL CONTRIBUTIONS.	Shr	Against
7.	SHAREHOLDER PROPOSAL TO REDUCE THE THRESHOLD TO CALL SPECIAL SHAREHOLDER MEETINGS TO 15% OF OUTSTANDING SHARES.	Shr	For

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THE PNC FINANCIAL SERVICES GROUP, INC.

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Agen

Security: 693475105  
Meeting Type: Annual  
Meeting Date: 25-Apr-2017  
Ticker: PNC  
ISIN: US6934751057

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHARLES E. BUNCH	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARJORIE RODGERS CHESHIRE	Mgmt	For
1C.	ELECTION OF DIRECTOR: WILLIAM S. DEMCHAK	Mgmt	For
1D.	ELECTION OF DIRECTOR: ANDREW T. FELDSTEIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: DANIEL R. HESSE	Mgmt	For
1F.	ELECTION OF DIRECTOR: KAY COLES JAMES	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD B. KELSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: JANE G. PEPPER	Mgmt	For
1I.	ELECTION OF DIRECTOR: DONALD J. SHEPARD	Mgmt	For
1J.	ELECTION OF DIRECTOR: LORENE K. STEFFES	Mgmt	For
1K.	ELECTION OF DIRECTOR: DENNIS F. STRIGL	Mgmt	For
1L.	ELECTION OF DIRECTOR: MICHAEL J. WARD	Mgmt	For
1M.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
2.	RATIFICATION OF THE AUDIT COMMITTEE'S SELECTION OF PRICEWATERHOUSECOOPERS LLP AS PNC'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	RECOMMENDATION FOR THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	A SHAREHOLDER PROPOSAL REQUESTING A	Shr	Against

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DIVERSITY REPORT WITH SPECIFIC ADDITIONAL  
DISCLOSURE, INCLUDING EEOC-DEFINED METRICS.

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VERIZON COMMUNICATIONS INC.

Agen

Security: 92343V104  
Meeting Type: Annual  
Meeting Date: 04-May-2017  
Ticker: VZ  
ISIN: US92343V1044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHELLYE L. ARCHAMBEAU	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARK T. BERTOLINI	Mgmt	For
1C.	ELECTION OF DIRECTOR: RICHARD L. CARRION	Mgmt	For
1D.	ELECTION OF DIRECTOR: MELANIE L. HEALEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: M. FRANCES KEETH	Mgmt	For
1F.	ELECTION OF DIRECTOR: KARL-LUDWIG KLEY	Mgmt	For
1G.	ELECTION OF DIRECTOR: LOWELL C. MCADAM	Mgmt	For
1H.	ELECTION OF DIRECTOR: CLARENCE OTIS, JR.	Mgmt	For
1I.	ELECTION OF DIRECTOR: RODNEY E. SLATER	Mgmt	For
1J.	ELECTION OF DIRECTOR: KATHRYN A. TESIJA	Mgmt	For
1K.	ELECTION OF DIRECTOR: GREGORY D. WASSON	Mgmt	For
1L.	ELECTION OF DIRECTOR: GREGORY G. WEAVER	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	ADVISORY VOTE RELATED TO FUTURE VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
5.	APPROVAL OF 2017 LONG-TERM INCENTIVE PLAN	Mgmt	For
6.	HUMAN RIGHTS COMMITTEE	Shr	Against
7.	REPORT ON GREENHOUSE GAS REDUCTION TARGETS	Shr	Against
8.	SPECIAL SHAREOWNER MEETINGS	Shr	For
9.	EXECUTIVE COMPENSATION CLAWBACK POLICY	Shr	For

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10.	STOCK RETENTION POLICY	Shr	For
11.	LIMIT MATCHING CONTRIBUTIONS FOR EXECUTIVES	Shr	Against

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VISA INC.

Agen

Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 31-Jan-2017  
 Ticker: V  
 ISIN: US92826C8394

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LLOYD A. CARNEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1D.	ELECTION OF DIRECTOR: GARY A. HOFFMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1G.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN A.C. SWAINSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2017 FISCAL YEAR.	Mgmt	For

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WELLS FARGO & COMPANY

Agen

Security: 949746101  
 Meeting Type: Annual  
 Meeting Date: 25-Apr-2017  
 Ticker: WFC  
 ISIN: US9497461015

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## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	Against
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	Against
1C.	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	Against
1D.	ELECTION OF DIRECTOR: ELIZABETH A. DUKE	Mgmt	Against
1E.	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	Against
1F.	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	Against
1G.	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	Against
1H.	ELECTION OF DIRECTOR: KAREN B. PEETZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: FEDERICO F. PENA	Mgmt	Against
1J.	ELECTION OF DIRECTOR: JAMES H. QUIGLEY	Mgmt	Against
1K.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	Against
1L.	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1M.	ELECTION OF DIRECTOR: TIMOTHY J. SLOAN	Mgmt	For
1N.	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	Against
1O.	ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT	Mgmt	Against
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
5.	STOCKHOLDER PROPOSAL - RETAIL BANKING SALES PRACTICES REPORT.	Shr	For
6.	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.	Shr	Against
7.	STOCKHOLDER PROPOSAL - DIVESTING NON-CORE BUSINESS REPORT.	Shr	Against
8.	STOCKHOLDER PROPOSAL - GENDER PAY EQUITY REPORT.	Shr	Against
9.	STOCKHOLDER PROPOSAL - LOBBYING REPORT.	Shr	Against
10.	STOCKHOLDER PROPOSAL - INDIGENOUS PEOPLES' RIGHTS POLICY.	Shr	Against

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WHIRLPOOL CORPORATION

Agen

Security: 963320106  
 Meeting Type: Annual  
 Meeting Date: 18-Apr-2017  
 Ticker: WHR  
 ISIN: US9633201069

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SAMUEL R. ALLEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARC R. BITZER	Mgmt	For
1C.	ELECTION OF DIRECTOR: GREG CREED	Mgmt	For
1D.	ELECTION OF DIRECTOR: GARY T. DICAMILLO	Mgmt	For
1E.	ELECTION OF DIRECTOR: DIANE M. DIETZ	Mgmt	For
1F.	ELECTION OF DIRECTOR: GERRI T. ELLIOTT	Mgmt	For
1G.	ELECTION OF DIRECTOR: JEFF M. FETTIG	Mgmt	For
1H.	ELECTION OF DIRECTOR: MICHAEL F. JOHNSTON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN D. LIU	Mgmt	For
1J.	ELECTION OF DIRECTOR: HARISH MANWANI	Mgmt	For
1K.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1L.	ELECTION OF DIRECTOR: LARRY O. SPENCER	Mgmt	For
1M.	ELECTION OF DIRECTOR: MICHAEL D. WHITE	Mgmt	For
2.	ADVISORY VOTE TO APPROVE WHIRLPOOL'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS WHIRLPOOL'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For

ZAYO GROUP HOLDINGS INC

Agen

Security: 98919V105  
 Meeting Type: Annual  
 Meeting Date: 08-Nov-2016  
 Ticker: ZAYO  
 ISIN: US98919V1052



## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RICK CONNOR CATHY MORRIS	Mgmt Mgmt	Withheld For
2.	RATIFICATION OF KPMG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING JUNE 30, 2017.	Mgmt	For
3.	APPROVE, ON AN ADVISORY BASIS, EXECUTIVE COMPENSATION AS DISCLOSED IN THE PROXY STATEMENT.	Mgmt	Against

ZIMMER BIOMET HOLDINGS, INC.

Agen

Security: 98956P102  
Meeting Type: Annual  
Meeting Date: 12-May-2017  
Ticker: ZBH  
ISIN: US98956P1021

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: CHRISTOPHER B. BEGLEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: BETSY J. BERNARD	Mgmt	For
1C.	ELECTION OF DIRECTOR: GAIL K. BOUDREAU	Mgmt	For
1D.	ELECTION OF DIRECTOR: DAVID C. DVORAK	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL J. FARRELL	Mgmt	For
1F.	ELECTION OF DIRECTOR: LARRY C. GLASSCOCK	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROBERT A. HAGEMANN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL W. MICHELSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: CECIL B. PICKETT, PH.D.	Mgmt	For
1K.	ELECTION OF DIRECTOR: JEFFREY K. RHODES	Mgmt	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For

## Edgar Filing: Eaton Vance Tax-Managed Diversified Equity Income Fund - Form N-PX

3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION (SAY ON PAY)	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF SAY ON PAY VOTES	Mgmt	1 Year

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 ZOETIS INC.  
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Agen

Security: 98978V103  
 Meeting Type: Annual  
 Meeting Date: 11-May-2017  
 Ticker: ZTS  
 ISIN: US98978V1035  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GREGORY NORDEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: LOUISE M. PARENT	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT W. SCULLY	Mgmt	For
2.	ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION (SAY ON PAY).	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For

\* Management position unknown

### SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant)	Eaton Vance Tax-Managed Diversified Equity Income Fund
By (Signature)	/s/ Edward J. Perkin
Name	Edward J. Perkin
Title	President
Date	08/14/2017