

EATON VANCE MUNICIPAL INCOME TRUST
Form POS EX
July 10, 2009

As filed with the Securities and Exchange Commission on July 10, 2009
1933 Act File No. 333-156299

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-14

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933 ..

Pre-Effective Amendment No. ..

Post-Effective Amendment No. 1 X

EATON VANCE MUNICIPAL INCOME TRUST

(Exact name of Registrant as Specified in Charter)

The Eaton Vance Building, Two International Place, Boston, MA 02110

(Address of Principal Executive Offices)

(617) 482-8260

(Registrant's Telephone Number)

MAUREEN A. GEMMA

The Eaton Vance Building, Two International Place, Boston, MA 02110

(Name and Address of Agent for Service)

With copies to:

Mark P. Goshko, Esq.

K&L Gates LLP

One Lincoln Street, Boston, MA 02111

EATON VANCE MUNICIPAL INCOME TRUST (the Registrant)

CONTENTS OF REGISTRATION STATEMENT ON FORM N-14

This Registration Statement contains the following papers and documents:

Cover Sheet

Part A - Proxy Statement/Prospectus*

Part B - Statement of Additional Information*

Part C - Other Information

Signature Page

Exhibit Index

Exhibits

* Previously filed in Registrant's Registration Statement on Form N-14, File No. 333-156299 (the Registration Statement) on December 18, 2008 (Accession No. 0000940394-08-001591), and subsequently amended in the Registrant's Pre-Effective Amendment No. 1 to the Registration Statement on March 18, 2009 (Accession No. 000940394-09-000227) (Amendment No. 1), and supplemented on March 23, 2009. Parts A and B of Amendment No. 1, in their definitive form as supplemented, are incorporated by reference into this amendment.

The sole purpose of this amendment is to include in the Registration Statement the Definitive Agreement and Plan of Reorganization (Exhibit 4) and the Opinion of Counsel on Tax Matters (Exhibit 12) for the reorganization of Eaton Vance National Municipal Income Trust with Eaton Vance Municipal Income Trust.

PART C

OTHER INFORMATION

Item 15. Indemnification

Article IV of the Registrant's Agreement and Declaration of Trust permits Trustee and officer indemnification by By-Law, contract and vote. Article XII of the By-Laws contains indemnification provisions.

The Registrant's Trustees and officers are insured under a standard mutual fund errors and omissions insurance policy covering loss incurred by reason of negligent errors and omissions committed in their capacities as such.

The advisory agreement of the Registrant provides the investment adviser limitation of liability to the Trust and its shareholders in the absence of willful misfeasance, bad faith, gross negligence or reckless disregard of obligations or duties under the agreement.

The underwriting agreement of the Registrant also provides for reciprocal indemnity of the principal underwriter, on the one hand, and the Trustees and officers, on the other.

Item 16. Exhibits

- (1) (a) Agreement and Declaration of Trust dated December 10, 1998 is incorporated herein by reference to the Registrant's initial Registration Statement on Form N-2 (File Nos. 333-68719 and 811-09141) as to the Registrant's common shares of beneficial interest (Common Shares) filed with the Securities and Exchange Commission (the Commission) on December 11, 1998 (Accession No. 0000940394-98-000411) (Initial Common Shares Registration Statement).
- (b) Amendment to Agreement and Declaration of Trust dated August 11, 2008 filed as Exhibit (1)(b) to the Registrant's Registration Statement filed on Form N-14 on December 18, 2008 (Accession No. 0000940394-08-001591) (the Initial N-14) and incorporated herein by reference.
- (2) (a) By-Laws are incorporated herein by reference to the Registrant's Initial Common Shares Registration Statement.
- (b) Amendment to By-Laws incorporated herein by reference to the Registrant's APS Pre-Effective Amendment No. 1 on Form N-2/A (File No. 333-70725) and Amendment No. 3 (File No. 811-09141) filed with the Commission on March 1, 1999 (Accession No. 0000950135-99-001095) (APS Pre-Effective Amendment No. 1).
- (c) Amendment to By-Laws dated August 16, 1998 filed as Exhibit (2)(c) to the Registrant's Initial N-14 and incorporated herein by reference.

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- (d) Amendment to By-Laws dated February 13, 2003 filed as Exhibit (2)(d) to the Registrant's Initial N-14 and incorporated herein by reference.

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- (e) Amendment to By-Laws dated December 20, 2004 filed as Exhibit (2)(e) to the Registrant's Initial N-14 and incorporated herein by reference.
- (f) Amendment to By-Laws dated February 7, 2005 filed as Exhibit (2)(f) to the Registrant's Initial N-14 and incorporated herein by reference.
- (g) Amendment to By-Laws dated February 8, 2005 filed as Exhibit (2)(g) to the Registrant's Initial N-14 and incorporated herein by reference.
- (h) Amendment to By-Laws dated September 15, 2005 filed as Exhibit (2)(h) to the Registrant's Initial N-14 and incorporated herein by reference.
- (i) Amendment to By-Laws dated December 11, 2006 filed as Exhibit (2)(i) to the Registrant's Initial N-14 and incorporated herein by reference.
- (j) Amendment to By-Laws dated August 11, 2008 filed as Exhibit (2)(j) to the Registrant's Initial N-14 and incorporated herein by reference.
- (k) Amendment to By-Laws dated November 17, 2008 filed as Exhibit (2)(k) to the Registrant's Initial N-14 and incorporated herein by reference.
- (3) Not applicable.
- (4) Agreement and Plan of Reorganization by and between Eaton Vance Municipal Income Trust and Eaton Vance National Municipal Income Trust filed herewith.
- (5) (a) Specimen Certificate for Common Shares of Beneficial Interest incorporated herein the Registrant's Common Shares Pre-Effective Amendment No. 1 on Form N-2/A (File No. 333-68719) and Amendment No. 2 (File No. 811-21142) filed with the Commission on January 26, 1999 (Accession No. 0000950135-99-000298) (Common Shares Pre-Effective Amendment No. 1).
- (b) Specimen Certificate of Series A Auction Preferred Shares is incorporated herein by reference to the Registrant's APS Pre-Effective Amendment No. 1.
- (c) Specimen Certificate of Series B Auction Preferred Shares is incorporated herein by reference to Registrant's APS Pre-Effective Amendment No. 1.
- (d) Specimen Certificate of Series C Auction Preferred Shares filed as Exhibit (5)(d) to the Registrant's Initial N-14 and incorporated herein by reference.

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- (6) Investment Advisory Agreement dated December 21, 1998 is incorporated herein reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.

- (7) (a) Form of Underwriting Agreement as to Registrant's Common Shares is incorporated herein by reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.

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- (b) Amended and Restated Master Agreement Among Underwriters as to Registrant's Common Shares is incorporated herein by reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.
- (c) Amended and Restated Master Selected Dealers Agreement as to Registrant's Common Shares is incorporated herein by reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.
- (d) Underwriting Agreement as to Registrant's Auction Preferred Shares is incorporated herein by reference to the Registrant's APS Pre-Effective Amendment No. 1.
- (e) Amended and Restated Master Agreement Among Underwriters as to Registrant's Auction Preferred Shares is incorporated herein by reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.
- (f) Amended and Restated Master Selected Dealers Agreement as to Registrant's Auction Preferred Shares is incorporated herein by reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.
- (8) Not applicable.
- (9) (a) Master Custodian Agreement with State Street Bank and Trust Company (as successor to Investors Bank & Trust Company) dated December 21, 1998 is incorporated herein by reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.
 - (b) Extension Agreement dated August 31, 2005 to Master Custodian Agreement with State Street Bank and Trust Company (as successor to Investors Bank & Trust Company) filed as Exhibit (j)(2) to Pre-Effective Amendment No. 2 on Form N-2 Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund (File Nos. 333-123961, 811-21745) filed with the Commission on September 26, 2005 (Accession No. 0000950135-05-005528) and incorporated herein by reference.
 - (c) Delegation Agreement dated December 11, 2000, with State Street Bank and Trust Company (as successor to Investors Bank & Trust Company) filed as Exhibit (j)(e) the Eaton Vance Prime Rate Reserves on Form N-2, Amendment No. 5 (File Nos. 333-32267, 811-05808) filed April 3, 2001 (Accession No. 0000940394-01-500126) and incorporated herein by reference.
- (10) Not applicable.

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- (11) Opinion and Consent of Internal Counsel as to legality of securities being registered by Registrant filed as Exhibit (11) to the Registrant's Pre-Effective Amendment No. 1 on Form N-14 filed with the Commission on March 18, 2009 (Accession No. 0000940394-09-000227) (the N-14 Pre-Effective Amendment No. 1) and incorporated herein by reference.

- (12) Opinion of K&L Gates LLP as to tax matters and consent filed herewith.

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- (13) (a) Transfer Agency and Services Agreement dated February 5, 2007 filed as Exhibit (k)(1) to Pre-Effective Amendment No. 1 of Eaton Vance Risk-Managed Diversified Equity Income Fund (File Nos. 333-141981, 811-22044) filed with the Commission on June 6, 2007 (Accession No. 0000950135-07-003798) and incorporated herein by reference.
- (b) Amendment effective April 21, 2008 to the Transfer Agency and Services Agreement filed as Exhibit (13)(b) to the Initial N-14 filing of Eaton Vance Insured Municipal Bond Fund (File Nos. 333-152410, 811-21142) filed with the Commission on July 18, 2008 (Accession No. 0000940394-08-001104) and incorporated herein by reference.
- (c) Amendment effective April 21, 2008 to the Transfer Agency and Services Agreement filed as Exhibit (13)(c) to the Initial N-14 filing of Eaton Vance Insured Municipal Bond Fund (File Nos. 333-152410, 811-21142) filed with the Commission on July 18, 2008 (Accession No. 0000940394-08-001104) and incorporated herein by reference.
- (d) Administration Agreement dated December 21, 1998 is incorporated herein by reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.
- (e) Letter Agreement with Eaton Vance Management is incorporated herein by reference to the Registrant's Common Shares Pre-Effective Amendment No. 1.
- (f) Auction Agreement between Registrant and the Auction Agent as to Registrant's Auction Preferred Shares incorporated herein by reference to Registrant's APS Pre-Effective Amendment No. 1.
- (g) Broker-Dealer Agreement as to Registrant's Auction Preferred Shares incorporated herein by reference to Registrant's APS Pre-Effective Amendment No. 1.
- (14) Consent of Independent Registered Public Accounting Firm filed as Exhibit (14) to the Registrant's N-14 Pre-Effective Amendment No. 1 and incorporated herein by reference.
- (15) Not applicable.
- (16) (a) Power of Attorney dated August 29, 2008 filed as Exhibit (16)(a) to the Registrant's Initial N-14 and incorporated herein by reference.
- (17) (a) (i) Eaton Vance National Municipal Income Trust Annual Report to

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Shareholders for the period ended November 30, 2008 filed as Exhibit (17)(a)(i) to the Registrant's N-14 Pre-Effective Amendment No. 1 and incorporated herein by reference.

- (ii) Eaton Vance Municipal Income Trust Annual Report to Shareholders for the period ended November 30, 2008 filed as Exhibit (17)(a)(ii) to the Registrant's N-14 Pre-Effective Amendment No. 1 and incorporated herein by reference.

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- (b) Form of Proxy Cards filed as Exhibit (17)(b) to the Registrant's N-14 Pre-Effective Amendment No. 1 and incorporated herein by reference.

- (c) Amended and Restated Dividend Reinvestment Plan filed as Exhibit (17)(c) to the Registrant's Initial N-14 and incorporated herein by reference.

Item 17. Undertakings

1. The undersigned registrant agrees that prior to any public reoffering of the securities registered through the use of a prospectus which is a part of this Registration Statement by any person or party who is deemed to be an underwriter within the meaning of Rule 145(c) under the Securities Act of 1933, as amended (the "1933 Act"), the reoffering prospectus will contain the information called for by the applicable registration form for reofferings by persons who may be deemed underwriters, in addition to the information called for by the other items of the applicable form.

2. The undersigned registrant agrees that every prospectus that is filed under paragraph (1) above will be filed as a part of an amendment to the registration statement and will not be used until the amendment is effective, and that, in determining any liability under the 1933 Act, each post-effective amendment shall be deemed to be a new Registration Statement for the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering of them.

NOTICE

A copy of the Agreement and Declaration of Trust of Eaton Vance Municipal Income Trust is on file with the Secretary of State of the Commonwealth of Massachusetts and notice is hereby given that this instrument is executed on behalf of the Registrant by an officer of the Registrant as an officer and not individually and that the obligations of or arising out of this instrument are not binding upon any of the Trustees, officers or shareholders individually, but are binding only upon the assets and property of the Registrant.

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SIGNATURES

As required by the Securities Act of 1933, as amended, this Registration Statement has been signed on its behalf by the Registrant, in the City of Boston and the Commonwealth of Massachusetts, on the 10th day of July, 2009.

EATON VANCE MUNICIPAL INCOME TRUST

By: /s/ Robert B. MacIntosh

Robert B. MacIntosh

President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|--|---|---------------|
| /s/ Robert B. MacIntosh Robert B. MacIntosh | President and Principal Executive Officer | July 10, 2009 |
| /s/ Barbara E. Campbell Barbara E. Campbell | Treasurer and Principal Financial and Accounting Officer | July 10, 2009 |
| Benjamin C. Esty* Benjamin C. Esty | Trustee | July 10, 2009 |
| /s/ Thomas E. Faust Jr. Thomas E. Faust Jr. | Trustee | July 10, 2009 |
| Allen R. Freedman* Allen R. Freedman | Trustee | July 10, 2009 |
| William H. Park* William H. Park | Trustee | July 10, 2009 |
| Ronald A. Pearlman* Ronald A. Pearlman | Trustee | July 10, 2009 |
| Heidi L. Steiger* Heidi L. Steiger | Trustee | July 10, 2009 |
| Lynn A. Stout* Lynn A. Stout | Trustee | July 10, 2009 |

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Ralph F. Verni*

Trustee

July 10, 2009

Ralph F. Verni

* By: /s/ Maureen A. Gemma

Maureen A. Gemma (*As attorney-in-fact*)

INDEX TO EXHIBITS

- (4) Agreement and Plan of Reorganization between Eaton Vance Municipal Income Trust and Eaton Vance National Municipal Income Trust

- (12) Opinion of K&L Gates LLP regarding certain tax matters and consequences to shareholders