

Eaton Vance Tax-Managed Diversified Equity Income Fund
Form N-CSRS
June 24, 2015

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

Form N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES
Investment Company Act File Number: 811-21832

Eaton Vance Tax-Managed Diversified Equity Income Fund
(Exact Name of Registrant as Specified in Charter)

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

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number)

October 31

Date of Fiscal Year End

April 30, 2015

Date of Reporting Period

Item 1. Reports to Stockholders

Eaton Vance

Tax-Managed Diversified

Equity Income Fund (ETY)

Semiannual Report

April 30, 2015

Commodity Futures Trading Commission Registration. Effective December 31, 2012, the Commodity Futures Trading Commission (CFTC) adopted certain regulatory changes that subject registered investment companies and advisers to regulation by the CFTC if a fund invests more than a prescribed level of its assets in certain CFTC-regulated instruments (including futures, certain options and swap agreements) or markets itself as providing investment exposure to such instruments. The Fund has claimed an exclusion from the definition of the term commodity pool operator under the Commodity Exchange Act. Accordingly, neither the Fund nor the adviser with respect to the operation of the Fund is subject to CFTC regulation. Because of its management of other strategies, the Fund's adviser is registered with the CFTC as a commodity pool operator and a commodity trading advisor.

Managed Distribution Plan. Pursuant to an exemptive order issued by the Securities and Exchange Commission (Order), the Fund is authorized to distribute long-term capital gains to shareholders more frequently than once per year. Pursuant to the Order, the Fund's Board of Trustees approved a Managed Distribution Plan (MDP) pursuant to which the Fund makes monthly cash distributions to common shareholders, stated in terms of a fixed amount per common share.

The Fund currently distributes monthly cash distributions equal to \$0.0843 per share in accordance with the MDP. You should not draw any conclusions about the Fund's investment performance from the amount of these distributions or from the terms of the MDP. The MDP will be subject to regular periodic review by the Fund's Board of Trustees and the Board may amend or terminate the MDP at any time without prior notice to Fund shareholders. However, at this time there are no reasonably foreseeable circumstances that might cause the termination of the MDP.

The Fund may distribute more than its net investment income and net realized capital gains and, therefore, a distribution may include a return of capital. A return of capital distribution does not necessarily reflect the Fund's investment performance and should not be confused with yield or income. With each distribution, the Fund will issue a notice to shareholders and a press release containing information about the amount and sources of the distribution and other related information. The amounts and sources of distributions contained in the notice and press release are only estimates and are not provided for tax purposes. The amounts and sources of the Fund's distributions for tax purposes will be reported to shareholders on Form 1099-DIV for each calendar year.

Fund shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.

Semiannual Report April 30, 2015

Eaton Vance

Tax-Managed Diversified Equity Income Fund

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Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Performance¹**Portfolio Managers** Walter A. Row III, CFA, CMT and Michael A. Allison, CFA

% Average Annual Total Returns	Inception Date	Six Months	One Year	Five Years	Since Inception
Fund at NAV	11/30/2006	4.52%	11.22%	10.33%	6.54%
Fund at Market Price		1.75	9.53	7.84	5.55
S&P 500 Index		4.40%	12.98%	14.32%	7.10%
CBOE S&P 500 BuyWrite Index		4.09	5.31	7.57	4.10

% Premium/Discount to NAV²	7.62%
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Distributions³

Total Distributions per share for the period	\$ 0.506
Distribution Rate at NAV	8.20%
Distribution Rate at Market Price	8.87%

See Endnotes and Additional Disclosures in this report.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value (NAV) or market price (as applicable) with all distributions reinvested and includes management fees and other expenses. Fund performance at market price will differ from its results at NAV due to factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for Fund shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance less than one year is cumulative. Performance is for the stated time period only; due to market volatility, current Fund performance may be lower or higher than the quoted return. For performance as of the most recent month-end, please refer to eatonvance.com.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Fund Snapshot

Objective	The primary investment objective is to provide current income and gains, with a secondary objective of capital appreciation.
Strategy	The Fund invests in a diversified portfolio of domestic and foreign common stocks with an emphasis on dividend paying stocks and writes (sells) S&P 500 Index call options with respect to a portion of the value of its common stock portfolio to generate current cash flow from the options premium received. The Fund evaluates returns on an after tax basis and seeks to minimize and defer federal income taxes incurred by shareholders in connection with their investment in the Fund.

Options Strategy	Write Index Covered Calls
Equity Benchmark¹	S&P 500 Index
Morningstar Category	Large Blend
Distribution Frequency	Monthly
Common Stock Portfolio	
Positions Held	58
% US / Non-US	92.4/7.6
Average Market Cap	\$140.4 Billion
Call Options Written	
% of Stock Portfolio	48%
Average Days to Expiration	19 days
% Out of the Money	2.0%

The following terms as used in the Fund snapshot:

Average Market Cap: An indicator of the size of the companies in which the Fund invests and is the sum of each security's weight in the portfolio multiplied by its market cap. Market Cap is determined by multiplying the price of a share of a company's common stock by the number of shares outstanding.

Call Option: For an index call option, the buyer has the right to receive from the seller (or writer) a cash payment at the option expiration date equal to any positive difference between the value of the index at contract expiration and the exercise price. The buyer of a call option makes a cash payment (premium) to the seller (writer) of the option upon entering into the option contract.

Covered Call Strategy: A strategy of owning a portfolio of common stocks and writing call options on all or a portion of such stocks to generate current earnings from option premium.

Out of the Money: For a call option on an index, the extent to which the exercise price of the option exceeds the current price of the value of the index.

See Endnotes and Additional Disclosures in this report.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Fund Profile

Sector Allocation (% of total investments)⁴

Top 10 Holdings (% of total investments)⁴

Google, Inc., Class C	4.0%
Apple, Inc.	3.7
General Electric Co.	3.5
Oracle Corp.	2.8
JPMorgan Chase & Co.	2.8
Visa, Inc., Class A	2.7
CVS Health Corp.	2.6
Exxon Mobil Corp.	2.6
Amazon.com, Inc.	2.6
Walt Disney Co. (The)	2.3
Total	29.6%

See Endnotes and Additional Disclosures in this report.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Endnotes and Additional Disclosures

¹ S&P 500 Index is an unmanaged index of large-cap stocks commonly used as a measure of U.S. stock market performance. CBOE S&P 500 BuyWrite Index measures the performance of a hypothetical buy-write strategy on the S&P 500 Index. Unless otherwise stated, index returns do not reflect the effect of any applicable sales charges, commissions, expenses, taxes or leverage, as applicable. It is not possible to invest directly in an index. Performance since inception for an index, if presented, is the performance since the Fund's or oldest share class' inception, as applicable.

² The shares of the Fund often trade at a discount or premium from their net asset value. The discount or premium of the Fund may vary over time and may be higher or lower than what is quoted in this report. For up-to-date premium/discount information, please refer to <http://eatonvance.com/closedend>.

³ The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be comprised of amounts characterized for federal income tax purposes as qualified and non-qualified ordinary dividends, capital gains and nondividend distributions, also known as return of capital. For additional information about nondividend distributions, please refer to Eaton Vance Closed-End Fund Distribution Notices (19a) posted on our website, eatonvance.com. The Fund will determine the federal income tax character of distributions paid to a shareholder after the end of the calendar year. This is reported on the IRS form 1099-DIV and provided to the shareholder shortly after each year-end. For information about the tax character of distributions made in prior calendar years, please refer to Performance-Tax Character of Distributions on the Fund's webpage available at eatonvance.com. In recent years, a significant portion of the Fund's distributions has been characterized as a return of capital. The Fund's distributions are determined by the investment adviser based on its current assessment of the Fund's long-term return potential. As portfolio and market conditions change, the rate of distributions paid by the Fund could change.

⁴ Depictions do not reflect the Fund's option positions. Excludes cash and cash equivalents.

Fund snapshot and profile subject to change due to active management.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Portfolio of Investments (Unaudited)

Common Stocks 100.0%

Security	Shares	Value
Aerospace & Defense 1.9%		
United Technologies Corp.	312,937	\$ 35,596,584
		\$ 35,596,584
Banks 5.9%		
Bank of America Corp.	2,079,563	\$ 33,127,439
JPMorgan Chase & Co.	812,258	51,383,441
PNC Financial Services Group, Inc. (The)	254,976	23,388,948
		\$ 107,899,828
Beverages 1.6%		
Constellation Brands, Inc., Class A ⁽¹⁾	249,635	\$ 28,942,682
		\$ 28,942,682
Biotechnology 2.9%		
Celgene Corp. ⁽¹⁾	285,471	\$ 30,847,996
Gilead Sciences, Inc. ⁽¹⁾	226,916	22,807,327
		\$ 53,655,323
Capital Markets 1.2%		
Credit Suisse Group AG ⁽¹⁾	862,697	\$ 22,833,052
		\$ 22,833,052
Chemicals 2.2%		
Monsanto Co.	232,789	\$ 26,528,634
Praxair, Inc.	108,200	13,192,826
		\$ 39,721,460

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<p>Communications Equipment 2.2%</p> <p>QUALCOMM, Inc.</p>	<p>609,712 \$ 41,460,416</p> <p>\$ 41,460,416</p>
<p>Consumer Finance 3.0%</p> <p>American Express Co.</p> <p>Discover Financial Services</p>	<p>397,380 \$ 30,777,081</p> <p>415,802 24,104,042</p> <p>\$ 54,881,123</p>
<p>Diversified Telecommunication Services 0.5%</p> <p>Verizon Communications, Inc.</p>	<p>188,853 \$ 9,525,745</p> <p>\$ 9,525,745</p>
<p>Security</p>	<p>Shares Value</p>
<p>Electric Utilities 1.5%</p> <p>NextEra Energy, Inc.</p>	<p>264,914 \$ 26,737,770</p> <p>\$ 26,737,770</p>
<p>Electronic Equipment, Instruments & Components 2.0%</p> <p>Corning, Inc.</p>	<p>1,805,151 \$ 37,781,810</p> <p>\$ 37,781,810</p>
<p>Food & Staples Retailing 2.6%</p> <p>CVS Health Corp.</p>	<p>483,448 \$ 48,001,552</p> <p>\$ 48,001,552</p>
<p>Food Products 4.2%</p> <p>General Mills, Inc.</p> <p>Mondelez International, Inc., Class A</p> <p>Unilever NV</p>	<p>563,186 \$ 31,166,714</p> <p>742,279 28,481,245</p> <p>404,029 17,623,986</p> <p>\$ 77,271,945</p>
<p>Health Care Equipment & Supplies 4.1%</p> <p>Abbott Laboratories</p> <p>Medtronic PLC</p>	<p>801,931 \$ 37,225,637</p> <p>503,770 37,505,676</p> <p>\$ 74,731,313</p>
<p>Health Care Technology 1.5%</p> <p>Cerner Corp.⁽¹⁾</p>	<p>392,300 \$ 28,171,063</p> <p>\$ 28,171,063</p>
<p>Industrial Conglomerates 6.8%</p>	

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Danaher Corp.	380,016	\$ 31,115,710
General Electric Co.	2,403,766	65,093,983
Roper Technologies, Inc.	177,658	29,876,746
		\$ 126,086,439

Insurance 2.9%

Aflac, Inc.	452,144	\$ 28,503,158
XL Group PLC	662,149	24,552,485
		\$ 53,055,643

Internet & Catalog Retail 2.6%

Amazon.com, Inc. ⁽¹⁾	111,767	\$ 47,141,085
		\$ 47,141,085

Internet Software & Services 5.9%

Facebook, Inc., Class A ⁽¹⁾	210,467	\$ 16,578,486
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Tax-Managed Diversified Equity Income Fund

April 30, 2015

Portfolio of Investments (Unaudited) continued

Security	Shares	Value
Internet Software & Services (continued)		
Google, Inc., Class C ⁽¹⁾	136,705	\$ 73,457,188
Twitter, Inc. ⁽¹⁾	488,168	19,019,025
		\$ 109,054,699
IT Services 2.7%		
Visa, Inc., Class A	744,339	\$ 49,163,591
		\$ 49,163,591
Machinery 1.5%		
Deere & Co.	314,836	\$ 28,498,955
		\$ 28,498,955
Media 5.3%		
Comcast Corp., Class A	582,442	\$ 33,641,850
Live Nation Entertainment, Inc. ⁽¹⁾	831,162	20,828,920
Walt Disney Co. (The)	393,548	42,786,538
		\$ 97,257,308
Multi-Utilities 1.4%		
Sempra Energy	251,110	\$ 26,660,349
		\$ 26,660,349
Multiline Retail 1.8%		
Dollar General Corp.	456,211	\$ 33,171,102
		\$ 33,171,102
Oil, Gas & Consumable Fuels 7.5%		
Anadarko Petroleum Corp.	319,729	\$ 30,086,499
Devon Energy Corp.	478,625	32,647,011

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Exxon Mobil Corp.	540,648	47,236,416
Occidental Petroleum Corp.	348,631	27,925,343
		\$ 137,895,269
Pharmaceuticals 6.6%		
Bristol-Myers Squibb Co.	283,600	\$ 18,073,828
Eli Lilly & Co.	372,900	26,800,323
Merck & Co., Inc.	591,016	35,200,913
Perrigo Co. PLC	181,895	33,337,716
Teva Pharmaceutical Industries, Ltd. ADR	149,800	9,050,916
		\$ 122,463,696
Security	Shares	Value
Real Estate Investment Trusts (REITs) 1.8%		
Simon Property Group, Inc.	180,202	\$ 32,704,861
		\$ 32,704,861
Semiconductors & Semiconductor Equipment 1.4%		
NXP Semiconductors NV ⁽¹⁾	275,434	\$ 26,474,716
		\$ 26,474,716
Software 4.8%		
Microsoft Corp.	446,970	\$ 21,740,621
Oracle Corp.	1,184,883	51,684,597
SAP SE	190,548	14,398,758
		\$ 87,823,976
Specialty Retail 0.8%		
TJX Cos., Inc. (The)	242,447	\$ 15,647,529
		\$ 15,647,529
Technology Hardware, Storage & Peripherals 3.7%		
Apple, Inc.	545,358	\$ 68,251,554
		\$ 68,251,554
Textiles, Apparel & Luxury Goods 1.8%		
NIKE, Inc., Class B	334,050	\$ 33,017,502
		\$ 33,017,502
Tobacco 2.0%		
Altria Group, Inc.	746,451	\$ 37,359,873
		\$ 37,359,873

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Wireless Telecommunication Services 1.4%

Vodafone Group PLC

7,203,334 \$ 25,378,830

\$ 25,378,830

Total Common Stocks

(identified cost \$1,662,463,230)

\$ 1,844,318,643

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See Notes to Financial Statements.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Portfolio of Investments (Unaudited) continued

Short-Term Investments 0.1%

Description	Interest (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.17%(2)	\$ 1,817	\$ 1,816,728
Total Short-Term Investments (identified cost \$1,816,728)		\$ 1,816,728
Total Investments 100.1% (identified cost \$1,664,279,958)		\$ 1,846,135,371

Call Options Written (0.1)%

Description	Number of Contracts	Strike Price	Expiration Date	Value
S&P 500 Index	1,080	\$ 2,120	5/8/15	\$ (329,400)
S&P 500 Index	735	2,130	5/15/15	(244,388)
S&P 500 Index	1,220	2,135	5/22/15	(585,600)
S&P 500 Index	1,175	2,125	5/29/15	(1,133,875)
Total Call Options Written (premiums received \$5,088,950)				\$ (2,293,263)
Other Assets, Less Liabilities 0.0%				\$ 852,537

Net Assets 100.0% \$ 1,844,694,645

The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

ADR American Depositary Receipt

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(1) Non-income producing security.

(2) Affiliated investment company, available to Eaton Vance portfolios and funds, which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of April 30, 2015.

(3) Amount is less than 0.05%.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Statement of Assets and Liabilities (Unaudited)

	April 30, 2015
Assets	
Unaffiliated investments, at value (identified cost, \$1,662,463,230)	\$ 1,844,318,643
Affiliated investment, at value (identified cost, \$1,816,728)	1,816,728
Dividends receivable	1,204,295
Interest receivable from affiliated investment	1,770
Receivable for investments sold	40,235,280
Receivable for premiums on written options	1,226,864
Tax reclaims receivable	1,836,140
Total assets	\$ 1,890,639,720
Liabilities	
Written options outstanding, at value (premiums received, \$5,088,950)	\$ 2,293,263
Payable for investments purchased	41,384,631
Payable for closed written options	574,080
Due to custodian foreign currency, at value (identified cost, \$48)	56
Payable to affiliates:	
Investment adviser fee	1,528,328
Trustees fees	5,667
Accrued expenses	159,050
Total liabilities	\$ 45,945,075
Net Assets	\$ 1,844,694,645
Sources of Net Assets	
Common shares, \$0.01 par value, unlimited number of shares authorized, 149,444,220 shares issued and outstanding	\$ 1,494,442
Additional paid-in capital	1,671,120,096
Accumulated net realized gain	38,642,035
Accumulated distributions in excess of net investment income	(51,322,466)
Net unrealized appreciation	184,760,538
Net Assets	\$ 1,844,694,645
Net Asset Value	
(\$1,844,694,645 ÷ 149,444,220 common shares issued and outstanding)	\$ 12.34

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Statement of Operations (Unaudited)

	Six Months Ended
	April 30, 2015
Investment Income	
Dividends (net of foreign taxes, \$19,769)	\$ 32,521,620
Other income	1,582,475
Interest income allocated from affiliated investment	10,185
Expenses allocated from affiliated investment	(1,092)
Total investment income	\$ 34,113,188
Expenses	
Investment adviser fee	\$ 9,140,601
Trustees' fees and expenses	34,000
Custodian fee	210,361
Transfer and dividend disbursing agent fees	9,492
Legal and accounting services	42,968
Printing and postage	308,163
Miscellaneous	101,190
Total expenses	\$ 9,846,775
Deduct	
Reduction of custodian fee	\$ 8
Total expense reductions	\$ 8
Net expenses	\$ 9,846,767
Net investment income	\$ 24,266,421
Realized and Unrealized Gain (Loss)	
Net realized gain (loss)	
Investment transactions	\$ 41,492,303
Investment transactions allocated from affiliated investment	35
Written options	(16,641,021)
Foreign currency transactions	302,982
Net realized gain	\$ 25,154,299
Change in unrealized appreciation (depreciation)	
Investments	\$ 6,854,283
Written options	19,512,926
Foreign currency	53,497
Net change in unrealized appreciation (depreciation)	\$ 26,420,706
Net realized and unrealized gain	\$ 51,575,005
Net increase in net assets from operations	\$ 75,841,426

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Statements of Changes in Net Assets

	Six Months Ended	
	April 30, 2015	Year Ended
	(Unaudited)	October 31, 2014
Increase (Decrease) in Net Assets		
From operations		
Net investment income	\$ 24,266,421	\$ 48,424,890
Net realized gain from investment transactions, written options, and foreign currency and forward foreign currency exchange contract transactions	25,154,299	11,738,765
Net change in unrealized appreciation (depreciation) from investments, written options, foreign currency and forward foreign currency exchange contracts	26,420,706	161,957,216
Net increase in net assets from operations	\$ 75,841,426	\$ 222,120,871
Distributions to shareholders		
From net investment income	\$ (75,588,887)*	\$ (48,853,351)
Tax return of capital		(102,336,224)
Total distributions	\$ (75,588,887)	\$ (151,189,575)
Capital share transactions		
Cost of shares repurchased (see Note 5)	\$	\$ (1,503,887)
Net decrease in net assets from capital share transactions	\$	\$ (1,503,887)
Net increase in net assets	\$ 252,539	\$ 69,427,409
Net Assets		
At beginning of period	\$ 1,844,442,106	\$ 1,775,014,697
At end of period	\$ 1,844,694,645	\$ 1,844,442,106
Accumulated distributions in excess of net investment income		
included in net assets		
At end of period	\$ (51,322,466)	\$

* A portion of the distributions may be deemed a tax return of capital at year-end. See Note 2.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Financial Highlights

	Six Months Ended April 30, 2015 (Unaudited)		Year Ended October 31,				
		2014	2013	2012	2011	2010	
Net asset value	Beginning of period	\$ 12.340	\$ 11.870	\$ 10.960	\$ 10.830	\$ 12.210	\$ 12.810
Income (Loss) From Operations							
	Net investment income ⁽¹⁾	\$ 0.162 ⁽²⁾	\$ 0.324 ⁽²⁾	\$ 0.195	\$ 0.138	\$ 0.121	\$ 0.138
	Net realized and unrealized gain (loss)	0.344	1.157	1.798	1.062	(0.227)	0.941
	Total income (loss) from operations	\$ 0.506	\$ 1.481	\$ 1.993	\$ 1.200	\$ (0.106)	\$ 1.079
Less Distributions							
	From net investment income	\$ (0.506)*	\$ (0.327)	\$ (0.398)	\$ (0.137)	\$ (0.122)	\$ (0.137)
	From net realized gain		(0.685)	(0.698)			
	Tax return of capital		(0.685)		(0.948)	(1.152)	(1.542)
	Total distributions	\$ (0.506)	\$ (1.012)	\$ (1.096)	\$ (1.085)	\$ (1.274)	\$ (1.679)
	Anti-dilutive effect of share repurchase program (see Note 5)⁽¹⁾	\$	\$ 0.001	\$ 0.013	\$ 0.015	\$	\$
Net asset value	End of period	\$ 12.340	\$ 12.340	\$ 11.870	\$ 10.960	\$ 10.830	\$ 12.210
Market value	End of period	\$ 11.400	\$ 11.710	\$ 10.720	\$ 9.510	\$ 9.210	\$ 11.620
	Total Investment Return on Net Asset Value⁽³⁾	4.52%⁽⁴⁾	13.64%	20.61%	13.68%	(0.27)%	9.26%
	Total Investment Return on Market Value⁽³⁾	1.75%⁽⁴⁾	19.41%	25.53%	15.99%	(10.88)%	6.82%
Ratios/Supplemental Data							
	Net assets, end of period (000 s omitted)	\$ 1,844,695	\$ 1,844,442	\$ 1,775,015	\$ 1,654,326	\$ 1,651,551	\$ 1,861,901
	Ratios (as a percentage of average daily net assets):						
	Expenses ⁽⁵⁾	1.07% ⁽⁶⁾	1.08%	1.09%	1.07%	1.07%	1.07%
	Net investment income	2.64% ⁽²⁾⁽⁶⁾	2.65% ⁽²⁾	1.71%	1.27%	1.03%	1.11%
	Portfolio Turnover	40% ⁽⁴⁾	83%	130%	30%	63%	25%

(1) Computed using average shares outstanding.

(2) Net investment income per share reflects special dividends which amounted to \$0.117 and \$0.234 per share for the six months ended April 30, 2015 and the year ended October 31, 2014, respectively. Excluding special dividends, the ratio of net investment income to average daily net assets would have been 0.74% and 1.14% for the six months ended April 30, 2015 and the year ended October 31, 2014, respectively.

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(3) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested. Distributions are assumed to be reinvested at prices obtained under the Fund's dividend reinvestment plan.

(4) Not annualized.

(5) Excludes the effect of custody fee credits, if any, of less than 0.005%.

(6) Annualized.

* A portion of the distributions may be deemed a tax return of capital at year-end. See Note 2.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Notes to Financial Statements (Unaudited)

1 Significant Accounting Policies

Eaton Vance Tax-Managed Diversified Equity Income Fund (the Fund) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund's primary investment objective is to provide current income and gains, with a secondary objective of capital appreciation.

The following is a summary of significant accounting policies of the Fund. The policies are in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). The Fund is an investment company and follows accounting and reporting guidance in the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 946.

A Investment Valuation The following methodologies are used to determine the market value or fair value of investments.

Equity Securities. Equity securities listed on a U.S. securities exchange generally are valued at the last sale or closing price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices.

Derivatives. Exchange-traded options are valued at the mean between the bid and asked prices at valuation time as reported by the Options Price Reporting Authority for U.S. listed options or by the relevant exchange or board of trade for non-U.S. listed options. Over-the-counter options are valued by a third party pricing service using techniques that consider factors including the value of the underlying instrument, the volatility of the underlying instrument and the period of time until option expiration. Forward foreign currency exchange contracts are generally valued at the mean of the average bid and average asked prices that are reported by currency dealers to a third party pricing service at the valuation time. Such third party pricing service valuations are supplied for specific settlement periods and the Fund's forward foreign currency exchange contracts are valued at an interpolated rate between the closest preceding and subsequent settlement period reported by the third party pricing service.

Foreign Securities and Currencies. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. The pricing service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. The daily valuation of exchange-traded foreign securities generally is determined as of the close of trading on the principal exchange on which such securities trade. Events occurring after the close of trading on foreign exchanges may result in adjustments to the valuation of foreign securities to more accurately reflect their fair value as of the close of regular trading on the New York Stock Exchange. When valuing foreign equity securities that meet certain criteria, the Fund's Trustees have approved the use of a fair value service that values such securities to reflect market trading that occurs after the close of the applicable foreign markets of comparable securities or other instruments that have a strong correlation to the fair-valued securities.

Affiliated Fund. The Fund may invest in Eaton Vance Cash Reserves Fund, LLC (Cash Reserves Fund), an affiliated investment company managed by Eaton Vance Management (EVM). The value of the Fund's investment in Cash Reserves Fund reflects the Fund's proportionate interest in its net assets. Cash Reserves Fund generally values its investment securities utilizing the amortized cost valuation technique in accordance with Rule 2a-7 under the 1940 Act. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium. If amortized cost is determined not to approximate fair value, Cash Reserves Fund may value its investment securities based on available market quotations provided by a third party pricing service.

Fair Valuation. Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund in a manner that fairly reflects the security's value, or the amount that the Fund might reasonably expect to receive for the security upon its current sale in the ordinary course. Each such determination is based on a consideration of relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable companies or entities, quotations or relevant information obtained from broker/dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the company's or entity's financial condition, and an evaluation of the forces that influence the issuer and

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the market(s) in which the security is purchased and sold.

B Investment Transactions Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost.

C Income Dividend income is recorded on the ex-dividend date for dividends received in cash and/or securities. However, if the ex-dividend date has passed, certain dividends from foreign securities are recorded as the Fund is informed of the ex-dividend date. Withholding taxes on foreign dividends and capital gains have been provided for in accordance with the Fund's understanding of the applicable countries' tax rules and rates. In consideration of recent decisions rendered by European courts, the Fund has filed additional tax reclaims for previously withheld taxes on dividends earned in certain European Union countries. These filings are subject to various administrative and judicial proceedings within these countries. During the six months ended April 30, 2015, the Fund received approximately \$1,582,000 from Finland for previously withheld foreign taxes and interest thereon. Such amount is reflected as other income on the Statement of Operations. No other amounts for additional tax reclaims are reflected in the financial statements due to the uncertainty as to the ultimate resolution of proceedings, the likelihood of receipt of these reclaims, and the potential timing of payment. Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount.

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D Federal Taxes The Fund's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary.

As of April 30, 2015, the Fund had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. The Fund files a U.S. federal income tax return annually after its fiscal year-end, which is subject to examination by the Internal Revenue Service for a period of three years from the date of filing.

E Expense Reduction State Street Bank and Trust Company (SSBT) serves as custodian of the Fund. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Fund maintains with SSBT. All credit balances, if any, used to reduce the Fund's custodian fees are reported as a reduction of expenses in the Statement of Operations.

F Foreign Currency Translation Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

G Use of Estimates The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the reporting period. Actual results could differ from those estimates.

H Indemnifications Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Fund) could be deemed to have personal liability for the obligations of the Fund. However, the Fund's Declaration of Trust contains an express disclaimer of liability on the part of Fund shareholders and the By-laws provide that the Fund shall assume the defense on behalf of any Fund shareholders. Moreover, the By-laws also provide for indemnification out of Fund property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

I Forward Foreign Currency Exchange Contracts The Fund may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from movements in the value of a foreign currency relative to the U.S. dollar.

J Written Options Upon the writing of a call or a put option, the premium received by the Fund is included in the Statement of Assets and Liabilities as a liability. The amount of the liability is subsequently marked-to-market to reflect the current market value of the option written, in accordance with the Fund's policies on investment valuations discussed above. Premiums received from writing options which expire are treated as realized gains. Premiums received from writing options which are exercised or are closed are added to or offset against the proceeds or amount paid on the transaction to determine the realized gain or loss. When an index option is exercised, the Fund is required to deliver an amount of cash determined by the excess of the strike price of the option over the value of the index (in the case of a put) or the excess of the value of the index over the strike price of the option (in the case of a call) at contract termination. If a put option on a security is exercised, the premium reduces the cost basis of the securities purchased by the Fund. The Fund, as a writer of an option, may have no control over whether the underlying securities or other assets may be sold (call) or purchased (put) and, as a result, bears the market risk of an unfavorable change in the price of the securities or other assets underlying the written option. The Fund may also bear the risk of not being able to enter into a closing transaction if a liquid secondary market does not exist.

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K Interim Financial Statements The interim financial statements relating to April 30, 2015 and for the six months then ended have not been audited by an independent registered public accounting firm, but in the opinion of the Fund's management, reflect all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of the financial statements.

2 Distributions to Shareholders and Income Tax Information

Subject to its Managed Distribution Plan, the Fund makes monthly distributions from its cash available for distribution, which consists of the Fund's dividends and interest income after payment of Fund expenses, net option premiums and net realized and unrealized gains on stock investments. The Fund intends to distribute all or substantially all of its net realized capital gains. Distributions are recorded on the ex-dividend date. Distributions to shareholders are determined in accordance with income tax regulations, which may differ from U.S. GAAP. As required by U.S. GAAP, only distributions in excess of tax basis earnings and profits are reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to

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Notes to Financial Statements (Unaudited) continued

distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income. Distributions in any year may include a substantial return of capital component. For the six months ended April 30, 2015, the amount of distributions estimated to be a tax return of capital was approximately \$42,255,000. The final determination of tax characteristics of the Fund's distributions will occur at the end of the year, at which time it will be reported to the shareholders.

The cost and unrealized appreciation (depreciation) of investments of the Fund at April 30, 2015, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 1,664,650,869
Gross unrealized appreciation	\$ 215,658,800
Gross unrealized depreciation	(34,174,298)
Net unrealized appreciation	\$ 181,484,502

3 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Fund. Pursuant to the investment advisory agreement and subsequent fee reduction agreement, the fee is computed at an annual rate of 1.00% of the Fund's average daily gross assets up to and including \$1.5 billion, 0.98% over \$1.5 billion up to and including \$3 billion and at reduced rates on daily gross assets over \$3 billion, and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage, if any. The fee reduction cannot be terminated without the consent of a majority of Trustees and a majority of shareholders. For the six months ended April 30, 2015, the Fund's investment adviser fee amounted to \$9,140,601 or 1.00% (annualized) of the Fund's average daily gross assets. The Fund invests its cash in Cash Reserves Fund. EVM does not currently receive a fee for advisory services provided to Cash Reserves Fund. EVM also serves as administrator of the Fund, but receives no compensation.

Trustees and officers of the Fund who are members of EVM's organization receive remuneration for their services to the Fund out of the investment adviser fee. Trustees of the Fund who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the six months ended April 30, 2015, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

4 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations, aggregated \$741,488,904 and \$800,926,269, respectively, for the six months ended April 30, 2015.

5 Common Shares of Beneficial Interest

The Fund may issue common shares pursuant to its dividend reinvestment plan. There were no common shares issued by the Fund for the six months ended April 30, 2015 and the year ended October 31, 2014.

On September 30, 2013, the Board of Trustees of the Fund approved the continuation of the Fund's share repurchase program that has been in effect since August 6, 2012. Pursuant to the terms of the reauthorization of the program, the Fund may repurchase up to 10% of its common shares outstanding as of September 30, 2013 in open market transactions at a discount to net asset value (NAV). The terms of the reauthorization increased the number of shares available for repurchase. The repurchase program does not obligate the Fund to purchase a specific amount of shares. There were no repurchases of common shares by the Fund for the six months ended April 30, 2015. During the year ended October 31, 2014, the Fund repurchased 140,000 of its common shares under the share repurchase program at a cost, including brokerage commissions, of \$1,503,887 and an average price per share of \$10.74. The weighted average discount per share

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to NAV on these repurchases amounted to 10.56% for the year ended October 31, 2014.

6 Financial Instruments

The Fund may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include forward foreign currency exchange contracts and written options and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Fund has in particular classes of financial instruments and do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered. A summary of written options at April 30, 2015 is included in the Portfolio of Investments. At April 30, 2015, there were no forward foreign currency exchange contracts outstanding.

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Notes to Financial Statements (Unaudited) continued

Written options activity for the six months ended April 30, 2015 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	4,300	\$ 6,137,586
Options written	27,555	36,981,975
Options terminated in closing purchase transactions	(16,960)	(24,104,004)
Options expired	(10,685)	(13,926,607)
Outstanding, end of period	4,210	\$ 5,088,950

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At April 30, 2015, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

In the normal course of pursuing its investment objectives, the Fund is subject to the following risks:

Equity Price Risk: The Fund writes index call options above the current value of the index to generate premium income. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying index decline.

The over-the-counter (OTC) derivatives in which the Fund invests, including forward foreign currency exchange contracts, are subject to the risk that the counterparty to the contract fails to perform its obligations under the contract. To mitigate this risk, the Fund has entered into an International Swaps and Derivatives Association, Inc. Master Agreement (ISDA Master Agreement) or similar agreement with substantially all its derivative counterparties. An ISDA Master Agreement is a bilateral agreement between the Fund and a counterparty that governs certain OTC derivatives and typically contains, among other things, set-off provisions in the event of a default and/or termination event as defined under the relevant ISDA Master Agreement. Under an ISDA Master Agreement, the Fund may, under certain circumstances, offset with the counterparty certain derivative financial instruments payables and/or receivables with collateral held and/or posted and create one single net payment. The provisions of the ISDA Master Agreement typically permit a single net payment in the event of default including the bankruptcy or insolvency of the counterparty. However, bankruptcy or insolvency laws of a particular jurisdiction may impose restrictions on or prohibitions against the right of offset in bankruptcy or insolvency. Certain ISDA Master Agreements allow counterparties to OTC derivatives to terminate derivative contracts prior to maturity in the event the Fund's net assets decline by a stated percentage or the Fund fails to meet the terms of its ISDA Master Agreements, which would cause the counterparty to accelerate payment by the Fund of any net liability owed to it.

The collateral requirements for derivatives traded under an ISDA Master Agreement are governed by a Credit Support Annex to the ISDA Master Agreement. Collateral requirements are determined at the close of business each day and are typically based on changes in market values for each transaction under an ISDA Master Agreement and netted into one amount for such agreement. Generally, the amount of collateral due from or to a counterparty is subject to a minimum transfer threshold amount before a transfer is required, which may vary by counterparty. Collateral pledged for the benefit of the Fund and/or counterparty is held in segregated accounts by the Fund's custodian and cannot be sold, re-pledged, assigned or otherwise used while pledged. The portion of such collateral representing cash, if any, is reflected as restricted cash and, in the case of cash pledged by a counterparty for the benefit of the Fund, a corresponding liability on the Statement of Assets and Liabilities. Securities pledged by the Fund as collateral, if any, are identified as such in the Portfolio of Investments.

The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) and whose primary underlying risk exposure is equity price risk at April 30, 2015 was as follows:

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Derivative	Fair Value	
	Asset Derivative	Liability Derivative
Written options	\$	\$ (2,293,263) ⁽¹⁾

⁽¹⁾ Statement of Assets and Liabilities location: Written options outstanding, at value.

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The effect of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) on the Statement of Operations and whose primary underlying risk exposure is equity price risk for the six months ended April 30, 2015 was as follows:

Derivative	Realized Gain (Loss) on Derivatives Recognized in Income ⁽¹⁾	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income ⁽²⁾
Written options	\$ (16,641,021)	\$ 19,512,926

⁽¹⁾ Statement of Operations location: Net realized gain (loss) Written options.

⁽²⁾ Statement of Operations location: Change in unrealized appreciation (depreciation) Written options.

7 Fair Value Measurements

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At April 30, 2015, the hierarchy of inputs used in valuing the Fund's investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Common Stocks				
Consumer Discretionary	\$ 226,234,526	\$	\$	\$ 226,234,526
Consumer Staples	173,952,066	17,623,986		191,576,052

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Energy	137,895,269			137,895,269
Financials	248,541,455	22,833,052		271,374,507
Health Care	279,021,395			279,021,395
Industrials	190,181,978			190,181,978
Information Technology	405,612,004	14,398,758		420,010,762
Materials	39,721,460			39,721,460
Telecommunication Services	9,525,745	25,378,830		34,904,575
Utilities	53,398,119			53,398,119
Total Common Stocks	\$ 1,764,084,017	\$ 80,234,626*	\$	\$ 1,844,318,643
Short-Term Investments	\$	\$ 1,816,728	\$	\$ 1,816,728
Total Investments	\$ 1,764,084,017	\$ 82,051,354	\$	\$ 1,846,135,371
Liability Description				
Call Options Written	\$ (2,293,263)	\$	\$	\$ (2,293,263)
Total	\$ (2,293,263)	\$	\$	\$ (2,293,263)

* Includes foreign equity securities whose values were adjusted to reflect market trading of comparable securities or other correlated instruments that occurred after the close of trading in their applicable foreign markets.

The Fund held no investments or other financial instruments as of October 31, 2014 whose fair value was determined using Level 3 inputs. At April 30, 2015, there were no investments transferred between Level 1 and Level 2 during the six months then ended.

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Board of Trustees Contract Approval

Overview of the Contract Review Process

The Investment Company Act of 1940, as amended (the 1940 Act), provides, in substance, that each investment advisory agreement between a fund and its investment adviser will continue in effect from year to year only if its continuation is approved at least annually by the fund's board of trustees, including by a vote of a majority of the trustees who are not interested persons of the fund (Independent Trustees), cast in person at a meeting called for the purpose of considering such approval.

At a meeting of the Boards of Trustees (each a Board) of the registered investment companies advised, administered and/or distributed by Eaton Vance Management or its affiliates (the Eaton Vance Funds) held on April 27, 2015, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing investment advisory and sub-advisory agreements for the Eaton Vance Funds for an additional one-year period. In voting its approval, the Board relied upon the affirmative recommendation of its Contract Review Committee, which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Contract Review Committee reviewed information furnished by each adviser to the Eaton Vance Funds (including information specifically requested by the Board) for a series of meetings of the Contract Review Committee held between February and April 2015. The Contract Review Committee also considered information received at prior meetings of the Board and its committees, as relevant to its annual evaluation of the investment advisory and sub-advisory agreements.

The information that the Board considered included, among other things, the following:

Information about Fees, Performance and Expenses

A report from an independent data provider comparing the advisory and related fees paid by each fund with fees paid by comparable funds as identified by the data provider (comparable funds);

A report from an independent data provider comparing each fund's total expense ratio and its components to comparable funds;

A report from an independent data provider comparing the investment performance of each fund (including, where relevant, yield data, Sharpe ratios and information ratios) to the investment performance of comparable funds over various time periods;

Data regarding investment performance in comparison to benchmark indices and customized peer groups identified by the adviser in consultation with the Board;

For each fund, comparative information concerning the fees charged and the services provided by each adviser in managing other accounts (including mutual funds, other collective investment funds and institutional accounts) using investment strategies and techniques similar to those used in managing such fund;

Profitability analyses for each adviser with respect to each fund;

Information about Portfolio Management and Trading

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Descriptions of the investment management services provided to each fund, including the investment strategies and processes it employs;

The procedures and processes used to determine the fair value of fund assets and actions taken to monitor and test the effectiveness of such procedures and processes;

Information about each adviser's policies and practices with respect to trading, including each adviser's processes for monitoring best execution of portfolio transactions;

Information about the allocation of brokerage transactions and the benefits received by each adviser as a result of brokerage allocation, including information concerning the acquisition of research through client commission arrangements and policies with respect to soft dollars ;

Data relating to portfolio turnover rates of each fund;
Information about each Adviser

Reports detailing the financial results and condition of each adviser;

Descriptions of the qualifications, education and experience of the individual investment professionals whose responsibilities include portfolio management and investment research for the funds, and information relating to their compensation and responsibilities with respect to managing other mutual funds and investment accounts;

The Code of Ethics of each adviser and its affiliates, together with information relating to compliance with and the administration of such codes;

Policies and procedures relating to proxy voting and the handling of corporate actions and class actions;

Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates (including descriptions of various compliance programs) and their record of compliance;

Descriptions of the business continuity and disaster recovery plans of each adviser and its affiliates;

A description of Eaton Vance Management's procedures for overseeing third party advisers and sub-advisers, including with respect to regulatory and compliance issues, investment management and other matters;

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[Board of Trustees](#) [Contract Approval](#) [continued](#)

Other Relevant Information

Information concerning the nature, cost and character of the administrative and other non-investment management services provided by Eaton Vance Management and its affiliates;

Information concerning management of the relationship with the custodian, subcustodians and fund accountants by each adviser or the funds' administrator; and
The terms of each investment advisory agreement.

Over the course of the twelve-month period ended April 30, 2015, with respect to one or more funds, the Board met nine times and the Contract Review Committee, the Audit Committee, the Governance Committee, the Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee, each of which is a Committee comprised solely of Independent Trustees, met eight, seventeen, seven, eleven and thirteen times, respectively. At such meetings, the Trustees participated in investment and performance reviews with the portfolio managers and other investment professionals of each adviser relating to each fund, and considered the investment and trading strategies used in pursuing each fund's investment objective, including, where relevant, the use of derivative instruments, as well as processes for monitoring best execution of portfolio transactions and risk management techniques. The Board and its Committees also evaluated issues pertaining to industry and regulatory developments, compliance procedures, fund governance and other issues with respect to the funds, and received and participated in reports and presentations provided by Eaton Vance Management and other fund advisers with respect to such matters. In addition to the formal meetings of the Board and its Committees, the Independent Trustees hold regular teleconferences in between meetings to discuss, among other topics, matters relating to the continuation of investment advisory and sub-advisory agreements.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of investment advisory agreements. In addition, in cases where the fund's investment adviser has engaged a sub-adviser, the Board considered similar information about the sub-adviser when considering the approval of any sub-advisory agreement.

The Contract Review Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Contract Review Committee relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating each investment advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each investment advisory and sub-advisory agreement were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each member of the Contract Review Committee may have placed varying emphasis on particular factors in reaching conclusions with respect to each investment advisory and sub-advisory agreement. In evaluating each investment advisory and sub-advisory agreement, including the specific fee structures and other terms of the agreements, the Contract Review Committee was informed by multiple years of analysis and discussion among the Independent Trustees and the Eaton Vance Funds' advisers and sub-advisers.

[Results of the Process](#)

Based on its consideration of the foregoing, and such other information as it deemed relevant, including the factors and conclusions described below, the Contract Review Committee concluded that the continuation of the investment advisory agreement of Eaton Vance Tax-Managed Diversified Equity Income Fund (the Fund) with Eaton Vance Management (the Adviser), including its fee structure, is in the interests of shareholders and, therefore, the Contract Review Committee recommended to the Board approval of the agreement. The Board accepted the recommendation of the Contract Review Committee as well as the factors considered and conclusions reached by the Contract Review Committee with respect to the agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the investment advisory agreement for the Fund.

[Nature, Extent and Quality of Services](#)

In considering whether to approve the investment advisory agreement of the Fund, the Board evaluated the nature, extent and quality of services provided to the Fund by the Adviser.

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The Board considered the Adviser's management capabilities and investment process with respect to the types of investments held by the Fund, including the education, experience and number of its investment professionals and other personnel who provide portfolio management, investment research, and similar services to the Fund. In particular, the Board considered the abilities and experience of such investment personnel in analyzing factors such as tax efficiency and special considerations relevant to investing in stocks and selling covered S&P 500 Index call options. The Board also took into account the resources dedicated to portfolio management and other services, as well as the compensation methods of the Adviser and other factors, such as the reputation and resources of the Adviser to recruit and retain investment personnel. In addition, the Board considered the time and attention devoted to the Fund by senior management, as well as the infrastructure, operational capabilities and support staff in place to assist in the management of the Fund, including the provision of administrative services.

The Board considered the compliance programs of the Adviser and relevant affiliates thereof. Among other matters, the Board considered compliance and reporting matters relating to personal trading by investment personnel, selective disclosure of portfolio holdings, late trading, frequent trading, portfolio valuation, business continuity and the allocation of investment opportunities. The Board also considered the responses of the Adviser and its affiliates to requests in recent years from regulatory authorities such as the Securities and Exchange Commission and the Financial Industry Regulatory Authority.

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Board of Trustees Contract Approval continued

The Board considered shareholder and other administrative services provided or managed by Eaton Vance Management and its affiliates, including transfer agency and accounting services. The Board evaluated the benefits to shareholders of investing in a fund that is a part of a large family of funds.

After consideration of the foregoing factors, among others, the Board concluded that the nature, extent and quality of services provided by the Adviser, taken as a whole, are appropriate and consistent with the terms of the investment advisory agreement.

Fund Performance

The Board compared the Fund's investment performance to that of comparable funds and appropriate benchmark indices, as well as a customized peer group of similarly managed funds. The Board's review included comparative performance data for the one-, three- and five-year periods ended September 30, 2014 for the Fund. The Board concluded that the performance of the Fund was satisfactory.

Management Fees and Expenses

The Board considered contractual fee rates payable by the Fund for advisory and administrative services (referred to collectively as management fees). As part of its review, the Board considered the Fund's management fees and total expense ratio for the year ended September 30, 2014, as compared to those of comparable funds, before and after giving effect to any undertaking to waive fees or reimburse expenses. The Board also considered factors that had an impact on Fund expense ratios, as identified by management in response to inquiries from the Contract Review Committee, as well as actions taken by management in recent years to reduce expenses at the fund complex level.

After considering the foregoing information, and in light of the nature, extent and quality of the services provided by the Adviser, the Board concluded that the management fees charged for advisory and related services are reasonable.

Profitability

The Board considered the level of profits realized by the Adviser and relevant affiliates thereof in providing investment advisory and administrative services to the Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized without regard to revenue sharing or other payments by the Adviser and its affiliates to third parties in respect of distribution services. The Board also considered other direct or indirect benefits received by the Adviser and its affiliates in connection with their relationships with the Fund, including the benefits of research services that may be available to the Adviser as a result of securities transactions effected for the Fund and other investment advisory clients.

The Board concluded that, in light of the foregoing factors and the nature, extent and quality of the services rendered, the profits realized by the Adviser and its affiliates are reasonable.

Economies of Scale

In reviewing management fees and profitability, the Board also considered the extent to which the Adviser and its affiliates, on the one hand, and the Fund, on the other hand, can expect to realize benefits from economies of scale as the assets of the Fund increase. The Board acknowledged the difficulty in accurately measuring the benefits resulting from the economies of scale with respect to the management of any specific fund or group of funds. The Board reviewed data summarizing the increases and decreases in the assets of the Fund and of all Eaton Vance Funds as a group over various time periods, and evaluated the extent to which the total expense ratio of the Fund and the profitability of the Adviser and its affiliates may have been affected by such increases or decreases. Based upon the foregoing, the Board concluded that the Fund currently shares in the benefits from economies of scale. The Board also concluded that, assuming reasonably foreseeable increases in the assets of the Fund, the structure of the advisory fee, which includes breakpoints at several asset levels, will allow the Fund to continue to benefit from economies of scale in the future.

Eaton Vance

Tax-Managed Diversified Equity Income Fund

April 30, 2015

Officers and Trustees

Officers of Eaton Vance Tax-Managed Diversified Equity Income Fund

Walter A. Row, III

President

Maureen A. Gemma

Vice President, Secretary and Chief Legal Officer

James F. Kirchner

Treasurer

Paul M. O Neil

Chief Compliance Officer

Trustees of Eaton Vance Tax-Managed Diversified Equity Income Fund

Ralph F. Verni

Chairman

Scott E. Eston

Thomas E. Faust Jr.*

Cynthia E. Frost

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George J. Gorman

Valerie A. Mosley

William H. Park

Ronald A. Pearlman

Helen Frame Peters

Susan J. Sutherland**

Harriett Tee Taggart

* Interested Trustee

** Ms. Sutherland began serving as a Trustee effective May 1, 2015.

Number of Employees

The Fund is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end management investment company and has no employees.

Number of Shareholders

As of April 30, 2015, Fund records indicate that there are 54 registered shareholders and approximately 77,745 shareholders owning the Fund shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive Fund reports directly, which contain important information about the Fund, please write or call:

Eaton Vance Distributors, Inc.

Two International Place

Boston, MA 02110

1-800-262-1122

New York Stock Exchange symbol

The New York Stock Exchange symbol is ETY.

Eaton Vance Funds

IMPORTANT NOTICES

Privacy. The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy (Privacy Policy) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker-dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Privacy Policy periodically for changes by accessing the link on our homepage: www.eatonvance.com.

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Eaton Vance Distributors, Inc., Eaton Vance Trust Company, Eaton Vance Management's Real Estate Investment Group and Boston Management and Research. In addition, our Privacy Policy applies only to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e., fund shares) is held in the name of a third-party financial advisor/broker-dealer, it is likely that only such advisor's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures. For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

Delivery of Shareholder Documents. The Securities and Exchange Commission (SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called "householding" and it helps eliminate duplicate mailings to shareholders. *Eaton Vance, or your financial advisor, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial advisor, otherwise.* If you would prefer that your Eaton Vance documents not be househanded, please contact Eaton Vance at 1-800-262-1122, or contact your financial advisor. Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial advisor.

Portfolio Holdings. Each Eaton Vance Fund and its underlying Portfolio(s) (if applicable) will file a schedule of portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website at www.eatonvance.com, by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at www.sec.gov. Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

Proxy Voting. From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12-month period ended June 30, without charge, upon request, by calling 1-800-262-1122 and by accessing the SEC's website at www.sec.gov.

Share Repurchase Program. The Fund's Board of Trustees has approved a share repurchase program authorizing the Fund to repurchase up to 10% of its outstanding common shares as of the approved date in open-market transactions at a discount to net asset value. The repurchase program does not obligate the Fund to purchase a specific amount of shares. The Fund's repurchase activity, including the number of shares purchased, average price and average discount to net asset value, is disclosed in the Fund's annual and semi-annual reports to shareholders.

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Additional Notice to Shareholders. If applicable, a Fund may also redeem or purchase its outstanding preferred shares in order to maintain compliance with regulatory requirements, borrowing or rating agency requirements or for other purposes as it deems appropriate or necessary.

Closed-End Fund Information. Eaton Vance closed-end funds make fund performance data and certain information about portfolio characteristics available on the Eaton Vance website shortly after the end of each month. Other information about the funds is available on the website. The funds' net asset value per share is readily accessible on the Eaton Vance website. Portfolio holdings for the most recent month-end are also posted to the website approximately 30 days following the end of the month. This information is available at www.eatonvance.com on the fund information pages under Individual Investors Closed-End Funds .

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Investment Adviser and Administrator

Eaton Vance Management

Two International Place

Boston, MA 02110

Custodian

State Street Bank and Trust Company

State Street Financial Center, One Lincoln Street

Boston, MA 02111

Transfer Agent

American Stock Transfer & Trust Company, LLC

6201 15th Avenue

Brooklyn, NY 11219

Fund Offices

Two International Place

Boston, MA 02110

7751 4.30.15

Item 2. Code of Ethics

Not required in this filing.

Item 3. Audit Committee Financial Expert

Not required in this filing.

Item 4. Principal Accountant Fees and Services

Not required in this filing.

Item 5. Audit Committee of Listed Registrants

Not required in this filing.

Item 6. Schedule of Investments

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies

Not required in this filing.

Item 8. Portfolio Managers of Closed-End Management Investment Companies

Not required in this filing.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers

No such purchases this period.

Item 10. Submission of Matters to a Vote of Security Holders

No material changes.

Item 11. Controls and Procedures

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits

- (a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).
- (a)(2)(i) Treasurer's Section 302 certification.
- (a)(2)(ii) President's Section 302 certification.
- (b) Combined Section 906 certification.
- (c) Registrant's notices to shareholders pursuant to Registrant's exemptive order granting an exemption from Section 19(b) of the 1940 Act and Rule 19b-1 thereunder regarding distributions paid pursuant to the Registrant's Managed Distribution Plan.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Eaton Vance Tax-Managed Diversified Equity Income Fund

By: /s/ Walter A. Row, III
Walter A. Row, III
President

Date: June 10, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ James F. Kirchner
James F. Kirchner
Treasurer

Date: June 10, 2015

By: /s/ Walter A. Row, III
Walter A. Row, III
President

Date: June 10, 2015