

EATON VANCE TAX ADVANTAGED DIVIDEND INCOME FUND

Form N-CSR

October 29, 2012

**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: 811-21400**

**Eaton Vance Tax-Advantaged Dividend 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)

August 31

Date of Fiscal Year End

August 31, 2012

Date of Reporting Period

**Item 1. Reports to Stockholders**

Eaton Vance

Tax-Advantaged Dividend Income Fund (EVT)

Annual Report

August 31, 2012

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.

**Annual Report** August 31, 2012

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

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## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Management's Discussion of Fund Performance

##### Economic and Market Conditions

In the early months of the period, investors seemed to be worried about intensifying debt problems in Europe, high U.S. unemployment, a stagnant housing market, and a Congressional deadlock that left businesses perplexed about the direction of tax and regulatory policy. Reacting to this turmoil, the S&P 500 Index<sup>2</sup> continued to drift down through the fall of 2011.

Beginning in mid-December, however, an equity rally took hold and continued into early April 2012, fueled by stronger economic growth in the fourth quarter, falling unemployment, and what the markets perceived as a successful restructuring of Greek debt. Then in May, the third annual mid-year economic slowdown arrived, instigated by continuing problems in Europe, slowing growth in China, and political uncertainty in the U.S. with the upcoming presidential election.

But despite a slowdown in consumer spending, weakening employment data, and downward revisions of growth expectations, U.S. stocks moved upward in fits and starts from June through the end of the period. Several factors appeared to be driving a market rally that defied U.S. economic data. First, investors reasoned that worsening economic news would prompt the U.S. Federal Reserve to initiate QE3, another round of quantitative easing to stimulate the economy. Second, investors were hunting for yield in a historically low interest rate environment, and many were driven to stocks that offered better yields than bonds.

Finally, in an increasingly global marketplace, the U.S. market, despite economic difficulties, was one of the world's most attractive markets. Europe's ongoing debt crisis led investors to move money out of European stocks and bonds. With emerging markets in Asia largely leveraged to the Chinese economy, the slowdown in Chinese growth made markets throughout Asia less attractive. Amid this global economic turmoil, the U.S. market was one of the few places investors could find an economy that was growing (albeit slowly), a very liquid, transparent and well regulated market, and companies with large cash reserves and solid profit growth.

##### Fund Performance

For the fiscal year ending August 31, 2012, Eaton Vance Tax-Advantaged Dividend Income Fund (the Fund) shares at net asset value (NAV) had a total return of 18.42%, outperforming the 17.30% return of the Fund's benchmark, the Russell 1000 Value Index (the Index).

As of August 31, 2012, the Fund had leverage in the amount of approximately 25.12%<sup>5</sup> of the Fund's aggregate net assets

plus borrowings outstanding. The use of leverage has the effect of achieving additional exposure to the common and preferred markets. Leverage has the impact of magnifying the Fund's exposure to its underlying investments in both up and down markets. On balance during the up-and-down course of the 12-month period, the Fund's leverage had a positive impact on performance relative to the benchmark.

While the Fund avoided poor-performing European markets such as Spain, Greece, and Portugal and favored stronger northern European economies, the Fund's European holdings nonetheless underperformed the Index as a result of general economic deterioration on the European continent. U.S. holdings in the Fund's common stock allocation, however, performed generally in line with the Index, neither contributing nor detracting significantly from relative results.

As of August 31, 2012, the Fund had approximately 35% of its total investments in preferred securities, (i.e., preferred stocks, corporate bonds and notes, and exchange-traded funds). While the 14.59% annual return of the preferred allocation underperformed the Index and thus held back relative results, the Fund's preferred allocation did outperform the overall preferred market, as measured by the 11.43% return of the BofA

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Merrill Lynch Fixed Rate Preferred Securities Index. This outperformance relative to the preferred market resulted from several factors. The Fund participated in several new issues that outperformed the preferred index. Stock selection among high yield names helped, as that segment of the market rallied. Fund holdings in U.S. and European banks had a strong year, as they bounced back from lows reached in the summer of 2011. Capital management actions also resulted in several of the Fund's preferred stocks being tendered or called above market price.

*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. 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 [www.eatonvance.com](http://www.eatonvance.com).*

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

Performance<sup>2,3</sup>**Portfolio Managers** Judith A. Saryan, CFA, Aamer Khan, CFA and John H. Croft, CFA

<b>% Average Annual Total Returns</b>	<b>Inception Date</b>	<b>One Year</b>	<b>Five Years</b>	<b>Since Inception</b>
Fund at NAV	9/30/2003	18.42%	1.18%	7.53%
Fund at Market Price		18.87	0.92	6.36
Russell 1000 Value Index	9/30/2003	17.30%	0.85%	6.19%
BofA Merrill Lynch Fixed Rate Preferred Securities Index	9/30/2003	11.43	1.49	2.46

<b>% Premium/Discount to NAV</b>	9.31%
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**Distributions<sup>4</sup>**

Total Distributions per share for the period	\$ 1.290
Distribution Rate at NAV	7.05%
Distribution Rate at Market Price	7.77%

**% Total Leverage<sup>5</sup>**

Borrowings	25.12%
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See Endnotes and Additional Disclosures in this report.

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## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Fund Profile

#### Country Allocation (% of total investments)

#### Common Stock Sector Allocation (% of total investments)

#### Top 10 Common Stock Holdings (% of total investments)

Exxon Mobil Corp.	2.7%
Chevron Corp.	2.6
Wells Fargo & Co.	2.3
Fifth Third Bancorp	2.0
Sanofi	2.0
ENI SpA	2.0
France Telecom SA	1.9
JPMorgan Chase & Co.	1.9
Sempra Energy	1.9
Edison International	1.7
Total	21.0%

*See Endnotes and Additional Disclosures in this report.*

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

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#### Endnotes and Additional Disclosures

- <sup>1</sup> The views expressed in this report are those of the portfolio manager(s) and are current only through the date stated at the top of this page. These views are subject to change at any time based upon market or other conditions, and Eaton Vance and the Fund(s) disclaim any responsibility to update such views. These views may not be relied upon as investment advice and, because investment decisions are based on many factors, may not be relied upon as an indication of trading intent on behalf of any Eaton Vance fund. This commentary may contain statements that are not historical facts, referred to as forward looking statements. The Fund's actual future results may differ significantly from those stated in any forward looking statement, depending on factors such as changes in securities or financial markets or general economic conditions, the volume of sales and purchases of Fund shares, the continuation of investment advisory, administrative and service contracts, and other risks discussed from time to time in the Fund's filings with the Securities and Exchange Commission.
- <sup>2</sup> S&P 500 Index is an unmanaged index of large-cap stocks commonly used as a measure of U.S. stock market performance. Russell 1000 Value Index is an unmanaged index of U.S. large-cap value stocks. BofA Merrill Lynch Fixed Rate Preferred Securities Index is an unmanaged index of fixed-rate, preferred securities issued in the U.S. BofA Merrill Lynch® indices not for redistribution or other uses; provided **as is , without warranties, and with no liability**. Eaton Vance has prepared this report, BofAML does not endorse it, or guarantee, review, or endorse Eaton Vance's products. 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.
- <sup>3</sup> Performance results reflect the effects of leverage.
- <sup>4</sup> 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 composed of ordinary income, tax-exempt income, net realized capital gains and return of capital.
- <sup>5</sup> Total leverage is shown as a percentage of the Fund's aggregate net assets plus borrowings outstanding. The Fund employs leverage through borrowings. Use of leverage creates an opportunity for income, but creates risks including greater price volatility. The cost of borrowings rises and falls with changes in short-term interest rates. The Fund is required to maintain prescribed asset coverage for its borrowings, which could be reduced if Fund asset values decline.

Fund profile subject to change due to active management.

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Portfolio of Investments

Common Stocks 83.9%

Security	Shares	Value
<b>Aerospace &amp; Defense 2.5%</b>		
General Dynamics Corp. <sup>(1)</sup>	85,000	\$ 5,568,350
Honeywell International, Inc. <sup>(1)</sup>	300,000	17,535,000
United Technologies Corp. <sup>(1)</sup>	130,000	10,380,500
		<b>\$ 33,483,850</b>
<b>Automobiles 1.3%</b>		
Ford Motor Co. <sup>(1)</sup>	1,860,000	\$ 17,372,400
		<b>\$ 17,372,400</b>
<b>Chemicals 0.7%</b>		
PPG Industries, Inc.	90,000	\$ 9,901,800
		<b>\$ 9,901,800</b>
<b>Commercial Banks 10.1%</b>		
Commonwealth Bank of Australia <sup>(1)</sup>	120,000	\$ 6,809,662
DNB ASA <sup>(1)</sup>	700,000	8,037,253
Fifth Third Bancorp <sup>(1)</sup>	2,350,000	35,579,000
National Australia Bank, Ltd. <sup>(1)</sup>	300,000	7,853,810
PNC Financial Services Group, Inc. <sup>(1)</sup>	150,000	9,324,000
U.S. Bancorp <sup>(1)</sup>	819,000	27,362,790
Wells Fargo & Co. <sup>(1)</sup>	1,170,000	39,815,100
		<b>\$ 134,781,615</b>
<b>Computers &amp; Peripherals 2.2%</b>		
Apple, Inc. <sup>(1)</sup>	43,700	\$ 29,070,988
		<b>\$ 29,070,988</b>
<b>Consumer Finance 1.9%</b>		

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Discover Financial Services <sup>(1)</sup>	650,000	\$ 25,174,500
		<b>\$ 25,174,500</b>
<b>Diversified Financial Services 3.6%</b>		
Citigroup, Inc. <sup>(1)</sup>	500,000	\$ 14,855,000
JPMorgan Chase & Co. <sup>(1)</sup>	910,000	33,797,400
		<b>\$ 48,652,400</b>
<b>Diversified Telecommunication Services 5.1%</b>		
AT&T, Inc. <sup>(1)</sup>	378,750	\$ 13,877,400
CenturyLink, Inc. <sup>(1)</sup>	480,000	20,284,800
France Telecom SA <sup>(1)</sup>	2,450,000	33,831,916
Vivendi SA <sup>(1)</sup>	3	58
		<b>\$ 67,994,174</b>
<b>Security</b>	<b>Shares</b>	<b>Value</b>
<b>Electric Utilities 3.2%</b>		
Edison International <sup>(1)</sup>	677,000	\$ 29,645,830
NextEra Energy, Inc. <sup>(1)</sup>	190,000	12,788,900
		<b>\$ 42,434,730</b>
<b>Electrical Equipment 0.4%</b>		
Emerson Electric Co. <sup>(1)</sup>	110,000	\$ 5,579,200
		<b>\$ 5,579,200</b>
<b>Food Products 3.5%</b>		
Kraft Foods, Inc., Class A <sup>(1)</sup>	622,821	\$ 25,865,756
Nestle SA <sup>(1)</sup>	338,000	20,997,778
		<b>\$ 46,863,534</b>
<b>Health Care Equipment &amp; Supplies 0.7%</b>		
Covidien PLC	177,000	\$ 9,920,850
		<b>\$ 9,920,850</b>
<b>Hotels, Restaurants &amp; Leisure 3.1%</b>		
Carnival Corp. <sup>(1)</sup>	340,000	\$ 11,791,200
McDonald's Corp. <sup>(1)</sup>	325,000	29,084,250
		<b>\$ 40,875,450</b>
<b>IT Services 1.8%</b>		
International Business Machines Corp. <sup>(1)</sup>	120,000	\$ 23,382,000
		<b>\$ 23,382,000</b>

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### Machinery 1.6%

Deere & Co. <sup>(1)</sup>	144,000	\$ 10,815,840
Stanley Black & Decker, Inc. <sup>(1)</sup>	155,000	10,195,900
		<b>\$ 21,011,740</b>

### Metals & Mining 1.7%

Freeport-McMoRan Copper & Gold, Inc. <sup>(1)</sup>	615,000	\$ 22,207,650
		<b>\$ 22,207,650</b>

### Multi-Utilities 2.5%

Sempra Energy <sup>(1)</sup>	500,000	\$ 33,100,000
		<b>\$ 33,100,000</b>

### Oil, Gas & Consumable Fuels 13.1%

Chevron Corp. <sup>(1)</sup>	400,000	\$ 44,864,000
ConocoPhillips <sup>(1)</sup>	225,000	12,777,750

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

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## Portfolio of Investments continued

Security	Shares	Value
<b>Oil, Gas &amp; Consumable Fuels (continued)</b>		
ENI SpA <sup>(1)</sup>	1,544,000	\$ 34,067,928
Exxon Mobil Corp. <sup>(1)</sup>	545,000	47,578,500
HollyFrontier Corp. <sup>(1)</sup>	225,000	9,065,250
Marathon Oil Corp. <sup>(1)</sup>	621,000	17,276,220
Royal Dutch Shell PLC, Class A <sup>(1)</sup>	270,000	9,445,790
		<b>\$ 175,075,438</b>
 <b>Pharmaceuticals 10.5%</b>		
Abbott Laboratories <sup>(1)</sup>	430,000	\$ 28,182,200
Johnson & Johnson <sup>(1)</sup>	330,000	22,251,900
Merck & Co., Inc. <sup>(1)</sup>	596,307	25,671,016
Pfizer, Inc. <sup>(1)</sup>	1,220,000	29,109,200
Sanofi <sup>(1)</sup>	417,000	34,110,533
		<b>\$ 139,324,849</b>
 <b>Real Estate Investment Trusts (REITs) 2.8%</b>		
AvalonBay Communities, Inc. <sup>(1)</sup>	157,000	\$ 22,218,640
Public Storage, Inc. <sup>(1)</sup>	100,000	14,556,000
		<b>\$ 36,774,640</b>
 <b>Road &amp; Rail 1.9%</b>		
Union Pacific Corp. <sup>(1)</sup>	212,000	\$ 25,745,280
		<b>\$ 25,745,280</b>
 <b>Software 3.3%</b>		
Microsoft Corp. <sup>(1)</sup>	880,000	\$ 27,121,600
Oracle Corp. <sup>(1)</sup>	518,000	16,394,700
		<b>\$ 43,516,300</b>
 <b>Specialty Retail 1.3%</b>		
Limited Brands, Inc. <sup>(1)</sup>	351,511	\$ 17,083,435

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\$ 17,083,435

Textiles, Apparel & Luxury Goods 1.8%  
VF Corp.<sup>(1)</sup>

157,000 \$ 23,970,760

\$ 23,970,760

Tobacco 1.9%  
Philip Morris International, Inc.<sup>(1)</sup>

280,000 \$ 25,004,000

\$ 25,004,000

**Security**

**Shares Value**

Wireless Telecommunication Services 1.4%  
Vodafone Group PLC ADR<sup>(1)</sup>

670,000 \$ 19,376,400

\$ 19,376,400

Total Common Stocks  
(identified cost \$880,060,444)

\$ 1,117,677,983

Preferred Stocks 33.1%

**Security**

**Shares Value**

Capital Markets 0.8%  
Affiliated Managers Group, Inc., 6.375%  
Charles Schwab Corp. (The), 7.00%<sup>(3)</sup>

94,425 \$ 2,413,739  
7,065 7,992,870

\$ 10,406,609

Commercial Banks 15.5%

Bank of America Corp., 8.125%<sup>(3)</sup>  
Barclays Bank PLC, Series 3, 7.10%  
CoBank, ACB, 7.00%<sup>(4)</sup>  
Countrywide Capital V, 7.00%  
Deutsche Bank Contingent Capital Trust III, 7.60%  
Farm Credit Bank of Texas, Series 1, 10.00%  
First Republic Bank, Series A, 6.70%  
First Republic Bank, Series B, 6.20%  
JPMorgan Chase & Co., 5.50%  
JPMorgan Chase & Co., Series 1, 7.90%<sup>(3)</sup>  
KeyCorp, Series A, 7.75%  
Landsbanki Islands HF, 7.431%<sup>(2)(3)(4)(5)(6)</sup>  
Lloyds Banking Group PLC, 6.267%<sup>(3)(4)</sup>  
Lloyds Banking Group PLC, 6.657%<sup>(3)(4)</sup>  
PNC Financial Services Group, Inc., 6.75%<sup>(3)</sup>  
PNC Financial Services Group, Inc., Series P, 6.125%<sup>(3)</sup>  
Royal Bank of Scotland Group PLC, Series Q, 6.75%  
Royal Bank of Scotland Group PLC, Series S, 6.60%  
Royal Bank of Scotland Group PLC, Series T, 7.25%  
Standard Chartered PLC, 6.409%<sup>(3)(4)</sup>  
Standard Chartered PLC, 7.014%<sup>(3)(4)</sup>  
State Street Corp., Series C, 5.25%  
U.S. Bancorp, Series F, 6.50%<sup>(3)</sup>  
Wells Fargo & Co., 5.20%

6,003 \$ 6,667,734  
321,486 8,056,439  
400,000 20,475,000  
133,000 3,327,660  
404,580 10,693,049  
10,973 12,786,974  
224,500 6,153,545  
180,000 4,736,250  
466,913 11,691,505  
12,449 14,305,828  
110,437 12,936,590  
20,750 0  
8,237 5,342,740  
12,213 9,416,121  
1,814 2,014,298  
378,775 10,488,280  
32,275 688,749  
280,779 5,879,512  
128,495 2,928,401  
33.60 3,255,944  
100.33 10,186,483  
567,380 14,292,302  
258,737 7,698,073  
189,045 4,741,249

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Wells Fargo & Co., Series L, 7.50%

15,390

18,406,440

**\$ 207,169,166**

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*See Notes to Financial Statements.*



## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

## Portfolio of Investments continued

Security	Shares	Value
<b>Consumer Finance 1.8%</b>		
Ally Financial, Inc., Series A, 8.50% <sup>(3)</sup>	646,050	\$ 15,894,445
Capital One Financial Corp., Series B, 6.00%	343,900	8,597,500
		<b>\$ 24,491,945</b>
<b>Diversified Financial Services 2.1%</b>		
Citigroup Capital XI, 6.00%	158,360	\$ 3,960,584
Elmira Savings Bank FSB (The), 8.998% <sup>(3)</sup>	4,750	3,942,500
HSBC Capital Funding LP, 10.176% <sup>(3)(4)</sup>	4,737	6,475,289
RBS Capital Funding Trust VII, Series G, 6.08% <sup>(2)</sup>	208,820	3,579,175
UBS AG, 7.625%	9,485	9,609,123
		<b>\$ 27,566,671</b>
<b>Electric Utilities 3.2%</b>		
Entergy Arkansas, Inc., 6.45%	325,000	\$ 8,338,298
Entergy Louisiana, LLC, 6.95%	31,305	3,134,413
NextEra Energy Capital Holdings, Inc., Series G, 5.70%	112,500	3,044,531
Southern California Edison Co., Series C, 6.00%	36,405	3,676,905
Southern California Edison Co., Series D, 6.50%	91,800	9,791,048
Southern California Edison Co., Series E, 6.25% <sup>(3)</sup>	4,967	5,450,127
Virginia Electric and Power Co., 6.12%	90	9,529,869
		<b>\$ 42,965,191</b>
<b>Food Products 1.1%</b>		
Dairy Farmers of America, 7.875% <sup>(4)</sup>	94,450	\$ 9,716,543
Ocean Spray Cranberries, Inc., 6.25% <sup>(4)</sup>	47,500	4,242,344
		<b>\$ 13,958,887</b>
<b>Insurance 5.6%</b>		
American Overseas Group, Ltd., Series A, 7.50% <sup>(2)(3)</sup>	13,000	\$ 4,940,812
Arch Capital Group, Ltd., Series C, 6.75%	371,500	10,217,179
Aspen Insurance Holdings, Ltd., 7.401% <sup>(3)</sup>	89,150	2,384,763
Axis Capital Holdings, Ltd., Series C, 6.875%	301,852	8,288,856
Endurance Specialty Holdings, Ltd., Series B, 7.50%	371,500	9,874,470
Montpelier Re Holdings, Ltd., 8.875%	698,427	18,578,158

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PartnerRe, Ltd., Series E, 7.25%	153,884	4,290,286
Prudential PLC, 6.50%	8,867	8,887,197
RenaissanceRe Holdings, Ltd., Series D, 6.60%	264,628	6,726,844
		<b>\$ 74,188,565</b>

<b>Machinery 1.1%</b>		
Stanley Black & Decker, Inc., 5.75%	557,165	\$ 14,625,581
		<b>\$ 14,625,581</b>

<b>Security</b>	<b>Shares</b>	<b>Value</b>
-----------------	---------------	--------------

<b>Real Estate Investment Trusts (REITs) 1.6%</b>		
CapLease, Inc., Series A, 8.125%	400,000	\$ 10,028,000
Cedar Shopping Centers, Inc., Series A, 8.875%	213,551	5,422,060
Sunstone Hotel Investors, Inc., Series D, 8.00%	239,400	6,306,706
		<b>\$ 21,756,766</b>

<b>Telecommunications 0.3%</b>		
Centaur Funding Corp., 9.08%(4)	3,760	\$ 4,566,050
		<b>\$ 4,566,050</b>

<b>Total Preferred Stocks</b> (identified cost \$440,271,162)		<b>\$ 441,695,431</b>
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**Corporate Bonds & Notes 12.4%**

<b>Security</b>	<b>Principal Amount (000 s omitted)</b>	<b>Value</b>
<b>Commercial Banks 2.5%</b>		
ABN AMRO North American Holding Preferred Capital Repackage Trust I, 6.523% to 11/8/12, 12/29/49(4)(7)	\$ 3,850	\$ 3,619,000
Banco Industriale Comercial SA, 8.50%, 4/27/20(4)	2,010	2,047,185
CBA Capital Trust II, 6.024% to 3/15/16, 3/29/49(4)(7)	5,000	4,964,270
Citigroup Capital III, 7.625%, 12/1/36	4,730	4,988,386
Groupe BPCE, 12.50% to 9/30/19, 8/29/49(4)(7)	10,691	11,531,141
Mellon Capital IV, 4.00%, 6/29/49(3)	2,330	2,025,912
SunTrust Preferred Capital I, 4.00%, 6/29/49(3)	5,100	3,742,125
		<b>\$ 32,918,019</b>

<b>Diversified Financial Services 2.8%</b>		
General Electric Capital Corp., Series A, 7.125% to 6/15/22, 12/15/49(7)	\$ 9,194	\$ 10,080,513
General Electric Capital Corp., Series B, 6.25% to 12/15/22, 12/15/49(7)	11,710	12,144,558
HSBC Finance Capital Trust IX, 5.911% to 11/30/15, 11/30/35(7)	2,900	2,834,750
Textron Financial Corp., 6.00% to 2/15/17, 2/15/67(4)(7)	13,900	11,606,500
		<b>\$ 36,666,321</b>

<b>Electric Utilities 1.5%</b>		
Energisa SA, 9.50%, 1/29/49(4)	\$ 4,290	\$ 4,332,900

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PPL Capital Funding, Inc., Series A, 6.70% to 3/30/17, 3/30/67<sup>(7)</sup>

15,500 15,922,391

**\$ 20,255,291**

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*See Notes to Financial Statements.*

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

## Portfolio of Investments continued

Security	Principal Amount (000 s omitted)	Value
<b>Industrial Conglomerates 0.5%</b>		
Hutchison Whampoa International 12, Ltd., 6.00% to 5/7/17, 5/29/49 <sup>(4)(7)</sup>	\$ 6,900	\$ 7,124,250
		<b>\$ 7,124,250</b>
<b>Insurance 3.7%</b>		
Allstate Corp. (The), 6.125% to 5/15/17, 5/15/37, 5/15/67 <sup>(7)(8)</sup>	\$ 1,565	\$ 1,611,950
MetLife, Inc., 10.75% to 8/1/34, 8/1/39, 8/1/69 <sup>(7)(8)</sup>	9,825	14,418,188
QBE Capital Funding II, LP, 6.797% to 6/1/17, 6/29/49 <sup>(4)(7)</sup>	3,685	3,411,208
QBE Capital Funding III, Ltd., 7.25% to 5/24/21, 5/24/41 <sup>(4)(7)</sup>	2,839	2,784,497
Swiss Re Capital I, LP, 6.854% to 5/25/16, 5/29/49 <sup>(4)(7)</sup>	8,921	8,839,783
XL Capital, Ltd., Series E, 6.50% to 4/15/17, 12/29/49 <sup>(7)</sup>	20,402	18,693,332
		<b>\$ 49,758,958</b>
<b>Pipelines 1.4%</b>		
Enterprise Products Operating, LLC, 7.00% to 6/1/17, 6/1/67 <sup>(7)</sup>	\$ 5,105	\$ 5,336,614
Southern Union Co., 3.462%, 11/1/66 <sup>(3)</sup>	16,265	12,951,006
		<b>\$ 18,287,620</b>
<b>Total Corporate Bonds &amp; Notes</b>		
(identified cost \$154,312,188)		<b>\$ 165,010,459</b>
<b>Exchange-Traded Funds 0.6%</b>		
<b>Security</b>	<b>Shares</b>	<b>Value</b>
iShares S&P U.S. Preferred Stock Index Fund	184,883	\$ 7,354,646
<b>Total Exchange-Traded Funds</b>		
(identified cost \$7,285,392)		<b>\$ 7,354,646</b>

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Short-Term Investments 0.5%

Description	Interest (000 s omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.12% <sup>(9)</sup>	\$ 7,348	\$ 7,347,735
<b>Total Short-Term Investments</b> (identified cost \$7,347,735)		<b>\$ 7,347,735</b>
<b>Total Investments</b> 130.5% (identified cost \$1,489,276,921)		<b>\$ 1,739,086,254</b>
<b>Other Assets, Less Liabilities</b> (30.5)%		<b>\$ (406,459,402)</b>
<b>Net Assets</b> 100.0%		<b>\$ 1,332,626,852</b>

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

ADR American Depositary Receipt

(1) Security has been segregated as collateral with the custodian for borrowings under the Committed Facility Agreement.

(2) Non-income producing security.

(3) Variable rate security. The stated interest rate represents the rate in effect at August 31, 2012.

(4) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At August 31, 2012, the aggregate value of these securities is \$133,937,248 or 10.1% of the Fund's net assets.

(5) For fair value measurement disclosure purposes, security is categorized as Level 3 (see Note 10).

(6) Defaulted security.

(7) Security converts to floating rate after the indicated fixed-rate coupon period.

(8) The maturity dates shown are the scheduled maturity date and final maturity date, respectively. The scheduled maturity date is earlier than the final maturity date due to the possibility of earlier repayment.

(9) 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 August 31, 2012.

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Country Concentration of Portfolio

<b>Country</b>	<b>Percentage of Total Investments</b>	<b>Value</b>
United States	80.7%	\$ 1,403,974,152
France	4.6	79,473,648
Bermuda	3.5	60,360,556
United Kingdom	3.2	55,791,412
Italy	1.9	34,067,928
Cayman Islands	1.7	30,383,632
Switzerland	1.7	29,837,561
Australia	1.2	20,859,177
Ireland	0.6	9,920,850
Norway	0.5	8,037,253
Brazil	0.4	6,380,085
Iceland	0.0	0
<b>Total Investments</b>	<b>100.0%</b>	<b>\$ 1,739,086,254</b>

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

## Statement of Assets and Liabilities

	<b>August 31, 2012</b>
<b>Assets</b>	
Unaffiliated investments, at value (identified cost, \$1,481,929,186)	\$ 1,731,738,519
Affiliated investment, at value (identified cost, \$7,347,735)	7,347,735
Restricted cash*	3,963,658
Dividends and interest receivable	8,782,920
Interest receivable from affiliated investment	2,790
Receivable for investments sold	45,128,033
Tax reclaims receivable	4,632,230
<b>Total assets</b>	<b>\$ 1,801,595,885</b>
<b>Liabilities</b>	
Notes payable	\$ 447,000,000
Payable for investments purchased	20,130,045
Payable for open forward foreign currency exchange contracts	422,185
Payable to affiliate:	
Investment adviser fee	1,278,002
Accrued expenses	138,801
<b>Total liabilities</b>	<b>\$ 468,969,033</b>
<b>Net assets</b>	<b>\$ 1,332,626,852</b>
<b>Sources of Net Assets</b>	
Common shares, \$0.01 par value, unlimited number of shares authorized, 72,835,900 shares issued and outstanding	\$ 728,359
Additional paid-in capital	1,382,213,413
Accumulated net realized loss	(307,369,565)
Accumulated undistributed net investment income	7,434,717
Net unrealized appreciation	249,619,928
<b>Net assets</b>	<b>\$ 1,332,626,852</b>
<b>Net Asset Value</b>	
<b>(\$1,332,626,852 ÷ 72,835,900 common shares issued and outstanding)</b>	<b>\$ 18.30</b>

\* Represents restricted cash on deposit at the custodian for open forward foreign currency exchange contracts.

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

## Statement of Operations

	<b>Year Ended</b>
	<b>August 31, 2012</b>
<b>Investment Income</b>	
Dividends (net of foreign taxes, \$4,117,576)	\$ 98,101,118
Interest	10,641,422
Interest income allocated from affiliated investment	34,935
Expenses allocated from affiliated investment	(5,078)
<b>Total investment income</b>	<b>\$ 108,772,397</b>
<b>Expenses</b>	
Investment adviser fee	\$ 14,484,974
Trustees' fees and expenses	68,000
Custodian fee	471,212
Transfer and dividend disbursing agent fees	22,580
Legal and accounting services	138,762
Printing and postage	302,870
Interest expense and fees	5,690,425
Miscellaneous	131,931
<b>Total expenses</b>	<b>\$ 21,310,754</b>
Deduct	
Reduction of investment adviser fee	\$ 62,143
Reduction of custodian fee	134
<b>Total expense reductions</b>	<b>\$ 62,277</b>
<b>Net expenses</b>	<b>\$ 21,248,477</b>
<b>Net investment income</b>	<b>\$ 87,523,920</b>
<b>Realized and Unrealized Gain (Loss)</b>	
Net realized gain (loss)	
Investment transactions	\$ 44,854,357
Investment transactions allocated from affiliated investment	764
Foreign currency and forward foreign currency exchange contract transactions	21,632,920
<b>Net realized gain</b>	<b>\$ 66,488,041</b>
Change in unrealized appreciation (depreciation)	
Investments	\$ 48,902,170
Foreign currency and forward foreign currency exchange contracts	1,484,002
<b>Net change in unrealized appreciation (depreciation)</b>	<b>\$ 50,386,172</b>
<b>Net realized and unrealized gain</b>	<b>\$ 116,874,213</b>
<b>Net increase in net assets from operations</b>	<b>\$ 204,398,133</b>



Eaton Vance

Tax-Advantaged Dividend Income Fund

August 31, 2012

Statements of Changes in Net Assets

	Year Ended August 31,	
	2012	2011
<b>Increase (Decrease) in Net Assets</b>		
From operations		
Net investment income	\$ 87,523,920	\$ 98,602,847
Net realized gain from investment, foreign currency and forward foreign currency exchange contract transactions	66,488,041	48,863,671
Net change in unrealized appreciation (depreciation) from investments, foreign currency and forward foreign currency exchange contracts	50,386,172	6,961,599
<b>Net increase in net assets from operations</b>	<b>\$ 204,398,133</b>	<b>\$ 154,428,117</b>
Distributions to shareholders		
From net investment income	\$ (93,958,310)	\$ (93,958,310)
<b>Total distributions</b>	<b>\$ (93,958,310)</b>	<b>\$ (93,958,310)</b>
<b>Net increase in net assets</b>	<b>\$ 110,439,823</b>	<b>\$ 60,469,807</b>
<b>Net Assets</b>		
At beginning of year	\$ 1,222,187,029	\$ 1,161,717,222
<b>At end of year</b>	<b>\$ 1,332,626,852</b>	<b>\$ 1,222,187,029</b>
<b>Accumulated undistributed net investment income included in net assets</b>		
<b>At end of year</b>	<b>\$ 7,434,717</b>	<b>\$ 14,177,851</b>

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

## Statement of Cash Flows

	<b>Year Ended</b>
	<b>August 31, 2012</b>
<b>Cash Flows From Operating Activities</b>	
Net increase in net assets from operations	\$ 204,398,133
Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities:	
Investments purchased	(1,580,652,514)
Investments sold	1,564,841,342
Increase in short-term investments, net	(540,318)
Net amortization/accretion of premium (discount)	(71,143)
Decrease in restricted cash	686,885
Decrease in dividends and interest receivable	513,557
Increase in interest receivable from affiliated investment	(2,716)
Decrease in tax reclaims receivable	395,245
Decrease in payable for open forward foreign currency exchange contracts	(2,170,522)
Increase in payable to affiliate for investment adviser fee	157,439
Decrease in accrued expenses	(100,551)
Net change in unrealized (appreciation) depreciation from investments	(48,902,170)
Net realized gain from investments	(44,854,357)
<b>Net cash provided by operating activities</b>	<b>\$ 93,698,310</b>
<b>Cash Flows From Financing Activities</b>	
Distributions paid to common shareholders, net of reinvestments	\$ (93,958,310)
<b>Net cash used in financing activities</b>	<b>\$ (93,958,310)</b>
<b>Net decrease in cash</b>	<b>\$ (260,000)</b>
<b>Cash at beginning of year</b>	<b>\$ 260,000</b>
<b>Cash at end of year</b>	<b>\$</b>
<b>Supplemental disclosure of cash flow information:</b>	
Cash paid for interest and fees on borrowings	\$ 5,681,732

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

## Financial Highlights

Selected data for a common share outstanding during the periods stated

		Year Ended August 31,			
	2012	2011	2010	2009	2008
Net asset value Beginning of year (Common shares)	\$ 16.780	\$ 15.950	\$ 15.320	\$ 24.320	\$ 30.310
<b>Income (Loss) From Operations</b>					
Net investment income <sup>(1)</sup>	\$ 1.202	\$ 1.354 <sup>(2)</sup>	\$ 1.331	\$ 1.227	\$ 2.211
Net realized and unrealized gain (loss)	1.608	0.766	0.589	(8.757)	(6.058)
Distributions to preferred shareholders from net investment income					(0.275)
<b>Total income (loss) from operations</b>	<b>\$ 2.810</b>	<b>\$ 2.120</b>	<b>\$ 1.920</b>	<b>\$ (7.530)</b>	<b>\$ (4.122)</b>
<b>Less Distributions to Common Shareholders</b>					
From net investment income	\$ (1.290)	\$ (1.290)	\$ (1.290)	\$ (1.470)	\$ (1.868)
<b>Total distributions to common shareholders</b>	<b>\$ (1.290)</b>	<b>\$ (1.290)</b>	<b>\$ (1.290)</b>	<b>\$ (1.470)</b>	<b>\$ (1.868)</b>
<b>Net asset value End of year (Common shares)</b>	<b>\$ 18.300</b>	<b>\$ 16.780</b>	<b>\$ 15.950</b>	<b>\$ 15.320</b>	<b>\$ 24.320</b>
<b>Market value End of year (Common shares)</b>	<b>\$ 16.600</b>	<b>\$ 15.160</b>	<b>\$ 14.750</b>	<b>\$ 13.920</b>	<b>\$ 21.050</b>
<b>Total Investment Return on Net Asset Value<sup>(3)</sup></b>	<b>18.42%</b>	<b>13.58%</b>	<b>13.25%</b>	<b>(28.38)%</b>	<b>(13.61)%</b>
<b>Total Investment Return on Market Value<sup>(3)</sup></b>	<b>18.87%</b>	<b>10.96%</b>	<b>15.26%</b>	<b>(24.81)%</b>	<b>(16.46)%</b>

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See Notes to Financial Statements.

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

## Financial Highlights continued

Selected data for a common share outstanding during the periods stated

Ratios/Supplemental Data	Year Ended August 31,				
	2012	2011	2010	2009	2008
Net assets applicable to common shares, end of year (000 s omitted)	\$ 1,332,627	\$ 1,222,187	\$ 1,161,717	\$ 1,116,175	\$ 1,771,252
Ratios (as a percentage of average daily net assets applicable to common shares): <sup>(4)</sup>					
Expenses excluding interest and fees <sup>(5)</sup>	1.23%	1.13%	1.04%	1.07%	0.98%
Interest and fee expense <sup>(6)</sup>	0.45%	0.36%	0.39%	0.99%	0.41%
Total expenses	1.68%	1.49%	1.43%	2.06%	1.39%
Net investment income	6.93%	7.47% <sup>(2)</sup>	8.09%	8.66%	7.74%
Portfolio Turnover	94%	86%	117%	76%	96%
The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares and borrowings, are as follows:					
Ratios (as a percentage of average daily net assets applicable to common shares plus preferred shares and borrowings):					
Expenses excluding interest and fees <sup>(5)</sup>	0.91%	0.85%	0.81%	0.77%	0.73% <sup>(4)</sup>
Interest and fee expense <sup>(6)</sup>	0.33%	0.27%	0.31%	0.70%	0.31% <sup>(4)</sup>
Total expenses	1.24%	1.12%	1.12%	1.47%	1.04% <sup>(4)</sup>
Net investment income	5.12%	5.62% <sup>(2)</sup>	6.30%	6.16%	5.79% <sup>(4)</sup>
Senior Securities:					
Total notes payable outstanding (in 000 s)	\$ 447,000	\$ 447,000	\$ 340,000	\$ 340,000	\$ 700,000
Asset coverage per \$1,000 of notes payable <sup>(7)</sup>	\$ 3,981	\$ 3,734	\$ 4,417	\$ 4,283	\$ 3,530

(1) Computed using average common shares outstanding.

(2) Net investment income per share reflects special dividends which amounted to \$0.191 per share. Excluding special dividends, the ratio of net investment income to average daily net assets applicable to common shares would have been 6.41% and the ratio of net investment income to average daily net assets applicable to common shares plus average borrowings would have been 4.83%.

(3) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested.

(4) Ratios do not reflect the effect of dividend payments to preferred shareholders.

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

(6) Interest and fee expense relates to the notes payable incurred to redeem the Fund's preferred shares (see Note 8).

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<sup>(7)</sup> Calculated by subtracting the Fund's total liabilities (not including the notes payable) from the Fund's total assets, and dividing the result by the notes payable balance in thousands.

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Notes to Financial Statements

##### 1 Significant Accounting Policies

Eaton Vance Tax-Advantaged Dividend 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 investment objective is to provide a high level of after-tax total return consisting primarily of tax-advantaged dividend income and capital appreciation. The Fund pursues its objective by investing primarily in dividend-paying common and preferred stocks.

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.

**A Investment Valuation** Equity securities (including common shares of closed-end investment companies) 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 or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by a third party pricing service that will use various techniques that consider factors including, but not limited to, prices or yields of securities with similar characteristics, benchmark yields, broker/dealer quotes, quotes of underlying common stock, issuer spreads, as well as industry and economic events. The value of preferred equity securities that are valued by a pricing service on a bond basis will be adjusted by an income factor, to be determined by the investment adviser, to reflect the next anticipated regular dividend. Debt obligations (including short-term obligations with a remaining maturity of more than sixty days) are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. Short-term obligations purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value. 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. 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. 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. 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 the market(s) in which the security is purchased and sold.

The Fund may invest in Eaton Vance Cash Reserves Fund, LLC (Cash Reserves Fund), an affiliated investment company managed by Eaton Vance Management (EVM). 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 in the same manner as debt obligations described above.

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**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. Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount.

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Notes to Financial Statements continued

**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.

At August 31, 2012, the Fund, for federal income tax purposes, had a capital loss carryforward of \$256,659,796 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. Such capital loss carryforward will expire on August 31, 2017 (\$45,460,191) and August 31, 2018 (\$211,199,605). In addition, such capital loss carryforward cannot be utilized prior to the utilization of new capital losses, if any, created after August 31, 2012.

During the year ended August 31, 2012, a capital loss carryforward of \$119,684,696 was utilized to offset net realized gains by the Fund.

Additionally, at August 31, 2012, the Fund had a net capital loss of \$50,316,769 attributable to security transactions incurred after October 31, 2011. This net capital loss is treated as arising on the first day of the Fund's taxable year ending August 31, 2013.

As of August 31, 2012, 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 accounting principles generally accepted in the United States of America 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 or offset by another contract with the same broker for



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the same settlement date and currency. 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 Statement of Cash Flows** The cash amount shown in the Statement of Cash Flows of the Fund is the amount included in the Fund's Statement of Assets and Liabilities and represents the cash on hand at its custodian and does not include any short-term investments.

### 2 Distributions to Shareholders

The Fund intends to make monthly distributions of net investment income to common shareholders. In addition, at least annually, the Fund intends to distribute all or substantially all of its net realized capital gains (reduced by available capital loss carryforwards from prior years, if any). Distributions are recorded on the ex-dividend date. The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

[Notes to Financial Statements](#) continued

The tax character of distributions declared for the years ended August 31, 2012 and August 31, 2011 was as follows:

	<b>Year Ended August 31,</b>	
	<b>2012</b>	<b>2011</b>
<b>Distributions declared from:</b>		
Ordinary income	\$ 93,958,310	\$ 93,958,310

During the year ended August 31, 2012, accumulated net realized loss was decreased by \$308,744 and accumulated undistributed net investment income was decreased by \$308,744 due to differences between book and tax accounting, primarily for investments in partnerships, premium amortization, distributions from real estate investment trusts (REITs) and foreign currency gain (loss). These reclassifications had no effect on the net assets or net asset value per share of the Fund.

As of August 31, 2012, the components of distributable earnings (accumulated losses) and unrealized appreciation (depreciation) on a tax basis were as follows:

Undistributed ordinary income	\$ 6,249,720
Capital loss carryforward and post October losses	\$ (306,976,565)
Net unrealized appreciation	\$ 250,411,925

The differences between components of distributable earnings (accumulated losses) on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to wash sales, premium amortization, distributions from REITs, investments in partnerships and foreign currency transactions.

### 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 0.85% of the Fund's average daily gross assets up to and including \$1.5 billion, 0.83% over \$1.5 billion up to and including \$3 billion, and at reduced rates as daily gross assets exceed \$3 billion and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage. The fee reduction cannot be terminated without the consent of the Trustees and shareholders. The Fund invests its cash in Cash Reserves Fund. EVM does not currently receive a fee for advisory services provided to Cash Reserves Fund. For the year ended August 31, 2012, the Fund's investment adviser fee amounted to \$14,484,974 or 0.85% of the Fund's average daily gross assets. EVM also serves as administrator of the Fund, but receives no compensation.

In addition, EVM has contractually agreed to reimburse the Fund for fees and other expenses at an annual rate of 0.20% of the Fund's average daily gross assets during the first five full years of the Fund's operations, 0.15% of the Fund's average daily gross assets in year six, 0.10% in year seven and 0.05% in year eight. Such reimbursement will be reduced by an amount, if any, by which the annual effective advisory fee rate is less than 0.85% of the Fund's average daily gross assets. The Fund concluded its first eight full years of operations on September 30, 2011. Pursuant to this agreement, EVM waived \$62,143 of its investment adviser fee for the year ended August 31, 2012.

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 year ended August 31, 2012, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

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### 4 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations, aggregated \$1,585,259,537 and \$1,570,532,646, respectively, for the year ended August 31, 2012.

### 5 Common Shares of Beneficial Interest

The Fund may issue common shares pursuant to its dividend reinvestment plan. There were no transactions in common shares by the Fund for the years ended August 31, 2012 and August 31, 2011.

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

Notes to Financial Statements continued

## 6 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at August 31, 2012, as determined on a federal income tax basis, were as follows:

<b>Aggregate cost</b>	<b>\$ 1,488,907,109</b>
Gross unrealized appreciation	\$ 300,795,226
Gross unrealized depreciation	(50,616,081)
<b>Net unrealized appreciation</b>	<b>\$ 250,179,145</b>

## 7 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 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 obligations under these financial instruments at August 31, 2012 is as follows:

## Forward Foreign Currency Exchange Contracts

Sales				Net Unrealized Depreciation
Settlement Date	Deliver	In Exchange For	Counterparty	
9/28/12	British Pound Sterling 1,896,214	United States Dollar 3,002,181	Citibank NA	\$ (8,463)
9/28/12	British Pound Sterling 1,896,214	United States Dollar 3,002,207	Standard Chartered Bank	(8,436)
9/28/12	British Pound Sterling 1,896,214	United States Dollar 3,002,219	State Street Bank and Trust Co.	(8,425)
9/28/12	Euro 27,583,296	United States Dollar 34,569,207	Citibank NA	(133,096)
9/28/12	Euro 27,583,296	United States Dollar 34,571,662	Standard Chartered Bank	(130,641)
9/28/12	Euro 27,583,296	United States Dollar 34,569,179	State Street Bank and Trust Co.	(133,124)

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\$ (422,185)

At August 31, 2012, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to foreign exchange risk in the normal course of pursuing its investment objective. Because the Fund holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Fund enters into forward foreign currency exchange contracts. The Fund also enters into such contracts to hedge the currency risk of investments it anticipates purchasing.

The Fund enters into forward foreign currency exchange contracts that may contain provisions whereby the counterparty may terminate the contract under certain conditions, including but not limited to a decline in the Fund's net assets below a certain level over a certain period of time, which would trigger a payment by the Fund for those derivatives in a liability position. At August 31, 2012, the fair value of derivatives with credit-related contingent features in a net liability position was \$422,185. The aggregate fair value of assets pledged as collateral by the Fund for such liability was \$3,963,658 at August 31, 2012.

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

Notes to Financial Statements continued

The non-exchange traded 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.

The fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) and whose primary underlying risk exposure is foreign exchange risk at August 31, 2012 was as follows:

Derivative	Fair Value	
	Asset Derivative	Liability Derivative
Forward foreign currency exchange contracts	\$	\$ (422,185) <sup>(1)</sup>

<sup>(1)</sup> Statement of Assets and Liabilities location: Payable for open forward foreign currency exchange contracts; Net unrealized appreciation.

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 foreign exchange risk for the year ended August 31, 2012 was as follows:

Derivative	Realized Gain (Loss) on Derivatives Recognized in Income	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income
Forward foreign currency exchange contracts	\$ 22,321,975 <sup>(1)</sup>	\$ 2,170,522 <sup>(2)</sup>

<sup>(1)</sup> Statement of Operations location: Net realized gain (loss) Foreign currency and forward foreign currency exchange contract transactions.

<sup>(2)</sup> Statement of Operations location: Change in unrealized appreciation (depreciation) Foreign currency and forward foreign currency exchange contracts. The average notional amount of forward foreign currency exchange contracts outstanding during the year ended August 31, 2012, which is indicative of the volume of this derivative type, was approximately \$220,821,000.

## 8 Committed Facility Agreement

The Fund has entered into a Committed Facility Agreement, as amended (the Agreement) with a major financial institution that allows it to borrow up to \$514 million over a rolling 180 calendar day period. Interest is charged at a rate above 3-month LIBOR and is payable monthly. The Fund is charged a commitment fee of 0.55% per annum on the unused portion of the commitment. Under the terms of the Agreement, the Fund is required to satisfy certain collateral requirements and maintain a certain level of net assets. At August 31, 2012, the Fund had borrowings outstanding under the Agreement of \$447 million at an interest rate of 1.12%. The carrying amount of the borrowings at August 31, 2012 approximated its fair value. If measured at fair value, borrowings under the Agreement would have been considered as Level 2 in the fair value hierarchy (see Note 10) at August 31, 2012. For the year ended August 31, 2012, the average borrowings under the Agreement and the average interest rate were \$447 million and 1.19%, respectively.

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## 9 Risks Associated with Foreign Investments

Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and reporting requirements of the U.S. securities laws. Certain foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of funds or other assets of the Fund, political or financial instability or diplomatic and other developments which could affect such investments. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies. In general, there is less overall governmental supervision and regulation of foreign securities markets, broker/dealers and issuers than in the United States.

## 10 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

## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

Notes to Financial Statements continued

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 August 31, 2012, 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	\$ 99,302,045	\$	\$	\$ 99,302,045
Consumer Staples	50,869,756	20,997,778		71,867,534
Energy	131,561,720	43,513,718		175,075,438
Financials	222,682,430	22,700,725		245,383,155
Health Care	115,135,166	34,110,533		149,245,699
Industrials	85,820,070			85,820,070
Information Technology	95,969,288			95,969,288
Materials	32,109,450			32,109,450
Telecommunication Services	53,538,600	33,831,974		87,370,574
Utilities	75,534,730			75,534,730
<b>Total Common Stocks</b>	<b>\$ 962,523,255</b>	<b>\$ 155,154,728**</b>	<b>\$</b>	<b>\$ 1,117,677,983</b>
Preferred Stocks				
Consumer Staples	\$	\$ 13,958,887	\$	\$ 13,958,887
Financials	192,014,417	173,565,305	0	365,579,722
Industrials		14,625,581		14,625,581
Telecommunication Services		4,566,050		4,566,050
Utilities		42,965,191		42,965,191
<b>Total Preferred Stocks</b>	<b>\$ 192,014,417</b>	<b>\$ 249,681,014</b>	<b>\$ 0</b>	<b>\$ 441,695,431</b>
Corporate Bonds & Notes	\$	\$ 165,010,459	\$	\$ 165,010,459
Exchange-Traded Funds	7,354,646			7,354,646
Short-Term Investments		7,347,735		7,347,735
<b>Total Investments</b>	<b>\$ 1,161,892,318</b>	<b>\$ 577,193,936</b>	<b>\$ 0</b>	<b>\$ 1,739,086,254</b>
Liability Description				
Forward Foreign Currency Exchange Contracts	\$	\$ (422,185)	\$	\$ (422,185)
<b>Total</b>	<b>\$</b>	<b>\$ (422,185)</b>	<b>\$</b>	<b>\$ (422,185)</b>

\* None of the unobservable inputs for Level 3 assets, individually or collectively, had a material impact on the Fund.



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\*\* 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.

Level 3 investments at the beginning and/or end of the period in relation to net assets were not significant and accordingly, a reconciliation of Level 3 assets for the year ended August 31, 2012 is not presented. At August 31, 2012, the value of investments transferred between Level 1 and Level 2 during the year then ended was not significant.

Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

### Report of Independent Registered Public Accounting Firm

To the Trustees and Shareholders of Eaton Vance Tax-Advantaged Dividend Income Fund:

We have audited the accompanying statement of assets and liabilities of Eaton Vance Tax-Advantaged Dividend Income Fund (the Fund), including the portfolio of investments, as of August 31, 2012, and the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of August 31, 2012, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2012, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Boston, Massachusetts

October 15, 2012

Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

### Federal Tax Information (Unaudited)

The Form 1099-DIV you receive in January 2013 will show the tax status of all distributions paid to your account in calendar year 2012. Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Fund. As required by the Internal Revenue Code and/or regulations, shareholders must be notified within 60 days of the Fund's fiscal year end regarding the status of qualified dividend income for individuals and the dividends received deduction for corporations.

**Qualified Dividend Income.** The Fund designates approximately \$96,795,355 or up to the maximum amount of such dividends allowable pursuant to the Internal Revenue Code, as qualified dividend income eligible for the reduced tax rate of 15%.

**Dividends Received Deduction.** Corporate shareholders are generally entitled to take the dividends received deduction on the portion of the Fund's dividend distribution that qualifies under tax law. For the Fund's fiscal 2012 ordinary income dividends, 57.12% qualifies for the corporate dividends received deduction.

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Annual Meeting of Shareholders

The Fund held its Annual Meeting of Shareholders on June 22, 2012. The following action was taken by the shareholders:

**Item 1:** The election of Ronald A. Pearlman, Helen Frame Peters and Ralph F. Verni as Class III Trustees of the Fund for a three-year term expiring in 2015, Scott E. Eston as a Class I Trustee of the Fund for a one-year term expiring in 2013 and Harriett Tee Taggart as a Class II Trustee of the Fund for a two-year term expiring in 2014.

#### Nominee for Trustee

#### Number of Shares

##### Elected by All Shareholders

	For	Withheld
Ronald A. Pearlman	66,272,305	2,067,187
Helen Frame Peters	66,441,972	1,897,520
Ralph F. Verni	66,435,579	1,903,913
Scott E. Eston	66,558,828	1,780,664
Harriett Tee Taggart	66,300,940	2,038,552

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Notice to Shareholders

In August 2012, the Fund announced a change to its investment policies. The Fund invests at least 80% of its total managed assets in dividend-paying common and preferred stocks that Eaton Vance believes at the time of investment are eligible to pay dividends that qualify for federal income taxation at rates applicable to long-term capital gains. Under the former policies, (i) with respect to its preferred stock investments, the Fund invested primarily in preferred stocks of investment grade quality (which is at least BBB- as determined by Standard & Poor's Ratings Group or Fitch Ratings or Baa3 as determined by Moody's Investors Service, Inc. or, if unrated, determined to be of comparable quality by the investment adviser) and (ii) not more than 10% of the Fund's total assets were invested in securities rated below investment grade.

Under the revised policies, the Fund will continue to invest at least 80% of its total assets in common and preferred stocks as described above; however, the Fund eliminated the requirement that it invest primarily in preferred stocks of investment grade quality. In addition, the Fund is authorized to invest up to 30% of its total assets in securities rated below investment grade.

Investments in lower rated obligations and comparable unrated securities (junk bonds) have speculative characteristics because of the credit risk associated with their issuers. Changes in economic conditions or other circumstances typically have a greater effect on the ability of issuers of lower rated investments to make principal and interest payments than they do on issuers of higher rated investments. An economic downturn generally leads to a higher non-payment rate, and a lower rated investment may lose significant value before a default occurs. Lower rated investments generally are subject to greater price volatility and illiquidity than higher rated investments.

In April 2012, the Board authorized the Fund to invest up to 10% of its net assets in exchange-traded funds (ETFs) that invest primarily in preferred stocks. ETFs are pooled investment vehicles that are designed to provide investment results corresponding to an index. These indexes may be either broad-based, sector or international. ETFs usually are units of beneficial interest in an investment trust or represent undivided ownership interests in a portfolio of securities (or commodities), in each case with respect to a portfolio of all or substantially all of the component securities of, and in substantially the same weighting as, the relevant benchmark index. ETFs are designed to provide investment results that generally correspond to the price and yield performance of the component securities (or commodities) of the benchmark index. ETFs are listed on an exchange and trade in the secondary market on a per-share basis. The values of ETFs are subject to change as the values of their respective component securities (or commodities) fluctuate according to market volatility. Investments in ETFs may not exactly match the performance of a direct investment in the respective indices to which they are intended to correspond due to the temporary unavailability of certain index securities in the secondary market or other extraordinary circumstances, such as discrepancies with respect to the weighting of securities. Typically, the ETF bears its own operational expenses, which are deducted from its assets. To the extent that the Fund invests in ETFs, the Fund must bear these expenses in addition to the expenses of its own operation.

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Dividend Reinvestment Plan

The Fund offers a dividend reinvestment plan (Plan) pursuant to which shareholders may elect to have distributions automatically reinvested in common shares (Shares) of the Fund. You may elect to participate in the Plan by completing the Dividend Reinvestment Plan Application Form. If you do not participate, you will receive all distributions in cash paid by check mailed directly to you by American Stock Transfer & Trust Company (AST) as dividend paying agent. On the distribution payment date, if the NAV per Share is equal to or less than the market price per Share plus estimated brokerage commissions, then new Shares will be issued. The number of Shares shall be determined by the greater of the NAV per Share or 95% of the market price. Otherwise, Shares generally will be purchased on the open market by AST, the Plan agent (Agent). Distributions subject to income tax (if any) are taxable whether or not Shares are reinvested.

If your Shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the Plan on your behalf. If the nominee does not offer the Plan, you will need to request that the Fund's transfer agent re-register your Shares in your name or you will not be able to participate.

The Agent's service fee for handling distributions will be paid by the Fund. Plan participants will be charged their pro rata share of brokerage commissions on all open-market purchases.

Plan participants may withdraw from the Plan at any time by writing to the Agent at the address noted on the following page. If you withdraw, you will receive Shares in your name for all Shares credited to your account under the Plan. If a participant elects by written notice to the Agent to sell part or all of his or her Shares and remit the proceeds, the Agent is authorized to deduct a \$5.00 fee plus brokerage commissions from the proceeds.

If you wish to participate in the Plan and your Shares are held in your own name, you may complete the form on the following page and deliver it to the Agent. Any inquiries regarding the Plan can be directed to the Agent at 1-866-439-6787.

Eaton Vance

Tax-Advantaged Dividend Income Fund

August 31, 2012

Application for Participation in Dividend Reinvestment Plan

This form is for shareholders who hold their common shares in their own names. If your common shares are held in the name of a brokerage firm, bank, or other nominee, you should contact your nominee to see if it will participate in the Plan on your behalf. If you wish to participate in the Plan, but your brokerage firm, bank, or nominee is unable to participate on your behalf, you should request that your common shares be re-registered in your own name which will enable your participation in the Plan.

The following authorization and appointment is given with the understanding that I may terminate it at any time by terminating my participation in the Plan as provided in the terms and conditions of the Plan.

Please print exact name on account:

Shareholder signature

Date

Shareholder signature

Date

Please sign exactly as your common shares are registered. All persons whose names appear on the share certificate must sign.

**YOU SHOULD NOT RETURN THIS FORM IF YOU WISH TO RECEIVE YOUR DISTRIBUTIONS IN CASH. THIS IS NOT A PROXY.**

*This authorization form, when signed, should be mailed to the following address:*

Eaton Vance Tax-Advantaged Dividend Income Fund

c/o American Stock Transfer & Trust Company

P.O. Box 922

Wall Street Station

New York, NY 10269-0560

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### **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 August 31, 2012, Fund records indicate that there are 302 registered shareholders and approximately 55,083 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 EVT.



## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### 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 Eaton Vance group of mutual funds (the Eaton Vance Funds ) held on April 23, 2012, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing 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 the Contract Review Committee of the Board, 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 2012, as well as information considered during prior meetings of the committee. Such information included, among other things, the following:

#### *Information about Fees, Performance and Expenses*

An independent report comparing the advisory and related fees paid by each fund with fees paid by comparable funds;

An independent report comparing each fund's total expense ratio and its components to comparable funds;

An independent report 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, in each case as approved by the Board with respect to the funds;

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 employed, and any changes in portfolio management processes and personnel;

Information about the allocation of brokerage 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 the fund's policies with respect to soft dollar arrangements;

Data relating to portfolio turnover rates of each fund;

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 processes for monitoring best execution of portfolio transactions, and other policies and practices of each adviser with respect to trading;

*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;

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

Copies of or descriptions of each adviser's policies and procedures relating to proxy voting, the handling of corporate actions and class actions;

Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates on behalf of the funds (including descriptions of various compliance programs) and their record of compliance with investment policies and restrictions, including policies with respect to market-timing, late trading and selective portfolio disclosure, and with policies on personal securities transactions;

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;

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

[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 advisory agreement.

In addition to the information identified above, the Contract Review Committee considered information provided from time to time by each adviser throughout the year at meetings of the Board and its committees. Over the course of the twelve-month period ended April 30, 2012, with respect to one or more funds, the Board met ten 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 ten, nineteen, seven, eight and fourteen 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. The Board and its Committees 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 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.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of 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 advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each 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 advisory and sub-advisory agreement.

#### [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-Advantaged Dividend 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](#)

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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.

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, including recent changes to such personnel. In particular, the Board considered the abilities and experience of such investment personnel in analyzing special considerations relevant to investing in dividend-paying common and preferred stocks. The Board noted the Adviser's in-house equity research capabilities and experience in managing funds that seek to maximize after-tax returns. The Board also took into account the resources dedicated to portfolio management and other services, including the compensation methods of the Adviser to recruit and retain investment personnel, and the time and attention devoted to the Fund by senior management.

The Board reviewed 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 evaluated 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.

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.

## Eaton Vance

### Tax-Advantaged Dividend Income Fund

August 31, 2012

#### Board of Trustees Contract Approval continued

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 a relevant universe of similarly managed funds identified by an independent data provider as well as a customized peer group of similarly managed funds and appropriate benchmark indices. The Board reviewed comparative performance data for the one-, three- and five-year periods ended September 30, 2011 for the Fund. On the basis of the foregoing and other relevant information provided by the Adviser in response to inquiries from the Contract Review Committee, the Board concluded that the performance of the Fund was satisfactory.

#### Management Fees and Expenses

The Board reviewed contractual investment advisory fee rates payable by the Fund (referred to as management fees). As part of its review, the Board considered the management fees and the Fund's total expense ratio for the year ended September 30, 2011, as compared to a group of similarly managed funds selected by an independent data provider. In considering the Fund's total expense ratio and management fees, the Board noted the impact of the Fund's use of leverage. The Board noted that the Adviser had waived fees and/or paid expenses for the Fund. 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 Eaton Vance fund complex level, including the negotiation of reduced fees for transfer agency and custody services.

After reviewing 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 reviewed 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-Advantaged Dividend Income Fund

August 31, 2012

## Management and Organization

**Fund Management.** The Trustees of Eaton Vance Tax-Advantaged Dividend Income Fund (the Fund) are responsible for the overall management and supervision of the Fund's affairs. The Trustees and officers of the Fund are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. The Noninterested Trustees consist of those Trustees who are not interested persons of the Fund, as that term is defined under the 1940 Act. The business address of each Trustee and officer is Two International Place, Boston, Massachusetts 02110. As used below, EVC refers to Eaton Vance Corp., EV refers to Eaton Vance, Inc., EVM refers to Eaton Vance Management, BMR refers to Boston Management and Research and EVD refers to Eaton Vance Distributors, Inc. EVC and EV are the corporate parent and trustee, respectively, of EVM and BMR. EVD is a wholly-owned subsidiary of EVC. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with EVM listed below. Each Trustee oversees 186 portfolios in the Eaton Vance Complex (including all master and feeder funds in a master feeder structure). Each officer serves as an officer of certain other Eaton Vance funds. Each Trustee serves for a three year term. Each officer serves until his or her successor is elected.

Name and Year of Birth	Position(s) with the Fund	Term of Office; Length of Service	Principal Occupation(s) and Directorships During Past Five Years and Other Relevant Experience
<b>Interested Trustee</b>			
Thomas E. Faust Jr. 1958	Class II Trustee	Until 2014.  3 years.  Trustee since 2007.	Chairman, Chief Executive Officer and President of EVC, Director and President of EV, Chief Executive Officer and President of EVM and BMR, and Director of EVD. Trustee and/or officer of 186 registered investment companies. Mr. Faust is an interested person because of his positions with EVM, BMR, EVD, EVC and EV, which are affiliates of the Fund.  <b>Directorships in the Last Five Years.</b> <sup>(1)</sup> Director of EVC.
<b>Noninterested Trustees</b>			
Scott E. Eston 1956	Class I Trustee	Until 2013.  1 year.  Trustee since 2011.	Private investor. Formerly held various positions at Grantham, Mayo, Van Otterloo and Co., L.L.C. (investment management firm) (1997-2009), including Chief Operating Officer (2002-2009), Chief Financial Officer (1997-2009) and Chairman of the Executive Committee (2002-2008); President and Principal Executive Officer, GMO Trust (open-end registered investment company) (2006-2009). Former Partner, Coopers and Lybrand L.L.P. (now PricewaterhouseCoopers) (public accounting firm) (1987-1997).  <b>Directorships in the Last Five Years.</b> None.
Benjamin C. Esty 1963	Class I Trustee	Until 2013.  3 years.  Trustee since 2005.	Roy and Elizabeth Simmons Professor of Business Administration and Finance Unit Head, Harvard University Graduate School of Business Administration.  <b>Directorships in the Last Five Years.</b> <sup>(1)</sup> None.
Allen R. Freedman	Class I	Until 2013.	

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1940	Trustee	3 years.  Trustee since 2007.	Private Investor. Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Former Chairman and a Director of Indus International, Inc. (provider of enterprise management software to the power generating industry) (2005-2007). Former Chief Executive Officer of Assurant, Inc. (insurance provider) (1979-2000).  <b>Directorships in the Last Five Years.</b> <sup>(1)</sup> Director of Stonemor Partners, L.P. (owner and operator of cemeteries). Formerly, Director of Assurant, Inc. (insurance provider) (1979-2011).
William H. Park	Class II	Until 2014. 3 years.	Consultant and private investor. Formerly, Chief Financial Officer, Aveon Group L.P. (investment management firm) (2010-2011). Formerly, Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (2006-2010). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005). Formerly, Executive Vice President and Chief Financial Officer, United Asset Management Corporation (investment management firm) (1982-2001). Formerly, Senior Manager, Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm) (1972-1981).
1947	Trustee	Trustee since 2003.	<b>Directorships in the Last Five Years.</b> <sup>(1)</sup> None.
Ronald A. Pearlman	Class III	Until 2015.	Professor of Law, Georgetown University Law Center. Formerly, Deputy Assistant Secretary (Tax Policy) and Assistant Secretary (Tax Policy), U.S. Department of the Treasury (1983-1985). Formerly, Chief of Staff, Joint Committee on Taxation, U.S. Congress (1988-1990).
1940	Trustee	3 years.  Trustee since 2003.	<b>Directorships in the Last Five Years.</b> <sup>(1)</sup> None.



## Eaton Vance

## Tax-Advantaged Dividend Income Fund

August 31, 2012

## Management and Organization continued

Name and Year of Birth	Position(s) with the Fund	Term of Office; Length of Service	Principal Occupation(s) and Directorships During Past Five Years and Other Relevant Experience
<b>Noninterested Trustees (continued)</b>			
Helen Frame Peters 1948	Class III Trustee	Until 2015.  3 years.  Trustee since 2008.	Professor of Finance, Carroll School of Management, Boston College. Formerly, Dean, Carroll School of Management, Boston College (2000-2002). Formerly, Chief Investment Officer, Fixed Income, Scudder Kemper Investments (investment management firm) (1998-1999). Formerly, Chief Investment Officer, Equity and Fixed Income, Colonial Management Associates (investment management firm) (1991-1998).  <b>Directorships in the Last Five Years.</b> <sup>(1)</sup> Formerly, Director of BJ's Wholesale Club, Inc. (wholesale club retailer) (2004-2011). Formerly, Trustee of SPDR Index Shares Funds and SPDR Series Trust (exchange traded funds) (2000-2009). Formerly, Director of Federal Home Loan Bank of Boston (a bank for banks) (2007-2009).
Lynn A. Stout 1957	Class I Trustee	Until 2013.  3 years.  Trustee since 2003.	Distinguished Professor of Corporate and Business Law, Jack G. Clarke Business Law Institute, Cornell University Law School. Formerly, the Paul Hastings Professor of Corporate and Securities Law (2006-2012) and Professor of Law (2001-2006), University of California at Los Angeles School of Law.  <b>Directorships in the Last Five Years.</b> <sup>(1)</sup> None.
Harriett Tee Taggart 1948	Class II Trustee	Until 2014.  2 years.  Trustee since 2011.	Managing Director, Taggart Associates (a professional practice firm). Formerly, Partner and Senior Vice President, Wellington Management Company, LLP (investment management firm) (1983-2006).  <b>Directorships in the Last Five Years.</b> Director of Albemarle Corporation (chemicals manufacturer) (since 2007) and The Hanover Group (specialty property and casualty insurance company) (since 2009). Formerly, Director of Lubrizol Corporation (specialty chemicals) (2007-2011).
Ralph F. Verni 1943	Chairman of the Board and Class III Trustee	Until 2015.  3 years. Chairman of the Board since 2007 and Trustee since 2005.	Consultant and private investor. Formerly, Chief Investment Officer (1982-1992), Chief Financial Officer (1988-1990) and Director (1982-1992), New England Life. Formerly, Chairperson, New England Mutual Funds (1982-1992). Formerly, President and Chief Executive Officer, State Street Management & Research (1992-2000). Formerly, Chairperson, State Street Research Mutual Funds (1992-2000). Formerly, Director, W.P. Carey, LLC (1998-2004) and First Pioneer Farm Credit Corp. (2002-2006).  <b>Directorships in the Last Five Years.</b> <sup>(1)</sup> None.

Principal Officers who are not Trustees

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<b>Name and Year of Birth</b>	<b>Position(s) with the Fund</b>	<b>Length of Service</b>	<b>Principal Occupation(s) During Past Five Years</b>
Judith A. Saryan 1954	President	Since 2011	Vice President of EVM and BMR.
Duncan W. Richardson 1957	Vice President	Since 2011	Director of EVC and Executive Vice President and Chief Equity Investment Officer of EVC, EVM and BMR.
Barbara E. Campbell 1957	Treasurer	Since 2005	Vice President of EVM and BMR.
Maureen A. Gemma 1960	Vice President, Secretary and Chief Legal Officer	Vice President since 2011, Secretary since 2007 and Chief Legal Officer since 2008	Vice President of EVM and BMR.
Paul M. O Neil 1953	Chief Compliance Officer	Since 2004	Vice President of EVM and BMR.

<sup>(1)</sup> During their respective tenures, the Trustees (except Mr. Eston and Ms. Taggart) also served as trustees of one or more of the following Eaton Vance funds (which operated in the years noted): Eaton Vance Credit Opportunities Fund (launched in 2005 and terminated in 2010); Eaton Vance Insured Florida Plus Municipal Bond Fund (launched in 2002 and terminated in 2009); and Eaton Vance National Municipal Income Trust (launched in 1998 and terminated in 2009).

## 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](http://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](http://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](http://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](http://www.sec.gov).

**Additional Notice to Shareholders.** A Fund also may purchase shares of its common stock in the open market when they trade at a discount to net asset value or at other times if the Fund determines such purchases are advisable. There can be no assurance that a Fund will take such action or that such purchases would reduce the discount. If applicable, a Fund may also redeem or purchase its outstanding auction preferred shares (APS) in order to maintain compliance with regulatory requirements, borrowing or rating agency requirements or for other purposes as it deems appropriate or necessary.

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**Closed-End Fund Information.** The Eaton Vance closed-end funds make certain fund performance data and information about portfolio characteristics (such as top holdings and asset allocation) available on the Eaton Vance website after the end of each month. Certain fund performance data for the funds, including total returns, are posted to the website shortly after the end of each month. 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](http://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**

200 Clarendon Street

Boston, MA 02116

Transfer Agent

**American Stock Transfer & Trust Company**

59 Maiden Lane

Plaza Level

New York, NY 10038

Independent Registered Public Accounting Firm

**Deloitte & Touche LLP**

200 Berkeley Street

Boston, MA 02116-5022

Fund Offices

Two International Place

Boston, MA 02110



2004-10/12

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**Item 2. Code of Ethics**

Not required in this filing.

**Item 3. Audit Committee Financial Expert**

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is a consultant and private investor. Previously, he served as the Chief Financial Officer of Aveon Group, L.P. (an investment management firm), as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

**Item 4. Principal Accountant Fees and Services**

(a)-(d)

The following table presents the aggregate fees billed to the registrant for the registrant's fiscal years ended August 31, 2011 and August 31, 2012 by the registrant's principal accountant, Deloitte & Touche LLP ( "D&T" ), for professional services rendered for the audit of the registrant's annual financial statements and fees billed for other services rendered by D&T during such periods.

<b>Fiscal Years Ended</b>	<b>8/31/11</b>	<b>8/31/12</b>
Audit Fees	\$ 78,200	\$ 80,900
Audit-Related Fees <sup>(1)</sup>	\$ 0	\$ 0
Tax Fees <sup>(2)</sup>	\$ 11,520	\$ 11,820
All Other Fees <sup>(3)</sup>	\$ 1,200	\$ 1,240
<b>Total</b>	<b>\$ 90,920</b>	<b>\$ 93,960</b>

(1) Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under the category of audit fees.

(2) Tax fees consist of the aggregate fees billed for professional services rendered by the principal accountant relating to tax compliance, tax advice, and tax planning and specifically include fees for tax return preparation and other related tax compliance/planning matters.

(3) All other fees consist of the aggregate fees billed for products and services provided by the registrant's principal accountant other than audit, audit-related, and tax services.

(e)(1) The registrant's audit committee has adopted policies and procedures relating to the pre-approval of services provided by the registrant's principal accountant (the "Pre-Approval Policies"). The Pre-Approval Policies establish a framework intended to assist the audit committee in the proper discharge of its pre-approval responsibilities. As a general matter, the Pre-Approval Policies (i) specify certain types of audit, audit-related, tax, and other services determined to be pre-approved by the audit committee; and (ii) delineate specific procedures governing the mechanics of the pre-approval process, including the approval and monitoring of audit and non-audit service fees. Unless a service is specifically pre-approved under the Pre-Approval Policies, it must be separately pre-approved by the audit committee.

The Pre-Approval Policies and the types of audit and non-audit services pre-approved therein must be reviewed and ratified by the registrant's audit committee at least annually. The registrant's audit committee maintains full responsibility for the appointment, compensation, and oversight of the work of the registrant's principal accountant.

(e)(2) No services described in paragraphs (b)-(d) above were approved by the registrant's audit committee pursuant to the de minimis exception set forth in Rule 2-01 (c)(7)(i)(C) of Regulation S-X.

(f) Not applicable.

(g) The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed for services rendered to the registrant by D&T for the registrant's fiscal year

ended August 31, 2011 and the fiscal year ended August 31, 2012; and (ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed for services rendered to the Eaton Vance organization by D&T for the same time periods.

Fiscal Years Ended	8/31/11	8/31/12
<b>Registrant</b>	\$ 12,720	\$ 13,060
<b>Eaton Vance<sup>(1)</sup></b>	\$ 224,191	\$ 606,619

(1) Eaton Vance Management, a subsidiary of Eaton Vance Corp., acts as the registrant's investment adviser and administrator.

(h) The registrant's audit committee has considered whether the provision by the registrant's principal accountant of non-audit services to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining the principal accountant's independence.

#### **Item 5. Audit Committee of Listed Registrants**

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934, as amended. William H. Park (Chair), Scott E. Eston, Helen Frame Peters, Lynn A. Stout and Ralph F. Verni are the members of the registrant's audit committee.

#### **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**

The Board of Trustees of the Trust has adopted a proxy voting policy and procedure (the Fund Policy), pursuant to which the Trustees have delegated proxy voting responsibility to the Fund's investment adviser and adopted the investment adviser's proxy voting policies and procedures (the Policies) which are described below. The Trustees will review the Fund's proxy voting records from time to time and will annually consider approving the Policies for the upcoming year. In the event that a conflict of interest arises between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund, the investment adviser will generally refrain from voting the proxies related to the companies giving rise to such conflict until it consults with the Board's Special Committee except as contemplated under the Fund Policy. The Board's Special Committee will instruct the investment adviser on the appropriate course of action.

The Policies are designed to promote accountability of a company's management to its shareholders and to align the interests of management with those shareholders. An independent proxy voting service (Agent), currently Institutional Shareholder Services, Inc., has been retained to assist in the voting of proxies through the provision of vote analysis, implementation and recordkeeping and disclosure services. The investment adviser will generally vote proxies through the Agent. The Agent is required to vote all proxies and/or refer them back to the investment adviser pursuant to the Policies. It is generally the policy of the investment adviser to vote in accordance with the recommendation of the

Agent. The Agent shall refer to the investment adviser proxies relating to mergers and restructurings, and the disposition of assets, termination, liquidation and mergers contained in mutual fund proxies. The investment adviser will normally vote against anti-takeover measures and other proposals designed to limit the ability of shareholders to act on possible transactions, except in the case of closed-end management investment companies. The investment adviser generally supports management on social and environmental proposals. The investment adviser may abstain from voting from time to time where it determines that the costs associated with voting a proxy outweighs the benefits derived from exercising the right to vote or the economic effect on shareholders interests or the value of the portfolio holding is indeterminable or insignificant.

In addition, the investment adviser will monitor situations that may result in a conflict of interest between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund by maintaining a list of significant existing and prospective corporate clients. The investment adviser's personnel responsible for reviewing and voting proxies on behalf of the Fund will report any proxy received or expected to be received from a company included on that list to the personnel of the investment adviser identified in the Policies. If such personnel expects to instruct the Agent to vote such proxies in a manner inconsistent with the guidelines of the Policies or the recommendation of the Agent, the personnel will consult with members of senior management of the investment adviser to determine if a material conflict of interests exists. If it is determined that a material conflict does exist, the investment adviser will seek instruction on how to vote from the Special Committee.

Information on how the Fund voted proxies relating to portfolio securities during the most recent 12 month period ended June 30 is available (1) without charge, upon request, by calling 1-800-262-1122, and (2) on the Securities and Exchange Commission's website at <http://www.sec.gov>.

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

John H. Croft, Aamer Khan and Judith A. Saryan and other Eaton Vance investment professionals comprise the investment team responsible for the overall management of the Fund's investments as well as allocations of the Fund's assets between common and preferred stocks. Messrs. Croft and Khan and Ms. Saryan are the portfolio managers responsible for the day-to-day management of specific segments of the Fund's investment portfolio.

Messrs. Croft and Khan have been Eaton Vance analysts for more than five years and are Vice Presidents of EVM and BMR. Ms. Saryan has been an Eaton Vance portfolio manager since 1999 and is a Vice President of EVM and BMR. This information is provided as of the date of filing of this report.

The following tables show, as of the Fund's most recent fiscal year end, the number of accounts each portfolio manager managed in each of the listed categories and the total assets (in millions of dollars) in the accounts managed within each category. The table also shows the number of accounts with respect to which the advisory fee is based on the performance of the account, if any, and the total assets (in millions of dollars) in those accounts.

	Number of All Accounts	Total Assets of All Accounts	Number of Accounts Paying a Performance Fee	Total Assets of Accounts Paying a Performance Fee
<b>John H. Croft</b>				
Registered Investment Companies	5	\$ 1,679.5	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	5	\$ 55.8	0	\$ 0
<b>Aamer Khan</b>				
Registered Investment Companies	5	\$ 4,142.9	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0
<b>Judith A. Saryan</b>				
Registered Investment Companies	6	\$ 5,272.1	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0

The following table shows the dollar range of Fund shares beneficially owned by each portfolio manager as of the Fund's most recent fiscal year end.

Portfolio Manager	Dollar Range of Equity Securities Owned in the Fund
John H. Croft	None
Aamer Khan	None
Judith A. Saryan	\$10,001-\$50,000

*Potential for Conflicts of Interest.* It is possible that conflicts of interest may arise in connection with a portfolio manager's management of the Fund's investments on the one hand and investments of other accounts for which a portfolio manager is responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among the Fund and other accounts he or she advises. In addition, due to differences in the investment strategies or restrictions between the Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may compensate the investment adviser based on the performance of the securities held by that account. The existence of such a performance based fee may create additional conflicts of interest for a portfolio manager in the allocation of management time, resources and investment opportunities. Whenever conflicts of interest arise, a portfolio manager will endeavor to exercise his or her discretion in a manner that he or she believes is equitable to all interested persons. EVM has adopted several policies and procedures designed to address these potential conflicts including a code of ethics and policies which govern the investment adviser's trading practices, including among other things the aggregation and allocation of trades among clients, brokerage allocation, cross trades and best execution.

### **Compensation Structure for EVM**

Compensation of EVM's portfolio managers and other investment professionals has three primary components: (1) a base salary, (2) an annual cash bonus, and (3) annual stock-based compensation consisting of options to purchase shares of EVC's nonvoting common stock and restricted shares of EVC's nonvoting common stock. EVM's investment professionals also receive certain retirement, insurance and other benefits that are broadly available to EVM's employees. Compensation of EVM's investment professionals is reviewed primarily on an annual basis. Cash bonuses, stock-based compensation awards, and adjustments in base salary are typically paid or put into effect at or shortly after the October 31st fiscal year end of EVC.

*Method to Determine Compensation.* EVM compensates its portfolio managers based primarily on the scale and complexity of their portfolio responsibilities and the total return performance of managed funds and accounts versus the benchmark(s) stated in the prospectus, as well as an appropriate peer group (as described below). In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to relative risk-adjusted performance. Risk-adjusted performance measures include, but are not limited to, the Sharpe Ratio. Performance is normally based on periods ending on the September 30th preceding fiscal year end. Fund performance is normally evaluated primarily versus peer groups of funds as determined by Lipper Inc. and/or Morningstar, Inc. When a fund's peer group as determined by Lipper or Morningstar is deemed by EVM's management not to provide a fair comparison, performance may instead be evaluated primarily against a custom peer group. In evaluating the performance of a fund and its manager, primary emphasis is normally placed on three-year performance, with secondary consideration of performance over longer and shorter periods. For funds that are tax-managed or otherwise have an objective of after-tax returns, performance is measured net of taxes. For other funds, performance is evaluated on a pre-tax basis. For funds with an investment objective other than total return (such as current income), consideration will also be given to the fund's success in achieving its objective. For managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis, based on averages or weighted averages among managed funds and accounts. Funds and accounts that have performance-based advisory fees are not accorded disproportionate weightings in measuring aggregate portfolio manager performance.

The compensation of portfolio managers with other job responsibilities (such as heading an investment group or providing analytical support to other portfolios) will include consideration of the scope of such responsibilities and the managers' performance in meeting them.

EVM seeks to compensate portfolio managers commensurate with their responsibilities and performance, and competitive with other firms within the investment management industry. EVM participates in investment-industry compensation surveys and utilizes survey data as a factor in determining salary, bonus and stock-based compensation levels for portfolio managers and other investment professionals. Salaries, bonuses and stock-based compensation are also influenced by the operating performance of EVM and its parent company. The overall annual cash bonus pool is based on a substantially fixed percentage of pre-bonus operating income. While the salaries of EVM's portfolio managers are comparatively fixed, cash bonuses and stock-based compensation may fluctuate significantly from year to year, based on changes in manager performance and other factors as described herein. For a high performing portfolio manager, cash bonuses and stock-based compensation may represent a substantial portion of total compensation.

**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.



**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-Advantaged Dividend Income Fund

By: /s/ Judith A. Saryan  
Judith A. Saryan  
President

Date: October 11, 2012

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/ Barbara E. Campbell  
Barbara E. Campbell  
Treasurer

Date: October 11, 2012

By: /s/ Judith A. Saryan  
Judith A. Saryan  
President

Date: October 11, 2012