

EATON VANCE LIMITED DURATION INCOME FUND

Form N-2MEF

May 27, 2003

As filed with the Securities and Exchange Commission on May 27, 2003
1933 Act File No. 333-103901
1940 Act File No. 811-21323

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM N-2

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933 []
PRE-EFFECTIVE AMENDMENT NO. []
POST-EFFECTIVE AMENDMENT NO. 1 [X]

AND/OR

REGISTRATION STATEMENT UNDER THE
INVESTMENT COMPANY ACT OF 1940
AMENDMENT NO. 3 [X]
(CHECK APPROPRIATE BOX OR BOXES)

EATON VANCE LIMITED DURATION INCOME FUND

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

THE EATON VANCE BUILDING, 255 STATE STREET, BOSTON, MASSACHUSETTS 02109

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (617) 482-8260

ALAN R. DYNNER
THE EATON VANCE BUILDING, 255 STATE STREET, BOSTON, MASSACHUSETTS 02109

NAME AND ADDRESS (OF AGENT FOR SERVICE)

COPIES OF COMMUNICATIONS TO:

MARK P. GOSHKO, ESQ.
KIRKPATRICK & LOCKHART LLP
75 STATE STREET
BOSTON, MASSACHUSETTS 02109

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SKADDEN, ARPS, SLATE,
MEAGHER & FLOM (ILLINOIS)
CHICAGO, ILLINOIS 60606

APPROXIMATE DATE OF PROPOSED PUBLIC OFFERING: As soon as practicable after
the effective date of this Registration Statement.

[X] This form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act and the Securities
Act registration statement for the same offering is 333-103901.

If any of the securities being registered on this form are to be offered
on a delayed or continuous basis in reliance on Rule 415 under the Securities
Act of 1933, other than securities offered in connection with a dividend
reinvestment plan, check the following box. []

It is proposed that this filing will become effective (check appropriate

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box): [] when declared effective pursuant to Section 8(c)

CALCULATION OF REGISTRATION FEE UNDER THE SECURITIES ACT OF 1933

TITLE OF SECURITIES BEING REGISTERED	AMOUNT BEING REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
Common Shares of Beneficial Interest, \$0.01 par value	114,000,000	\$20.00	\$2,280,000,000

- (1) Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(o) under the Securities Act of 1933.
- (2) Includes Shares that may be offered to the Underwriters pursuant to an option to cover over-allotments.
- (3) A registration fee of \$80.90 was previously paid in connection with the initial filing and \$153,629.10 was previously paid in connection with Pre-Effective Amendment No. 2.

This Registration Statement is being filed by the Eaton Vance Limited Duration Income Fund (the "Registrant") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. The Registrant hereby incorporates by reference into this Registration Statement the content of the Registrant's Registration Statement on Form N-2 and all amendments thereto (File No. 333-103901) declared effective on May 23, 2003 by the Securities and Exchange Commission (the "Commission") including each of the documents filed by the Registrant with the Commission therein.

NOTICE

A copy of the Agreement and Declaration of Trust of Eaton Vance Limited Duration Income Fund is on file with the Secretary of State of the Commonwealth of Massachusetts and notice is hereby given that this instrument is executed on behalf of the Registrant by an officer of the Registrant as an officer and not individually and that the obligations of or arising out of this instrument are not binding upon any of the Trustees, officers or shareholders individually, but are binding only upon the assets and property of the Registrant.

SIGNATURES

Pursuant to requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Boston and the Commonwealth of Massachusetts, on the 27th day of May 2003.

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EATON VANCE LIMITED DURATION INCOME FUND

By: /s/ Thomas E. Faust Jr.

Thomas E. Faust Jr.
President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----
/s/ Thomas E. Faust Jr. ----- Thomas E. Faust Jr.	President and Principal Executive Officer
/s/ James L. O'Connor ----- James L. O'Connor	Treasurer and Principal Financial and Accounting Officer
/s/ Jessica M. Bibliowicz* ----- Jessica M. Bibliowicz	Trustee
/s/ James B. Hawkes ----- James B. Hawkes	Trustee
/s/ Samuel L. Hayes, III* ----- Samuel L. Hayes, III	Trustee
/s/ Norton H. Reamer* ----- Norton H. Reamer	Trustee
/s/ Lynn A. Stout* ----- Lynn A. Stout	Trustee

* By: /s/ Alan R. Dynner

Alan R. Dynner (As attorney in-fact)

INDEX TO EXHIBITS

- (1) Opinion and Consent of Kirkpatrick & Lockhart LLP as to Registrant's Common Shares dated May 27, 2003