

EATON VANCE CORP  
Form S-8 POS  
February 11, 2008

Registration No. 333-122000

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM S-8

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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EATON VANCE CORP.  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

04-2718215  
(I.R.S. Employer  
Identification No.)

255 State Street, Boston, Massachusetts 02109  
(Address of principal executive offices)

1998 STOCK OPTION PLAN  
(Full title of the plan)

Frederick S. Marius  
Deputy Chief Legal Officer  
Eaton Vance Corp.  
The Eaton Vance Building  
255 State Street  
Boston, Massachusetts 02109  
(Name and address of agent for service)

(617) 482-8260  
(Telephone number, including area code, of agent for service)

DEREGISTRATION

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-122000) (the "2005 Plan Registration Statement") is filed for the purpose of acknowledging and advising that (i) the Registrant has replaced the Registrant's 1998 Stock Option Plan (the "1998 Plan") with the Registrant's 2007 Stock Option Plan (the "2007 Plan") and (ii) the Registrant has filed a new Registration Statement on Form S-8 on February 11, 2008 for the 2007 Plan (the "2007 Plan Registration Statement"). The 2007 Plan Registration Statement registers an aggregate of 4,692,460 shares of the Registrant's common stock, par value \$0.00390625 per share ("Common Stock"). Of the aggregate shares of Common Stock being registered under the 2007 Plan Registration Statement, 4,692,459

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shares of Common Stock are hereby carried forward, in accordance with Instruction E of Form S-8, from those shares previously registered under the 2005 Plan Registration Statement, but not issued or otherwise allocated to outstanding awards under the 1998 Plan (the "Unallocated Shares"). As a result of this transfer, the Unallocated Shares will not be available for offer and sale under the 1998 Plan after the effective date of this Post-Effective Amendment No. 1.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

To the extent that this Post-Effective Amendment No. 1 does not specifically amend or modify any terms or provisions of the 2005 Plan Registration Statement as previously filed, this Post-Effective Amendment shall have no effect on those terms and provisions and they shall continue in full force and effect.

Item 8. Exhibits.

The following exhibits are filed herewith as part of this Registration Statement:

Exhibit No.	Description
24.1	Power of Attorney.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Commonwealth of Massachusetts, on this 11th day of February, 2008.

EATON VANCE CORP.

By: \*  
-----  
Thomas E. Faust Jr.  
Chairman, Chief Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated:

Signature -----	Capacity -----	Date ----
*	Director, Chairman, Chief Executive Officer	February

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----- Thomas E. Faust Jr.	and President (Principal Executive Officer)	
* ----- Robert J. Whelan	Chief Financial Officer (Principal Financial Officer)	February
* ----- Laurie G. Hylton	Chief Accounting Officer (Principal Accounting Officer)	February
* ----- Duncan W. Richardson	Director, Executive Vice President and Chief Equity Investment Officer	February
* ----- Ann E. Berman	Director	February
* ----- Leo I. Higdon, Jr.	Director	February
* ----- Vincent M. O'Reilly	Director	February
* ----- Dorothy E. Puhly	Director	February
----- Winthrop H. Smith, Jr.	Director	

\* By: /s/ Frederick S. Marius

-----  
Name: Frederick S. Marius  
Title: Attorney-in-Fact

Exhibit 24.1

POWER OF ATTORNEY

For Registration Statement on Form S-8 for the 1998 and 2007 Stock Option Plans

We, the undersigned directors and officers of Eaton Vance Corp., do hereby constitute and appoint Thomas E. Faust Jr. and Frederick S. Marius our true and lawful attorneys and agents, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the Registration Statement on Form S-8 (File No. 333-122000) filed by the Registrant on January

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12, 2005 related to the Eaton Vance Corp. 1998 Stock Option Plan (the "1998 Registration Statement) and the Registration Statement on Form S-8 related to the Eaton Vance Corp. 2007 Stock Option Plan (the "2007 Registration Statement"), including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) to the 1998 and 2007 Registration Statements and we do hereby ratify and confirm all that said attorneys and agents, or either of them, shall do or cause to be done by virtue hereof.

This Power of Attorney has been signed by the following persons in the capacities and on the date(s) indicated:

Signature -----	Capacity -----	Date -----
/s/ Thomas E. Faust, Jr. ----- Thomas E. Faust Jr.	Director, Chairman, Chief Executive Officer and President	February 1
/s/ Robert J. Whelan ----- Robert J. Whelan	Chief Financial Officer	February 1
/s/ Laurie G. Hylton ----- Laurie G. Hylton	Chief Accounting Officer	February 1
/s/ Duncan W. Richardson ----- Duncan W. Richardson	Director, Executive Vice President, Chief Equity Investment Officer	February 1
/s/ Ann E. Berman ----- Ann E. Berman	Director	February 1
/s/ Leo I. Higdon, Jr. ----- Leo I. Higdon, Jr.	Director	February 1
/s/ Vincent M. O'Reilly ----- Vincent M. O'Reilly	Director	February 1
/s/ Dorothy E. Puhly ----- Dorothy E. Puhly	Director	February 1
-----	Director	

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Winthrop H. Smith, Jr.