

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 14, 2017

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: Two International Place  
Boston, MA 02110

NAME AND ADDRESS OF AGENT FOR SERVICE: Maureen A. Gemma, Esq.  
Two International Place  
Boston, MA 02110

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2016 - 06/30/2017

Eaton Vance Enhanced Equity Income Fund II

-----  
ADOBE SYSTEMS INCORPORATED

Agen

-----  
Security: 00724F101  
Meeting Type: Annual  
Meeting Date: 12-Apr-2017  
Ticker: ADBE  
ISIN: US00724F1012  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: AMY BANSE	Mgmt	For
1B.	ELECTION OF DIRECTOR: EDWARD BARNHOLT	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT BURGESS	Mgmt	For
1D.	ELECTION OF DIRECTOR: FRANK CALDERONI	Mgmt	For
1E.	ELECTION OF DIRECTOR: JAMES DALEY	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1F.	ELECTION OF DIRECTOR: LAURA DESMOND	Mgmt	For
1G.	ELECTION OF DIRECTOR: CHARLES GESCHKE	Mgmt	For
1H.	ELECTION OF DIRECTOR: SHANTANU NARAYEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: DANIEL ROSENSWEIG	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN WARNOCK	Mgmt	For
2.	APPROVAL OF THE 2003 EQUITY INCENTIVE PLAN AS AMENDED TO INCREASE THE AVAILABLE SHARE RESERVE BY 10 MILLION SHARES.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Mgmt	For
4.	APPROVAL ON AN ADVISORY BASIS OF THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	APPROVAL ON AN ADVISORY BASIS OF THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
 ADVANCE AUTO PARTS, INC.

Agen

-----  
 Security: 00751Y106  
 Meeting Type: Annual  
 Meeting Date: 17-May-2017  
 Ticker: AAP  
 ISIN: US00751Y1064  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JOHN F. BERGSTROM JOHN C. BROUILLARD BRAD W. BUSS FIONA P. DIAS JOHN F. FERRARO THOMAS R. GRECO ADRIANA KARABOUTIS EUGENE I. LEE, JR. WILLIAM S. OGLESBY REUBEN E. SLONE JEFFREY C. SMITH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	APPROVE, BY ADVISORY VOTE, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	RECOMMEND, BY ADVISORY VOTE, HOW OFTEN STOCKHOLDERS SHOULD VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

4.	APPROVE THE COMPANY'S 2017 AMENDED AND RESTATED EXECUTIVE INCENTIVE PLAN.	Mgmt	For
5.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP (DELOITTE) AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
6.	APPROVE PROPOSAL TO AMEND THE COMPANY'S CERTIFICATE OF INCORPORATION TO REDUCE THE THRESHOLD STOCK OWNERSHIP REQUIREMENT FROM 25 PERCENT TO 10 PERCENT FOR STOCKHOLDERS TO CALL A SPECIAL MEETING.	Mgmt	For

-----  
 ALEXION PHARMACEUTICALS, INC.

Agen

Security: 015351109  
 Meeting Type: Annual  
 Meeting Date: 10-May-2017  
 Ticker: ALXN  
 ISIN: US0153511094  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: FELIX J. BAKER	Mgmt	For
1B.	ELECTION OF DIRECTOR: DAVID R. BRENNAN	Mgmt	For
1C.	ELECTION OF DIRECTOR: M. MICHELE BURNS	Mgmt	For
1D.	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1E.	ELECTION OF DIRECTOR: LUDWIG N. HANTSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN T. MOLLEN	Mgmt	For
1G.	ELECTION OF DIRECTOR: R. DOUGLAS NORBY	Mgmt	For
1H.	ELECTION OF DIRECTOR: ALVIN S. PARVEN	Mgmt	For
1I.	ELECTION OF DIRECTOR: ANDREAS RUMMELT	Mgmt	For
1J.	ELECTION OF DIRECTOR: ANN M. VENEMAN	Mgmt	For
2.	TO APPROVE ALEXION'S 2017 INCENTIVE PLAN.	Mgmt	For
3.	RATIFICATION OF APPOINTMENT BY THE BOARD OF DIRECTORS OF PRICEWATERHOUSECOOPERS LLP AS ALEXION'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
4.	APPROVAL OF A NON-BINDING ADVISORY VOTE OF THE 2016 COMPENSATION PAID TO ALEXION'S NAMED EXECUTIVE OFFICERS.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

- |    |  |      |         |
|----|--|------|---------|
| 5. | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year  |
| 6. | TO REQUEST THE BOARD IMPLEMENT CONFIDENTIAL SHAREHOLDER VOTING ON EXECUTIVE PAY MATTERS.             | Shr  | Against |

-----  
 ALLERGAN PLC

Agen

-----  
 Security: G0177J108  
 Meeting Type: Annual  
 Meeting Date: 04-May-2017  
 Ticker: AGN  
 ISIN: IE00BY9D5467  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: NESLI BASGOZ, M.D.	Mgmt	For
1B.	ELECTION OF DIRECTOR: PAUL M. BISARO	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES H. BLOEM	Mgmt	For
1D.	ELECTION OF DIRECTOR: CHRISTOPHER W. BODINE	Mgmt	For
1E.	ELECTION OF DIRECTOR: ADRIANE M. BROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: CHRISTOPHER J. COUGHLIN	Mgmt	For
1G.	ELECTION OF DIRECTOR: CATHERINE M. KLEMA	Mgmt	For
1H.	ELECTION OF DIRECTOR: PETER J. MCDONNELL, M.D.	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICK J. O'SULLIVAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: BRENTON L. SAUNDERS	Mgmt	For
1K.	ELECTION OF DIRECTOR: RONALD R. TAYLOR	Mgmt	For
1L.	ELECTION OF DIRECTOR: FRED G. WEISS	Mgmt	For
2.	TO APPROVE, IN A NON-BINDING VOTE, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	TO RECOMMEND, IN A NON-BINDING VOTE, WHETHER A SHAREHOLDER VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY ONE, TWO OR THREE YEARS.	Mgmt	1 Year
4.	TO RATIFY, IN A NON-BINDING VOTE, THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S INDEPENDENT AUDITOR FOR	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

THE FISCAL YEAR ENDING DECEMBER 31, 2017  
AND TO AUTHORIZE, IN A BINDING VOTE, THE  
BOARD OF DIRECTORS, ACTING THROUGH ITS  
AUDIT AND COMPLIANCE COMMITTEE, TO  
DETERMINE PRICEWATERHOUSECOOPERS LLP'S  
REMUNERATION.

- |    |   |      |         |
|----|---|------|---------|
| 5. | TO APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS FOR THE PURPOSES OF SECTION 162(M) UNDER THE ALLERGAN PLC 2017 ANNUAL INCENTIVE COMPENSATION PLAN. | Mgmt | For     |
| 6. | TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING AN INDEPENDENT BOARD CHAIRMAN, IF PROPERLY PRESENTED AT THE MEETING.   | Shr  | Against |

-----  
AMAZON.COM, INC.

Agen

-----  
Security: 023135106  
Meeting Type: Annual  
Meeting Date: 23-May-2017  
Ticker: AMZN  
ISIN: US0231351067  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JEFFREY P. BEZOS	Mgmt	For
1B.	ELECTION OF DIRECTOR: TOM A. ALBERG	Mgmt	For
1C.	ELECTION OF DIRECTOR: JOHN SEELY BROWN	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMIE S. GORELICK	Mgmt	For
1E.	ELECTION OF DIRECTOR: DANIEL P. HUTTENLOCHER	Mgmt	For
1F.	ELECTION OF DIRECTOR: JUDITH A. MCGRATH	Mgmt	For
1G.	ELECTION OF DIRECTOR: JONATHAN J. RUBINSTEIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: THOMAS O. RYDER	Mgmt	For
1I.	ELECTION OF DIRECTOR: PATRICIA Q. STONESIFER	Mgmt	For
1J.	ELECTION OF DIRECTOR: WENDELL P. WEEKS	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE	Mgmt	1 Year

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

### ADVISORY VOTES ON EXECUTIVE COMPENSATION

5.	APPROVAL OF THE COMPANY'S 1997 STOCK INCENTIVE PLAN, AS AMENDED AND RESTATED	Mgmt	For
6.	SHAREHOLDER PROPOSAL REGARDING A REPORT ON USE OF CRIMINAL BACKGROUND CHECKS IN HIRING DECISIONS	Shr	Against
7.	SHAREHOLDER PROPOSAL REGARDING SUSTAINABILITY AS AN EXECUTIVE COMPENSATION PERFORMANCE MEASURE	Shr	Against
8.	SHAREHOLDER PROPOSAL REGARDING VOTE-COUNTING PRACTICES FOR SHAREHOLDER PROPOSALS	Shr	Against

---

### ANADARKO PETROLEUM CORPORATION

Agen

Security: 032511107  
Meeting Type: Annual  
Meeting Date: 10-May-2017  
Ticker: APC  
ISIN: US0325111070

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANTHONY R. CHASE	Mgmt	For
1B.	ELECTION OF DIRECTOR: DAVID E. CONSTABLE	Mgmt	For
1C.	ELECTION OF DIRECTOR: H. PAULETT EBERHART	Mgmt	For
1D.	ELECTION OF DIRECTOR: CLAIRE S. FARLEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: PETER J. FLUOR	Mgmt	For
1F.	ELECTION OF DIRECTOR: RICHARD L. GEORGE	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOSEPH W. GORDER	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN R. GORDON	Mgmt	For
1I.	ELECTION OF DIRECTOR: SEAN GOURLEY	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARK C. MCKINLEY	Mgmt	For
1K.	ELECTION OF DIRECTOR: ERIC D. MULLINS	Mgmt	For
1L.	ELECTION OF DIRECTOR: R. A. WALKER	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITOR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

4. ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
---	------	--------

-----  
 APPLE INC.

Agen

-----  
 Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 28-Feb-2017  
 Ticker: AAPL  
 ISIN: US0378331005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES BELL	Mgmt	For
1B.	ELECTION OF DIRECTOR: TIM COOK	Mgmt	For
1C.	ELECTION OF DIRECTOR: AL GORE	Mgmt	For
1D.	ELECTION OF DIRECTOR: BOB IGER	Mgmt	For
1E.	ELECTION OF DIRECTOR: ANDREA JUNG	Mgmt	For
1F.	ELECTION OF DIRECTOR: ART LEVINSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: RON SUGAR	Mgmt	For
1H.	ELECTION OF DIRECTOR: SUE WAGNER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS APPLE'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
5.	A SHAREHOLDER PROPOSAL ENTITLED "CHARITABLE GIVING - RECIPIENTS, INTENTS AND BENEFITS"	Shr	Against
6.	A SHAREHOLDER PROPOSAL REGARDING DIVERSITY AMONG OUR SENIOR MANAGEMENT AND BOARD OF DIRECTORS	Shr	Against
7.	A SHAREHOLDER PROPOSAL ENTITLED "SHAREHOLDER PROXY ACCESS AMENDMENTS"	Shr	For
8.	A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVE COMPENSATION REFORM"	Shr	Against
9.	A SHAREHOLDER PROPOSAL ENTITLED "EXECUTIVES TO RETAIN SIGNIFICANT STOCK"	Shr	For

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 BIOGEN INC. Agen  
 -----

Security: 09062X103  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2017  
 Ticker: BIIB  
 ISIN: US09062X1037  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ALEXANDER J. DENNER	Mgmt	For
1B.	ELECTION OF DIRECTOR: CAROLINE D. DORSA	Mgmt	For
1C.	ELECTION OF DIRECTOR: NANCY L. LEAMING	Mgmt	For
1D.	ELECTION OF DIRECTOR: RICHARD C. MULLIGAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT W. PANGIA	Mgmt	For
1F.	ELECTION OF DIRECTOR: STELIOS PAPADOPOULOS	Mgmt	For
1G.	ELECTION OF DIRECTOR: BRIAN S. POSNER	Mgmt	For
1H.	ELECTION OF DIRECTOR: ERIC K. ROWINSKY	Mgmt	For
1I.	ELECTION OF DIRECTOR: LYNN SCHENK	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEPHEN A. SHERWIN	Mgmt	For
1K.	ELECTION OF DIRECTOR: MICHEL VOUNATSOS	Mgmt	For
2.	TO RATIFY THE SELECTION OF PRICEWATERHOUSECOOPERS LLP AS BIOGEN INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	SAY ON PAY - TO APPROVE AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	SAY WHEN ON PAY - TO APPROVE AN ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	TO APPROVE THE BIOGEN INC. 2017 OMNIBUS EQUITY PLAN.	Mgmt	For

-----  
 BLUE BUFFALO PET PRODUCTS INC. (BUFF) Agen  
 -----

Security: 09531U102



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: BUFF  
 ISIN: US09531U1025

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR PHILIPPE AMOUYAL AFLALO GUIMARAES AMY SCHULMAN	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
2.	RATIFICATION, IN A NON-BINDING VOTE, OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017.	Mgmt	For
3.	RECOMMENDATION, IN A NON-BINDING VOTE, OF WHETHER FUTURE STOCKHOLDER VOTES TO APPROVE THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS SHOULD OCCUR EVERY 1, 2 OR 3 YEARS.	Mgmt	1 Year

BROADCOM LIMITED

Agen

Security: Y09827109  
 Meeting Type: Annual  
 Meeting Date: 05-Apr-2017  
 Ticker: AVGO  
 ISIN: SG9999014823

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MR. HOCK E. TAN	Mgmt	For
1B.	ELECTION OF DIRECTOR: MR. JAMES V. DILLER	Mgmt	For
1C.	ELECTION OF DIRECTOR: MR. LEWIS C. EGGBRECHT	Mgmt	For
1D.	ELECTION OF DIRECTOR: MR. KENNETH Y. HAO	Mgmt	For
1E.	ELECTION OF DIRECTOR: MR. EDDY W. HARTENSTEIN	Mgmt	For
1F.	ELECTION OF DIRECTOR: MR. CHECK KIAN LOW	Mgmt	For
1G.	ELECTION OF DIRECTOR: MR. DONALD MACLEOD	Mgmt	For
1H.	ELECTION OF DIRECTOR: MR. PETER J. MARKS	Mgmt	For
1I.	ELECTION OF DIRECTOR: DR. HENRY SAMUELI	Mgmt	For
2.	TO APPROVE THE RE-APPOINTMENT OF	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

PRICEWATERHOUSECOOPERS LLP AS BROADCOM'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM AND INDEPENDENT SINGAPORE AUDITOR FOR THE FISCAL YEAR ENDING OCTOBER 29, 2017 AND TO AUTHORIZE THE AUDIT COMMITTEE TO FIX ITS REMUNERATION, AS SET FORTH IN BROADCOM'S NOTICE OF, AND PROXY STATEMENT RELATING TO, ITS 2017 ANNUAL GENERAL MEETING.

- |    |   |      |        |
|----|---|------|--------|
| 3. | TO APPROVE THE GENERAL AUTHORIZATION FOR THE DIRECTORS OF BROADCOM TO ALLOT AND ISSUE SHARES IN OUR CAPITAL, AS SET FORTH IN BROADCOM'S NOTICE OF, AND PROXY STATEMENT RELATING TO, ITS 2017 ANNUAL GENERAL MEETING.  | Mgmt | For    |
| 4. | TO APPROVE THE COMPENSATION OF BROADCOM'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN "COMPENSATION DISCUSSION AND ANALYSIS" AND IN THE COMPENSATION TABLES AND ACCOMPANYING NARRATIVE DISCLOSURE UNDER "EXECUTIVE COMPENSATION" IN BROADCOM'S PROXY STATEMENT RELATING TO ITS 2017 ANNUAL GENERAL MEETING.     | Mgmt | For    |
| 5. | TO RECOMMEND THAT A NON-BINDING, ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE BROADCOM'S NAMED EXECUTIVE OFFICERS BE PUT TO SHAREHOLDERS FOR THEIR CONSIDERATION EVERY: ONE; TWO; OR THREE YEARS, AS SET FORTH IN BROADCOM'S NOTICE OF, AND PROXY STATEMENT RELATING TO, ITS 2017 ANNUAL GENERAL MEETING. | Mgmt | 1 Year |

---

BURLINGTON STORES, INC.

Agen

Security: 122017106  
Meeting Type: Annual  
Meeting Date: 17-May-2017  
Ticker: BURL  
ISIN: US1220171060

---

- | Prop.# | Proposal   | Proposal Type        | Proposal Vote     |
|--------|--|----------------------|-------------------|
| 1.     | DIRECTOR<br>TED ENGLISH<br>JORDAN HITCH<br>MARY ANN TOCIO  | Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For |
| 2.     | RATIFICATION OF APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED CERTIFIED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 3, 2018. | Mgmt                 | For               |
| 3.     | APPROVAL, ON AN ADVISORY (NON-BINDING)   | Mgmt                 | For               |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

BASIS, OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.

- |    |  |      |     |
|----|--|------|-----|
| 4. | APPROVAL OF THE BURLINGTON STORES, INC. 2013 OMNIBUS INCENTIVE PLAN (AS AMENDED AND RESTATED). | Mgmt | For |
|----|--|------|-----|

-----  
 CBOE HOLDINGS INC

Agen

Security: 12503M108  
 Meeting Type: Special  
 Meeting Date: 17-Jan-2017  
 Ticker: CBOE  
 ISIN: US12503M1080

- | Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | TO APPROVE THE ISSUANCE OF SHARES OF CBOE HOLDINGS, INC. COMMON STOCK PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 25, 2016 BY AND AMONG CBOE HOLDINGS, INC., TWO WHOLLY OWNED SUBSIDIARIES OF CBOE HOLDINGS, INC. AND BATS GLOBAL MARKETS, INC. (THE "SHARE ISSUANCE PROPOSAL") | Mgmt          | For           |
| 2.     | TO ADJOURN THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO PERMIT FURTHER SOLICITATION OF PROXIES IN FAVOR OF THE SHARE ISSUANCE PROPOSAL IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE SHARE ISSUANCE PROPOSAL.                                     | Mgmt          | For           |

-----  
 CBOE HOLDINGS INC

Agen

Security: 12503M108  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: CBOE  
 ISIN: US12503M1080

- | Prop.# | Proposal                                    | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1A.    | ELECTION OF DIRECTOR: EDWARD T. TILLY       | Mgmt          | For           |
| 1B.    | ELECTION OF DIRECTOR: JAMES R. BORIS        | Mgmt          | For           |
| 1C.    | ELECTION OF DIRECTOR: FRANK E. ENGLISH, JR. | Mgmt          | For           |

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1D.	ELECTION OF DIRECTOR: WILLIAM M. FARROW III	Mgmt	For
1E.	ELECTION OF DIRECTOR: EDWARD J. FITZPATRICK	Mgmt	For
1F.	ELECTION OF DIRECTOR: JANET P. FROETSCHER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JILL R. GOODMAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHRISTOPHER T. MITCHELL	Mgmt	For
1I.	ELECTION OF DIRECTOR: RODERICK A. PALMORE	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOSEPH P. RATTERMAN	Mgmt	For
1K.	ELECTION OF DIRECTOR: MICHAEL L. RICHTER	Mgmt	For
1L.	ELECTION OF DIRECTOR: SAMUEL K. SKINNER	Mgmt	For
1M.	ELECTION OF DIRECTOR: CAROLE E. STONE	Mgmt	For
1N.	ELECTION OF DIRECTOR: EUGENE S. SUNSHINE	Mgmt	For
2.	ADVISORY PROPOSAL TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY PROPOSAL TO APPROVE THE FREQUENCY OF AN ADVISORY VOTE ON THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	RATIFICATION OF THE APPOINTMENT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

---

CELGENE CORPORATION

Agen

Security: 151020104  
 Meeting Type: Annual  
 Meeting Date: 14-Jun-2017  
 Ticker: CELG  
 ISIN: US1510201049

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	ROBERT J. HUGIN	Mgmt	For
	MARK J. ALLES	Mgmt	For
	RICHARD W BARKER D PHIL	Mgmt	For
	MICHAEL W. BONNEY	Mgmt	For
	MICHAEL D. CASEY	Mgmt	Withheld
	CARRIE S. COX	Mgmt	For
	MICHAEL A. FRIEDMAN, MD	Mgmt	Withheld
	JULIA A. HALLER, M.D.	Mgmt	For
	GILLA S. KAPLAN, PH.D.	Mgmt	Withheld
	JAMES J. LOUGHLIN	Mgmt	For
	ERNEST MARIO, PH.D.	Mgmt	Withheld

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	APPROVAL OF AN AMENDMENT AND RESTATEMENT OF THE COMPANY'S STOCK INCENTIVE PLAN.	Mgmt	For
4.	APPROVAL, BY NON-BINDING VOTE, OF EXECUTIVE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
6.	STOCKHOLDER PROPOSAL TO REQUEST A BY-LAW PROVISION LIMITING MANAGEMENT'S ACCESS TO VOTE TALLIES PRIOR TO THE ANNUAL MEETING WITH RESPECT TO CERTAIN EXECUTIVE PAY MATTERS, DESCRIBED IN MORE DETAIL IN THE PROXY STATEMENT.	Shr	Against

-----  
 CONSTELLATION BRANDS, INC.  
 -----

Agen

Security: 21036P108  
 Meeting Type: Annual  
 Meeting Date: 20-Jul-2016  
 Ticker: STZ  
 ISIN: US21036P1084  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JERRY FOWDEN BARRY A. FROMBERG ROBERT L. HANSON ERNESTO M. HERNANDEZ JAMES A. LOCKE III DANIEL J. MCCARTHY RICHARD SANDS ROBERT SANDS JUDY A. SCHMELING KEITH E. WANDELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For Withheld For For For For For
2.	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2017	Mgmt	For
3.	TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT	Mgmt	For

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 COSTCO WHOLESALE CORPORATION

Agen

Security: 22160K105  
 Meeting Type: Annual  
 Meeting Date: 26-Jan-2017  
 Ticker: COST  
 ISIN: US22160K1051  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR SUSAN L. DECKER RICHARD A. GALANTI JOHN W. MEISENBACH CHARLES T. MUNGER	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS.	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF EXECUTIVE COMPENSATION.	Mgmt	For
4.	APPROVAL, ON AN ADVISORY BASIS, OF THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
 DANAHER CORPORATION

Agen

Security: 235851102  
 Meeting Type: Annual  
 Meeting Date: 09-May-2017  
 Ticker: DHR  
 ISIN: US2358511028  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DONALD J. EHRLICH	Mgmt	Against
1B.	ELECTION OF DIRECTOR: LINDA HEFNER FILLER	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT J. HUGIN	Mgmt	For
1D.	ELECTION OF DIRECTOR: THOMAS P. JOYCE, JR.	Mgmt	For
1E.	ELECTION OF DIRECTOR: TERI LIST-STOLL	Mgmt	Against
1F.	ELECTION OF DIRECTOR: WALTER G. LOHR, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: MITCHELL P. RALES	Mgmt	For
1H.	ELECTION OF DIRECTOR: STEVEN M. RALES	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1I.	ELECTION OF DIRECTOR: JOHN T. SCHWIETERS	Mgmt	Against
1J.	ELECTION OF DIRECTOR: ALAN G. SPOON	Mgmt	For
1K.	ELECTION OF DIRECTOR: RAYMOND C. STEVENS, PH.D.	Mgmt	For
1L.	ELECTION OF DIRECTOR: ELIAS A. ZERHOUNI, M.D.	Mgmt	For
2.	TO RATIFY THE SELECTION OF ERNST & YOUNG LLP AS DANAHER'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 STOCK INCENTIVE PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN.	Mgmt	For
4.	TO APPROVE CERTAIN AMENDMENTS TO DANAHER'S 2007 EXECUTIVE INCENTIVE COMPENSATION PLAN AND THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE PLAN.	Mgmt	For
5.	TO APPROVE ON AN ADVISORY BASIS THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
6.	TO HOLD AN ADVISORY VOTE RELATING TO THE FREQUENCY OF FUTURE SHAREHOLDER ADVISORY VOTES ON THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year
7.	TO ACT UPON A SHAREHOLDER PROPOSAL REQUESTING THAT DANAHER ADOPT AND REPORT ON GOALS TO REDUCE GREENHOUSE GAS EMISSIONS.	Shr	Against

---

DELPHI AUTOMOTIVE PLC

Agen

Security: G27823106  
Meeting Type: Annual  
Meeting Date: 27-Apr-2017  
Ticker: DLPH  
ISIN: JE00B783TY65

---

Prop.#	Proposal	Proposal Type	Proposal Vote
01.	ELECTION OF DIRECTOR: JOSEPH S. CANTIE	Mgmt	For
02.	ELECTION OF DIRECTOR: KEVIN P. CLARK	Mgmt	For
03.	ELECTION OF DIRECTOR: GARY L. COWGER	Mgmt	For
04.	ELECTION OF DIRECTOR: NICHOLAS M. DONOFRIO	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

05.	ELECTION OF DIRECTOR: MARK P. FRISSORA	Mgmt	For
06.	ELECTION OF DIRECTOR: RAJIV L. GUPTA	Mgmt	For
07.	ELECTION OF DIRECTOR: SEAN O. MAHONEY	Mgmt	For
08.	ELECTION OF DIRECTOR: TIMOTHY M. MANGANELLO	Mgmt	For
09.	ELECTION OF DIRECTOR: ANA G. PINCZUK	Mgmt	For
10.	ELECTION OF DIRECTOR: THOMAS W. SIDLIK	Mgmt	For
11.	ELECTION OF DIRECTOR: BERND WIEDEMANN	Mgmt	For
12.	ELECTION OF DIRECTOR: LAWRENCE A. ZIMMERMAN	Mgmt	For
13.	PROPOSAL TO RE-APPOINT AUDITORS, RATIFY INDEPENDENT PUBLIC ACCOUNTING FIRM AND AUTHORIZE THE DIRECTORS TO DETERMINE THE FEES PAID TO THE AUDITORS.	Mgmt	For
14.	SAY-ON-PAY - TO APPROVE, BY ADVISORY VOTE, EXECUTIVE COMPENSATION.	Mgmt	For

-----  
DOVER CORPORATION

Agen

-----  
 Security: 260003108  
 Meeting Type: Annual  
 Meeting Date: 05-May-2017  
 Ticker: DOV  
 ISIN: US2600031080  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: P.T. FRANCIS	Mgmt	For
1B.	ELECTION OF DIRECTOR: K.C. GRAHAM	Mgmt	For
1C.	ELECTION OF DIRECTOR: M.F. JOHNSTON	Mgmt	For
1D.	ELECTION OF DIRECTOR: R.A. LIVINGSTON	Mgmt	For
1E.	ELECTION OF DIRECTOR: R.K. LOCHRIDGE	Mgmt	For
1F.	ELECTION OF DIRECTOR: E.A. SPIEGEL	Mgmt	For
1G.	ELECTION OF DIRECTOR: M.B. STUBBS	Mgmt	For
1H.	ELECTION OF DIRECTOR: R.J. TOBIN	Mgmt	For
1I.	ELECTION OF DIRECTOR: S.M. TODD	Mgmt	For
1J.	ELECTION OF DIRECTOR: S.K. WAGNER	Mgmt	For
1K.	ELECTION OF DIRECTOR: K.E. WANDELL	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1L.	ELECTION OF DIRECTOR: M.A. WINSTON	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	TO APPROVE, ON AN ADVISORY BASIS, THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	TO REAPPROVE THE PERFORMANCE GOALS UNDER OUR 2012 EQUITY AND CASH INCENTIVE PLAN.	Mgmt	For
6.	TO REAPPROVE THE PERFORMANCE GOALS UNDER OUR EXECUTIVE OFFICER ANNUAL INCENTIVE PLAN.	Mgmt	For
7.	TO APPROVE AMENDMENTS TO ARTICLE 15 OF OUR RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPER-MAJORITY VOTING REQUIREMENT.	Mgmt	For
8.	TO APPROVE AMENDMENTS TO ARTICLE 16 OF OUR RESTATED CERTIFICATE OF INCORPORATION TO ELIMINATE THE SUPER-MAJORITY VOTING REQUIREMENT.	Mgmt	For

-----  
 ECOLAB INC.

Agen

-----  
 Security: 278865100  
 Meeting Type: Annual  
 Meeting Date: 04-May-2017  
 Ticker: ECL  
 ISIN: US2788651006  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DOUGLAS M. BAKER, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: BARBARA J. BECK	Mgmt	For
1C.	ELECTION OF DIRECTOR: LESLIE S. BILLER	Mgmt	For
1D.	ELECTION OF DIRECTOR: CARL M. CASALE	Mgmt	For
1E.	ELECTION OF DIRECTOR: STEPHEN I. CHAZEN	Mgmt	For
1F.	ELECTION OF DIRECTOR: JEFFREY M. ETTINGER	Mgmt	For
1G.	ELECTION OF DIRECTOR: ARTHUR J. HIGGINS	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1H.	ELECTION OF DIRECTOR: MICHAEL LARSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: DAVID W. MACLENNAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: TRACY B. MCKIBBEN	Mgmt	For
1K.	ELECTION OF DIRECTOR: VICTORIA J. REICH	Mgmt	For
1L.	ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT	Mgmt	For
1M.	ELECTION OF DIRECTOR: JOHN J. ZILLMER	Mgmt	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF EXECUTIVES DISCLOSED IN THE PROXY STATEMENT.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE STOCKHOLDER ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
 ELI LILLY AND COMPANY

Agen

Security: 532457108  
 Meeting Type: Annual  
 Meeting Date: 01-May-2017  
 Ticker: LLY  
 ISIN: US5324571083  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: M. L. ESKEW	Mgmt	Against
1B.	ELECTION OF DIRECTOR: W. G. KAELIN, JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: J. C. LECHLEITER	Mgmt	For
1D.	ELECTION OF DIRECTOR: D. A. RICKS	Mgmt	For
1E.	ELECTION OF DIRECTOR: M. S. RUNGE	Mgmt	For
2.	ADVISORY VOTE ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	ADVISORY VOTE REGARDING THE FREQUENCY OF ADVISORY VOTES ON COMPENSATION PAID TO THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
4.	RATIFICATION OF THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ERNST & YOUNG LLP AS PRINCIPAL INDEPENDENT AUDITOR FOR 2017.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

- |    |   |      |         |
|----|---|------|---------|
| 5. | APPROVE AMENDMENT TO THE LILLY DIRECTORS' DEFERRAL PLAN.  | Mgmt | For     |
| 6. | CONSIDERATION OF A SHAREHOLDER PROPOSAL SEEKING A REPORT REGARDING DIRECT AND INDIRECT POLITICAL CONTRIBUTIONS. | Shr  | Against |

-----  
 ELLIE MAE, INC.

Agen

-----  
 Security: 28849P100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2017  
 Ticker: ELLI  
 ISIN: US28849P1003  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR KAREN BLASING JONATHAN CORR ROBERT J. LEVIN JEB S. SPENCER	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	TO RATIFY THE SELECTION, BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS, OF GRANT THORNTON LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR ITS FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE NAMED EXECUTIVE OFFICER COMPENSATION FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016 AS DISCLOSED IN THE PROXY STATEMENT	Mgmt	For
4.	TO CONSIDER A STOCKHOLDER PROPOSAL IF PROPERLY PRESENTED AT THE MEETING, RELATED TO THE DECLASSIFICATION OF THE BOARD OF DIRECTORS.	Shr	For

-----  
 EOG RESOURCES, INC.

Agen

-----  
 Security: 26875P101  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: EOG  
 ISIN: US26875P1012  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1A.	ELECTION OF DIRECTOR: JANET F. CLARK	Mgmt	For
1B.	ELECTION OF DIRECTOR: CHARLES R. CRISP	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT P. DANIELS	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES C. DAY	Mgmt	For
1E.	ELECTION OF DIRECTOR: DONALD F. TEXTOR	Mgmt	For
1F.	ELECTION OF DIRECTOR: WILLIAM R. THOMAS	Mgmt	For
1G.	ELECTION OF DIRECTOR: FRANK G. WISNER	Mgmt	For
2.	TO RATIFY THE APPOINTMENT BY THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF DELOITTE & TOUCHE LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS AUDITORS FOR THE COMPANY FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO APPROVE AN AMENDMENT OF THE COMPANY'S RESTATED CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK FROM 640 MILLION TO 1.28 BILLION.	Mgmt	For
4.	TO APPROVE, BY NON-BINDING VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
5.	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF HOLDING ADVISORY VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year

-----  
 FACEBOOK INC.

Agen

-----  
 Security: 30303M102  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: FB  
 ISIN: US30303M1027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	MARC L. ANDREESSEN	Mgmt	For
	ERSKINE B. BOWLES	Mgmt	For
	S.D.DESMOND-HELLMANN	Mgmt	For
	REED HASTINGS	Mgmt	For
	JAN KOUM	Mgmt	Withheld
	SHERYL K. SANDBERG	Mgmt	Withheld
	PETER A. THIEL	Mgmt	For
	MARK ZUCKERBERG	Mgmt	Withheld

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS FACEBOOK, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	A STOCKHOLDER PROPOSAL REGARDING CHANGE IN STOCKHOLDER VOTING.	Shr	For
4.	A STOCKHOLDER PROPOSAL REGARDING A LOBBYING REPORT.	Shr	Against
5.	A STOCKHOLDER PROPOSAL REGARDING FALSE NEWS.	Shr	Against
6.	A STOCKHOLDER PROPOSAL REGARDING A GENDER PAY EQUITY REPORT.	Shr	Against
7.	A STOCKHOLDER PROPOSAL REGARDING AN INDEPENDENT CHAIR.	Shr	For

-----  
 FIREEYE, INC.

Agen

-----  
 Security: 31816Q101  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: FEYE  
 ISIN: US31816Q1013  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF CLASS I DIRECTOR: KIMBERLY ALEXY	Mgmt	For
1B.	ELECTION OF CLASS I DIRECTOR: STEPHEN PUSEY	Mgmt	Against
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	Against

-----  
 GODADDY INC.

Agen

-----  
 Security: 380237107  
 Meeting Type: Annual  
 Meeting Date: 07-Jun-2017  
 Ticker: GDDY  
 ISIN: US3802371076  
 -----

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR RICHARD H. KIMBALL ELIZABETH S. RAFAEL LEE E. WITTLINGER	Mgmt Mgmt Mgmt	Withheld Withheld Withheld
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION IN A NON-BINDING ADVISORY VOTE.	Mgmt	For

-----  
HALLIBURTON COMPANY

Agen

-----  
Security: 406216101  
Meeting Type: Annual  
Meeting Date: 17-May-2017  
Ticker: HAL  
ISIN: US4062161017  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ABDULAZIZ F. AL KHAYYAL	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM E. ALBRECHT	Mgmt	For
1C.	ELECTION OF DIRECTOR: ALAN M. BENNETT	Mgmt	For
1D.	ELECTION OF DIRECTOR: JAMES R. BOYD	Mgmt	For
1E.	ELECTION OF DIRECTOR: MILTON CARROLL	Mgmt	For
1F.	ELECTION OF DIRECTOR: NANCE K. DICCIANI	Mgmt	For
1G.	ELECTION OF DIRECTOR: MURRY S. GERBER	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSE C. GRUBISICH	Mgmt	For
1I.	ELECTION OF DIRECTOR: DAVID J. LESAR	Mgmt	For
1J.	ELECTION OF DIRECTOR: ROBERT A. MALONE	Mgmt	For
1K.	ELECTION OF DIRECTOR: J. LANDIS MARTIN	Mgmt	For
1L.	ELECTION OF DIRECTOR: JEFFREY A. MILLER	Mgmt	For
1M.	ELECTION OF DIRECTOR: DEBRA L. REED	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF AUDITORS.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

- |    |   |      |        |
|----|---|------|--------|
| 3. | ADVISORY APPROVAL OF EXECUTIVE COMPENSATION.  | Mgmt | For    |
| 4. | PROPOSAL FOR ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION. | Mgmt | 1 Year |
| 5. | PROPOSAL TO AMEND AND RESTATE THE HALLIBURTON COMPANY STOCK AND INCENTIVE PLAN.                 | Mgmt | For    |

-----  
HOLOGIC, INC.

Agen

Security: 436440101  
Meeting Type: Annual  
Meeting Date: 08-Mar-2017  
Ticker: HOLX  
ISIN: US4364401012

- | Prop.# | Proposal   | Proposal Type  | Proposal Vote  |
|--------|--|--|--|
| 1.     | DIRECTOR<br>CHRISTOPHER J. COUGHLIN<br>SALLY W. CRAWFORD<br>SCOTT T. GARRETT<br>LAWRENCE M. LEVY<br>STEPHEN P. MACMILLAN<br>CHRISTIANA STAMOULIS<br>ELAINE S. ULLIAN<br>AMY M. WENDELL | Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt<br>Mgmt | For<br>For<br>For<br>For<br>For<br>For<br>For<br>For |
| 2.     | A NON-BINDING ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.   | Mgmt   | For  |
| 3.     | TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.  | Mgmt   | 1 Year   |
| 4.     | AMENDMENT TO HOLOGIC'S FIFTH AMENDED AND RESTATED BYLAWS.  | Mgmt   | For  |
| 5.     | RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017.   | Mgmt   | For  |

-----  
INCYTE CORPORATION

Agen

Security: 45337C102  
Meeting Type: Annual  
Meeting Date: 26-May-2017  
Ticker: INCY  
ISIN: US45337C1027

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JULIAN C. BAKER JEAN-JACQUES BIENAIME PAUL A. BROOKE PAUL J. CLANCY WENDY L. DIXON PAUL A. FRIEDMAN HERVE HOPPENOT	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For
2.	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	TO APPROVE, ON A NON-BINDING, ADVISORY BASIS, THE FREQUENCY OF FUTURE NON-BINDING ADVISORY STOCKHOLDER VOTES ON THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
4.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For

INTUIT INC.

Agen

Security: 461202103  
Meeting Type: Annual  
Meeting Date: 19-Jan-2017  
Ticker: INTU  
ISIN: US4612021034

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: EVE BURTON	Mgmt	For
1B.	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1C.	ELECTION OF DIRECTOR: RICHARD L. DALZELL	Mgmt	For
1D.	ELECTION OF DIRECTOR: DIANE B. GREENE	Mgmt	For
1E.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: DENNIS D. POWELL	Mgmt	For
1G.	ELECTION OF DIRECTOR: BRAD D. SMITH	Mgmt	For
1H.	ELECTION OF DIRECTOR: RAUL VAZQUEZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: JEFF WEINER	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

2.	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2017.	Mgmt	For
3.	APPROVAL OF THE AMENDED AND RESTATED 2005 EQUITY INCENTIVE PLAN TO (A) INCREASE THE SHARE RESERVE BY AN ADDITIONAL 23,110,386 SHARES; (B) REAPPROVE THE MATERIAL TERMS OF PERFORMANCE-BASED COMPENSATION FOR PURPOSES OF SECTION 162(M) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED; AND (C) AMEND CERTAIN TERMS OF THE 2005 EQUITY INCENTIVE PLAN.	Mgmt	For
4.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For

-----  
 JOHNSON & JOHNSON

Agen

Security: 478160104  
 Meeting Type: Annual  
 Meeting Date: 27-Apr-2017  
 Ticker: JNJ  
 ISIN: US4781601046  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARY C. BECKERLE	Mgmt	For
1B.	ELECTION OF DIRECTOR: D. SCOTT DAVIS	Mgmt	For
1C.	ELECTION OF DIRECTOR: IAN E. L. DAVIS	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALEX GORSKY	Mgmt	For
1E.	ELECTION OF DIRECTOR: MARK B. MCCLELLAN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ANNE M. MULCAHY	Mgmt	For
1G.	ELECTION OF DIRECTOR: WILLIAM D. PEREZ	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES PRINCE	Mgmt	For
1I.	ELECTION OF DIRECTOR: A. EUGENE WASHINGTON	Mgmt	For
1J.	ELECTION OF DIRECTOR: RONALD A. WILLIAMS	Mgmt	For
2.	ADVISORY VOTE ON FREQUENCY OF VOTING TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	1 Year
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
4.	RE-APPROVAL OF THE MATERIAL TERMS OF	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

### PERFORMANCE GOALS UNDER THE 2012 LONG-TERM INCENTIVE PLAN

5.	RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017	Mgmt	For
6.	SHAREHOLDER PROPOSAL - INDEPENDENT BOARD CHAIRMAN	Shr	For

---

### JOHNSON CONTROLS INTERNATIONAL PLC

Agen

Security: G51502105  
 Meeting Type: Annual  
 Meeting Date: 08-Mar-2017  
 Ticker: JCI  
 ISIN: IE00BY7QL619

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DAVID P. ABNEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: NATALIE A. BLACK	Mgmt	For
1C.	ELECTION OF DIRECTOR: MICHAEL E. DANIELS	Mgmt	For
1D.	ELECTION OF DIRECTOR: BRIAN DUPERRAULT	Mgmt	For
1E.	ELECTION OF DIRECTOR: JEFFREY A. JOERRES	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALEX A. MOLINAROLI	Mgmt	For
1G.	ELECTION OF DIRECTOR: GEORGE R. OLIVER	Mgmt	For
1H.	ELECTION OF DIRECTOR: JUAN PABLO DEL VALLE PEROCHENA	Mgmt	For
1I.	ELECTION OF DIRECTOR: JURGEN TINGGREN	Mgmt	For
1J.	ELECTION OF DIRECTOR: MARK VERGNANO	Mgmt	For
1K.	ELECTION OF DIRECTOR: R. DAVID YOST	Mgmt	For
2.A	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY.	Mgmt	For
2.B	TO AUTHORIZE THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS TO SET THE AUDITORS' REMUNERATION.	Mgmt	For
3.	TO AUTHORIZE THE COMPANY AND/OR ANY SUBSIDIARY OF THE COMPANY TO MAKE MARKET PURCHASES OF COMPANY SHARES.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

4.	TO DETERMINE THE PRICE RANGE AT WHICH THE COMPANY CAN RE-ALLOT SHARES THAT IT HOLDS AS TREASURY SHARES (SPECIAL RESOLUTION).	Mgmt	For
5.	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	Against
6.	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, THE FREQUENCY OF THE NON-BINDING ADVISORY VOTE ON THE COMPENSATION OF THE NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
7.	TO APPROVE THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE JOHNSON CONTROLS INTERNATIONAL PLC 2012 SHARE AND INCENTIVE PLAN.	Mgmt	For
8.	TO APPROVE THE DIRECTORS' AUTHORITY TO ALLOT SHARES UP TO APPROXIMATELY 33% OF ISSUED SHARE CAPITAL.	Mgmt	For
9.	TO APPROVE THE WAIVER OF STATUTORY PRE-EMPTION RIGHTS WITH RESPECT TO UP TO 5% OF ISSUED SHARE CAPITAL (SPECIAL RESOLUTION)	Mgmt	For

-----  
 JPMORGAN CHASE & CO.

Agen

-----  
 Security: 46625H100  
 Meeting Type: Annual  
 Meeting Date: 16-May-2017  
 Ticker: JPM  
 ISIN: US46625H1005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LINDA B. BAMMANN	Mgmt	For
1B.	ELECTION OF DIRECTOR: JAMES A. BELL	Mgmt	For
1C.	ELECTION OF DIRECTOR: CRANDALL C. BOWLES	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN B. BURKE	Mgmt	For
1E.	ELECTION OF DIRECTOR: TODD A. COMBS	Mgmt	For
1F.	ELECTION OF DIRECTOR: JAMES S. CROWN	Mgmt	For
1G.	ELECTION OF DIRECTOR: JAMES DIMON	Mgmt	For
1H.	ELECTION OF DIRECTOR: TIMOTHY P. FLYNN	Mgmt	For
1I.	ELECTION OF DIRECTOR: LABAN P. JACKSON, JR.	Mgmt	For
1J.	ELECTION OF DIRECTOR: MICHAEL A. NEAL	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1K.	ELECTION OF DIRECTOR: LEE R. RAYMOND	Mgmt	For
1L.	ELECTION OF DIRECTOR: WILLIAM C. WELDON	Mgmt	For
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
3.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	Mgmt	For
4.	ADVISORY VOTE ON FREQUENCY OF ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION	Mgmt	1 Year
5.	INDEPENDENT BOARD CHAIRMAN	Shr	For
6.	VESTING FOR GOVERNMENT SERVICE	Shr	For
7.	CLAWBACK AMENDMENT	Shr	Against
8.	GENDER PAY EQUITY	Shr	Against
9.	HOW VOTES ARE COUNTED	Shr	Against
10.	SPECIAL SHAREOWNER MEETINGS	Shr	For

-----  
LKQ CORPORATION

Agen

-----  
Security: 501889208  
Meeting Type: Annual  
Meeting Date: 08-May-2017  
Ticker: LKQ  
ISIN: US5018892084  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SUKHPAL SINGH AHLUWALIA	Mgmt	For
1B.	ELECTION OF DIRECTOR: A. CLINTON ALLEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT M. HANSER	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOSEPH M. HOLSTEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: BLYTHE J. MCGARVIE	Mgmt	For
1F.	ELECTION OF DIRECTOR: PAUL M. MEISTER	Mgmt	For
1G.	ELECTION OF DIRECTOR: JOHN F. O'BRIEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: GUHAN SUBRAMANIAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM M. WEBSTER, IV	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1J.	ELECTION OF DIRECTOR: DOMINICK ZARCONE	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
 MEDTRONIC PLC

Agen

-----  
 Security: G5960L103  
 Meeting Type: Annual  
 Meeting Date: 09-Dec-2016  
 Ticker: MDT  
 ISIN: IE00BTN1Y115  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: RICHARD H. ANDERSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: CRAIG ARNOLD	Mgmt	For
1C.	ELECTION OF DIRECTOR: SCOTT C. DONNELLY	Mgmt	For
1D.	ELECTION OF DIRECTOR: RANDALL HOGAN III	Mgmt	For
1E.	ELECTION OF DIRECTOR: OMAR ISHRAK	Mgmt	For
1F.	ELECTION OF DIRECTOR: SHIRLEY A. JACKSON, PH.D.	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL O. LEAVITT	Mgmt	For
1H.	ELECTION OF DIRECTOR: JAMES T. LENEHAN	Mgmt	For
1I.	ELECTION OF DIRECTOR: ELIZABETH NABEL, M.D.	Mgmt	For
1J.	ELECTION OF DIRECTOR: DENISE M. O'LEARY	Mgmt	For
1K.	ELECTION OF DIRECTOR: KENDALL J. POWELL	Mgmt	For
1L.	ELECTION OF DIRECTOR: ROBERT C. POZEN	Mgmt	For
1M.	ELECTION OF DIRECTOR: PREETHA REDDY	Mgmt	For
2.	TO RATIFY THE RE-APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS MEDTRONIC'S INDEPENDENT AUDITOR FOR FISCAL YEAR 2017 AND AUTHORIZE THE BOARD OF DIRECTORS,	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	ACTING THROUGH THE AUDIT COMMITTEE, TO SET ITS REMUNERATION.		
3.	TO APPROVE IN A NON-BINDING ADVISORY VOTE, NAMED EXECUTIVE OFFICER COMPENSATION (A "SAY-ON-PAY" VOTE).	Mgmt	For
4.	TO APPROVE AMENDMENTS TO MEDTRONIC'S ARTICLES OF ASSOCIATION TO IMPLEMENT "PROXY ACCESS".	Mgmt	For
5A.	TO APPROVE AMENDMENTS TO MEDTRONIC'S: ARTICLES OF ASSOCIATION TO MAKE CERTAIN ADMINISTRATIVE CHANGES.	Mgmt	For
5B.	TO APPROVE AMENDMENTS TO MEDTRONIC'S: MEMORANDUM OF ASSOCIATION TO MAKE CERTAIN ADMINISTRATIVE CHANGES.	Mgmt	For
6.	TO APPROVE AMENDMENTS TO MEDTRONIC'S ARTICLES OF ASSOCIATION TO CLARIFY THE BOARD'S SOLE AUTHORITY TO DETERMINE ITS SIZE WITHIN THE FIXED LIMITS IN THE ARTICLES OF ASSOCIATION.	Mgmt	For

-----  
 MICROSOFT CORPORATION

-----  
 Agen

Security: 594918104  
 Meeting Type: Annual  
 Meeting Date: 30-Nov-2016  
 Ticker: MSFT  
 ISIN: US5949181045  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
1B.	ELECTION OF DIRECTOR: TERI L. LIST-STOLL	Mgmt	For
1C.	ELECTION OF DIRECTOR: G. MASON MORFIT	Mgmt	For
1D.	ELECTION OF DIRECTOR: SATYA NADELLA	Mgmt	For
1E.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
1F.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
1G.	ELECTION OF DIRECTOR: SANDRA E. PETERSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN W. STANTON	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
1K.	ELECTION OF DIRECTOR: PADMASREE WARRIOR	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2017	Mgmt	For
4.	APPROVAL OF AMENDMENT TO OUR AMENDED AND RESTATED ARTICLES OF INCORPORATION	Mgmt	For
5.	APPROVAL OF FRENCH SUB PLAN UNDER THE 2001 STOCK PLAN	Mgmt	For
6.	SHAREHOLDER PROPOSAL - REQUESTING CERTAIN PROXY ACCESS BYLAW AMENDMENTS	Shr	For

-----  
 MONSANTO COMPANY

Agen

Security: 61166W101  
 Meeting Type: Special  
 Meeting Date: 13-Dec-2016  
 Ticker: MON  
 ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF SEPTEMBER 14, 2016 (AS IT MAY BE AMENDED FROM TIME TO TIME, THE "MERGER AGREEMENT"), BY AND AMONG MONSANTO COMPANY (THE "COMPANY"), BAYER AKTIENGESELLSCHAFT, A GERMAN STOCK CORPORATION ("BAYER"), AND KWA INVESTMENT CO., A DELAWARE .. (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Mgmt	For
2.	TO APPROVE, ON AN ADVISORY (NON-BINDING) BASIS, CERTAIN COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO THE COMPANY'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE MERGER.	Mgmt	For
3.	TO APPROVE THE ADJOURNMENT OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, INCLUDING TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE THE PROPOSAL TO ADOPT THE MERGER AGREEMENT OR IN THE ABSENCE OF A QUORUM.	Mgmt	For

-----  
 MONSANTO COMPANY

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 61166W101  
 Meeting Type: Annual  
 Meeting Date: 27-Jan-2017  
 Ticker: MON  
 ISIN: US61166W1018

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: DWIGHT M. "MITCH" BARNES	Mgmt	For
1B.	ELECTION OF DIRECTOR: GREGORY H. BOYCE	Mgmt	For
1C.	ELECTION OF DIRECTOR: DAVID L. CHICOINE, PH.D.	Mgmt	For
1D.	ELECTION OF DIRECTOR: JANICE L. FIELDS	Mgmt	For
1E.	ELECTION OF DIRECTOR: HUGH GRANT	Mgmt	For
1F.	ELECTION OF DIRECTOR: ARTHUR H. HARPER	Mgmt	For
1G.	ELECTION OF DIRECTOR: LAURA K. IPSEN	Mgmt	For
1H.	ELECTION OF DIRECTOR: MARCOS M. LUTZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: C. STEVEN MCMILLAN	Mgmt	For
1J.	ELECTION OF DIRECTOR: JON R. MOELLER	Mgmt	For
1K.	ELECTION OF DIRECTOR: GEORGE H. POSTE, PH.D., D.V.M.	Mgmt	For
1L.	ELECTION OF DIRECTOR: ROBERT J. STEVENS	Mgmt	For
1M.	ELECTION OF DIRECTOR: PATRICIA VERDUIN, PH.D.	Mgmt	For
2.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017.	Mgmt	For
3.	ADVISORY (NON-BINDING) VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY (NON-BINDING) VOTE ON FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	APPROVAL OF PERFORMANCE GOALS UNDER, AND AN AMENDMENT TO, THE LONG-TERM INCENTIVE PLAN.	Mgmt	For
6.	SHAREOWNER PROPOSAL: LOBBYING REPORT.	Shr	Against
7.	SHAREOWNER PROPOSAL: GLYPHOSATE REPORT.	Shr	Against



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

NEWELL BRANDS INC.

Agen

Security: 651229106  
 Meeting Type: Annual  
 Meeting Date: 09-May-2017  
 Ticker: NWL  
 ISIN: US6512291062

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: IAN G.H. ASHKEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: THOMAS E. CLARKE	Mgmt	For
1C.	ELECTION OF DIRECTOR: KEVIN C. CONROY	Mgmt	For
1D.	ELECTION OF DIRECTOR: SCOTT S. COWEN	Mgmt	For
1E.	ELECTION OF DIRECTOR: MICHAEL T. COWHIG	Mgmt	For
1F.	ELECTION OF DIRECTOR: DOMENICO DE SOLE	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARTIN E. FRANKLIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROS L'ESPERANCE	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL B. POLK	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEVEN J. STROBEL	Mgmt	For
1K.	ELECTION OF DIRECTOR: MICHAEL A. TODMAN	Mgmt	For
1L.	ELECTION OF DIRECTOR: RAYMOND G. VIAULT	Mgmt	For
2.	RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

NIKE, INC.

Agen

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 22-Sep-2016  
 Ticker: NKE  
 ISIN: US6541061031

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1.	DIRECTOR ALAN B. GRAF, JR. MICHELLE A. PELUSO PHYLLIS M. WISE	Mgmt Mgmt Mgmt	For For For
2.	TO APPROVE EXECUTIVE COMPENSATION BY AN ADVISORY VOTE.	Mgmt	For
3.	TO APPROVE AN AMENDMENT TO THE NIKE, INC. EMPLOYEE STOCK PURCHASE PLAN.	Mgmt	For
4.	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.	Shr	Against
5.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----  
 NORFOLK SOUTHERN CORPORATION

Agen

-----  
 Security: 655844108  
 Meeting Type: Annual  
 Meeting Date: 11-May-2017  
 Ticker: NSC  
 ISIN: US6558441084  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: THOMAS D. BELL, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: ERSKINE B. BOWLES	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT A. BRADWAY	Mgmt	Abstain
1D.	ELECTION OF DIRECTOR: WESLEY G. BUSH	Mgmt	For
1E.	ELECTION OF DIRECTOR: DANIEL A. CARP	Mgmt	For
1F.	ELECTION OF DIRECTOR: MITCHELL E. DANIELS, JR.	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARCELA E. DONADIO	Mgmt	For
1H.	ELECTION OF DIRECTOR: STEVEN F. LEER	Mgmt	For
1I.	ELECTION OF DIRECTOR: MICHAEL D. LOCKHART	Mgmt	For
1J.	ELECTION OF DIRECTOR: AMY E. MILES	Mgmt	For
1K.	ELECTION OF DIRECTOR: MARTIN H. NESBITT	Mgmt	For
1L.	ELECTION OF DIRECTOR: JAMES A. SQUIRES	Mgmt	For
1M.	ELECTION OF DIRECTOR: JOHN R. THOMPSON	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP, INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, AS NORFOLK SOUTHERN'S INDEPENDENT AUDITORS FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	APPROVAL OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION, AS DISCLOSED IN THE PROXY STATEMENT FOR THE 2017 ANNUAL MEETING OF SHAREHOLDERS.	Mgmt	For
4.	FREQUENCY OF ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION, EVERY	Mgmt	1 Year

-----  
 NXP SEMICONDUCTORS NV.

Agen

-----  
 Security: N6596X109  
 Meeting Type: Special  
 Meeting Date: 27-Jan-2017  
 Ticker: NXPI  
 ISIN: NL0009538784  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
3.A	THE PROPOSAL TO APPOINT MR. STEVE MOLLENKOPF AS EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.	Mgmt	For
3.B	THE PROPOSAL TO APPOINT MR. DEREK K. ABERLE AS NON-EXECUTIVE ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	Mgmt	For
3.C	THE PROPOSAL TO APPOINT MR. GEORGE S. DAVIS AS NON-EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.	Mgmt	For
3.D	THE PROPOSAL TO APPOINT MR. DONALD J. ROSENBERG AS NON-EXECUTIVE ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	Mgmt	For
3.E	THE PROPOSAL TO APPOINT MR. BRIAN MODOFF AS NON-EXECUTIVE DIRECTOR SUBJECT TO AND CONDITIONAL UPON THE OCCURRENCE OF AND EFFECTIVE AS OF CLOSING.	Mgmt	For
4.	THE PROPOSAL TO GRANT FULL AND FINAL DISCHARGE TO EACH MEMBER ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	Mgmt	For
5.A	THE PROPOSAL TO APPROVE OF THE ASSET SALE AS REQUIRED UNDER ARTICLE 2:107A OF THE	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

DUTCH CIVIL CODE CONDITIONAL UPON AND SUBJECT TO (I) BUYER HAVING ACCEPTED FOR PAYMENT THE ACQUIRED SHARES AND (II) THE NUMBER OF ACQUIRED SHARES MEETING THE ASSET SALE THRESHOLD.

5.B	THE PROPOSAL TO (I) DISSOLVE NXP (II) APPOINT STICHTING ... (DUE TO SPACE LIMITS, SEE PROXY MATERIAL FOR FULL PROPOSAL).	Mgmt	For
6.A	THE PROPOSAL TO AMEND NXP'S ARTICLES OF ASSOCIATION, SUBJECT TO CLOSING.	Mgmt	For
6.B	THE PROPOSAL TO CONVERT NXP AND AMEND THE ARTICLES OF ASSOCIATION, SUBJECT TO DELISTING OF NXP FROM NASDAQ.	Mgmt	For

---

PACIRA PHARMACEUTICALS, INC.

Agen

Security: 695127100  
 Meeting Type: Annual  
 Meeting Date: 13-Jun-2017  
 Ticker: PCRX  
 ISIN: US6951271005

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR YVONNE GREENSTREET GARY PACE DAVID STACK	Mgmt Mgmt Mgmt	For For For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	Against

---

PALO ALTO NETWORKS, INC.

Agen

Security: 697435105  
 Meeting Type: Annual  
 Meeting Date: 08-Dec-2016  
 Ticker: PANW  
 ISIN: US6974351057

Prop.#	Proposal	Proposal Type	Proposal Vote
--------	----------	---------------	---------------

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1A.	ELECTION OF DIRECTOR: MARK D. MCLAUGHLIN	Mgmt	For
1B.	ELECTION OF DIRECTOR: ASHEEM CHANDNA	Mgmt	For
1C.	ELECTION OF DIRECTOR: JAMES J. GOETZ	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS PALO ALTO NETWORKS, INC.'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR ITS FISCAL YEAR ENDING JULY 31, 2017.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF PALO ALTO NETWORKS, INC.'S NAMED EXECUTIVE OFFICERS.	Mgmt	Against

-----  
PEPSICO, INC.

Agen-----

Security: 713448108  
Meeting Type: Annual  
Meeting Date: 03-May-2017  
Ticker: PEP  
ISIN: US7134481081

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SHONA L. BROWN	Mgmt	For
1B.	ELECTION OF DIRECTOR: GEORGE W. BUCKLEY	Mgmt	For
1C.	ELECTION OF DIRECTOR: CESAR CONDE	Mgmt	For
1D.	ELECTION OF DIRECTOR: IAN M. COOK	Mgmt	For
1E.	ELECTION OF DIRECTOR: DINA DUBLON	Mgmt	For
1F.	ELECTION OF DIRECTOR: RONA A. FAIRHEAD	Mgmt	For
1G.	ELECTION OF DIRECTOR: RICHARD W. FISHER	Mgmt	For
1H.	ELECTION OF DIRECTOR: WILLIAM R. JOHNSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: INDRA K. NOOYI	Mgmt	For
1J.	ELECTION OF DIRECTOR: DAVID C. PAGE	Mgmt	For
1K.	ELECTION OF DIRECTOR: ROBERT C. POHLAD	Mgmt	For
1L.	ELECTION OF DIRECTOR: DANIEL VASELLA	Mgmt	For
1M.	ELECTION OF DIRECTOR: DARREN WALKER	Mgmt	For
1N.	ELECTION OF DIRECTOR: ALBERTO WEISSER	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR  
2017.

3.	ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON FREQUENCY OF FUTURE SHAREHOLDER ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	1 Year
5.	REPORT REGARDING PESTICIDE POLLUTION.	Shr	Against
6.	IMPLEMENTATION OF HOLY LAND PRINCIPLES.	Shr	Against

PINNACLE FOODS INC.

Agen

Security: 72348P104  
Meeting Type: Annual  
Meeting Date: 23-May-2017  
Ticker: PF  
ISIN: US72348P1049

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JANE NIELSEN MUKTESH PANT RAYMOND SILCOCK	Mgmt Mgmt Mgmt	For For For
2.	TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
3.	TO APPROVE, IN A NON-BINDING ADVISORY VOTE, THE COMPENSATION PAID TO THE NAMED EXECUTIVE OFFICERS.	Mgmt	For

PROOFPOINT, INC.

Agen

Security: 743424103  
Meeting Type: Annual  
Meeting Date: 01-Jun-2017  
Ticker: PFPT  
ISIN: US7434241037

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JONATHAN FEIBER ERIC HAHN	Mgmt Mgmt	For Withheld

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

	KEVIN HARVEY	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For

-----  
RAYTHEON COMPANY

Agen

-----  
 Security: 755111507  
 Meeting Type: Annual  
 Meeting Date: 25-May-2017  
 Ticker: RTN  
 ISIN: US7551115071  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: TRACY A. ATKINSON	Mgmt	For
1B.	ELECTION OF DIRECTOR: ROBERT E. BEAUCHAMP	Mgmt	For
1C.	ELECTION OF DIRECTOR: VERNON E. CLARK	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHEN J. HADLEY	Mgmt	For
1E.	ELECTION OF DIRECTOR: THOMAS A. KENNEDY	Mgmt	For
1F.	ELECTION OF DIRECTOR: LETITIA A. LONG	Mgmt	For
1G.	ELECTION OF DIRECTOR: GEORGE R. OLIVER	Mgmt	For
1H.	ELECTION OF DIRECTOR: DINESH C. PALIWAL	Mgmt	For
1I.	ELECTION OF DIRECTOR: WILLIAM R. SPIVEY	Mgmt	For
1J.	ELECTION OF DIRECTOR: JAMES A. WINNEFELD, JR.	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION	Mgmt	1 Year
4.	APPROVAL OF THE RAYTHEON 2017 INCENTIVE PLAN FOR SECTION 162(M) PURPOSES	Mgmt	For
5.	RATIFICATION OF INDEPENDENT AUDITORS	Mgmt	For

-----  
RPM INTERNATIONAL INC.

Agen

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Security: 749685103  
 Meeting Type: Annual  
 Meeting Date: 06-Oct-2016  
 Ticker: RPM  
 ISIN: US7496851038

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR DAVID A. DABERKO THOMAS S. GROSS CRAIG S. MORFORD FRANK C. SULLIVAN	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	APPROVE THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

S&P GLOBAL INC.

Agen

Security: 78409V104  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2017  
 Ticker: SPGI  
 ISIN: US78409V1044

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARCO ALVERA	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM D. GREEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: CHARLES E. HALDEMAN, JR.	Mgmt	For
1D.	ELECTION OF DIRECTOR: STEPHANIE C. HILL	Mgmt	For
1E.	ELECTION OF DIRECTOR: REBECCA JACOBY	Mgmt	For
1F.	ELECTION OF DIRECTOR: MONIQUE F. LEROUX	Mgmt	For
1G.	ELECTION OF DIRECTOR: MARIA R. MORRIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: DOUGLAS L. PETERSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: SIR MICHAEL RAKE	Mgmt	For
1J.	ELECTION OF DIRECTOR: EDWARD B. RUST, JR.	Mgmt	For
1K.	ELECTION OF DIRECTOR: KURT L. SCHMOKE	Mgmt	For



## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1L.	ELECTION OF DIRECTOR: RICHARD E. THORNBURGH	Mgmt	For
2.	VOTE TO APPROVE, ON AN ADVISORY BASIS, THE EXECUTIVE COMPENSATION PROGRAM FOR THE COMPANY'S NAMED EXECUTIVE OFFICERS.	Mgmt	For
3.	VOTE, ON AN ADVISORY BASIS, ON THE FREQUENCY ON WHICH THE COMPANY CONDUCTS AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	VOTE TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For

---

SALESFORCE.COM, INC.

Agen

Security: 79466L302  
Meeting Type: Annual  
Meeting Date: 06-Jun-2017  
Ticker: CRM  
ISIN: US79466L3024

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: MARC BENIOFF	Mgmt	For
1B.	ELECTION OF DIRECTOR: KEITH BLOCK	Mgmt	For
1C.	ELECTION OF DIRECTOR: CRAIG CONWAY	Mgmt	For
1D.	ELECTION OF DIRECTOR: ALAN HASSENFELD	Mgmt	For
1E.	ELECTION OF DIRECTOR: NEELIE KROES	Mgmt	For
1F.	ELECTION OF DIRECTOR: COLIN POWELL	Mgmt	For
1G.	ELECTION OF DIRECTOR: SANFORD ROBERTSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN V. ROOS	Mgmt	For
1I.	ELECTION OF DIRECTOR: ROBIN WASHINGTON	Mgmt	For
1J.	ELECTION OF DIRECTOR: MAYNARD WEBB	Mgmt	For
1K.	ELECTION OF DIRECTOR: SUSAN WOJCICKI	Mgmt	For
2.	APPROVAL TO AMEND OUR 2013 EQUITY INCENTIVE PLAN, INCLUDING TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR GRANT BY 37 MILLION SHARES.	Mgmt	For
3.	APPROVAL TO AMEND OUR 2004 EMPLOYEE STOCK PURCHASE PLAN TO INCREASE THE NUMBER OF SHARES AUTHORIZED FOR EMPLOYEE PURCHASE BY 8 MILLION SHARES.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

4.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JANUARY 31, 2018.	Mgmt	For
5.	TO APPROVE, ON AN ADVISORY BASIS, THE FISCAL 2017 COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
6.	TO RECOMMEND, BY NON-BINDING VOTE, THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
7.	A STOCKHOLDER PROPOSAL REQUESTING, ON AN ADVISORY BASIS, ACTION TO ALLOW STOCKHOLDERS TO REQUEST SPECIAL MEETINGS OF STOCKHOLDERS.	Shr	For

-----  
 STARBUCKS CORPORATION

Agen

-----  
 Security: 855244109  
 Meeting Type: Annual  
 Meeting Date: 22-Mar-2017  
 Ticker: SBUX  
 ISIN: US8552441094  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: HOWARD SCHULTZ	Mgmt	For
1B.	ELECTION OF DIRECTOR: WILLIAM W. BRADLEY	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROSALIND BREWER	Mgmt	For
1D.	ELECTION OF DIRECTOR: MARY N. DILLON	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT M. GATES	Mgmt	For
1F.	ELECTION OF DIRECTOR: MELLODY HOBSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: KEVIN R. JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: JORGEN VIG KNUDSTORP	Mgmt	For
1I.	ELECTION OF DIRECTOR: SATYA NADELLA	Mgmt	For
1J.	ELECTION OF DIRECTOR: JOSHUA COOPER RAMO	Mgmt	For
1K.	ELECTION OF DIRECTOR: CLARA SHIH	Mgmt	For
1L.	ELECTION OF DIRECTOR: JAVIER G. TERUEL	Mgmt	For
1M.	ELECTION OF DIRECTOR: MYRON E. ULLMAN, III	Mgmt	For
1N.	ELECTION OF DIRECTOR: CRAIG E. WEATHERUP	Mgmt	For
2.	ADVISORY RESOLUTION TO APPROVE OUR	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

### EXECUTIVE COMPENSATION.

3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	RATIFICATION OF SELECTION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2017.	Mgmt	For
5.	AMEND PROXY ACCESS BYLAW.	Shr	For

### TESLA, INC.

Agen

Security: 88160R101  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2017  
 Ticker: TSLA  
 ISIN: US88160R1014

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	ELECTION OF CLASS I DIRECTOR: ELON MUSK	Mgmt	For
1.2	ELECTION OF CLASS I DIRECTOR: ROBYN M. DENHOLM	Mgmt	For
1.3	ELECTION OF CLASS I DIRECTOR: STEPHEN T. JURVETSON	Mgmt	For
2.	A NON-BINDING ADVISORY VOTE ON THE APPROVAL OF EXECUTIVE COMPENSATION.	Mgmt	For
3.	A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF EXECUTIVE COMPENSATION VOTES.	Mgmt	1 Year
4.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS TESLA'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
5.	A STOCKHOLDER PROPOSAL REGARDING DECLASSIFICATION OF THE BOARD OF DIRECTORS.	Shr	For

### TEXAS INSTRUMENTS INCORPORATED

Agen

Security: 882508104  
 Meeting Type: Annual  
 Meeting Date: 20-Apr-2017  
 Ticker: TXN  
 ISIN: US8825081040

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: R. W. BABB, JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: M. A. BLINN	Mgmt	For
1C.	ELECTION OF DIRECTOR: T. M. BLUEDORN	Mgmt	For
1D.	ELECTION OF DIRECTOR: D. A. CARP	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. F. CLARK	Mgmt	For
1F.	ELECTION OF DIRECTOR: C. S. COX	Mgmt	For
1G.	ELECTION OF DIRECTOR: J. M. HOBBY	Mgmt	For
1H.	ELECTION OF DIRECTOR: R. KIRK	Mgmt	For
1I.	ELECTION OF DIRECTOR: P. H. PATSLEY	Mgmt	For
1J.	ELECTION OF DIRECTOR: R. E. SANCHEZ	Mgmt	For
1K.	ELECTION OF DIRECTOR: W. R. SANDERS	Mgmt	For
1L.	ELECTION OF DIRECTOR: R. K. TEMPLETON	Mgmt	For
2.	BOARD PROPOSAL REGARDING ADVISORY APPROVAL OF THE COMPANY'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	BOARD PROPOSAL REGARDING ADVISORY APPROVAL OF ANNUAL FREQUENCY FOR FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	BOARD PROPOSAL TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For

---

THE CHARLES SCHWAB CORPORATION

Agen

---

Security: 808513105  
Meeting Type: Annual  
Meeting Date: 16-May-2017  
Ticker: SCHW  
ISIN: US8085131055

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM S. HARAF	Mgmt	For
1B.	ELECTION OF DIRECTOR: FRANK C. HERRINGER	Mgmt	For
1C.	ELECTION OF DIRECTOR: STEPHEN T. MCLIN	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1D.	ELECTION OF DIRECTOR: ROGER O. WALTHER	Mgmt	For
1E.	ELECTION OF DIRECTOR: ROBERT N. WILSON	Mgmt	For
2.	RATIFICATION OF THE SELECTION OF DELOITTE & TOUCHE LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	1 Year
4.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
5.	STOCKHOLDER PROPOSAL REQUESTING DISCLOSURE OF LOBBYING POLICY, PROCEDURES AND OVERSIGHT; LOBBYING EXPENDITURES; AND PARTICIPATION IN ORGANIZATIONS ENGAGED IN LOBBYING	Shr	Against
6.	STOCKHOLDER PROPOSAL REQUESTING ANNUAL DISCLOSURE OF EEO-1 DATA	Shr	Against
7.	STOCKHOLDER PROPOSAL REQUESTING ADOPTION OF A PROXY ACCESS BYLAW FOR DIRECTOR NOMINATIONS BY STOCKHOLDERS	Shr	For
8.	STOCKHOLDER PROPOSAL REQUESTING MAJORITY VOTE TABULATION FOR ALL NON-BINDING MATTERS PRESENTED BY STOCKHOLDERS	Shr	Against

-----  
 THE ESTEE LAUDER COMPANIES INC.

Agen

-----  
 Security: 518439104  
 Meeting Type: Annual  
 Meeting Date: 11-Nov-2016  
 Ticker: EL  
 ISIN: US5184391044  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF CLASS II DIRECTOR: RONALD S. LAUDER PLEASE NOTE AN ABSTAIN VOTE MEANS A WITHHOLD VOTE AGAINST THIS DIRECTOR	Mgmt	For
1B.	ELECTION OF CLASS II DIRECTOR: WILLIAM P. LAUDER PLEASE NOTE AN ABSTAIN VOTE MEANS A WITHHOLD VOTE AGAINST THIS DIRECTOR	Mgmt	Abstain
1C.	ELECTION OF CLASS II DIRECTOR: RICHARD D. PARSONS PLEASE NOTE AN ABSTAIN VOTE MEANS A WITHHOLD VOTE AGAINST THIS DIRECTOR	Mgmt	Abstain
1D.	ELECTION OF CLASS II DIRECTOR: LYNN FORESTER DE ROTHSCHILD PLEASE NOTE AN ABSTAIN VOTE MEANS A WITHHOLD VOTE AGAINST THIS DIRECTOR	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1E.	ELECTION OF CLASS II DIRECTOR: RICHARD F. ZANNINO PLEASE NOTE AN ABSTAIN VOTE MEANS A WITHHOLD VOTE AGAINST THIS DIRECTOR	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2017 FISCAL YEAR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	Against

-----  
 THE HOME DEPOT, INC.  
 -----

Agen

Security: 437076102  
 Meeting Type: Annual  
 Meeting Date: 18-May-2017  
 Ticker: HD  
 ISIN: US4370761029

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GERARD J. ARPEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: ARI BOUSBIB	Mgmt	For
1C.	ELECTION OF DIRECTOR: JEFFERY H. BOYD	Mgmt	For
1D.	ELECTION OF DIRECTOR: GREGORY D. BRENNEMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: J. FRANK BROWN	Mgmt	For
1F.	ELECTION OF DIRECTOR: ALBERT P. CAREY	Mgmt	For
1G.	ELECTION OF DIRECTOR: ARMANDO CODINA	Mgmt	For
1H.	ELECTION OF DIRECTOR: HELENA B. FOULKES	Mgmt	For
1I.	ELECTION OF DIRECTOR: LINDA R. GOODEN	Mgmt	For
1J.	ELECTION OF DIRECTOR: WAYNE M. HEWETT	Mgmt	For
1K.	ELECTION OF DIRECTOR: KAREN L. KATEN	Mgmt	For
1L.	ELECTION OF DIRECTOR: CRAIG A. MENEAR	Mgmt	For
1M.	ELECTION OF DIRECTOR: MARK VADON	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION ("SAY-ON-PAY").	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE SAY-ON-PAY VOTES.	Mgmt	1 Year

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

5.	SHAREHOLDER PROPOSAL REGARDING PREPARATION OF AN EMPLOYMENT DIVERSITY REPORT.	Shr	Against
6.	SHAREHOLDER PROPOSAL REGARDING ADVISORY VOTE ON POLITICAL CONTRIBUTIONS.	Shr	Against
7.	SHAREHOLDER PROPOSAL TO REDUCE THE THRESHOLD TO CALL SPECIAL SHAREHOLDER MEETINGS TO 15% OF OUTSTANDING SHARES.	Shr	For

-----  
 THE PRICELINE GROUP INC.  
 -----

Agem

Security: 741503403  
 Meeting Type: Annual  
 Meeting Date: 08-Jun-2017  
 Ticker: PCLN  
 ISIN: US7415034039  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR TIMOTHY M. ARMSTRONG JEFFERY H. BOYD JAN L. DOCTER JEFFREY E. EPSTEIN GLENN D. FOGEL JAMES M. GUYETTE ROBERT J. MYLOD, JR. CHARLES H. NOSKI NANCY B. PERETSMAN THOMAS E. ROTHMAN CRAIG W. RYDIN LYNN M. VOJVODICH	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	TO RATIFY THE SELECTION OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM OF THE COMPANY FOR THE FISCAL YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
3.	TO APPROVE ON A NON-BINDING ADVISORY BASIS THE 2016 COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	TO CAST A NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF FUTURE NON-BINDING ADVISORY VOTES ON THE COMPENSATION PAID BY THE COMPANY TO ITS NAMED EXECUTIVE OFFICERS.	Mgmt	1 Year
5.	TO CONSIDER AND VOTE UPON A NON-BINDING STOCKHOLDER PROPOSAL CONCERNING SPECIAL MEETINGS.	Shr	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 THE WALT DISNEY COMPANY

Agen

-----  
 Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 08-Mar-2017  
 Ticker: DIS  
 ISIN: US2546871060  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: SUSAN E. ARNOLD	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	For
1C.	ELECTION OF DIRECTOR: JACK DORSEY	Mgmt	For
1D.	ELECTION OF DIRECTOR: ROBERT A. IGER	Mgmt	For
1E.	ELECTION OF DIRECTOR: MARIA ELENA LAGOMASINO	Mgmt	For
1F.	ELECTION OF DIRECTOR: FRED H. LANGHAMMER	Mgmt	For
1G.	ELECTION OF DIRECTOR: AYLWIN B. LEWIS	Mgmt	For
1H.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1I.	ELECTION OF DIRECTOR: MARK G. PARKER	Mgmt	For
1J.	ELECTION OF DIRECTOR: SHERYL K. SANDBERG	Mgmt	For
1K.	ELECTION OF DIRECTOR: ORIN C. SMITH	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS THE COMPANY'S REGISTERED PUBLIC ACCOUNTANTS FOR 2017.	Mgmt	For
3.	TO APPROVE THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION.	Mgmt	For
4.	TO APPROVE HOLDING AN ADVISORY VOTE ON EXECUTIVE COMPENSATION EVERY ONE, TWO OR THREE YEARS, AS INDICATED.	Mgmt	1 Year
5.	TO APPROVE THE SHAREHOLDER PROPOSAL REQUESTING AN ANNUAL REPORT DISCLOSING INFORMATION REGARDING THE COMPANY'S LOBBYING POLICIES AND ACTIVITIES.	Shr	Against
6.	TO APPROVE THE SHAREHOLDER PROPOSAL REQUESTING THE BOARD TO AMEND THE COMPANY'S BYLAWS RELATING TO PROXY ACCESS TO INCREASE THE NUMBER OF PERMITTED NOMINEES, REMOVE THE LIMIT ON AGGREGATING SHARES TO MEET THE SHAREHOLDING REQUIREMENT, AND REMOVE THE LIMITATION ON RENOMINATION OF PERSONS BASED ON VOTES IN A PRIOR ELECTION.	Shr	For



Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 TIME WARNER INC. Agen

Security: 887317303  
 Meeting Type: Special  
 Meeting Date: 15-Feb-2017  
 Ticker: TWX  
 ISIN: US8873173038  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	ADOPT THE AGREEMENT AND PLAN OF MERGER, DATED AS OF OCTOBER 22, 2016, AS IT MAY BE AMENDED FROM TIME TO TIME (THE "MERGER AGREEMENT"), BY AND AMONG TIME WARNER INC., A DELAWARE CORPORATION, AT&T INC., A DELAWARE CORPORATION, WEST MERGER SUB, INC., A DELAWARE CORPORATION AND A WHOLLY OWNED SUBSIDIARY OF AT&T INC., AND WEST MERGER SUB II, LLC, A DELAWARE LIMITED LIABILITY COMPANY AND A WHOLLY OWNED SUBSIDIARY OF AT&T INC.	Mgmt	For
2.	APPROVE, BY NON-BINDING, ADVISORY VOTE, CERTAIN COMPENSATION THAT MAY BE PAID OR BECOME PAYABLE TO TIME WARNER INC.'S NAMED EXECUTIVE OFFICERS IN CONNECTION WITH THE TRANSACTIONS CONTEMPLATED BY THE MERGER AGREEMENT AND THE AGREEMENTS AND UNDERSTANDINGS PURSUANT TO WHICH SUCH COMPENSATION MAY BE PAID OR BECOME PAYABLE.	Mgmt	Against
3.	APPROVE ADJOURNMENTS OF THE SPECIAL MEETING, IF NECESSARY OR APPROPRIATE, TO SOLICIT ADDITIONAL PROXIES IF THERE ARE INSUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO ADOPT THE MERGER AGREEMENT.	Mgmt	For

-----  
 TIME WARNER INC. Agen

Security: 887317303  
 Meeting Type: Annual  
 Meeting Date: 15-Jun-2017  
 Ticker: TWX  
 ISIN: US8873173038  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM P. BARR	Mgmt	For
1B.	ELECTION OF DIRECTOR: JEFFREY L. BEWKES	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1C.	ELECTION OF DIRECTOR: ROBERT C. CLARK	Mgmt	For
1D.	ELECTION OF DIRECTOR: MATHIAS DOPFNER	Mgmt	For
1E.	ELECTION OF DIRECTOR: JESSICA P. EINHORN	Mgmt	For
1F.	ELECTION OF DIRECTOR: CARLOS M. GUTIERREZ	Mgmt	For
1G.	ELECTION OF DIRECTOR: FRED HASSAN	Mgmt	For
1H.	ELECTION OF DIRECTOR: PAUL D. WACHTER	Mgmt	For
1I.	ELECTION OF DIRECTOR: DEBORAH C. WRIGHT	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF HOLDING AN ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	1 Year

-----  
 TYCO INTERNATIONAL PLC

Agen

-----  
 Security: G91442106  
 Meeting Type: Special  
 Meeting Date: 17-Aug-2016  
 Ticker: TYC  
 ISIN: IE00BQRQXQ92  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	TO APPROVE THE AMENDMENTS TO THE TYCO INTERNATIONAL PLC ("TYCO") MEMORANDUM OF ASSOCIATION SET FORTH IN ANNEX B-1 OF THE JOINT PROXY STATEMENT/PROSPECTUS.	Mgmt	For
2.	TO APPROVE THE AMENDMENTS TO THE TYCO ARTICLES OF ASSOCIATION SET FORTH IN ANNEX B-2 OF THE JOINT PROXY STATEMENT/PROSPECTUS.	Mgmt	For
3.	TO APPROVE THE CONSOLIDATION OF TYCO ORDINARY SHARES WHEREBY, IMMEDIATELY PRIOR TO THE CONSUMMATION OF THE MERGER (THE "MERGER") CONTEMPLATED BY THE AGREEMENT AND PLAN OF MERGER, DATED AS OF JANUARY 24, 2016, AS AMENDED BY AMENDMENT NO. 1, DATED AS OF JULY 1, 2016, BY AND AMONG JOHNSON CONTROLS, INC., TYCO, AND CERTAIN OTHER PARTIES NAMED THEREIN, INCLUDING JAGARA MERGER SUB LLC (THE "MERGER AGREEMENT"), EVERY ISSUED AND UNISSUED TYCO ORDINARY	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

SHARE WILL BE CONSOLIDATED INTO 0.955 TYCO ORDINARY SHARES (THE "TYCO SHARE CONSOLIDATION").

- |     |   |      |     |
|-----|---|------|-----|
| 4.  | <p>TO APPROVE AN INCREASE TO THE AUTHORIZED SHARE CAPITAL OF TYCO SUCH THAT THE NUMBER OF AUTHORIZED ORDINARY SHARES OF TYCO IMMEDIATELY FOLLOWING THE TYCO SHARE CONSOLIDATION IS EQUAL TO 1,000,000,000 (THE NUMBER OF AUTHORIZED ORDINARY SHARES OF TYCO IMMEDIATELY PRIOR TO THE TYCO SHARE CONSOLIDATION).</p> | Mgmt | For |
| 5.  | <p>TO APPROVE THE ISSUANCE AND ALLOTMENT OF RELEVANT SECURITIES (AS DEFINED IN THE COMPANIES ACT 2014 OF IRELAND) IN CONNECTION WITH THE MERGER AS CONTEMPLATED BY THE MERGER AGREEMENT.</p>  | Mgmt | For |
| 6.  | <p>TO APPROVE THE CHANGE OF NAME OF THE COMBINED COMPANY TO "JOHNSON CONTROLS INTERNATIONAL PLC" EFFECTIVE FROM THE CONSUMMATION OF THE MERGER, SUBJECT ONLY TO APPROVAL OF THE REGISTRAR OF COMPANIES IN IRELAND.</p>  | Mgmt | For |
| 7.  | <p>TO APPROVE AN INCREASE, EFFECTIVE AS OF THE EFFECTIVE TIME OF THE MERGER, TO THE AUTHORIZED SHARE CAPITAL OF TYCO IN AN AMOUNT EQUAL TO 1,000,000,000 ORDINARY SHARES AND 100,000,000 PREFERRED SHARES.</p>  | Mgmt | For |
| 8.  | <p>TO APPROVE THE ALLOTMENT OF RELEVANT SECURITIES (AS DEFINED IN THE COMPANIES ACT 2014 OF IRELAND) FOR ISSUANCES AFTER THE MERGER OF UP TO APPROXIMATELY 33% OF THE COMBINED COMPANY'S POST-MERGER ISSUED SHARE CAPITAL.</p>  | Mgmt | For |
| 9.  | <p>TO APPROVE THE DISAPPLICATION OF STATUTORY PRE-EMPTION RIGHTS IN RESPECT OF ISSUANCES OF EQUITY SECURITIES (AS DEFINED IN THE COMPANIES ACT 2014 OF IRELAND) FOR CASH FOR ISSUANCES AFTER THE MERGER OF UP TO APPROXIMATELY 5% OF THE COMBINED COMPANY'S POST-MERGER ISSUED SHARE CAPITAL.</p>                   | Mgmt | For |
| 10. | <p>TO APPROVE THE RENOMINALIZATION OF TYCO ORDINARY SHARES SUCH THAT THE NOMINAL VALUE OF EACH ORDINARY SHARE WILL BE DECREASED BY APPROXIMATELY \$0.00047 TO \$0.01 (MATCHING ITS PRE-CONSOLIDATION NOMINAL VALUE) WITH THE AMOUNT OF THE DEDUCTION BEING CREDITED TO UNDENOMINATED CAPITAL.</p>                   | Mgmt | For |
| 11. | <p>TO APPROVE THE REDUCTION OF SOME OR ALL OF THE SHARE PREMIUM OF TYCO RESULTING FROM THE MERGER TO ALLOW THE CREATION OF ADDITIONAL DISTRIBUTABLE RESERVES OF THE COMBINED COMPANY.</p>   | Mgmt | For |

Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
 ULTA BEAUTY, INC. Agen

Security: 90384S303  
 Meeting Type: Annual  
 Meeting Date: 01-Jun-2017  
 Ticker: ULTA  
 ISIN: US90384S3031  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR MICHELLE L. COLLINS DENNIS K. ECK CHARLES J. PHILIPPIN VANESSA A. WITTMAN	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM, FOR OUR FISCAL YEAR 2017, ENDING FEBRUARY 3, 2018	Mgmt	For
3.	ADVISORY RESOLUTION TO APPROVE THE COMPANY'S EXECUTIVE COMPENSATION	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON THE COMPANY'S EXECUTIVE COMPENSATION	Mgmt	1 Year

-----  
 UNION PACIFIC CORPORATION Agen

Security: 907818108  
 Meeting Type: Annual  
 Meeting Date: 11-May-2017  
 Ticker: UNP  
 ISIN: US9078181081  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: ANDREW H. CARD JR.	Mgmt	For
1B.	ELECTION OF DIRECTOR: ERROLL B. DAVIS JR.	Mgmt	For
1C.	ELECTION OF DIRECTOR: DAVID B. DILLON	Mgmt	For
1D.	ELECTION OF DIRECTOR: LANCE M. FRITZ	Mgmt	For
1E.	ELECTION OF DIRECTOR: DEBORAH C. HOPKINS	Mgmt	For
1F.	ELECTION OF DIRECTOR: JANE H. LUTE	Mgmt	For
1G.	ELECTION OF DIRECTOR: MICHAEL R. MCCARTHY	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

1H.	ELECTION OF DIRECTOR: MICHAEL W. MCCONNELL	Mgmt	For
1I.	ELECTION OF DIRECTOR: THOMAS F. MCLARTY III	Mgmt	For
1J.	ELECTION OF DIRECTOR: STEVEN R. ROGEL	Mgmt	For
1K.	ELECTION OF DIRECTOR: JOSE H. VILLARREAL	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP ... (DUE TO SPACE LIMITS, SEE PROXY STATEMENT FOR FULL PROPOSAL).	Mgmt	For
3.	AN ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION ("SAY ON PAY").	Mgmt	Against
4.	AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION ("SAY ON FREQUENCY").	Mgmt	1 Year
5.	SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	For

---

VERTEX PHARMACEUTICALS INCORPORATED

Agen

Security: 92532F100  
 Meeting Type: Annual  
 Meeting Date: 08-Jun-2017  
 Ticker: VRTX  
 ISIN: US92532F1003

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ALAN GARBER MARGARET G. MCGLYNN WILLIAM D. YOUNG	Mgmt Mgmt Mgmt	For For For
2.	AMENDMENTS TO OUR CHARTER AND BY-LAWS TO PROVIDE FOR THE DECLASSIFICATION OF OUR BOARD OF DIRECTORS.	Mgmt	For
3.	AMENDMENT AND RESTATEMENT OF OUR 2013 STOCK AND OPTION PLAN, TO AMONG OTHER THINGS, INCREASE THE NUMBER OF SHARES AVAILABLE UNDER THE PLAN BY 6.75 MILLION SHARES.	Mgmt	For
4.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017.	Mgmt	For
5.	ADVISORY VOTE ON OUR NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

6.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION PROGRAM.	Mgmt	1 Year
7.	SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT WE TAKE STEPS NECESSARY TO ELIMINATE SUPERMAJORITY PROVISIONS FROM OUR CHARTER AND BY-LAWS.	Shr	For
8.	SHAREHOLDER PROPOSAL, IF PROPERLY PRESENTED AT THE MEETING, REQUESTING THAT WE PREPARE A REPORT ON OUR POLICIES AND ACTIVITIES WITH RESPECT TO LOBBYING.	Shr	Against

-----  
VISA INC.

Agen

-----  
 Security: 92826C839  
 Meeting Type: Annual  
 Meeting Date: 31-Jan-2017  
 Ticker: V  
 ISIN: US92826C8394  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LLOYD A. CARNEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1D.	ELECTION OF DIRECTOR: GARY A. HOFFMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1G.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOHN A.C. SWAINSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Mgmt	For
2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES ON EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2017 FISCAL YEAR.	Mgmt	For

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

-----  
WELLS FARGO & COMPANY

Agen

-----  
Security: 949746101  
Meeting Type: Annual  
Meeting Date: 25-Apr-2017  
Ticker: WFC  
ISIN: US9497461015  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JOHN D. BAKER II	Mgmt	Against
1B.	ELECTION OF DIRECTOR: JOHN S. CHEN	Mgmt	Against
1C.	ELECTION OF DIRECTOR: LLOYD H. DEAN	Mgmt	Against
1D.	ELECTION OF DIRECTOR: ELIZABETH A. DUKE	Mgmt	Against
1E.	ELECTION OF DIRECTOR: ENRIQUE HERNANDEZ, JR.	Mgmt	Against
1F.	ELECTION OF DIRECTOR: DONALD M. JAMES	Mgmt	Against
1G.	ELECTION OF DIRECTOR: CYNTHIA H. MILLIGAN	Mgmt	Against
1H.	ELECTION OF DIRECTOR: KAREN B. PEETZ	Mgmt	For
1I.	ELECTION OF DIRECTOR: FEDERICO F. PENA	Mgmt	Against
1J.	ELECTION OF DIRECTOR: JAMES H. QUIGLEY	Mgmt	Against
1K.	ELECTION OF DIRECTOR: STEPHEN W. SANGER	Mgmt	Against
1L.	ELECTION OF DIRECTOR: RONALD L. SARGENT	Mgmt	For
1M.	ELECTION OF DIRECTOR: TIMOTHY J. SLOAN	Mgmt	For
1N.	ELECTION OF DIRECTOR: SUSAN G. SWENSON	Mgmt	Against
1O.	ELECTION OF DIRECTOR: SUZANNE M. VAUTRINOT	Mgmt	Against
2.	ADVISORY RESOLUTION TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY PROPOSAL ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	RATIFY THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For
5.	STOCKHOLDER PROPOSAL - RETAIL BANKING SALES PRACTICES REPORT.	Shr	For
6.	STOCKHOLDER PROPOSAL - CUMULATIVE VOTING.	Shr	Against
7.	STOCKHOLDER PROPOSAL - DIVESTING NON-CORE BUSINESS REPORT.	Shr	Against

## Edgar Filing: Eaton Vance Enhanced Equity Income Fund II - Form N-PX

8.	STOCKHOLDER PROPOSAL - GENDER PAY EQUITY REPORT.	Shr	Against
9.	STOCKHOLDER PROPOSAL - LOBBYING REPORT.	Shr	Against
10.	STOCKHOLDER PROPOSAL - INDIGENOUS PEOPLES' RIGHTS POLICY.	Shr	Against

-----  
 ZOETIS INC.

Agen

Security: 98978V103  
 Meeting Type: Annual  
 Meeting Date: 11-May-2017  
 Ticker: ZTS  
 ISIN: US98978V1035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: GREGORY NORDEN	Mgmt	For
1B.	ELECTION OF DIRECTOR: LOUISE M. PARENT	Mgmt	For
1C.	ELECTION OF DIRECTOR: ROBERT W. SCULLY	Mgmt	For
2.	ADVISORY VOTE TO APPROVE OUR EXECUTIVE COMPENSATION (SAY ON PAY).	Mgmt	For
3.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.	Mgmt	For

\* Management position unknown

### SIGNATURES

Pursuant to the requirements of 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.

(Registrant)	Eaton Vance Enhanced Equity Income Fund II
By (Signature)	/s/ Edward J. Perkin
Name	Edward J. Perkin
Title	President
Date	08/14/2017