

EATON VANCE LTD DURATION INCOME FUND

Form 3

November 13, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Jones Lisa

(Last) (First) (Middle)

THE EATON VANCE BUILDING,Â 255 STATE STREET

(Street)

BOSTON,Â MAÂ 02109

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 11/02/2007

3. Issuer Name and Ticker or Trading Symbol

EATON VANCE LTD DURATION INCOME FUND [EVV]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 Management Committee of EV

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)
 Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date	Expiration	Amount or	or Indirect
Exercisable	Date	Number of	(I)
		Shares	(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jones Lisa THE EATON VANCE BUILDING 255 STATE STREET BOSTON, MA 02109	Â	Â	Â	Management Committee of EV

Signatures

By: Paul M. O'Neil, Attorney
in Fact

11/12/2007

__Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. "1%" VALIGN="top"> the terms of the guarantee (if different from those described in this prospectus), and the conditions, if any, upon which the guarantee may be released;

any restrictions or other provisions with respect to the transfer or exchange of the debt securities;

whether the debt securities will be convertible to or exchangeable for other debt securities or any of Harman's other securities or property, and, if applicable, the terms and conditions for doing so;

whether the debt securities will be defeasible; and

any other terms of the debt securities.

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Harman may issue discount debt securities that provide for an amount less than the stated principal amount to be due and payable upon acceleration of the maturity of such debt securities in accordance with the terms of the Harman Indenture. Harman may also issue debt securities in bearer form, with or without coupons. If Harman issues discount debt securities or debt securities in bearer form, Harman will describe material U.S. federal income tax considerations and other material special considerations which apply to these debt securities in the applicable prospectus supplement.

Harman may issue debt securities denominated in or payable in a foreign currency or currencies or a foreign currency unit or units. In that event, Harman will describe the restrictions, elections, and general tax considerations relating to the debt securities and the foreign currency or currencies or foreign currency unit or units in the applicable prospectus supplement.

You should read the particular terms of the Harman debt securities, which will be described in more detail in the prospectus supplement.

Regarding the Trustee

U.S. Bank National Association will act as trustee under the Harman Indenture.

Governing Law

The Harman Indenture and the Harman debt securities will be governed by and construed in accordance with the laws of the State of New York without regard to conflicts of laws.

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Description of Harman Finance Debt Securities

The following summary of the terms of the Harman Finance debt securities describes general terms that apply to the Harman Finance debt securities, and the guarantees of those debt securities by Harman. The particular terms of any Harman Finance debt securities will be described more specifically in the prospectus supplement relating to such debt securities. The following summary of the Harman Finance debt securities is not complete and may not contain all of the information you should consider. This description is subject to and qualified in its entirety by reference to the Harman Finance Indenture (as defined below) and any forms of certificates evidencing the Harman Finance debt securities.

Harman Finance is a wholly-owned subsidiary of Harman. Harman Finance is engaged in financing the activities of Harman and its subsidiaries through the issuance of debt guaranteed by Harman. Harman Finance is a finance subsidiary and has no assets or operations other than in connection with the issuance of the Harman Finance debt securities. As further described below, the Harman Finance debt securities will be fully and unconditionally guaranteed by Harman.

Harman Finance may issue debt securities in one or more series under an indenture (the Harman Finance Indenture) among Harman Finance, as issuer, Harman, as guarantor, and U.S. Bank National Association, as trustee, unless otherwise specified in the prospectus supplement.

The terms of the Harman Finance debt securities will include those stated in the Harman Finance Indenture (including any supplemental indenture that specifies the terms of a particular series of debt securities) as well as those made part of the Harman Finance Indenture by reference to the Trust Indenture Act of 1939. The Harman Finance Indenture will be subject to and governed by the terms of the Trust Indenture Act of 1939. The form of the Harman Finance Indenture has been filed with the SEC as an exhibit to the registration statement of which this prospectus forms a part, and you should read the Harman Finance Indenture for provisions that may be important to you. For more information on how you can obtain a copy of the form of the Harman Finance Indenture, see Where You Can Find Additional Information.

Unless otherwise specified in the applicable prospectus supplement, the Harman Finance debt securities will represent general, unsecured obligations of Harman Finance and will rank equally with all of the other unsecured indebtedness of Harman Finance. The Harman Finance debt securities will be effectively subordinated to, and thus have a junior position to, any secured indebtedness of Harman Finance to the extent of the assets securing that indebtedness.

Harman Finance may issue the Harman Finance debt securities in one or more series with the same or various maturities, at par, at a premium or at a discount and, unless otherwise provided in the applicable supplemental indenture, Harman Finance may reopen a series, without the consent of the holders of the debt securities of that series, for the issuance of additional debt securities of that series. Additional debt securities of a particular series will have the same terms and conditions as outstanding debt securities of such series, except that the additional debt securities may have a different date of original issuance, offering price and first interest payment date, and, unless otherwise provided in the applicable prospectus supplement, will be consolidated with, and form a single series with, such outstanding debt securities. Harman Finance will describe the particular terms of each series of debt securities in a prospectus supplement relating to that series, which Harman Finance will file with the SEC. The prospectus supplement will set forth, to the extent required, the following terms of the debt securities in respect of which the prospectus supplement is delivered:

the title of the series;

the aggregate principal amount;

the issue price or prices, expressed as a percentage of the aggregate principal amount of the debt securities;

any limit on the aggregate principal amount;

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the date or dates on which principal is payable;

the interest rate or rates (which may be fixed or variable) or, if applicable, the method used to determine such rate or rates and the date or dates from which interest, if any, will be payable and any regular record date for the interest payable;

the place or places where principal and, if applicable, premium and interest, is payable;

the terms and conditions upon which Harman Finance may, or the holders may require Harman Finance to, redeem or repurchase the debt securities;

Harman Finance's obligation, if any, to redeem, purchase or repay debt securities of the series pursuant to any sinking fund;

the denominations in which such debt securities may be issuable, if other than denominations of \$2,000 and integral multiples of \$1,000 in excess thereof;

whether the debt securities are to be issuable in the form of certificated debt securities (as described below) or global debt securities (as described below);

the portion of principal amount that will be payable upon declaration of acceleration of the maturity date if other than the principal amount of the debt securities;

the currency of denomination;

the designation of the currency, currencies or currency units in which payment of principal and, if applicable, premium and interest, will be made;

if payments of principal and, if applicable, premium or interest, on the debt securities are to be made in one or more currencies or currency units other than the currency of denomination, the manner in which the exchange rate with respect to such payments will be determined;

if amounts of principal and, if applicable, premium and interest may be determined by reference to an index based on a currency or currencies or by reference to a commodity, commodity index, stock exchange index or financial index, then the manner in which such amounts will be determined;

the provisions, if any, relating to any collateral provided for such debt securities;

the provisions, if any, with respect to amortization;

any addition to or change in the covenants and/or the acceleration provisions described in this prospectus or in the Harman Finance Indenture;

any additional means of satisfaction and discharge of the Harman Finance Indenture and any additional conditions or limitations to discharge with respect to the debt securities and, if applicable, the related guarantees, or any modifications of or deletions from such conditions or limitations;

any deletions or modification of or additions to the events of default, described in this prospectus or in the Harman Finance Indenture;

any trustees, authenticating or paying agents, registrars, depositaries, interest rate calculation agents, exchange rate calculation agents or other agents;

the terms of the guarantee (if different from those described in this prospectus), and the conditions, if any, upon which the guarantee may be released;

any restrictions or other provisions with respect to the transfer or exchange of the debt securities;

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whether the debt securities will be convertible to or exchangeable for other debt securities or any of Harman Finance's other securities or property, and, if applicable, the terms and conditions for doing so;

whether the debt securities will be defeasible; and

any other terms of the debt securities or the Harman guarantee of the Harman Finance debt securities. Harman Finance may issue discount debt securities that provide for an amount less than the stated principal amount to be due and payable upon acceleration of the maturity of such debt securities in accordance with the terms of the Harman Finance Indenture. Harman Finance may also issue debt securities in bearer form, with or without coupons. If Harman Finance issues discount debt securities or debt securities in bearer form, Harman Finance will describe material U.S. federal income tax considerations and other material special considerations which apply to these debt securities in the applicable prospectus supplement.

Harman Finance may issue debt securities denominated in or payable in a foreign currency or currencies or a foreign currency unit or units. In that event, Harman Finance will describe the restrictions, elections, and general tax considerations relating to the debt securities and the foreign currency or currencies or foreign currency unit or units in the applicable prospectus supplement.

You should read the particular terms of the Harman Finance debt securities, which will be described in more detail in the prospectus supplement.

Harman Guarantee

Harman will fully and unconditionally guarantee the due and punctual payment of the principal of, premium, if any, and interest on the Harman Finance debt securities when and as the same shall become due and payable, whether at maturity, upon redemption or otherwise, in accordance with the terms of such Harman Finance debt securities and the Harman Finance Indenture.

Harman's guarantee will represent a general, unsecured obligation and will rank equally with all other unsecured indebtedness of Harman. Harman's guarantee will be effectively subordinated to, and thus have a junior position to, any secured indebtedness of Harman to the extent of the assets securing that indebtedness.

Harman's guarantee will effectively rank junior to all liabilities of Harman's subsidiaries (excluding any amounts owed by such subsidiaries to Harman). Claims of creditors of subsidiaries of Harman generally will have priority with respect to the assets and earnings of such subsidiaries over the claims of creditors of Harman, including any claims made by holders of any Harman Finance debt securities in respect of the Harman guarantee. Accordingly, the Harman guarantee will be effectively subordinated to creditors, including trade creditors and preferred stockholders, if any, of such subsidiaries.

Regarding the Trustee

U.S. Bank National Association will act as trustee under the Harman Finance Indenture.

Governing Law

The Harman Finance Indenture, the Harman Finance debt securities and the Harman guarantee will be governed by and construed in accordance with the laws of the State of New York without regard to conflicts of laws. The application of the provisions set out in articles 86 to 94-8 of the Luxembourg law on commercial companies dated August 10, 1915 as amended, is expressly excluded.

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Plan of Distribution

We may sell our securities in any one or more of the following ways from time to time: (1) through agents; (2) to or through underwriters; (3) through brokers or dealers; (4) directly by us to purchasers, including through a specific bidding, auction or other process; or (5) through a combination of any of these methods of sale. The applicable prospectus supplement will contain the terms of the transaction, name or names of any underwriters, dealers, agents and the respective amounts of securities underwritten or purchased by them, the initial public offering price of the securities, and the applicable agent's commission, dealer's purchase price or underwriter's discount. Any dealers and agents participating in the distribution of the securities may be deemed to be underwriters, and compensation received by them on resale of the securities may be deemed to be underwriting discounts.

Any initial offering price, dealer purchase price, discount or commission may be changed from time to time.

The securities may be distributed from time to time in one or more transactions, at negotiated prices, at a fixed price or fixed prices (that may be subject to change), at market prices prevailing at the time of sale, at various prices determined at the time of sale or at prices related to prevailing market prices.

Offers to purchase securities may be solicited directly by us or by agents designated by us from time to time. Any such agent may be deemed to be an underwriter, as that term is defined in the Securities Act, of the securities so offered and sold.

If underwriters are utilized in the sale of any securities in respect of which this prospectus is being delivered, such securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at fixed public offering prices or at varying prices determined by the underwriters at the time of sale. Securities may be offered to the public either through underwriting syndicates represented by managing underwriters or directly by one or more underwriters. If any underwriter or underwriters are utilized in the sale of securities, unless otherwise indicated in the applicable prospectus supplement, the obligations of the underwriters are subject to certain conditions precedent, and the underwriters will be obligated to purchase all such securities if they purchase any of them.

If a dealer is utilized in the sale of the securities in respect of which this prospectus is delivered, we will sell such securities to the dealer, as principal. The dealer may then resell such securities to the public at varying prices to be determined by such dealer at the time of resale. Transactions through brokers or dealers may include block trades in which brokers or dealers will attempt to sell shares as agent but may position and resell as principal to facilitate the transaction or in cross trades, in which the same broker or dealer acts as agent on both sides of the trade. Any such dealer may be deemed to be an underwriter, as such term is defined in the Securities Act, of the securities so offered and sold.

Offers to purchase securities may be solicited directly by us and the sale thereof may be made by us directly to institutional investors or others, who may be deemed to be underwriters within the meaning of the Securities Act with respect to any resale thereof.

Agents, underwriters and dealers may be entitled under relevant agreements with us to indemnification by us against certain liabilities, including liabilities under the Securities Act, or to contribution with respect to payments which such agents, underwriters and dealers may be required to make in respect thereof. The terms and conditions of any indemnification or contribution will be described in the applicable prospectus supplement.

Underwriters, broker-dealers or agents may receive compensation in the form of commissions, discounts or concessions from us. Underwriters, broker-dealers or agents may also receive compensation from the purchasers of shares for whom they act as agents or to whom they sell as principals, or both. Compensation as to a particular underwriter, broker-dealer or agent will be in amounts to be negotiated in connection with transactions involving shares and might be in excess of customary commissions. In effecting sales, broker-dealers engaged by us may arrange for other broker-dealers to participate in the resales.

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Any securities offered will be a new issue and will have no established trading market. We may elect to list any series of securities on an exchange but, unless otherwise specified in the applicable prospectus supplement, we shall not be obligated to do so. No assurance can be given as to the liquidity of the trading market for any of the securities.

Agents, underwriters and dealers may engage in transactions with, or perform services for, us or our subsidiaries in the ordinary course of business.

Any underwriter may engage in overallotment, stabilizing transactions, short covering transactions and penalty bids in accordance with Regulation M under the Exchange Act. Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum. Short covering transactions involve purchases of the securities in the open market after the distribution is completed to cover short positions. Penalty bids permit the underwriters to reclaim a selling concession from a dealer when the securities originally sold by the dealer are purchased in a covering transaction to cover short positions. Those activities may cause the price of the securities to be higher than it would otherwise be. If commenced, the underwriters may discontinue any of the activities at any time. An underwriter may carry out these transactions on the New York Stock Exchange, in the over-the-counter market or otherwise.

The place and time of delivery for securities will be set forth in the accompanying prospectus supplement for such securities.

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Incorporation of Certain Information by Reference

The SEC allows us to incorporate by reference certain information we have filed with them, which means that we can disclose important information to you by referring you to documents we have filed with the SEC. The information incorporated by reference is considered to be part of this prospectus. We incorporate by reference the documents listed below:

Our Annual Report on Form 10-K for the fiscal year ended June 30, 2014 filed with the SEC on August 7, 2014;

Our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 filed with the SEC on October 30, 2014;

Our Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2014 filed with the SEC on January 29, 2015;

Our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2015 filed with the SEC on April 30, 2015;

Our Current Report on Form 8-K dated September 11, 2014 and filed with the SEC on September 11, 2014;

Our Current Report on Form 8-K dated October 30, 2014 and filed with the SEC on November 4, 2014;

Our Current Report on Form 8-K dated December 3, 2014 and filed with the SEC on December 5, 2014;

Our Current Report on Form 8-K dated January 22, 2015 and filed with the SEC on January 22, 2015;

Our Current Report on Form 8-K dated January 22, 2015 and filed with the SEC on January 26, 2015;

Our Current Report on Form 8-K dated February 3, 2015 and filed with the SEC on February 9, 2015;

Our Current Report on Form 8-K dated February 17, 2015 and filed with the SEC on February 19, 2015;

Our Current Report on Form 8-K dated March 23, 2015 and filed with the SEC on March 26, 2015;

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Our Current Report on Form 8-K dated March 26, 2015 and filed with the SEC on March 27, 2015;

Our Current Report on Form 8-K dated April 8, 2015 and filed with the SEC on April 9, 2015; and

Our Proxy Statement on Schedule 14A dated October 22, 2014 and filed with the SEC on October 22, 2014. In addition, all documents we subsequently file with the SEC pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the initial filing of the registration statement related to this prospectus and prior to the termination of the offering of the securities described in this prospectus, shall be deemed to be incorporated by reference herein and to be part of this prospectus from the respective dates of filing such documents. Notwithstanding the foregoing, we are not incorporating by reference information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K (including any Form 8-K itemized above), including the related exhibits, nor in any document or information deemed to have been furnished and not filed in accordance with SEC rules.

Information contained in this prospectus modifies or supersedes, as applicable, the information contained in earlier-dated documents incorporated by reference. Information contained in later-dated documents incorporated by reference will automatically supplement, modify or supersede, as applicable, the information contained in this prospectus or in earlier-dated documents incorporated by reference.

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We will provide, upon written or oral request, to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of these filings (other than exhibits to such documents unless such exhibits are specifically incorporated by reference in any such documents) at no cost. We can be contacted at the address and phone number indicated below:

Harman International Industries, Incorporated

400 Atlantic Street, Suite 1500

Stamford, CT 06901

Attention: Corporate Secretary

Telephone: (203) 328-3500

Our incorporated reports and other documents may be accessed at our website address: www.harman.com or by contacting the SEC as described below in [Where You Can Find Additional Information](#).

The information contained on our website does not constitute a part of this prospectus, and our website address supplied above is intended to be an inactive textual reference only and not an active hyperlink to our website.

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Where You Can Find Additional Information

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You can read these SEC filings, and this registration statement, over the Internet at the SEC's website at www.sec.gov. You may also read and copy any document we file with the SEC at its public reference facilities at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the public reference facilities.

Legal Matters

Unless we state otherwise in the applicable prospectus supplement, certain legal matters will be passed upon for us and Harman Finance by Akin Gump Strauss Hauer & Feld LLP, New York, New York with respect to validity of the securities being offered by this prospectus under Delaware and New York law, and by Loyens & Loeff Luxembourg S.à r.l. with respect to validity of the securities being offered by this prospectus under Luxembourg law. Any underwriters or agents will be represented by their own legal counsel, who will be identified in the applicable prospectus supplement.

Experts

The consolidated financial statements and the related financial statement schedule of Harman International Industries, Incorporated as of June 30, 2014 and 2013 and for each of the years in the three-year period ended June 30, 2014, and management's assessment of the effectiveness of internal control over financial reporting as of June 30, 2014 (which is included in Management's Report on Internal Control over Financial Reporting) have been incorporated by reference in this prospectus and registration statement in reliance on the reports of KPMG LLP, an independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

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350,000,000

Harman Finance International, S.C.A.

2.000% Senior Notes due 2022

fully and unconditionally guaranteed by

Harman International Industries, Incorporated

PROSPECTUS SUPPLEMENT

Joint Book-Running Managers

HSBC

J.P. Morgan
Co-Managers

UniCredit Bank

MUFG

The Royal Bank of Scotland

TD Securities

May 20, 2015