

SECURITIES AND EXCHANGE COMMISSION

FORM 485BPOS

Post-effective amendments [Rule 485(b)]

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FILER

EATON VANCE GROWTH TRUST

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Type: 485BPOS | Act: 40 | File No.: 811-01241 | Film No.: 13702272

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EATON VANCE GROWTH TRUST

CIK: 102816 | IRS No.: 042325690
Type: 485BPOS | Act: 33 | File No.: 002-22019 | Film No.: 13702273

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-1A

REGISTRATION STATEMENT
UNDER

THE SECURITIES ACT of 1933
POST-EFFECTIVE AMENDMENT NO. 147
REGISTRATION STATEMENT

UNDER

THE INVESTMENT COMPANY ACT OF 1940
AMENDMENT NO. 120

EATON VANCE GROWTH TRUST
(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110
(Address of Principal Executive Offices)

(617) 482-8260

(Registrant's Telephone Number)

MAUREEN A. GEMMA

Two International Place, Boston, Massachusetts 02110
(Name and Address of Agent for Service)

It is proposed that this filing will become effective pursuant to Rule 485 (check appropriate box):

- | | |
|---|--|
| <input checked="" type="checkbox"/> immediately upon filing pursuant to paragraph (b) | <input type="checkbox"/> on (date) pursuant to paragraph (a)(1) |
| <input type="checkbox"/> on (date) pursuant to paragraph (b) | <input type="checkbox"/> 75 days after filing pursuant to paragraph (a)(2) |
| <input type="checkbox"/> 60 days after filing pursuant to paragraph (a)(1) | <input type="checkbox"/> on (date) pursuant to paragraph (a)(2) |

If appropriate, check the following box:

- This post-effective amendment designates a new effective date for a previously filed post-effective amendment.

Explanatory Note

The Prospectus (Part A) and Statement of Additional Information (Part B) for Eaton Vance Atlanta Capital Select Equity Fund (the “Fund”) dated February 1, 2013, as previously filed electronically with the Securities and Exchange Commission on January 29, 2013 (Accession No. 0000940394-13-000145), are incorporated by reference into Parts A and B of this Post-Effective Amendment No. 147 to the Registration Statement of Eaton Vance Growth Trust (the “Amendment”), and Part A and Part B are hereby supplemented as indicated in the Amendment. This Amendment is being filed to supplement the Prospectus and Statement of Additional Information to add Class C shares of the Fund, a series of the Registrant.

EATON VANCE ATLANTA CAPITAL SELECT EQUITY FUND
Supplement to Prospectus dated February 1, 2013

1. As of the date of this Supplement, Eaton Vance Atlanta Capital Select Equity Fund now offers Class C Shares.

2. The following is added to the front cover under “Eaton Vance Atlanta Capital Select Equity Fund”:

Class C Shares - ESECX

3. The following replaces “Fees and Expenses of the Fund” under “Fund Summaries - Eaton Vance Atlanta Capital Select Equity Fund”:

This table describes the fees and expenses that you may pay if you buy and hold shares of the Fund. You may qualify for a reduced sales charge if you invest, or agree to invest over a 13-month period, at least \$50,000 in Eaton Vance Funds. More information about these and other discounts is available from your financial intermediary and in Sales Charges beginning on page 28 of the Fund’s Prospectus and page 22 of the Fund’s Statement of Additional Information.

Shareholder Fees (fees paid directly from your investment)	Class A	Class C	Class I
Maximum Sales Charge (Load) (as a percentage of offering price)	5.75%	None	None
Maximum Deferred Sales Charge (Load) (as a percentage of the lower of net asset value at purchase or redemption)	None	1.00%	None

Annual Fund Operating Expenses (expenses you pay each year as a percentage of the value of your investment)	Class A	Class C	Class I
Management Fees	0.80%	0.80%	0.80%
Distribution and Service (12b-1) Fees	0.25%	1.00%	n/a
Other Expenses (estimated for Class C)	1.52%	1.52%	1.52%
Total Annual Fund Operating Expenses	2.57%	3.32%	2.32%
Expense Reimbursement ⁽¹⁾	(1.37)%	(1.37)%	(1.37)%
Total Annual Fund Operating Expenses After Expense Reimbursement	1.20%	1.95%	0.95%

(1) The investment adviser and administrator and sub-adviser have agreed to reimburse the Fund’s expenses to the extent that Total Annual Fund Operating Expenses exceed 1.20% for Class A shares, 1.95% for Class C shares and 0.95% for Class I shares. This expense reimbursement will continue through January 31, 2014. Any amendment to or a termination of this reimbursement would require written approval of the Board of Trustees. The expense reimbursement relates to ordinary operating expenses only and does not include expenses such as: brokerage commissions, acquired fund fees and expenses, interest expense, taxes or litigation expenses. Amounts reimbursed may be recouped by the investment adviser and administrator and sub-adviser during the Fund’s current fiscal year to the extent actual expenses are less than the contractual expense cap during such year.

Example. This Example is intended to help you compare the cost of investing in the Fund with the cost of investing in other mutual funds. The Example assumes that you invest \$10,000 in the Fund for the time periods indicated and then redeem all of your shares at the end of those periods. The Example also assumes that your investment has a 5% return each year and that the operating expenses remain the same. Although your actual costs may be higher or lower, based on these assumptions your costs would be:

	Expenses with Redemption				Expenses without Redemption			
	1 Year	3 Years	5 Years	10 Years	1 Year	3 Years	5 Years	10 Years
Class A shares	\$ 690	\$ 1,205	\$ 1,746	\$ 3,216	\$ 690	\$ 1,205	\$ 1,746	\$ 3,216
Class C shares	\$ 298	\$ 894	\$ 1,613	\$ 3,520	\$ 198	\$ 894	\$ 1,613	\$ 3,520
Class I shares	\$ 97	\$ 593	\$ 1,115	\$ 2,550	\$ 97	\$ 593	\$ 1,115	\$ 2,550

4. The following replaces the paragraph following “Purchase and Sale of Fund Shares” under “Fund Summaries - Eaton Vance Atlanta Capital Select Equity Fund”:

You may purchase, redeem or exchange Fund shares on any business day, which is any day the New York Stock Exchange is open for business. You may purchase, redeem or exchange Fund shares either through your financial intermediary or directly from the Fund either by writing to Eaton Vance Funds, P.O. Box 9653, Providence, RI 02940-9653, or by calling 1-800-262-1122. The minimum initial purchase or exchange into the

Fund is \$1,000 for Class A and Class C and \$250,000 for Class I (waived in certain circumstances). There is no minimum for subsequent investments.

March 19, 2013

6695-3/13 ATLPROSPS

EATON VANCE ATLANTA CAPITAL SELECT EQUITY FUND
Supplement to Statement of Additional Information dated February 1, 2013

1. As of the date of this Supplement, Eaton Vance Atlanta Capital Select Equity Fund now offers Class C Shares.
2. The following is added to the front cover under “Eaton Vance Atlanta Capital Select Equity Fund”:
Class C Shares - ESECX
3. The following is added to Appendix C:

No performance or ownership information is shown for Class C shares of Select Equity Fund because they have not been offered prior to the date of this supplement.

March 19, 2013

PART C - OTHER INFORMATION

Item 28. Exhibits (with inapplicable items omitted)

- (a) (1) Declaration of Trust dated May 25, 1989, filed as Exhibit (1)(a) to Post-Effective Amendment No. 59 filed August 16, 1995 (Accession No. 0000950156-95-000600) and incorporated herein by reference.
- (2) Amendment to the Declaration of Trust dated August 18, 1992 filed as Exhibit (1)(b) to Post-Effective Amendment No. 59 filed August 16, 1995 and incorporated herein by reference.
- (3) Amendment to the Declaration of Trust dated June 23, 1997 filed as Exhibit (1)(c) to Post-Effective Amendment No. 68 filed August 25, 1997 (Accession No. 0000950156-97-000646) and incorporated herein by reference.
- (4) Amendment to the Declaration of Trust dated August 11, 2008 filed as Exhibit (a)(4) to Post-Effective Amendment No. 102 filed December 24, 2008 (Accession No. 0000940394-08-001633) and incorporated herein by reference.
- (5) Amendment to Declaration of Trust dated November 14, 2011 filed as Exhibit (a)(5) to Post-Effective Amendment No. 125 filed December 22, 2011 (Accession No. 0000940394-11-001393) and incorporated herein by reference.
- (6) Amended and Restated Establishment and Designation of Series of Shares of Beneficial Interest, Without Par Value, as amended and restated August 6, 2012 filed as Exhibit (a)(6) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (b) Amended and Restated By-Laws of Eaton Vance Growth Trust adopted April 23, 2012 filed as Exhibit (b) to Post-Effective Amendment No. 137 filed July 18, 2012 (Accession No. 0000940394-12-000814) and incorporated herein by reference.
- (c) Reference is made to Item 28(a) and 28(b) above.
- (d) (1) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Richard Bernstein Multi-Market Equity Strategy Fund (now Eaton Vance Richard Bernstein Equity Strategy Fund), and Eaton Vance Management dated August 9, 2010 filed as Exhibit (d)(3) to Post-Effective Amendment No. 111 filed October 12, 2010 (Accession No. 0000940394-10-001024) and incorporated herein by reference.
- (2) Investment Sub-Advisory Agreement between Eaton Vance Management and Richard Bernstein Advisors LLC for Eaton Vance Richard Bernstein Multi-Market Equity Strategy Fund (now Eaton Vance Richard Bernstein Equity Strategy Fund) dated August 9, 2010 filed as Exhibit (d)(4) to Post-Effective Amendment No. 111 filed October 12, 2010 (Accession No. 0000940394-10-001024) and incorporated herein by reference.
- (3) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Focused Growth Opportunities Fund and Eaton Vance Management dated March 7, 2011 filed as Exhibit (d)(5) to Post-Effective Amendment No. 116 filed March 7, 2011 (Accession No. 0000940394-11-000350) and incorporated herein by reference.
- (4) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Focused Value Opportunities Fund and Eaton Vance Management dated March 7, 2011 filed as Exhibit (d)(6) to Post-Effective Amendment No. 116 filed March 7, 2011 (Accession No. 0000940394-11-000350) and incorporated herein by reference.

- (5) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Richard Bernstein All Asset Strategy Fund, and Eaton Vance Management dated September 30, 2011 filed as Exhibit (d)(7) to Post-Effective Amendment No. 121 filed September 29, 2011 (Accession No. 0000940394-11-001076) and incorporated herein by reference.
- (6) Investment Sub-Advisory Agreement between Eaton Vance Management and Richard Bernstein Advisors LLC for Eaton Vance Richard Bernstein All Asset Strategy Fund dated September 30, 2011 filed as Exhibit (d)(8) to Post-Effective Amendment No. 121 filed September 29, 2011 (Accession No. 0000940394-11-001076) and incorporated herein by reference.
- (7) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Atlanta Capital Select Equity Fund, and Eaton Vance Management dated December 30, 2011 filed as Exhibit (d)(9) to Post-Effective Amendment No. 126 filed December 23, 2011 (Accession No. 0000940394-11-001429) and incorporated herein by reference.
- (8) Investment Sub-Advisory Agreement between Eaton Vance Management and Atlanta Capital Management Company, LLC for Eaton Vance Atlanta Capital Select Equity Fund dated December 30, 2011 filed as Exhibit (d)(10) to Post-Effective Amendment No. 126 filed December 23, 2011 (Accession No. 0000940394-11-001429) and incorporated herein by reference.
- (9) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Global Natural Resources Fund, and Eaton Vance Management dated April 30, 2012 filed as Exhibit (d)(11) to Post-Effective Amendment No. 132 filed April 27, 2012 (Accession No. 0000940394-12-000499) and incorporated herein by reference.
- (10) Investment Sub-Advisory Agreement between Eaton Vance Management and AGF Investments America Inc. for Eaton Vance Global Natural Resources Fund dated April 30, 2012 filed as Exhibit (d)(12) to Post-Effective Amendment No. 132 filed April 27, 2012 (Accession No. 0000940394-12-000499) and incorporated herein by reference.
- (11) Investment Advisory Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Atlanta Capital Focused Growth Fund, and Boston Management and Research dated July 20, 2012 filed as Exhibit (d)(11) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (12) Investment Sub-Advisory Agreement between Boston Management and Research and Atlanta Capital Management Company, LLC for Eaton Vance Atlanta Capital Focused Growth Fund dated July 20, 2012 filed as Exhibit (d)(12) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (13) Investment Advisory Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Greater China Growth Fund, and Boston Management and Research dated July 31, 2012 filed as Exhibit (d)(13) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (14) Investment Sub-Advisory Agreement between Boston Management and Research and Lloyd George Management (Hong Kong) Limited for Eaton Vance Greater China Growth Fund dated July 31, 2012 filed as Exhibit (d)(14) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (15) Investment Advisory Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Multi-Cap Growth Fund, and Boston Management and Research dated July 24, 2012 filed as Exhibit (d)(15) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.

- (16) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Hexavest Emerging Markets Equity Fund, and Eaton Vance Management dated August 29, 2012 filed as Exhibit (d)(16) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (17) Investment Sub-Advisory Agreement between Eaton Vance Management and Hexavest Inc. for Eaton Vance Hexavest Emerging Markets Equity Fund dated August 29, 2012 filed as Exhibit (d)(17) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (18) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Hexavest Global Equity Fund, and Eaton Vance Management dated August 29, 2012 filed as Exhibit (d)(18) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (19) Investment Sub-Advisory Agreement between Eaton Vance Management and Hexavest Inc. for Eaton Vance Hexavest Global Equity Fund dated August 29, 2012 filed as Exhibit (d)(19) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (20) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Hexavest International Equity Fund, and Eaton Vance Management dated August 29, 2012 filed as Exhibit (d)(20) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (21) Investment Sub-Advisory Agreement between Eaton Vance Management and Hexavest Inc. for Eaton Vance Hexavest International Equity Fund dated August 29, 2012 filed as Exhibit (d)(21) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (22) Investment Advisory and Administrative Agreement between Eaton Vance Growth Trust, on behalf of Eaton Vance Hexavest U.S. Equity Fund, and Eaton Vance Management dated August 29, 2012 filed as Exhibit (d)(22) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (23) Investment Sub-Advisory Agreement between Eaton Vance Management and Hexavest Inc. for Eaton Vance Hexavest U.S. Equity Fund dated August 29, 2012 filed as Exhibit (d)(23) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (e) (1) (a) Amended and Restated Distribution Agreement between Eaton Vance Growth Trust and Eaton Vance Distributors, Inc. effective August 9, 2010 with attached Schedules A and B dated August 9, 2010 filed as Exhibit (e)(1) to Post-Effective Amendment No. 111 filed October 12, 2010 (Accession No. 0000940394-10-001024) and incorporated herein by reference.
- (b) Amended Schedule B dated March 19, 2013 to the Amended and Restated Distribution Agreement between Eaton Vance Growth Trust and Eaton Vance Distributors, Inc. filed herewith.
- (2) Amendment dated April 23, 2012 to the Amended and Restated Distribution Agreement between Eaton Vance Growth Trust and Eaton Vance Distributors, Inc. effective August 9, 2010 filed as Exhibit (e)(2) to Post-Effective Amendment No. 134 filed June 15, 2012 (Accession No. 0000940394-12-000682) and incorporated herein by reference.

- (3) Selling Group Agreement between Eaton Vance Distributors, Inc. and Authorized Dealers filed as Exhibit (e)(2) to Post-Effective Amendment No. 85 filed to the Registration Statement of Eaton Vance Special Investment Trust (File Nos. 2-27962, 811-1545) filed April 26, 2007 (Accession No. 0000940394-07-000430) and incorporated herein by reference.
- (f) The Securities and Exchange Commission has granted the Registrant an exemptive order that permits the Registrant to enter into deferred compensation arrangements with its independent Trustees. See in the Matter of Capital Exchange Fund, Inc., Release No. IC-20671 (November 1, 1994).
- (g) (1) Master Custodian Agreement with State Street Bank & Trust Company dated September 1, 2010 filed as Exhibit (g)(1) to Post-Effective Amendment No. 125 of Eaton Vance Municipals Trust (File Nos. 33-572, 811-4409) filed November 30, 2010 (Accession No. 0000940394-10-001163) and incorporated herein by reference.
- (2) Amended and Restated Services Agreement with State Street Bank & Trust Company dated September 1, 2010 filed as Exhibit (g)(2) to Post-Effective Amendment No. 108 of Eaton Vance Special Investment Trust (File Nos. 2-27962, 811-1545) filed September 27, 2010 (Accession No. 0000940394-10-001000) and incorporated herein by reference.
- (3) Amendment Number 1 dated May 16, 2012 to Amended and Restated Services Agreement with State Street Bank & Trust Company dated September 1, 2010 filed as Exhibit (g)(3) to Post-Effective Amendment No. 39 of Eaton Vance Municipals Trust II (File Nos. 033-71320, 811-08134) filed May 29, 2012 (Accession No. 0000940394-12-000641) and incorporated herein by reference.
- (h) (1) Amended and Restated Administrative Services Agreement between Eaton Vance Growth Trust on behalf of its series listed on Appendix A and Eaton Vance Management dated May 1, 2012 filed as Exhibit (h)(1) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (2) Transfer Agency and Shareholder Services Agreement effective September 1, 2011 filed as Exhibit (h)(4) to Post-Effective Amendment No. 121 filed September 29, 2011 (Accession No. 0000940394-11-001076) and incorporated herein by reference.
- (3) Sub-Transfer Agency Services Agreement effective September 1, 2011 between BNY Mellon Investment Servicing (US) Inc. and Eaton Vance Management filed as Exhibit (h)(5) to Post-Effective Amendment No. 121 filed September 29, 2011 (Accession No. 0000940394-11-001076) and incorporated herein by reference.
- (4) (a) Expense Waivers/Reimbursements Agreement between Eaton Vance Management and each of the entities (on behalf of certain of their series) listed on Schedule A dated October 31, 2012 filed as Exhibit (h)(3) to Pre-Effective Amendment No. 1 of Eaton Vance Series Fund, Inc. (File Nos. 333-182175, 811-22714) filed October 24, 2012 (Accession No. 0000940394-12-001034) and incorporated herein by reference.
- (b) Amended Schedule A dated March 19, 2013 to the Expense Waivers/Reimbursements Agreement dated October 31, 2012 filed herewith.
- (i) (1) Opinion of Internal Counsel dated August 28, 2012 filed as Exhibit (i) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (2) Consent of Internal Counsel dated March 19, 2013 filed herewith.
- (j) Consent of Independent Registered Public Accounting Firm for Eaton Vance Atlanta Capital Select Equity Fund dated March 19, 2013 filed herewith.

- (m) (1) (a) Eaton Vance Growth Trust Class A Distribution Plan adopted June 23, 1997 and Amended April 24, 2006 with attached Schedule A filed as Exhibit (m)(1) to Post-Effective Amendment No. 95 filed October 30, 2006 (accession No. 0000940394-06-000845) and incorporated herein by reference.
- (b) Amended Schedule A to Eaton Vance Growth Trust Class A Distribution Plan effective August 29, 2012 filed as Exhibit (m)(1)(b) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (2) Eaton Vance Growth Trust Class A Distribution Plan adopted April 28, 2011 with attached Schedule A effective April 28, 2011 filed as Exhibit (m)(3) to Post-Effective Amendment No. 118 filed May 2, 2011 (Accession No. 0000940394-11-000539) and incorporated herein by reference.
- (3) Eaton Vance Growth Trust Class B Distribution Plan adopted June 23, 1997 with attached Schedule A effective June 23, 1997 filed as Exhibit (15)(c) to Post-Effective Amendment No. 68 filed August 25, 1997 and incorporated herein by reference.
- (4) (a) Eaton Vance Growth Trust Class C Distribution Plan adopted June 23, 1997 with attached Schedule A effective June 23, 1997 filed as Exhibit (15)(d) to Post-Effective Amendment No. 68 filed August 25, 1997 and incorporated herein by reference.
- (b) Amended Schedule A to Eaton Vance Growth Trust Class C Distribution Plan effective August 10, 2009 filed as Exhibit (m)(4)(b) to Post-Effective Amendment No. 105 filed September 29, 2009 (Accession No. 0000940394-09-000758) and incorporated herein by reference.
- (5) (a) Eaton Vance Growth Trust Class C Distribution Plan adopted August 9, 2010 with attached Schedule A effective August 9, 2010 filed as Exhibit (m)(7) to Post-Effective Amendment No. 111 filed October 12, 2010 (Accession No. 0000940394-10-001024) and incorporated herein by reference.
- (b) Amended Schedule A to Eaton Vance Growth Trust Class C Distribution Plan effective March 19, 2013 filed herewith.
- (6) Eaton Vance Growth Trust Class D Distribution Plan adopted December 11, 2000 with attached Schedule A filed as Exhibit (m)(5) to Post-Effective Amendment No. 76 filed January 22, 2001 (Accession No. 0000940394-01-500025) and incorporated herein by reference.
- (7) (a) Eaton Vance Growth Trust Class R Distribution Plan adopted December 10, 2001 with attached Schedule A filed as Exhibit (m)(6) to Post-Effective Amendment No. 78 filed December 21, 2001 and incorporated herein by reference.
- (b) Amended Schedule A effective June 15, 2009 to Eaton Vance Growth Trust Class R Distribution Plan filed as Exhibit (m)(6)(b) to Post-Effective Amendment No. 104 filed July 30, 2009 (Accession No. 0000940394-09-000578) and incorporated herein by reference.
- (n) (1) Amended and Restated Multiple Class Plan for Eaton Vance Funds dated March 1, 2013 filed as Exhibit (n) to Post-Effective Amendment No. 128 of Eaton Vance Special Investment Trust (File Nos. 002-27962, 811-01545) filed February 27, 2013 (Accession No. 0000940394-13-000301) and incorporated herein by reference.
- (2) Schedule A dated March 19, 2013 to Amended and Restated Multiple Class Plan dated March 1, 2013 filed herewith.
- (p) (1) Code of Ethics adopted by the Eaton Vance Entities and the Eaton Vance Funds effective September 1, 2000, as revised June 1, 2012 filed as Exhibit (p) to Post-Effective Amendment No. 39 of Eaton Vance Municipals Trust II (File Nos. 033-71320, 811-08134) filed May 29, 2012 (Accession No. 0000940394-12-000641) and incorporated herein by reference.

- (2) Code of Ethics adopted by Lloyd George Management Group, which includes: Lloyd George Management (BVI) Ltd, Lloyd George Investment Management (Bermuda) Ltd, Lloyd George Management (Hong Kong) Ltd, Lloyd George Investment Management (Hong Kong) Limited, Lloyd George Management (Europe) Ltd, Lloyd George Management (Singapore) Pte Ltd and the LGM Funds effective October 2008 filed as Exhibit (p)(2) to Post-Effective Amendment No. 102 filed December 24, 2008 (Accession No. 0000940394-08-001633) and incorporated herein by reference.
- (3) Code of Ethics adopted by OrbiMed Advisors, LLC effective January 1, 2013 filed herewith.
- (4) Code of Business Conduct and Ethics adopted by Atlanta Capital Management Company, LLC effective January 1, 2006 as revised January 1, 2011 filed as Exhibit (p)(2) to Post-Effective Amendment No. 178 of Eaton Vance Mutual Funds Trust (File Nos. 02-90946, 811-4015) filed August 17, 2011 (Accession No. 0000940394-11-000993) and incorporated herein by reference.
- (5) Code of Ethics adopted August, 2010 by Richard Bernstein Advisors LLC updated March, 2012 filed as Exhibit (p)(6) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (6) Code of Business Conduct, Ethics and Personal Trading adopted by AGF Investments America Inc. effective February 16, 2012 filed as Exhibit (p)(8) to Post-Effective Amendment No. 132 filed April 27, 2012 (Accession No. 0000940394-12-000499) and incorporated herein by reference.
- (7) Code of Ethics adopted by Hexavest Inc. as revised July 24, 2012 effective August 14, 2012 filed as Exhibit (p)(8) to Post-Effective Amendment No. 139 filed August 28, 2012 (Accession No. 0000940394-12-000912) and incorporated herein by reference.
- (q) Power of Attorney for Eaton Vance Growth Trust and Asian Small Companies Portfolio, Focused Growth Portfolio, Greater China Growth Portfolio, Multi-Cap Growth Portfolio, SMID-Cap Portfolio and Worldwide Health Sciences Portfolio dated March 1, 2013 filed herewith.

Item 29. Persons Controlled by or Under Common Control

Not applicable

Item 30. Indemnification

Article IV of the Registrant's Declaration of Trust permits Trustee and officer indemnification by By-Law, contract and vote. Article XI of the By-Laws contains indemnification provisions. 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 distribution 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 31. Business and other Connections of Investment Advisers

Reference is made to: (i) the information set forth under the caption "Management and Organization" in the Statement of Additional Information; (ii) the Eaton Vance Corp. Form 10-K filed under the Securities Exchange Act of 1934 (File No. 1-8100); and (iii) the Form ADV of Eaton Vance Management (File No. 801-15930), Boston Management and Research (File No. 801-43127) and Atlanta Capital Management Company, LLC (File No. 801-52179) filed with the Commission, all of which are incorporated herein by reference.

Item 32. Principal Underwriters

- (a) Registrant's principal underwriter, Eaton Vance Distributors, Inc., a wholly-owned subsidiary of Eaton Vance Corp., is the principal underwriter for each of the registered investment companies named below:

Eaton Vance Growth Trust	Eaton Vance Mutual Funds Trust
Eaton Vance Investment Trust	Eaton Vance Series Fund, Inc.
Eaton Vance Managed Income Term Trust	Eaton Vance Series Trust II
Eaton Vance Municipals Trust	Eaton Vance Special Investment Trust
Eaton Vance Municipals Trust II	Eaton Vance Variable Trust

- (b)

(1) Name and Principal Business Address*	(2) Positions and Offices with Principal Underwriter	(3) Positions and Offices with Registrant
Julie Andrade	Vice President	None
Brian Arcara	Vice President	None
Michelle Baran	Vice President	None
Ira Baron	Vice President	None
Jeffrey P. Beale	Vice President	None
Brian Blair	Vice President	None
Stephanie H. Brady	Vice President	None
Timothy Breer	Vice President	None
Mark Burkhard	Vice President	None
Eric Caplinger	Vice President	None
Daniel C. Cataldo	Vice President and Treasurer	None
Tiffany Cayarga	Vice President	None
Michael Clark	Vice President	None
Randy Clark	Vice President	None
Adam Cole	Vice President	None
Eric Cooper	Vice President	None
Tyler Cortelezzi	Vice President	None
Patrick Cosgrove	Vice President	None
Peter Crowley	Vice President	None
Roberto Crugnale	Vice President	None
Rob Curtis	Vice President	None
Russell E. Curtis	Vice President and Chief Operations Officer	None
Kevin Dachille	Vice President	None
Kevin Darrow	Vice President	None

Barry Deans	Vice President	None
Derek Devine	Vice President	None
Todd Dickinson	Vice President	None
Brian Dunkley	Vice President	None
James Durocher	Senior Vice President	None
Margaret Egan	Vice President	None
Robert Ellerbeck	Vice President	None
Daniel Ethier	Vice President	None
Troy Evans	Vice President	None
Lawrence L. Fahey	Vice President	None
Thomas E. Faust Jr.	Director	Trustee
Scott Firth	Vice President	None
James Foley	Vice President	None
J. Timothy Ford	Vice President	None
Kathleen Fryer	Vice President	None
Jonathan Futterman	Vice President	None
Anne Marie Gallagher	Vice President	None
Sheri Gilchrist	Vice President	None
Hugh S. Gilmartin	Vice President	None
Charles Glovsky	Vice President	None
Bradford Godfrey	Vice President	None
David Gordon	Vice President	None
John Greenway	Vice President	None
Jorge Gutierrez	Vice President	None
Peter Hartman	Vice President	None
Richard Hein	Vice President	None
Joseph Hernandez	Vice President	None
Dori Hetrick	Vice President	None
Toebe Hinckle	Vice President	None
Suzanne Hingel	Vice President	None
Perry D. Hooker	Vice President	None
Christian Howe	Vice President	None
Laurie G. Hylton	Director	None
Jonathan Isaac	Vice President	None
Adrian Jackson	Vice President	None
Elizabeth Johnson	Vice President	None
Steve Jones	Vice President	None
Sean Kelly	Senior Vice President	None

William Kennedy	Vice President	None
Joseph Kosciuszek	Vice President	None
Kathleen Krivelow	Vice President	None
David Lefcourt	Vice President	None
Andrew Leimenstoll	Vice President	None
Paul Leonardo	Vice President	None
Lauren Loehning	Vice President	None
John Loy	Vice President	None
Coleen Lynch	Vice President	None
John Macejka	Vice President	None
Christopher Marek	Vice President	None
Frederick S. Marius	Vice President, Secretary, Clerk and Chief Legal Officer	None
Geoff Marshall	Vice President	None
Christopher Mason	Vice President	None
Judy Snow May	Vice President	None
Daniel J. McCarthy	Vice President	None
Don McCaughey	Vice President	None
Andy McClelland	Vice President	None
Dave McDonald	Vice President	None
Tim McEwen	Vice President	None
Shannon McHugh-Price	Vice President	None
David Michaud	Vice President	None
Mark Milan	Vice President	None
John Moninger	Senior Vice President	None
Matthew Navins	Vice President	None
Mark D. Nelson	Vice President	None
Scott Nelson	Vice President	None
Tyler Neenan	Vice President	None
Linda D. Newkirk	Vice President	None
Paul Nicely	Vice President	None
Andrew Ogren	Vice President	None
David Oliveri	Vice President	None
Philip Pace	Vice President	None
Greg Piaseckyj	Vice President	None
Steve Pietricola	Vice President	None
John Pumphrey	Vice President	None
James Putman	Vice President	None
Henry Rehberg	Vice President	None

Christopher Remington	Vice President	None
David Richman	Vice President	None
Christopher Rohan	Vice President	None
Kevin Rookey	Vice President	None
Scott Ruddick	Senior Vice President	None
John Santoro	Vice President	None
Rocco Scanniello	Vice President	None
Michael Shea	Vice President	None
Alan Simeon	Vice President	None
Randy Skarda	Vice President	None
Jamie Smoller	Vice President	None
David Stokkink	Vice President	None
Ralph Studley	Vice President	None
Elaine Sullivan	Vice President	None
Frank Sweeney	Vice President	None
Gigi Szekely	Vice President and Chief Compliance Officer	None
Brian Taranto	Vice President and Chief Administrative Officer	None
Stefan Thielen	Vice President	None
John M. Trotsky	Vice President	None
Geoffrey Underwood	Vice President	None
Randolph Verzillo	Vice President	None
Greg Walsh	Vice President	None
Stan Weiland	Vice President	None
Collin Weir	Vice President	None
Greg Whitehead	Vice President	None
Steve Widder	Vice President	None
Matthew J. Witkos	President, Chief Executive Officer and Director	None
John Young	Vice President	None
Trey Young	Vice President	None
Gregor Yuska	Vice President	None
David Zigas	Vice President	None

* Address is Two International Place, Boston, MA 02110

(c) Not applicable

Item 33. Location of Accounts and Records

All applicable accounts, books and documents required to be maintained by the Registrant by Section 31(a) of the Investment Company Act of 1940 and the Rules promulgated thereunder are in the possession and custody of the Registrant's custodian, State Street Bank and Trust Company, 200 Clarendon Street, 16th Floor, Mail Code ADM27, Boston, MA 02116, and its transfer agent, BNY Mellon Investment Servicing (US) Inc., 4400 Computer Drive, Westborough, MA 01581-5120, with the exception of certain corporate documents and portfolio trading documents which are in the possession and custody of the administrator and investment adviser or sub-adviser. Registrant is informed that all applicable accounts, books and documents required to be maintained by registered investment advisers are in the custody and possession of Eaton Vance Management and Boston Management and Research, both located at Two International Place, Boston, MA 02110, Lloyd George Management (Hong Kong) Limited located at Suite 3808, One Exchange Square, Central, Hong Kong, OrbiMed Advisors LLC located at 601 Lexington Avenue, 54th Floor, New York, NY 10022, Atlanta Capital Management Company, LLC located at 1075 Peachtree Street NE, Suite 2100, Atlanta, GA 30309, Richard Bernstein Advisors LLC located at Tower 45, 120 West 45th Street, 19th Floor, New York, NY 10036, Eagle Global Advisors, L.L.C. located at 5847 San Felipe, Suite 930, Houston, TX 77057, AGF Investments America Inc. located at 66 Wellington Street, W, 33rd Floor, Toronto, Canada M5K 1E9 and Hexavest Inc. located at 1250 Rene-Levesque West, Suite 4200, Montreal, Province, Quebec, H3B 4W8.

Item 34. Management Services

Not applicable

Item 35. Undertakings

None.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, and the Investment Company Act of 1940, the Registrant certifies that it meets all of the requirements for effectiveness of this Amendment to the Registration Statement pursuant to Rule 485(b) under the Securities Act of 1933 and has duly caused this Amendment to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Boston, and the Commonwealth of Massachusetts, on March 19, 2013.

EATON VANCE GROWTH TRUST

By: /s/ Duncan W. Richardson

Duncan W. Richardson, President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to the Registration Statement has been signed below by the following persons in the capacities indicated on March 19, 2013.

Signature	Title	Signature	Title
<u> /s/ Duncan W. Richardson </u> Duncan W. Richardson	President (Chief Executive Officer)		
<u> /s/ James F. Kirchner </u> James F. Kirchner	Treasurer (Principal Financial and Accounting Officer)		
<u> Scott E. Eston* </u> Scott E. Eston	Trustee	<u> Ronald A. Pearlman* </u> Ronald A. Pearlman	Trustee
<u> Benjamin C. Esty* </u> Benjamin C. Esty	Trustee	<u> Helen Frame Peters* </u> Helen Frame Peters	Trustee
<u> Thomas E. Faust Jr.* </u> Thomas E. Faust Jr.	Trustee	<u> Lynn A. Stout* </u> Lynn A. Stout	Trustee
<u> Allen R. Freedman* </u> Allen R. Freedman	Trustee	<u> Harriett Tee Taggart* </u> Harriett Tee Taggart	Trustee
<u> William H. Park* </u> William H. Park	Trustee	<u> Ralph F. Verni* </u> Ralph F. Verni	Trustee

*By: /s/ Maureen A. Gemma

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

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EXHIBIT INDEX

The following exhibits are filed as part of this amendment to the Registration Statement pursuant to Rule 483 of Regulation C.

<u>Exhibit No.</u>	<u>Description</u>
(e) (1) (b)	Amended Schedule B dated March 19, 2013 to the Amended and Restated Distribution Agreement between Eaton Vance Growth Trust and Eaton Vance Distributors, Inc.
(h) (4) (b)	Amended Schedule A dated March 19, 2013 to the Expense Waivers/Reimbursements Agreement dated October 31, 2012
(i) (2)	Consent of Internal Counsel dated March 19, 2013
(j)	Consent of Independent Registered Public Accounting Firm for Eaton Vance Atlanta Capital Select Equity Fund dated March 19, 2013
(m) (5) (b)	Amended Schedule A to Eaton Vance Growth Trust Class C Distribution Plan effective March 19, 2013
(n) (2)	Schedule A dated March 19, 2013 to Amended and Restated Multiple Class Plan dated March 1, 2013
(p) (3)	Code of Ethics adopted by OrbiMed Advisors LLC effective January 1, 2013
(q)	Power of Attorney for Eaton Vance Growth Trust and Asian Small Companies Portfolio, Focused Growth Portfolio, Greater China Growth Portfolio, Multi-Cap Growth Portfolio, SMID-Cap Portfolio and Worldwide Health Sciences Portfolio dated March 1, 2013

SCHEDULE B**Eaton Vance Growth Trust
Amended and Restated Distribution Agreement
March 19, 2013**

Name of Fund	Distribution Fee Payable
Eaton Vance Atlanta Capital Select Equity Fund - Class C Shares	1.00%
Eaton Vance Focused Growth Opportunities Fund - Class C Shares	1.00%
Eaton Vance Focused Value Opportunities Fund - Class C Shares	1.00%
Eaton Vance Richard Bernstein Equity Strategy Fund - Class C Shares	1.00%
Eaton Vance Richard Bernstein All Asset Strategy Fund - Class C Shares	1.00%

Schedule A
As of March 19, 2013

Trust, Series and Class	Contractual Expense Cap	Effective Date	Termination Date
Eaton Vance Growth Trust			
Asian Small Companies Fund Class A	2.04%	4/28/2011	12/31/2013
Asian Small Companies Fund Class B	2.74%	4/28/2011	12/31/2013
Greater China Growth Fund Class A	1.95%	4/28/2011	12/31/2013
Greater China Growth Fund Class B	2.65%	4/28/2011	12/31/2013
Greater China Growth Fund Class C	2.65%	4/28/2011	12/31/2013
Greater China Growth Fund Class I	1.65%	4/28/2011	12/31/2013
Richard Bernstein All Asset Strategy Fund Class A*	1.45%	9/30/2011	12/31/2013
Richard Bernstein All Asset Strategy Fund Class C*	2.20%	9/30/2011	12/31/2013
Richard Bernstein All Asset Strategy Fund Class I*	1.20%	9/30/2011	12/31/2013
Atlanta Capital SMID-Cap Fund Class A	1.25%	2/1/2012	1/31/2014
Atlanta Capital SMID-Cap Fund Class I	1.00%	2/1/2012	1/31/2014
Atlanta Capital SMID-Cap Fund Class R	1.50%	2/1/2012	1/31/2014
Atlanta Capital SMID-Cap Fund Class C	2.00%	2/1/2012	1/31/2014
Atlanta Capital Select Equity Fund Class A	1.20%	12/30/2011	1/31/2014
Atlanta Capital Select Equity Fund Class C	1.95%	3/19/2013	1/31/2014
Atlanta Capital Select Equity Fund Class I	0.95%	12/30/2011	1/31/2014
Focused Growth Opportunities Fund Class A	1.25%	3/7/2011	6/30/2013
Focused Growth Opportunities Fund Class C	2.00%	3/7/2011	6/30/2013
Focused Growth Opportunities Fund Class I	1.00%	3/7/2011	6/30/2013
Focused Value Opportunities Fund Class A	1.25%	3/7/2011	6/30/2013
Focused Value Opportunities Fund Class C	2.00%	3/7/2011	6/30/2013
Focused Value Opportunities Fund Class I	1.00%	3/7/2011	6/30/2013
Global Natural Resources Fund Class A	1.40%	4/30/2012	6/30/2013
Global Natural Resources Fund Class I	1.15%	4/30/2012	6/30/2013
Hexavest Emerging Markets Equity Fund Class A	1.75%	8/29/2012	11/30/2013
Hexavest Emerging Markets Equity Fund Class I	1.50%	8/29/2012	11/30/2013
Hexavest Global Equity Fund Class A	1.40%	8/29/2012	11/30/2013
Hexavest Global Markets Equity Fund Class I	1.15%	8/29/2012	11/30/2013
Hexavest International Equity Fund Class A	1.40 %	8/29/2012	11/30/2013
Hexavest International Equity Fund Class I	1.15%	8/29/2012	11/30/2013
Hexavest U.S. Equity Fund Class A	1.20 %	8/29/2012	11/30/2013
Hexavest U.S. Equity Fund Class I	0.95%	8/29/2012	11/30/2013
Eaton Vance Municipals Trust			
Municipal Opportunities Fund Class A	1.10%	5/31/2011	11/30/2013
Municipal Opportunities Fund Class I	0.85%	5/31/2011	11/30/2013

Eaton Vance Municipals Trust II			
Tax-Advantaged Bond Strategies Intermediate Term Fund Class A	0.95%	2/1/2010	5/31/2013
Tax-Advantaged Bond Strategies Intermediate Term Fund Class C	1.70%	2/1/2010	5/31/2013
Tax-Advantaged Bond Strategies Intermediate Term Fund Class I	0.70%	2/1/2010	5/31/2013

*Contractual expense cap includes fund fees and expenses from unaffiliated funds.

Trust, Series and Class	Contractual Expense Cap	Effective Date	Termination Date
Eaton Vance Municipals Trust II (continued)			
Tax-Advantaged Bond Strategies Long Term Fund Class A	0.95%	2/1/2010	5/31/2013
Tax-Advantaged Bond Strategies Long Term Fund Class C	1.70%	2/1/2010	5/31/2013
Tax-Advantaged Bond Strategies Long Term Fund Class I	0.70%	2/1/2010	5/31/2013
Eaton Vance Mutual Funds Trust			
Emerging Markets Local Income Fund Class A	1.25%	3/1/2009	2/28/2014
Emerging Markets Local Income Fund Class C	1.95%	8/1/2010	2/28/2014
Emerging Markets Local Income Fund Class I	0.95%	11/30/2009	2/28/2014
Diversified Currency Income Fund Class A	1.10%	3/1/2008	2/28/2014
Diversified Currency Income Fund Class C	1.80%	3/1/2011	2/28/2014
Diversified Currency Income Fund Class I	0.80%	3/1/2011	2/28/2014
Large-Cap Core Research Fund Class A	1.25%	6/17/2008	4/30/2013
Large-Cap Core Research Fund Class I	1.00%	6/17/2008	4/30/2013
Large-Cap Core Research Fund Class C	2.00%	9/30/2009	4/30/2013
Parametric Commodity Strategy Fund Investor Class	1.00%	12/30/2011	4/30/2013
Parametric Commodity Strategy Fund Institutional Class	0.75%	12/30/2011	4/30/2013
Parametric International Equity Fund Investor Class	1.05%	12/1/2012	5/31/2013
Parametric International Equity Fund Class C	1.80%	12/1/2012	5/31/2013
Parametric International Equity Fund Institutional Class	0.80%	12/1/2012	5/31/2013
Atlanta Capital Horizon Growth Fund Class A	1.40%	5/2/2011	1/31/2014
Atlanta Capital Horizon Growth Fund Class B	2.15%	5/2/2011	1/31/2014
Atlanta Capital Horizon Growth Fund Class C	2.15%	5/2/2011	1/31/2014
Atlanta Capital Horizon Growth Fund Class I	1.15%	5/2/2011	1/31/2014
Build America Bond Fund Class A	0.95%	11/17/2009	1/31/2014
Build America Bond Fund Class C	1.70%	11/17/2009	1/31/2014
Build America Bond Fund Class I	0.70%	11/17/2009	1/31/2014
Tax-Managed Small-Cap Value Fund Class A	1.45%	7/1/2011	2/28/2014
Tax-Managed Small-Cap Value Fund Class C	2.20%	7/1/2011	2/28/2014
Tax-Managed Small-Cap Value Fund Class I	1.20%	7/1/2011	2/28/2014
Parametric Market Neutral Fund Investor Class	1.55 %	12/9/2011	2/28/2014
Parametric Market Neutral Fund Institutional Class	1.30%	12/9/2011	2/28/2014
Multi-Strategy All Market Fund Class A	1.35%	11/1/2011	2/28/2014
Multi-Strategy All Market Fund Class C	2.10%	11/1/2011	2/28/2014
Multi-Strategy All Market Fund Class I	1.10%	11/1/2011	2/28/2014
Parametric Currency Fund Investor Class	0.90 %	12/30/2011	3/31/2013
Parametric Currency Fund Institutional Class	0.65%	12/30/2011	3/31/2013
Parametric Global Small-Cap Fund Institutional Class	0.85%	12/19/2012	5/31/2014
Parametric Tax-Managed International Equity Fund Investor Class	1.50%	12/1/2012	2/28/2014
Parametric Tax-Managed International Equity Fund Class C	2.25%	12/1/2012	2/28/2014

Parametric Tax-Managed International Equity Fund Institutional Class	1.25%	12/1/2012	2/28/2014
Eaton Vance Series Fund, Inc.			
Institutional Emerging Markets Local Debt Fund	0.85%	2/1/2013	11/30/2014

Trust, Series and Class	Contractual Expense Cap	Effective Date	Termination Date
Eaton Vance Special Investment Trust			
Short Term Real Return Fund Class A	1.15%	3/31/2010	2/28/2014
Short Term Real Return Fund Class C	1.90%	3/31/2010	2/28/2014
Short Term Real Return Fund Class I	0.90%	3/31/2010	2/28/2014
Risk-Managed Equity Option Fund Class A	1.50%	2/29/2008	3/31/2013
Risk-Managed Equity Option Fund Class C	2.25%	2/29/2008	3/31/2013
Risk-Managed Equity Option Fund Class I	1.25%	2/29/2008	3/31/2013
Investment Grade Income Fund Class I	0.50%	12/1/2011	4/30/2013
Investment Grade Income Fund Class A	0.75%	12/1/2011	4/30/2013
Real Estate Fund Class I	1.00%	5/1/2007	4/30/2013
Real Estate Fund Class A	1.25%	6/8/2010	4/30/2013
Large-Cap Growth Fund Class A	1.25%	5/1/2008	4/30/2013
Large-Cap Growth Fund Class B	2.00%	5/1/2008	4/30/2013
Large-Cap Growth Fund Class C	2.00%	5/1/2008	4/30/2013
Large-Cap Growth Fund Class I	1.00%	5/1/2008	4/30/2013
Large-Cap Growth Fund Class R	1.50%	7/31/2009	4/30/2013
Commodity Strategy Fund Class A	1.50%	4/7/2010	4/30/2013
Commodity Strategy Fund Class C	2.25%	4/7/2010	4/30/2013
Commodity Strategy Fund Class I	1.25%	4/7/2010	4/30/2013
Parametric Absolute Return Fund Investor Class	1.45%	12/1/2012	4/30/2013
Parametric Absolute Return Fund Class C	2.20%	12/1/2012	4/30/2013
Parametric Absolute Return Fund Institutional Class	1.20%	12/1/2012	4/30/2013
Greater India Fund Class A	1.88%	4/28/2011	4/28/2013
Greater India Fund Class B	2.58%	4/28/2011	4/28/2013
Greater India Fund Class C	2.58%	4/28/2011	4/28/2013
Greater India Fund Class I	1.58%	4/28/2011	4/28/2013
Small-Cap Value Fund Class A	1.45%	7/1/2011	4/30/2013
Small-Cap Value Fund Class B	2.20%	7/1/2011	4/30/2013
Small-Cap Value Fund Class C	2.20%	7/1/2011	4/30/2013
Small-Cap Value Fund Class I	1.20%	7/1/2011	4/30/2013
Bond Fund Class A	0.95%	1/28/13	2/28/14
Bond Fund Class I	0.70%	1/28/13	2/28/14
Eaton Vance Variable Trust			
VT Large-Cap Value Fund	1.30%	5/1/08	4/30/2013

CONSENT OF COUNSEL

I consent to the incorporation by reference in this Post-Effective Amendment No. 147 to the Registration Statement of Eaton Vance Growth Trust (1933 Act File No. 002-22019) of my opinion dated August 28, 2012, which was filed as Exhibit (i) to Post-Effective Amendment No. 139.

/s/ Katy D. Burke

Katy D. Burke, Esq.

March 19, 2013

Boston, Massachusetts

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 147 to Registration Statement No. 002-22019 on Form N-1A of our report dated November 16, 2012, relating to the financial statements and financial highlights of Eaton Vance Atlanta Capital Select Equity Fund, one of the Funds constituting Eaton Vance Growth Trust (the "Trust"), appearing in the Annual Report on Form N-CSR of the Trust for the period ended September 30, 2012, and to the references to us under the headings "Financial Highlights" in the Prospectus dated February 1, 2013, and "Independent Registered Public Accounting Firm" and "Financial Statements" in the Statement of Additional Information dated February 1, 2013, which are incorporated by reference in and are part of such registration statement.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
March 19, 2013

Schedule AEATON VANCE GROWTH TRUST
CLASS C DISTRIBUTION PLAN
March 19, 2013

Fund	Adoption Date	Distribution Fee
Eaton Vance Atlanta Capital Focused Growth Fund	May 2, 2011	0.75%
Eaton Vance Atlanta Capital Select Equity Fund	March 19, 2013	0.75%
Eaton Vance Focused Growth Opportunities Fund	March 7, 2011	0.75%
Eaton Vance Focused Value Opportunities Fund	March 7, 2011	0.75%
Eaton Vance Richard Bernstein All Asset Strategy Fund	September 30, 2011	0.75%
Eaton Vance Richard Bernstein Equity Strategy Fund	August 9, 2010	0.75%

Schedule A

Schedule of Share Classes and Annual 12b-1 Distribution and Service Fees
(as a % of average daily net assets)
March 19, 2013

	A	B	C	I	Investor	Institutional	Advisers	R ⁽¹⁾
<i>Eaton Vance Growth Trust</i>								
Eaton Vance Asian Small Companies Fund	0.30	1.00	N/A	N/A	N/A	N/A	N/A	N/A
Eaton Vance Atlanta Capital Focused Growth Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Atlanta Capital Select Equity Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Atlanta Capital SMID-Cap Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance Focused Growth Opportunities Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Focused Value Opportunities Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Global Natural Resources Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance Greater China Growth Fund	0.30	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Hexavest Emerging Markets Equity Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance Hexavest Global Equity Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance Hexavest International Equity Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance Hexavest U.S. Equity Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance Multi-Cap Growth Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Richard Bernstein All Asset Strategy Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Richard Bernstein Equity Strategy Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Worldwide Health Sciences Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	0.75
<i>Eaton Vance Investment Trust ⁽²⁾</i>								
Eaton Vance AMT-Free Limited Maturity Municipal Income Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Massachusetts Limited Maturity Municipal Income Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance National Limited Maturity Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance New York Limited Maturity Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Pennsylvania Limited Maturity Municipal Income Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
<i>Eaton Vance Municipals Trust ⁽³⁾</i>								
Eaton Vance Alabama Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Arizona Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Arkansas Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance California Municipal Income Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Connecticut Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Georgia Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Kentucky Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Maryland Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Massachusetts Municipal Income Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Minnesota Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Missouri Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Municipal Opportunities Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance National Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance New Jersey Municipal Income Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance New York Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance North Carolina Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Ohio Municipal Income Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Oregon Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Pennsylvania Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance South Carolina Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tennessee Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Virginia Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
<i>Eaton Vance Municipals Trust II ⁽³⁾</i>								
Eaton Vance High Yield Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tax-Advantaged Bond Strategies Intermediate Term Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tax-Advantaged Bond Strategies Long Term Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tax-Advantaged Bond Strategies Short Term Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
<i>Eaton Vance Mutual Funds Trust</i>								
Eaton Vance AMT-Free Municipal Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A

Eaton Vance Atlanta Capital Horizon Growth Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Build America Bond Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Diversified Currency Income Fund	0.30	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Emerging Markets Local Income Fund	0.30	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Floating-Rate Advantage Fund	0.25	0.60	0.75	None	N/A	N/A	0.25	N/A

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	A	B	C	I	Investor	Institutional	Advisers	R ⁽¹⁾
Eaton Vance Mutual Funds Trust (cont'd)								
Eaton Vance Floating-Rate Fund	0.25	1.00	1.00	None	N/A	N/A	0.25	N/A
Eaton Vance Floating-Rate & High Income Fund	0.25	1.00	1.00	None	N/A	N/A	0.25	N/A
Eaton Vance Global Dividend Income Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance Global Macro Absolute Return Advantage Fund	0.30	N/A	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance Global Macro Absolute Return Fund	0.30	N/A	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance Government Obligations Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance High Income Opportunities Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Large-Cap Core Research Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Low Duration Government Income Fund	0.25	1.00	0.85	None	N/A	N/A	N/A	N/A
Eaton Vance Multi-Strategy Absolute Return Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Multi-Strategy All Market Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Strategic Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance Tax-Managed Equity Asset Allocation Fund	0.25	1.00	1.00	N/A	N/A	N/A	N/A	N/A
Eaton Vance Tax-Managed Global Dividend Income Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tax-Managed Growth Fund 1.1 ⁽⁵⁾	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tax-Managed Growth Fund 1.2	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tax-Managed Multi-Cap Growth Fund	0.25	1.00	1.00	N/A	N/A	N/A	N/A	N/A
Eaton Vance Tax-Managed Small-Cap Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tax-Managed Small-Cap Value Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Tax-Managed Value Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance U.S. Government Money Market Fund ⁽⁴⁾	N/A	1.00	1.00	N/A	N/A	N/A	N/A	N/A
Parametric Commodity Strategy Fund	N/A	N/A	N/A	N/A	0.25	None	N/A	N/A
Parametric Currency Fund	N/A	N/A	N/A	N/A	0.25	None	N/A	N/A
Parametric Emerging Markets Fund	N/A	N/A	1.00	N/A	0.25	None	N/A	N/A
Parametric Global Small-Cap Fund	N/A	N/A	N/A	N/A	N/A	None	N/A	N/A
Parametric International Equity Fund	N/A	N/A	1.00	N/A	0.25	None	N/A	N/A
Parametric Market Neutral Fund	N/A	N/A	N/A	N/A	0.25	None	N/A	N/A
Parametric Tax-Managed International Equity Fund	N/A	N/A	1.00	N/A	0.25	None	N/A	N/A
Eaton Vance Series Trust								
Eaton Vance Tax-Managed Growth Fund 1.0	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Eaton Vance Series Trust II								
Eaton Vance Income Fund of Boston	0.25	1.00	1.00	None	N/A	N/A	N/A	0.75
Parametric Tax-Managed Emerging Markets Fund	N/A	N/A	N/A	N/A	N/A	None	N/A	N/A
Eaton Vance Special Investment Trust								
Eaton Vance Balanced Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Bond Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance Commodity Strategy Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Dividend Builder Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Greater India Fund	0.30	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Investment Grade Income Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance Large-Cap Growth Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance Large-Cap Value Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance Real Estate Fund	0.25	N/A	N/A	None	N/A	N/A	N/A	N/A
Eaton Vance Risk-Managed Equity Option Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Short Term Real Return Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Small-Cap Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	0.75
Eaton Vance Small-Cap Value Fund	0.25	1.00	1.00	None	N/A	N/A	N/A	N/A
Eaton Vance Special Equities Fund	0.25	N/A	1.00	None	N/A	N/A	N/A	N/A
Parametric Absolute Return Fund	N/A	N/A	1.00	N/A	0.25	None	N/A	N/A

- (1) The distribution plan for Class R shares authorized distribution and service fee payments of up to 0.75% annually. The Fund's Board of Trustees has authorized distribution and service fees equal to 0.55% annually.
- (2) The distribution plans for Class A, Class B and Class C shares (as applicable) authorize distribution and service fees of up to 0.25% annually. The Funds' Board of Trustees has authorized distribution and service fees of 0.15% annually.
- (3) The distribution plans for Class A, Class B and Class C shares (as applicable) authorize distribution and service fees of up to 0.25% annually. The Funds' (except the Eaton Vance Municipal Opportunities Fund, Eaton Vance National, High Yield and California Municipal Income Funds and the Eaton Vance Tax-Advantaged Bond Strategies Intermediate, Long and Short Term Funds) Board of Trustees has authorized distribution and service fees of 0.20% annually.
- (4) The distribution plans for Class B and Class C shares for Eaton Vance U.S. Government Money Market Fund authorize distribution fee payments of 0.75% and service fees of up to 0.25%. The Fund's Board of Trustees has authorized service fees for Class B and Class C equal to 0.15% annually.

- (5) The Fund also has Class S shares outstanding. The Class S distribution plan authorizes service fees of up to 0.25% annually. Currently, the Fund pays service fees of up to 0.10% annually. The Fund's Board of Trustees has authorized the payment of service fees equal to 0.20%.

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ORBIMED CODE OF ETHICS

Dated: January 1, 2013

I. Statement of General Principles

This Code of Ethics (this “Code”) expresses the policy and procedures of OrbiMed Advisors LLC, OrbiMed Capital LLC and their affiliates (together, “OrbiMed” or the “Firm”) with respect to any RIC or other Fund that OrbiMed manages. Capitalized terms used in this Code that are not otherwise defined have the meanings given to them in Section II of this Code.

Rule 17j-1 under the Investment Company Act of 1940, as amended (the “Investment Company Act”), makes it unlawful for certain persons in connection with the purchase or sale of securities, to, among other things, engage in any act, practice or course of business which operates or would operate as a fraud or deceit upon a RIC. In compliance with Rule 17j-1, this Code contains provisions that are reasonably necessary to eliminate the possibility of any such conduct.

When Access Persons covered by the terms of this Code engage in personal securities transactions, they must adhere to the following general principles as well as to the Code’s specific provisions:

- A. At all times, the interests of Fund investors must be paramount;
- B. Personal transactions must be conducted consistent with this Code of Ethics in a manner that avoids any actual or potential conflict of interest (or the appearance thereof);
- C. No inappropriate advantage should be taken of any position of trust and responsibility;
- D. Reasonable care and independent professional judgment must be used when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- E. All personnel must conduct themselves in a professional and ethical manner that will reflect favorably on OrbiMed and the profession, and should encourage others to do the same;
- F. All personnel should promote the integrity of, and uphold the rules governing, capital markets; and
- G. All personnel should maintain and strive to improve their professional competence and that of other investment professionals.

References in this Code to approval or authorization by a Partner or by the CCO or another member of the Compliance Team mean that any such person may give the referenced approval or authorization, but no party may approve or authorize its own actions.

In addition, Access Persons who serve as officers, directors or trustees (or in a similar capacity) of a Fund must also abide by any applicable policies or code of conduct established by the Fund. *This Code governs Securities Transactions by all Access Persons of OrbiMed. In the event that there is any uncertainty on the part of any Access Person about the propriety of any Securities Transaction being contemplated or any other provision of, or situation arising under, this Code, such Access Person should consult with the Compliance Team.*

OrbiMed may require that certain of the reporting, certification and other requirements set out in this Code be satisfied through electronic submissions, or other means related to OrbiMed's use of web-based or other compliance systems. OrbiMed will notify and coordinate with Access Persons in connection with the use of any such system.

II. Definitions

“Access Person” means any member, director, officer, employee of OrbiMed as well as any Venture Partner or Consultant.¹

“Beneficial Ownership” has the same meaning as set forth in Rule 16a-1(a)(2) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Subject to the specific provisions of that rule, it generally means having directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise, a direct or indirect beneficial interest in a Security. As used in this Code, “Beneficial Ownership” with respect to a person includes direct or indirect beneficial interests in Securities held by the person's Immediate Family.

“Board” means the board of directors or board of trustees or other appropriate governing body of a Fund.

“CCO” means the Chief Compliance Officer appointed by OrbiMed.

“Compliance Team” means the OrbiMed Legal and Compliance Team.

“Consultant” means any consultant engaged by OrbiMed (other than a Venture Partner) that has continuous access for a period of three (3) months or more to confidential information regarding OrbiMed's portfolio and/or trading, for the period of such access, unless the consultant is separately subject to adequate personal trading policies and procedures imposed by the consultant's employer, as determined by the Compliance Team.

¹ While Venture Partners and Consultants, as well as potentially certain OrbiMed employees, do not fall within the applicable regulatory definitions of “access person”, OrbiMed has determined, as a prudential matter, generally to treat such persons as access persons under this Code.

“Control” has the same meaning as that set forth in Section 2(a)(9) of the Investment Company Act.

“Fund” means any investment vehicle, including any RIC, or managed account with respect to which OrbiMed serves in an advisory capacity.

“Immediate Family” includes an individual’s spouse and minor children and stepchildren as well as other relatives who share such individual’s household.

“Initial Public Offering” or “IPO” means an offering of Securities registered under the Securities Act of 1933, as amended (the “Securities Act”), by or for an issuer of such Securities which, immediately before the registration, was not subject to the reporting requirements of Sections 13 or 15(d) of the Securities Act.

“Manual” means the OrbiMed Regulatory and Compliance Manual.

“Investment Team” includes OrbiMed Portfolio Managers and those persons who provide information and advice to such Portfolio Managers or who help execute the Portfolio Managers’ investment decisions (*e.g.*, securities analysts, traders and operations personnel) and includes any natural person in a control relationship with OrbiMed who obtains information concerning recommendations to a Fund with regard to the purchase or sale of a Security.

“Partners” means the managing member and other members of OrbiMed Advisors LLC and OrbiMed Capital LLC.

“Personal Restricted Trading List” (the “PRTL”) means the list maintained by the Compliance Team of all issuers of Securities in the economic or industry sectors in which OrbiMed focuses its investment and advisory activities. The PRTL may include general listings (*e.g.*, all healthcare issuers) or listings of specific issuers or both, at all times in the discretion of the Compliance Team. For the avoidance of doubt, the PRTL includes all healthcare-related exchange-traded funds (“ETFs”).

“Portfolio Manager” means a person who has direct responsibility and authority to make investment decisions for a Fund.

“Private Offering” means a transaction in Securities that is exempt from registration under Section 5 of the Securities Act, pursuant to Section 4(2) or Section 4(6) of the Securities Act or Regulation D, Rule 144A or Regulation S promulgated thereunder, including securities issued by private investment funds and private companies.

The “purchase or sale of a Security” includes, among other things, the buying, selling, or writing of an option to purchase or sell a Security.

“RIC” means any investment company registered under the Investment Company Act with respect to which OrbiMed serves in an advisory capacity.

“Securities Account” means an account held at a broker, dealer or bank that holds, or is capable of holdings, Securities. For the avoidance of doubt, a qualified tuition program established pursuant to Section 529 of the Internal Revenue Code of 1986, as amended (the “Internal Revenue Code”), does not constitute a “Securities Account”.

“Securities Transaction” means a transaction in a Security as to which the Access Person has, or by reason of such transaction acquires or disposes of, any Beneficial Ownership in such Security.

“Security” has the same meaning as that set forth in Section 2(a)(36) of the Investment Company Act and generally means any note, stock, treasury stock, bond, debenture, evidence of indebtedness, certificate of interest or participation in any profit-sharing agreement, collateral-trust certificate, pre-organization certificate or subscription, transferable share, investment contract, voting-trust certificate, certificate of deposit for a security, fractional undivided interest in oil, gas or other mineral rights, any put, call, straddle, option on any security or index of securities, or generally any interest or instrument commonly known as a “security” or any certificate of participation, warrant or right to subscribe or purchase any of the foregoing. “Security” does not include securities issued by the U.S. Government, money-market instruments, or shares of open-end investment companies (mutual funds) registered under the Investment Company Act, other than those with respect to which OrbiMed serves in an advisory capacity; for the avoidance of doubt, “Security” does include securities issued by RICs (as defined above). Commodities, futures and options traded on a commodities exchange, including currency futures, are not considered securities. However, futures and options on any individual security or group or index of securities are considered to be “Securities”. Shares of exchange-traded funds or “ETFs” are also considered to be “Securities”.

“Venture Partner” means an individual not employed by or under the supervision and control of OrbiMed who is retained by OrbiMed as a consultant primarily to assist OrbiMed in finding investment opportunities. Such a consultant may also be known as an “Entrepreneur-in-Residence”.

III. Prohibited Activities

The prohibitions described below will only apply to a Securities Transaction.

A. Pre-clearance: No Access Person may execute a Securities Transaction in a Security on the PRTL without obtaining the prior approval of the Compliance Team. In the event that a request for pre-clearance is granted, the approval is valid for only two business days from the date of approval.

B. Blackout Trading Periods:

1. Except as otherwise provided below, transactions by Access Persons in Securities on the PRTL are prohibited within seven calendar days either before or after the purchase or sale (or the consideration of the purchase or sale) of the same Securities (or equivalent Securities) by a Fund and of which the Access Person has knowledge at the time of entering into the transaction

that the Security is being purchased or sold (or considered for purchase or sale).

2. No Access Person may engage in a short sale of such a Security in which a Fund holds a position.
3. Since typically Securities Transactions by Access Persons will only inadvertently fall within the seven-day period *before* a Fund trades in a Security on the PRTL, such Securities Transactions will not be deemed violations of this Code if the Access Person makes a payment in the amount of any better price obtained by the Access Person on the Securities Transactions over the price obtained for the Fund either directly to a charity approved by OrbiMed or to OrbiMed which shall donate such amount to charity.

In addition, for the avoidance of doubt, the sale of a Security by an Access Person after a Fund has sold its entire holdings of the same Security will in no way be deemed a violation of the blackout period or in any way inconsistent with OrbiMed's fiduciary duties to the Funds.

In all other cases where an Access Person engages in a Securities Transaction prohibited by Section III.B.3, the Compliance Team, in consultation with a Partner, shall determine the appropriate remedial actions, which may include a monetary fine, rescission of the Securities Transaction or other suitable action.

- C. Initial Public Offerings: No Access Person may acquire any Securities in an IPO unless such IPO is conducted pursuant to a public auction of shares, in which case the prior approval of the Compliance Team is required. With respect to Access Persons who are Venture Partners or Consultants, this section applies only to IPOs of healthcare issuers.
- D. Private Offerings: No Access Person may acquire any Securities in a Private Offering without the prior approval of the Compliance Team. Furthermore, should approval be given, Access Persons are required to disclose such investment when participating in any subsequent consideration by OrbiMed of an investment in the same issuer on behalf of a Fund. In such circumstances, OrbiMed's decision to purchase Securities of such issuer for the Fund should be subject to an independent review by the Compliance Team or a Partner. If a member of the Compliance Team or a Partner has a personal interest in the issuer, such person shall disqualify him or herself from participation in this review. With respect to Access Persons who are Venture Partners or Consultants, the section applies only with respect to Private Offerings by healthcare issuers.
- E. Material Non-Public Information: No Access Person may purchase or sell any Security, or be involved in any way in the purchase or sale of any Security, while in possession of material non-public information about the Security or its issuer, regardless of the manner in which such information was obtained. In addition, all Access Persons must adhere to the requirements of the Firm's policies and

procedures regarding insider trading and the handling of MNPI as reflected in the Manual.

- F. Disclosure by Investment Team. Access Persons who are members of the Investment Team are required to disclose any existing investments the Access Persons have in the Securities of an issuer when participating in OrbiMed's consideration of an investment in Securities of the same issuer on behalf of a Fund. In such circumstances, the Fund's decision to purchase Securities of such issuer should be subject to an independent review by the Compliance Team. If a member of the Compliance Team has a personal interest in the issuer, such person shall disqualify him or herself from participation in this review.

IV. Exempted Transactions

- A. The prohibitions and requirements of Section III, other than Section III.E, do not apply to:
1. Purchases or sales effected in any Securities Account related to an Access Person or a member of his or her Immediate Family but over which the Access Person has no direct or indirect influence or control, or in any Securities Account of the Access Person that is managed on a discretionary basis by a person other than such Access Person and with respect to which such Access Person does not in fact influence or control such transactions.
 2. Purchase or sale of a Security which is non-volitional on the part of the Access Person, including pursuant to a plan established in compliance with Rule 10b5-1 under the Exchange Act.
 3. Purchases which are part of an automatic investment plan, which is a program in which regular periodic purchases (or withdrawals) are made automatically in (or from) investment accounts in accordance with a predetermined schedule and allocation. An automatic investment plan includes a dividend reinvestment plan and a retirement plan established under Section 401(k) of the Internal Revenue Code (a "401(k) Plan") that operates pursuant to such a program. [However, the pre-clearance requirements of Section III.A do apply to (i) the addition or removal from such an automatic investment plan of an issuer on the PRTL and (ii) a material change in the allocation under such a plan to an issuer on the PRTL.
 4. Purchases effected upon the exercise of rights issued by an issuer *pro-rata* to all holders of a class of its securities, to the extent such rights were acquired from such issuer, and sales of such rights so acquired.
 5. Any Securities Transaction involving a fixed income instrument that has a maturity at issuance of less than 366 days and that is rated in one of the two highest rating categories by Moody's or Standard & Poor's, including repurchase agreements, if the Access Person has no prior knowledge of such Securities Transaction by the Fund.

6. The receipt by (or attribution of Beneficial Ownership to) the Access Person of Securities on the PRTL as a result of a distribution of such Securities to the Access Person by any collective investment vehicle as to which such Access Person has a beneficial interest; *provided*, that the decision to distribute such Securities, as opposed to cash or other consideration, was made by pursuant to the established approval process for such investment vehicle and not by the Access Person him or herself. This includes ownership of Securities resulting from an in-kind distribution by a Fund. However, subsequent Securities Transactions involving such distributed Securities will be subject to the applicable prohibitions of this Code.
- B. The prohibitions of Section III.B (Blackout Trading Periods) will not apply to *de minimis* Securities Transactions. Determinations regarding *de minimis* thresholds will be made by the Compliance Team based on such factors as the market capitalization of the issuer, the number of shares proposed to be traded, the value of the proposed transaction, and/or the percent that the proposed transaction would constitute of the average daily volume of trading in the issuer's securities. For the avoidance of doubt, such transactions are otherwise subject to the requirements of this Code, including the pre-clearance requirements of Section III.A.
 - C. In addition, the Compliance Team may determine to exempt other proposed transactions on a case-by-case basis, subject to appropriate documentation and confirmation in each case that the transaction would not otherwise violate applicable law or OrbiMed policies and would not cause harm to any Fund.

V. **Compliance Procedures - Reporting**

As indicated above, OrbiMed may require that the reports and certifications described below be submitted through an electronic or automated system. With respect to Access Persons who are Consultants, the Compliance Team will determine how to adapt or apply the requirements of this Section V and of Section VI to appropriately reflect the nature and extent of the relevant consulting engagement.

- A. Access Persons & PRTL. The Compliance Team shall periodically identify all Access Persons and inform such Access Persons of their reporting and compliance obligations under this Code. The Compliance Team shall maintain and update the PRTL and shall promptly inform Access Persons of any changes to, or make available to them an updated version of, the PRTL.
- B. Code & Policies Acknowledgement. Each Access Person shall acknowledge, in writing, the receipt and understanding of the Code and applicable parts of the Manual upon commencement of employment (or, with respect to Venture Partners, the consulting engagement) and annually thereafter by completing a questionnaire in the form attached hereto as Annex A (*Initial or Annual Code of Ethics Certification and Questionnaire*), adapted as necessary for any electronic or automated system.

- C. Initial & Annual Holdings Reports. Not later than ten days after a person becomes an Access Person, and thereafter on an annual basis, the Access Persons shall disclose all Securities and Securities Accounts in which the Access Person has a Beneficial Ownership interest in a report substantially in the form attached hereto as Annex B (*Initial or Annual Personal Securities Holdings Report*), adapted as necessary for any electronic or automated system. Such reports must be current as of a date not more than 45 days prior to the date the person becomes an Access Person or has made his or her annual report. On an annual basis, each Access Person will be provided with a list of such Access Person's previously disclosed Securities Accounts in which he or she has a Beneficial Ownership interest to verify its accuracy and make any necessary additions or deletions. Duplicate brokerage or custodial statements may *not* be submitted *in lieu* of such certifications altogether; however, they may be attached to or otherwise submitted with the certifications as the source of the required information regarding specific holdings.

Each such holdings report (both the initial and annual) must contain, at a minimum:

1. the title and type of Security, and as applicable the exchange ticker symbol or CUSIP number, number of shares, and principal amount of each Security in which the Access Person has any Beneficial Ownership;
2. the name of any broker, dealer or bank with which the Access Person or any member of his or her Immediate Family maintains a Securities Account; and
3. the date the Access Person submits the report.

- D. Quarterly Transaction Reports. Each Access Person shall report, which may be done through an electronic or automated system implemented for such purposes, any transactions in which such Access Person has, or by reason of such transaction acquires or disposes of, any Beneficial Ownership of a Security. Such reports must be made no later than 30 days after the end of the calendar quarter in which the transaction(s) were effected. Such reports shall be substantially in the form attached hereto as Annex C (*Quarterly Transaction Report*), adapted as necessary for any electronic or automated system, and shall include the following information with respect to Securities Transactions during the relevant quarter:

1. the date of the transaction, the name of the Security, and the number of shares or the principal amount of each Security Transaction;
2. the nature of the transaction (*i.e.*, purchase, sale, or any other type of acquisition or disposition);
3. the price at which the transaction was effected;
4. the name of the broker, dealer or bank with or through which the transaction was effected; and

5. the date of approval of the transaction and the person who approved it, if approval is required by Section III.A above.
- E. Accounts Statements & Confirmation. Each Access Person shall direct any broker, dealer or bank at which such Access Person or any member of his or her Immediate Family maintains a Securities Account to provide, at the same time that they are sent to the Access Persons, duplicate copies of confirmations of all Securities Transactions in such Securities Accounts and copies of periodic statements for such Securities Accounts, whether such accounts are currently existing or established in the future, to the extent OrbiMed is not already receiving such information through an electronic or other automated process. Duplicate brokerage statements received by the Firm within 30 days after the calendar quarter end will satisfy the reporting requirements of this Section V.E. To the extent that an Access Person transacts in a Security that would not be included on duplicate copies of confirmations or periodic statements (*e.g.*, a Security obtained through a Private Offering) and is not otherwise reported through an electronic or automated process, the Access Person shall report the transactions in a Quarterly Transaction Report. The Compliance Team shall maintain a quarterly brokerage log that evidences the Firm's receipt of brokerage account statements and other quarterly transaction reports (*i.e.*, reports of trading activity in Private Offerings), as applicable.
- F. Securities Account Reporting. Access Persons shall also report to the Compliance Team, on a calendar quarterly basis, not later than 30 days after the end of the calendar quarter, the name of any new Securities Account established by the Access Person or any member of his or her Immediate Family during the quarter, the date the account was established and the date the report was submitted.
- G. OrbiMed 401(k) Plan. The reporting requirements in Sections V.C, D, E and F do not apply to OrbiMed 401(k) Plan accounts, as the Firm separately receives reporting with regard to such accounts.
- H. Conflicts of Interest. To the extent that an Access Person is involved in recommending that a Fund purchase or sell a Security, he or she shall, if applicable, disclose to the person to whom the recommendation is made, as well as to the Compliance Team, if he or she presently holds such Security in, or that he or she is considering the purchase or sale of such Security for, an account in which such Access Person has any Beneficial Ownership interest.
- I. Confidentiality. Personal matters relating to this Code discussed with the Compliance Team or a Partner and pre-clearance materials, confirmations, account statements and personal investment reports will generally be kept in confidence, but will be available for inspection by a Board, appropriate OrbiMed personnel and appropriate regulatory agencies and may otherwise be disclosed by OrbiMed in its sole discretion, including to the extent required by law, regulation, subpoena or court order or otherwise in connection with a judicial, administrative or governmental proceeding or at the request of any governmental agency or

regulatory authority (including any self-regulatory organization having or claiming to have jurisdiction).

- J. Reporting Violations. An Access Person shall immediately report to the Compliance Team any actual or potential violation of this Code of which the Access Person becomes aware. All reported violations of the Code will be treated as being made on an anonymous basis, and no Access Person will suffer from retaliation as a result of such reporting. A record of all violations of the Code will be maintained by the Compliance Team.

VI. Compliance Procedure – Annual Certification & Questionnaire

On an annual basis Access Persons will be sent a copy of this Code for their review and will be asked to certify that they have read and understand this Code and the policies contained in the Manual that apply to their work at OrbiMed and recognize that they are subject to and will comply with the Code and such policies. Access Persons will also be required to respond, in written form, to various questions designed to identify potential conflicts of interest between OrbiMed and the Funds. Such certifications and questions are contained in the *Initial or Annual Code of Ethics Certification and Questionnaire*, attached hereto as Annex A.

VII. Confidential Status of a Fund's Portfolio

The current portfolio positions of each Fund and current portfolio transactions, programs and analyses must be kept confidential. If non-public information regarding a Fund's portfolio should become known to any Access Person, whether in connection with his or her work for OrbiMed or otherwise, he or she should not reveal it to anyone unless to do so is properly part of his or her employment duties or consulting work for OrbiMed.

VIII. Compliance Review

Trading activity reported in the Quarterly Transactions Reports will be reviewed in conjunction with OrbiMed's trading blotter against all Fund trades for the period to detect any possible trading abuses, including trading ahead of Funds, or trading opposite of the trades in the Funds. The Compliance Team shall maintain records reflecting receipt of brokerage account statements and other quarterly transaction reports (e.g., reports of trading activity in Private Offerings), as applicable. In addition, OrbiMed may question, though does not prohibit, trading activity reported by Access Persons within the most recent 15 days in which a security or option, not limited to the same direction of trade, is or has been held by a RIC.

The Compliance Team shall bring any questionable Securities Transactions or potential violations of this Code to the attention of a Partner. Before making any determination that a violation has been committed by any person, the Partner shall give such person an opportunity to supply additional information regarding the Securities Transaction or potential violation in question. Upon determination that an Access Person has committed a violation of the Code, the Compliance Team shall document the violation (in consultation with counsel, as appropriate) and any action taken to correct the violation in a central location (e.g., Code of Ethics Issues Log or similar document) to facilitate the review of such violations.

IX. Sanctions

OrbiMed may impose such sanctions as it deems appropriate, including without limitation, a letter of censure, suspension or termination of employment of the Access Person or of the consulting engagement with a Venture Partner or Consultant, or a request for disgorgement of any profits received from any Securities Transaction in violation of this Code.

X. RIC Board Review

The Compliance Team shall, upon the request of the Board of a RIC, provide to the Board a copy of the existing Code and a written report that:

- A. Describes any issues arising under this Code or its procedures since the last report to the Board, including, but not limited to, information about material violations of this Code or its procedures and sanctions imposed in response to the material violations; and
- B. Certifies that OrbiMed has adopted procedures reasonably necessary to prevent Access Persons from violating this Code.

XI. Recordkeeping

The Compliance Team shall maintain at OrbiMed's principal place of business, the first two years in an easily accessible place, the following records and shall make these records available to the Securities and Exchange Commission and its representatives upon their request:

- A. A copy of each Code in effect during the past five years.
- B. A record of any violation (and the action taken in response thereto) during the past five years.
- C. A copy of all personal trading reports filed, or documents in lieu of such transaction reports in the past five years.
- D. A record of all Access Persons in the past five years and the persons who are or were responsible for reviewing the reports in the past five years.
- E. A record of all *Initial or Annual Code of Ethics Certifications* and *Questionnaires* as required by this Code completed within the past five years.
- F. A copy of the written reports to a Board made in the past five years.
- G. A record of the reasons for pre-approving transactions during the past five years in Initial Public Offerings, Private Offerings or Securities on the PRTL.
- H. A copy of each PRTL in effect during the past five years.
- I. Any other information as may be required by Rule 17j-1(f).

XII. Disclosure

OrbiMed shall describe this Code in Part 2 of Form ADV and, upon request, furnish Fund investors with a copy of the Code. All requests for the Code should be directed to the Compliance Team.

OrbiMed's reporting obligations to its clients, including the Board of a RIC and or a client that is subject to the Employee Retirement Income Security Act of 1974, as amended, may include an obligation to report a significant conflict of interest that arose involving this Code, even if the conflict did not result in a violation of the Code.

If a material violation of this Code is determined to be fraudulent, deceptive or a manipulative act with respect to a RIC, OrbiMed must report its findings to the RIC's Board pursuant to Rule 17j-1.

In the event that a material change is made to this Code, OrbiMed shall provide a copy to the RIC's chief compliance officer or other representative prior to the RIC's next scheduled board meeting no later than six months after adoption by OrbiMed of the material change made to this Code.

Initial or Annual Code of Ethics Certification and Questionnaire

I, the undersigned, hereby acknowledge receipt of the Code of Ethics (the “Code”) and Regulatory and Compliance Manual (the “Manual”) of OrbiMed Advisors LLC, OrbiMed Capital LLC and their affiliates (collectively, “OrbiMed”). I have read and understand the Code and the policies contained in the Manual that apply to my work at OrbiMed and have had the opportunity to ask OrbiMed’s Compliance Team any questions I may have had in relation to the Code or such policies. I agree to act in accordance with the Code and the Manual and certify that my answers to the questions below are true and accurate.

(Please answer the questions below by placing an “X” in the appropriate box. For any question in response to which you mark the shaded box, please provide an explanation and/or the relevant details on a separate sheet. For an Initial Certification, please answer the questions with reference to the date hereof, except as otherwise specified. For an Annual Certification, please answer the questions for the relevant covered year, except as otherwise specified. Capitalized terms not otherwise defined in this Certification and Questionnaire are as defined in the Code.)

Question	Yes	No
1. Are you or any members of your immediate family employed by a financial services company (other than OrbiMed) or a company that provides products or services to OrbiMed?		
2. Do you or any members of your immediate family serve as a general partner or managing member (or in a similar capacity) for an investment-related pooled investment vehicle (with the exception of vehicles related to OrbiMed)?		
3. Do you or any members of your immediate family have any business or personal relationship with, or substantive investment in, a financial services company (other than OrbiMed) or any company that provides products or services to OrbiMed?		
4. To your knowledge, do you or any members of your immediate family have any other business or personal relationship with any of OrbiMed’s advisory clients or investors?		
5. Are you or any members of your immediate family employed in any capacity by any government, or do you or any members of your immediate family otherwise perform any work for any government?		
6. Are you aware of any conflicts of interest that have not already been disclosed to the OrbiMed Compliance Team involving OrbiMed, you or your immediate family members and any of OrbiMed’s advisory clients or investors?		

Question	Yes	No
7. Do you own any interests in any Securities that are not included on your brokerage account statements, such as interests in private investment funds (other than funds managed or sponsored by OrbiMed), private companies or other Private Offerings, whether structured as limited partnerships, limited liability companies or otherwise? (For Venture Partners, this is limited to such funds, companies and other issuers that are involved in the healthcare sector.)		
8. Do you or any members of your immediate family participate in any Outside Activities, including any business activities (such as serving as an officer or director of a company or in a similar capacity) other than work performed for OrbiMed, or hold any positions with any professional organizations or any charitable, educational or other non-profit organizations?		
9. Have you made any political contributions in the past two years, including contributions to any candidates for any political office and contributions to any governmental entities, political parties or other political organizations?		
10. In the past ten years, have you been convicted of or plead guilty or no contest in a domestic, foreign, or military court to any: <ul style="list-style-type: none"> • Felony • Misdemeanor involving investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? 		
11. In the past ten years, has the Securities and Exchange Commission (the “SEC”) or the Commodity Futures Trading Commission (the “CFTC”) found you to have: <ul style="list-style-type: none"> • Made a false statement or omission? • Been involved in a violation of SEC or CFTC regulations or statutes? • Been a cause of an investment related business having its authorization to do business denied, suspended, revoked, or restricted? 		
12. In the past ten years, has the SEC or the CFTC: <ul style="list-style-type: none"> • Entered an order against you in connection with investment-related activity? • Imposed a civil money penalty on you, or ordered you to cease and desist from any activity? 		
13. In the past ten years, has any other U.S. federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority found you to have: <ul style="list-style-type: none"> • Made a false statement or omission, or been dishonest, unfair, or unethical? • Been involved in a violation of investment-related regulations or statutes? • Been a cause of an investment related business having its authorization to do business denied, suspended, revoked, or restricted? 		

Question	Yes	No
<p>14. In the past ten years, has any other U.S. federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority:</p> <ul style="list-style-type: none"> • Entered an order against you in connection with an investment-related activity? • Denied, suspended, or revoked your registration or license, or otherwise prevented you, by order, from associating with an investment-related business or restricted your activity? 		
<p>15. In the past ten years, has any self-regulatory organization or commodities exchange found you to have:</p> <ul style="list-style-type: none"> • Made a false statement or omission? • Been involved in a violation of its rules (other than a violation designated as a “minor rule violation” under a plan approved by the SEC)? • Been the cause of an investment related business having its authorization to do business denied, suspended, revoked, or restricted? 		
<p>16. In the past ten years, has any self-regulatory organization or commodities exchange disciplined you by expelling or suspending you from membership, barring or suspending you from association with other members, or otherwise restricting your activities?</p>		
<p>17. Has an authorization to act as an attorney, accountant, or federal contractor granted to you ever been revoked or suspended?</p>		
<p>18. In the past ten years, has any domestic or foreign court:</p> <ul style="list-style-type: none"> • Enjoined you in connection with any investment-related activity? • Found that you were involved in a violation of investment-related statutes or regulations? • Dismissed, pursuant to a settlement agreement, an investment related civil action brought against you by a state or foreign financial regulatory authority? 		
<p>19. Are you now the subject of any proceeding that could result in a “yes” answer to any of Questions 10-18 above?</p>		

New Employees should skip the remaining questions and explain any marks on separate sheets as noted below.

20. During the past 12 months, have you engaged in any Securities Transactions that were reportable in accordance with the Code but were not previously disclosed?		
21. During the past 12 months, have you received any gifts or entertainment that were reportable in accordance with the Code but were not previously disclosed?		
22. During the past 12 months, have you traded on or improperly transmitted any material non-public information? (If you have a question about what is “material non-public information” please consult with the Compliance Team.)		
23. During the past 12 months, have you become aware of any violation of the Code that you did not report to the Compliance Team?		

If you marked the shaded boxes in Questions 22 and/or 23, please discuss with the Compliance Team. For any other marks in shaded boxes, please attach a separate sheet to explain. For each explanation, indicate the relevant question number. Use additional pages as necessary.

Please indicate whether this is an Initial or Annual Report (and if an Annual Report, the covered year):

Initial Report: _____

Annual Report: _____

Year: _____

Employee/Venture Partner Signature

Employee/Venture Partner Name (please print)

Date

Initial or Annual Personal Securities Holdings Report

In accordance with the OrbiMed Code of Ethics, please provide a list of all Securities in which you have any Beneficial Ownership and the accounts in which such Securities are held. Please use a separate copy of this form for each account involved. (Capitalized terms not otherwise defined herein are as defined in the Code.)

Please indicate whether this is an Initial or Annual Report (and if an Annual Report, the covered year):

Initial Report: _____

Annual Report: _____

Year: _____

(1) Name: _____

(2) If different from (1), name of the person in whose name the account is held: _____

(3) Relationship of (2) to (1): _____

Items 4-7 may be answered by attaching account statements that provide the requested information in full.

(4) Broker, dealer or bank at which account is maintained: _____

(5) Account number: _____

(6) Contact person at broker, dealer or bank and phone number: _____

(7) For each account, attach the most recent account statement listing Securities in that account. If Securities in which you have a Beneficially Ownership interest are not listed in an attached account statement, please list them below:

<u>Name and Type of Security</u>	<u>Exchange Ticker/CUSIP</u>	<u># Shares</u>	<u>Principal Amount</u>	<u>Other</u>
1. _____				
2. _____				
3. _____				
4. _____				

(Attach separate sheet if necessary)

- Check if applicable: The reporting of any holding above shall not be construed as an admission that I have any Beneficial Ownership in the Security named herein.
- I do not own any Securities.

I certify that the Securities reported on this form and the attached statements (if any) constitute all of the Securities in which I have a Beneficial Ownership interest, including those held in accounts of my immediate family residing in my household.

Signature

Dated: _____
Print Name

REVIEWED: _____
(Date)

(Signature)

FOLLOW-UP ACTION (if any) (attach additional sheet if required)

Quarterly Transaction Report

Calendar Quarter Ended _____

In accordance with the OrbiMed Code of Ethics, please provide a list of all Securities Transactions that occurred within the calendar quarter shown above that were not reflected in duplicate trade confirmations or periodic statements received by OrbiMed and in which you had, or as a result of the transaction acquired, any Beneficial Ownership. Please use a separate copy of this form for each account involved. You may attach trade confirmations or account statements showing all transactions reportable on this form in lieu of listing them in the table on the following page of the report. (Capitalized terms not otherwise defined herein are as defined in the Code.)

- (1) Employee name: _____
- (2) If different from (1), name of the person in whose name the account is held or a transaction was made: _____
- (3) Relationship of (2) to (1): _____

I certify that I am reporting all Securities Transactions that occurred within the calendar quarter shown above that were not reflected in duplicate trade confirmations or periodic statements received by OrbiMed, pursuant to the Code.

Date

Signature

Print Name

Access Person Quarterly Transaction Report

TRANSACTION REPORTING

Check if applicable: The reporting of any transaction below shall not be construed as an admission that I have any Beneficial Ownership interest in the subject security.

Transactions

<u>Date</u>	<u>Security Name</u>	<u>Exchange Ticker/CUSIP</u>	<u>Interest Rate</u>	<u>Maturity Date</u>	<u># Shares or Par</u>	<u>Principal Amount</u>	<u>Purchase/Sale/Other</u>	<u>Price</u>	<u>Broker Name</u>

(Attach additional sheets if necessary)

POWER OF ATTORNEY

We, the undersigned officers and Trustees/Directors of the Trusts, Corporations and Portfolios listed on Schedule A attached hereto (collectively, the "Entities"), do hereby severally constitute and appoint Thomas E. Faust Jr., Maureen A. Gemma, James F. Kirchner or Deidre E. Walsh, or any of them, to be true, sufficient and lawful attorneys, or attorney for each of us, to sign for each of us, in the name of each of us in the capacities indicated below, any Registration Statement on the prescribed form (including, but not limited to, Form N-1A, Form N-2 or Form N-14) and any and all amendments (including pre-effective and post-effective amendments) to a Registration Statement filed with the Securities and Exchange Commission on behalf of each of the respective Entities listed on Schedule A, in respect of shares or units of beneficial interest or common stock and other documents and papers relating thereto:

IN WITNESS WHEREOF we have hereunto set our hands on the date set forth opposite our respective signatures.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John R. Baur</u> John R. Baur	President and Principal Executive Officer of International Income Portfolio	March 1, 2013
<u>/s/ Michael A. Cirami</u> Michael A. Cirami	President and Principal Executive Officer of Emerging Markets Local Income Portfolio and Global Macro Portfolio	March 1, 2013
<u>/s/ Cynthia J. Clemson</u> Cynthia J. Clemson	President and Principal Executive Officer of California Municipal Bond Fund, California Municipal Bond Fund II, California Municipal Income Trust, Investment Trust, Michigan Municipal Bond Fund, Michigan Municipal Income Trust, Municipals Trust II, National Municipal Opportunities Trust, New York Municipal Bond Fund, New York Municipal Bond Fund II, New York Municipal Income Trust, Ohio Municipal Bond Fund, Ohio Municipal Income Trust, Pennsylvania Municipal Bond Fund and Pennsylvania Municipal Income Trust	March 1, 2013
<u>/s/ Kathleen C. Gaffney</u> Kathleen C. Gaffney	President and Principal Executive Officer of Bond Portfolio	March 1, 2013
<u>/s/ Charles B. Gaffney</u> Charles B. Gaffney	President and Principal Executive Officer of Large-Cap Core Research Portfolio	March 1, 2013
<u>/s/ Samuel D. Isaly</u> Samuel D. Isaly	President and Principal Executive Officer of Worldwide Health Sciences Portfolio	March 1, 2013
<u>/s/ Hon. Robert Lloyd George</u> Hon. Robert Lloyd George	President and Principal Executive Officer of Asian Small Companies Portfolio, Greater China Growth Portfolio and Greater India Portfolio	March 1, 2013
<u>/s/ Thomas H. Luster</u> Thomas H. Luster	President and Principal Executive Officer of CMBS Portfolio, Inflation-Linked Securities Portfolio and Investment Grade Income Portfolio	March 1, 2013
<u>/s/ Michael R. Mach</u> Michael R. Mach	President and Principal Executive Officer of Large-Cap Value Portfolio and Tax-Managed Value Portfolio	March 1, 2013
<u>/s/ Thomas M. Metzold</u> Thomas M. Metzold	President and Principal Executive Officer of Massachusetts Municipal Bond Fund, Massachusetts Municipal Income Trust, Municipal Bond Fund, Municipal Bond Fund II, Municipal Income Trust, Municipals Trust, New Jersey Municipal Bond Fund and New Jersey Municipal Income Trust	March 1, 2013
<u>/s/ Scott H. Page</u>		March 1, 2013

Scott H. Page

President and Principal Executive Officer of Floating-Rate
Income Trust, Senior Floating-Rate Trust, Senior Income Trust,
Floating Rate Portfolio and Senior Debt Portfolio

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lewis R. Piantedosi</u> Lewis R. Piantedosi	President and Principal Executive Officer of Large-Cap Growth Portfolio	March 1, 2013
<u>/s/ Duncan W. Richardson</u> Duncan W. Richardson	President and Principal Executive Officer of Growth Trust, Mutual Funds Trust, Series Trust, Special Investment Trust, Variable Trust, eUnits™ International Trust, eUnits™ U.S. Trust, eUnits™ U.S. Trust II, eUnits™ U.S. Trust III, eUnits™ U.S. Trust IV, eUnits™ U.S. Trust V, eUnits™ U.S. Trust VI, Focused Growth Portfolio, International Equity Portfolio, Multi-Cap Growth Portfolio, Parametric Market Neutral Portfolio, SMID-Cap Portfolio, Tax-Managed Growth Portfolio, Tax-Managed International Equity Portfolio, Tax-Managed Multi-Cap Growth Portfolio and Tax-Managed Small-Cap Value Portfolio	March 1, 2013
<u>/s/ Walter A. Row, III</u> Walter A. Row, III	President and Principal Executive Officer of Enhanced Equity Income Fund, Enhanced Equity Income Fund II, Risk-Managed Diversified Equity Income Fund, Risk-Managed Equity Income Opportunities Fund, Tax-Managed Buy-Write Income Fund, Tax-Managed Buy-Write Opportunities Fund, Tax-Managed Diversified Equity Income Fund, Tax-Managed Global Buy-Write Opportunities Fund and Tax-Managed Global Diversified Equity Income Fund	March 1, 2013
<u>/s/ Judith A. Saryan</u> Judith A. Saryan	President and Principal Executive Officer of Tax-Advantaged Dividend Income Fund, Tax-Advantaged Global Dividend Income Fund, Tax-Advantaged Global Dividend Opportunities Fund, Dividend Builder Portfolio and Global Dividend Income Portfolio	March 1, 2013
<u>/s/ Susan Schiff</u> Susan Schiff	President and Principal Executive Officer of Government Obligations Portfolio and Short-Term U.S. Government Portfolio	March 1, 2013
<u>/s/ Eric A. Stein</u> Eric A. Stein	President and Principal Executive Officer of Global Macro Absolute Return Advantage Portfolio and Global Opportunities Portfolio	March 1, 2013
<u>/s/ Payson F. Swaffield</u> Payson F. Swaffield	President and Principal Executive Officer of Diversified Emerging Markets Local Income Fund, Inc., Limited Duration Income Fund, Managed Income Term Trust, Multi-Sector Income Trust, Municipal Income Term Trust, Preferred Dividend Income Trust, Series Fund, Inc., Short Duration Diversified Income Fund, Tax-Advantaged Bond and Option Strategies Fund, MSAM Completion Portfolio and MSAR Completion Portfolio	March 1, 2013
<u>/s/ Nancy B. Tooke</u> Nancy B. Tooke	President and Principal Executive Officer of Tax-Managed Small-Cap Portfolio	March 1, 2013
<u>/s/ Michael W. Weilheimer</u> Michael W. Weilheimer	President and Principal Executive Officer of Series Trust II, Boston Income Portfolio, High Income Opportunities Portfolio and Short Duration High Income Portfolio	March 1, 2013
<u>/s/ James F. Kirchner</u> James F. Kirchner	Treasurer and Principal Financial and Accounting Officer	March 1, 2013

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Scott E. Eston</u> Scott E. Eston	Trustee/Director	March 1, 2013
<u>/s/ Benjamin C. Esty</u> Benjamin C. Esty	Trustee/Director	March 1, 2013
<u>/s/ Thomas E. Faust Jr.</u> Thomas E. Faust Jr.	Trustee/Director	March 1, 2013
<u>/s/ Allen R. Freedman</u> Allen R. Freedman	Trustee/Director	March 1, 2013
<u>/s/ William H. Park</u> William H. Park	Trustee/Director	March 1, 2013
<u>/s/ Ronald A. Pearlman</u> Ronald A. Pearlman	Trustee/Director	March 1, 2013
<u>/s/ Helen Frame Peters</u> Helen Frame Peters	Trustee/Director	March 1, 2013
<u>/s/ Lynn A. Stout</u> Lynn A. Stout	Trustee/Director	March 1, 2013
<u>/s/ Harriett Tee Taggart</u> Harriett Tee Taggart	Trustee/Director	March 1, 2013
<u>/s/ Ralph F. Verni</u> Ralph F. Verni	Trustee/Director	March 1, 2013

POWER OF ATTORNEY
SCHEDULE A

Eaton Vance Growth Trust (“Growth Trust”)
Eaton Vance Investment Trust (“Investment Trust”)
Eaton Vance Managed Income Term Trust (“Managed Income Term Trust”)
Eaton Vance Municipals Trust (“Municipals Trust”)
Eaton Vance Municipals Trust II (“Municipals Trust II”)
Eaton Vance Mutual Funds Trust (“Mutual Funds Trust”)
Eaton Vance Series Fund, Inc. (“Series Fund, Inc.”)
Eaton Vance Series Trust (“Series Trust”)
Eaton Vance Series Trust II (“Series Trust II”)
Eaton Vance Special Investment Trust (“Special Investment Trust”)
Eaton Vance Variable Trust (“Variable Trust”)
Eaton Vance California Municipal Bond Fund (“California Municipal Bond Fund”)
Eaton Vance California Municipal Bond Fund II (“California Municipal Bond Fund II”)
Eaton Vance California Municipal Income Trust (“California Municipal Income Trust”)
Eaton Vance Diversified Emerging Markets Local Income Fund, Inc. (“Diversified Emerging Markets Local Income Fund, Inc.”)
Eaton Vance Enhanced Equity Income Fund (“Enhanced Equity Income Fund”)
Eaton Vance Enhanced Equity Income Fund II (“Enhanced Equity Income Fund II”)
Eaton Vance Floating-Rate Income Trust (“Floating-Rate Income Trust”)
Eaton Vance Limited Duration Income Fund (“Limited Duration Income Fund”)
Eaton Vance Massachusetts Municipal Bond Fund (“Massachusetts Municipal Bond Fund”)
Eaton Vance Massachusetts Municipal Income Trust (“Massachusetts Municipal Income Trust”)
Eaton Vance Michigan Municipal Bond Fund (“Michigan Municipal Bond Fund”)
Eaton Vance Michigan Municipal Income Trust (“Michigan Municipal Income Trust”)
Eaton Vance Multi-Sector Income Trust (“Multi-Sector Income Trust”)
Eaton Vance Municipal Bond Fund (“Municipal Bond Fund”)
Eaton Vance Municipal Bond Fund II (“Municipal Bond Fund II”)
Eaton Vance Municipal Income Trust (“Municipal Income Trust”)
Eaton Vance Municipal Income Term Trust (“Municipal Income Term Trust”)
Eaton Vance National Municipal Opportunities Trust (“National Municipal Opportunities Trust”)
Eaton Vance New Jersey Municipal Bond Fund (“New Jersey Municipal Bond Fund”)
Eaton Vance New Jersey Municipal Income Trust (“New Jersey Municipal Income Trust”)
Eaton Vance New York Municipal Bond Fund (“New York Municipal Bond Fund”)
Eaton Vance New York Municipal Bond Fund II (“New York Municipal Bond Fund II”)
Eaton Vance New York Municipal Income Trust (“New York Municipal Income Trust”)
Eaton Vance Ohio Municipal Bond Fund (“Ohio Municipal Bond Fund”)
Eaton Vance Ohio Municipal Income Trust (“Ohio Municipal Income Trust”)
Eaton Vance Pennsylvania Municipal Bond Fund (“Pennsylvania Municipal Bond Fund”)
Eaton Vance Pennsylvania Municipal Income Trust (“Pennsylvania Municipal Income Trust”)
Eaton Vance Preferred Dividend Income Trust (“Preferred Dividend Income Trust”)
Eaton Vance Risk-Managed Diversified Equity Income Fund (“Risk-Managed Diversified Equity Income Fund”)
Eaton Vance Risk-Managed Equity Income Opportunities Fund (“Risk-Managed Equity Income Opportunities Fund”)
Eaton Vance Senior Floating-Rate Trust (“Senior Floating-Rate Trust”)
Eaton Vance Senior Income Trust (“Senior Income Trust”)
Eaton Vance Short Duration Diversified Income Fund (“Short Duration Diversified Income Fund”)
Eaton Vance Tax-Advantaged Bond and Option Strategies Fund (“Tax-Advantaged Bond and Option Strategies Fund”)
Eaton Vance Tax-Advantaged Dividend Income Fund (“Tax-Advantaged Dividend Income Fund”)
Eaton Vance Tax-Advantaged Global Dividend Income Fund (“Tax-Advantaged Global Dividend Income Fund”)
Eaton Vance Tax-Advantaged Global Dividend Opportunities Fund (“Tax-Advantaged Global Dividend Opportunities Fund”)
Eaton Vance Tax-Managed Buy-Write Income Fund (“Tax-Managed Buy-Write Income Fund”)
Eaton Vance Tax-Managed Buy-Write Opportunities Fund (“Tax-Managed Buy-Write Opportunities Fund”)
Eaton Vance Tax-Managed Diversified Equity Income Fund (“Tax-Managed Diversified Equity Income Fund”)
Eaton Vance Tax-Managed Global Buy-Write Opportunities Fund (“Tax-Managed Global Buy-Write Opportunities Fund”)
Eaton Vance Tax-Managed Global Diversified Equity Income Fund (“Tax-Managed Global Diversified Equity Income Fund”)
eUNITs™ 2 Year International Equity Market Participation Trust: Upside to Cap / Buffered Downside (“eUNITs™ International Trust”)
eUnits™ 2 Year U.S. Market Participation Trust: Upside to Cap / Buffered Downside (“eUnits™ U.S. Trust”)
eUnits™ 2 Year U.S. Market Participation Trust II: Upside to Cap / Buffered Downside (“eUnits™ U.S. Trust II”)
eUnits™ 2 Year U.S. Market Participation Trust III: Upside to Cap / Buffered Downside (“eUnits™ U.S. Trust III”)
eUnits™ 2 Year U.S. Market Participation Trust IV: Upside to Cap / Buffered Downside (“eUnits™ U.S. Trust IV”)

eUnits™ 2 Year U.S. Market Participation Trust V: Upside to Cap / Buffered Downside (“eUnits™ U.S. Trust V”)
eUnits™ 2 Year U.S. Market Participation Trust VI: Upside to Cap / Buffered Downside (“eUnits™ U.S. Trust VI”)

<u>Portfolio Name</u>	<u>Trust Name</u>
Asian Small Companies Portfolio	Eaton Vance Growth Trust
Bond Portfolio	Eaton Vance Special Investment Trust
Boston Income Portfolio	Eaton Vance Mutual Funds Trust
	Eaton Vance Series Trust II
CMBS Portfolio	Eaton Vance Mutual Funds Trust
	Eaton Vance Special Investment Trust
Dividend Builder Portfolio	Eaton Vance Special Investment Trust
Emerging Markets Local Income Portfolio	Eaton Vance Mutual Funds Trust
Floating Rate Portfolio	Eaton Vance Mutual Funds Trust
	Eaton Vance Special Investment Trust
Focused Growth Portfolio	Eaton Vance Growth Trust
Global Dividend Income Portfolio	Eaton Vance Mutual Funds Trust
Global Macro Absolute Return Advantage Portfolio	Eaton Vance Mutual Funds Trust
Global Macro Portfolio	Eaton Vance Mutual Funds Trust
Global Opportunities Portfolio	Eaton Vance Mutual Funds Trust
Government Obligations Portfolio	Eaton Vance Mutual Funds Trust
Greater China Growth Portfolio	Eaton Vance Growth Trust
Greater India Portfolio	Eaton Vance Special Investment Trust
High Income Opportunities Portfolio	Eaton Vance Mutual Funds Trust
Inflation-Linked Securities Portfolio	Eaton Vance Special Investment Trust
International Equity Portfolio	Eaton Vance Mutual Funds Trust
International Income Portfolio	Eaton Vance Mutual Funds Trust
Investment Grade Income Portfolio	Eaton Vance Special Investment Trust
Large-Cap Core Research Portfolio	Eaton Vance Mutual Funds Trust
	Eaton Vance Special Investment Trust
Large-Cap Growth Portfolio	Eaton Vance Special Investment Trust
Large-Cap Value Portfolio	Eaton Vance Special Investment Trust
MSAM Completion Portfolio	Eaton Vance Mutual Funds Trust
MSAR Completion Portfolio	Eaton Vance Mutual Funds Trust
Multi-Cap Growth Portfolio	Eaton Vance Growth Trust
Parametric Market Neutral Portfolio	Eaton Vance Mutual Funds Trust
Senior Debt Portfolio	Eaton Vance Mutual Funds Trust
Short Duration High Income Portfolio	Eaton Vance Mutual Funds Trust
Short-Term U.S. Government Portfolio	Eaton Vance Mutual Funds Trust
	Eaton Vance Special Investment Trust
SMID-Cap Portfolio	Eaton Vance Growth Trust
Tax-Managed Growth Portfolio	Eaton Vance Mutual Funds Trust
	Eaton Vance Series Trust
Tax-Managed International Equity Portfolio	Eaton Vance Mutual Funds Trust
Tax-Managed Multi-Cap Growth Portfolio	Eaton Vance Mutual Funds Trust
Tax-Managed Small-Cap Portfolio	Eaton Vance Mutual Funds Trust
Tax-Managed Small-Cap Value Portfolio	Eaton Vance Mutual Funds Trust
Tax-Managed Value Portfolio	Eaton Vance Mutual Funds Trust
Worldwide Health Sciences Portfolio	Eaton Vance Growth Trust

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