

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice.

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FILER

**EAGLE CAPITAL APPRECIATION FUND**

CIK: [771809](#) | IRS No.: **000000000** | State of Incorporation: **MA** | Fiscal Year End: **1031**  
Type: **24F-2NT** | Act: **33** | File No.: [002-98634](#) | Film No.: **13551582**

Mailing Address

880 CARILLON PARKWAY  
ST PETERSBURG FL 33716

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 24F-2  
Annual Notice of Securities Sold  
Pursuant to Rule 24f-2

*Read instructions at end of Form before preparing Form.*

1.	Name and address of issuer: Eagle Capital Appreciation Fund 880 Carillon Parkway St. Petersburg, FL 33716
2.	The name of each series or class of securities for which this Form is filed (if the Form is being filed for all series and classes of securities of the issuer, check the box but do not list series or classes): <input checked="" type="checkbox"/>
3.	Investment Company Act File Number: 811-4338 Securities Act File Number: 002-98634
4(a).	Last day of fiscal year for which this Form is filed: October 31, 2012
4(b).	<input type="checkbox"/> Check box if this Form is being filed late ( <i>i.e.</i> , more than 90 calendar days after the end of the issuer's fiscal year). (See Instruction A.2). <i>Note: If the Form is being filed late, interest must be paid on the registration fee due.</i>
4(c).	<input type="checkbox"/> Check box if this is the last time the issuer will be filing this Form.

5.	Calculation of registration fee:	
(i)	Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f):	\$ 35,025,230.45
(ii)	Aggregate price of securities redeemed or repurchased during the fiscal year:	\$ (169,241,382)
(iii)	Aggregate price of securities redeemed or repurchased during any prior fiscal year ending no earlier than October 11, 1995 that were not previously used to reduce registration fees payable to the Commission:	\$ (200,394,000)
(iv)	Total available redemption credits [add Items 5(ii) and 5(iii):	\$ (369,635,382)
(v)	Net sales - if Item 5(i) is greater than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]:	\$ 0
(vi)	Redemption credits available for use in future years – if Item 5(i) is less than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]:	\$ (334,610,151.55)
(vii)	Multiplier for determining registration fee (See Instruction C.9):	x .0001364
(viii)	Registration fee due [multiply Item 5(v) by Item 5(vii)] (enter "0" if no fee is due):	= <u>\$0.00</u>

6. Prepaid Shares

If the response to Item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1933 pursuant to rule 24e-2 as in effect before October 11, 1997, then report the amount of securities (number of shares or other units) deducted here: 0. If the number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this form is filed are available for use by the issuer in future fiscal years, then state that number here: 0.

7. Interest due – if this Form is being filed more than 90 days after the end of the issuer’s fiscal year (see Instruction D):

+\$

8. Total of the amount of the registration fee due plus any interest due [line 5(viii) plus line 7]:

9. Date the registration fee and any interest payment was sent to the Commission’s lockbox depository:

N/A

Method of Delivery: N/A

Wire Transfer

Mail or other means

**SIGNATURES**

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By (Signature and Title)\*

EAGLE CAPITAL APPRECIATION FUND

/s/ Susan L. Walzer

Susan L. Walzer

Principal Executive Officer

Eagle Capital Appreciation Fund

Date: January 28, 2013

\*Please print the name and title of the signing officer below the signature.