

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1994-03-01**  
SEC Accession No. **0000350797-94-000003**

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### SUBJECT COMPANY

#### **EATON VANCE CORP**

CIK: **350797** | IRS No.: **042718215** | State of Incorporation: **MD** | Fiscal Year End: **1031**  
Type: **SC 13G** | Act: **34** | File No.: **005-39408** | Film No.: **94513940**  
SIC: **6282** Investment advice

Business Address  
24 FEDERAL ST  
BOSTON MA 02110  
6174828260

### FILED BY

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United States  
Securities and Exchange Commission  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 8 )

Nanometrics Incorporated  
(name of issuer)

Common Stock, No par value  
(title of class securities)

630077105  
(CUSIP number)

Check if a fee is being paid with this statement. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See rule 13d-7).

CUSIP No. 630077105                      13G

1 - NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Eaton Vance Management  
#04-3101341

2 - CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  
 (b)

Group Disclaimed

3 - SEC USE ONLY

4 - CITIZENSHIP OF PLACE OF ORGANIZATION

Boston, Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON  
WITH:

5 - SOLE VOTING POWER

6 - SHARED VOTING POWER

7 - SOLE DISPOSITIVE POWER

441,850

8 - SHARED DISPOSITIVE POWER

9 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

441,850 (see item 4)

10 - CHECK BOX IF THE AGGREGATE AMOUNT ON ROW (9) EXCLUDES CERTAIN  
SHARES

11 - PERCENT OF CLASS REPRESENTED BY AMOUNT ON ROW 9

6.24%

12 - TYPE OF REPORTING PERSON

IA

Amendment to Schedule 13G

Item 1(a) Name of Issuer:

Nanometrics Incorporated

Item 1(b) Address of Issuer's Principal Executive Office:

310 Deguigne Drive, Sunnyvale, California 94086

Item 2(a) Name of Person Filing:

Eaton Vance Management

Item 2(b) Address of Principal Business Office of Person Filing:

24 Federal Street, Boston, Massachusetts 02110

Item 2(c) Citizenship:

United States

Item 2(d) Title of Class of Securities:

Common Stock, No par value

Item 2(e) CUSIP Number

630077105

Item 3 Eligibility to File Schedule 13G:

Eaton Vance Management is an investment adviser registered under Section 203 of the Investment Adviser Act of 1940, and acts as investment adviser to Fiduciary Exchange Fund, Inc. and Second Fiduciary Exchange Fund, Inc. which are investment companies registered under Section 8 of the Investment Company Act of 1940.

Item 4 Ownership:

(a) As of December 31, 1993:

- (1) Fiduciary Exchange Fund, Inc. beneficially owned 132,000 shares of the issuer's Common Stock (or 1.86% of the 7,078,000 shares believed to be outstanding).
- (2) Second Fiduciary Exchange Fund, Inc. beneficially owned 309,850 shares of the issuer's Common Stock (or 4.38% of the 7,078,000 shares believed to be outstanding).
- (3) By virtue of new Rule 13d-3(a)(2) under the Securities Exchange Act of 1934, Eaton Vance Management, in its capacity as investment adviser to Fiduciary Exchange Fund, Inc. and Second Fiduciary Exchange Fund, Inc. may be deemed the "beneficial owner" of 441,850 shares of the issuer's Common Stock (or 6.24% of the 7,078,000 shares believed to be outstanding), inasmuch as said investment adviser has investment power with respect to such shares.

(b) As of December 31, 1993:

- (1) Fiduciary Exchange Fund, Inc. had the sole power to vote or to direct the voting of 132,000 shares of the issuer's Common Stock, and will exercise such power through its authorized officers and representatives.
- (2) Second Fiduciary Exchange Fund, Inc. had the sole power to vote or to direct the voting of 309,850 shares of the issuer's Common Stock, and will exercise such power through its authorized officers and representatives.
- (3) Eaton Vance Management has the sole power to dispose, or direct the disposition of 441,850 shares of the issuer's Common Stock, in its capacity as investment adviser to Fiduciary Exchange Fund, Inc. and Second Fiduciary Exchange Fund, Inc.

Item 5 Ownership of Five Percent of Less of a Class:

Not applicable

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

See Items 4(a) (3) and 4(b) (3)

Item 8 Identification and Classification of Members of the Group:

See Item 3

Item 9 Notice of Dissolution of Group:

Not applicable

Item 10 Certification:

See below

This is Amendment No. 8 to Schedule 13G dated as of February 14, 1986 of Eaton Vance Management, Inc.

All disclaimers set forth in the previous filings are incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Eaton Vance Management certifies that the information set forth in this Amendment is true, complete and correct.

EATON VANCE MANAGEMENT

January 21, 1994

By  
Vice President