

EATON VANCE CORP  
Form FWP  
June 14, 2013

Filed Pursuant to Rule 433

Registration Statement No. 333-189309

Pricing Term Sheet

June 14, 2013

**Eaton Vance Corp.**

**\$325,000,000 3.625% Senior Notes due 2023**

Eaton Vance Corp.

SEC Registered

June 14, 2013

**EATON VANCE CORP.**

**US \$325,000,000 3.625% 10-Year Senior Notes**

Issuer:	Eaton Vance Corp.
Type:	SEC Registered
Ratings:	A3 (stable) / A- (stable) (Moody's / S&P)
Size:	US \$325,000,000
Trade Date:	June 14, 2013
Settlement Date:	June 25, 2013 (T+7 days)
Maturity:	June 15, 2023
Semi-Annual Coupon:	3.625%
Interest Payment Dates:	Semiannually on the 15 <sup>th</sup> of each December and June, commencing on December 15, 2013
Public Offering Price:	99.520%
Treasury Benchmark:	UST 1.750% due May 15, 2023
Treasury Price:	96-19
Treasury Yield:	2.133%
Re-offer Spread vs. Treasury	+155 bps
Yield to Maturity:	3.683%
Change of Control Repurchase:	At 101% of principal plus accrued and unpaid interest if issuer subject to a Change of Control Repurchase Event.

Make-Whole Call:	At any time prior to June 15, 2023, in whole or in part, at a redemption price equal to the greater of (1) 100% of the principal amount of the notes being redeemed and (2) the remaining principal and interest payments on the notes being redeemed discounted to their present value as of the redemption date at the applicable Treasury Rate plus 25 bps.
Day Count:	30/360
Minimum Denomination / Multiples:	\$2,000 / \$1,000
Joint Book-Running Managers:	Merrill Lynch, Pierce, Fenner & Smith  Incorporated  Morgan Stanley & Co. LLC
Passive Book-Running Manager:	Citigroup Global Markets Inc.
Co-Managers:	Barclays Capital Inc.
CUSIP / ISIN:	278265AD5 / US278265AD56

**This communication is intended for the sole use of the person to whom it is provided by the issuer.**

**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revisions or withdrawal at any time.**

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, Merrill Lynch, Pierce, Fenner & Smith Incorporated can arrange to send you the prospectus if you request it by calling or e-mailing Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322 or [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com) or Morgan Stanley & Co. LLC at 1-866-718-1649 or by calling or emailing Morgan Stanley & Co. LLC at 1-866-718-1649 or [prospectus@morganstanley.com](mailto:prospectus@morganstanley.com).**

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