

EATON VANCE MASSACHUSETTS MUNICIPAL INCOME TRUST
Form SC 13G/A
April 10, 2018

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

Eaton Vance Massachusetts Municipal Income Trust
(Name of Issuer)

Auction Rate Preferred Stock
(Title of Class of Securities)

27826E203
(CUSIP Numbers)

March 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☒ Rule 13d-1(b)
- ☐ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 27826E203

1. Names of Reporting Persons.
I.R.S. Identification Nos. of above
persons (entities only).

Royal Bank of Canada
 2. Check the Appropriate Box if a
Member of a Group (See
Instructions)
(a) ☐
(b) ☐
 3. SEC Use Only
 4. Citizenship or Place of Organization

Canada
- | | | |
|---|---|-----------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With: | 5. Sole Voting Power | 0 |
| | 6. Shared Voting Power | 0 |
| | 7. Sole Dispositive Power | 0 |
| | 8. Shared Dispositive Power | 0 |
| 9. | Aggregate Amount Beneficially
Owned by Each Reporting Person | 0 |
| 10. | Check if the Aggregate Amount in
Row (9) Excludes Certain Shares
(See Instructions) | ☐ |
| 11. | Percent of Class Represented by
Amount in Row (9) | 0% |
| 12. | Type of Reporting Person (See
Instructions) | HC |
-

CUSIP No. 27826E203

1. Names of Reporting Persons
I.R.S. Identification Nos. of above
persons (entities only).

RBC Capital Markets, LLC
 2. Check the Appropriate Box if a
Member of a Group (See
Instructions)
(a) ☐
(b) ☐
 3. SEC Use Only
 4. Citizenship or Place of Organization

Minnesota
- | | | |
|---|---|-----------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With: | 5. Sole Voting Power | 0 |
| | 6. Shared Voting Power | 0 |
| | 7. Sole Dispositive Power | 0 |
| | 8. Shared Dispositive Power | 0 |
| 9. | Aggregate Amount Beneficially
Owned by Each Reporting Person | 0 |
| 10. | Check if the Aggregate Amount in
Row (9) Excludes Certain Shares
(See Instructions) | ☐ |
| 11. | Percent of Class Represented by
Amount in Row (9) | 0% |
| 12. | Type of Reporting Person (See
Instructions) | BD |
-

Item 1.

- (a) Name of Issuer
Eaton Vance Municipal Income Trust
- (b) Address of Issuer's Principal Executive Offices
Two International Place
Boston, MA 02110

Item 2.

- (a) Name of Person Filing
1. Royal Bank of Canada
 2. RBC Capital Markets, LLC
- (b) Address of Principal Business Office or, if none, Residence
1. 200 Bay Street
Toronto, Ontario M5J 2J5
Canada
 2. Brookfield Place
200 Vesey Street
New York, New York 10281
- (c) Citizenship
See Item 4 of the Cover Pages.
- (d) Title of Class of Securities
Auction Rate Preferred Stock
- (e) CUSIP Number
27826E203

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the persons filing are:

- (a) ☒ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☒ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

- (h) o A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) o A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
 - (k) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).
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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount

beneficially
owned: See
Item 9 of the
Cover
Pages.

(b) Percent of

class: See
Item 11 of
the Cover
Pages.

(c) Number of

shares as to
which the
person has:

(i) Sole power
to vote or
to direct
the vote
See Item 5
of the
Cover
Pages.

(ii) Shared
power to
vote or to
direct the
vote
See Item 6
of the
Cover
Pages.

(iii) Sole power
to dispose
or to direct
the
disposition
of
See Item 7
of the
Cover
Pages.

- (iv) Shared
power to
dispose or
to direct
the
disposition
of
See Item 8
of the
Cover
Pages.

Instruction: For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: .

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

RBC Capital Markets, LLC is an indirectly wholly owned subsidiary of Royal Bank of Canada.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: April 9, 2018

ROYAL BANK OF CANADA

/s/ John Penn*

Signature

John Penn/Authorized Signatory

Name/Title

RBC CAPITAL MARKETS, LLC

/s/ John Penn†

Signature

John Penn/Authorized Signatory

Name/Title

*This Schedule 13G/A was executed by John Penn pursuant to the power of attorney filed with the Securities and Exchange Commission on August 9, 2013 in connection with a Schedule 13G/A for RMR Real Estate Income Fund, which power of attorney is incorporated herein by reference.

†This Schedule 13G/A was executed by John Penn pursuant to the power of attorney filed with the Securities and Exchange Commission on November 12, 2010 in connection with a Schedule 13G/A for RMR Real Estate Income Fund, which power of attorney is incorporated herein by reference.

Index to Exhibits

ExhibitExhibit

A Joint Filing Agreement

EXHIBIT A

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G/A with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G/A. In evidence thereof, the undersigned hereby execute this Agreement as of April 9, 2018.

ROYAL BANK OF CANADA

/s/ John Penn*

Signature

John Penn/Authorized Signatory

Name/Title

RBC CAPITAL MARKETS, LLC

/s/ John Penn†

Signature

John Penn/Authorized Signatory

Name/Title

*This Schedule 13G/A was executed by John Penn pursuant to the power of attorney filed with the Securities and Exchange Commission on August 9, 2013 in connection with a Schedule 13G/A for RMR Real Estate Income Fund, which power of attorney is incorporated herein by reference.

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