

EATON VANCE LTD DURATION INCOME FUND

Form SC TO-C

July 09, 2018

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 9, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE TO

Tender Offer Statement Under Section 14(D)(1) or 13(E)(1) of the

Securities Exchange Act Of 1934

Eaton Vance Limited Duration Income Fund

(Name of Subject Company (Issuer))

Eaton Vance Limited Duration Income Fund

(Name of Filing Person (Issuer))

Auction Preferred Shares Series A, B, C and D, Par Value \$0.01 Per Share

(Title of Class of Securities)

Series A – 27828H204

Series B – 27828H303

Series C – 27828H402

Series D – 27828H501

Series E – 27828H600

(CUSIP Number of Class of Securities)

Maureen A. Gemma, Esquire

Eaton Vance Management

Two International Place

Boston, Massachusetts 02110

(617) 482-8260

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of the Person(s) Filing Statement)

Transaction Valuation* Amount Of Filing Fee*

Not Applicable Not Applicable

*No Filing fee is required because this filing includes only preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not Applicable Filing Party: Not Applicable
Form of Registration No.: Not Applicable Date Filed: Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- | | |
|-------------------------------------|--|
| <input type="checkbox"/> | third party tender offer subject to Rule 14d-1. |
| <input checked="" type="checkbox"/> | issuer tender offer subject to Rule 13e-4. |
| <input type="checkbox"/> | going-private transaction subject to Rule 13e-3. |
| <input type="checkbox"/> | amendment to Schedule 13D under Rule 13d-2. |

Check the following box if the filing is a final amendment reporting the results of the tender offer.

Items 1-11.

Not Applicable.

Item 12. Exhibits.

Exhibit No. Document

99.1 Press release issued by the Fund dated June 29, 2018

Item 13.

Not Applicable.

Exhibit Index

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99.1 Press Release issued by the Fund dated June 29, 2018

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