

Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Eaton Vance Tax-Managed Buy-Write Opportunities Fund  
Form N-PX  
August 26, 2009

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: 811-21735  
NAME OF REGISTRANT: Eaton Vance Tax-Managed Buy-Write  
Opportunities 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: 12/31  
DATE OF REPORTING PERIOD: 07/01/2008 - 06/30/2009

Eaton Vance Tax-Managed Buy-Write Opportunities Fund

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3M COMPANY

----- Agen

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Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 12-May-2009  
Ticker: MMM  
ISIN: US88579Y1010  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LINDA G. ALVARADO	Mgmt	For
1B	ELECTION OF DIRECTOR: GEORGE W. BUCKLEY	Mgmt	For
1C	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: MICHAEL L. ESKEW	Mgmt	For
1E	ELECTION OF DIRECTOR: W. JAMES FARRELL	Mgmt	For

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1F	ELECTION OF DIRECTOR: HERBERT L. HENKEL	Mgmt	For
1G	ELECTION OF DIRECTOR: EDWARD M. LIDDY	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
1I	ELECTION OF DIRECTOR: AULANA L. PETERS	Mgmt	For
1J	ELECTION OF DIRECTOR: ROBERT J. ULRICH	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS 3M'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	STOCKHOLDER PROPOSAL ON SPECIAL MEETINGS.	Shr	For
04	STOCKHOLDER PROPOSAL ON THE VESTING OF STOCK OPTIONS AND AWARDS.	Shr	For

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ABBOTT LABORATORIES

Agen

Security: 002824100  
Meeting Type: Annual  
Meeting Date: 24-Apr-2009  
Ticker: ABT  
ISIN: US0028241000

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR R.J. ALPERN R.S. AUSTIN W.M. DALEY W.J. FARRELL H.L. FULLER W.A. OSBORN D.A.L. OWEN W.A. REYNOLDS R.S. ROBERTS S.C. SCOTT III W.D. SMITHBURG G.F. TILTON M.D. WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	APPROVAL OF THE ABBOTT LABORATORIES 2009 INCENTIVE STOCK PROGRAM	Mgmt	For
03	APPROVAL OF THE ABBOTT LABORATORIES 2009 EMPLOYEE STOCK PURCHASE PLAN FOR NON-U.S. EMPLOYEES	Mgmt	For
04	RATIFICATION OF DELOITTE & TOUCHE LLP AS AUDITORS	Mgmt	For
05	SHAREHOLDER PROPOSAL - ANIMAL TESTING	Shr	Against
06	SHAREHOLDER PROPOSAL - HEALTH CARE PRINCIPLES	Shr	Against

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07      SHAREHOLDER PROPOSAL - ADVISORY VOTE      Shr      For

ACCENTURE LTD

Agen

Security: G1150G111  
 Meeting Type: Annual  
 Meeting Date: 12-Feb-2009  
 Ticker: ACN  
 ISIN: BMG1150G1116

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: CHARLES H. GIANCARLO	Mgmt	For
1B	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: DINA DUBLON	Mgmt	For
1C	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: WILLIAM D. GREEN	Mgmt	For
1D	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: NOBUYUKI IDEI	Mgmt	For
1E	RE-APPOINTMENT TO THE BOARD OF DIRECTORS: MARJORIE MAGNER	Mgmt	For
2	RE-APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR AND AUTHORIZATION OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO DETERMINE KPMG LLP'S REMUNERATION.	Mgmt	For

ACE LIMITED

Agen

Security: G0070K103  
 Meeting Type: Annual  
 Meeting Date: 14-Jul-2008  
 Ticker: ACE  
 ISIN: KYG0070K1031

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MICHAEL G. ATIEH TO TERM EXPIRING IN 2009.	Mgmt	For
1B	ELECTION OF DIRECTOR: MARY A. CIRILLO TO TERM EXPIRING IN 2009.	Mgmt	For
1C	ELECTION OF DIRECTOR: BRUCE L. CROCKETT TO TERM EXPIRING IN 2009.	Mgmt	For

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1D	ELECTION OF DIRECTOR: THOMAS J. NEFF TO TERM EXPIRING IN 2009.	Mgmt	For
1E	ELECTION OF DIRECTOR: GARY M. STUART TO TERM EXPIRING IN 2009.	Mgmt	For
1F	ELECTION OF DIRECTOR: ROBERT M. HERNANDEZ TO TERM EXPIRING IN 2010.	Mgmt	For
1G	ELECTION OF DIRECTOR: PETER MENIKOFF TO TERM EXPIRING IN 2010.	Mgmt	For
1H	ELECTION OF DIRECTOR: ROBERT RIPP TO TERM EXPIRING IN 2010.	Mgmt	For
1I	ELECTION OF DIRECTOR: DERMOT F. SMURFIT TO TERM EXPIRING IN 2010.	Mgmt	For
1J	ELECTION OF DIRECTOR: EVAN G. GREENBERG TO TERM EXPIRING IN	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN A. KROL TO TERM EXPIRING IN 2011.	Mgmt	For
1L	ELECTION OF DIRECTOR: LEO F. MULLIN TO TERM EXPIRING IN 2011.	Mgmt	For
1M	ELECTION OF DIRECTOR: OLIVIER STEIMER TO TERM EXPIRING IN 2011.	Mgmt	For
02	APPROVAL OF THE AMENDMENT (THE "DE-REGISTRATION AMENDMENT") TO THE COMPANY'S MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION TO PERMIT THE DEREGISTRATION OF THE COMPANY FROM THE CAYMAN ISLANDS	Mgmt	For
03	APPROVAL OF THE AMENDMENT (THE "FINANCIAL STATEMENT AMENDMENT") TO THE COMPANY'S ARTICLES OF ASSOCIATION TO REQUIRE THE COMPANY TO PREPARE AND PROVIDE TO SHAREHOLDERS NOT LESS THAN ANNUALLY AN UNCONSOLIDATED BALANCE SHEET OF THE COMPANY VALUING THE COMPANY'S INVESTMENT IN ITS SUBSIDIARIES ON A "MARK-TO-MARKET" BASIS	Mgmt	For
04	APPROVAL OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION WHICH WILL HAVE THE EFFECT OF INCREASING THE PAR VALUE OF THE ORDINARY SHARES FROM \$0.041666667 TO AN AMOUNT IN SWISS FRANCS EQUAL TO \$11,000,000,000 DIVIDED BY THE NUMBER OF OUR ORDINARY SHARES OUTSTANDING AS OF THE CLOSE OF BUSINESS ON JULY 10, 2008 AND CONVERTED INTO SWISS FRANCS USING THE THEN MOST RECENTLY AVAILABLE NOON BUYING RATE IN NEW YORK CERTIFIED BY THE FEDERAL RESERVE BANK OF NEW YORK FOR CUSTOMS PURPOSES, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Mgmt	For
05	APPROVAL OF THE COMPANY'S DE-REGISTRATION FROM THE CAYMAN ISLANDS AND CONTINUATION IN SWITZERLAND (THE "CONTINUATION")	Mgmt	For
06	APPROVAL OF THE NAME OF THE COMPANY	Mgmt	For

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07	APPROVAL OF THE CHANGE OF THE PURPOSE OF THE COMPANY	Mgmt	For
08	APPROVAL OF THE REARRANGEMENT OF THE COMPANY'S EXISTING SHARE CAPITAL	Mgmt	For
09	APPROVAL OF THE COMPANY'S ARTICLES OF ASSOCIATION	Mgmt	For
10	CONFIRMATION OF SWISS LAW AS THE AUTHORITATIVE LEGISLATION GOVERNING THE COMPANY	Mgmt	For
11	CONFIRMATION OF THE PRINCIPAL PLACE OF BUSINESS OF THE COMPANY AS ZURICH, SWITZERLAND	Mgmt	For
12	APPOINTMENT OF BDO VISURA AS SPECIAL AUDITOR UNTIL OUR NEXT ANNUAL GENERAL MEETING	Mgmt	For
13	APPROVAL OF THE COMPANY'S 2004 LONG-TERM INCENTIVE PLAN AS AMENDED THROUGH THE FOURTH AMENDMENT	Mgmt	For
14	APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND, IF THE CONTINUATION IS APPROVED AND AS REQUIRED BY SWISS LAW, TO ELECT PRICEWATERHOUSECOOPERS AG AS OUR STATUTORY AUDITOR FOR A ONE YEAR TERM UNTIL OUR NEXT ANNUAL GENERAL MEETING	Mgmt	For
15	APPROVAL OF PAYMENT OF A DIVIDEND THROUGH A REDUCTION OF THE PAR VALUE OF OUR SHARES IN AN AMOUNT EQUAL TO THE SWISS FRANC EQUIVALENT OF \$0.87, CONVERTED INTO SWISS FRANCS USING THE MOST RECENTLY AVAILABLE NOON BUYING RATE IN NEW YORK CERTIFIED BY THE FEDERAL RESERVE BANK OF NEW YORK FOR CUSTOMS PURPOSES AS OF THE CLOSE OF BUSINESS ON JULY 9, 2008, AND PAYMENT OF SUCH AMOUNT IN THREE EQUAL INSTALLMENTS AT SUCH TIMES DURING THE PERIOD THROUGH OUR NEXT ANNUAL GENERAL MEETING AS DETERMINED BY THE BOARD OF DIRECTORS	Mgmt	For

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 ACE LIMITED

Agen

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 Security: H0023R105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: ACE  
 ISIN: CH0044328745  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MICHAEL G. ATIEH	Mgmt	For
1B	ELECTION OF DIRECTOR: MARY A. CIRILLO	Mgmt	For
1C	ELECTION OF DIRECTOR: BRUCE L. CROCKETT	Mgmt	For

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1D	ELECTION OF DIRECTOR: THOMAS J. NEFF	Mgmt	For
2A	APPROVAL OF THE ANNUAL REPORT	Mgmt	For
2B	APPROVAL OF THE STATUTORY FINANCIAL STATEMENTS OF ACE LIMITED	Mgmt	For
2C	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS	Mgmt	For
03	ALLOCATION OF DISPOSABLE PROFIT	Mgmt	For
04	DISCHARGE OF THE BOARD OF DIRECTORS	Mgmt	For
05	AMENDMENT OF ARTICLES OF ASSOCIATION RELATING TO SPECIAL AUDITOR	Mgmt	For
6A	ELECTION OF PRICEWATERHOUSECOOPERS AG (ZURICH) AS OUR STATUTORY AUDITOR UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
6B	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM PRICEWATERHOUSECOOPERS LLP	Mgmt	For
6C	ELECTION OF BDO VISURA (ZURICH) AS SPECIAL AUDITING FIRM UNTIL OUR NEXT ANNUAL ORDINARY GENERAL MEETING	Mgmt	For
07	APPROVAL OF THE PAYMENT OF A DIVIDEND IN THE FORM OF A DISTRIBUTION THROUGH A REDUCTION OF THE PAR VALUE OF OUR SHARES	Mgmt	For

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 ADOBE SYSTEMS INCORPORATED

Agen

Security: 00724F101  
 Meeting Type: Annual  
 Meeting Date: 01-Apr-2009  
 Ticker: ADBE  
 ISIN: US00724F1012

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF CLASS II DIRECTOR: ROBERT K. BURGESS	Mgmt	For
1B	ELECTION OF CLASS II DIRECTOR: CAROL MILLS	Mgmt	For
1C	ELECTION OF CLASS II DIRECTOR: DANIEL ROSENSWEIG	Mgmt	For
1D	ELECTION OF CLASS II DIRECTOR: ROBERT SEDGEWICK	Mgmt	For
1E	ELECTION OF CLASS II DIRECTOR: JOHN E. WARNOCK	Mgmt	For
02	APPROVAL OF THE AMENDMENT OF THE ADOBE SYSTEMS INCORPORATED 2003 EQUITY INCENTIVE PLAN.	Mgmt	Against

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03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING ON NOVEMBER 27, 2009.	Mgmt	For
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ADVANCE AUTO PARTS, INC. Agen

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Security: 00751Y106  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: AAP  
 ISIN: US00751Y1064

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOHN F. BERGSTROM JOHN C. BROUILLARD DARREN R. JACKSON WILLIAM S. OGLESBY GILBERT T. RAY CARLOS A. SALADRIGAS FRANCESCA M. SPINELLI	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	RATIFY THE APPOINTMENT BY OUR AUDIT COMMITTEE OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For

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AGCO CORPORATION Agen

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Security: 001084102  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: AG  
 ISIN: US0010841023

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR P. GEORGE BENSON GERALD L. SHAHEEN HENDRIKUS VISSER	Mgmt Mgmt Mgmt	For For For
02	RATIFICATION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For

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AKAMAI TECHNOLOGIES, INC.

Agen

Security: 00971T101  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: AKAM  
 ISIN: US00971T1016

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: GEORGE H. CONRADES	Mgmt	For
1B	ELECTION OF DIRECTOR: MARTIN M. COYNE II	Mgmt	For
1C	ELECTION OF DIRECTOR: JILL A. GREENTHAL	Mgmt	For
1D	ELECTION OF DIRECTOR: GEOFFREY A. MOORE	Mgmt	For
02	TO APPROVE ADOPTION OF THE AKAMAI TECHNOLOGIES, INC. 2009 STOCK INCENTIVE PLAN.	Mgmt	Against
03	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS OF AKAMAI TECHNOLOGIES, INC. FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

ALCOA INC.

Agen

Security: 013817101  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: AA  
 ISIN: US0138171014

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR KATHRYN S. FULLER JUDITH M. GUERON PATRICIA F. RUSSO ERNESTO ZEDILLO	Mgmt Mgmt Mgmt Mgmt	For For For For
02	PROPOSAL TO RATIFY THE INDEPENDENT AUDITOR	Mgmt	For
03	PROPOSAL TO APPROVE 2009 ALCOA STOCK INCENTIVE PLAN	Mgmt	Against
04	SHAREHOLDER PROPOSAL: SIMPLE MAJORITY VOTE	Shr	Against

ALLIANZ SE

Agen



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 Security: 018805101  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: AZ  
 ISIN: US0188051017  
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Prop.#	Proposal	Proposal Type	Proposal Vote
02	APPROPRIATION OF NET EARNINGS	Mgmt	For
03	APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE MANAGEMENT BOARD	Mgmt	For
04	APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	BY-ELECTION TO THE SUPERVISORY BOARD	Mgmt	For
06	AUTHORIZATION TO ACQUIRE TREASURY SHARES FOR TRADING PURPOSES	Mgmt	For
07	AUTHORIZATION TO ACQUIRE AND UTILIZE TREASURY SHARES FOR OTHER PURPOSES	Mgmt	For
08	AUTHORIZATION TO USE DERIVATIVES IN CONNECTION WITH THE ACQUISITION OF TREASURY SHARES PURSUANT TO 71 (1) NO.8 OF THE GERMAN STOCK CORPORATION ACT (AKTIENGESETZ)	Mgmt	For
09	AMENDMENT TO THE STATUTES IN ACCORDANCE WITH 67 GERMAN STOCK CORPORATION ACT (AKTIENGESETZ)	Mgmt	For
10A	OTHER AMENDMENTS TO THE STATUTES: CANCELLATION OF PROVISIONS REGARDING THE FIRST SUPERVISORY BOARD	Mgmt	For
10B	OTHER AMENDMENTS TO THE STATUTES: ANTICIPATORY RESOLUTIONS ON PLANNED LAW ON IMPLEMENTATION OF SHAREHOLDER RIGHTS DIRECTIVE	Mgmt	For
11	APPROVAL OF CONTROL AND PROFIT TRANSFER AGREEMENT BETWEEN ALLIANZ SE AND ALLIANZ SHARED INFRASTRUCTURE SERVICES SE	Mgmt	For

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 ALTRIA GROUP, INC.

Agen

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 Security: 02209S103  
 Meeting Type: Annual  
 Meeting Date: 19-May-2009  
 Ticker: MO  
 ISIN: US02209S1033  
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Prop.#	Proposal	Proposal Type	Proposal Vote
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1A	ELECTION OF DIRECTOR: ELIZABETH E. BAILEY	Mgmt	For
1B	ELECTION OF DIRECTOR: GERALD L. BALILES	Mgmt	For
1C	ELECTION OF DIRECTOR: DINYAR S. DEVITRE	Mgmt	For
1D	ELECTION OF DIRECTOR: THOMAS F. FARRELL II	Mgmt	For
1E	ELECTION OF DIRECTOR: ROBERT E. R. HUNTLEY	Mgmt	For
1F	ELECTION OF DIRECTOR: THOMAS W. JONES	Mgmt	For
1G	ELECTION OF DIRECTOR: GEORGE MUNOZ	Mgmt	For
1H	ELECTION OF DIRECTOR: NABIL Y. SAKKAB	Mgmt	For
1I	ELECTION OF DIRECTOR: MICHAEL E. SZYMANCZYK	Mgmt	For
02	RATIFICATION OF THE SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL 1 - MAKING FUTURE AND/OR EXPANDED BRANDS NON-ADDICTIVE	Shr	Against
04	STOCKHOLDER PROPOSAL 2 - FOOD INSECURITY AND TOBACCO USE	Shr	Against
05	STOCKHOLDER PROPOSAL 3 - ENDORSE HEALTH CARE PRINCIPLES	Shr	Against
06	STOCKHOLDER PROPOSAL 4 - CREATE HUMAN RIGHTS PROTOCOLS FOR THE COMPANY AND ITS SUPPLIERS	Shr	For
07	STOCKHOLDER PROPOSAL 5 - SHAREHOLDER SAY ON EXECUTIVE PAY	Shr	For
08	STOCKHOLDER PROPOSAL 6 - DISCLOSURE OF POLITICAL CONTRIBUTIONS	Shr	For

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AMAZON.COM, INC.

Agen

Security: 023135106  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 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

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1D	ELECTION OF DIRECTOR: L. JOHN DOERR	Mgmt	For
1E	ELECTION OF DIRECTOR: WILLIAM B. GORDON	Mgmt	For
1F	ELECTION OF DIRECTOR: ALAIN MONIE	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1H	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

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 AMEREN CORPORATION

Agen

Security: 023608102  
 Meeting Type: Annual  
 Meeting Date: 28-Apr-2009  
 Ticker: AEE  
 ISIN: US0236081024

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR STEPHEN F. BRAUER SUSAN S. ELLIOTT ELLEN M. FITZSIMMONS WALTER J. GALVIN GAYLE P.W. JACKSON JAMES C. JOHNSON CHARLES W. MUELLER DOUGLAS R. OBERHELMAN GARY L. RAINWATER HARVEY SALIGMAN PATRICK T. STOKES THOMAS R. VOSS JACK D. WOODARD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO RELEASES FROM THE CALLAWAY PLANT.	Shr	Against

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 AMGEN INC.

Agen

Security: 031162100  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: AMGN  
 ISIN: US0311621009

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: DR. DAVID BALTIMORE	Mgmt	For
1B	ELECTION OF DIRECTOR: MR. FRANK J. BIONDI, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: MR. FRANCOIS DE CARBONNEL	Mgmt	For
1D	ELECTION OF DIRECTOR: MR. JERRY D. CHOATE	Mgmt	For
1E	ELECTION OF DIRECTOR: DR. VANCE D. COFFMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: MR. FREDERICK W. GLUCK	Mgmt	For
1G	ELECTION OF DIRECTOR: MR. FRANK C. HERRINGER	Mgmt	For
1H	ELECTION OF DIRECTOR: DR. GILBERT S. OMENN	Mgmt	For
1I	ELECTION OF DIRECTOR: MS. JUDITH C. PELHAM	Mgmt	For
1J	ELECTION OF DIRECTOR: ADM. J. PAUL REASON, USN (RETIRED)	Mgmt	For
1K	ELECTION OF DIRECTOR: MR. LEONARD D. SCHAEFFER	Mgmt	For
1L	ELECTION OF DIRECTOR: MR. KEVIN W. SHARER	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE THE PROPOSED 2009 EQUITY INCENTIVE PLAN, WHICH AUTHORIZES THE ISSUANCE OF 100,000,000 SHARES.	Mgmt	For
04	TO APPROVE THE PROPOSED AMENDMENT TO OUR RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, WHICH REDUCES THE SIXTY-SIX AND TWO-THIRDS PERCENT (66-2/3%) VOTING REQUIREMENT TO A SIMPLE MAJORITY VOTING REQUIREMENT FOR APPROVAL OF CERTAIN BUSINESS COMBINATIONS.	Mgmt	For
5A	STOCKHOLDER PROPOSAL #1 (AMEND OUR BYLAWS TO PERMIT 10 PERCENT OF OUR OUTSTANDING COMMON STOCK THE ABILITY TO CALL SPECIAL MEETINGS.)	Shr	Against
5B	STOCKHOLDER PROPOSAL #2 (CHANGE OUR JURISDICTION OF INCORPORATION FROM DELAWARE TO NORTH DAKOTA.)	Shr	Against

AON CORPORATION

Agen

Security: 037389103  
 Meeting Type: Annual  
 Meeting Date: 15-May-2009  
 Ticker: AOC

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ISIN: US0373891037

Prop.#	Proposal	Proposal Type	Proposal Vote
01	ELECTION OF DIRECTOR: LESTER B. KNIGHT	Mgmt	For
02	ELECTION OF DIRECTOR: GREGORY C. CASE	Mgmt	For
03	ELECTION OF DIRECTOR: FULVIO CONTI	Mgmt	For
04	ELECTION OF DIRECTOR: EDGAR D. JANNOTTA	Mgmt	For
05	ELECTION OF DIRECTOR: JAN KALFF	Mgmt	For
06	ELECTION OF DIRECTOR: J. MICHAEL LOSH	Mgmt	For
07	ELECTION OF DIRECTOR: R. EDEN MARTIN	Mgmt	For
08	ELECTION OF DIRECTOR: ANDREW J. MCKENNA	Mgmt	For
09	ELECTION OF DIRECTOR: ROBERT S. MORRISON	Mgmt	For
10	ELECTION OF DIRECTOR: RICHARD B. MYERS	Mgmt	For
11	ELECTION OF DIRECTOR: RICHARD C. NOTEBAERT	Mgmt	For
12	ELECTION OF DIRECTOR: JOHN W. ROGERS, JR.	Mgmt	For
13	ELECTION OF DIRECTOR: GLORIA SANTONA	Mgmt	For
14	ELECTION OF DIRECTOR: CAROLYN Y. WOO	Mgmt	For
2	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS AON'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

APPLE INC.

Agen

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2009  
 Ticker: AAPL  
 ISIN: US0378331005

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	WILLIAM V. CAMPBELL	Mgmt	For
	MILLARD S. DREXLER	Mgmt	For
	ALBERT A. GORE, JR.	Mgmt	For
	STEVEN P. JOBS	Mgmt	For
	ANDREA JUNG	Mgmt	For
	A.D. LEVINSON, PH.D.	Mgmt	For
	ERIC E. SCHMIDT, PH.D.	Mgmt	For

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	JEROME B. YORK	Mgmt	For
02	SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For
03	SHAREHOLDER PROPOSAL REGARDING ADOPTION OF PRINCIPLES FOR HEALTH CARE REFORM, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
04	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY REPORT, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against
05	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON COMPENSATION, IF PROPERLY PRESENTED AT THE MEETING.	Shr	For

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APPLIED MATERIALS, INC.

Agen

Security: 038222105  
 Meeting Type: Annual  
 Meeting Date: 10-Mar-2009  
 Ticker: AMAT  
 ISIN: US0382221051

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR AART J. DE GEUS STEPHEN R. FORREST PHILIP V. GERDINE THOMAS J. IANNOTTI ALEXANDER A. KARSNER CHARLES Y.S. LIU GERHARD H. PARKER DENNIS D. POWELL WILLEM P. ROELANDTS JAMES E. ROGERS MICHAEL R. SPLINTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	TO APPROVE AMENDMENTS TO THE CERTIFICATE OF INCORPORATION THAT ELIMINATE SUPERMAJORITY VOTING PROVISIONS.	Mgmt	For
03	TO RATIFY THE APPOINTMENT OF KPMG LLP AS APPLIED MATERIALS' INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Mgmt	For

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ARIBA, INC.

Agen

Security: 04033V203  
 Meeting Type: Annual

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Date: 11-Mar-2009  
 Ticker: ARBA  
 ISIN: US04033V2034

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR HARRIET EDELMAN RICHARD A. KASHNOW ROBERT D. JOHNSON	Mgmt Mgmt Mgmt	For For For
02	TO APPROVE THE AMENDMENT AND RESTATEMENT OF ARIBA'S 1999 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE UNDER THE PLAN BY 5,270,000 SHARES.	Mgmt	For
03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF ARIBA'S EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE UNDER THE PLAN BY 1,500,000 SHARES.	Mgmt	For
04	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT ACCOUNTANTS FOR THE FISCAL YEAR ENDING SEPTEMBER 30, 2009.	Mgmt	For

ARTHUR J. GALLAGHER & CO.

Agen

Security: 363576109  
 Meeting Type: Annual  
 Meeting Date: 12-May-2009  
 Ticker: AJG  
 ISIN: US3635761097

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR FRANK E. ENGLISH, JR. J.P. GALLAGHER, JR. ILENE S. GORDON JAMES R. WIMMER	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR 2009.	Mgmt	For
03	APPROVAL OF THE ARTHUR J. GALLAGHER & CO. 2009 LONG-TERM INCENTIVE PLAN.	Mgmt	Against

ASML HOLDINGS N.V.

Agen

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Security: N07059186  
 Meeting Type: Annual  
 Meeting Date: 26-Mar-2009  
 Ticker: ASML  
 ISIN: USN070591862

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	For
04	DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
05	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	For
8A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	For
8B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.	Mgmt	For
9A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.	Mgmt	For
9B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.	Mgmt	For
9C	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	For
11A	NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11B	NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11C	NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11D	NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11E	NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For



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12A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	For
12B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.	Mgmt	For
12C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	For
12D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.	Mgmt	For
13	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	For
14	CANCELLATION OF ORDINARY SHARES.	Mgmt	For
15	CANCELLATION OF ADDITIONAL ORDINARY SHARES.	Mgmt	For

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ASML HOLDINGS N.V.

Agen

Security: N07059186  
Meeting Type: Annual  
Meeting Date: 26-Mar-2009  
Ticker: ASML  
ISIN: USN070591862

Prop.#	Proposal	Proposal Type	Proposal Vote
03	DISCUSSION OF THE ANNUAL REPORT 2008 AND ADOPTION OF THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ("FY") 2008, AS PREPARED IN ACCORDANCE WITH DUTCH LAW.	Mgmt	For
04	DISCHARGE OF THE MEMBERS OF THE BOARD OF MANAGEMENT ("BOM") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For
05	DISCHARGE OF THE MEMBERS OF THE SUPERVISORY BOARD ("SB") FROM LIABILITY FOR THEIR RESPONSIBILITIES IN THE FY 2008.	Mgmt	For

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07	PROPOSAL TO ADOPT A DIVIDEND OF EUR 0.20 PER ORDINARY SHARE OF EUR 0.09.	Mgmt	For
8A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK.	Mgmt	For
8B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK.	Mgmt	For
9A	APPROVAL OF THE NUMBER OF PERFORMANCE STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE PERFORMANCE STOCK OPTIONS.	Mgmt	For
9B	APPROVAL OF THE MAXIMUM NUMBER OF 50,000 SIGN-ON STOCK OPTIONS FOR THE BOM AND AUTHORIZATION OF THE BOM TO ISSUE THE SIGN-ON STOCK OPTIONS.	Mgmt	For
9C	APPROVAL OF THE NUMBER OF STOCK OPTIONS, RESPECTIVELY STOCK, AVAILABLE FOR ASML EMPLOYEES, AND AUTHORIZATION OF THE BOM TO ISSUE THE STOCK OPTIONS OR STOCK.	Mgmt	For
11A	NOMINATION FOR REAPPOINTMENT OF MS. H.C.J. VAN DEN BURG AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11B	NOMINATION FOR REAPPOINTMENT OF MR. O. BILOUS AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11C	NOMINATION FOR REAPPOINTMENT OF MR. J.W.B. WESTERBURGEN AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11D	NOMINATION FOR APPOINTMENT OF MS. P.F.M. VAN DER MEER MOHR AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
11E	NOMINATION FOR APPOINTMENT OF MR. W. ZIEBART AS MEMBER OF THE SB EFFECTIVE MARCH 26, 2009.	Mgmt	For
12A	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, LIMITED TO 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION.	Mgmt	For
12B	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING TO SHAREHOLDERS IN CONNECTION WITH ITEM 12A.	Mgmt	For
12C	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO ISSUE (RIGHTS TO SUBSCRIBE FOR) SHARES IN THE CAPITAL OF THE COMPANY, FOR AN ADDITIONAL 5% OF THE ISSUED SHARE CAPITAL AT THE TIME OF THE AUTHORIZATION, WHICH 5% CAN ONLY BE USED IN CONNECTION WITH OR ON THE OCCASION OF MERGERS AND/OR ACQUISITIONS.	Mgmt	For
12D	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009, TO RESTRICT OR EXCLUDE THE PRE-EMPTION RIGHTS ACCRUING	Mgmt	For

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TO SHAREHOLDERS IN CONNECTION WITH ITEM 12C.

13	PROPOSAL TO AUTHORIZE THE BOM FOR A PERIOD OF 18 MONTHS FROM MARCH 26, 2009 TO ACQUIRE ORDINARY SHARES IN THE COMPANY'S SHARE CAPITAL.	Mgmt	For
14	CANCELLATION OF ORDINARY SHARES.	Mgmt	For
15	CANCELLATION OF ADDITIONAL ORDINARY SHARES.	Mgmt	For

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 AT&T INC.

Agen

Security: 00206R102  
 Meeting Type: Annual  
 Meeting Date: 24-Apr-2009  
 Ticker: T  
 ISIN: US00206R1023

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: RANDALL L. STEPHENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM F. ALDINGER III	Mgmt	For
1C	ELECTION OF DIRECTOR: GILBERT F. AMELIO	Mgmt	For
1D	ELECTION OF DIRECTOR: REUBEN V. ANDERSON	Mgmt	For
1E	ELECTION OF DIRECTOR: JAMES H. BLANCHARD	Mgmt	For
1F	ELECTION OF DIRECTOR: AUGUST A. BUSCH III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAIME CHICO PARDO	Mgmt	For
1H	ELECTION OF DIRECTOR: JAMES P. KELLY	Mgmt	For
1I	ELECTION OF DIRECTOR: JON C. MADONNA	Mgmt	For
1J	ELECTION OF DIRECTOR: LYNN M. MARTIN	Mgmt	For
1K	ELECTION OF DIRECTOR: JOHN B. MCCOY	Mgmt	For
1L	ELECTION OF DIRECTOR: MARY S. METZ	Mgmt	For
1M	ELECTION OF DIRECTOR: JOYCE M. ROCHE	Mgmt	For
1N	ELECTION OF DIRECTOR: LAURA D'ANDREA TYSON	Mgmt	For
1O	ELECTION OF DIRECTOR: PATRICIA P. UPTON	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS.	Mgmt	For
03	AMENDMENT TO INCREASE AUTHORIZED SHARES.	Mgmt	For
04	REPORT ON POLITICAL CONTRIBUTIONS.	Shr	For

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05	SPECIAL STOCKHOLDER MEETINGS.	Shr	For
06	CUMULATIVE VOTING.	Shr	For
07	BYLAW REQUIRING INDEPENDENT CHAIRMAN.	Shr	For
08	ADVISORY VOTE ON COMPENSATION.	Shr	For
09	PENSION CREDIT POLICY.	Shr	For

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 ATHEROS COMMUNICATIONS, INC.

Agen

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 Security: 04743P108  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: ATHR  
 ISIN: US04743P1084  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JOHN L. HENNESSY CRAIG H. BARRATT CHRISTINE KING	Mgmt Mgmt Mgmt	For For For

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 AVERY DENNISON CORPORATION

Agen

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 Security: 053611109  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: AVY  
 ISIN: US0536111091  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN T. CARDIS	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID E.I. PYOTT	Mgmt	For
1C	ELECTION OF DIRECTOR: DEAN A. SCARBOROUGH	Mgmt	For
1D	ELECTION OF DIRECTOR: JULIA A. STEWART	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE CURRENT FISCAL YEAR, WHICH ENDS ON JANUARY 2, 2010	Mgmt	For
03	APPROVAL OF THE SENIOR EXECUTIVE ANNUAL INCENTIVE PLAN	Mgmt	Against

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 AXA

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 Agen

Security: 054536107  
 Meeting Type: Annual  
 Meeting Date: 30-Apr-2009  
 Ticker: AXA  
 ISIN: US0545361075  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE COMPANY'S FINANCIAL STATEMENTS FOR 2008 - PARENT ONLY	Mgmt	For
02	APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR 2008	Mgmt	For
03	EARNINGS APPROPRIATION AND DECLARATION OF A DIVIDEND OF 0.40 PER SHARE	Mgmt	For
04	APPROVAL OF THE STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS	Mgmt	For
05	RE-APPOINTMENT OF MR. JACQUES DE CHATEAUVIEUX TO THE SUPERVISORY BOARD	Mgmt	For
06	RE-APPOINTMENT OF MR. ANTHONY HAMILTON TO THE SUPERVISORY BOARD	Mgmt	For
07	RE-APPOINTMENT OF MR. MICHEL PEBEREAU TO THE SUPERVISORY BOARD	Mgmt	For
08	RE-APPOINTMENT OF MRS. DOMINIQUE REINICHE TO THE SUPERVISORY BOARD	Mgmt	For
09	APPOINTMENT OF MR. RAMON DE OLIVEIRA TO SERVE AS A MEMBER OF THE SUPERVISORY BOARD	Mgmt	For
010	AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD TO PURCHASE SHARES OF THE COMPANY	Mgmt	For
E11	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL BY MEANS OF CAPITALIZATION OF RESERVES, EARNINGS OR PREMIUMS	Mgmt	For
E12	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL OF THE COMPANY BY ISSUING ORDINARY SHARES OR SECURITIES GIVING A CLAIM TO ORDINARY SHARES OF THE COMPANY OR ONE OF ITS SUBSIDIARIES, WITH PREFERENTIAL SUBSCRIPTION RIGHTS OF SHAREHOLDERS	Mgmt	For
E13	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES OR SECURITIES GIVING A CLAIM	Mgmt	For

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	TO ORDINARY SHARES OF THE COMPANY OR ONE OF ITS SUBSIDIARIES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS OF SHAREHOLDERS		
E14	AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD, IN THE EVENT OF AN ISSUE OF SHARES OR SECURITIES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, TO SET THE ISSUE PRICE UNDER THE CONDITIONS DEFINED BY THE SHAREHOLDERS AND UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL	Mgmt	For
E15	AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD TO INCREASE THE AMOUNT OF THE INITIAL ISSUE OF SHARES OR SECURITIES, WITH OR WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, DECIDED RESPECTIVELY BY VIRTUE OF THE TWELFTH TO FOURTEENTH AND SIXTEENTH TO EIGHTEENTH RESOLUTIONS	Mgmt	For
E16	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES OR SECURITIES GIVING A CLAIM TO THE COMPANY'S ORDINARY SHARES, IN THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY	Mgmt	For
E17	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES OR SECURITIES GIVING A CLAIM TO ORDINARY SHARES IN RETURN FOR CONTRIBUTIONS IN KIND UP TO A MAXIMUM OF 10% OF THE SHARE CAPITAL, OUTSIDE THE EVENT OF A PUBLIC EXCHANGE OFFER INITIATED BY THE COMPANY	Mgmt	For
E18	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO ISSUE ORDINARY SHARES AS A RESULT OF AN ISSUE, BY SUBSIDIARIES OF THE COMPANY, OF SECURITIES GIVING A CLAIM TO THE COMPANY'S ORDINARY SHARES	Mgmt	For
E19	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO ISSUE SECURITIES THAT ENTITLE TO AN ALLOTMENT OF DEBT INSTRUMENTS, WITHOUT INCREASE OF THE COMPANY'S SHARE CAPITAL	Mgmt	For
E20	AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL BY ISSUING ORDINARY SHARES OR SECURITIES GIVING A CLAIM TO THE COMPANY'S ORDINARY SHARES, RESERVED FOR EMPLOYEES ENROLLED IN THE EMPLOYER-SPONSORED COMPANY SAVINGS PLAN	Mgmt	For
E21	AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD TO INCREASE THE SHARE CAPITAL OF THE COMPANY, BY ISSUING ORDINARY SHARES WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS, IN FAVOUR OF A CATEGORY OF BENEFICIARIES	Mgmt	For
E22	AUTHORIZATION GRANTED TO THE MANAGEMENT BOARD TO REDUCE THE SHARE CAPITAL THROUGH THE CANCELLATION OF ORDINARY SHARES	Mgmt	For
E23	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD	Mgmt	For

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IN ORDER TO INCREASE THE SHARE CAPITAL OF THE COMPANY BY ISSUING PREFERRED SHARES, WITH SUPPRESSION OF THE ORDINARY SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS IN FAVOR OF AXA ASSURANCES IARD MUTUELLE AND AXA ASSURANCES VIE MUTUELLE

E24	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL OF THE COMPANY BY ISSUING PREFERRED SHARES, WITH PREFERENTIAL SUBSCRIPTION RIGHTS OF ORDINARY SHAREHOLDERS	Mgmt	For
E25	DELEGATION OF AUTHORITY TO THE MANAGEMENT BOARD IN ORDER TO INCREASE THE SHARE CAPITAL OF THE COMPANY BY ISSUING PREFERRED SHARES, WITHOUT PREFERENTIAL SUBSCRIPTION RIGHTS OF ORDINARY SHAREHOLDERS	Mgmt	For
E26	AMENDMENTS OF THE BYLAWS TO INCLUDE PREFERRED SHARES	Mgmt	For
E27	AUTHORIZATION TO COMPLY WITH ALL FORMAL REQUIREMENTS IN CONNECTION WITH THIS MEETING	Mgmt	For

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 BAIDU.COM INC.

Agen

Security: 056752108  
 Meeting Type: Annual  
 Meeting Date: 16-Dec-2008  
 Ticker: BIDU  
 ISIN: US0567521085

Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLUTION AS SET OUT IN PARAGRAPH 1 OF NOTICE OF ANNUAL GENERAL MEETING REGARDING THE COMPANY'S REPURCHASE OF ITS OWN SHARES.	Mgmt	For
02	THE RESOLUTION AS SET OUT IN PARAGRAPH 2 OF THE NOTICE OF ANNUAL GENERAL MEETING REGARDING THE AMENDMENT OF THE COMPANY'S ARTICLES OF ASSOCIATION.	Mgmt	For
03	THE RESOLUTION AS SET OUT IN PARAGRAPH 3 OF THE NOTICE OF ANNUAL GENERAL MEETING REGARDING THE CHANGE OF THE COMPANY'S NAME.	Mgmt	For
04	THE RESOLUTION AS SET OUT IN PARAGRAPH 4 OF THE NOTICE OF ANNUAL GENERAL MEETING REGARDING THE ADOPTION OF AN AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION.	Mgmt	For
05	THE RESOLUTION AS SET OUT IN PARAGRAPH 5 OF THE NOTICE OF ANNUAL GENERAL MEETING REGARDING THE AMENDMENT OF THE COMPANY'S 2000 OPTION PLAN.	Mgmt	For

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06	THE RESOLUTION AS SET OUT IN PARAGRAPH 6 OF THE NOTICE OF ANNUAL GENERAL MEETING REGARDING THE ADOPTION OF THE COMPANY'S 2008 SHARE INCENTIVE PLAN.	Mgmt	For
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BANCO SANTANDER, S.A.

Agen

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Security: 05964H105  
 Meeting Type: Annual  
 Meeting Date: 18-Jun-2009  
 Ticker: STD  
 ISIN: US05964H1059

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	EXAMINATION AND APPROVAL, IF DEEMED APPROPRIATE, OF THE ANNUAL ACCOUNTS (BALANCE SHEET, PROFIT AND LOSS STATEMENT, STATEMENTS OF CHANGES IN NET ASSETS AND CASH FLOWS, AND NOTES) AND OF THE CORPORATE MANAGEMENT OF BANCO SANTANDER, S.A. AND ITS CONSOLIDATED GROUP, ALL WITH RESPECT TO THE FISCAL YEAR ENDED DECEMBER 31, 2008	Mgmt	For
02	APPLICATION OF RESULTS FROM FISCAL YEAR 2008	Mgmt	For
3A	RE-ELECTION OF MR. MATIAS RODRIGUEZ INCIARTE	Mgmt	For
3B	RE-ELECTION OF MR. MANUEL SOTO SERRANO	Mgmt	For
3C	RE-ELECTION OF MR. GUILLERMO DE LA DEHESA ROMERO	Mgmt	For
3D	RE-ELECTION OF MR. ABEL MATUTES JUAN	Mgmt	For
04	RE-ELECTION OF THE AUDITOR OF ACCOUNTS FOR FISCAL YEAR 2009.	Mgmt	For
05	AUTHORIZATION FOR THE BANK AND ITS SUBSIDIARIES TO ACQUIRE THEIR OWN STOCK PURSUANT TO THE PROVISIONS OF SECTION 75 AND THE FIRST ADDITIONAL PROVISION OF THE BUSINESS CORPORATIONS LAW YLEY DE SOCIEDADES ANONIMAS, DEPRIVING OF EFFECT TO THE EXTENT OF THE UNUSED AMOUNT THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS AT THE ORDINARY GENERAL SHAREHOLDERS' MEETING HELD ON JUNE 21, 2008	Mgmt	For
06	DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO CARRY OUT THE RESOLUTION TO BE ADOPTED BY THE SHAREHOLDERS AT THE MEETING TO INCREASE THE SHARE CAPITAL PURSUANT TO THE PROVISIONS OF SECTION 153.1.A) OF THE BUSINESS CORPORATIONS LAW, DEPRIVING OF EFFECT THE AUTHORIZATION GRANTED BY THE SHAREHOLDERS AT SUCH GENERAL MEETING ON JUNE 21, 2008	Mgmt	For
07	AUTHORIZATION TO THE BOARD, PURSUANT TO PROVISIONS	Mgmt	For



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	OF ARTICLE 153.1.B) OF BUSINESS CORPORATIONS LAW, TO INCREASE THE SHARE CAPITAL ON ONE OR MORE OCCASIONS AT ANY TIME, WITHIN A TERM OF THREE YEARS, BY MEANS OF MONETARY CONTRIBUTIONS IN THE MAXIMUM NOMINAL AMOUNT OF 2,038,901,430.50 EUROS, ALL ON SUCH TERMS AND CONDITIONS AS IT DEEMS APPROPRIATE, DEPRIVING OF EFFECT THE AUTHORIZATION GRANTED BY SHAREHOLDERS BY MEANS OF RESOLUTION ONE II) DELEGATION OF THE POWER TO EXCLUDE PRE-EMPTIVE RIGHTS PROVIDED FOR IN SECTION 159.2 OF THE BUSINESS CORPORATIONS LAW		
08	INCREASE OF SHARE CAPITAL IN SUCH AMOUNT AS MAY BE DETERMINED PURSUANT TO RESOLUTION BY MEANS OF ISSUANCE OF NEW ORDINARY SHARES HAVING A PAR VALUE OF ONE-HALF (0.5) EURO EACH, WITHOUT ISSUANCE PREMIUM, OF SAME CLASS AND SERIES AS THOSE THAT ARE CURRENTLY OUTSTANDING, WITH CHARGE TO VOLUNTARY RESERVES SET UP WITH UNAPPROPRIATED EARNINGS. EXPRESS PROVISION FOR POSSIBILITY OF INCOMPLETE ALLOCATION. DELEGATION OF POWERS TO BOARD, WITH AUTHORITY TO, IN TURN, DELEGATE SUCH POWERS TO EXECUTIVE COMMITTEE, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Mgmt	For
09	DELEGATION TO THE BOARD OF POWER TO ISSUE SIMPLE FIXED INCOME SECURITIES OR DEBT INSTRUMENTS OF SIMILAR (INCLUDING BONDS, PROMISSORY NOTES OR WARRANTS), FIXED INCOME SECURITIES CONVERTIBLE INTO AND/OR EXCHANGEABLE FOR SHARES OF COMPANY. CONNECTION WITH FIXED-INCOME SECURITIES CONVERTIBLE INTO AND/OR EXCHANGEABLE FOR SHARES OF COMPANY, ESTABLISHMENT OF CRITERIA FOR DETERMINING TERMS AND CONDITIONS APPLICABLE TO CONVERSION AND/OR EXCHANGE GRANT TO THE BOARD, ALL AS MORE FULLY DESCRIBED IN THE PROXY STATEMENT	Mgmt	For
10A	INCENTIVE POLICY: IN CONNECTION WITH THE LONG-TERM INCENTIVE POLICY APPROVED BY THE BOARD OF DIRECTORS, APPROVAL OF NEW CYCLES AND PLAN FOR THE DELIVERY OF SANTANDER SHARES FOR IMPLEMENTATION BY THE BANK AND BY COMPANIES OF THE SANTANDER GROUP AND LINKED TO CERTAIN PERMANENCE REQUIREMENTS OR TO CHANGES IN TOTAL SHAREHOLDER RETURN.	Mgmt	For
10B	INCENTIVE POLICY: APPROVAL OF AN INCENTIVE PLAN FOR EMPLOYEES OF ABBEY NATIONAL PLC. AND OTHER COMPANIES OF THE GROUP IN THE UNITED KINGDOM BY MEANS OF OPTIONS TO SHARES OF THE BANK LINKED TO THE CONTRIBUTION OF PERIODIC MONETARY AMOUNTS AND TO CERTAIN PERMANENCE REQUIREMENTS.	Mgmt	For
10C	INCENTIVE POLICY: AUTHORIZATION OF THE DELIVERY OF 100 SHARES OF THE BANK TO EACH EMPLOYEE OF THE SOVEREIGN SUBGROUP.	Mgmt	For
11	AUTHORIZATION TO THE BOARD OF DIRECTORS TO INTERPRET, REMEDY, SUPPLEMENT, CARRY OUT AND FURTHER DEVELOP THE RESOLUTIONS ADOPTED BY THE SHAREHOLDERS AT THE MEETING, AS WELL AS TO DELEGATE THE POWERS RECEIVED FROM THE SHAREHOLDERS AT THE	Mgmt	For

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MEETING, AND GRANT OF POWERS TO CONVERT SUCH RESOLUTIONS INTO NOTARIAL INSTRUMENTS.

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BANK OF AMERICA CORPORATION

Agen

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Security: 060505104  
Meeting Type: Special  
Meeting Date: 05-Dec-2008  
Ticker: BAC  
ISIN: US0605051046  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	A PROPOSAL TO APPROVE THE ISSUANCE OF SHARES OF BANK OF AMERICA COMMON STOCK AS CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 15, 2008, BY AND BETWEEN MERRILL LYNCH & CO., INC. AND BANK OF AMERICA CORPORATION, AS SUCH AGREEMENT MAY BE AMENDED FROM TIME TO TIME.	Mgmt	For
02	A PROPOSAL TO APPROVE AN AMENDMENT TO THE 2003 KEY ASSOCIATE STOCK PLAN, AS AMENDED AND RESTATED.	Mgmt	Against
03	A PROPOSAL TO ADOPT AN AMENDMENT TO THE BANK OF AMERICA AMENDED AND RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF BANK OF AMERICA COMMON STOCK FROM 7.5 BILLION TO 10 BILLION.	Mgmt	For
04	A PROPOSAL TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES, IN THE EVENT THAT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE FOREGOING PROPOSALS.	Mgmt	For

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BANK OF AMERICA CORPORATION

Agen

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Security: 060505104  
Meeting Type: Annual  
Meeting Date: 29-Apr-2009  
Ticker: BAC  
ISIN: US0605051046  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WILLIAM BARNET, III	Mgmt	For
1B	ELECTION OF DIRECTOR: FRANK P. BRAMBLE, SR.	Mgmt	For

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1C	ELECTION OF DIRECTOR: VIRGIS W. COLBERT	Mgmt	For
1D	ELECTION OF DIRECTOR: JOHN T. COLLINS	Mgmt	For
1E	ELECTION OF DIRECTOR: GARY L. COUNTRYMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: TOMMY R. FRANKS	Mgmt	For
1G	ELECTION OF DIRECTOR: CHARLES K. GIFFORD	Mgmt	For
1H	ELECTION OF DIRECTOR: KENNETH D. LEWIS	Mgmt	For
1I	ELECTION OF DIRECTOR: MONICA C. LOZANO	Mgmt	For
1J	ELECTION OF DIRECTOR: WALTER E. MASSEY	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS J. MAY	Mgmt	For
1L	ELECTION OF DIRECTOR: PATRICIA E. MITCHELL	Mgmt	For
1M	ELECTION OF DIRECTOR: JOSEPH W. PRUEHER	Mgmt	For
1N	ELECTION OF DIRECTOR: CHARLES O. ROSSOTTI	Mgmt	For
1O	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1P	ELECTION OF DIRECTOR: O. TEMPLE SLOAN, JR.	Mgmt	For
1Q	ELECTION OF DIRECTOR: ROBERT L. TILLMAN	Mgmt	For
1R	ELECTION OF DIRECTOR: JACKIE M. WARD	Mgmt	For
02	RATIFICATION OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For
03	AN ADVISORY (NON-BINDING) VOTE APPROVING EXECUTIVE COMPENSATION	Mgmt	For
04	STOCKHOLDER PROPOSAL - DISCLOSURE OF GOVERNMENT EMPLOYMENT	Shr	Against
05	STOCKHOLDER PROPOSAL - ADVISORY VOTE ON EXEC COMP	Shr	Against
06	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING	Shr	Against
07	STOCKHOLDER PROPOSAL - SPECIAL STOCKHOLDER MEETINGS	Shr	Against
08	STOCKHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shr	Against
09	STOCKHOLDER PROPOSAL - PREDATORY CREDIT CARD LENDING PRACTICES	Shr	Against
10	STOCKHOLDER PROPOSAL - ADOPTION OF PRINCIPLES FOR HEALTH CARE REFORM	Shr	Against
11	STOCKHOLDER PROPOSAL - LIMITS ON EXEC COMP	Shr	Against

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BANK OF NEW YORK MELLON CORP.

Agen

Security: 064058100  
 Meeting Type: Annual  
 Meeting Date: 14-Apr-2009  
 Ticker: BK  
 ISIN: US0640581007

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR RUTH E. BRUCH NICHOLAS M. DONOFRIO GERALD L. HASSELL EDMUND F. KELLY ROBERT P. KELLY RICHARD J. KOGAN MICHAEL J. KOWALSKI JOHN A. LUKE, JR. ROBERT MEHRABIAN MARK A. NORDENBERG CATHERINE A. REIN WILLIAM C. RICHARDSON SAMUEL C. SCOTT III JOHN P. SURMA WESLEY W. VON SCHACK	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For For For For
02	PROPOSAL TO APPROVE THE ADVISORY (NON-BINDING) RESOLUTION RELATING TO 2008 EXECUTIVE COMPENSATION.	Mgmt	For
03	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTANT.	Mgmt	For
04	STOCKHOLDER PROPOSAL WITH RESPECT TO CUMULATIVE VOTING.	Shr	Against
05	STOCKHOLDER PROPOSAL REQUESTING A 75% RETENTION POLICY FOR SHARES ACQUIRED THROUGH COMPENSATION PLANS.	Shr	Against

BARRICK GOLD CORPORATION

Agen

Security: 067901108  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: ABX  
 ISIN: CA0679011084

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR H.L. BECK C.W.D. BIRCHALL	Mgmt Mgmt	For For

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	D.J. CARTY	Mgmt	For
	G. CISNEROS	Mgmt	For
	M.A. COHEN	Mgmt	For
	P.A. CROSSGROVE	Mgmt	For
	R.M. FRANKLIN	Mgmt	For
	P.C. GODSOE	Mgmt	For
	J.B. HARVEY	Mgmt	For
	B. MULRONEY	Mgmt	For
	A. MUNK	Mgmt	For
	P. MUNK	Mgmt	For
	A.W. REGENT	Mgmt	For
	S.J. SHAPIRO	Mgmt	For
	G.C. WILKINS	Mgmt	For
02	RESOLUTION APPROVING THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP AS THE AUDITORS OF BARRICK AND AUTHORIZING THE DIRECTORS TO FIX THEIR REMUNERATION.		For
03	SHAREHOLDER RESOLUTION SET OUT IN SCHEDULE B TO THE ACCOMPANYING MANAGEMENT PROXY CIRCULAR.	Shr	Against

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BAXTER INTERNATIONAL INC. Agen

Security: 071813109  
Meeting Type: Annual  
Meeting Date: 05-May-2009  
Ticker: BAX  
ISIN: US0718131099

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: WALTER E. BOOMER	Mgmt	For
1B	ELECTION OF DIRECTOR: JAMES R. GAVIN III, M.D., PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: PETER S. HELLMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: K.J. STORM	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL RELATING TO ANIMAL TESTING	Shr	Against

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BEMIS COMPANY, INC. Agen

Security: 081437105  
Meeting Type: Annual  
Meeting Date: 07-May-2009  
Ticker: BMS  
ISIN: US0814371052

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR WILLIAM J. BOLTON BARBARA L. JOHNSON PAUL S. PEERCY GENE C. WULF	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP, AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO ACT ON A PROPOSAL TO REAPPROVE THE BEMIS COMPANY, INC. 1997 EXECUTIVE OFFICER PERFORMANCE PLAN.	Mgmt	For
04	TO ACT ON A PROPOSAL TO AMEND THE BEMIS COMPANY, INC. 2007 STOCK INCENTIVE PLAN.	Mgmt	For
05	TO VOTE UPON A PROPOSAL SUBMITTED BY A SHAREHOLDER, IF PROPERLY PRESENTED AT THE MEETING.	Shr	Against

BIOGEN IDEC INC.

Agen

Security: 09062X103  
Meeting Type: Annual  
Meeting Date: 03-Jun-2009  
Ticker: BIIB  
ISIN: US09062X1037

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LAWRENCE C. BEST ALAN B. GLASSBERG ROBERT W. PANGIA WILLIAM D. YOUNG	Mgmt Mgmt Mgmt Mgmt	For For For For
02	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE AMENDMENTS TO THE COMPANY'S BYLAWS TO CHANGE THE VOTING STANDARD FOR THE ELECTION OF DIRECTORS IN UNCONTESTED ELECTIONS FROM A PLURALITY STANDARD TO A MAJORITY STANDARD.	Mgmt	For
04	SHAREHOLDER PROPOSAL TO AMEND THE COMPANY'S BYLAWS TO FIX THE SIZE OF THE BOARD AT 13 MEMBERS AND REMOVE THE BOARD'S ABILITY TO CHANGE THE SIZE OF THE BOARD.	Shr	Against

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05 SHAREHOLDER PROPOSAL THAT THE COMPANY REINCORPORATE FROM DELAWARE TO NORTH DAKOTA AND ELECT TO BE SUBJECT TO THE NORTH DAKOTA PUBLICLY TRADED CORPORATIONS ACT. Shr Against

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 BOSTON SCIENTIFIC CORPORATION  
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Agen

Security: 101137107  
 Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BSX  
 ISIN: US1011371077  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN E. ABELE	Mgmt	For
1B	ELECTION OF DIRECTOR: URSULA M. BURNS	Mgmt	For
1C	ELECTION OF DIRECTOR: MARYE ANNE FOX	Mgmt	For
1D	ELECTION OF DIRECTOR: RAY J. GROVES	Mgmt	For
1E	ELECTION OF DIRECTOR: KRISTINA M. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: ERNEST MARIO	Mgmt	For
1G	ELECTION OF DIRECTOR: N.J. NICHOLAS, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: PETE M. NICHOLAS	Mgmt	For
1I	ELECTION OF DIRECTOR: JOHN E. PEPPER	Mgmt	For
1J	ELECTION OF DIRECTOR: UWE E. REINHARDT	Mgmt	For
1K	ELECTION OF DIRECTOR: WARREN B. RUDMAN	Mgmt	For
1L	ELECTION OF DIRECTOR: JOHN E. SUNUNU	Mgmt	For
1M	ELECTION OF DIRECTOR: JAMES R. TOBIN	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	TO TRANSACT SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.	Mgmt	Against

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 BRISTOL-MYERS SQUIBB COMPANY  
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Agen

Security: 110122108

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Meeting Type: Annual  
 Meeting Date: 05-May-2009  
 Ticker: BMY  
 ISIN: US1101221083

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: L. ANDREOTTI	Mgmt	For
1B	ELECTION OF DIRECTOR: L.B. CAMPBELL	Mgmt	For
1C	ELECTION OF DIRECTOR: J.M. CORNELIUS	Mgmt	For
1D	ELECTION OF DIRECTOR: L.J. FREEH	Mgmt	For
1E	ELECTION OF DIRECTOR: L.H. GLIMCHER, M.D.	Mgmt	For
1F	ELECTION OF DIRECTOR: M. GROBSTEIN	Mgmt	For
1G	ELECTION OF DIRECTOR: L. JOHANSSON	Mgmt	For
1H	ELECTION OF DIRECTOR: A.J. LACY	Mgmt	For
1I	ELECTION OF DIRECTOR: V.L. SATO, PH.D.	Mgmt	For
1J	ELECTION OF DIRECTOR: T.D. WEST, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: R.S. WILLIAMS, M.D.	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	EXECUTIVE COMPENSATION DISCLOSURE.	Shr	For
04	SIMPLE MAJORITY VOTE.	Shr	For
05	SPECIAL SHAREOWNER MEETINGS.	Shr	For
06	EXECUTIVE COMPENSATION ADVISORY VOTE.	Shr	For

BROCADE COMMUNICATIONS SYSTEMS, INC.

Agen

Security: 111621306  
 Meeting Type: Annual  
 Meeting Date: 15-Apr-2009  
 Ticker: BRCD  
 ISIN: US1116213067

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JUDY BRUNER	Mgmt	For
1B	ELECTION OF DIRECTOR: DAVID L. HOUSE	Mgmt	For



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1C	ELECTION OF DIRECTOR: L. WILLIAM KRAUSE	Mgmt	For
2	APPROVAL OF THE 2009 STOCK PLAN	Mgmt	For
3	APPROVAL OF THE 2009 DIRECTOR PLAN	Mgmt	For
4	APPROVAL OF THE 2009 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
5	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT PUBLIC ACCOUNTANTS OF BROCADE COMMUNICATIONS SYSTEMS, INC. FOR THE FISCAL YEAR ENDING OCTOBER 31, 2009	Mgmt	For
6	CONSIDERATION OF A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REGARDING THE DELETION OF THE SUPERMAJORITY VOTING REQUIREMENTS IN THE COMPANY'S CERTIFICATE OF INCORPORATION AND BYLAWS	Shr	For
7	CONSIDERATION OF A STOCKHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REGARDING THE REORGANIZATION OF THE BOARD OF DIRECTORS INTO ONE CLASS SUBJECT TO ELECTION EACH YEAR	Shr	For

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C.H. ROBINSON WORLDWIDE, INC.

Agen

Security: 12541W209  
Meeting Type: Annual  
Meeting Date: 14-May-2009  
Ticker: CHRW  
ISIN: US12541W2098

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES B. STAKE	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN P. WIEHOFF	Mgmt	For
02	AMENDMENT OF THE COMPANY'S CERTIFICATE OF INCORPORATION TO INCREASE THE MAXIMUM ALLOWED NUMBER OF DIRECTORS FROM NINE (9) TO TWELVE (12).	Mgmt	For
03	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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CARBO CERAMICS INC.

Agen

Security: 140781105  
Meeting Type: Annual

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Meeting Date: 19-May-2009  
 Ticker: CRR  
 ISIN: US1407811058

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CHAD C. DEATON JAMES B. JENNINGS GARY A. KOLSTAD H.E. LENTZ, JR. RANDY L. LIMBACHER WILLIAM C. MORRIS ROBERT S. RUBIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	PROPOSAL TO RATIFY AND APPROVE THE CARBO CERAMICS INC. OMNIBUS INCENTIVE PLAN.	Mgmt	Against
03	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP, CERTIFIED PUBLIC ACCOUNTANTS, AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

CARDINAL HEALTH, INC.

Agen

Security: 14149Y108  
 Meeting Type: Annual  
 Meeting Date: 05-Nov-2008  
 Ticker: CAH  
 ISIN: US14149Y1082

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR COLLEEN F. ARNOLD R. KERRY CLARK CALVIN DARDEN JOHN F. FINN PHILIP L. FRANCIS GREGORY B. KENNY J. MICHAEL LOSH JOHN B. MCCOY RICHARD C. NOTEBAERT MICHAEL D. O'HALLERAN DAVID W. RAISBECK JEAN G. SPAULDING, M.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	PROPOSAL TO APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION AND CODE OF REGULATIONS TO	Mgmt	For

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IMPLEMENT A MAJORITY VOTING STANDARD FOR UNCONTESTED ELECTIONS OF DIRECTORS.

04	PROPOSAL TO APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION AND CODE OF REGULATIONS TO ELIMINATE CUMULATIVE VOTING.	Mgmt	For
05	PROPOSAL TO APPROVE AMENDMENTS TO THE CODE OF REGULATIONS TO ESTABLISH PROCEDURES FOR ADVANCE NOTICE OF DIRECTOR NOMINATIONS AND OTHER PROPOSALS AND RELATED ADMINISTRATIVE MATTERS AT SHAREHOLDER MEETINGS.	Mgmt	For
06	PROPOSAL TO APPROVE AMENDMENT TO THE ARTICLES OF INCORPORATION TO ELIMINATE THE REFERENCE TO THE MINIMUM AMOUNT OF STATED CAPITAL WITH WHICH THE COMPANY MAY BEGIN BUSINESS AND TO STATE EXPRESSLY THAT THE COMPANY'S COMMON SHARES HAVE NO STATED CAPITAL.	Mgmt	For
07	PROPOSAL TO APPROVE AN AMENDED AND RESTATED 2005 LONG-TERM INCENTIVE PLAN.	Mgmt	Against
08	PROPOSAL TO APPROVE AN AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
09	SHAREHOLDER PROPOSAL REGARDING PERFORMANCE-BASED STOCK OPTIONS.	Shr	Against

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 CATERPILLAR INC.

Agen

Security: 149123101  
 Meeting Type: Annual  
 Meeting Date: 10-Jun-2009  
 Ticker: CAT  
 ISIN: US1491231015

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DANIEL M. DICKINSON DAVID R. GOODE JAMES W. OWENS CHARLES D. POWELL JOSHUA I. SMITH	Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For
02	RATIFY AUDITORS	Mgmt	For
03	STOCKHOLDER PROPOSAL - ANNUAL ELECTION OF DIRECTORS	Shr	For
04	STOCKHOLDER PROPOSAL - DIRECTOR ELECTION MAJORITY VOTE STANDARD	Shr	For
05	STOCKHOLDER PROPOSAL - FOREIGN MILITARY SALES	Shr	Against
06	STOCKHOLDER PROPOSAL - SIMPLE MAJORITY VOTE	Shr	For

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07	STOCKHOLDER PROPOSAL - INDEPENDENT COMPENSATION CONSULTANT	Shr	For
08	STOCKHOLDER PROPOSAL - INDEPENDENT CHAIRMAN OF THE BOARD	Shr	For
09	STOCKHOLDER PROPOSAL - LOBBYING PRIORITIES	Shr	Against

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CAVIUM NETWORKS INC

Agen

Security: 14965A101  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: CAVM  
 ISIN: US14965A1016

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR KRIS CHELLAM	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF CAVIUM NETWORKS, INC. FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 17-Jun-2009  
 Ticker: CELG  
 ISIN: US1510201049

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR SOL J. BARER, PH.D. ROBERT J. HUGIN MICHAEL D. CASEY RODMAN L. DRAKE A.H. HAYES, JR., M.D. GILLA KAPLAN, PH.D. JAMES J. LOUGHLIN ERNEST MARIO, PH.D. WALTER L. ROBB, PH.D.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC	Mgmt	For

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ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING  
DECEMBER 31, 2009.

03	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S 2008 STOCK INCENTIVE PLAN.	Mgmt	Against
04	STOCKHOLDER PROPOSAL REGARDING THE VOTING STANDARD FOR DIRECTOR ELECTIONS.	Shr	Against

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CHEVRON CORPORATION

Agen

Security: 166764100  
Meeting Type: Annual  
Meeting Date: 27-May-2009  
Ticker: CVX  
ISIN: US1667641005

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: S.H. ARMACOST	Mgmt	For
1B	ELECTION OF DIRECTOR: L.F. DEILY	Mgmt	For
1C	ELECTION OF DIRECTOR: R.E. DENHAM	Mgmt	For
1D	ELECTION OF DIRECTOR: R.J. EATON	Mgmt	For
1E	ELECTION OF DIRECTOR: E. HERNANDEZ	Mgmt	For
1F	ELECTION OF DIRECTOR: F.G. JENIFER	Mgmt	For
1G	ELECTION OF DIRECTOR: S. NUNN	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. O'REILLY	Mgmt	For
1I	ELECTION OF DIRECTOR: D.B. RICE	Mgmt	For
1J	ELECTION OF DIRECTOR: K.W. SHARER	Mgmt	For
1K	ELECTION OF DIRECTOR: C.R. SHOEMATE	Mgmt	For
1L	ELECTION OF DIRECTOR: R.D. SUGAR	Mgmt	For
1M	ELECTION OF DIRECTOR: C. WARE	Mgmt	For
1N	ELECTION OF DIRECTOR: J.S. WATSON	Mgmt	For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE CHEVRON INCENTIVE PLAN	Mgmt	For
04	APPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR PERFORMANCE-BASED AWARDS UNDER THE LONG-TERM	Mgmt	For

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## INCENTIVE PLAN OF CHEVRON CORPORATION

05	SPECIAL STOCKHOLDER MEETINGS	Shr	For
06	ADVISORY VOTE ON SUMMARY COMPENSATION TABLE	Shr	For
07	GREENHOUSE GAS EMISSIONS	Shr	Against
08	COUNTRY SELECTION GUIDELINES	Shr	Against
09	HUMAN RIGHTS POLICY	Shr	Against
10	HOST COUNTRY LAWS	Shr	Against

## CIGNA CORPORATION

Agen

Security: 125509109  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: CI  
 ISIN: US1255091092

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: H. EDWARD HANWAY	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN M. PARTRIDGE	Mgmt	For
1C	ELECTION OF DIRECTOR: JAMES E. ROGERS	Mgmt	For
1D	ELECTION OF DIRECTOR: ERIC C. WISEMAN	Mgmt	For
02	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CIGNA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For

## CISCO SYSTEMS, INC.

Agen

Security: 17275R102  
 Meeting Type: Annual  
 Meeting Date: 13-Nov-2008  
 Ticker: CSCO  
 ISIN: US17275R1023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CAROL A. BARTZ	Mgmt	For
1B	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For

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1C	ELECTION OF DIRECTOR: MICHAEL D. CAPELLAS	Mgmt	For
1D	ELECTION OF DIRECTOR: LARRY R. CARTER	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN T. CHAMBERS	Mgmt	For
1F	ELECTION OF DIRECTOR: BRIAN L. HALLA	Mgmt	For
1G	ELECTION OF DIRECTOR: DR. JOHN L. HENNESSY	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD M. KOVACEVICH	Mgmt	For
1I	ELECTION OF DIRECTOR: RODERICK C. MCGEARY	Mgmt	For
1J	ELECTION OF DIRECTOR: MICHAEL K. POWELL	Mgmt	For
1K	ELECTION OF DIRECTOR: STEVEN M. WEST	Mgmt	For
1L	ELECTION OF DIRECTOR: JERRY YANG	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS CISCO'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 25, 2009.	Mgmt	For
03	PROPOSAL SUBMITTED BY A SHAREHOLDER TO AMEND THE COMPANY'S BYLAWS TO ESTABLISH A BOARD COMMITTEE ON HUMAN RIGHTS.	Shr	Against
04	PROPOSAL SUBMITTED BY SHAREHOLDERS REQUESTING THE BOARD TO PUBLISH A REPORT TO SHAREHOLDERS WITHIN SIX MONTHS PROVIDING A SUMMARIZED LISTING AND ASSESSMENT OF CONCRETE STEPS CISCO COULD REASONABLY TAKE TO REDUCE THE LIKELIHOOD THAT ITS BUSINESS PRACTICES MIGHT ENABLE OR ENCOURAGE THE VIOLATION OF HUMAN RIGHTS, AS SET FORTH IN THE PROXY STATEMENT.	Shr	Against

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CME GROUP

Agen

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 Security: 12572Q105  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: CME  
 ISIN: US12572Q1058  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	DENNIS H. CHOOKASZIAN	Mgmt	For
	ROBERT F. CORVINO	Mgmt	For
	LARRY G. GERDES	Mgmt	For
	DANIEL R. GLICKMAN	Mgmt	For
	JAMES E. OLIFF	Mgmt	For
	JOHN L. PIETRZAK	Mgmt	For
	ALEX J. POLLOCK	Mgmt	For

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	WILLIAM R. SHEPARD	Mgmt	For
02	TO APPROVE THE CME GROUP INC. AMENDED AND RESTATED OMNIBUS STOCK PLAN.	Mgmt	Against
03	TO APPROVE THE CME GROUP INC. AMENDED AND RESTATED 2005 DIRECTOR STOCK PLAN.	Mgmt	Against
04	TO APPROVE THE CME GROUP INC. AMENDED AND RESTATED INCENTIVE PLAN FOR HIGHLY COMPENSATED EXECUTIVE OFFICERS.	Mgmt	Against
05	TO RATIFY ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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 CMS ENERGY CORPORATION

Agen

Security: 125896100  
 Meeting Type: Annual  
 Meeting Date: 22-May-2009  
 Ticker: CMS  
 ISIN: US1258961002  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MERRIBEL S. AYRES JON E. BARFIELD RICHARD M. GABRYS DAVID W. JOOS PHILIP R. LOCHNER, JR., MICHAEL T. MONAHAN JOSEPH F. PAQUETTE JR., PERCY A. PIERRE KENNETH L. WAY KENNETH WHIPPLE JOHN B. YASINSKY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (PRICEWATERHOUSECOOPERS LLP).	Mgmt	For
03	PROPOSAL TO AMEND PERFORMANCE INCENTIVE STOCK PLAN.	Mgmt	For
04	PROPOSAL TO APPROVE PERFORMANCE MEASURES IN BONUS PLAN.	Mgmt	For
05	PROPOSAL TO AMEND ARTICLES OF INCORPORATION.	Mgmt	For

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 COACH, INC.

Agen

Security: 189754104  
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Meeting Type: Annual  
 Meeting Date: 30-Oct-2008  
 Ticker: COH  
 ISIN: US1897541041

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR LEW FRANKFORT SUSAN KROPF GARY LOVEMAN IVAN MENEZES IRENE MILLER KEITH MONDA MICHAEL MURPHY JIDE ZEITLIN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	TO CONSIDER AND VOTE UPON A PROPOSAL TO AMEND THE COACH, INC. PERFORMANCE-BASED ANNUAL INCENTIVE PLAN.	Mgmt	Against

COCA-COLA ENTERPRISES INC.

Agen

Security: 191219104  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: CCE  
 ISIN: US1912191046

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR CALVIN DARDEN DONNA A. JAMES THOMAS H. JOHNSON	Mgmt Mgmt Mgmt	For For For
02	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR 2009.	Mgmt	For
03	SHAREOWNER PROPOSAL TO REQUEST SHAREOWNER APPROVAL OF CERTAIN SEVERANCE AGREEMENTS.	Shr	For
04	SHAREOWNER PROPOSAL REGARDING HEALTH CARE REFORM.	Shr	Against

COGNIZANT TECHNOLOGY SOLUTIONS CORP.

Agen

Security: 192446102  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2009

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Ticker: CTSH  
ISIN: US1924461023

Prop. #	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: FRANCISCO D'SOUZA	Mgmt	For
1B	ELECTION OF DIRECTOR: JOHN N. FOX, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: THOMAS M. WENDEL	Mgmt	For
02	TO ADOPT THE COGNIZANT TECHNOLOGY SOLUTIONS CORPORATION 2009 INCENTIVE COMPENSATION PLAN.	Mgmt	Against
03	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

COLGATE-PALMOLIVE COMPANY

Agen

Security: 194162103  
Meeting Type: Annual  
Meeting Date: 08-May-2009  
Ticker: CL  
ISIN: US1941621039

Prop. #	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JOHN T. CAHILL	Mgmt	For
1B	ELECTION OF DIRECTOR: JILL K. CONWAY	Mgmt	For
1C	ELECTION OF DIRECTOR: IAN COOK	Mgmt	For
1D	ELECTION OF DIRECTOR: ELLEN M. HANCOCK	Mgmt	For
1E	ELECTION OF DIRECTOR: DAVID W. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD J. KOGAN	Mgmt	For
1G	ELECTION OF DIRECTOR: DELANO E. LEWIS	Mgmt	For
1H	ELECTION OF DIRECTOR: J. PEDRO REINHARD	Mgmt	For
1I	ELECTION OF DIRECTOR: STEPHEN I. SADOVE	Mgmt	For
02	RATIFY SELECTION OF PRICEWATERHOUSECOOPERS LLP AS COLGATE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	APPROVAL OF THE COLGATE-PALMOLIVE COMPANY 2009 EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	For
04	STOCKHOLDER PROPOSAL ON EXECUTIVE COMPENSATION	Shr	For

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ADVISORY VOTE.

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COMCAST CORPORATION

Agen

Security: 20030N101  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: CMCSA  
 ISIN: US20030N1019

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR S. DECKER ANSTROM KENNETH J. BACON SHELDON M. BONOVIKZ EDWARD D. BREEN JULIAN A. BRODSKY JOSEPH J. COLLINS J. MICHAEL COOK GERALD L. HASSELL JEFFREY A. HONICKMAN BRIAN L. ROBERTS RALPH J. ROBERTS DR. JUDITH RODIN MICHAEL I. SOVERN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For
03	APPROVAL OF OUR 2002 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED	Mgmt	For
04	APPROVAL OF OUR 2002 RESTRICTED STOCK PLAN, AS AMENDED AND RESTATED	Mgmt	For
05	APPROVAL OF OUR 2003 STOCK OPTION PLAN, AS AMENDED AND RESTATED	Mgmt	For
06	IDENTIFY ALL EXECUTIVE OFFICERS WHO EARN IN EXCESS OF \$500,000	Shr	Against
07	OBTAIN SHAREHOLDER APPROVAL OF CERTAIN FUTURE DEATH BENEFIT ARRANGEMENTS	Shr	For
08	ADOPT AN ANNUAL VOTE ON EXECUTIVE COMPENSATION	Shr	For
09	ADOPT A RECAPITALIZATION PLAN	Shr	For

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COMPLETE PRODUCTION SERVICES, INC.

Agen

Security: 20453E109  
 Meeting Type: Annual

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Date: 21-May-2009  
 Ticker: CPX  
 ISIN: US20453E1091

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JOSEPH C. WINKLER R. GRAHAM WHALING	Mgmt Mgmt	For For
02	TO APPROVE THE AMENDMENT TO THE COMPLETE PRODUCTION SERVICES, INC. 2008 INCENTIVE AWARD PLAN.	Mgmt	Against
03	TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS FOR THE YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

## COMPUWARE CORPORATION

Agen

Security: 205638109  
 Meeting Type: Annual  
 Meeting Date: 26-Aug-2008  
 Ticker: CPWR  
 ISIN: US2056381096

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DENNIS W. ARCHER GURMINDER S. BEDI WILLIAM O. GRABE WILLIAM R. HALLING PETER KARMANOS, JR FAYE ALEXANDER NELSON GLENDA D. PRICE W. JAMES PROWSE G. SCOTT ROMNEY	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	THE RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM TO AUDIT THE FINANCIAL STATEMENTS FOR THE FISCAL YEAR ENDING MARCH 31, 2009	Mgmt	For

## CONAGRA FOODS, INC.

Agen

Security: 205887102  
 Meeting Type: Annual  
 Meeting Date: 25-Sep-2008  
 Ticker: CAG

# Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

ISIN: US2058871029

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MOGENS C. BAY STEPHEN G. BUTLER STEVEN F. GOLDSTONE W.G. JURGENSEN RUTH ANN MARSHALL GARY M. RODKIN ANDREW J. SCHINDLER KENNETH E. STINSON	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
02	RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS	Mgmt	For

CONOCOPHILLIPS

Agen

Security: 20825C104  
Meeting Type: Annual  
Meeting Date: 13-May-2009  
Ticker: COP  
ISIN: US20825C1045

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: JAMES E. COPELAND, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: KENNETH M. DUBERSTEIN	Mgmt	For
1E	ELECTION OF DIRECTOR: RUTH R. HARKIN	Mgmt	For
1F	ELECTION OF DIRECTOR: HAROLD W. MCGRAW III	Mgmt	For
1G	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For
1H	ELECTION OF DIRECTOR: HARALD J. NORVIK	Mgmt	For
1I	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
1J	ELECTION OF DIRECTOR: BOBBY S. SHACKOULS	Mgmt	For
1K	ELECTION OF DIRECTOR: VICTORIA J. TSCHINKEL	Mgmt	For
1L	ELECTION OF DIRECTOR: KATHRYN C. TURNER	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM E. WADE, JR.	Mgmt	For
02	PROPOSAL TO RATIFY APPOINTMENT OF ERNST & YOUNG LLP AS CONOCOPHILLIPS' INDEPENDENT REGISTERED	Mgmt	For

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PUBLIC ACCOUNTING FIRM FOR 2009.

03	PROPOSAL TO APPROVE 2009 OMNIBUS STOCK AND PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	UNIVERSAL HEALTH CARE PRINCIPLES.	Shr	Against
05	ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Shr	For
06	POLITICAL CONTRIBUTIONS.	Shr	For
07	GREENHOUSE GAS REDUCTION.	Shr	Against
08	OIL SANDS DRILLING.	Shr	Against
09	DIRECTOR QUALIFICATIONS.	Shr	Against

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COOPER INDUSTRIES, LTD. Agen

Security: G24182100  
Meeting Type: Annual  
Meeting Date: 27-Apr-2009  
Ticker: CBE  
ISIN: BMG241821005

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR IVOR J. EVANS KIRK S. HACHIGIAN LAWRENCE D. KINGSLEY JAMES R. WILSON	Mgmt Mgmt Mgmt Mgmt	For For For For
02	APPOINT ERNST & YOUNG LLP AS OUR INDEPENDENT AUDITORS FOR THE YEAR ENDING 12/31/2009.	Mgmt	For
03	SHAREHOLDER PROPOSAL REQUESTING COOPER TO IMPLEMENT A CODE OF CONDUCT BASED ON INTERNATIONAL LABOR ORGANIZATION HUMAN RIGHTS STANDARDS.	Shr	Against

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COVIDIEN LTD. Agen

Security: G2552X108  
Meeting Type: Annual  
Meeting Date: 18-Mar-2009  
Ticker: COV  
ISIN: BMG2552X1083

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Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

1A	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1B	ELECTION OF DIRECTOR: ROBERT H. BRUST	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN M. CONNORS, JR.	Mgmt	For
1D	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1E	ELECTION OF DIRECTOR: TIMOTHY M. DONAHUE	Mgmt	For
1F	ELECTION OF DIRECTOR: KATHY J. HERBERT	Mgmt	For
1G	ELECTION OF DIRECTOR: RANDALL J. HOGAN, III	Mgmt	For
1H	ELECTION OF DIRECTOR: RICHARD J. MEELIA	Mgmt	For
1I	ELECTION OF DIRECTOR: DENNIS H. REILLEY	Mgmt	For
1J	ELECTION OF DIRECTOR: TADATAKA YAMADA	Mgmt	For
1K	ELECTION OF DIRECTOR: JOSEPH A. ZACCAGNINO	Mgmt	For
02	APPROVE AMENDED AND RESTATED 2007 STOCK AND INCENTIVE PLAN	Mgmt	For
03	APPOINTMENT OF INDEPENDENT AUDITORS AND AUTHORIZATION OF THE AUDIT COMMITTEE TO SET THE AUDITORS' REMUNERATION	Mgmt	For

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 COVIDIEN LTD.

Agen

Security: G2552X108  
 Meeting Type: Special  
 Meeting Date: 28-May-2009  
 Ticker: COV  
 ISIN: BMG2552X1083

Prop.#	Proposal	Proposal Type	Proposal Vote
01	APPROVAL OF THE SCHEME OF ARRANGEMENT ATTACHED TO THE ACCOMPANYING PROXY STATEMENT AS ANNEX A.	Mgmt	For
02	IF THE SCHEME OF ARRANGEMENT IS APPROVED, AND IN CONNECTION WITH SCHEME OF ARRANGEMENT AND REORGANIZATION, APPROVAL OF CREATION OF DISTRIBUTABLE RESERVES OF COVIDIEN PLC (THROUGH REDUCTION OF SHARE PREMIUM ACCOUNT OF COVIDIEN PLC) THAT WAS PREVIOUSLY APPROVED BY COVIDIEN LTD. AND OTHER CURRENT SHAREHOLDERS OF COVIDIEN PLC (AS DESCRIBED IN THE ACCOMPANYING PROXY STATEMENT).	Mgmt	For
03	APPROVAL OF THE MOTION TO ADJOURN THE MEETING TO A LATER DATE TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT PROXIES TO APPROVE THE SCHEME OF ARRANGEMENT AT THE TIME OF THE	Mgmt	For

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MEETING.

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CSX CORPORATION

Agen

Security: 126408103  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: CSX  
 ISIN: US1264081035

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR D.M. ALVARADO A. BEHRING SEN. J.B. BREAUX S.T. HALVERSON E.J. KELLY, III G. H. LAMPHERE J.D. MCPHERSON T.T. O'TOOLE D.M. RATCLIFFE D.J. SHEPARD M.J. WARD	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS CSX'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009	Mgmt	For

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CVS CAREMARK CORPORATION

Agen

Security: 126650100  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: CVS  
 ISIN: US1266501006

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: EDWIN M. BANKS	Mgmt	For
1B	ELECTION OF DIRECTOR: C. DAVID BROWN II	Mgmt	For
1C	ELECTION OF DIRECTOR: DAVID W. DORMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: KRISTEN G. WILLIAMS	Mgmt	For
1E	ELECTION OF DIRECTOR: MARIAN L. HEARD	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM H. JOYCE	Mgmt	For



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1G	ELECTION OF DIRECTOR: JEAN-PIERRE MILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: TERRENCE MURRAY	Mgmt	For
1I	ELECTION OF DIRECTOR: C.A. LANCE PICCOLO	Mgmt	For
1J	ELECTION OF DIRECTOR: SHELI Z. ROSENBERG	Mgmt	For
1K	ELECTION OF DIRECTOR: THOMAS M. RYAN	Mgmt	For
1L	ELECTION OF DIRECTOR: RICHARD J. SWIFT	Mgmt	For
02	PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For
03	STOCKHOLDER PROPOSAL REGARDING SPECIAL STOCKHOLDER MEETINGS.	Shr	Against
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN OF THE BOARD.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS AND EXPENDITURES.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING ADVISORY STOCKHOLDER VOTE ON EXECUTIVE COMPENSATION.	Shr	For

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 CYPRESS SEMICONDUCTOR CORPORATION

Agen

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 Security: 232806109  
 Meeting Type: Annual  
 Meeting Date: 22-May-2009  
 Ticker: CY  
 ISIN: US2328061096  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR T.J. RODGERS W. STEVE ALBRECHT ERIC A. BENHAMOU LLOYD CARNEY JAMES R. LONG J. DANIEL MCCRANIE EVERT VAN DE VEN	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
02	THE RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERSMgmt LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009	Mgmt	For
03	THE APPROVAL OF A 1994 STOCK PLAN AMENDMENT TO PROVIDE STOCK OPTION EXCHANGE FLEXIBILITY	Mgmt	Against

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 DAVITA INC.

Agen-----

Security: 23918K108  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2009  
 Ticker: DVA  
 ISIN: US23918K1088  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CHARLES G. BERG	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLARD W. BRITTAIN, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: PAUL J. DIAZ	Mgmt	For
1D	ELECTION OF DIRECTOR: PETER T. GRAUER	Mgmt	For
1E	ELECTION OF DIRECTOR: JOHN M. NEHRA	Mgmt	For
1F	ELECTION OF DIRECTOR: WILLIAM L. ROPER, M.D.	Mgmt	For
1G	ELECTION OF DIRECTOR: KENT J. THIRY	Mgmt	For
1H	ELECTION OF DIRECTOR: ROGER J. VALINE	Mgmt	For
1I	ELECTION OF DIRECTOR: RICHARD C. VAUGHAN	Mgmt	For
02	AMENDMENT AND RESTATEMENT OF THE DAVITA INC. EXECUTIVE INCENTIVE PLAN.	Mgmt	Against
03	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2009.	Mgmt	For

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 DEERE & COMPANY

Agen-----

Security: 244199105  
 Meeting Type: Annual  
 Meeting Date: 25-Feb-2009  
 Ticker: DE  
 ISIN: US2441991054  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1B	ELECTION OF DIRECTOR: VANCE D. COFFMAN	Mgmt	For
1C	ELECTION OF DIRECTOR: CLAYTON M. JONES	Mgmt	For

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1D	ELECTION OF DIRECTOR: THOMAS H. PATRICK	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2009	Mgmt	For
03	STOCKHOLDER PROPOSAL #1 - ANNUAL ELECTION OF DIRECTORS	Shr	For
04	STOCKHOLDER PROPOSAL #2 - ADVISORY VOTE ON EXECUTIVE COMPENSATION	Shr	For
05	STOCKHOLDER PROPOSAL #3 - SEPARATION OF CEO AND CHAIRMAN RESPONSIBILITIES	Shr	Against

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DIAMOND OFFSHORE DRILLING, INC. Agen

Security: 25271C102  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
Ticker: DO  
ISIN: US25271C1027

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR JAMES S. TISCH LAWRENCE R. DICKERSON JOHN R. BOLTON CHARLES L. FABRIKANT PAUL G. GAFFNEY II EDWARD GREBOW HERBERT C. HOFMANN ARTHUR L. REBELL RAYMOND S. TROUBH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY FOR FISCAL YEAR 2009.	Mgmt	For

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DISCOVER FINANCIAL SERVICES Agen

Security: 254709108  
Meeting Type: Annual  
Meeting Date: 21-Apr-2009  
Ticker: DFS  
ISIN: US2547091080

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

1A	ELECTION OF DIRECTOR: JEFFREY S. ARONIN	Mgmt	For
1B	ELECTION OF DIRECTOR: MARY K. BUSH	Mgmt	For
1C	ELECTION OF DIRECTOR: GREGORY C. CASE	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT M. DEVLIN	Mgmt	For
1E	ELECTION OF DIRECTOR: CYNTHIA A. GLASSMAN	Mgmt	For
1F	ELECTION OF DIRECTOR: RICHARD H. LENNY	Mgmt	For
1G	ELECTION OF DIRECTOR: THOMAS G. MAHERAS	Mgmt	For
1H	ELECTION OF DIRECTOR: MICHAEL M. MOSKOW	Mgmt	For
1I	ELECTION OF DIRECTOR: DAVID W. NELMS	Mgmt	For
1J	ELECTION OF DIRECTOR: E. FOLLIN SMITH	Mgmt	For
1K	ELECTION OF DIRECTOR: LAWRENCE A. WEINBACH	Mgmt	For
02	APPROVE THE DISCOVER FINANCIAL SERVICES AMENDED AND RESTATED 2007 OMNIBUS INCENTIVE PLAN.	Mgmt	Against
03	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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DOLLAR TREE INC

Agen

Security: 256746108  
Meeting Type: Annual  
Meeting Date: 18-Jun-2009  
Ticker: DLTR  
ISIN: US2567461080

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ARNOLD S. BARRON J. DOUGLAS PERRY THOMAS A. SAUNDERS III CARL P. ZEITHAML	Mgmt Mgmt Mgmt Mgmt	For For For For
02	SHAREHOLDER PROPOSAL TO ELIMINATE CLASSIFIED BOARD OF DIRECTORS	Shr	For

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DOVER CORPORATION

Agen

Security: 260003108

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: DOV  
 ISIN: US2600031080

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: D.H. BENSON	Mgmt	For
1B	ELECTION OF DIRECTOR: R.W. CREMIN	Mgmt	For
1C	ELECTION OF DIRECTOR: T.J. DEROSA	Mgmt	For
1D	ELECTION OF DIRECTOR: J-P.M. ERGAS	Mgmt	For
1E	ELECTION OF DIRECTOR: P.T. FRANCIS	Mgmt	For
1F	ELECTION OF DIRECTOR: K.C. GRAHAM	Mgmt	For
1G	ELECTION OF DIRECTOR: J.L. KOLEY	Mgmt	For
1H	ELECTION OF DIRECTOR: R.A. LIVINGSTON	Mgmt	For
1I	ELECTION OF DIRECTOR: R.K. LOCHRIDGE	Mgmt	For
1J	ELECTION OF DIRECTOR: B.G. RETHORE	Mgmt	For
1K	ELECTION OF DIRECTOR: M.B. STUBBS	Mgmt	For
1L	ELECTION OF DIRECTOR: M.A. WINSTON	Mgmt	For
02	TO APPROVE AMENDMENTS TO THE 2005 EQUITY AND CASH INCENTIVE PLAN.	Mgmt	For
03	TO APPROVE AMENDMENTS TO THE EXECUTIVE OFFICER ANNUAL INCENTIVE PLAN.	Mgmt	For
04	TO ACT UPON A SHAREHOLDER PROPOSAL REGARDING A CLIMATE CHANGE REPORT.	Shr	Against
05	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF DOVER CORPORATION FOR 2009.	Mgmt	For

### DUKE ENERGY CORPORATION

Agen

Security: 26441C105  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: DUK  
 ISIN: US26441C1053

Prop.#	Proposal	Proposal Type	Proposal Vote
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## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

01	DIRECTOR WILLIAM BARNET, III G. ALEX BERNHARDT, SR. MICHAEL G. BROWNING DANIEL R. DIMICCO ANN MAYNARD GRAY JAMES H. HANCE, JR. JAMES T. RHODES JAMES E. ROGERS PHILIP R. SHARP DUDLEY S. TAFT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF DELOITTE & TOUCHE LLP AS DUKE ENERGY CORPORATION'S INDEPENDENT PUBLIC ACCOUNTANT FOR 2009	Mgmt	For

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E. I. DU PONT DE NEMOURS AND COMPANY

Agen

Security: 263534109  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: DD  
 ISIN: US2635341090

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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SAMUEL W. BODMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: RICHARD H. BROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: ROBERT A. BROWN	Mgmt	For
1D	ELECTION OF DIRECTOR: BERTRAND P. COLLOMB	Mgmt	For
1E	ELECTION OF DIRECTOR: CURTIS J. CRAWFORD	Mgmt	For
1F	ELECTION OF DIRECTOR: ALEXANDER M. CUTLER	Mgmt	For
1G	ELECTION OF DIRECTOR: JOHN T. DILLON	Mgmt	For
1H	ELECTION OF DIRECTOR: ELEUTHERE I. DU PONT	Mgmt	For
1I	ELECTION OF DIRECTOR: MARILLYN A. HEWSON	Mgmt	For
1J	ELECTION OF DIRECTOR: CHARLES O. HOLLIDAY, JR.	Mgmt	For
1K	ELECTION OF DIRECTOR: LOIS D. JULIBER	Mgmt	For
1L	ELECTION OF DIRECTOR: ELLEN J. KULLMAN	Mgmt	For
1M	ELECTION OF DIRECTOR: WILLIAM K. REILLY	Mgmt	For
02	ON RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	ON SHAREHOLDER SAY ON EXECUTIVE PAY	Shr	For

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 EATON CORPORATION

Agen

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 Security: 278058102  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: ETN  
 ISIN: US2780581029  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: ALEXANDER M. CUTLER	Mgmt	For
1B	ELECTION OF DIRECTOR: ARTHUR E. JOHNSON	Mgmt	For
1C	ELECTION OF DIRECTOR: DEBORAH L. MCCOY	Mgmt	For
1D	ELECTION OF DIRECTOR: GARY L. TOOKER	Mgmt	For
02	APPROVE THE PROPOSED 2009 STOCK PLAN	Mgmt	Against
03	RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR FOR 2009	Mgmt	For

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 EBAY INC.

Agen

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 Security: 278642103  
 Meeting Type: Annual  
 Meeting Date: 29-Apr-2009  
 Ticker: EBAY  
 ISIN: US2786421030  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MARC L. ANDREESSEN	Mgmt	For
1B	ELECTION OF DIRECTOR: WILLIAM C. FORD, JR.	Mgmt	For
1C	ELECTION OF DIRECTOR: DAWN G. LEPORE	Mgmt	For
1D	ELECTION OF DIRECTOR: PIERRE M. OMIYAR	Mgmt	For
1E	ELECTION OF DIRECTOR: RICHARD T. SCHLOSBERG, III	Mgmt	For
02	TO APPROVE AMENDMENTS TO CERTAIN OF OUR EXISTING EQUITY INCENTIVE PLANS TO ALLOW FOR A ONE-TIME STOCK OPTION EXCHANGE PROGRAM FOR EMPLOYEES OTHER THAN OUR NAMED EXECUTIVE OFFICERS AND DIRECTORS.	Mgmt	Against

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03	TO APPROVE THE AMENDMENT AND RESTATEMENT OF OUR 2008 EQUITY INCENTIVE AWARD PLAN TO INCREASE THE AGGREGATE NUMBER OF SHARES AUTHORIZED FOR ISSUANCE UNDER THE PLAN BY 50 MILLION SHARES AND TO ADD MARKET SHARES AND VOLUME METRICS AS PERFORMANCE CRITERIA UNDER THE PLAN.	Mgmt	Against
04	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT AUDITORS FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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EDISON INTERNATIONAL Agen

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Security: 281020107  
 Meeting Type: Annual  
 Meeting Date: 23-Apr-2009  
 Ticker: EIX  
 ISIN: US2810201077

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR VANESSA C.L. CHANG FRANCE A. CORDOVA THEODORE F. CRAVER, JR. CHARLES B. CURTIS BRADFORD M. FREEMAN LUIS G. NOGALES RONALD L. OLSON JAMES M. ROSSER R.T. SCHLOSBERG III THOMAS C. SUTTON BRETT WHITE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For
03	MANAGEMENT PROPOSAL TO APPROVE AN AMENDMENT TO THE EDISON INTERNATIONAL 2007 PERFORMANCE INCENTIVE PLAN.	Mgmt	For
04	SHAREHOLDER PROPOSAL REGARDING SHAREHOLDER SAY ON EXECUTIVE PAY.	Shr	For

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EDWARDS LIFESCIENCES CORPORATION Agen

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Security: 28176E108  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: EW  
 ISIN: US28176E1082



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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: MIKE R. BOWLIN	Mgmt	For
1B	ELECTION OF DIRECTOR: BARBARA J. MCNEIL, M.D., PH.D.	Mgmt	For
1C	ELECTION OF DIRECTOR: MICHAEL A. MUSSALLEM	Mgmt	For
1D	ELECTION OF DIRECTOR: WILLIAM J. LINK, PH.D.	Mgmt	For
02	APPROVAL OF THE AMENDMENT AND RESTATEMENT OF THE LONG-TERM STOCK INCENTIVE COMPENSATION PROGRAM.	Mgmt	Against
03	RATIFICATION OF APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

ELECTRONIC ARTS INC.

Agen

Security: 285512109  
 Meeting Type: Annual  
 Meeting Date: 31-Jul-2008  
 Ticker: ERTS  
 ISIN: US2855121099

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: LEONARD S. COLEMAN	Mgmt	For
1B	ELECTION OF DIRECTOR: GARY M. KUSIN	Mgmt	For
1C	ELECTION OF DIRECTOR: GREGORY B. MAFFEI	Mgmt	For
1D	ELECTION OF DIRECTOR: VIVEK PAUL	Mgmt	For
1E	ELECTION OF DIRECTOR: LAWRENCE F. PROBST III	Mgmt	For
1F	ELECTION OF DIRECTOR: JOHN S. RICCITIELLO	Mgmt	For
1G	ELECTION OF DIRECTOR: RICHARD A. SIMONSON	Mgmt	For
1H	ELECTION OF DIRECTOR: LINDA J. SRERE	Mgmt	For
2	AMENDMENTS TO THE 2000 EQUITY INCENTIVE PLAN	Mgmt	For
3	AMENDMENTS TO THE 2000 EMPLOYEE STOCK PURCHASE PLAN	Mgmt	For
4	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS	Mgmt	For

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 ELI LILLY AND COMPANY

Agen

Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2009  
 Ticker: LLY  
 ISIN: US5324571083  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.S. FELDSTEIN J.E. FYRWALD E.R. MARRAM D.R. OBERHELMAN	Mgmt Mgmt Mgmt Mgmt	For For For For
02	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF THE DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2009	Mgmt	For
03	APPROVE AMENDMENTS TO THE ARTICLES OF INCORPORATION TO PROVIDE FOR ANNUAL ELECTION OF ALL DIRECTORS	Mgmt	For
04	REAPPROVE THE MATERIAL TERMS OF PERFORMANCE GOALS FOR THE ELI LILLY AND COMPANY BONUS PLAN	Mgmt	For
05	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE BOARD ELIMINATE ALL SUPERMAJORITY VOTING PROVISIONS FROM THE COMPANY'S ARTICLES OF INCORPORATION AND BYLAWS	Shr	For
06	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE COMPANY AMEND ITS ARTICLES OF INCORPORATION TO ALLOW SHAREHOLDERS TO AMEND THE COMPANY'S BYLAWS BY MAJORITY VOTE	Shr	For
07	PROPOSAL BY SHAREHOLDERS REQUESTING THAT THE BOARD OF DIRECTORS ADOPT A POLICY OF ASKING SHAREHOLDERS TO RATIFY THE COMPENSATION OF NAMED EXECUTIVE OFFICERS AT THE ANNUAL MEETING OF SHAREHOLDERS	Shr	For

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 EMERSON ELECTRIC CO.

Agen

Security: 291011104  
 Meeting Type: Annual  
 Meeting Date: 03-Feb-2009  
 Ticker: EMR  
 ISIN: US2910111044  
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Prop.#	Proposal	Proposal	Proposal Vote
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		Type	
01	DIRECTOR A.A. BUSCH III* A.F. GOLDEN* H. GREEN* W.R. JOHNSON* J.B. MENZER* V.R. LOUCKS, JR.**	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For
02	RATIFICATION OF KPMG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

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 ENZON PHARMACEUTICALS, INC.

Agen

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 Security: 293904108  
 Meeting Type: Annual  
 Meeting Date: 21-May-2009  
 Ticker: ENZN  
 ISIN: US2939041081  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ALEXANDER J. DENNER RICHARD C. MULLIGAN	Mgmt Mgmt	For For
02	RATIFICATION OF THE SELECTION OF KPMG LLP TO AUDIT THE CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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 EQUIFAX INC.

Agen

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 Security: 294429105  
 Meeting Type: Annual  
 Meeting Date: 08-May-2009  
 Ticker: EFX  
 ISIN: US2944291051  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR MARK L. FEIDLER JOHN A. MCKINLEY RICHARD F. SMITH	Mgmt Mgmt Mgmt	For For For
02	RATIFY THE SELECTION OF ERNST & YOUNG LLP AS EQUIFAX'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For

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03	AMEND THE ARTICLES OF INCORPORATION AND BYLAWS TO DECLASSIFY THE BOARD OF DIRECTORS.	Mgmt	For
04	AMEND THE ARTICLES OF INCORPORATION TO PROVIDE FOR MAJORITY VOTING IN UNCONTESTED DIRECTOR ELECTIONS.	Mgmt	For

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 EXXON MOBIL CORPORATION

Agen

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 Security: 30231G102  
 Meeting Type: Annual  
 Meeting Date: 27-May-2009  
 Ticker: XOM  
 ISIN: US30231G1022  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR M.J. BOSKIN L.R. FAULKNER K.C. FRAZIER W.W. GEORGE R.C. KING M.C. NELSON S.J. PALMISANO S.S. REINEMUND R.W. TILLERSON E.E. WHITACRE, JR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF INDEPENDENT AUDITORS (PAGE 50)	Mgmt	For
03	CUMULATIVE VOTING (PAGE 51)	Shr	Against
04	SPECIAL SHAREHOLDER MEETINGS (PAGE 53)	Shr	For
05	INCORPORATE IN NORTH DAKOTA (PAGE 54)	Shr	Against
06	BOARD CHAIRMAN AND CEO (PAGE 55)	Shr	Against
07	SHAREHOLDER ADVISORY VOTE ON EXECUTIVE COMPENSATION (PAGE 57)	Shr	For
08	EXECUTIVE COMPENSATION REPORT (PAGE 59)	Shr	Against
09	CORPORATE SPONSORSHIPS REPORT (PAGE 60)	Shr	Against
10	AMENDMENT OF EEO POLICY (PAGE 62)	Shr	Against
11	GREENHOUSE GAS EMISSIONS GOALS (PAGE 63)	Shr	Against
12	CLIMATE CHANGE AND TECHNOLOGY REPORT (PAGE 65)	Shr	Against
13	RENEWABLE ENERGY POLICY (PAGE 66)	Shr	Against

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 FASTENAL COMPANY

Agen

Security: 311900104  
 Meeting Type: Annual  
 Meeting Date: 21-Apr-2009  
 Ticker: FAST  
 ISIN: US3119001044  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ROBERT A. KIERLIN STEPHEN M. SLAGGIE MICHAEL M. GOSTOMSKI HUGH L. MILLER WILLARD D. OBERTON MICHAEL J. DOLAN REYNE K. WISECUP MICHAEL J. ANCIUS SCOTT A. SATTERLEE	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2009 FISCAL YEAR.	Mgmt	For

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 FEDEX CORPORATION

Agen

Security: 31428X106  
 Meeting Type: Annual  
 Meeting Date: 29-Sep-2008  
 Ticker: FDX  
 ISIN: US31428X1063  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B	ELECTION OF DIRECTOR: AUGUST A. BUSCH IV	Mgmt	For
1C	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1D	ELECTION OF DIRECTOR: JUDITH L. ESTRIN	Mgmt	For
1E	ELECTION OF DIRECTOR: J.R. HYDE, III	Mgmt	For
1F	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON	Mgmt	For
1G	ELECTION OF DIRECTOR: STEVEN R. LORANGER	Mgmt	For
1H	ELECTION OF DIRECTOR: GARY W. LOVEMAN	Mgmt	For

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1I	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1J	ELECTION OF DIRECTOR: JOSHUA I. SMITH	Mgmt	For
1K	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
1L	ELECTION OF DIRECTOR: PETER S. WILLMOTT	Mgmt	For
02	APPROVAL OF AMENDMENT TO INCENTIVE STOCK PLAN TO INCREASE THE NUMBER OF OPTION SHARES AND RESTRICTED SHARES ISSUABLE UNDER THE PLAN.	Mgmt	For
03	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING INDEPENDENT BOARD CHAIRMAN.	Shr	Against
05	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER VOTE ON EXECUTIVE PAY.	Shr	For

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FIDELITY NAT'L INFORMATION SERVICES INC

Agen

Security: 31620M106  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: FIS  
 ISIN: US31620M1062

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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR WILLIAM P. FOLEY, II* THOMAS M. HAGERTY* KEITH W. HUGHES* RICHARD N. MASSEY**	Mgmt Mgmt Mgmt Mgmt	For For For For
2	TO RATIFY THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2009 FISCAL YEAR.	Mgmt	For

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FIRST SOLAR, INC.

Agen

Security: 336433107  
 Meeting Type: Annual  
 Meeting Date: 04-Jun-2009  
 Ticker: FSLR  
 ISIN: US3364331070

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Prop.#	Proposal	Proposal Type	Proposal Vote
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1	DIRECTOR MICHAEL J. AHEARN CRAIG KENNEDY JAMES F. NOLAN J. THOMAS PRESBY PAUL H. STEBBINS MICHAEL SWEENEY JOSE H. VILLARREAL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 26, 2009	Mgmt	For

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FIRSTENERGY CORP.

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Agen

Security: 337932107  
Meeting Type: Annual  
Meeting Date: 19-May-2009  
Ticker: FE  
ISIN: US3379321074  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR PAUL T. ADDISON ANTHONY J. ALEXANDER MICHAEL J. ANDERSON DR. CAROL A. CARTWRIGHT WILLIAM T. COTTLE ROBERT B. HEISLER, JR. ERNEST J. NOVAK, JR. CATHERINE A. REIN GEORGE M. SMART WES M. TAYLOR JESSE T. WILLIAMS, SR.	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
03	SHAREHOLDER PROPOSAL: ADOPT SIMPLE MAJORITY VOTE	Shr	For
04	SHAREHOLDER PROPOSAL: REDUCE THE PERCENTAGE OF SHARES REQUIRED TO CALL SPECIAL SHAREHOLDER MEETING	Shr	For
05	SHAREHOLDER PROPOSAL: ESTABLISH SHAREHOLDER PROPOSER ENGAGEMENT PROCESS	Shr	For
06	SHAREHOLDER PROPOSAL: ADOPT A MAJORITY VOTE STANDARD FOR THE ELECTION OF DIRECTORS	Shr	For

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 FLUOR CORPORATION

Agen

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 Security: 343412102  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: FLR  
 ISIN: US3434121022  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: PETER K. BARKER	Mgmt	For
1B	ELECTION OF DIRECTOR: ALAN L. BOECKMANN	Mgmt	For
1C	ELECTION OF DIRECTOR: VILMA S. MARTINEZ	Mgmt	For
1D	ELECTION OF DIRECTOR: DEAN R. O'HARE	Mgmt	For
02	THE RATIFICATION OF THE APPOINTMENT BY OUR AUDIT COMMITTEE OF ERNST & YOUNG LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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 FOUNDATION COAL HOLDINGS, INC.

Agen

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 Security: 35039W100  
 Meeting Type: Annual  
 Meeting Date: 13-May-2009  
 Ticker: FCL  
 ISIN: US35039W1009  
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Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR JAMES F. ROBERTS KURT D. KOST WILLIAM J. CROWLEY, JR. DAVID I. FOLEY P. MICHAEL GIFTOS ALEX T. KRUEGER JOEL RICHARDS, III ROBERT C. SCHARP THOMAS V. SHOCKLEY III	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For
2	RATIFY ERNST & YOUNG LLP AS FOUNDATION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For



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FRANKLIN RESOURCES, INC.

Agen

Security: 354613101  
 Meeting Type: Annual  
 Meeting Date: 11-Mar-2009  
 Ticker: BEN  
 ISIN: US3546131018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: SAMUEL H. ARMACOST	Mgmt	For
1B	ELECTION OF DIRECTOR: CHARLES CROCKER	Mgmt	For
1C	ELECTION OF DIRECTOR: JOSEPH R. HARDIMAN	Mgmt	For
1D	ELECTION OF DIRECTOR: ROBERT D. JOFFE	Mgmt	For
1E	ELECTION OF DIRECTOR: CHARLES B. JOHNSON	Mgmt	For
1F	ELECTION OF DIRECTOR: GREGORY E. JOHNSON	Mgmt	For
1G	ELECTION OF DIRECTOR: RUPERT H. JOHNSON, JR.	Mgmt	For
1H	ELECTION OF DIRECTOR: THOMAS H. KEAN	Mgmt	For
1I	ELECTION OF DIRECTOR: CHUTTA RATNATHICAM	Mgmt	For
1J	ELECTION OF DIRECTOR: PETER M. SACERDOTE	Mgmt	For
1K	ELECTION OF DIRECTOR: LAURA STEIN	Mgmt	For
1L	ELECTION OF DIRECTOR: ANNE M. TATLOCK	Mgmt	For
02	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
03	TO RESUBMIT FOR STOCKHOLDER APPROVAL THE 2004 KEY EXECUTIVE INCENTIVE COMPENSATION PLAN.	Mgmt	Against

FREEMPORT-MCMORAN COPPER & GOLD INC.

Agen

Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 11-Jun-2009  
 Ticker: FCX  
 ISIN: US35671D8570

Prop.#	Proposal	Proposal Type	Proposal Vote
1	DIRECTOR RICHARD C. ADKERSON ROBERT J. ALLISON, JR.	Mgmt Mgmt	For For

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	ROBERT A. DAY	Mgmt	For
	GERALD J. FORD	Mgmt	For
	H. DEVON GRAHAM, JR.	Mgmt	For
	J. BENNETT JOHNSTON	Mgmt	For
	CHARLES C. KRULAK	Mgmt	For
	BOBBY LEE LACKEY	Mgmt	For
	JON C. MADONNA	Mgmt	For
	DUSTAN E. MCCOY	Mgmt	For
	GABRIELLE K. MCDONALD	Mgmt	For
	JAMES R. MOFFETT	Mgmt	For
	B. M. RANKIN, JR.	Mgmt	For
	J. STAPLETON ROY	Mgmt	For
	STEPHEN H. SIEGELE	Mgmt	For
	J. TAYLOR WHARTON	Mgmt	For
2	RATIFICATION OF APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITOR.	Mgmt	For
3	APPROVAL OF THE PROPOSED 2009 ANNUAL INCENTIVE PLAN.	Mgmt	Against
4	STOCKHOLDER PROPOSAL REGARDING THE SELECTION OF A CANDIDATE WITH ENVIRONMENTAL EXPERTISE TO BE RECOMMENDED FOR ELECTION TO THE COMPANY'S BOARD OF DIRECTORS.	Shr	Against

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 FRESENIUS MEDICAL CARE AG & CO. KGAA

Agen

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 Security: 358029106  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: FMS  
 ISIN: US3580291066  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	RESOLUTION ON THE APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS OF FRESENIUS MEDICAL CARE AG & CO. KGAA FOR THE FINANCIAL YEAR 2008	Mgmt	For
02	RESOLUTION ON THE ALLOCATION OF DISTRIBUTABLE PROFIT	Mgmt	For
03	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE GENERAL PARTNER	Mgmt	For
04	RESOLUTION ON THE APPROVAL OF THE ACTIONS OF THE MEMBERS OF THE SUPERVISORY BOARD	Mgmt	For
05	ELECTION OF THE AUDITORS AND CONSOLIDATED GROUP AUDITORS FOR THE FINANCIAL YEAR 2009	Mgmt	For

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FRONTIER COMMUNICATIONS CORP

Agen

Security: 35906A108  
 Meeting Type: Annual  
 Meeting Date: 14-May-2009  
 Ticker: FTR  
 ISIN: US35906A1088

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR KATHLEEN Q. ABERNATHY LEROY T. BARNES, JR. PETER C.B. BYNOE MICHAEL T. DUGAN JERI B. FINARD LAWTON WEHLE FITT WILLIAM M. KRAUS HOWARD L. SCHROTT LARRAINE D. SEGIL DAVID H. WARD MYRON A. WICK, III MARY AGNES WILDEROTTER	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	TO ADOPT THE 2009 EQUITY INCENTIVE PLAN.	Mgmt	For
03	TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL, IF PRESENTED AT THE MEETING.	Shr	For
04	TO RATIFY THE SELECTION OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2009.	Mgmt	For

GENERAL DYNAMICS CORPORATION

Agen

Security: 369550108  
 Meeting Type: Annual  
 Meeting Date: 06-May-2009  
 Ticker: GD  
 ISIN: US3695501086

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	ELECTION OF DIRECTOR: N.D. CHABRAJA	Mgmt	For
1B	ELECTION OF DIRECTOR: J.S. CROWN	Mgmt	For
1C	ELECTION OF DIRECTOR: W.P. FRICKS	Mgmt	For
1D	ELECTION OF DIRECTOR: J.L. JOHNSON	Mgmt	For
1E	ELECTION OF DIRECTOR: G.A. JOULWAN	Mgmt	For
1F	ELECTION OF DIRECTOR: P.G. KAMINSKI	Mgmt	For

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1G	ELECTION OF DIRECTOR: J.M. KEANE	Mgmt	For
1H	ELECTION OF DIRECTOR: D.J. LUCAS	Mgmt	For
1I	ELECTION OF DIRECTOR: L.L. LYLES	Mgmt	For
1J	ELECTION OF DIRECTOR: J.C. REYES	Mgmt	For
1K	ELECTION OF DIRECTOR: R. WALMSLEY	Mgmt	For
02	APPROVAL OF GENERAL DYNAMICS 2009 EQUITY COMPENSATION PLAN	Mgmt	For
03	APPROVAL OF 2009 GENERAL DYNAMICS UNITED KINGDOM SHARE SAVE PLAN	Mgmt	For
04	SELECTION OF INDEPENDENT AUDITORS	Mgmt	For
05	SHAREHOLDER PROPOSAL WITH REGARD TO WEAPONS IN SPACE	Shr	For
06	SHAREHOLDER PROPOSAL WITH REGARD TO EXECUTIVE DEATH BENEFIT PAYMENTS	Shr	For

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GENERAL ELECTRIC COMPANY

Agen

Security: 369604103  
 Meeting Type: Annual  
 Meeting Date: 22-Apr-2009  
 Ticker: GE  
 ISIN: US3696041033

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Prop.#	Proposal	Proposal Type	Proposal Vote
A1	ELECTION OF DIRECTOR: JAMES I. CASH, JR.	Mgmt	For
A2	ELECTION OF DIRECTOR: WILLIAM M. CASTELL	Mgmt	For
A3	ELECTION OF DIRECTOR: ANN M. FUDGE	Mgmt	For
A4	ELECTION OF DIRECTOR: SUSAN HOCKFIELD	Mgmt	For
A5	ELECTION OF DIRECTOR: JEFFREY R. IMMELT	Mgmt	For
A6	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
A7	ELECTION OF DIRECTOR: ALAN G. (A.G.) LAFLEY	Mgmt	For
A8	ELECTION OF DIRECTOR: ROBERT W. LANE	Mgmt	For
A9	ELECTION OF DIRECTOR: RALPH S. LARSEN	Mgmt	For
A10	ELECTION OF DIRECTOR: ROCHELLE B. LAZARUS	Mgmt	For
A11	ELECTION OF DIRECTOR: JAMES J. MULVA	Mgmt	For

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A12	ELECTION OF DIRECTOR: SAM NUNN	Mgmt	For
A13	ELECTION OF DIRECTOR: ROGER S. PENSKE	Mgmt	For
A14	ELECTION OF DIRECTOR: ROBERT J. SWIERINGA	Mgmt	For
A15	ELECTION OF DIRECTOR: DOUGLAS A. WARNER III	Mgmt	For
B	RATIFICATION OF KPMG	Mgmt	For
C1	CUMULATIVE VOTING	Shr	Against
C2	EXECUTIVE COMPENSATION ADVISORY VOTE	Shr	Against
C3	INDEPENDENT STUDY REGARDING BREAKING UP GE	Shr	Against
C4	DIVIDEND POLICY	Shr	Against
C5	SHAREHOLDER VOTE ON GOLDEN PARACHUTES	Shr	Against

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GENUINE PARTS COMPANY

Agen

Security: 372460105  
Meeting Type: Annual  
Meeting Date: 20-Apr-2009  
Ticker: GPC  
ISIN: US3724601055

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DR. MARY B. BULLOCK JEAN DOUVILLE THOMAS C. GALLAGHER GEORGE C. "JACK" GUYNN JOHN D. JOHNS MICHAEL M.E. JOHNS, MD J. HICKS LANIER WENDY B. NEEDHAM JERRY W. NIX LARRY L. PRINCE GARY W. ROLLINS	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
02	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT AUDITORS FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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GENZYME CORPORATION

Agen

Security: 372917104  
Meeting Type: Annual  
Meeting Date: 21-May-2009

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Ticker: GENZ  
ISIN: US3729171047

Prop.#	Proposal	Proposal Type	Proposal Vote
1A	RE-ELECTION OF DIRECTOR: DOUGLAS A. BERTHIAUME	Mgmt	For
1B	RE-ELECTION OF DIRECTOR: GAIL K. BOUDREAUX	Mgmt	For
1C	RE-ELECTION OF DIRECTOR: ROBERT J. CARPENTER	Mgmt	For
1D	RE-ELECTION OF DIRECTOR: CHARLES L. COONEY	Mgmt	For
1E	RE-ELECTION OF DIRECTOR: VICTOR J. DZAU	Mgmt	For
1F	RE-ELECTION OF DIRECTOR: SENATOR CONNIE MACK III	Mgmt	For
1G	RE-ELECTION OF DIRECTOR: RICHARD F. SYRON	Mgmt	For
1H	RE-ELECTION OF DIRECTOR: HENRI A. TERMEER	Mgmt	For
02	A PROPOSAL TO AMEND THE 2004 EQUITY INCENTIVE PLAN TO INCREASE THE NUMBER OF SHARES OF COMMON STOCK AVAILABLE FOR ISSUANCE UNDER THE PLAN BY 2,500,000 SHARES.	Mgmt	For
03	A PROPOSAL TO APPROVE THE 2009 EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
04	A PROPOSAL TO RATIFY THE AUDIT COMMITTEE'S SELECTION OF INDEPENDENT AUDITORS FOR 2009.	Mgmt	For

GILEAD SCIENCES, INC. Agen

Security: 375558103  
Meeting Type: Annual  
Meeting Date: 06-May-2009  
Ticker: GILD  
ISIN: US3755581036

Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR		
	PAUL BERG	Mgmt	For
	JOHN F. COGAN	Mgmt	For
	ETIENNE F. DAVIGNON	Mgmt	For
	JAMES M. DENNY	Mgmt	For
	CARLA A. HILLS	Mgmt	For
	JOHN W. MADIGAN	Mgmt	For
	JOHN C. MARTIN	Mgmt	For
	GORDON E. MOORE	Mgmt	For
	NICHOLAS G. MOORE	Mgmt	For
	RICHARD J. WHITLEY	Mgmt	For

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	GAYLE E. WILSON	Mgmt	For
02	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF GILEAD FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	TO APPROVE AN AMENDMENT TO GILEAD'S 2004 EQUITY INCENTIVE PLAN.	Mgmt	Against

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 GLAXOSMITHKLINE PLC

Agen

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 Security: 37733W105  
 Meeting Type: Annual  
 Meeting Date: 20-May-2009  
 Ticker: GSK  
 ISIN: US37733W1053  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	TO RECEIVE AND ADOPT THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS	Mgmt	For
02	TO APPROVE THE REMUNERATION REPORT	Mgmt	For
03	TO ELECT MR JAMES MURDOCH AS A DIRECTOR	Mgmt	For
04	TO RE-ELECT MR LARRY CULP AS A DIRECTOR	Mgmt	For
05	TO RE-ELECT SIR CRISPIN DAVIS AS A DIRECTOR	Mgmt	For
06	TO RE-ELECT DR MONCEF SLAOUI AS A DIRECTOR	Mgmt	For
07	TO RE-ELECT MR TOM DE SWAAN AS A DIRECTOR	Mgmt	For
08	RE-APPOINTMENT OF AUDITORS	Mgmt	For
09	REMUNERATION OF AUDITORS	Mgmt	For
S10	TO AUTHORISE THE COMPANY AND ITS SUBSIDIARIES TO MAKE DONATIONS TO POLITICAL ORGANISATIONS AND INCUR POLITICAL EXPENDITURE	Mgmt	Against
S11	AUTHORITY TO ALLOT SHARES	Mgmt	For
S12	DISAPPLICATION OF PRE-EMPTION RIGHTS (SPECIAL RESOLUTION)	Mgmt	For
S13	AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES (SPECIAL RESOLUTION)	Mgmt	For
S14	EXEMPTION FROM STATEMENT OF SENIOR STATUTORY AUDITOR'S NAME	Mgmt	For
S15	REDUCED NOTICE OF A GENERAL MEETING OTHER THAN	Mgmt	For

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AN AGM (SPECIAL RESOLUTION)

S16	ADOPTION OF THE GLAXOSMITHKLINE ("GSK") 2009 PERFORMANCE SHARE PLAN	Mgmt	For
S17	ADOPTION OF THE GSK 2009 SHARE OPTION PLAN	Mgmt	For
S18	ADOPTION OF THE GSK 2009 DEFERRED ANNUAL BONUS PLAN	Mgmt	For

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GOODRICH PETROLEUM CORPORATION

Agen

Security: 382410405  
 Meeting Type: Annual  
 Meeting Date: 28-May-2009  
 Ticker: GDP  
 ISIN: US3824104059

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR HENRY GOODRICH PATRICK E. MALLOY, III MICHAEL J. PERDUE	Mgmt Mgmt Mgmt	For For For
02	PROPOSAL TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2009.	Mgmt	For

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GOOGLE INC.

Agen

Security: 38259P508  
 Meeting Type: Annual  
 Meeting Date: 07-May-2009  
 Ticker: GOOG  
 ISIN: US38259P5089

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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR ERIC SCHMIDT SERGEY BRIN LARRY PAGE L. JOHN DOERR JOHN L. HENNESSY ARTHUR D. LEVINSON ANN MATHER PAUL S. OTELLINI K. RAM SHRIRAM	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For



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	SHIRLEY M. TILGHMAN	Mgmt	For
02	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS GOOGLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For
03	APPROVAL OF AN AMENDMENT TO GOOGLE'S 2004 STOCK PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF CLASS A COMMON STOCK ISSUABLE UNDER THE PLAN BY 8,500,000.	Mgmt	For
04	STOCKHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTION DISCLOSURE.	Shr	For
05	STOCKHOLDER PROPOSAL REGARDING INTERNET CENSORSHIP.	Shr	Against
06	STOCKHOLDER PROPOSAL REGARDING HEALTH CARE REFORM.	Shr	Against

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 GRANITE CONSTRUCTION INCORPORATED

----- Agen

Security: 387328107  
 Meeting Type: Annual  
 Meeting Date: 15-May-2009  
 Ticker: GVA  
 ISIN: US3873281071  
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Prop.#	Proposal	Proposal Type	Proposal Vote
01	DIRECTOR DAVID H. KELSEY JAMES W. BRADFORD, JR.	Mgmt Mgmt	For For
02	TO ACT UPON A PROPOSAL TO AMEND THE GRANITE CONSTRUCTION INCORPORATED AMENDED AND RESTATED 1999 EQUITY INCENTIVE PLAN.	Mgmt	Against
03	TO RATIFY THE APPOINTMENT BY GRANITES AUDIT/COMPLIANCE COMMITTEE OF PRICEWATERHOUSECOOPERS LLP AS GRANITE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2009.	Mgmt	For

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 H.J. HEINZ COMPANY

----- Agen

Security: 423074103  
 Meeting Type: Annual  
 Meeting Date: 13-Aug-2008  
 Ticker: HNZ  
 ISIN: US4230741039  
 -----

-----mmon Stock

**High**

**Low**

**Fiscal Year ended December 31, 2007**

First quarter

\$  
38.95

\$  
26.98

Second quarter

32.51

25.61

Third quarter

41.42

27.55

Fourth quarter

39.48

22.80

**Fiscal Year ended December 31, 2008**

First quarter

\$  
24.67

\$  
13.84

Second quarter

34.97

23.40

Third quarter

35.00

24.62

Fourth quarter

33.19

18.43

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Fiscal Year ending December 31, 2009

First quarter

\$  
35.97

\$  
26.67

Second quarter

36.30

25.94

Third quarter

38.50

31.85

Fourth quarter (through December 2, 2009)

41.75

31.83

**DIVIDEND POLICY**

We have never declared or paid any cash dividends on our common stock, and we currently expect that future earnings, if any, will be retained for use in our business. Accordingly, we do not expect to pay cash dividends on our common stock in the foreseeable future.



Table of Contents**UNDERWRITING**

The company and the underwriters named below have entered into an underwriting agreement with respect to the shares being offered. Subject to certain conditions, each underwriter has severally agreed to purchase the number of shares indicated in the following table. Goldman, Sachs & Co. is the representative of the underwriters.

<b>Underwriters</b>	<b>Number of Shares</b>
Goldman, Sachs & Co.	6,497,500
Merrill Lynch, Pierce, Fenner & Smith Incorporated	1,667,500
Morgan Stanley & Co. Incorporated	1,667,500
J.P. Morgan Securities Inc.	1,667,500
<b>Total</b>	<b>11,500,000</b>

The underwriters are committed to take and pay for all of the shares being offered, if any are taken, other than the shares covered by the option described below unless and until this option is exercised.

If the underwriters sell more shares than the total number set forth in the table above, the underwriters have an option to buy up to an additional 1,500,000 shares from the company. They may exercise that option for 30 days. If any shares are purchased pursuant to the option, the underwriters will severally purchase shares in approximately the same proportion as set forth in the table above.

The following table shows the per share and total underwriting discounts and commissions to be paid to the underwriters by the company. Such amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase 1,500,000 additional shares.

*Paid by the Company*

	<b>No Exercise</b>	<b>Full Exercise</b>
Per Share	\$ 0.9317	\$ 0.9317
Total	\$ 10,714,550	\$ 12,112,100

Shares sold by the underwriters to the public will initially be offered at the initial price to the public set forth on the cover of this prospectus supplement. Shares sold by the underwriters to securities dealers may be sold at the initial price to the public set forth on the cover of this prospectus supplement less a concession not in excess of \$0.5591 per share. If all the shares are not sold at the initial price to the public, the representative may change the price to the public and the other selling terms. The offering of the shares by the underwriters is subject to receipt and acceptance and subject to the underwriters' right to reject any order in whole or in part.

The company and the company's directors and executive officers have agreed with the underwriters, subject to certain exceptions, not to sell, transfer or otherwise dispose of any of their common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus supplement continuing through the date 90 days, with respect to the company, and 60 days, with respect to the company's directors and executive officers, after the date of this prospectus supplement, except with the prior written consent of the representative. This agreement does not apply to, inter alia, any existing employee benefit plans.

In connection with the offering, the underwriters may purchase and sell shares of common stock in the open market. These transactions may include short sales, stabilizing transactions and

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purchases to cover positions created by short sales. Short sales involve the sale by the underwriters of a greater number of shares than they are required to purchase in the offering. "Covered" short sales are sales made in an amount not greater than the underwriters' option to purchase additional shares from the company in the offering. The underwriters may close out any covered short position by either exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out the covered short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase additional shares pursuant to the option granted to them. "Naked" short sales are any sales in excess of such option. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of common stock made by the underwriters in the open market prior to the completion of the offering.

The underwriters may also impose a penalty bid, which occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representative has repurchased shares sold by or for the account of such underwriter in stabilizing or short covering transactions.

Purchases to cover a short position and stabilizing transactions, as well as other purchases by the underwriters for their own accounts, may have the effect of preventing or retarding a decline in the market price of the company's stock, and together with the imposition of the penalty bid, may stabilize, maintain or otherwise affect the market price of the common stock. As a result, the price of the common stock may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued at any time. These transactions may be effected on the Nasdaq Global Select Market, in the over-the-counter market or otherwise.

The company may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. In connection with those derivatives, the third parties may sell securities covered by this prospectus, including in short sale transactions. If so, the third party may use securities pledged by the company or borrowed from the company or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from the company in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions will be an underwriter or will be identified in a post-effective amendment.

European Economic Area

In relation to each Member State of the European Economic Area that has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date), it has not made and will not make an offer of shares to the public in such Relevant Member State prior to the publication of a prospectus in relation to the shares that has been approved by the competent authority in such Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in such Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the

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Relevant Implementation Date, make an offer of shares to the public in such Relevant Member State at any time:

- (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;
- (c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representative for any such offer; or
- (d) in any other circumstances which do not require the publication by the company of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of shares to the public" in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe for the shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Each underwriter has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of the FSMA would not, if the company was not an authorized person, apply to the company; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

The shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or



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distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), (ii) to a relevant person, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the shares under Section 275 of the SFA except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A) of the SFA, and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

The securities have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any securities, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

The company estimates that its share of the total expenses of the offering, excluding underwriting discounts and commissions, will be approximately \$350,000.

The company has agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, principal investment, hedging, financing and brokerage activities. Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the company, for which they received or will receive customary fees and expenses.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the company.

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**LEGAL MATTERS**

The validity of the shares of common stock offered hereby will be passed upon for us by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts. Certain legal matters will be passed upon for the underwriters by Cleary Gottlieb Steen & Hamilton LLP, New York, New York.

**EXPERTS**

The consolidated financial statements of Vertex Pharmaceuticals Incorporated appearing in Vertex Pharmaceuticals Incorporated's Annual Report (Form 10-K) for the year ended December 31, 2008 and the effectiveness of Vertex Pharmaceutical Incorporated's internal control over financial reporting as of December 31, 2008 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

The financial statements of ViroChem Pharma, Inc. (filed with Vertex Pharmaceuticals Incorporated's Current Report (Form 8-K/A), filed on May 11, 2009) as of and for the years ended December 31, 2008 and 2007 have been audited by Deloitte & Touche LLP, Independent Registered Chartered Accountants, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

**INCORPORATION BY REFERENCE**

The SEC allows us to "incorporate by reference" information that we file with them. Incorporation by reference allows us to disclose important information to you by referring you to those other documents. The information incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus, and any information incorporated by reference is considered part of this prospectus supplement and the accompanying prospectus. Any reports filed by us with the SEC after the date of this prospectus supplement and before the date that the offering of common stock by means of this prospectus supplement is terminated will automatically update and, where applicable, supersede any information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. We incorporate by reference into this prospectus supplement the following documents or information filed with the SEC (other than, in each case, documents or information therein deemed to have been furnished and not filed in accordance with SEC rules):

- (a) Our Annual Report on Form 10-K for the year ended December 31, 2008 (filing date February 17, 2009: Commission File No. 000-19319);
- (b) Our Quarterly Reports on Form 10-Q for the periods ended March 31, 2009, June 30, 2009 and September 30, 2009 (filing dates May 11, 2009, August 10, 2009 and November 9, 2009: Commission File No. 000-19319);
- (c) Our Current Reports on Form 8-K (or Form 8-K/A) filed on January 15, 2009 (with respect to Item 1.01 only); February 10, 2009 (Items 1.01, 5.02 and 9.01); February 19, 2009 (Items 1.01 and 9.01); March 9, 2009 (Items 1.01, 3.02 and 8.01); March 13, 2009 (Items 2.01, 3.02 and 9.01); May 11, 2009 (Items 2.01 and 9.01); May 19, 2009 (Item 1.01); June 11, 2009 (Items 1.01 and 3.02); July 9, 2009 (Item 5.02); August 4, 2009 (Item 1.01); October 6, 2009 (Items 1.01, 2.03, 5.02 and 8.01); November 3, 2009 (Item 8.01) and November 16, 2009 (Item 3.02) (Commission File No. 000-19319);

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- (d) The portions of our definitive proxy statement on Schedule 14A that are deemed "filed" with the SEC under the Securities Exchange Act of 1934, as amended (filing date April 8, 2009: Commission File No. 000-19319); and
- (e) The description of our common stock and the outstanding series A junior participating preferred stock purchase rights contained in our Registration Statement on Form 8-A, including any amendment or report filed for the purpose of updating such description (filing date May 30, 1991: Commission File No. 000-19319).

In addition, all documents filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, on or after the date of this prospectus supplement and before the termination of offerings under this prospectus supplement are deemed to be incorporated by reference into, and to be a part of, this prospectus supplement.

Our SEC filings are available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov). You also may request, orally or in writing, a copy of these documents, which will be provided to you at no cost, by contacting us at:

Vertex Pharmaceuticals Incorporated  
130 Waverly Street  
Cambridge, Massachusetts 02139  
Attn: Investor Relations  
(617) 444-6100

S-36

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**PROSPECTUS**

**VERTEX PHARMACEUTICALS INCORPORATED**

**Common Stock**

This prospectus will allow us to issue shares of our common stock from time to time at prices and on terms to be determined at or prior to the time of the offering. We will provide specific terms of any offering in one or more supplements to this prospectus filed with the Securities and Exchange Commission.

We may sell the common stock to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continued or delayed basis. We will set forth the names of any underwriters, dealers or agents and their compensation in the accompanying prospectus supplement.

This prospectus may not be used to sell any shares of common stock unless accompanied by a prospectus supplement.

Our common stock is listed on the Nasdaq Global Select Market under the symbol "VRTX." The last reported sale price of our common stock on the Nasdaq Global Select Market on September 16, 2008 was \$28.15 per share. Prospective purchasers of our securities are urged to obtain current information as to the market prices of our common stock.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus is September 17, 2008.

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## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or SEC, utilizing a "shelf" registration process. Under this shelf process, we may sell shares of our common stock in one or more offerings. Each time our common stock is offered under this prospectus, we will provide a prospectus supplement that will contain specific information about the terms of that offering.

This prospectus does not contain all of the information included in the registration statement. For a more complete understanding of any offering of our common stock pursuant to this prospectus, you should refer to the registration statement, including its exhibits. The prospectus supplement may also add, update or change information contained in this prospectus. You should read both this prospectus and the applicable prospectus supplement together with additional information under the headings "Where You Can Find More Information" and "Incorporation by Reference." To the extent there are inconsistencies between any prospectus supplement, this prospectus and any documents incorporated by reference, the document with the most recent date will control.

You should rely only on information contained in, or incorporated by reference into, this prospectus and any prospectus supplement. We have not authorized anyone to provide you with information different from that contained in this prospectus or incorporated by reference in this prospectus. We are not making offers to sell our common stock in any jurisdiction in which such an offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to anyone to whom it is unlawful to make such offer or solicitation.

The information contained in this prospectus is accurate only as of the date on the front cover of the prospectus and information we have incorporated by reference in this prospectus is accurate only as of the date of the document incorporated by reference. You should not assume that the information contained in, or incorporated by reference into, this prospectus is accurate as of any other date.

## WHERE YOU CAN FIND MORE INFORMATION

We are a public company and are required to file annual, quarterly and current reports, proxy statements and other information with the SEC pursuant to the Securities Exchange Act of 1934, as amended, or the Exchange Act. You may read and copy any document we file at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. You can request copies of these documents by writing to the SEC and paying a fee for the copying cost. Please call the SEC at 1-800-SEC-0330 for more information about the operation of the public reference room. Our SEC filings are also available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov). The information on the SEC's website is not part of this prospectus, and any references to this website or any other website are inactive textual references only.

We filed a registration statement on Form S-3 under the Securities Act of 1933, as amended, or the Securities Act, with the SEC with respect to the common stock being offered pursuant to this prospectus. This prospectus is only part of the registration statement and omits certain information contained in the registration statement, as permitted by the SEC. You should refer to the registration statement, including the exhibits, for further information about us and the common stock being offered pursuant to this prospectus. Statements in this prospectus regarding the provisions of certain documents filed with, or incorporated by reference in, the registration statement are not necessarily complete and each statement is qualified in all respects by that reference. You may:

inspect a copy of the registration statement, including the exhibits and schedules, without charge at the public reference room;

obtain a copy from the SEC upon payment of the fees prescribed by the SEC; or

obtain a copy from the SEC's website.

## Edgar Filing: Eaton Vance Tax-Managed Buy-Write Opportunities Fund - Form N-PX

Our internet address is [www.vrtx.com](http://www.vrtx.com). Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and all amendments to those reports are also available to you free of charge through the "Finances/Investor Info" section of our website as soon as reasonably practicable after those materials have been electronically filed with, or furnished to, the SEC. Other than the documents filed with the SEC and incorporated by reference into this prospectus, the information contained on our website does not constitute a part of this prospectus.

### INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" information that we file with them. Incorporation by reference allows us to disclose important information to you by referring you to those other documents. The information incorporated by reference is an important part of this prospectus, and any information incorporated by reference is considered part of this prospectus. Any reports filed by us with the SEC after the date of this prospectus and before the date that the offering of common stock by means of this prospectus is terminated will automatically update and, where applicable, supersede any information contained in this prospectus or incorporated by reference in this prospectus. We incorporate by reference into this prospectus the following documents or information filed with the SEC (other than, in each case, documents or information therein deemed to have been furnished and not filed in accordance with SEC rules):

- (a) Our Annual Report on Form 10-K for the year ended December 31, 2007 (filing date February 11, 2008: Commission File No. 000-19319);
- (b) Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2008 and June 30, 2008 (filing dates May 12, 2008 and August 11, 2008: Commission File No. 000-19319);
- (c) Our Current Reports on Form 8-K filed on February 14, 2008 (Items 1.01 and 9.01), February 25, 2008 (Items 1.01, 2.03 and 9.01), March 31, 2008 (Items 8.01 and 9.01), May 16, 2008 (Items 1.01, 1.02 and 9.01), June 4, 2008 (Items 1.01 and 2.01), June 18, 2008 (Item 5.02) and September 12, 2008 (Item 5.02) (Commission File No. 000-19319);
- (d) The portions of our definitive proxy statement on Schedule 14A that are deemed "filed" with the SEC under the Exchange Act (filing date April 8, 2008: Commission File No. 000-19319); and
- (e) The description of our common stock and the outstanding series A junior participating preferred stock purchase rights contained in our Registration Statement on Form 8-A, including any amendment or report filed for the purpose of updating such description (filing date May 30, 1991: Commission File No. 000-19319).

In addition, all documents filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus and before the termination of offerings under this prospectus are deemed to be incorporated by reference into, and to be a part of, this prospectus.

Our SEC filings are available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov). You also may request, orally or in writing, a copy of these documents, which will be provided to you at no cost, by contacting us at:

Vertex Pharmaceuticals Incorporated  
130 Waverly Street  
Cambridge, Massachusetts 02139  
Attn: Investor Relations  
(617) 444-6100

## USE OF PROCEEDS

Except as otherwise provided in the applicable prospectus supplement, we intend to use the net proceeds from this offering for general corporate purposes, which we expect to include investment in the development and commercialization of telaprevir, clinical trial expenditures and other development expenses for telaprevir and our other drug candidates, and investment in our research programs and manufacture and supply of drug substances, and which may include capital expenditures, investments and potentially acquisitions. Additional information on the use of net proceeds from the sale of securities covered by this prospectus may be set forth in the prospectus supplement relating to the specific offering.

## DESCRIPTION OF CAPITAL STOCK

The following description of our capital stock and certain provisions of our articles of organization and by-laws is a summary and is qualified in its entirety by the provisions of our articles of organization and by-laws.

Our authorized capital stock consists of 300,000,000 shares of common stock, \$0.01 par value, and 1,000,000 shares of preferred stock, \$0.01 par value.

### Common Stock

Holders of common stock are entitled to one vote for each share held on all matters submitted to a vote of stockholders and do not have cumulative voting rights. Accordingly, holders of a majority of the shares of common stock entitled to vote in any election of directors may elect all of the directors standing for election. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by our Board of Directors out of funds legally available therefor, subject to any preferential dividend rights of any outstanding preferred stock. Upon the liquidation, dissolution or winding up of Vertex, the holders of common stock are entitled to receive ratably our net assets available after the payment of all debts and other liabilities and subject to any prior rights of any outstanding preferred stock. Holders of common stock have no preemptive, subscription, redemption or conversion or exchange rights. The rights, powers, preferences and terms of holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate and issue in the future.

### Preferred Stock

Our Board of Directors has the authority, without further action by the stockholders, to issue up to 1,000,000 shares of preferred stock in one or more series and to fix the rights, powers, preferences and terms thereof, including dividend rights, conversion or exchange rights, voting rights, terms of redemption, liquidation preferences, sinking fund terms, the number of shares constituting any series or the designation of such series and any restrictions on the issue or reissue of any additional shares of such series or another series, without any further vote or action by stockholders. The issuance of preferred stock could adversely affect the voting power of holders of our common stock and the likelihood that such holders will receive dividend payments and payments upon liquidation and could have the effect of delaying, deferring or preventing a change in control.

### Stockholders Rights Plan

Pursuant to our Stockholder Rights Plan, each share of common stock has an associated preferred share purchase right (each a "Right" and collectively, the "Rights"). Each Right entitles the holder to purchase from Vertex one half of one-hundredth of a share of Series A Junior Participating Preferred Stock, \$0.01 par value (the "Junior Preferred Stock"), of Vertex at a price of \$135 per one half of one-hundredth of a share of the Junior Preferred Stock, subject to adjustment (the "Adjusted Purchase



Price"). The Rights are not exercisable until after acquisition by a person or group of 15% or more of our outstanding common stock (an "Acquiring Person") or after the announcement of an intention to make or commencement of a tender offer or exchange offer the consummation of which would result in the beneficial ownership by a person or group of 15% or more of our outstanding common stock (the earlier of such dates being called the "Distribution Date"). Until the Distribution Date (or earlier redemption or expiration of the Rights), the Rights will be transferred with and only with the common stock. Until a Right is exercised, the Right will not entitle the holder thereof to any rights as a stockholder.

If any person or group becomes an Acquiring Person, each holder of a Right, other than Rights beneficially owned by the Acquiring Person, will thereafter have the right to receive upon exercise and payment of the Adjusted Purchase Price that number of shares of common stock having a market value of two times the Adjusted Purchase Price, and if Vertex is acquired in a business combination transaction or 50% or more of its assets are sold, each holder of a Right will thereafter have the right to receive upon exercise and payment of the Adjusted Purchase Price that number of shares of common stock of the acquiring company, which at the time of the transaction will have a market value of two times the Adjusted Purchase Price.

At any time after any person becomes an Acquiring Person and prior to the acquisition by such person or group of 50% or more of the outstanding common stock, our Board of Directors may cause the Rights (other than Rights owned by such person or group) to be exchanged, in whole or in part, for common stock or junior preferred shares, at an exchange rate of one share of common stock per Right or one half of one-hundredth of a share of Junior Preferred Stock per Right.

At any time prior to the acquisition by a person or group of beneficial ownership of 15% or more of the outstanding common stock, our Board of Directors may redeem the Rights in whole at a price of \$0.01 per Right.

The Rights have certain anti-takeover effects, in that they will cause substantial dilution to a person or group that attempts to acquire a significant interest in Vertex on terms not approved by the Board of Directors.

#### **Provisions of Our Articles of Organization and By-laws and Massachusetts Law Relating to a Change in Control and Indemnification**

Provisions of our articles of organization and by-laws and our Stockholder Rights Plan may discourage specific types of transactions involving an actual or potential change in control of Vertex that might be beneficial to Vertex or our stockholders. Our articles of organization provide for staggered terms for the members of the Board of Directors. Our by-laws grant the directors a right to adjourn annual meetings of stockholders, and certain provisions of the by-laws may be amended only with an 80% stockholder vote.

We are subject to Chapter 110F of the Massachusetts General Laws, an anti-takeover law. In general, this statute prohibits a publicly-held Massachusetts corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the date of the transaction in which the person becomes an interested stockholder, unless (i) the interested stockholder obtains the approval of the board of directors prior to becoming an interested stockholder, (ii) the interested stockholder acquires 90% of the outstanding voting stock of the corporation (excluding shares held by certain affiliates of the corporation) at the time it becomes an interested stockholder, or (iii) the business combination is approved by both the board of directors and the holders of two-thirds of the outstanding voting stock of the corporation (excluding shares held by the interested stockholder). Generally, an "interested stockholder" is a person who, together with affiliates and associates, owns (or at any time within the prior three years did own) 5% or more of the outstanding voting stock of the

corporation. A "business combination" includes a merger, a stock or asset sale, and certain other transactions resulting in a financial benefit to the interested stockholders.

We are subject to Massachusetts General Laws Chapter 110D, entitled "Regulation of Control Share Acquisitions." In general, this statute provides that any stockholder of a corporation subject to this statute who acquires 20% or more of the outstanding voting stock of a corporation may not vote such stock unless the stockholders of the corporation so authorize. The board of directors may amend our by-laws to exclude us from this statute prospectively.

Our articles of organization provide that our directors will not be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director except for (i) any breach of such director's duty of loyalty to us or our stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws, (iii) the authorization of illegal dividends or redemptions, or the authorization of a loan of any of our assets to one of our officers or directors that is not repaid, or (iv) any transactions from which such director derived an improper personal benefit. This provision does not eliminate director liability under federal securities laws or preclude non-monetary relief under state law. In addition, our by-laws provide that we may indemnify our directors and officers against all liabilities and expenses incurred in connection with service for us or on our behalf.

#### **Transfer Agent and Registrar**

Computershare Investor Services is the transfer agent and registrar for our common stock.

#### **LEGAL MATTERS**

The validity of the shares of common stock offered hereby will be passed upon for us by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C., Boston, Massachusetts.

#### **EXPERTS**

The consolidated financial statements of Vertex Pharmaceuticals Incorporated appearing in Vertex Pharmaceuticals Incorporated's Annual Report (Form 10-K) for the year ended December 31, 2007, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

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11,500,000 Shares

**VERTEX PHARMACEUTICALS INCORPORATED**

Common Stock

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**PROSPECTUS SUPPLEMENT**

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**Goldman, Sachs & Co.**

**BofA Merrill Lynch**

**J.P.Morgan**

**Morgan Stanley**

December 2, 2009

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