

EATON VANCE MASSACHUSETTS MUNICIPAL BOND FUND

Form SC TO-I/A

December 11, 2015

**AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 11, 2015**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(D)(1) or 13(E)(1) of the**

**Securities Exchange Act Of 1934**

**(Amendment No. 2)**

**Eaton Vance Massachusetts Municipal Bond Fund**

(Name of Subject Company (Issuer))

**Eaton Vance Massachusetts Municipal Bond Fund**

(Name of Filing Person (Issuer))

**Auction Preferred Shares Series A, Par Value \$0.01 Per Share**

(Title of Class of Securities)

**27828K207**

(CUSIP Number of Class of Securities)

**Maureen A. Gemma, Esquire**

**Eaton Vance Management**

**Two International Place**

**Boston, Massachusetts 02110**

**(617)482-8260**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

**Calculation of Filing Fee**

**Transaction Valuation**

\$12,964,125 (a)

**Amount Of Filing Fee**

\$1,305.49 (b)

(a)

Calculated as the aggregate maximum purchase price to be paid for 543 shares in the offer, based upon a price of 95.5% of the liquidation preference of \$25,000 per share (or \$23,875 per share).

(b)

Previously paid. Calculated as \$100.70 per \$1,000,000 of the Transaction Valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:

Not Applicable

Form of Registration No.:

Not Applicable

Filing Party:

Not Applicable

Date Filed:

Not Applicable

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

[x]

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

**Items 1 through 9 and Item 11.**

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO (the "Schedule TO") filed by Eaton Vance Massachusetts Municipal Bond Fund, a Massachusetts business trust (the "Fund") on October 22, 2015, as amended by Amendment No. 1 filed on December 3, 2015. The Schedule TO relates to the Fund's offer to purchase for cash up to 100% of its outstanding shares of preferred stock, par value \$0.01 per share and a liquidation preference of \$25,000 per share, designated Auction Preferred Shares, Series A (the "Preferred Stock"), upon the terms and subject to the conditions set forth in the Fund's Offer to Purchase dated October 22, 2015 (the "Offer to Purchase") and in the Fund's related Letter of Transmittal (the "Letter of Transmittal" which, together with the Offer to Purchase, as each may be amended and supplemented from time to time, the "Offer"), copies of which were previously filed as Exhibits (a)(1)(i) and (a)(1)(ii), respectively to the Schedule TO filed. The price to be paid for the Preferred Stock is an amount per share, net to the seller in cash, equal to 95.5% of the liquidation preference of \$25,000 per share (or \$23,875 per share), plus any unpaid dividends accrued prior to the Tender Payment Date (as defined in the Offer to Purchase). The information set forth in the Offer, filed as exhibits to the Fund's Schedule TO, is incorporated herein by reference with respect to Items 1 through 9 and Item 11 of this Schedule TO.

Filed herewith as Exhibit (a)(5)(ii) and incorporated by reference is a copy of the press release issued by the Fund dated December 11, 2015, announcing the final results of Preferred Stock tender offer and issuance of new preferred shares.

**Item 10.**

(a) The information set forth in the Offer to Purchase under Section 8 ("Certain Information Concerning the Funds") is incorporated herein by reference.

**Item 12. Exhibits.**

<b><u>Exhibit No.</u></b>	<b><u>Document</u></b>
(a)(1)(i)	Offer to Purchase dated October 22, 2015.*
(a)(1)(ii)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9).*
(a)(1)(iii)	Notice of Guaranteed Delivery.*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(v)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(vi)	Notice of Withdrawal.*
(a)(2)	None.

- (a)(3) Not applicable.
- (a)(4) Not applicable.
- (a)(5)(i) Press Release issued by the Fund dated October 22, 2015.\*
- (a)(5)(ii) Press Release issued by the Fund dated December 3, 2015.\*\*
- (a)(5)(iii) Press Release issued by the Fund dated December 11, 2015.
- (b) None.
- (d) None.
- (e) None.
- (g) None.
- (h) None.

\* Previously filed with the Fund's Schedule TO, filed October 22, 2015, and incorporated herein by reference.

\*\* Previously filed with Amendment No. 1 to the Fund's Schedule TO, filed December 3, 2015, and incorporated herein by reference.

**Item 13.**

Not applicable.

**Signature**

After due 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.

Eaton Vance Massachusetts Municipal Bond Fund

By:

/s/ Payson F. Swaffield

Name:

Payson F. Swaffield

Title:

President

Dated as of December 11, 2015

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Document</u></b>
(a)(5)(iii)	Press Release issued by the Fund dated December 11, 2015.