

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

Eaton Vance Enhanced Equity Income Fund II  
Form N-PX  
August 13, 2018

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

FORM N-PX

## ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-21670

NAME OF REGISTRANT: Eaton Vance Enhanced Equity  
Income Fund II

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

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

REGISTRANT'S TELEPHONE NUMBER: 617-482-8260

DATE OF FISCAL YEAR END: 12/31

DATE OF REPORTING PERIOD: 07/01/2017 - 06/30/2018

Eaton Vance Enhanced Equity Income Fund II

3M COMPANY

Agen

Security: 88579Y101  
Meeting Type: Annual  
Meeting Date: 08-May-2018  
Ticker: MMM  
ISIN: US88579Y1010

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Sondra L. Barbour	Mgmt	For
1b.	Election of Director: Thomas "Tony" K. Brown	Mgmt	For
1c.	Election of Director: David B. Dillon	Mgmt	For
1d.	Election of Director: Michael L. Eskew	Mgmt	For
1e.	Election of Director: Herbert L. Henkel	Mgmt	For

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

1f.	Election of Director: Amy E. Hood	Mgmt	For
1g.	Election of Director: Muhtar Kent	Mgmt	For
1h.	Election of Director: Edward M. Liddy	Mgmt	For
1i.	Election of Director: Gregory R. Page	Mgmt	For
1j.	Election of Director: Michael F. Roman	Mgmt	For
1k.	Election of Director: Inge G. Thulin	Mgmt	For
1l.	Election of Director: Patricia A. Woertz	Mgmt	For
2.	To ratify the appointment of PricewaterhouseCoopers LLP as 3M's independent registered public accounting firm.	Mgmt	For
3.	Advisory approval of executive compensation.	Mgmt	For
4.	Stockholder proposal on special shareholder meetings.	Shr	For
5.	Stockholder proposal on setting target amounts for CEO compensation.	Shr	Against

-----  
 ABBVIE INC.  
 -----

Agen

Security: 00287Y109  
 Meeting Type: Annual  
 Meeting Date: 04-May-2018  
 Ticker: ABBV  
 ISIN: US00287Y1091  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Roxanne S. Austin Richard A. Gonzalez Rebecca B. Roberts Glenn F. Tilton	Mgmt Mgmt Mgmt Mgmt	For For For For
2.	Ratification of Ernst & Young LLP as AbbVie's independent registered public accounting firm for 2018	Mgmt	For
3.	Say on Pay - An advisory vote on the approval of executive compensation	Mgmt	For
4.	Say When on Pay - An advisory vote on the frequency of the advisory vote to approve executive compensation	Mgmt	1 Year

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

5.	Approval of a management proposal regarding amendment of the certificate of incorporation for the annual election of directors	Mgmt	For
6.	Approval of a management proposal regarding amendment of the certificate of incorporation to eliminate supermajority voting	Mgmt	For
7.	Stockholder Proposal - to Issue an Annual Report on Lobbying	Shr	For
8.	Stockholder Proposal - to Separate Chair and CEO	Shr	Against
9.	Stockholder Proposal - to Issue an Annual Compensation Committee Report on Drug Pricing	Shr	For

-----  
 ACTIVISION BLIZZARD, INC.

Agen-----

Security: 00507V109  
 Meeting Type: Annual  
 Meeting Date: 26-Jun-2018  
 Ticker: ATVI  
 ISIN: US00507V1098  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a	Election of Director: Reveta Bowers	Mgmt	For
1b	Election of Director: Robert Corti	Mgmt	For
1c	Election of Director: Hendrik Hartong III	Mgmt	For
1d	Election of Director: Brian Kelly	Mgmt	For
1e	Election of Director: Robert Kotick	Mgmt	For
1f	Election of Director: Barry Meyer	Mgmt	For
1g	Election of Director: Robert Morgado	Mgmt	For
1h	Election of Director: Peter Nolan	Mgmt	For
1i	Election of Director: Casey Wasserman	Mgmt	For
1j	Election of Director: Elaine Wynn	Mgmt	Against
2	To request advisory approval of our executive compensation.	Mgmt	For
3	To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting	Mgmt	For

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

firm for 2018.

-----  
ADOBE SYSTEMS INCORPORATED

Agem

Security: 00724F101  
Meeting Type: Annual  
Meeting Date: 12-Apr-2018  
Ticker: ADBE  
ISIN: US00724F1012  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Amy Banse	Mgmt	For
1B.	Election of Director: Edward Barnholt	Mgmt	For
1C.	Election of Director: Robert Burgess	Mgmt	For
1D.	Election of Director: Frank Calderoni	Mgmt	For
1E.	Election of Director: James Daley	Mgmt	For
1F.	Election of Director: Laura Desmond	Mgmt	For
1G.	Election of Director: Charles Geschke	Mgmt	For
1H.	Election of Director: Shantanu Narayen	Mgmt	For
1I.	Election of Director: Daniel Rosensweig	Mgmt	For
1J.	Election of Director: John Warnock	Mgmt	For
2.	Approval of the 2003 Equity Incentive Plan as amended to increase the available share reserve by 7.5 million shares.	Mgmt	For
3.	Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending on November 30, 2018.	Mgmt	For
4.	Approval on an advisory basis of the compensation of the named executive officers.	Mgmt	For

-----  
AETNA INC.

Agem

Security: 00817Y108  
Meeting Type: Special  
Meeting Date: 13-Mar-2018  
Ticker: AET  
ISIN: US00817Y1082

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	To approve and adopt the Agreement and Plan of Merger, dated as of December 3, 2017, as it may be amended from time to time, among CVS Health Corporation, Hudson Merger Sub Corp. and Aetna Inc. (the "merger agreement").	Mgmt	For
2.	To approve the adjournment from time to time of the Special Meeting of Shareholders of Aetna Inc. if necessary to solicit additional proxies if there are not sufficient votes to approve and adopt the merger agreement at the time of the Special Meeting of Shareholders of Aetna Inc. or any adjournment or postponement thereof.	Mgmt	For
3.	To approve, on an advisory (non-binding) basis, the compensation that will or may be paid or provided by Aetna Inc. to its named executive officers in connection with the merger of Hudson Merger Sub Corp. with and into Aetna Inc.	Mgmt	For

AGILENT TECHNOLOGIES, INC.

Agen

Security: 00846U101  
Meeting Type: Annual  
Meeting Date: 21-Mar-2018  
Ticker: A  
ISIN: US00846U1016

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Election of Director: Koh Boon Hwee	Mgmt	For
1.2	Election of Director: Michael R. McMullen	Mgmt	For
1.3	Election of Director: Daniel K. Podolsky, M.D.	Mgmt	For
2.	To approve the amendment and restatement of our 2009 Stock Plan.	Mgmt	For
3.	To approve, on a non-binding advisory basis, the compensation of our named executive officers.	Mgmt	For
4.	To ratify the Audit and Finance Committee's appointment of PricewaterhouseCoopers LLP as Agilent's independent registered public accounting firm.	Mgmt	For

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

ALEXION PHARMACEUTICALS, INC.

Agen

Security: 015351109  
Meeting Type: Annual  
Meeting Date: 08-May-2018  
Ticker: ALXN  
ISIN: US0153511094

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Felix J. Baker David R. Brennan Christopher J. Coughlin Deborah Dunsire Paul A. Friedman Ludwig N. Hantson John T. Mollen Francois Nader Judith A. Reinsdorf Andreas Rummelt	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For
2.	Ratification of appointment by the Board of Directors of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm.	Mgmt	For
3.	Approval of a non-binding advisory vote of the 2017 compensation paid to Alexion's named executive officers.	Mgmt	Against
4.	To request the Board to require an independent Chairman.	Shr	For

AMAZON.COM, INC.

Agen

Security: 023135106  
Meeting Type: Annual  
Meeting Date: 30-May-2018  
Ticker: AMZN  
ISIN: US0231351067

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Jeffrey P. Bezos	Mgmt	For
1b.	Election of Director: Tom A. Alberg	Mgmt	For
1c.	Election of Director: Jamie S. Gorelick	Mgmt	For

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

1d.	Election of Director: Daniel P. Huttenlocher	Mgmt	For
1e.	Election of Director: Judith A. McGrath	Mgmt	For
1f.	Election of Director: Jonathan J. Rubinstein	Mgmt	For
1g.	Election of Director: Thomas O. Ryder	Mgmt	For
1h.	Election of Director: Patricia Q. Stonesifer	Mgmt	For
1i.	Election of Director: Wendell P. Weeks	Mgmt	For
2.	RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION	Mgmt	For
4.	SHAREHOLDER PROPOSAL REGARDING DIVERSE BOARD CANDIDATES	Shr	Abstain
5.	SHAREHOLDER PROPOSAL REGARDING A POLICY TO REQUIRE AN INDEPENDENT BOARD CHAIR	Shr	For
6.	SHAREHOLDER PROPOSAL REGARDING VOTE-COUNTING PRACTICES FOR SHAREHOLDER PROPOSALS	Shr	Against

-----  
 ANTHEM, INC.

-----  
 Agen

Security: 036752103  
 Meeting Type: Annual  
 Meeting Date: 16-May-2018  
 Ticker: ANTM  
 ISIN: US0367521038  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Lewis Hay, III	Mgmt	For
1b.	Election of Director: Julie A. Hill	Mgmt	For
1c.	Election of Director: Antonio F. Neri	Mgmt	For
1d.	Election of Director: Ramiro G. Peru	Mgmt	For
2.	To ratify the appointment of Ernst & Young LLP as the independent registered public accounting firm for 2018.	Mgmt	For
3.	Advisory vote to approve the compensation of our named executive officers.	Mgmt	For

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

- |    |  |      |     |
|----|--|------|-----|
| 4. | To approve proposed amendments to our Articles of Incorporation to allow shareholders owning 20% or more of our common stock to call special meetings of shareholders. | Mgmt | For |
| 5. | Shareholder proposal to allow shareholders owning 10% or more of our common stock to call special meetings of shareholders.  | Shr  | For |

-----  
 APPLE INC.

Agen-----

Security: 037833100  
 Meeting Type: Annual  
 Meeting Date: 13-Feb-2018  
 Ticker: AAPL  
 ISIN: US0378331005  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of director: James Bell	Mgmt	For
1b.	Election of director: Tim Cook	Mgmt	For
1c.	Election of director: Al Gore	Mgmt	For
1d.	Election of director: Bob Iger	Mgmt	For
1e.	Election of director: Andrea Jung	Mgmt	For
1f.	Election of director: Art Levinson	Mgmt	For
1g.	Election of director: Ron Sugar	Mgmt	For
1h.	Election of director: Sue Wagner	Mgmt	For
2.	Ratification of the appointment of Ernst & Young LLP as Apple's independent registered public accounting firm for 2018	Mgmt	For
3.	Advisory vote to approve executive compensation	Mgmt	For
4.	Approval of the amended and restated Apple Inc. Non-Employee Director Stock Plan	Mgmt	For
5.	A shareholder proposal entitled "Shareholder Proxy Access Amendments"	Shr	For
6.	A shareholder proposal entitled "Human Rights Committee"	Shr	Against



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

APTIV PLC

Agen

Security: G6095L109  
Meeting Type: Annual  
Meeting Date: 26-Apr-2018  
Ticker: APTV  
ISIN: JE00B783TY65

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Election of Director: Kevin P. Clark	Mgmt	For
2.	Election of Director: Nancy E. Cooper	Mgmt	For
3.	Election of Director: Frank J. Dellaquila	Mgmt	For
4.	Election of Director: Nicholas M. Donofrio	Mgmt	For
5.	Election of Director: Mark P. Frissora	Mgmt	For
6.	Election of Director: Rajiv L. Gupta	Mgmt	For
7.	Election of Director: Sean O. Mahoney	Mgmt	For
8.	Election of Director: Colin J. Parris	Mgmt	For
9.	Election of Director: Ana G. Pinczuk	Mgmt	For
10.	Election of Director: Thomas W. Sidlik	Mgmt	For
11.	Election of Director: Lawrence A. Zimmerman	Mgmt	For
12.	Proposal to re-appoint auditors, ratify independent public accounting firm and authorize the directors to determine the fees paid to the auditors.	Mgmt	For
13.	Say-on-Pay - To approve, by advisory vote, executive compensation.	Mgmt	For
14.	Say-When-on-Pay - To determine, by advisory vote, the frequency of shareholder votes on executive compensation.	Mgmt	1 Year

BIOGEN INC.

Agen

Security: 09062X103  
Meeting Type: Annual  
Meeting Date: 12-Jun-2018  
Ticker: BIIB  
ISIN: US09062X1037

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

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

1a.	Election of Director: Alexander J. Denner	Mgmt	For
1b.	Election of Director: Caroline D. Dorsa	Mgmt	For
1c.	Election of Director: Nancy L. Leaming	Mgmt	For
1d.	Election of Director: Richard C. Mulligan	Mgmt	For
1e.	Election of Director: Robert W. Pangia	Mgmt	For
1f.	Election of Director: Stelios Papadopoulos	Mgmt	For
1g.	Election of Director: Brian S. Posner	Mgmt	For
1h.	Election of Director: Eric K. Rowinsky	Mgmt	For
1i.	Election of Director: Lynn Schenk	Mgmt	For
1j.	Election of Director: Stephen A. Sherwin	Mgmt	For
1k.	Election of Director: Michel Vounatsos	Mgmt	For
2.	To ratify the selection of PricewaterhouseCoopers LLP as Biogen Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2018.	Mgmt	For
3.	Say on Pay - To approve an advisory vote on executive compensation.	Mgmt	For
4.	Stockholder proposal requesting certain proxy access bylaw amendments.	Shr	For
5.	Stockholder proposal requesting a report on the extent to which risks related to public concern over drug pricing strategies are integrated into incentive compensation arrangements.	Shr	For

-----  
BOOKING HOLDINGS INC.

Agen-----

Security: 09857L108  
Meeting Type: Annual  
Meeting Date: 07-Jun-2018  
Ticker: BKNG  
ISIN: US09857L1089  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	Timothy M. Armstrong	Mgmt	For
	Jeffery H. Boyd	Mgmt	For
	Jeffrey E. Epstein	Mgmt	For
	Glenn D. Fogel	Mgmt	For

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

	Mirian Graddick-Weir	Mgmt	For
	James M. Guyette	Mgmt	For
	Robert J. Mylod, Jr.	Mgmt	For
	Charles H. Noski	Mgmt	For
	Nancy B. Peretsman	Mgmt	For
	Nicholas J. Read	Mgmt	For
	Thomas E. Rothman	Mgmt	For
	Craig W. Rydin	Mgmt	For
	Lynn M. Vojvodich	Mgmt	For
2.	Ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.	Mgmt	For
3.	Advisory Vote to Approve 2017 Executive Compensation.	Mgmt	For
4.	Vote to Approve Amendments to the Company's 1999 Omnibus Plan.	Mgmt	For
5.	Stockholder Proposal requesting that the Company adopt a policy that the Chairperson of the Board must be an independent director.	Shr	For

-----  
BROADCOM LIMITED

Agen

-----  
Security: Y09827109  
Meeting Type: Special  
Meeting Date: 23-Mar-2018  
Ticker: AVGO  
ISIN: SG9999014823  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	To approve the scheme of arrangement under Singapore law among Broadcom, the shareholders of Broadcom and Broadcom Limited, a Delaware corporation, subject to approval of the High Court of the Republic of Singapore, as set forth in Broadcom's notice of, and proxy statement relating to, its Special Meeting.	Mgmt	For

-----  
BROADCOM LIMITED

Agen

-----  
Security: Y09827109  
Meeting Type: Annual  
Meeting Date: 04-Apr-2018  
Ticker: AVGO  
ISIN: SG9999014823  
-----

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Mr. Hock E. Tan	Mgmt	For
1B.	Election of Director: Mr. James V. Diller	Mgmt	For
1C.	Election of Director: Ms. Gayla J. Delly	Mgmt	For
1D.	Election of Director: Mr. Lewis C. Eggebrecht	Mgmt	For
1E.	Election of Director: Mr. Kenneth Y. Hao	Mgmt	For
1F.	Election of Director: Mr. Eddy W. Hartenstein	Mgmt	For
1G.	Election of Director: Mr. Check Kian Low	Mgmt	For
1H.	Election of Director: Mr. Donald Macleod	Mgmt	For
1I.	Election of Director: Mr. Peter J. Marks	Mgmt	For
1J.	Election of Director: Dr. Henry Samueli	Mgmt	For
2.	To approve the re-appointment of PricewaterhouseCoopers LLP as Broadcom's independent registered public accounting firm and independent Singapore auditor for the fiscal year ending November 4, 2018 and to authorize the Audit Committee to fix its remuneration, as set forth in Broadcom's notice of, and proxy statement relating to, its 2018 Annual General Meeting.	Mgmt	For
3.	To approve the general authorization for the directors of Broadcom to allot and issue shares in its capital, as set forth in Broadcom's notice of, and proxy statement relating to, its 2018 Annual General Meeting.	Mgmt	For
4.	NON-BINDING, ADVISORY VOTE To approve the compensation of Broadcom's named executive officers, as disclosed in "Compensation Discussion and Analysis" and in the compensation tables and accompanying narrative disclosure under "Executive Compensation" in Broadcom's proxy statement relating to its 2018 Annual General Meeting.	Mgmt	Against

CELGENE CORPORATION

Agen

Security: 151020104  
Meeting Type: Annual

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

Meeting Date: 13-Jun-2018  
Ticker: CELG  
ISIN: US1510201049

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Mark J. Alles R W Barker, D.Phil, OBE Hans E. Bishop Michael W. Bonney Michael D. Casey Carrie S. Cox Michael A. Friedman, MD Julia A. Haller, M.D. P. A. Hemingway Hall James J. Loughlin Ernest Mario, Ph.D. John H. Weiland	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For For
2.	Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.	Mgmt	For
3.	Approval, by non-binding vote, of executive compensation of the Company's named executive officers.	Mgmt	For
4.	Advisory vote on stockholder proposal to request the Company's Board of Directors to amend the Company's proxy access by-law provision to eliminate the limit on the number of stockholders that can aggregate their shares to achieve the holding requirement for nomination of directors, described in more detail in the proxy statement.	Shr	For
5.	Advisory vote on stockholder proposal to request the Company's Board of Directors to adopt a policy and amend the Company's governing documents to require that the Chairman of the Board be an independent member, described in more detail in the proxy statement.	Shr	For

COMCAST CORPORATION

Agen

Security: 20030N101  
Meeting Type: Annual  
Meeting Date: 11-Jun-2018  
Ticker: CMCSA  
ISIN: US20030N1019

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

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Kenneth J. Bacon Madeline S. Bell Sheldon M. Bonovitz Edward D. Breen Gerald L. Hassell Jeffrey A. Honickman Maritza G. Montiel Asuka Nakahara David C. Novak Brian L. Roberts	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	Ratification of the appointment of our independent auditors	Mgmt	For
3.	Advisory vote on executive compensation	Mgmt	For
4.	To provide a lobbying report	Shr	For

-----  
CONSTELLATION BRANDS, INC.

Agem

-----  
Security: 21036P108  
Meeting Type: Annual  
Meeting Date: 18-Jul-2017  
Ticker: STZ  
ISIN: US21036P1084  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR JERRY FOWDEN BARRY A. FROMBERG ROBERT L. HANSON ERNESTO M. HERNANDEZ JAMES A. LOCKE III DANIEL J. MCCARTHY RICHARD SANDS ROBERT SANDS JUDY A. SCHMELING KEITH E. WANDELL	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For Withheld For For Withheld Withheld For For Withheld For
2.	TO RATIFY THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 28, 2018	Mgmt	For
3.	TO APPROVE, BY AN ADVISORY VOTE, THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THE PROXY STATEMENT	Mgmt	For
4.	TO CONDUCT AN ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES	Mgmt	1 Year

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

## REGARDING EXECUTIVE COMPENSATION

5.	TO APPROVE THE AMENDMENT AND RESTATEMENT OF THE COMPANY'S LONG-TERM STOCK INCENTIVE PLAN	Mgmt	For
----	--	------	-----

-----  
CSX CORPORATION

-----  
Agen

Security: 126408103  
Meeting Type: Annual  
Meeting Date: 18-May-2018  
Ticker: CSX  
ISIN: US1264081035  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Donna M. Alvarado	Mgmt	For
1b.	Election of Director: John B. Breaux	Mgmt	For
1c.	Election of Director: Pamela L. Carter	Mgmt	For
1d.	Election of Director: James M. Foote	Mgmt	For
1e.	Election of Director: Steven T. Halverson	Mgmt	For
1f.	Election of Director: Paul C. Hilal	Mgmt	For
1g.	Election of Director: Edward J. Kelly, III	Mgmt	For
1h.	Election of Director: John D. McPherson	Mgmt	For
1i.	Election of Director: David M. Moffett	Mgmt	For
1j.	Election of Director: Dennis H. Reilley	Mgmt	For
1k.	Election of Director: Linda H. Riefler	Mgmt	For
1l.	Election of Director: J. Steven Whisler	Mgmt	For
1m.	Election of Director: John J. Zillmer	Mgmt	For
2.	The ratification of the appointment of Ernst & Young LLP as the Independent Registered Public Accounting Firm for 2018.	Mgmt	For
3.	Advisory (non-binding) resolution to approve compensation for the Company's named executive officers.	Mgmt	For
4.	The approval of the 2018 CSX Employee Stock Purchase Plan.	Mgmt	For

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

DANAHER CORPORATION

Agen

Security: 235851102  
Meeting Type: Annual  
Meeting Date: 08-May-2018  
Ticker: DHR  
ISIN: US2358511028

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Donald J. Ehrlich	Mgmt	Against
1B.	Election of Director: Linda Hefner Filler	Mgmt	For
1C.	Election of Director: Thomas P. Joyce, Jr.	Mgmt	For
1D.	Election of Director: Teri List-Stoll	Mgmt	Against
1E.	Election of Director: Walter G. Lohr, Jr.	Mgmt	For
1F.	Election of Director: Mitchell P. Rales	Mgmt	For
1G.	Election of Director: Steven M. Rales	Mgmt	For
1H.	Election of Director: John T. Schwieters	Mgmt	Against
1I.	Election of Director: Alan G. Spoon	Mgmt	For
1J.	Election of Director: Raymond C. Stevens, Ph.D.	Mgmt	For
1K.	Election of Director: Elias A. Zerhouni, M.D.	Mgmt	For
2.	To ratify the selection of Ernst & Young LLP as Danaher's independent registered public accounting firm.	Mgmt	For
3.	To approve on an advisory basis the Company's named executive officer compensation.	Mgmt	For
4.	To act upon a shareholder proposal requesting that Danaher reduce shareholder special meeting threshold from 25% to 10%.	Shr	For

DELPHI AUTOMOTIVE PLC

Agen

Security: G27823106  
Meeting Type: Special  
Meeting Date: 07-Nov-2017  
Ticker: DLPH  
ISIN: JE00B783TY65



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

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	THAT THE NAME OF THE COMPANY BE CHANGED TO APTIV PLC, EFFECTIVE UPON COMPLETION OF THE SPIN-OFF OF OUR POWERTRAIN SYSTEMS SEGMENT, AND AT SUCH TIME, ALL REFERENCES IN THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY TO THE EXISTING NAME OF THE COMPANY BE CHANGED TO APTIV PLC.	Mgmt	For

-----  
DELPHI TECHNOLOGIES PLC

Agenda

Security: G2709G107  
Meeting Type: Annual  
Meeting Date: 26-Apr-2018  
Ticker: DLPH  
ISIN: JE00BD85SC56  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	Election of Director: Robin J. Adams	Mgmt	For
2.	Election of Director: Liam Butterworth	Mgmt	For
3.	Election of Director: Joseph S. Cantie	Mgmt	For
4.	Election of Director: Nelda J. Connors	Mgmt	For
5.	Election of Director: Gary L. Cowger	Mgmt	For
6.	Election of Director: David S. Haffner	Mgmt	For
7.	Election of Director: Helmut Leube	Mgmt	For
8.	Election of Director: Timothy M. Manganello	Mgmt	For
9.	Election of Director: Hari N. Nair	Mgmt	For
10.	Election of Director: MaryAnn Wright	Mgmt	For
11.	Proposal to re-appoint auditors, ratify independent public accounting firm and authorize the directors to determine the fees paid to the auditors.	Mgmt	For
12.	Say-on-Pay - To approve, by advisory vote, executive compensation.	Mgmt	For
13.	Frequency of Say-on-Pay Advisory Vote - To approve, by advisory vote, one of three alternatives or abstain with regard to the frequency of the advisory vote on executive compensation.	Mgmt	1 Year

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

DEVON ENERGY CORPORATION

Agen

Security: 25179M103  
Meeting Type: Annual  
Meeting Date: 06-Jun-2018  
Ticker: DVN  
ISIN: US25179M1036

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Barbara M. Baumann John E. Bethancourt David A. Hager Robert H. Henry Michael M. Kanovsky John Krenicki Jr. Robert A. Mosbacher Jr. Duane C. Radtke Mary P. Ricciardello John Richels	Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt Mgmt	For For For For For For For For For For For
2.	Advisory Vote to Approve Executive Compensation.	Mgmt	For
3.	Ratify the Appointment of the Company's Independent Auditors for 2018.	Mgmt	For
4.	Shareholder Right to Act by Written Consent.	Shr	For

ECOLAB INC.

Agen

Security: 278865100  
Meeting Type: Annual  
Meeting Date: 03-May-2018  
Ticker: ECL  
ISIN: US2788651006

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Douglas M. Baker, Jr.	Mgmt	For
1b.	Election of Director: Barbara J. Beck	Mgmt	For
1c.	Election of Director: Leslie S. Biller	Mgmt	For
1d.	Election of Director: Carl M. Casale	Mgmt	For
1e.	Election of Director: Stephen I. Chazen	Mgmt	For

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

1f.	Election of Director: Jeffrey M. Ettinger	Mgmt	For
1g.	Election of Director: Arthur J. Higgins	Mgmt	For
1h.	Election of Director: Michael Larson	Mgmt	For
1i.	Election of Director: David W. MacLennan	Mgmt	For
1j.	Election of Director: Tracy B. McKibben	Mgmt	For
1k.	Election of Director: Victoria J. Reich	Mgmt	For
1l.	Election of Director: Suzanne M. Vautrinot	Mgmt	For
1m.	Election of Director: John J. Zillmer	Mgmt	For
2.	Ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the current year ending December 31, 2018.	Mgmt	For
3.	Advisory vote to approve the compensation of executives disclosed in the Proxy Statement.	Mgmt	For
4.	Stockholder proposal regarding the threshold to call special stockholder meetings, if properly presented.	Shr	Against

-----  
FACEBOOK, INC.

Agen-----

Security: 30303M102  
Meeting Type: Annual  
Meeting Date: 31-May-2018  
Ticker: FB  
ISIN: US30303M1027  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	Marc L. Andreessen	Mgmt	For
	Erskine B. Bowles	Mgmt	For
	Kenneth I. Chenault	Mgmt	For
	S. D. Desmond-Hellmann	Mgmt	Withheld
	Reed Hastings	Mgmt	Withheld
	Jan Koum	Mgmt	Withheld
	Sheryl K. Sandberg	Mgmt	Withheld
	Peter A. Thiel	Mgmt	Withheld
	Mark Zuckerberg	Mgmt	Withheld
2.	To ratify the appointment of Ernst & Young LLP as Facebook, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2018.	Mgmt	For
3.	A stockholder proposal regarding change in	Shr	For

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

stockholder voting.

4.	A stockholder proposal regarding a risk oversight committee.	Shr	For
5.	A stockholder proposal regarding simple majority vote.	Shr	For
6.	A stockholder proposal regarding a content governance report.	Shr	For
7.	A stockholder proposal regarding median pay by gender.	Shr	For
8.	A stockholder proposal regarding tax principles.	Shr	Against

-----  
FEDEX CORPORATION

-----  
Agen

-----  
Security: 31428X106  
Meeting Type: Annual  
Meeting Date: 25-Sep-2017  
Ticker: FDX  
ISIN: US31428X1063  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: JAMES L. BARKSDALE	Mgmt	For
1B.	ELECTION OF DIRECTOR: JOHN A. EDWARDSON	Mgmt	For
1C.	ELECTION OF DIRECTOR: MARVIN R. ELLISON	Mgmt	For
1D.	ELECTION OF DIRECTOR: JOHN C. ("CHRIS") INGLIS	Mgmt	For
1E.	ELECTION OF DIRECTOR: KIMBERLY A. JABAL	Mgmt	For
1F.	ELECTION OF DIRECTOR: SHIRLEY ANN JACKSON	Mgmt	For
1G.	ELECTION OF DIRECTOR: R. BRAD MARTIN	Mgmt	For
1H.	ELECTION OF DIRECTOR: JOSHUA COOPER RAMO	Mgmt	For
1I.	ELECTION OF DIRECTOR: SUSAN C. SCHWAB	Mgmt	For
1J.	ELECTION OF DIRECTOR: FREDERICK W. SMITH	Mgmt	For
1K.	ELECTION OF DIRECTOR: DAVID P. STEINER	Mgmt	For
1L.	ELECTION OF DIRECTOR: PAUL S. WALSH	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE	Mgmt	1 Year

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

### ADVISORY VOTES ON EXECUTIVE COMPENSATION.

4.	APPROVAL OF AMENDMENT TO 2010 OMNIBUS STOCK INCENTIVE PLAN TO INCREASE THE NUMBER OF AUTHORIZED SHARES.	Mgmt	For
5.	RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For
6.	STOCKHOLDER PROPOSAL REGARDING SHAREHOLDER PROXY ACCESS REVISIONS.	Shr	For
7.	STOCKHOLDER PROPOSAL REGARDING LOBBYING ACTIVITY AND EXPENDITURE REPORT.	Shr	Against
8.	STOCKHOLDER PROPOSAL REGARDING EXECUTIVE PAY CONFIDENTIAL VOTING.	Shr	Against
9.	STOCKHOLDER PROPOSAL REGARDING APPLICATION OF COMPANY NON-DISCRIMINATION POLICIES IN STATES WITH PRO-DISCRIMINATION LAWS.	Shr	Against

-----  
 FREEPORT-MCMORAN INC.

Agem

-----  
 Security: 35671D857  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2018  
 Ticker: FCX  
 ISIN: US35671D8570  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Election of Director Nominee: Richard C. Adkerson	Mgmt	For
1.2	Election of Director Nominee: Gerald J. Ford	Mgmt	For
1.3	Election of Director Nominee: Lydia H. Kennard	Mgmt	For
1.4	Election of Director Nominee: Jon C. Madonna	Mgmt	For
1.5	Election of Director Nominee: Courtney Mather	Mgmt	For
1.6	Election of Director Nominee: Dustan E. McCoy	Mgmt	For
1.7	Election of Director Nominee: Frances Fragos Townsend	Mgmt	For
2.	Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for 2018.	Mgmt	For

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

3. Approval, on an advisory basis, of the compensation of our named executive officers.	Mgmt	For
---	------	-----

---

GILEAD SCIENCES, INC.

Agen

Security: 375558103  
Meeting Type: Annual  
Meeting Date: 09-May-2018  
Ticker: GILD  
ISIN: US3755581036

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: John F. Cogan, Ph.D.	Mgmt	For
1b.	Election of Director: Jacqueline K. Barton, Ph.D.	Mgmt	For
1c.	Election of Director: Kelly A. Kramer	Mgmt	For
1d.	Election of Director: Kevin E. Lofton	Mgmt	For
1e.	Election of Director: John C. Martin, Ph.D.	Mgmt	For
1f.	Election of Director: John F. Milligan, Ph.D.	Mgmt	For
1g.	Election of Director: Richard J. Whitley, M.D.	Mgmt	For
1h.	Election of Director: Gayle E. Wilson	Mgmt	For
1i.	Election of Director: Per Wold-Olsen	Mgmt	For
2.	To ratify the selection of Ernst & Young LLP by the Audit Committee of the Board of Directors as the independent registered public accounting firm of Gilead for the fiscal year ending December 31, 2018.	Mgmt	For
3.	To approve, on an advisory basis, the compensation of our Named Executive Officers as presented in the Proxy Statement.	Mgmt	For
4.	To vote on a stockholder proposal, if properly presented at the meeting, requesting that the Board adopt a policy that the Chairman of the Board of Directors be an independent director.	Shr	For
5.	To vote on a stockholder proposal, if properly presented at the meeting, requesting that the Board take steps to	Shr	For

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

permit stockholder action by written consent.

-----  
GODADDY INC.

Agen-----

Security: 380237107  
Meeting Type: Annual  
Meeting Date: 06-Jun-2018  
Ticker: GDDY  
ISIN: US3802371076  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Herald Y. Chen Gregory K. Mondre Bob Parsons Brian H. Sharples	Mgmt Mgmt Mgmt Mgmt	Withheld Withheld Withheld Withheld
2.	To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2018.	Mgmt	For
3.	To approve named executive officer compensation in a non-binding advisory vote.	Mgmt	For

-----  
GRAPHIC PACKAGING HOLDING COMPANY

Agen-----

Security: 388689101  
Meeting Type: Annual  
Meeting Date: 23-May-2018  
Ticker: GPK  
ISIN: US3886891015  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Paul D. Carrico Philip R. Martens Lynn A. Wentworth	Mgmt Mgmt Mgmt	For For For
2.	Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm.	Mgmt	For
3.	Approval of compensation paid to Named Executive Officers (Say- on-Pay).	Mgmt	For

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

HALLIBURTON COMPANY

Agen

Security: 406216101  
Meeting Type: Annual  
Meeting Date: 16-May-2018  
Ticker: HAL  
ISIN: US4062161017

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Abdulaziz F. Al Khayyal	Mgmt	For
1b.	Election of Director: William E. Albrecht	Mgmt	For
1c.	Election of Director: Alan M. Bennett	Mgmt	For
1d.	Election of Director: James R. Boyd	Mgmt	For
1e.	Election of Director: Milton Carroll	Mgmt	For
1f.	Election of Director: Nance K. Dicciani	Mgmt	For
1g.	Election of Director: Murry S. Gerber	Mgmt	For
1h.	Election of Director: Jose C. Grubisich	Mgmt	For
1i.	Election of Director: David J. Lesar	Mgmt	For
1j.	Election of Director: Robert A. Malone	Mgmt	For
1k.	Election of Director: Jeffrey A. Miller	Mgmt	For
1l.	Election of Director: Debra L. Reed	Mgmt	For
2.	Ratification of Selection of Principal Independent Public Accountants.	Mgmt	For
3.	Advisory Approval of Executive Compensation.	Mgmt	Against

ILLUMINA, INC.

Agen

Security: 452327109  
Meeting Type: Annual  
Meeting Date: 23-May-2018  
Ticker: ILMN  
ISIN: US4523271090

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



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

1a.	Election of Director: Jay T. Flatley	Mgmt	For
1b.	Election of Director: John W. Thompson	Mgmt	For
1c.	Election of Director: Gary S. Guthart, Ph.D.	Mgmt	For
2.	To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 30, 2018.	Mgmt	For
3.	To approve, on an advisory basis, the compensation of the named executive officers as disclosed in the Proxy Statement.	Mgmt	For
4.	To approve, on an advisory basis, a stockholder proposal to elect each director annually.	Shr	For

-----  
 INCYTE CORPORATION  
 -----

Agen

Security: 45337C102  
 Meeting Type: Annual  
 Meeting Date: 01-May-2018  
 Ticker: INCY  
 ISIN: US45337C1027  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Election of Director: Julian C. Baker	Mgmt	For
1.2	Election of Director: Jean-Jacques Bienaime	Mgmt	For
1.3	Election of Director: Paul A. Brooke	Mgmt	For
1.4	Election of Director: Paul J. Clancy	Mgmt	For
1.5	Election of Director: Wendy L. Dixon	Mgmt	For
1.6	Election of Director: Jacquelyn A. Fouse	Mgmt	For
1.7	Election of Director: Paul A. Friedman	Mgmt	For
1.8	Election of Director: Herve Hoppenot	Mgmt	For
2.	To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers.	Mgmt	Against
3.	To approve amendments to the Company's Amended and Restated 2010 Stock Incentive Plan.	Mgmt	For

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

<p>4. To ratify the appointment of Ernst &amp; Young LLP as the Company's independent registered public accounting firm for 2018.</p>	Mgmt	For
---	------	-----

-----

INTUIT INC.

-----

Agen

Security: 461202103  
Meeting Type: Annual  
Meeting Date: 18-Jan-2018  
Ticker: INTU  
ISIN: US4612021034

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: EVE BURTON	Mgmt	For
1B.	ELECTION OF DIRECTOR: SCOTT D. COOK	Mgmt	For
1C.	ELECTION OF DIRECTOR: RICHARD L. DALZELL	Mgmt	For
1D.	ELECTION OF DIRECTOR: DEBORAH LIU	Mgmt	For
1E.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1F.	ELECTION OF DIRECTOR: DENNIS D. POWELL	Mgmt	For
1G.	ELECTION OF DIRECTOR: BRAD D. SMITH	Mgmt	For
1H.	ELECTION OF DIRECTOR: THOMAS SZKUTAK	Mgmt	For
1I.	ELECTION OF DIRECTOR: RAUL VAZQUEZ	Mgmt	For
1J.	ELECTION OF DIRECTOR: JEFF WEINER	Mgmt	For
2.	ADVISORY VOTE TO APPROVE INTUIT'S EXECUTIVE COMPENSATION.	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE INTUIT'S EXECUTIVE COMPENSATION.	Mgmt	1 Year
4.	APPROVAL OF THE MATERIAL TERMS OF THE PERFORMANCE GOALS UNDER THE INTUIT INC. SENIOR EXECUTIVE INCENTIVE PLAN.	Mgmt	For
5.	RATIFICATION OF THE SELECTION OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING JULY 31, 2018.	Mgmt	For

-----

INTUITIVE SURGICAL, INC.

-----

Agen

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

Security: 46120E602  
 Meeting Type: Annual  
 Meeting Date: 19-Apr-2018  
 Ticker: ISRG  
 ISIN: US46120E6023

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Craig H. Barratt, Ph.D.	Mgmt	For
1B.	Election of Director: Michael A. Friedman, M.D.	Mgmt	For
1C.	Election of Director: Gary S. Guthart, Ph.D.	Mgmt	For
1D.	Election of Director: Amal M. Johnson	Mgmt	For
1E.	Election of Director: Keith R. Leonard, Jr.	Mgmt	For
1F.	Election of Director: Alan J. Levy, Ph.D.	Mgmt	For
1G.	Election of Director: Jami Dover Nachtsheim	Mgmt	For
1H.	Election of Director: Mark J. Rubash	Mgmt	For
1I.	Election of Director: Lonnie M. Smith	Mgmt	For
2.	To approve, by advisory vote, the compensation of the Company's Named Executive Officers.	Mgmt	For
3.	The ratification of appointment of PricewaterhouseCoopers LLP ("PwC") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018.	Mgmt	For

J.B. HUNT TRANSPORT SERVICES, INC.

Agen

Security: 445658107  
 Meeting Type: Annual  
 Meeting Date: 19-Apr-2018  
 Ticker: JBHT  
 ISIN: US4456581077

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Douglas G. Duncan	Mgmt	For
1B.	Election of Director: Francesca M. Edwardson	Mgmt	For

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

1C.	Election of Director: Wayne Garrison	Mgmt	For
1D.	Election of Director: Sharilyn S. Gasaway	Mgmt	For
1E.	Election of Director: Gary C. George	Mgmt	For
1F.	Election of Director: J. Bryan Hunt, Jr.	Mgmt	For
1G.	Election of Director: Coleman H. Peterson	Mgmt	For
1H.	Election of Directors: John N. Roberts III	Mgmt	For
1I.	Election of Director: James L. Robo	Mgmt	For
1J.	Election of Director: Kirk Thompson	Mgmt	For
2.	To approve an advisory resolution regarding the Company's compensation of its named executive officers.	Mgmt	For
3.	To ratify the appointment of Ernst & Young LLP as the Company's independent public accountants for calendar year 2018.	Mgmt	For
4.	To approve a stockholder proposal regarding reporting political contributions.	Shr	For
5.	To approve a stockholder proposal regarding greenhouse gas reduction targets.	Shr	For

-----  
JPMORGAN CHASE & CO.

Agen-----

Security: 46625H100  
Meeting Type: Annual  
Meeting Date: 15-May-2018  
Ticker: JPM  
ISIN: US46625H1005  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Linda B. Bammann	Mgmt	For
1b.	Election of Director: James A. Bell	Mgmt	For
1c.	Election of Director: Stephen B. Burke	Mgmt	For
1d.	Election of Director: Todd A. Combs	Mgmt	For
1e.	Election of Director: James S. Crown	Mgmt	For
1f.	Election of Director: James Dimon	Mgmt	For
1g.	Election of Director: Timothy P. Flynn	Mgmt	For
1h.	Election of Director: Mellody Hobson	Mgmt	For

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

1i.	Election of Director: Laban P. Jackson Jr.	Mgmt	For
1j.	Election of Director: Michael A. Neal	Mgmt	For
1k.	Election of Director: Lee R. Raymond	Mgmt	For
1l.	Election of Director: William C. Weldon	Mgmt	For
2.	Ratification of special meeting provisions in the Firm's By-Laws	Mgmt	Against
3.	Advisory resolution to approve executive compensation	Mgmt	For
4.	Approval of Amended and Restated Long-Term Incentive Plan effective May 15, 2018	Mgmt	For
5.	Ratification of independent registered public accounting firm	Mgmt	For
6.	Independent Board chairman	Shr	For
7.	Vesting for government service	Shr	For
8.	Proposal to report on investments tied to genocide	Shr	Against
9.	Cumulative Voting	Shr	Against

-----  
KEYCORP

Agen-----

Security: 493267108  
Meeting Type: Annual  
Meeting Date: 10-May-2018  
Ticker: KEY  
ISIN: US4932671088  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Bruce D. Broussard	Mgmt	For
1b.	Election of Director: Charles P. Cooley	Mgmt	For
1c.	Election of Director: Gary M. Crosby	Mgmt	For
1d.	Election of Director: Alexander M. Cutler	Mgmt	For
1e.	Election of Director: H. James Dallas	Mgmt	For
1f.	Election of Director: Elizabeth R. Gile	Mgmt	For
1g.	Election of Director: Ruth Ann M. Gillis	Mgmt	For
1h.	Election of Director: William G. Gisell, Jr.	Mgmt	For
1i.	Election of Director: Carlton L. Highsmith	Mgmt	For

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

1j.	Election of Director: Richard J. Hipple	Mgmt	For
1k.	Election of Director: Kristen L. Manos	Mgmt	For
1l.	Election of Director: Beth E. Mooney	Mgmt	For
1m.	Election of Director: Demos Parneros	Mgmt	For
1n.	Election of Director: Barbara R. Snyder	Mgmt	For
1o.	Election of Director: David K. Wilson	Mgmt	For
2.	Ratification of the appointment of independent auditor.	Mgmt	For
3.	Advisory approval of executive compensation.	Mgmt	For
4.	Shareholder proposal seeking to reduce ownership threshold to call special shareholder meeting.	Shr	For

-----  
LKQ CORPORATION  
-----

Agen  
-----

Security: 501889208  
Meeting Type: Annual  
Meeting Date: 07-May-2018  
Ticker: LKQ  
ISIN: US5018892084  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Sukhpal Singh Ahluwalia	Mgmt	For
1b.	Election of Director: A. Clinton Allen	Mgmt	For
1c.	Election of Director: Robert M. Hanser	Mgmt	For
1d.	Election of Director: Joseph M. Holsten	Mgmt	For
1e.	Election of Director: Blythe J. McGarvie	Mgmt	For
1f.	Election of Director: John F. O'Brien	Mgmt	For
1g.	Election of Director: Guhan Subramanian	Mgmt	For
1h.	Election of Director: William M. Webster, IV	Mgmt	For
1i.	Election of Director: Dominick Zarcone	Mgmt	For
2.	Ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year	Mgmt	For

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

ending December 31, 2018.

- |    |  |      |     |
|----|--|------|-----|
| 3. | Approval, on an advisory basis, of the compensation of our named executive officers. | Mgmt | For |
|----|--|------|-----|

-----  
MICROSOFT CORPORATION

Agen-----

Security: 594918104  
Meeting Type: Annual  
Meeting Date: 29-Nov-2017  
Ticker: MSFT  
ISIN: US5949181045  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: WILLIAM H. GATES III	Mgmt	For
1B.	ELECTION OF DIRECTOR: REID G. HOFFMAN	Mgmt	For
1C.	ELECTION OF DIRECTOR: HUGH F. JOHNSTON	Mgmt	For
1D.	ELECTION OF DIRECTOR: TERI L. LIST-STOLL	Mgmt	For
1E.	ELECTION OF DIRECTOR: SATYA NADELLA	Mgmt	For
1F.	ELECTION OF DIRECTOR: CHARLES H. NOSKI	Mgmt	For
1G.	ELECTION OF DIRECTOR: HELMUT PANKE	Mgmt	For
1H.	ELECTION OF DIRECTOR: SANDRA E. PETERSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: PENNY S. PRITZKER	Mgmt	For
1J.	ELECTION OF DIRECTOR: CHARLES W. SCHARF	Mgmt	For
1K.	ELECTION OF DIRECTOR: ARNE M. SORENSON	Mgmt	For
1L.	ELECTION OF DIRECTOR: JOHN W. STANTON	Mgmt	For
1M.	ELECTION OF DIRECTOR: JOHN W. THOMPSON	Mgmt	For
1N.	ELECTION OF DIRECTOR: PADMASREE WARRIOR	Mgmt	For
2.	ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION	Mgmt	For
3.	ADVISORY VOTE ON THE FREQUENCY OF FUTURE ADVISORY VOTES TO APPROVE EXECUTIVE COMPENSATION	Mgmt	1 Year
4.	RATIFICATION OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT AUDITOR FOR FISCAL YEAR 2018	Mgmt	For
5.	APPROVAL OF MATERIAL TERMS OF THE	Mgmt	For

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

### PERFORMANCE GOALS UNDER THE EXECUTIVE INCENTIVE PLAN

6.	APPROVAL OF THE MICROSOFT CORPORATION 2017 STOCK PLAN	Mgmt	For
----	--	------	-----

-----

MONDELEZ INTERNATIONAL, INC.

-----

Agen

Security: 609207105  
Meeting Type: Annual  
Meeting Date: 16-May-2018  
Ticker: MDLZ  
ISIN: US6092071058

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Lewis W.K. Booth	Mgmt	For
1b.	Election of Director: Charles E. Bunch	Mgmt	For
1c.	Election of Director: Debra A. Crew	Mgmt	For
1d.	Election of Director: Lois D. Juliber	Mgmt	For
1e.	Election of Director: Mark D. Ketchum	Mgmt	For
1f.	Election of Director: Peter W. May	Mgmt	For
1g.	Election of Director: Jorge S. Mesquita	Mgmt	For
1h.	Election of Director: Joseph Neubauer	Mgmt	For
1i.	Election of Director: Fredric G. Reynolds	Mgmt	For
1j.	Election of Director: Christiana S. Shi	Mgmt	For
1k.	Election of Director: Patrick T. Siewert	Mgmt	For
1l.	Election of Director: Jean-Francois M. L. van Boxmeer	Mgmt	For
1m.	Election of Director: Dirk Van de Put	Mgmt	For
2.	Advisory Vote to Approve Executive Compensation.	Mgmt	Against
3.	Ratification of PricewaterhouseCoopers LLP as Independent Registered Public Accountants for Fiscal Year Ending December 31, 2018.	Mgmt	For
4.	Report on Non-Recyclable Packaging.	Shr	For
5.	Create a Committee to Prepare a Report Regarding the Impact of Plant Closures on Communities and Alternatives to Help	Shr	Against



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

Mitigate the Effects.

NETFLIX, INC.

Agem

Security: 64110L106  
Meeting Type: Annual  
Meeting Date: 06-Jun-2018  
Ticker: NFLX  
ISIN: US64110L1061

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Class I Director: Richard N. Barton	Mgmt	Abstain
1b.	Election of Class I Director: Rodolphe Belmer	Mgmt	For
1c.	Election of Class I Director: Bradford L. Smith	Mgmt	Abstain
1d.	Election of Class I Director: Anne M. Sweeney	Mgmt	Abstain
2.	To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018.	Mgmt	For
3.	Advisory approval of the Company's executive officer compensation.	Mgmt	Against
4.	Stockholder proposal to allow holders of an aggregate of 15% of outstanding common stock to call special shareholder meeting, if properly presented at the meeting.	Shr	For
5.	Stockholder proposal regarding proxy access bylaw for director nominees by stockholders, if properly presented at the meeting.	Shr	For
6.	Stockholder proposal regarding clawback policy, if properly presented at the meeting.	Shr	For
7.	Stockholder proposal regarding shareholder right to act by written consent, if properly presented at the meeting.	Shr	For
8.	Stockholder proposal regarding simple majority vote, if properly presented at the meeting.	Shr	For
9.	Stockholder proposal to amend Sections 2.8 and 3.3 of the bylaws to provide for the	Shr	For

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

election of directors in uncontested elections by a majority vote of shares voted, if properly presented at the meeting.

-----  
 NIKE, INC.

Agen-----

Security: 654106103  
 Meeting Type: Annual  
 Meeting Date: 21-Sep-2017  
 Ticker: NKE  
 ISIN: US6541061031  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR ALAN B. GRAF, JR. JOHN C. LECHLEITER MICHELLE A. PELUSO	Mgmt Mgmt Mgmt	For For For
2.	TO APPROVE EXECUTIVE COMPENSATION BY AN ADVISORY VOTE.	Mgmt	For
3.	TO APPROVE THE FREQUENCY OF ADVISORY VOTES ON EXECUTIVE COMPENSATION BY AN ADVISORY VOTE.	Mgmt	1 Year
4.	TO APPROVE THE NIKE, INC. LONG-TERM INCENTIVE PLAN, AS AMENDED.	Mgmt	For
5.	TO CONSIDER A SHAREHOLDER PROPOSAL REGARDING POLITICAL CONTRIBUTIONS DISCLOSURE.	Shr	Against
6.	TO RATIFY THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.	Mgmt	For

-----  
 PALO ALTO NETWORKS, INC.

Agen-----

Security: 697435105  
 Meeting Type: Annual  
 Meeting Date: 08-Dec-2017  
 Ticker: PANW  
 ISIN: US6974351057  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF CLASS III DIRECTOR: FRANK CALDERONI	Mgmt	For

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

1B.	ELECTION OF CLASS III DIRECTOR: CARL ESCHENBACH	Mgmt	For
1C.	ELECTION OF CLASS III DIRECTOR: DANIEL J. WARMENHOVEN	Mgmt	For
2.	TO RATIFY THE APPOINTMENT OF ERNST & YOUNG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR OUR FISCAL YEAR ENDING JULY 31, 2018.	Mgmt	For
3.	TO APPROVE, ON AN ADVISORY BASIS, THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.	Mgmt	For
4.	TO APPROVE THE PALO ALTO NETWORKS, INC. EXECUTIVE INCENTIVE PLAN.	Mgmt	For
5.	TO CONSIDER AND VOTE UPON A STOCKHOLDER PROPOSAL REGARDING A DIVERSITY REPORT, IF PROPERLY PRESENTED AT THE ANNUAL MEETING.	Shr	Against

-----  
PEPSICO, INC.

-----  
Agen

Security: 713448108  
Meeting Type: Annual  
Meeting Date: 02-May-2018  
Ticker: PEP  
ISIN: US7134481081  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Shona L. Brown	Mgmt	For
1b.	Election of Director: George W. Buckley	Mgmt	For
1c.	Election of Director: Cesar Conde	Mgmt	For
1d.	Election of Director: Ian M. Cook	Mgmt	For
1e.	Election of Director: Dina Dublon	Mgmt	For
1f.	Election of Director: Richard W. Fisher	Mgmt	For
1g.	Election of Director: William R. Johnson	Mgmt	For
1h.	Election of Director: Indra K. Nooyi	Mgmt	For
1i.	Election of Director: David C. Page	Mgmt	For
1j.	Election of Director: Robert C. Pohlad	Mgmt	For
1k.	Election of Director: Daniel Vasella	Mgmt	For
1l.	Election of Director: Darren Walker	Mgmt	For

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

1m.	Election of Director: Alberto Weisser	Mgmt	For
2.	Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2018.	Mgmt	For
3.	Advisory approval of the Company's executive compensation.	Mgmt	For
4.	Special shareowner meeting improvement.	Shr	For

-----  
PINNACLE FOODS INC.

Agen-----

Security: 72348P104  
Meeting Type: Annual  
Meeting Date: 30-May-2018  
Ticker: PF  
ISIN: US72348P1049  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR Ann Fandozzi Mark Jung Ioannis Skoufalos	Mgmt Mgmt Mgmt	For For For
2.	To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2018.	Mgmt	For
3.	To approve, in a non-binding advisory vote, the compensation paid to the named executive officers.	Mgmt	For

-----  
RAYTHEON COMPANY

Agen-----

Security: 755111507  
Meeting Type: Annual  
Meeting Date: 31-May-2018  
Ticker: RTN  
ISIN: US7551115071  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Tracy A. Atkinson	Mgmt	For
1b.	Election of Director: Robert E. Beauchamp	Mgmt	For

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

1c.	Election of Director: Adriane M. Brown	Mgmt	For
1d.	Election of Director: Vernon E. Clark	Mgmt	For
1e.	Election of Director: Stephen J. Hadley	Mgmt	For
1f.	Election of Director: Thomas A. Kennedy	Mgmt	For
1g.	Election of Director: Letitia A. Long	Mgmt	For
1h.	Election of Director: George R. Oliver	Mgmt	For
1i.	Election of Director: Dinesh C. Paliwal	Mgmt	For
1j.	Election of Director: William R. Spivey	Mgmt	For
1k.	Election of Director: James A. Winnefeld, Jr.	Mgmt	For
1l.	Election of Director: Robert O. Work	Mgmt	For
2.	Advisory vote to approve named executive officer compensation	Mgmt	For
3.	Ratification of Independent Auditors	Mgmt	For
4.	Shareholder proposal to amend the proxy access by-law	Shr	For

-----  
SALESFORCE.COM, INC.  
-----

Agen

Security: 79466L302  
Meeting Type: Annual  
Meeting Date: 12-Jun-2018  
Ticker: CRM  
ISIN: US79466L3024  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Marc Benioff	Mgmt	For
1b.	Election of Director: Keith Block	Mgmt	For
1c.	Election of Director: Craig Conway	Mgmt	For
1d.	Election of Director: Alan Hassenfeld	Mgmt	For
1e.	Election of Director: Neelie Kroes	Mgmt	For
1f.	Election of Director: Colin Powell	Mgmt	For
1g.	Election of Director: Sanford Robertson	Mgmt	For
1h.	Election of Director: John V. Roos	Mgmt	For
1i.	Election of Director: Bernard Tyson	Mgmt	For

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

1j.	Election of Director: Robin Washington	Mgmt	For
1k.	Election of Director: Maynard Webb	Mgmt	For
1l.	Election of Director: Susan Wojcicki	Mgmt	For
2.	Amendment and restatement of our Certificate of Incorporation to allow stockholders to request special meetings of the stockholders.	Mgmt	For
3.	Amendment and restatement of our 2013 Equity Incentive Plan to, among other things, increase the number of shares authorized for issuance by 40 million shares.	Mgmt	For
4.	Ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending January 31, 2019.	Mgmt	For
5.	An advisory vote to approve the fiscal 2018 compensation of our named executive officers.	Mgmt	For
6.	A stockholder proposal requesting the elimination of supermajority voting requirements.	Shr	For
7.	A stockholder proposal requesting a report on Salesforce's criteria for investing in, operating in and withdrawing from high-risk regions.	Shr	Against

-----  
 STARBUCKS CORPORATION

Agen

-----  
 Security: 855244109  
 Meeting Type: Annual  
 Meeting Date: 21-Mar-2018  
 Ticker: SBUX  
 ISIN: US8552441094  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Howard Schultz	Mgmt	For
1B.	Election of Director: Rosalind G. Brewer	Mgmt	For
1C.	Election of Director: Mary N. Dillon	Mgmt	For
1D.	Election of Director: Mellody Hobson	Mgmt	For
1E.	Election of Director: Kevin R. Johnson	Mgmt	For

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

1F.	Election of Director: Jorgen Vig Knudstorp	Mgmt	For
1G.	Election of Director: Satya Nadella	Mgmt	For
1H.	Election of Director: Joshua Cooper Ramo	Mgmt	For
1I.	Election of Director: Clara Shih	Mgmt	For
1J.	Election of Director: Javier G. Teruel	Mgmt	For
1K.	Election of Director: Myron E. Ullman, III	Mgmt	For
1L.	Election of Director: Craig E. Weatherup	Mgmt	For
2.	Advisory resolution to approve our executive compensation.	Mgmt	For
3.	Ratification of selection of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal 2018.	Mgmt	For
4.	Proxy Access Bylaw Amendments.	Shr	For
5.	Report on Sustainable Packaging.	Shr	For
6.	"Proposal Withdrawn".	Shr	Abstain
7.	Diversity Report.	Shr	For

-----  
 TEXAS INSTRUMENTS INCORPORATED

Agen-----

Security: 882508104  
 Meeting Type: Annual  
 Meeting Date: 26-Apr-2018  
 Ticker: TXN  
 ISIN: US8825081040  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: R. W. Babb, Jr.	Mgmt	For
1b.	Election of Director: M. A. Blinn	Mgmt	For
1c.	Election of Director: T. M. Bluedorn	Mgmt	For
1d.	Election of Director: D. A. Carp	Mgmt	For
1e.	Election of Director: J. F. Clark	Mgmt	For
1f.	Election of Director: C. S. Cox	Mgmt	For
1g.	Election of Director: B. T. Crutcher	Mgmt	For
1h.	Election of Director: J. M. Hobby	Mgmt	For
1i.	Election of Director: R. Kirk	Mgmt	For

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

1j.	Election of Director: P. H. Patsley	Mgmt	For
1k.	Election of Director: R. E. Sanchez	Mgmt	For
1l.	Election of Director: R. K. Templeton	Mgmt	For
2.	Board proposal regarding advisory approval of the Company's executive compensation.	Mgmt	For
3.	Board proposal to approve the Texas Instruments 2018 Director Compensation Plan.	Mgmt	For
4.	Board proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2018.	Mgmt	For

-----

THE CHARLES SCHWAB CORPORATION

-----

Agen

Security: 808513105  
Meeting Type: Annual  
Meeting Date: 15-May-2018  
Ticker: SCHW  
ISIN: US8085131055

-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Walter W. Bettinger II	Mgmt	For
1b.	Election of Director: Joan T. Dea	Mgmt	For
1c.	Election of Director: Christopher V. Dodds	Mgmt	For
1d.	Election of Director: Mark A. Goldfarb	Mgmt	For
1e.	Election of Director: Charles A. Ruffel	Mgmt	For
2.	Ratification of the selection of Deloitte & Touche LLP as independent auditors	Mgmt	For
3.	Advisory vote to approve named executive officer compensation	Mgmt	For
4.	Approval of 2013 Stock Incentive Plan as Amended and Restated	Mgmt	For
5.	Approval of Amended and Restated Bylaws to adopt a proxy access bylaw for director nominations by stockholders	Mgmt	For
6.	Stockholder Proposal requesting annual disclosure of EEO-1 data	Shr	For



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

7. Stockholder Proposal requesting disclosure of the company's political contributions and expenditures, recipients, and related policies and procedures	Shr	For
--	-----	-----

---

THE COCA-COLA COMPANY

Agen

Security: 191216100  
Meeting Type: Annual  
Meeting Date: 25-Apr-2018  
Ticker: KO  
ISIN: US1912161007

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of Director: Herbert A. Allen	Mgmt	For
1B.	Election of Director: Ronald W. Allen	Mgmt	For
1C.	Election of Director: Marc Bolland	Mgmt	For
1D.	Election of Director: Ana Botin	Mgmt	For
1E.	Election of Director: Richard M. Daley	Mgmt	For
1F.	Election of Director: Christopher C. Davis	Mgmt	For
1G.	Election of Director: Barry Diller	Mgmt	For
1H.	Election of Director: Helene D. Gayle	Mgmt	For
1I.	Election of Director: Alexis M. Herman	Mgmt	For
1J.	Election of Director: Muhtar Kent	Mgmt	For
1K.	Election of Director: Robert A. Kotick	Mgmt	For
1L.	Election of Director: Maria Elena Lagomasino	Mgmt	For
1M.	Election of Director: Sam Nunn	Mgmt	For
1N.	Election of Director: James Quincey	Mgmt	For
1O.	Election of Director: Caroline J. Tsay	Mgmt	For
1P.	Election of Director: David B. Weinberg	Mgmt	For
2.	Advisory vote to approve executive compensation	Mgmt	For
3.	Ratification of the appointment of Ernst & Young LLP as Independent Auditors	Mgmt	For

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

-----  
THE ESTEE LAUDER COMPANIES INC.

Agen-----

Security: 518439104  
Meeting Type: Annual  
Meeting Date: 14-Nov-2017  
Ticker: EL  
ISIN: US5184391044  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF CLASS III DIRECTOR: CHARLENE BARSHEFSKY Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
1B.	ELECTION OF CLASS III DIRECTOR: WEI SUN CHRISTIANSON Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
1C.	ELECTION OF CLASS III DIRECTOR: FABRIZIO FREDA Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
1D.	ELECTION OF CLASS III DIRECTOR: JANE LAUDER Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
1E.	ELECTION OF CLASS III DIRECTOR: LEONARD A. LAUDER Please note an Abstain Vote means a Withhold vote against this director.	Mgmt	For
2.	RATIFICATION OF APPOINTMENT OF KPMG LLP AS INDEPENDENT AUDITORS FOR THE 2018 FISCAL YEAR.	Mgmt	For
3.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
4.	ADVISORY VOTE ON THE FREQUENCY OF THE ADVISORY VOTE ON EXECUTIVE COMPENSATION.	Mgmt	1 Year

-----  
THE GOLDMAN SACHS GROUP, INC.

Agen-----

Security: 38141G104  
Meeting Type: Annual  
Meeting Date: 02-May-2018  
Ticker: GS  
ISIN: US38141G1040  
-----

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

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

1a.	Election of Director: Lloyd C. Blankfein	Mgmt	For
1b.	Election of Director: M. Michele Burns	Mgmt	For
1c.	Election of Director: Mark A. Flaherty	Mgmt	For
1d.	Election of Director: William W. George	Mgmt	For
1e.	Election of Director: James A. Johnson	Mgmt	For
1f.	Election of Director: Ellen J. Kullman	Mgmt	For
1g.	Election of Director: Lakshmi N. Mittal	Mgmt	For
1h.	Election of Director: Adebayo O. Ogunlesi	Mgmt	For
1i.	Election of Director: Peter Oppenheimer	Mgmt	For
1j.	Election of Director: David A. Viniar	Mgmt	For
1k.	Election of Director: Mark O. Winkelman	Mgmt	For
2.	Advisory Vote to Approve Executive Compensation (Say on Pay)	Mgmt	For
3.	Approval of The Goldman Sachs Amended and Restated Stock Incentive Plan (2018)	Mgmt	Against
4.	Ratification of PricewaterhouseCoopers LLP as our Independent Registered Public Accounting Firm for 2018	Mgmt	For
5.	Shareholder Proposal Requesting Report on Lobbying	Shr	Against
6.	Shareholder Proposal Regarding Amendments to Stockholder Proxy Access	Shr	For

-----  
THE HOME DEPOT, INC.

Agen-----

Security: 437076102  
Meeting Type: Annual  
Meeting Date: 17-May-2018  
Ticker: HD  
ISIN: US4370761029  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Gerard J. Arpey	Mgmt	For
1b.	Election of Director: Ari Bousbib	Mgmt	For
1c.	Election of Director: Jeffery H. Boyd	Mgmt	For
1d.	Election of Director: Gregory D. Brenneman	Mgmt	For

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

1e.	Election of Director: J. Frank Brown	Mgmt	For
1f.	Election of Director: Albert P. Carey	Mgmt	For
1g.	Election of Director: Armando Codina	Mgmt	For
1h.	Election of Director: Helena B. Foulkes	Mgmt	For
1i.	Election of Director: Linda R. Gooden	Mgmt	For
1j.	Election of Director: Wayne M. Hewett	Mgmt	For
1k.	Election of Director: Stephanie C. Linnartz	Mgmt	For
1l.	Election of Director: Craig A. Menear	Mgmt	For
1m.	Election of Director: Mark Vadon	Mgmt	For
2.	Ratification of the Appointment of KPMG LLP	Mgmt	For
3.	Advisory Vote to Approve Executive Compensation ("Say-on-Pay")	Mgmt	For
4.	Shareholder Proposal Regarding Semi-Annual Report on Political Contributions	Shr	For
5.	Shareholder Proposal Regarding EEO-1 Disclosure	Shr	For
6.	Shareholder Proposal to Reduce the Threshold to Call Special Shareholder Meetings to 10% of Outstanding Shares	Shr	For
7.	Shareholder Proposal Regarding Amendment of Compensation Clawback Policy	Shr	For

-----  
 THE TJX COMPANIES, INC.

Agen

-----  
 Security: 872540109  
 Meeting Type: Annual  
 Meeting Date: 05-Jun-2018  
 Ticker: TJX  
 ISIN: US8725401090  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Zein Abdalla	Mgmt	For
1b.	Election of Director: Alan M. Bennett	Mgmt	For
1c.	Election of Director: David T. Ching	Mgmt	For
1d.	Election of Director: Ernie Herrman	Mgmt	For
1e.	Election of Director: Michael F. Hines	Mgmt	For

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

1f.	Election of Director: Amy B. Lane	Mgmt	For
1g.	Election of Director: Carol Meyrowitz	Mgmt	For
1h.	Election of Director: Jackwyn L. Nemerov	Mgmt	For
1i.	Election of Director: John F. O'Brien	Mgmt	For
1j.	Election of Director: Willow B. Shire	Mgmt	For
2.	Ratification of appointment of PricewaterhouseCoopers as TJX's independent registered public accounting firm for fiscal 2019	Mgmt	For
3.	Advisory approval of TJX's executive compensation (the say-on- pay vote)	Mgmt	For
4.	Shareholder proposal for a report on compensation disparities based on race, gender, or ethnicity	Shr	Against
5.	Shareholder proposal for amending TJX's clawback policy	Shr	For
6.	Shareholder proposal for a supply chain policy on prison labor	Shr	Against

-----  
 THE WALT DISNEY COMPANY

Agen-----

Security: 254687106  
 Meeting Type: Annual  
 Meeting Date: 08-Mar-2018  
 Ticker: DIS  
 ISIN: US2546871060  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	Election of director: Susan E. Arnold	Mgmt	For
1B.	Election of director: Mary T. Barra	Mgmt	For
1C.	Election of director: Safra A. Catz	Mgmt	For
1D.	Election of director: John S. Chen	Mgmt	For
1E.	Election of director: Francis A. deSouza	Mgmt	For
1F.	Election of director: Robert A. Iger	Mgmt	For
1G.	Election of director: Maria Elena Lagomasino	Mgmt	For
1H.	Election of director: Fred H. Langhammer	Mgmt	For
1I.	Election of director: Aylwin B. Lewis	Mgmt	For

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

1J.	Election of director: Mark G. Parker	Mgmt	For
2.	To ratify the appointment of PricewaterhouseCoopers LLP as the Company's registered public accountants for 2018.	Mgmt	For
3.	To approve material terms of performance goals under the Amended and Restated 2002 Executive Performance Plan.	Mgmt	For
4.	To approve the advisory resolution on executive compensation.	Mgmt	For
5.	To approve the shareholder proposal requesting an annual report disclosing information regarding the Company's lobbying policies and activities.	Shr	For
6.	To approve the shareholder proposal requesting the Board to amend the Company's bylaws relating to proxy access to increase the number of permitted nominees, remove the limit on aggregating shares to meet the shareholding requirement, and remove the limitation on renomination of persons based on votes in a prior election.	Shr	For

-----  
 TWITTER, INC.

Agen-----

Security: 90184L102  
 Meeting Type: Annual  
 Meeting Date: 30-May-2018  
 Ticker: TWTR  
 ISIN: US90184L1026  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Martha Lane Fox	Mgmt	For
1b.	Election of Director: David Rosenblatt	Mgmt	For
1c.	Election of Director: Evan Williams	Mgmt	For
1d.	Election of Director: Debra Lee	Mgmt	For
2.	To approve, on an advisory basis, the compensation of our named executive officers.	Mgmt	For
3.	Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018.	Mgmt	For

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

- |    |  |     |         |
|----|--|-----|---------|
| 4. | A stockholder proposal regarding the formation of a public policy committee of the Board of Directors. | Shr | Against |
| 5. | A stockholder proposal regarding a report on our content enforcement policies.                         | Shr | For     |

---

ULTA BEAUTY, INC.

Agen

Security: 90384S303  
 Meeting Type: Annual  
 Meeting Date: 06-Jun-2018  
 Ticker: ULTA  
 ISIN: US90384S3031

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.	DIRECTOR		
	Robert F. DiRomualdo	Mgmt	For
	Catherine A. Halligan	Mgmt	For
	George R. Mrkonic	Mgmt	For
	Lorna E. Nagler	Mgmt	For
	Sally E. Blount	Mgmt	For
2.	To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for our fiscal year 2018, ending February 2, 2019	Mgmt	For
3.	Advisory resolution to approve the Company's executive compensation	Mgmt	For

---

VERTEX PHARMACEUTICALS INCORPORATED

Agen

Security: 92532F100  
 Meeting Type: Annual  
 Meeting Date: 17-May-2018  
 Ticker: VRTX  
 ISIN: US92532F1003

---

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Election of Class I Director: Sangeeta N. Bhatia	Mgmt	For
1.2	Election of Class I Director: Jeffrey M. Leiden	Mgmt	For
1.3	Election of Class I Director: Bruce I. Sachs	Mgmt	For

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

2.	Amendments to our charter and by-laws to eliminate supermajority provisions.	Mgmt	For
3.	Amendment and restatement of our 2013 Stock and Option Plan, to among other things, increase the number of shares available under the plan by 8.0 million shares.	Mgmt	For
4.	Ratification of Ernst & Young LLP as our Independent Registered Public Accounting firm for the year ending December 31, 2018.	Mgmt	For
5.	Advisory vote on named executive officer compensation.	Mgmt	For
6.	Shareholder proposal, if properly presented at the meeting, requesting that we prepare a report on the risks to us of rising drug prices.	Shr	Against
7.	Shareholder proposal, if properly presented at the meeting, requesting that we prepare a report on our policies and activities with respect to lobbying.	Shr	For

-----  
VISA INC.

-----  
Agen

-----  
Security: 92826C839  
Meeting Type: Annual  
Meeting Date: 30-Jan-2018  
Ticker: V  
ISIN: US92826C8394  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1A.	ELECTION OF DIRECTOR: LLOYD A. CARNEY	Mgmt	For
1B.	ELECTION OF DIRECTOR: MARY B. CRANSTON	Mgmt	For
1C.	ELECTION OF DIRECTOR: FRANCISCO JAVIER FERNANDEZ-CARBAJAL	Mgmt	For
1D.	ELECTION OF DIRECTOR: GARY A. HOFFMAN	Mgmt	For
1E.	ELECTION OF DIRECTOR: ALFRED F. KELLY, JR.	Mgmt	For
1F.	ELECTION OF DIRECTOR: JOHN F. LUNDGREN	Mgmt	For
1G.	ELECTION OF DIRECTOR: ROBERT W. MATSCHULLAT	Mgmt	For
1H.	ELECTION OF DIRECTOR: SUZANNE NORA JOHNSON	Mgmt	For
1I.	ELECTION OF DIRECTOR: JOHN A.C. SWAINSON	Mgmt	For
1J.	ELECTION OF DIRECTOR: MAYNARD G. WEBB, JR.	Mgmt	For



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

2.	ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION.	Mgmt	For
3.	RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE 2018 FISCAL YEAR.	Mgmt	For

-----  
XYLEM INC.

Agem

-----  
Security: 98419M100  
Meeting Type: Annual  
Meeting Date: 09-May-2018  
Ticker: XYL  
ISIN: US98419M1009  
-----

Prop.#	Proposal	Proposal Type	Proposal Vote
1a.	Election of Director: Jeanne Beliveau-Dunn	Mgmt	For
1b.	Election of Director: Curtis J. Crawford, Ph.D.	Mgmt	For
1c.	Election of Director: Patrick K. Decker	Mgmt	For
1d.	Election of Director: Robert F. Friel	Mgmt	For
1e.	Election of Director: Victoria D. Harker	Mgmt	For
1f.	Election of Director: Sten E. Jakobsson	Mgmt	For
1g.	Election of Director: Steven R. Loranger	Mgmt	For
1h.	Election of Director: Surya N. Mohapatra, Ph.D.	Mgmt	For
1i.	Election of Director: Jerome A. Peribere	Mgmt	For
1j.	Election of Director: Markos I. Tambakeras	Mgmt	For
2.	Ratification of the appointment of Deloitte & Touche LLP as our Independent Registered Public Accounting Firm for 2018.	Mgmt	For
3.	Advisory vote to approve the compensation of our named executive officers.	Mgmt	For
4.	Advisory vote on the frequency of future advisory votes to approve named executive compensation.	Mgmt	1 Year
5.	Shareholder proposal to lower threshold for shareholders to call special meetings from 25% to 10% of Company stock, if properly presented at the meeting.	Shr	For

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

-----  
 ZOETIS INC.  
 -----

Agen

Security: 98978V103  
 Meeting Type: Annual  
 Meeting Date: 15-May-2018  
 Ticker: ZTS  
 ISIN: US98978V1035  
 -----

Prop.#	Proposal	Proposal Type	Proposal Vote
1.1	Election of Director: Sanjay Khosla	Mgmt	For
1.2	Election of Director: Willie M. Reed	Mgmt	For
1.3	Election of Director: Linda Rhodes	Mgmt	For
1.4	Election of Director: William C. Steere, Jr.	Mgmt	For
2.	Advisory vote to approve our executive compensation (Say on Pay)	Mgmt	For
3.	Ratification of appointment of KPMG LLP as our independent registered public accounting firm for 2018.	Mgmt	For

\* Management position unknown

## SIGNATURES

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

(Registrant)	Eaton Vance Enhanced Equity Income Fund II
By (Signature)	/s/ Edward J. Perkin
Name	Edward J. Perkin
Title	President
Date	08/13/2018