

EATON VANCE TAX ADVANTAGED DIVIDEND INCOME FUND
Form N-CSR
October 28, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form N-CSR

**CERTIFIED SHAREHOLDER REPORT OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act File Number: 811-21400

Eaton Vance Tax-Advantaged Dividend Income Fund

(Exact Name of Registrant as Specified in Charter)

Two International Place, Boston, Massachusetts 02110

(Address of Principal Executive Offices)

Maureen A. Gemma

Two International Place, Boston, Massachusetts 02110

(Name and Address of Agent for Services)

(617) 482-8260

(Registrant's Telephone Number)

August 31

Date of Fiscal Year End

August 31, 2010

Date of Reporting Period

Item 1. Reports to Stockholders

IMPORTANT NOTICES

Privacy. The Eaton Vance organization is committed to ensuring your financial privacy. Each of the financial institutions identified below has in effect the following policy (Privacy Policy) with respect to nonpublic personal information about its customers:

Only such information received from you, through application forms or otherwise, and information about your Eaton Vance fund transactions will be collected. This may include information such as name, address, social security number, tax status, account balances and transactions.

None of such information about you (or former customers) will be disclosed to anyone, except as permitted by law (which includes disclosure to employees necessary to service your account). In the normal course of servicing a customer's account, Eaton Vance may share information with unaffiliated third parties that perform various required services such as transfer agents, custodians and broker/dealers.

Policies and procedures (including physical, electronic and procedural safeguards) are in place that are designed to protect the confidentiality of such information.

We reserve the right to change our Privacy Policy at any time upon proper notification to you. Customers may want to review our Privacy Policy periodically for changes by accessing the link on our homepage:
www.eatonvance.com.

Our pledge of privacy applies to the following entities within the Eaton Vance organization: the Eaton Vance Family of Funds, Eaton Vance Management, Eaton Vance Investment Counsel, Boston Management and Research, and Eaton Vance Distributors, Inc. Our Privacy Policy applies only to those Eaton Vance customers who are individuals and who have a direct relationship with us. If a customer's account (i.e. fund shares) is held in the name of a third-party financial adviser/broker-dealer, it is likely that only such adviser's privacy policies apply to the customer. This notice supersedes all previously issued privacy disclosures. For more information about Eaton Vance's Privacy Policy, please call 1-800-262-1122.

Delivery of Shareholder Documents. The Securities and Exchange Commission (the SEC) permits funds to deliver only one copy of shareholder documents, including prospectuses, proxy statements and shareholder reports, to fund investors with multiple accounts at the same residential or post office box address. This practice is often called householding and it helps eliminate duplicate mailings to shareholders.

Eaton Vance, or your financial adviser, may household the mailing of your documents indefinitely unless you instruct Eaton Vance, or your financial adviser, otherwise. If you would prefer that your Eaton Vance documents not be househanded, please contact Eaton Vance at 1-800-262-1122, or contact your financial adviser. Your instructions that householding not apply to delivery of your Eaton Vance documents will be effective within 30 days of receipt by Eaton Vance or your financial adviser.

Portfolio Holdings. Each Eaton Vance Fund and its underlying Portfolio(s) (if applicable) will file a schedule of portfolio holdings on Form N-Q with the SEC for the first and third quarters of each fiscal year. The Form N-Q will be available on the Eaton Vance website at www.eatonvance.com, by calling Eaton Vance at 1-800-262-1122 or in the EDGAR database on the SEC's website at www.sec.gov. Form N-Q may also be reviewed and copied at the SEC's public reference room in Washington, D.C. (call 1-800-732-0330 for information on the operation of the public reference room).

Proxy Voting. From time to time, funds are required to vote proxies related to the securities held by the funds. The Eaton Vance Funds or their underlying Portfolios (if applicable) vote proxies according to a set of policies and procedures approved by the Funds' and Portfolios' Boards. You may obtain a description of these policies and procedures and information on how the Funds or Portfolios voted proxies relating to portfolio securities during the most recent 12 month period ended June 30, without charge, upon request, by calling 1-800-262-1122. This description is also available on the SEC's website at www.sec.gov.

Additional Notice to Shareholders. The Fund may purchase shares of its common stock in the open market when they trade at a discount to net asset value or at other times if the Fund determines such purchases are advisable. There can be no assurance that the Fund will take such action or that such purchases would reduce the discount.

Please refer to the inside back cover of this report for an important notice about the Privacy Policies adopted by the Eaton Vance organization.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE

Aamer Khan, CFA
Co-Portfolio Manager

Judith A. Saryan, CFA
Co-Portfolio Manager

Martha Locke
Co-Portfolio Manager

John Croft, CFA
Co-Portfolio Manager

Economic and Market Conditions

The U.S. economy continued to grow during the 12 months ending August 31, 2010, but the pace of growth slowed considerably as the period progressed. Uncertainties about economic growth and economic policy especially during the latter half of the period tempered what had begun early last year as a robust rally in the global capital markets. Ongoing concerns about European sovereign debt, coupled with a slowdown in China and a devastating oil spill in the Gulf of Mexico, sent investors toward safer havens, while political uncertainty about major industry reforms and deficit reduction plans further fueled the volatility.

The major U.S. equity indices all produced single-digit gains for the 12 months ending August 31, 2010. The S&P 500 Index, often viewed as a bellwether for the overall performance of the U.S. stock market, was up 4.93%. The Dow Jones Industrial Average, a measure of how blue-chip stocks performed, returned 8.39% during the 12 months, and the technology-heavy NASDAQ Composite Index advanced 6.24%. Across market capitalizations, mid-cap stocks outperformed both small-and large-cap issues, while growth stocks generally outpaced value stocks.

International equity markets posted mixed results for the fiscal year ending August 31, 2010. Ongoing concerns about sovereign debt and currency devaluation sent investors to the sidelines in Europe, both in the developed and emerging markets segments. Regional Asia-Pacific and non-European emerging markets fared significantly better on the back of increased consumer spending and foreign investment. The euro continued to weaken versus the U.S. dollar, but the Japanese yen appreciated versus the dollar as an alternative safe-haven currency. Foreign equities in the developed world, as represented by the MSCI Europe, Australasia, Far East (EAFE) Index lost 2.34% for the year, and the FTSE Eurotop 100 Index lost 4.23%.

Management Discussion

The Fund is a closed-end fund and trades on the New York Stock Exchange under the symbol EVT. For the fiscal year ending August 31, 2010, the Fund's return at NAV outperformed its benchmark, the Russell 1000 Value Index (the Index) but lagged the average return of the Lipper Value Funds Classification.¹

The Fund's common stock investments lagged the Index, but its preferred stock holdings outperformed the return of the BofA Merrill Lynch Fixed Rate Preferred Securities Index, helping the Fund as a whole to outperform its benchmark.

Total Return Performance 8/31/09 8/31/10

NYSE Symbol:	EVT
At Net Asset Value (NAV) ²	13.25%
At Market Price ²	15.26
Russell 1000 Value Index ¹	4.96

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BofA Merrill Lynch Fixed Rate Preferred Securities Index ¹	22.71
Lipper Value Funds (Closed-End) Average at NAV ¹	16.16
Premium/(Discount) to NAV (8/31/10)	-7.52%
Total Distributions per share	\$1.290
Distribution Rate ³ <i>At NAV</i>	8.09%
<i>At Market Price</i>	8.75%

See page 3 for more performance information.

¹ It is not possible to invest directly in an Index or a Lipper Classification. The Indices total returns do not reflect commissions or expenses that would have been incurred if an investor individually purchased or sold the securities represented in the Indices. Unlike the Fund, an Index's return does not reflect the effect of leverage. The Lipper total return is the average total return, at net asset value, of the funds that are in the same Lipper Classification as the Fund.

² Performance results reflect the effects of leverage.

³ The Distribution Rate is based on the Fund's last regular distribution per share in the period (annualized) divided by the Fund's NAV or market price at the end of the period. The Fund's distributions may be

comprised of
ordinary income, net
realized capital gains
and return of capital.

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or market price (as applicable) with all distributions reinvested. The Fund's performance at market price will differ from its results at NAV. Although market price performance generally reflects investment results over time, during shorter periods, returns at market price can also be affected by factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for the Fund's shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

Fund shares are not insured by the FDIC and are not deposits or other obligations of, or guaranteed by, any depository institution. Shares are subject to investment risks, including possible loss of principal invested.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

MANAGEMENT'S DISCUSSION OF FUND PERFORMANCE

At the end of the period, the Fund had approximately 68% of total investments invested in common stocks, approximately 26% of total investments invested in preferred stocks and approximately 5% of total investments invested in corporate bonds and notes. The Fund had significant weightings in higher-yielding industry sectors, including energy and utilities. In addition, the Fund maintained a diversified stock portfolio across a broad range of other industry sectors.

As of August 31, 2010, the Fund had leverage in the amount of approximately 22% of the Fund's total assets. The Fund employs leverage through debt financing. Use of financial leverage creates an opportunity for increased income but, at the same time, creates special risks (including the likelihood of greater volatility of net asset value and market price of common shares). The cost of the Fund's leverage rises and falls with changes in short-term interest rates.¹

Among the Fund's common stock holdings, the utilities sector detracted the most from its performance relative to the Index, primarily as a result of selection in the electric and multi-utility industries. Telecommunications services was the second-largest detracting sector, due to selection in the diversified telecom services and wireless telecom services industries. Fund holdings in the industrials sector also lagged those in the Index.

On the positive side, the Fund was significantly overweighted in the materials sector, which was the largest contributing sector for the fiscal year. Moreover, the Fund's selections in this sector outperformed similar stocks in the Index, with metals and mining stocks providing the strongest performance for the period. The Fund's investments were significantly underweighted in the financials sector, which helped relative performance significantly during the period because of poor performance in this sector especially among diversified financial services companies. Fund holdings in the consumer staples and energy sectors also made positive contributions.

As of August 31, 2010, the Fund had approximately 26% of total investments in preferred stocks, mainly those in the financials sector. During the period, the Fund's preferred stock holdings outperformed the BofA Merrill Lynch Fixed Rate Preferred Securities Index. This performance was driven mainly by the Fund's higher exposure to the financials sector as well as a large weighting to higher yielding securities.

Based on the Fund's objective of providing a high level of after-tax total return, which consists primarily of tax-favored dividend income and capital appreciation, the Fund was invested primarily in securities that generated a high level of qualified dividend income (QDI) during the period.

The Fund's monthly distribution rate remained at \$0.1075 during the fiscal year. As portfolio and market conditions change, the rate of distributions on the Fund's shares could change.

All of the dividends paid by the Fund during the fiscal year ending August 31, 2010, were qualified dividends subject to federal income tax at a long-term capital gains rate (up to 15%) if certain holding period and other requirements have been met by receiving shareholders.

Effective March 1, 2010, John H. Croft became a Co-Portfolio Manager of the Fund, replacing Thomas H. Luster, who will continue to serve as a portfolio manager for other Eaton Vance funds. Mr. Croft is a Vice President in Eaton Vance's investment grade income group, which he joined in 2004, and is a portfolio manager of other Eaton Vance Funds.

As always, we thank you for your continued confidence and participation in the Fund.

¹ In the event of a rise in long-term interest rates due to market conditions, the value of the Fund's investment portfolio could decline, which would reduce the asset coverage for its debt financing.

The views expressed throughout this report are those of the portfolio managers and are current only through the end of the period of the report as stated on the cover. These views are subject to change at any time based upon market or other conditions, and the investment adviser disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for a fund are based on many factors, may not be relied on as an indication of trading intent on behalf of any Eaton Vance fund. Portfolio information provided in the report may not be representative of the Fund's current or future investments and may change due to active management.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

FUND PERFORMANCE**Performance¹**

NYSE Symbol	EVT
Average Annual Total Returns (at market price, NYSE)	
One Year	15.26%
Five Years	0.57
Life of Fund (9/30/03)	4.03
Average Annual Total Returns (at net asset value)	
One Year	13.25%
Five Years	-0.60
Life of Fund (9/30/03)	5.21

¹ *Performance results reflect the effects of leverage.*

Past performance is no guarantee of future results. Returns are historical and are calculated by determining the percentage change in net asset value or market price (as applicable) with all distributions reinvested. The Fund's performance at market price will differ from its results at NAV. Although market price performance generally reflects investment results over time, during shorter periods, returns at market price can also be affected by factors such as changing perceptions about the Fund, market conditions, fluctuations in supply and demand for the Fund's shares, or changes in Fund distributions. Investment return and principal value will fluctuate so that shares, when sold, may be worth more or less than their original cost. Performance is for the stated time period only; due to market volatility, the Fund's current performance may be lower or higher than the quoted return. For performance as of the most recent month end, please refer to www.eatonvance.com.

Geographic Allocation²

By total investments

² As a percentage of the Fund's total investments as of 8/31/10.

Fund Composition**Top 10 Common Stock Holdings³**

By total investments

Chevron Corp.	3.2%
Vale SA ADR	2.9
Marathon Oil Corp.	2.7
International Business Machines Corp.	2.6
ENI SpA	2.4
Abbott Laboratories	2.3
Nestle SA	2.3

Philip Morris International, Inc.	2.2
BHP Billiton, Ltd. ADR	2.2
Microsoft Corp.	2.1

³ Top 10
Common Stock
Holdings
represented
24.9% of the
Fund's total
investments as
of 8/31/10.

Equity Sector Weightings⁴
By total investments

⁴ As a percentage
of the Fund's
total
investments as
of 8/31/10.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

PORTFOLIO OF INVESTMENTS

Common Stocks 85.3%

Security	Shares	Value
Aerospace & Defense 2.6%		
General Dynamics Corp. ⁽¹⁾	175,000	\$ 9,777,250
Honeywell International, Inc. ⁽¹⁾	300,000	11,727,000
Lockheed Martin Corp. ⁽¹⁾	120,000	8,342,400
		\$ 29,846,650
Capital Markets 1.8%		
Goldman Sachs Group, Inc. ⁽¹⁾	149,000	\$ 20,404,060
		\$ 20,404,060
Commercial Banks 2.3%		
Banco Santander Brasil SA ADR ⁽¹⁾	565,300	\$ 7,111,474
HSBC Holdings PLC ⁽¹⁾	1,250,000	12,243,340
JPMorgan Chase & Co. ⁽¹⁾	210,000	7,635,600
		\$ 26,990,414
Computers & Peripherals 3.2%		
International Business Machines Corp. ⁽¹⁾	304,000	\$ 37,461,920

\$ 37,461,920

Diversified Telecommunication Services 6.0%

AT&T, Inc. ⁽¹⁾	728,750	\$ 19,698,112
France Telecom SA ⁽¹⁾	760,000	15,448,290
Frontier Communications Corp.	1,050,000	8,116,500
Telefonos de Mexico SA de CV ADR ⁽¹⁾	650,000	9,080,500
Telkom South Africa, Ltd. ⁽¹⁾	1,211,561	5,518,454
Telstra Corp., Ltd. ⁽¹⁾	4,800,000	11,789,350

\$ 69,651,206

Electric Utilities 8.4%

Edison International ⁽¹⁾	677,000	\$ 22,848,750
Exelon Corp. ⁽¹⁾	75,000	3,054,000
Fortum Oyj ⁽¹⁾	940,000	21,584,623
NextEra Energy, Inc. ⁽¹⁾	400,000	21,492,000
Scottish and Southern Energy PLC ⁽¹⁾	1,600,000	28,072,427

\$ 97,051,800

Electrical Equipment 1.2%

Emerson Electric Co. ⁽¹⁾	300,000	\$ 13,995,000
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\$ 13,995,000

Food Products 5.3%

Kellogg Co. ⁽¹⁾	140,000	\$ 6,955,200
Kraft Foods, Inc., Class A ⁽¹⁾	622,821	18,653,489
Nestle SA ⁽¹⁾	636,000	32,878,504
Tate & Lyle PLC ⁽¹⁾	500,000	3,127,850

\$ 61,615,043

Hotels, Restaurants & Leisure 1.4%

McDonald's Corp.⁽¹⁾ 230,000 \$ 16,803,800

\$ 16,803,800

Household Durables 2.3%

Stanley Black & Decker, Inc.⁽¹⁾ 400,000 \$ 21,456,000

Whirlpool Corp.⁽¹⁾ 67,000 4,968,720

\$ 26,424,720

Machinery 0.9%

Parker Hannifin Corp.⁽¹⁾ 170,000 \$ 10,057,200

\$ 10,057,200

Metals & Mining 6.4%

BHP Billiton, Ltd. ADR⁽¹⁾ 481,000 \$ 32,000,930

Vale SA ADR⁽¹⁾ 1,580,000 42,265,000

\$ 74,265,930

Multi-Utilities 2.2%

Sempra Energy⁽¹⁾ 500,000 \$ 25,460,000

\$ 25,460,000

Oil, Gas & Consumable Fuels 16.5%

Chevron Corp. ⁽¹⁾	624,000	\$ 46,275,840
ConocoPhillips ⁽¹⁾	520,000	27,263,600
ENI SpA ⁽¹⁾	1,794,000	35,446,010
Marathon Oil Corp. ⁽¹⁾	1,296,000	39,515,040
Peabody Energy Corp. ⁽¹⁾	500,000	21,400,000
Repsol YPF SA ⁽¹⁾	980,000	22,307,216

\$ 192,207,706

Paper & Forest Products 0.2%

Weyerhaeuser Co. ⁽¹⁾	127,000	\$ 1,993,900
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\$ 1,993,900

See notes to financial statements

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

PORTFOLIO OF INVESTMENTS CONT D

Security	Shares	Value
Pharmaceuticals 10.7%		
Abbott Laboratories ⁽¹⁾	670,000	\$ 33,057,800
Johnson & Johnson ⁽¹⁾	546,000	31,132,920
Merck & Co., Inc. ⁽¹⁾	846,307	29,756,154
Pfizer, Inc. ⁽¹⁾	1,900,000	30,267,000
		\$ 124,213,874
Road & Rail 4.3%		
Norfolk Southern Corp. ⁽¹⁾	500,000	\$ 26,840,000
Union Pacific Corp. ⁽¹⁾	325,000	23,705,500
		\$ 50,545,500
Semiconductors & Semiconductor Equipment 2.4%		
Analog Devices, Inc. ⁽¹⁾	1,020,000	\$ 28,437,600
		\$ 28,437,600
Software 2.7%		
Microsoft Corp. ⁽¹⁾	1,326,639	\$ 31,149,484

\$ 31,149,484

Textiles, Apparel & Luxury Goods 1.7%

VF Corp. ⁽¹⁾	275,000	\$ 19,420,500
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\$ 19,420,500

Tobacco 2.8%

Philip Morris International, Inc. ⁽¹⁾	630,000	\$ 32,407,200
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\$ 32,407,200

Total Common Stocks
(identified cost \$780,733,129)

\$ 990,403,507

Preferred Stocks 32.7%

Security	Shares	Value
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Commercial Banks 20.1%

Abbey National Capital Trust I, 8.963% ⁽²⁾	8,190	\$ 9,083,758
Bank of America Corp., 8.125% ⁽²⁾	16,300	17,040,281
Barclays Bank PLC, 6.86% ⁽²⁾⁽³⁾	3,500	3,166,170
Barclays Bank PLC, 7.434% ⁽²⁾⁽³⁾	13,500	13,713,880
BBVA International SA Unipersonal, 5.919% ⁽²⁾	6,500	5,436,815
BNP Paribas, 7.195% ⁽²⁾⁽³⁾	124	12,131,763
CoBank, ACB, 7.00% ⁽³⁾	400,000	18,212,520
CoBank, ACB, 11.00% ⁽³⁾	170,000	9,381,875
Credit Agricole SA/London, 6.637% ⁽²⁾⁽³⁾	13,950	12,100,969
DB Contingent Capital Trust II, 6.55%	251,077	5,968,100
Farm Credit Bank of Texas, 10.00%	1,405	14,050,000
Heller Financial, Inc., 6.95%	57,500	5,861,406

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HSBC Holdings PLC, 8.00%	700,000	18,571,000
JPMorgan Chase & Co., 7.90% ⁽²⁾	9,250	10,008,435
KeyCorp, 7.75%	75,000	7,761,750
Landsbanki Islands HF, 7.431% ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾	20,750	0
Lloyds Banking Group PLC, 6.657% ⁽²⁾⁽³⁾⁽⁵⁾	18,750	12,140,625
Rabobank Nederland, 11.00% ⁽²⁾⁽³⁾	2,900	3,866,147
Royal Bank of Scotland Group PLC, 7.648% ⁽²⁾	4,086	3,665,877
Royal Bank of Scotland Group PLC, Series F, 7.65%	134,739	3,093,607
Royal Bank of Scotland Group PLC, Series H, 7.25%	80,000	1,760,000
Royal Bank of Scotland Group PLC, Series L, 5.75%	277,725	4,885,183
Santander Finance SA Unipersonal, 10.50%	272,390	7,904,758
Standard Chartered PLC, 6.409% ⁽²⁾⁽³⁾	128	11,671,682
UBS Preferred Funding Trust I, 8.622% ⁽²⁾	9,200	9,550,741
Wells Fargo & Co., 7.98% ⁽²⁾	2,400	2,578,474
Wells Fargo & Co., Class A, 7.50%	9,890	9,761,430
		\$ 233,367,246

Electric Utilities 0.5%

Entergy Arkansas, Inc., 6.45%	110,000	\$ 2,660,625
Southern California Edison Co., 6.00%	37,000	3,487,250
		\$ 6,147,875

Food Products 0.9%

Dairy Farmers of America, 7.875% ⁽³⁾	73,750	\$ 6,229,574
Ocean Spray Cranberries, Inc., 6.25% ⁽³⁾	47,500	3,635,237
		\$ 9,864,811

Insurance 7.7%

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Aegon NV, 6.375%	330,000	\$ 7,293,000
Arch Capital Group, Ltd., Series A, 8.00%	424,500	10,973,325
AXA SA, 6.379% ⁽²⁾⁽³⁾	6,150	5,126,609
AXA SA, 6.463% ⁽²⁾⁽³⁾	14,775	12,023,511
Endurance Specialty Holdings, Ltd., Series A, 7.75%	317,500	7,908,925
ING Capital Funding Trust III, 8.439% ⁽²⁾	17,075	16,554,656
Prudential PLC, 6.50%	11,400	10,372,450
RAM Holdings, Ltd., Series A, 7.50% ⁽²⁾	13,000	4,576,813
RenaissanceRe Holdings, Ltd., Series C, 6.08%	199,100	4,529,525
RenaissanceRe Holdings, Ltd., Series D, 6.60%	400,500	9,976,455
		\$ 89,335,269

See notes to financial statements

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

PORTFOLIO OF INVESTMENTS CONT'D

Security	Shares	Value
Oil, Gas & Consumable Fuels 1.0%		
Kinder Morgan GP, Inc., 8.33% ⁽²⁾⁽³⁾	12,000	\$ 11,910,750
		\$ 11,910,750
Real Estate Investment Trusts (REITs) 2.5%		
CapLease, Inc., 8.125%	400,000	\$ 10,056,000
ProLogis Trust, 6.75%	670,700	15,546,826
Regency Centers Corp., Series C, 7.45%	159,395	3,992,845
		\$ 29,595,671
Total Preferred Stocks (identified cost \$412,067,390)		\$ 380,221,622

Corporate Bonds & Notes 6.9%

Security	Principal Amount (000 s omitted)	Value
Commercial Banks 1.6%		
	\$ 3,000	\$ 3,187,500

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Banco Industriale Comercial SA, 8.50%, 4/27/20 ⁽³⁾		
Citigroup Capital XXI, 8.30% to 12/21/37, 12/21/57, 12/21/77 ⁽⁶⁾⁽⁷⁾	8,400	8,757,000
Fifth Third Capital Trust IV, 6.50% to 4/15/17, 4/15/37, 4/15/67 ⁽⁶⁾⁽⁷⁾	7,250	6,307,500
		\$ 18,252,000

Diversified Financial Services 2.2%

GE Capital Trust I, 6.375% to 11/15/17, 11/15/67 ⁽⁷⁾	\$ 10,000	\$ 9,612,500
PPL Capital Funding, Inc., 6.70% to 3/30/2017, 3/30/67 ⁽⁷⁾	15,500	14,550,067
QBE Capital Funding II LP, 6.797% to 6/1/17, 6/29/49 ⁽³⁾⁽⁷⁾	2,435	2,048,066
		\$ 26,210,633

Insurance 1.9%

MetLife, Inc., 10.75% to 8/1/39, 8/1/69 ⁽⁷⁾	\$ 6,000	\$ 7,614,540
XL Capital, Ltd., 6.50% to 4/15/17, 12/29/49 ⁽⁷⁾	18,570	14,183,766
		\$ 21,798,306

Retail-Food and Drug 1.2%

CVS Caremark Corp., 6.302% to 6/1/12, 6/1/37, 6/1/62 ⁽⁶⁾⁽⁷⁾	\$ 15,000	\$ 13,767,975
		\$ 13,767,975

Total Corporate Bonds & Notes

(identified cost \$74,046,900) **\$ 80,028,914**

Short-Term Investments 0.1%

Description	Interest (000 s Omitted)	Value
Eaton Vance Cash Reserves Fund, LLC, 0.26% ⁽⁸⁾	\$ 946	\$ 945,856
 Total Short-Term Investments (identified cost \$945,856)		 \$ 945,856
 Total Investments 125.0% (identified cost \$1,267,793,275)		 \$ 1,451,599,899
 Other Assets, Less Liabilities (25.0)%		 \$ (289,882,677)
 Net Assets 100.0%		 \$ 1,161,717,222

The percentage shown for each investment category in the Portfolio of Investments is based on net assets.

ADR - American Depositary Receipt

- (1) All or portion of this security has been segregated as collateral with the custodian for borrowings under the Committed Facility Agreement.
- (2) Variable rate security. The stated interest rate represents the rate in effect at August 31, 2010.
- (3) Security exempt from registration pursuant to Rule 144A under the Securities Act of 1933. These securities may be sold in certain transactions (normally to qualified institutional buyers) and remain exempt from registration. At August 31, 2010, the aggregate value of these securities is \$140,546,878 or 12.1% of the Fund's net assets.
- (4) Defaulted security.

- (5) Non-income producing security.
- (6) The maturity dates shown are the scheduled maturity date and final maturity date, respectively. The scheduled maturity date is earlier than the final maturity date due to the possibility of earlier repayment.
- (7) Security converts to floating rate after the indicated fixed-rate coupon period.

See notes to financial statements

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

PORTFOLIO OF INVESTMENTS CONT D

- (8) Affiliated investment company available to Eaton Vance portfolios and funds which invests in high quality, U.S. dollar denominated money market instruments. The rate shown is the annualized seven-day yield as of August 31, 2010. Net income allocated from the investment in Eaton Vance Cash Reserves Fund, LLC and Cash Management Portfolio, an affiliated investment company, for the year ended August 31, 2010 was \$27,670 and \$0, respectively.

Country Concentration of Portfolio

Country	Percentage of Total Investments	Value
United States	70.3%	\$ 1,020,069,844
United Kingdom	6.5	94,266,482
Brazil	3.6	52,563,974
Australia	3.1	45,838,346
France	3.1	44,699,379
Bermuda	2.6	37,965,043
Italy	2.4	35,446,010
Switzerland	2.3	32,878,504
Spain	2.1	30,211,974
Finland	1.5	21,584,623
Cayman Islands	1.0	14,183,766
Mexico	0.6	9,080,500
Netherlands	0.5	7,293,000
South Africa	0.4	5,518,454
Iceland	0.0	0
Total Investments	100.0%	\$ 1,451,599,899

See notes to financial statements

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

FINANCIAL STATEMENTS

Statement of Assets and Liabilities

As of August 31, 2010

Assets

Unaffiliated investments, at value (identified cost, \$1,266,847,419)	\$ 1,450,654,043
Affiliated investment, at value (identified cost, \$945,856)	945,856
Cash	410,458
Dividends and interest receivable	13,670,627
Interest receivable from affiliated investment	7,156
Receivable for investments sold	37,744,123
Receivable for open forward foreign currency exchange contracts	8,411,225
Tax reclaims receivable	3,680,446

Total assets **\$ 1,515,523,934**

Liabilities

Notes payable	\$ 340,000,000
Payable for investments purchased	11,992,403
Payable to affiliate:	
Investment adviser fee	975,657
Accrued expenses	838,652

Total liabilities **\$ 353,806,712**

Net assets **\$ 1,161,717,222**

Sources of Net Assets

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Common shares, \$0.01 par value, unlimited number of shares authorized, 72,835,900 shares issued and outstanding	\$ 728,359
Additional paid-in capital	1,382,213,413
Accumulated net realized loss	(423,419,866)
Accumulated undistributed net investment income	9,923,159
Net unrealized appreciation	192,272,157
Net assets	\$ 1,161,717,222

Net Asset Value

(\$1,161,717,222 / 72,835,900 common shares issued and outstanding)	\$ 15.95
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Statement of Operations

**For the Year Ended
August 31, 2010**

Investment Income

Dividends (net of foreign taxes, \$6,111,504)	\$ 109,754,667
Interest (net of foreign taxes, \$13,175)	4,547,595
Interest income allocated from affiliated investments	88,645
Expenses allocated from affiliated investments	(60,975)

Total investment income **\$ 114,329,932**

Expenses

Investment adviser fee	\$ 13,020,645
Trustees' fees and expenses	50,500
Custodian fee	633,339
Transfer and dividend disbursing agent fees	17,775
Legal and accounting services	96,468
Printing and postage	229,171

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Interest expense and fees	4,805,392
Miscellaneous	112,778

Total expenses **\$ 18,966,068**

Deduct	
Reduction of investment adviser fee	\$ 1,590,113
Reduction of custodian fee	189

Total expense reductions **\$ 1,590,302**

Net expenses **\$ 17,375,766**

Net investment income **\$ 96,954,166**

Realized and Unrealized Gain (Loss)

Net realized gain (loss)	
Investment transactions	\$ 12,117,922
Investment transactions allocated from affiliated investments	72,292
Foreign currency and forward foreign currency exchange contract transactions	4,735,872

Net realized gain **\$ 16,926,086**

Change in unrealized appreciation (depreciation)	
Investments	\$ 17,270,677
Foreign currency and forward foreign currency exchange contracts	8,349,236

Net change in unrealized appreciation (depreciation) **\$ 25,619,913**

Net realized and unrealized gain **\$ 42,545,999**

Net increase in net assets from operations	\$ 139,500,165
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See notes to financial statements

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Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

FINANCIAL STATEMENTS CONT D

Statements of Changes in Net Assets

Increase (Decrease) in Net Assets	Year Ended August 31, 2010	Year Ended August 31, 2009
From operations		
Net investment income	\$ 96,954,166	\$ 89,399,014
Net realized gain (loss) from investment, foreign currency and forward foreign currency exchange contract transactions	16,926,086	(303,301,279)
Net change in unrealized appreciation (depreciation) from investments, foreign currency and forward foreign currency exchange contracts	25,619,913	(334,134,495)
Net increase (decrease) in net assets from operations	\$ 139,500,165	\$ (548,036,760)
Distributions to shareholders		
From net investment income	\$ (93,958,310)	\$ (107,039,638)
Total distributions	\$ (93,958,310)	\$ (107,039,638)
Net increase (decrease) in net assets	\$ 45,541,855	\$ (655,076,398)
Net Assets		
At beginning of year	\$ 1,116,175,367	\$ 1,771,251,765
At end of year	\$ 1,161,717,222	\$ 1,116,175,367

Accumulated undistributed
net investment income
included in net assets

At end of year	\$	9,923,159	\$	7,624,745
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Statement of Cash Flows

Cash Flows From Operating Activities	Year Ended August 31, 2010
Net increase in net assets from operations	\$ 139,500,165
Adjustments to reconcile net increase in net assets from operations to net cash provided by operating activities:	
Investments purchased	(1,754,961,442)
Investments sold	1,730,603,166
Decrease in short-term investments, net	35,785,384
Net amortization/accretion of premium (discount)	48,749
Increase in dividends and interest receivable	(7,753,208)
Increase in interest receivable from affiliated investment	(7,156)
Increase in receivable for investments sold	(23,844,428)
Increase in receivable for open forward foreign currency exchange contracts	(8,411,225)
Increase in tax reclaims receivable	(990,315)
Increase in payable for investments purchased	11,992,403
Increase in payable to affiliate for investment adviser fee	133,347
Increase in accrued expenses	466,017
Net change in unrealized (appreciation) depreciation from investments	(17,270,677)
Net realized gain from investments	(12,117,922)
Return of capital distributions from investments	441,630
Net cash provided by operating activities	\$ 93,614,488

Cash Flows From Financing Activities

Distributions paid to common shareholders, net of reinvestments	\$ (93,958,310)
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Net cash used in financing activities	\$	(93,958,310)
Net decrease in cash*	\$	(343,822)
Cash at beginning of year⁽¹⁾	\$	754,280
Cash at end of year	\$	410,458

Supplemental disclosure of cash flow information:

Cash paid for interest and fees on borrowings	\$	4,435,378
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⁽¹⁾ Balance includes foreign currency, at value.

* Includes net change in unrealized appreciation (depreciation) on foreign currency of \$(3,053).

See notes to financial statements

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

FINANCIAL STATEMENTS CONT D

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Year Ended August 31,				
	2010	2009	2008	2007	2006
Net asset value Beginning of year (Common shares)	\$ 15.320	\$ 24.320	\$ 30.310	\$ 26.910	\$ 24.860
Income (Loss) From Operations					
Net investment income ⁽¹⁾	\$ 1.331	\$ 1.227	\$ 2.211	\$ 2.158	\$ 2.118
Net realized and unrealized gain (loss)	0.589	(8.757)	(6.058)	3.369	1.890
Distributions to preferred shareholders					
From net investment income			(0.275)	(0.437)	(0.394)
Total income (loss) from operations	\$ 1.920	\$ (7.530)	\$ (4.122)	\$ 5.090	\$ 3.614
Less Distributions to Common Shareholders					
From net investment income	\$ (1.290)	\$ (1.470)	\$ (1.868)	\$ (1.690)	\$ (1.564)
Total distributions to common shareholders	\$ (1.290)	\$ (1.470)	\$ (1.868)	\$ (1.690)	\$ (1.564)
Net asset value End of year (Common shares)	\$ 15.950	\$ 15.320	\$ 24.320	\$ 30.310	\$ 26.910

Market value End of year (Common shares)	\$ 14.750	\$ 13.920	\$ 21.050	\$ 27.130	\$ 25.550
Total Investment Return on Net Asset Value⁽²⁾	13.25%	(28.38)%	(13.61)%	19.72%	15.66%
Total Investment Return on Market Value⁽²⁾	15.26%	(24.81)%	(16.46)%	12.87%	25.88%

See notes to financial statements

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

FINANCIAL STATEMENTS CONT D

Financial Highlights

Selected data for a common share outstanding during the periods stated

	Year Ended August 31,				
	2010	2009	2008	2007	2006
Ratios/Supplemental Data					
Net assets applicable to common shares, end of year (000 s omitted)	\$ 1,161,717	\$ 1,116,175	\$ 1,771,252	\$ 2,208,015	\$ 1,960,096
Ratios (as a percentage of average daily net assets applicable to common shares):(3)					
Expenses excluding interest and fees(4)	1.04%	1.07%	0.98%	0.99%	1.04%
Interest and fee expense(5)	0.39%	0.99%	0.41%		
Total expenses	1.43%	2.06%	1.39%	0.99%	1.04%
Net investment income	8.09%	8.66%	7.74%	7.23%	8.28%
Portfolio Turnover	117%	76%	96%	41%	67%

The ratios reported above are based on net assets applicable solely to common shares. The ratios based on net assets, including amounts related to preferred shares and borrowings, are as follows:

Ratios (as a percentage of average daily net assets applicable to common shares plus preferred shares and borrowings):(3)					
Expenses excluding interest and fees(4)	0.81%	0.77%	0.73%	0.75%	0.76%
Interest and fee expense(5)	0.31%	0.70%	0.31%		
Total expenses	1.12%	1.47%	1.04%	0.75%	0.76%
Net investment income	6.30%	6.16%	5.79%	5.47%	6.02%

Senior Securities:

Total notes payable outstanding (in 000 s)	\$ 340,000	\$ 340,000	\$ 700,000	\$	\$
Asset coverage per \$1,000 of notes payable ⁽⁶⁾	\$ 4,417	\$ 4,283	\$ 3,530	\$	\$
Total preferred shares outstanding	(7)	(7)	(7)	28,000	28,000
Asset coverage per preferred share ⁽⁸⁾	\$ (7)	\$ (7)	\$ (7)	\$ 103,868	\$ 95,030
Involuntary liquidation preference per preferred share ⁽⁹⁾	\$ (7)	\$ (7)	\$ (7)	\$ 25,000	\$ 25,000
Approximate market value per preferred share ⁽⁹⁾	\$ (7)	\$ (7)	\$ (7)	\$ 25,000	\$ 25,000

- (1) Computed using average common shares outstanding.
- (2) Returns are historical and are calculated by determining the percentage change in net asset value or market value with all distributions reinvested.
- (3) Ratios do not reflect the effect of dividend payments to preferred shareholders.
- (4) Excludes the effect of custody fee credits, if any, of less than 0.005%.
- (5) Interest and fee expense relates to the notes payable incurred to redeem the Fund's preferred shares.
- (6) Calculated by subtracting the Fund's total liabilities (not including the notes payable) from the Fund's total assets, and dividing the result by the notes payable balance in thousands.
- (7) The Fund's preferred shares were fully redeemed during the year ended August 31, 2008.
- (8) Calculated by subtracting the Fund's total liabilities (not including the preferred shares) from the Fund's total assets, and dividing the result by the number of preferred shares outstanding.
- (9) Plus accumulated and unpaid dividends.

See notes to financial statements

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

NOTES TO FINANCIAL STATEMENTS

1 Significant Accounting Policies

Eaton Vance Tax-Advantaged Dividend Income Fund (the Fund) is a Massachusetts business trust registered under the Investment Company Act of 1940, as amended (the 1940 Act), as a diversified, closed-end management investment company. The Fund's investment objective is to provide a high level of after-tax total return consisting primarily of tax-advantaged dividend income and capital appreciation. The Fund pursues its objective by investing primarily in dividend-paying common and preferred stocks.

The following is a summary of significant accounting policies of the Fund. The policies are in conformity with accounting principles generally accepted in the United States of America.

A Investment Valuation Equity securities (including common shares of closed-end investment companies) listed on a U.S. securities exchange generally are valued at the last sale price on the day of valuation or, if no sales took place on such date, at the mean between the closing bid and asked prices therefore on the exchange where such securities are principally traded. Equity securities listed on the NASDAQ Global or Global Select Market generally are valued at the NASDAQ official closing price. Unlisted or listed securities for which closing sales prices or closing quotations are not available are valued at the mean between the latest available bid and asked prices or, in the case of preferred equity securities that are not listed or traded in the over-the-counter market, by a third party pricing service that will use various techniques that consider factors including, but not limited to, prices or yields of securities with similar characteristics, benchmark yields, broker/dealer quotes, quotes of underlying common stock, issuer spreads, as well as industry and economic events. The value of preferred equity securities that are valued by a pricing service on a bond basis will be adjusted by an income factor, to be determined by the investment adviser, to reflect the next anticipated regular dividend. Debt obligations (including short-term obligations with a remaining maturity of more than sixty days) are generally valued on the basis of valuations provided by third party pricing services, as derived from such services' pricing models. Inputs to the models may include, but are not limited to, reported trades, executable bid and asked prices, broker/dealer quotations, prices or yields of securities with similar characteristics, benchmark curves or information pertaining to the issuer, as well as industry and economic events. The pricing services may use a matrix approach, which considers information regarding securities with similar characteristics to determine the valuation for a security. Short-term debt securities purchased with a remaining maturity of sixty days or less are generally valued at amortized cost, which approximates market value. Foreign securities and currencies are valued in U.S. dollars, based on foreign currency exchange rate quotations supplied by a third party pricing service. The pricing service uses a proprietary model to determine the exchange rate. Inputs to the model include reported trades and implied bid/ask spreads. Forward foreign currency exchange contracts are generally valued at the mean of the average bid and average asked prices that are reported by currency dealers to a third party pricing service at the valuation time. Such third party pricing service valuations are supplied for specific settlement periods and the Fund's forward foreign currency exchange contracts are valued at an interpolated rate between the closest preceding and subsequent settlement period reported by the third party pricing service. The daily valuation of exchange-traded foreign securities generally is determined as of the close of trading on the principal exchange on which such securities trade. Events occurring after the close of trading on foreign exchanges may result in adjustments to the valuation of foreign securities to more accurately reflect their fair value as of the close of regular trading on the New York Stock Exchange. When valuing foreign equity securities that meet certain criteria, the Trustees have approved the use of a fair value service that values such securities to reflect market trading that occurs after the close of the applicable foreign markets of comparable securities or other instruments that have a strong correlation to the fair-valued securities. Investments for which valuations or market quotations are not readily available or are deemed unreliable are valued at fair value using methods determined in good faith by or at the direction of the Trustees of the Fund in a manner that most fairly

reflects the security's value, or the amount that the Fund might reasonably expect to receive for the security upon its current sale in the ordinary course. Each such determination is based on a consideration of all relevant factors, which are likely to vary from one pricing context to another. These factors may include, but are not limited to, the type of security, the existence of any contractual restrictions on the security's disposition, the price and extent of public trading in similar securities of the issuer or of comparable companies or entities, quotations or relevant information obtained from broker-dealers or other market participants, information obtained from the issuer, analysts, and/or the appropriate stock exchange (for exchange-traded securities), an analysis of the company's or entity's financial condition, and an evaluation of the forces that influence the issuer and the market(s) in which the security is purchased and sold.

The Fund may invest in Eaton Vance Cash Reserves Fund, LLC (Cash Reserves Fund), an affiliated investment company managed by Eaton Vance Management (EVM). Cash Reserves Fund generally values its investment securities utilizing the amortized cost valuation technique in accordance with Rule 2a-7 under the 1940 Act. This technique involves initially valuing a portfolio security at its cost and thereafter assuming a constant amortization to maturity of any discount or premium. If amortized cost is

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

NOTES TO FINANCIAL STATEMENTS CONT D

determined not to approximate fair value, Cash Reserves Fund may value its investment securities in the same manner as debt obligations described above.

B Investment Transactions Investment transactions for financial statement purposes are accounted for on a trade date basis. Realized gains and losses on investments sold are determined on the basis of identified cost.

C Income Dividend income is recorded on the ex-dividend date for dividends received in cash and/or securities. However, if the ex-dividend date has passed, certain dividends from foreign securities are recorded as the Fund is informed of the ex-dividend date. Withholding taxes on foreign dividends, interest and capital gains have been provided for in accordance with the Fund's understanding of the applicable countries' tax rules and rates. Interest income is recorded on the basis of interest accrued, adjusted for amortization of premium or accretion of discount.

D Federal Taxes The Fund's policy is to comply with the provisions of the Internal Revenue Code applicable to regulated investment companies and to distribute to shareholders each year substantially all of its net investment income, and all or substantially all of its net realized capital gains. Accordingly, no provision for federal income or excise tax is necessary.

At August 31, 2010, the Fund, for federal income tax purposes, had a capital loss carryforward of \$414,827,388 which will reduce its taxable income arising from future net realized gains on investment transactions, if any, to the extent permitted by the Internal Revenue Code, and thus will reduce the amount of distributions to shareholders, which would otherwise be necessary to relieve the Fund of any liability for federal income or excise tax. Such capital loss carryforward will expire on August 31, 2013 (\$495,600), August 31, 2014 (\$19,534,062), August 31, 2016 (\$2,183,068), August 31, 2017 (\$181,415,053) and August 31, 2018 (\$211,199,605).

As of August 31, 2010, the Fund had no uncertain tax positions that would require financial statement recognition, de-recognition, or disclosure. Each of the Fund's federal tax returns filed in the 3-year period ended August 31, 2010 remains subject to examination by the Internal Revenue Service.

E Expense Reduction State Street Bank and Trust Company (SSBT) serves as custodian of the Fund. Pursuant to the custodian agreement, SSBT receives a fee reduced by credits, which are determined based on the average daily cash balance the Fund maintains with SSBT. All credit balances, if any, used to reduce the Fund's custodian fees are reported as a reduction of expenses in the Statement of Operations.

F Foreign Currency Translation Investment valuations, other assets, and liabilities initially expressed in foreign currencies are translated each business day into U.S. dollars based upon current exchange rates. Purchases and sales of foreign investment securities and income and expenses denominated in foreign currencies are translated into U.S. dollars based upon currency exchange rates in effect on the respective dates of such transactions. Recognized gains or losses on investment transactions attributable to changes in foreign currency exchange rates are recorded for financial statement purposes as net realized gains and losses on investments. That portion of unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

G Use of Estimates The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of income

and expense during the reporting period. Actual results could differ from those estimates.

H Indemnifications Under the Fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the Fund. Under Massachusetts law, if certain conditions prevail, shareholders of a Massachusetts business trust (such as the Fund) could be deemed to have personal liability for the obligations of the Fund. However, the Fund's Declaration of Trust contains an express disclaimer of liability on the part of Fund shareholders and the By-laws provide that the Fund shall assume the defense on behalf of any Fund shareholders. Moreover, the By-laws also provide for indemnification out of Fund property of any shareholder held personally liable solely by reason of being or having been a shareholder for all loss or expense arising from such liability. Additionally, in the normal course of business, the Fund enters into agreements with service providers that may contain indemnification clauses. The Fund's maximum exposure under these arrangements is unknown as this would involve future claims that may be made against the Fund that have not yet occurred.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

NOTES TO FINANCIAL STATEMENTS CONT D

I Forward Foreign Currency Exchange Contracts The Fund may enter into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. The Fund may enter into forward contracts for hedging purposes as well as non-hedging purposes. The forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any gains or losses are recorded as unrealized until such time as the contracts have been closed or offset by another contract with the same broker for the same settlement date and currency. Risks may arise upon entering these contracts from the potential inability of counterparties to meet the terms of their contracts and from movements in the value of a foreign currency relative to the U.S. dollar.

J Statement of Cash Flows The cash amount shown in the Statement of Cash Flows of the Fund is the amount included in the Fund's Statement of Assets and Liabilities and represents the cash on hand at its custodian and does not include any short-term investments.

2 Distributions to Shareholders

The Fund intends to make monthly distributions of net investment income to common shareholders. In addition, at least annually, the Fund intends to distribute all or substantially all of its net realized capital gains (reduced by available capital loss carryforwards from prior years, if any). Distributions are recorded on the ex-dividend date. The Fund distinguishes between distributions on a tax basis and a financial reporting basis. Accounting principles generally accepted in the United States of America require that only distributions in excess of tax basis earnings and profits be reported in the financial statements as a return of capital. Permanent differences between book and tax accounting relating to distributions are reclassified to paid-in capital. For tax purposes, distributions from short-term capital gains are considered to be from ordinary income.

The tax character of distributions declared for the years ended August 31, 2010 and August 31, 2009 was as follows:

	Year Ended August 31,	
	2010	2009
Distributions declared from:		
Ordinary income	\$ 93,958,310	\$ 107,039,638

During the year ended August 31, 2010, accumulated net realized loss was decreased by \$697,442 and accumulated undistributed net investment income was decreased by \$697,442 due to differences between book and tax accounting, primarily for premium amortization, distributions from real estate investment trusts, investments in partnerships and foreign currency gain (loss). These reclassifications had no effect on the net assets or net asset value per share of the Fund.

As of August 31, 2010, the components of distributable earnings (accumulated losses) and unrealized appreciation (depreciation) on a tax basis were as follows:

Undistributed ordinary income	\$ 9,895,489
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Capital loss carryforward	\$ (414,827,388)
Net unrealized appreciation	\$ 183,707,349

The differences between components of distributable earnings (accumulated losses) on a tax basis and the amounts reflected in the Statement of Assets and Liabilities are primarily due to premium amortization, investments in partnerships and foreign currency transactions.

3 Investment Adviser Fee and Other Transactions with Affiliates

The investment adviser fee is earned by EVM as compensation for management and investment advisory services rendered to the Fund. Pursuant to the investment advisory agreement and subsequent fee reduction agreement, the fee is computed at an annual rate of 0.85% of its average daily gross assets up to and including \$1.5 billion, 0.83% over \$1.5 billion up to and including \$3 billion, and at reduced rates as daily gross assets exceed \$3 billion and is payable monthly. Gross assets as referred to herein represent net assets plus obligations attributable to investment leverage. The fee reduction cannot be terminated without the consent of the Trustees and shareholders. Prior to its liquidation in February 2010, the portion of the adviser fee payable by Cash Management Portfolio, an affiliated investment company, on the Fund's investment of cash therein was credited against the Fund's investment adviser fee. The Fund currently invests its cash in Cash Reserves Fund. EVM does not currently receive a fee for advisory services provided to Cash Reserves Fund. For the year ended August 31, 2010, the Fund's investment adviser fee totaled \$13,073,365 of which \$52,720 was allocated from Cash Management Portfolio and \$13,020,645 was paid or accrued directly by the Fund. For the year ended August 31, 2010, the Fund's investment adviser fee, including the portion allocated from Cash Management Portfolio, was 0.85% of the Fund's average daily gross assets. EVM also serves as administrator of the Fund, but receives no compensation.

In addition, EVM has contractually agreed to reimburse the Fund for fees and other expenses at an annual rate of 0.20% of the Fund's average daily gross assets during the first five full years of the Fund's operations, 0.15% of the Fund's average daily gross assets in year six, 0.10% in year seven and 0.05% in year eight. Such reimbursement will be reduced by an amount, if any, by which the annual effective advisory fee rate is less than 0.85% of the Fund's average daily gross assets. The Fund concluded its first six full years of operations on September 30, 2009. Pursuant to this agreement, EVM reimbursed \$1,590,113 of expenses for the year ended August 31, 2010.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

NOTES TO FINANCIAL STATEMENTS CONT D

Except for Trustees of the Fund who are not members of EVM's organization, officers and Trustees receive remuneration for their services to the Fund out of the investment adviser fee. Trustees of the Fund who are not affiliated with EVM may elect to defer receipt of all or a percentage of their annual fees in accordance with the terms of the Trustees Deferred Compensation Plan. For the year ended August 31, 2010, no significant amounts have been deferred. Certain officers and Trustees of the Fund are officers of EVM.

4 Purchases and Sales of Investments

Purchases and sales of investments, other than short-term obligations, aggregated \$1,754,961,442 and \$1,730,603,166, respectively, for the year ended August 31, 2010.

5 Common Shares of Beneficial Interest

The Fund may issue common shares pursuant to its dividend reinvestment plan. There were no transactions in common shares for the years ended August 31, 2010 and August 31, 2009.

6 Federal Income Tax Basis of Investments

The cost and unrealized appreciation (depreciation) of investments of the Fund at August 31, 2010, as determined on a federal income tax basis, were as follows:

Aggregate cost	\$ 1,267,951,503
Gross unrealized appreciation	251,259,248
Gross unrealized depreciation	(67,610,852)
Net unrealized appreciation	\$ 183,648,396

7 Financial Instruments

The Fund may trade in financial instruments with off-balance sheet risk in the normal course of its investing activities. These financial instruments may include forward foreign currency exchange contracts and may involve, to a varying degree, elements of risk in excess of the amounts recognized for financial statement purposes. The notional or contractual amounts of these instruments represent the investment the Fund has in particular classes of financial instruments and do not necessarily represent the amounts potentially subject to risk. The measurement of the risks associated with these instruments is meaningful only when all related and offsetting transactions are considered.

A summary of obligations under these financial instruments at August 31, 2010 is as follows:

Forward Foreign Currency Exchange Contracts**Sales**

Settlement Date	Deliver	In Exchange For	Counterparty	Net Unrealized Appreciation
9/7/10	Euro 31,930,473	United States Dollar 42,008,689	Citibank N.A.	\$ 1,545,031
9/7/10	Euro 42,534,800	United States Dollar 55,909,230	Goldman Sachs Group, Inc.	2,007,318
9/7/10	Euro 32,070,447	United States Dollar 42,157,404	JPMorgan Chase Co.	1,516,367
9/7/10	Euro 36,504,594	United States Dollar 47,964,700	Standard Chartered Bank	1,704,522
9/7/10	Euro 34,226,429	United States Dollar 45,011,177	State Street Bank and Trust Co.	1,637,987
				\$ 8,411,225

At August 31, 2010, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to foreign exchange risk in the normal course of pursuing its investment objective. Because the Fund holds foreign currency denominated investments, the value of these investments and related receivables and payables may change due to future changes in foreign currency exchange rates. To hedge against this risk, the Fund enters into forward foreign currency exchange contracts. The Fund also enters into such contracts to hedge the currency risk of investments it anticipates purchasing.

The non-exchange traded derivatives in which the Fund invests, including forward foreign currency exchange contracts, are subject to the risk that the counterparty to the contract fails to perform its obligations under the contract. At August 31, 2010, the maximum amount of loss the Fund would incur due to counterparty risk was \$8,411,225, representing the fair value of such derivatives in an asset position, with the highest amount from any one counterparty being \$2,007,318.

The fair value of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) and whose primary underlying risk exposure is foreign exchange risk at August 31, 2010 was as follows:

Fair Value**Derivative**

	Asset Derivative⁽¹⁾	Liability Derivative
Forward foreign currency exchange contracts	\$ 8,411,225	\$

(1) Statement of Assets and Liabilities location: Receivable for open forward foreign currency exchange contracts;
Net unrealized appreciation.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

NOTES TO FINANCIAL STATEMENTS CONT D

The effect of derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) on the Statement of Operations and whose primary underlying risk exposure is foreign exchange risk for the year ended August 31, 2010 was as follows:

Derivative	Realized Gain (Loss) on Derivatives Recognized in Income⁽¹⁾	Change in Unrealized Appreciation (Depreciation) on Derivatives Recognized in Income⁽²⁾
Forward foreign currency exchange contracts	\$ 6,456,304	\$ 8,411,225

- (1) Statement of Operations location: Net realized gain (loss) Foreign currency and forward foreign currency exchange contract transactions.
- (2) Statement of Operations location: Change in unrealized appreciation (depreciation) Foreign currency and forward foreign currency exchange contracts.

The average notional amount of forward foreign currency exchange contracts outstanding during the year ended August 31, 2010, which is indicative of the volume of this derivative type, was approximately \$128,372,000.

8 Committed Facility Agreement

The Fund has entered into a Committed Facility Agreement, as amended (the Agreement) with a major financial institution that allowed it to borrow up to \$700 million over a rolling 180 calendar day period. Effective November 6, 2009, the borrowing limit was reduced to \$454 million. Interest is charged at a rate above 3-month LIBOR and is payable monthly. The Fund is charged a commitment fee of 0.55% per annum on the unused portion of the commitment. Under the terms of the Agreement, the Fund is required to satisfy certain collateral requirements and maintain a certain level of net assets. At August 31, 2010, the Fund had borrowings outstanding under the Agreement of \$340 million at an interest rate of 1.10%. The carrying amount of the borrowings at August 31, 2010 approximated its fair value. For the year ended August 31, 2010, the average borrowings under the Agreement and the average interest rate were \$340,000,000 and 1.15%, respectively.

9 Risks Associated with Foreign Investments

Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and reporting requirements of the

U.S. securities laws. Certain foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities also involve the risk of possible adverse changes in investment or exchange control regulations, expropriation or confiscatory taxation, limitation on the removal of funds or other assets of the Fund, political or financial instability or diplomatic and other developments which could affect such investments. Foreign securities markets, while growing in volume and sophistication, are generally not as developed as those in the United States, and securities of some foreign issuers (particularly those located in developing countries) may be less liquid and more volatile than securities of comparable U.S. companies. In general, there is less overall governmental supervision and regulation of foreign securities markets, broker-dealers and issuers than in the United States.

10 Fair Value Measurements

Under generally accepted accounting principles for fair value measurements, a three-tier hierarchy to prioritize the assumptions, referred to as inputs, is used in valuation techniques to measure fair value. The three-tier hierarchy of inputs is summarized in the three broad levels listed below.

Level 1 quoted prices in active markets for identical investments

Level 2 other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, credit risk, etc.)

Level 3 significant unobservable inputs (including a fund's own assumptions in determining the fair value of investments)

The inputs or methodology used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

At August 31, 2010, the inputs used in valuing the Fund's investments, which are carried at value, were as follows:

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

NOTES TO FINANCIAL STATEMENTS CONT D

Asset Description	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
Common Stocks				
Consumer Discretionary	\$ 62,649,020	\$	\$	\$ 62,649,020
Consumer Staples	58,015,889	36,006,354		94,022,243
Energy	134,454,480	57,753,226		192,207,706
Financials	35,151,134	12,243,340		47,394,474
Health Care	124,213,874			124,213,874
Industrials	104,444,350			104,444,350
Information Technology	97,049,004			97,049,004
Materials	76,259,830			76,259,830
Telecommunication Services	52,343,402	17,307,804		69,651,206
Utilities	72,854,750	49,657,050		122,511,800
Total Common Stocks	\$ 817,435,733	\$ 172,967,774*	\$	\$ 990,403,507
Preferred Stocks				
Consumer Staples	\$	\$ 9,864,811	\$	\$ 9,864,811
Energy		11,910,750		11,910,750
Financials	144,032,729	208,265,457		352,298,186
Utilities	3,487,250	2,660,625		6,147,875
Total Preferred Stocks	\$ 147,519,979	\$ 232,701,643	\$	\$ 380,221,622
Corporate Bonds & Notes	\$	\$ 80,028,914	\$	\$ 80,028,914
Short-Term Investments		945,856		945,856
Total Investments	\$ 964,955,712	\$ 486,644,187	\$	\$ 1,451,599,899

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Forward Foreign Currency Exchange Contracts	\$	\$ 8,411,225	\$	\$ 8,411,225
Total	\$ 964,955,712	\$ 495,055,412	\$	\$ 1,460,011,124

* Includes foreign equity securities whose values were adjusted to reflect market trading of comparable securities or other correlated instruments that occurred after the close of trading in their applicable foreign markets.

The Fund held no investments or other financial instruments as of August 31, 2009 whose fair value was determined using Level 3 inputs.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Shareholders of Eaton Vance Tax-Advantaged Dividend Income Fund:

We have audited the accompanying statement of assets and liabilities of Eaton Vance Tax-Advantaged Dividend Income Fund (the Fund), including the portfolio of investments, as of August 31, 2010, and the related statements of operations and cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of August 31, 2010, by correspondence with the custodian and brokers; where replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended, in conformity with accounting principles generally accepted in the United States of America.

DELOITTE & TOUCHE LLP

Boston, Massachusetts

October 14, 2010

Eaton Vance Tax-Advantaged Dividend Income Fund

NOTICE TO SHAREHOLDERS

In February 2010, the Board approved the Fund's ability to use a wider array of credit derivatives. Permitted credit derivatives include credit default swaps, interest rate swaps, total return swaps, credit options, as well as other derivative transactions with substantially similar characteristics and risks. In a credit default swap, the buyer of credit protection (or seller of credit risk) agrees to pay the counterparty a fixed, periodic premium for a specified term. In return, the counterparty agrees to pay a contingent payment to the buyer in the event of an agreed upon credit occurrence which is typically a default by the issuer of a debt obligation. In a total return swap, the buyer receives a periodic return equal to the total economic return of a specified security, securities or index, for a specified period of time. In return, the buyer pays the counterparty a variable stream of payments, typically based upon short-term interest rates, possibly plus or minus an agreed upon spread. Interest rate swaps involve the exchange by the Fund with another party of their respective commitments to pay or receive interest, e.g., an exchange of fixed rate payments for floating rate payments. Credit options are options whereby the purchaser has the right, but not the obligation, to enter into a transaction involving either an asset with inherent credit risk or a credit derivative, at terms specified at the inception of the option. The primary risks associated with credit derivatives are imperfect correlation, unanticipated market movement, counterparty risk and liquidity risk. The Fund can engage in credit derivatives to an unlimited extent for hedging purposes. Credit derivatives may also be used for non-hedging purposes provided that the notional value of such derivative investments does not exceed 5% of the value of preferred stocks held by the Fund.

Eaton Vance Tax-Advantaged Dividend Income Fund as of August 31, 2010

FEDERAL TAX INFORMATION (Unaudited)

The Form 1099-DIV you receive in January 2011 will show the tax status of all distributions paid to your account in calendar year 2010. Shareholders are advised to consult their own tax adviser with respect to the tax consequences of their investment in the Fund. As required by the Internal Revenue Code and/or regulations, shareholders must be notified within 60 days of the Fund's fiscal year end regarding the status of qualified dividend income for individuals and the dividends received deduction for corporations.

Qualified Dividend Income. The Fund designates \$102,321,072, or up to the maximum amount of such dividends allowable pursuant to the Internal Revenue Code, as qualified dividend income eligible for the reduced tax rate of 15%.

Dividends Received Deduction. Corporate shareholders are generally entitled to take the dividends received deduction on the portion of the Fund's dividend distribution that qualifies under tax law. For the Fund's fiscal 2010 ordinary income dividends, 50.77% qualifies for the corporate dividends received deduction.

Eaton Vance Tax-Advantaged Dividend Income Fund

ANNUAL MEETING OF SHAREHOLDERS (Unaudited)

The Fund held its Annual Meeting of Shareholders on June 25, 2010. The following action was taken by the shareholders:

Item 1: The election of Benjamin C. Esty, Allen R. Freedman and Lynn A. Stout as Class I Trustees of the Fund for a three-year term expiring in 2013.

Nominee for Trustee Elected by All Shareholders	Number of Shares	
	For	Withheld
Benjamin C. Esty	67,981,909	2,075,732
Allen R. Freedman	67,823,777	2,233,864
Lynn A. Stout	67,940,360	2,117,281

Eaton Vance Tax-Advantaged Dividend Income Fund

DIVIDEND REINVESTMENT PLAN

The Fund offers a dividend reinvestment plan (the Plan) pursuant to which shareholders may elect to have distributions automatically reinvested in common shares (the Shares) of the Fund. You may elect to participate in the Plan by completing the Dividend Reinvestment Plan Application Form. If you do not participate, you will receive all distributions in cash paid by check mailed directly to you by American Stock Transfer & Trust Company (AST) as dividend paying agent. On the distribution payment date, if the net asset value per Share is equal to or less than the market price per Share plus estimated brokerage commissions, then new Shares will be issued. The number of Shares shall be determined by the greater of the net asset value per Share or 95% of the market price. Otherwise, Shares generally will be purchased on the open market by the Plan Agent. Distributions subject to income tax (if any) are taxable whether or not shares are reinvested.

If your shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the Plan on your behalf. If the nominee does not offer the Plan, you will need to request that your shares be re-registered in your name with the Fund's transfer agent, AST, or you will not be able to participate.

The Plan Agent's service fee for handling distributions will be paid by the Fund. Each participant will be charged their pro-rata share of brokerage commissions on all open-market purchases.

Plan participants may withdraw from the Plan at any time by writing to the Plan Agent at the address noted on the following page. If you withdraw, you will receive shares in your name for all Shares credited to your account under the Plan. If a participant elects by written notice to the Plan Agent to have the Plan Agent sell part or all of his or her Shares and remit the proceeds, the Plan Agent is authorized to deduct a \$5.00 fee plus brokerage commissions from the proceeds.

If you wish to participate in the Plan and your shares are held in your own name, you may complete the form on the following page and deliver it to the Plan Agent.

Any inquiries regarding the Plan can be directed to the Plan Agent, AST, at 1-866-439-6787.

Eaton Vance Tax-Advantaged Dividend Income Fund

APPLICATION FOR PARTICIPATION IN DIVIDEND REINVESTMENT PLAN

This form is for shareholders who hold their common shares in their own names. If your common shares are held in the name of a brokerage firm, bank, or other nominee, you should contact your nominee to see if it will participate in the Plan on your behalf. If you wish to participate in the Plan, but your brokerage firm, bank, or nominee is unable to participate on your behalf, you should request that your common shares be re-registered in your own name which will enable your participation in the Plan.

The following authorization and appointment is given with the understanding that I may terminate it at any time by terminating my participation in the Plan as provided in the terms and conditions of the Plan.

Please print exact name on account:

Shareholder signature	Date
Shareholder signature	Date

Please sign exactly as your common shares are registered. All persons whose names appear on the share certificate must sign.

YOU SHOULD NOT RETURN THIS FORM IF YOU WISH TO RECEIVE YOUR DISTRIBUTIONS IN CASH. THIS IS NOT A PROXY.

This authorization form, when signed, should be mailed to the following address:

Eaton Vance Tax-Advantaged Dividend Income Fund
c/o American Stock Transfer & Trust Company
P.O. Box 922
Wall Street Station
New York, NY 10269-0560

Number of Employees

The Fund is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a diversified, closed-end management investment company and has no employees.

Number of Shareholders

As of August 31, 2010, our records indicate that there are 293 registered shareholders and approximately 60,583 shareholders owning the Fund shares in street name, such as through brokers, banks, and financial intermediaries.

If you are a street name shareholder and wish to receive Fund reports directly, which contain important information about the Fund, please write or call:

Eaton Vance Distributors, Inc.
Two International Place
Boston, MA 02110
1-800-262-1122

New York Stock Exchange symbol

The New York Stock Exchange symbol is EVT.

Eaton Vance Tax-Advantaged Dividend Income Fund

BOARD OF TRUSTEES CONTRACT APPROVAL

Overview of the Contract Review Process

The Investment Company Act of 1940, as amended (the 1940 Act), provides, in substance, that each investment advisory agreement between a fund and its investment adviser will continue in effect from year to year only if its continuance is approved at least annually by the fund's board of trustees, including by a vote of a majority of the trustees who are not interested persons of the fund (Independent Trustees), cast in person at a meeting called for the purpose of considering such approval.

At a meeting of the Boards of Trustees (each a Board) of the Eaton Vance group of mutual funds (the Eaton Vance Funds) held on April 26, 2010, the Board, including a majority of the Independent Trustees, voted to approve continuation of existing advisory and sub-advisory agreements for the Eaton Vance Funds for an additional one-year period. In voting its approval, the Board relied upon the affirmative recommendation of the Contract Review Committee of the Board, which is a committee comprised exclusively of Independent Trustees. Prior to making its recommendation, the Contract Review Committee reviewed information furnished for a series of meetings of the Contract Review Committee held between February and April 2010. Such information included, among other things, the following:

Information about Fees, Performance and Expenses

An independent report comparing the advisory and related fees paid by each fund with fees paid by comparable funds;

An independent report comparing each fund's total expense ratio and its components to comparable funds;

An independent report comparing the investment performance of each fund (including yield where relevant) to the investment performance of comparable funds over various time periods;

Data regarding investment performance in comparison to relevant peer groups of similarly managed funds and appropriate indices;

For each fund, comparative information concerning the fees charged and the services provided by each adviser in managing other mutual funds and institutional accounts using investment strategies and techniques similar to those used in managing such fund;

Profitability analyses for each adviser with respect to each fund;

Information about Portfolio Management

Descriptions of the investment management services provided to each fund, including the investment strategies and processes employed, and any changes in portfolio management processes and personnel;

Information concerning the allocation of brokerage and the benefits received by each adviser as a result of brokerage allocation, including information concerning the acquisition of research through soft dollar benefits received in connection with the funds' brokerage, and the implementation of a soft dollar reimbursement program established with respect to the funds;

Data relating to portfolio turnover rates of each fund;

The procedures and processes used to determine the fair value of fund assets and actions taken to monitor and test the effectiveness of such procedures and processes;

Information about each Adviser

Reports detailing the financial results and condition of each adviser;
Descriptions of the qualifications, education and experience of the individual investment professionals whose responsibilities include portfolio management and investment research for the funds, and information relating to their compensation and responsibilities with respect to managing other mutual funds and investment accounts;
Copies of the Codes of Ethics of each adviser and its affiliates, together with information relating to compliance with and the administration of such codes;
Copies of or descriptions of each adviser's policies and procedures relating to proxy voting, the handling of corporate actions and class actions;
Information concerning the resources devoted to compliance efforts undertaken by each adviser and its affiliates on behalf of the funds (including descriptions of various compliance programs) and their record of compliance with investment policies and restrictions, including policies with respect to market-timing, late trading and selective portfolio disclosure, and with policies on personal securities transactions;
Descriptions of the business continuity and disaster recovery plans of each adviser and its affiliates;
A description of Eaton Vance Management's procedures for overseeing third party advisers and sub-advisers;

Other Relevant Information

Information concerning the nature, cost and character of the administrative and other non-investment management services provided by Eaton Vance Management and its affiliates;
Information concerning management of the relationship with the custodian, subcustodians and fund accountants by each adviser or the funds' administrator; and
The terms of each advisory agreement.

Eaton Vance Tax-Advantaged Dividend Income Fund

BOARD OF TRUSTEES CONTRACT APPROVAL CONT D

In addition to the information identified above, the Contract Review Committee considered information provided from time to time by each adviser throughout the year at meetings of the Board and its committees. Over the course of the twelve-month period ended April 30, 2010, with respect to one or more Funds, the Board met ten times and the Contract Review Committee, the Audit Committee, the Governance Committee, the Portfolio Management Committee and the Compliance Reports and Regulatory Matters Committee, each of which is a Committee comprised solely of Independent Trustees, met nine, thirteen, three, eight and fifteen times, respectively. At such meetings, the Trustees received, among other things, presentations by the portfolio managers and other investment professionals of each adviser relating to the investment performance of each fund and the investment strategies used in pursuing the fund's investment objective including, where relevant, the use of derivative instruments, as well as trading policies and procedures and risk management techniques.

For funds that invest through one or more underlying portfolios, the Board considered similar information about the portfolio(s) when considering the approval of advisory agreements. In addition, in cases where the fund's investment adviser has engaged a sub-adviser, the Board considered similar information about the sub-adviser when considering the approval of any sub-advisory agreement.

The Contract Review Committee was assisted throughout the contract review process by Goodwin Procter LLP, legal counsel for the Independent Trustees. The members of the Contract Review Committee relied upon the advice of such counsel and their own business judgment in determining the material factors to be considered in evaluating each advisory and sub-advisory agreement and the weight to be given to each such factor. The conclusions reached with respect to each advisory and sub-advisory agreement were based on a comprehensive evaluation of all the information provided and not any single factor. Moreover, each member of the Contract Review Committee may have placed varying emphasis on particular factors in reaching conclusions with respect to each advisory and sub-advisory agreement.

Results of the Process

Based on its consideration of the foregoing, and such other information as it deemed relevant, including the factors and conclusions described below, the Contract Review Committee concluded that the continuance of the investment advisory agreement of Eaton Vance Tax-Advantaged Dividend Income Fund (the Fund) with Eaton Vance Management (the Adviser), including its fee structure, is in the interests of shareholders and, therefore, the Contract Review Committee recommended to the Board approval of the agreement. The Board accepted the recommendation of the Contract Review Committee as well as the factors considered and conclusions reached by the Contract Review Committee with respect to the agreement. Accordingly, the Board, including a majority of the Independent Trustees, voted to approve continuation of the investment advisory agreement for the Fund.

Nature, Extent and Quality of Services

In considering whether to approve the investment advisory agreement of the Fund, the Board evaluated the nature, extent and quality of services provided to the Fund by the Adviser.

The Board considered the Adviser's management capabilities and investment process with respect to the types of investments held by the Fund, including the education, experience and number of its investment professionals and

other personnel who provide portfolio management, investment research, and similar services to the Fund. In particular, the Board evaluated the abilities and experience of such investment personnel in analyzing special considerations relevant to investing in dividend-paying common and preferred stocks. The Board noted the Adviser's in-house equity research capabilities and experience in managing funds that seek to maximize after-tax returns. The Board also took into account the resources dedicated to portfolio management and other services, including the compensation methods of the Adviser to recruit and retain investment personnel, and the time and attention devoted to the Fund by senior management.

The Board also reviewed the compliance programs of the Adviser and relevant affiliates thereof. Among other matters, the Board considered compliance and reporting matters relating to personal trading by investment personnel, selective disclosure of portfolio holdings, late trading, frequent trading, portfolio valuation, business continuity and the allocation of investment opportunities. The Board also evaluated the responses of the Adviser and its affiliates to requests in recent years from regulatory authorities such as the Securities and Exchange Commission and the Financial Industry Regulatory Authority.

The Board considered shareholder and other administrative services provided or managed by Eaton Vance Management and its affiliates, including transfer agency and accounting services. The Board evaluated the benefits to shareholders of investing in a fund that is a part of a large family of funds.

After consideration of the foregoing factors, among others, the Board concluded that the nature, extent and quality of services provided by the Adviser, taken as a whole, are appropriate and consistent with the terms of the investment advisory agreement.

Eaton Vance Tax-Advantaged Dividend Income Fund

BOARD OF TRUSTEES CONTRACT APPROVAL CONT'D

Fund Performance

The Board compared the Fund's investment performance to a relevant universe of similarly managed funds identified by an independent data provider and appropriate benchmark indices. The Board reviewed comparative performance data for the one-, three- and five-year periods ended September 30, 2009 for the Fund. On the basis of the foregoing and other relevant information provided by the Adviser in response to inquiries from the Contract Review Committee, the Board concluded that the performance of the Fund was satisfactory.

Management Fees and Expenses

The Board reviewed contractual investment advisory fee rates payable by the Fund (referred to as "management fees"). As part of its review, the Board considered the management fees and the Fund's total expense ratio for the year ended September 30, 2009, as compared to a group of similarly managed funds selected by an independent data provider. The Board also considered factors that had an impact on Fund expense ratios, as identified by management in response to inquiries from the Contract Review Committee, as well as actions being taken to reduce expenses at the Eaton Vance fund complex level. The Board considered the fact that the Adviser had waived fees and/or paid expenses for the Fund. After reviewing the foregoing information, and in light of the nature, extent and quality of the services provided by the Adviser, the Board concluded that the management fees charged for advisory and related services are reasonable.

Profitability

The Board reviewed the level of profits realized by the Adviser and relevant affiliates thereof in providing investment advisory and administrative services to the Fund and to all Eaton Vance Funds as a group. The Board considered the level of profits realized with and without regard to revenue sharing or other payments by the Adviser and its affiliates to third parties in respect of distribution services. The Board also considered other direct or indirect benefits received by the Adviser and its affiliates in connection with its relationship with the Fund, including the benefits of research services that may be available to the Adviser as a result of securities transactions effected for the Fund and other investment advisory clients.

The Board concluded that, in light of the foregoing factors and the nature, extent and quality of the services rendered, the profits realized by the Adviser and its affiliates are reasonable.

Economies of Scale

In reviewing management fees and profitability, the Board also considered the extent to which the Adviser and its affiliates, on the one hand, and the Fund, on the other hand, can expect to realize benefits from economies of scale as the assets of the Fund increase. The Board acknowledged the difficulty in accurately measuring the benefits resulting from the economies of scale with respect to the management of any specific fund or group of funds. The Board reviewed data summarizing the increases and decreases in the assets of the Fund and of all Eaton Vance Funds as a group over various time periods, and evaluated the extent to which the total expense ratio of the Fund and the profitability of the Adviser and its affiliates may have been affected by such increases and decreases. Based upon the foregoing, the Board concluded that the benefits from economies of scale are currently being shared equitably by the Adviser and its affiliates and the Fund and that, assuming reasonably foreseeable increases in the assets of the Fund,

the structure of the advisory fee, which includes breakpoints at several asset levels, can be expected to cause the Adviser and its affiliates and the Fund to continue to share such benefits equitably.

Eaton Vance Tax-Advantaged Dividend Income Fund

MANAGEMENT AND ORGANIZATION

Fund Management. The Trustees of Eaton Vance Tax-Advantaged Dividend Income Fund (the Fund) are responsible for the overall management and supervision of the Fund's affairs. The Trustees and officers of the Fund are listed below. Except as indicated, each individual has held the office shown or other offices in the same company for the last five years. Trustees and officers of the Fund hold indefinite terms of office. The Noninterested Trustees consist of those Trustees who are not interested persons of the Fund, as that term is defined under the 1940 Act. The business address of each Trustee and officer is Two International Place, Boston, Massachusetts 02110. As used below, EVC refers to Eaton Vance Corp., EV refers to Eaton Vance, Inc., EVM refers to Eaton Vance Management, BMR refers to Boston Management and Research and EVD refers to Eaton Vance Distributors, Inc. EVC and EV are the corporate parent and trustee, respectively, of EVM and BMR. EVD is the Fund's principal underwriter and a wholly-owned subsidiary of EVC. Each officer affiliated with Eaton Vance may hold a position with other Eaton Vance affiliates that is comparable to his or her position with EVM listed below.

Name and Date of Birth	Position(s) with the Fund	Term of Office and Length of Service	Principal Occupation(s) During Past Five Years and Other Relevant Experience	Number of Portfolios in Fund Complex Overseen By Trustee⁽¹⁾	Other Directorships Held During the Last Five Years⁽²⁾
Interested Trustee					
Thomas E. Faust Jr. 5/31/58	Class II Trustee	Until 2011. 3 years. Trustee since 2007.	Chairman, Chief Executive Officer and President of EVC, Director and President of EV, Chief Executive Officer and President of EVM and BMR, and Director of EVD. Trustee and/or officer of 185 registered investment companies and 2 private investment companies managed by EVM or BMR. Mr. Faust is an interested person because of his positions with EVM, BMR, EVD, EVC and EV, which are affiliates of the Trust and Portfolio.	185	Director of EVC

Noninterested Trustees

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Benjamin C. Esty 1/2/63	Class I Trustee	Until 2013. 3 years. Trustee since 2005.	Roy and Elizabeth Simmons Professor of Business Administration and Finance Unit Head, Harvard University Graduate School of Business Administration.	185	None
Allen R. Freedman 4/3/40	Class I Trustee	Until 2013. 3 years. Trustee since 2007.	Private Investor and Consultant. Former Chairman (2002-2004) and a Director (1983-2004) of Systems & Computer Technology Corp. (provider of software to higher education). Formerly, a Director of Loring Ward International (fund distributor) (2005-2007). Formerly, Chairman and a Director of Indus International, Inc. (provider of enterprise management software to the power generating industry) (2005-2007).	185	Director of Assurant, Inc. (insurance provider) and Stonemor Partners, L.P. (owner and operator of cemeteries)
William H. Park 9/19/47	Class II Trustee	Until 2011. 3 years. Trustee since 2003.	Chief Financial Officer, Aveon Group, L.P. (an investment management firm) (since 2010). Formerly, Vice Chairman, Commercial Industrial Finance Corp. (specialty finance company) (2006-2010). Formerly, President and Chief Executive Officer, Prizm Capital Management, LLC (investment management firm) (2002-2005). Formerly, Executive Vice President and Chief Financial Officer, United Asset Management Corporation (an institutional investment management firm) (1982- 2001). Formerly, Senior Manager, Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm) (1972-1981).	185	None
Ronald A. Pearlman 7/10/40	Class III Trustee	Until 2012. 3 years. Trustee since 2003.	Professor of Law, Georgetown University Law Center. Formerly, Deputy Assistant Secretary (Tax Policy) and Assistant Secretary (Tax Policy), U.S. Department of the Treasury (1983-1985). Formerly, Chief of Staff, Joint Committee on Taxation, U.S.	185	None

Congress (1988-1990).

Helen Frame Peters 3/22/48	Class III Trustee	Until 2012. 3 Years. Trustee since 2008.	Professor of Finance, Carroll School of Management, Boston College. Formerly, Dean, Carroll School of Management, Boston College (2000-2002). Formerly, Chief Investment Officer, Fixed Income, Scudder Kemper Investments (investment management firm) (1998-1999). Formerly, Chief Investment Officer, Equity and Fixed Income, Colonial Management Associates (investment management firm) (1991-1998).	185	Director of BJ's Wholesale Club, Inc. (wholesale club retailer). Formerly, Trustee of SPDR Index Shares Funds and SPDR Series Trust (exchange traded funds) (2000-2009). Formerly, Director of Federal Home Loan Bank of Boston (a bank for banks) (2007-2009).
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Eaton Vance Tax-Advantaged Dividend Income Fund

MANAGEMENT AND ORGANIZATION CONT D

Name and Date of Birth	Position(s) with the Fund	Term of Office and Length of Service	Principal Occupation(s) During Past Five Years and Other Relevant Experience	Number of Portfolios in Fund Complex Overseen By Trustee⁽¹⁾	Other Directorships Held During the Last Five Years⁽²⁾
Noninterested Trustees (continued)					
Heidi L. Steiger 7/8/53	Class II Trustee	Until 2011. 3 years. Trustee since 2007.	Managing Partner, Topridge Associates LLC (global wealth management firm) (since 2008); Senior Advisor (since 2008), President (2005-2008), Lowenhaupt Global Advisors, LLC (global wealth management firm). Formerly, President and Contributing Editor, Worth Magazine (2004-2005). Formerly, Executive Vice President and Global Head of Private Asset Management (and various other positions), Neuberger Berman (investment firm) (1986-2004).	185	Director of Nuclear Electric Insurance Ltd. (nuclear insurance provider), Aviva USA (insurance provider) and CIFG (family of financial guaranty companies), and Advisory Director of Berkshire Capital Securities LLC (private investment banking firm)
Lynn A. Stout 9/14/57	Class I Trustee	Until 2013. 3 years. Trustee since 2003.	Paul Hastings Professor of Corporate and Securities Law (since 2006) and Professor of Law (2001-2006), University of California at Los Angeles School of Law. Professor Stout teaches classes in corporate law and securities regulation and is the author of numerous academic and professional papers on these areas.	185	None
Ralph F. Verni 1/26/43	Chairman of the Board	Until 2012. 3 years. Chairman	Consultant and private investor. Formerly, Chief Investment Officer (1982-1992), Chief	185	None

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and Class III Trustee of the Board since 2007 and Trustee since 2005. Financial Officer (1988-1990) and Director (1982-1992), New England Life. Formerly, Chairperson, New England Mutual Funds (1982-1992). Formerly, President and Chief Executive Officer, State Street Management & Research (1992-2000). Formerly, Chairperson, State Street Research Mutual Funds (1992-2000). Formerly, Director, W.P. Carey, LLC (1998-2004) and First Pioneer Farm Credit Corp. (2002-2006).

Principal Officers who are not Trustees

Name and Date of Birth	Position(s) with the Fund	Term of Office and Length of Service	Principal Occupation(s) During Past Five Years
Duncan W. Richardson 10/26/57	President	Since 2008	Director of EVC and Executive Vice President and Chief Equity Investment Officer of EVC, EVM and BMR. Officer of 85 registered investment companies managed by EVM or BMR.
John H. Croft 10/17/62	Vice President	Since 2010	Vice President of EVM and BMR. Officer of 38 registered investment companies managed by EVM or BMR.
Aamer Khan 6/7/60	Vice President	Since 2005	Vice President of EVM and BMR. Officer of 36 registered investment companies managed by EVM or BMR.
Martha G. Locke 6/21/52	Vice President	Since 2008	Vice President of EVM and BMR. Officer of 4 registered investment companies managed by EVM or BMR.
Judith A. Saryan 8/21/54	Vice President	Since 2003	Vice President of EVM and BMR. Officer of 55 registered investment companies managed by EVM or BMR.
Barbara E. Campbell 6/19/57	Treasurer	Since 2005	Vice President of EVM and BMR. Officer of 185 registered investment companies managed by EVM or BMR.
Maureen A. Gemma 5/24/60	Secretary and Chief Legal Officer	Secretary since 2007 and Chief Legal Officer since 2008	Vice President of EVM and BMR. Officer of 185 registered investment companies managed by EVM or BMR.
Paul M. O Neil 7/11/53	Chief Compliance	Since 2004	Vice President of EVM and BMR. Officer of 185 registered investment companies

Officer

managed by EVM or BMR.

- (1) Includes both master and feeder funds in a master-feeder structure.
- (2) During their respective tenures, the Trustees also served as trustees of one or more of the following Eaton Vance funds (which operated in the years noted): Eaton Vance Credit Opportunities Fund (launched in 2005 and terminated in 2010); Eaton Vance Insured Florida Plus Municipal Bond Fund (launched in 2002 and terminated in 2009); and Eaton Vance National Municipal Income Fund (launched in 1998 and terminated in 2009).

**Investment Adviser and Administrator of
Eaton Vance Tax-Advantaged Dividend Income Fund
Eaton Vance Management**

Two International Place
Boston, MA 02110

Custodian

State Street Bank and Trust Company

200 Clarendon Street
Boston, MA 02116

Transfer Agent

American Stock Transfer & Trust Company

59 Maiden Lane
Plaza Level
New York, NY 10038

Independent Registered Public Accounting Firm

Deloitte & Touche LLP

200 Berkeley Street
Boston, MA 02116-5022

**Eaton Vance Tax-Advantaged Dividend Income Fund
Two International Place
Boston, MA 02110**

2004-10/10

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Item 2. Code of Ethics

The registrant has adopted a code of ethics applicable to its Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer. The registrant undertakes to provide a copy of such code of ethics to any person upon request, without charge, by calling 1-800-262-1122.

Item 3. Audit Committee Financial Expert

The registrant's Board has designated William H. Park, an independent trustee, as its audit committee financial expert. Mr. Park is a certified public accountant who is the Chief Financial Officer of Aveon Group, L.P. (an investment management firm). Previously, he served as the Vice Chairman of Commercial Industrial Finance Corp. (specialty finance company), as President and Chief Executive Officer of Prizm Capital Management, LLC (investment management firm), as Executive Vice President and Chief Financial Officer of United Asset Management Corporation (an institutional investment management firm) and as a Senior Manager at Price Waterhouse (now PricewaterhouseCoopers) (an independent registered public accounting firm).

Item 4. Principal Accountant Fees and Services

(a)-(d)

The following table presents the aggregate fees billed to the registrant for the registrant's fiscal years ended August 31, 2009 and August 31, 2010 by the registrant's principal accountant, Deloitte & Touche LLP (D&T) for professional services rendered for the audit of the registrant's annual financial statements and fees billed for other services rendered by D&T during such periods.

Fiscal Years Ended	8/31/09	8/31/10
Audit Fees	\$77,430	\$77,430
Audit-Related Fees ⁽¹⁾	\$ 0	\$ 0
Tax Fees ⁽²⁾	\$11,410	\$11,410
All Other Fees ⁽³⁾	\$ 2,500	\$ 1,400
Total	\$91,340	\$90,240

(1) Audit-related fees consist of the aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit of the registrant's financial statements and are not reported under the category of audit fees and specifically includes fees for the performance of certain agreed-upon procedures relating to the registrant's auction preferred shares.

(2) Tax fees consist of the aggregate fees billed for professional services rendered by the principal accountant relating to tax compliance, tax advice, and tax planning and specifically include fees for tax return preparation and other related tax compliance/planning matters.

(3) All other fees consist of the aggregate fees billed for products and services provided by the registrant's principal accountant other than audit, audit-related, and tax services.

(e)(1) The registrant's audit committee has adopted policies and procedures relating to the pre-approval of services provided by the registrant's principal accountant (the Pre-Approval Policies). The Pre-Approval Policies establish a framework intended to assist the audit committee in the proper discharge of its pre-approval responsibilities. As a general matter, the Pre-Approval Policies (i) specify certain types of audit, audit-related, tax, and other services determined to be pre-approved by the audit committee; and (ii) delineate specific procedures governing the mechanics of the pre-approval process, including the approval and monitoring of audit and non-audit service fees. Unless a service is specifically pre-approved under the Pre-Approval Policies, it must be separately pre-approved by the audit committee.

The Pre-Approval Policies and the types of audit and non-audit services pre-approved therein must be reviewed and ratified by the registrant's audit committee at least annually. The registrant's audit committee maintains full responsibility for the appointment, compensation, and oversight of the work of the registrant's principal accountant.

(e)(2) No services described in paragraphs (b)-(d) above were approved by the registrant's audit committee pursuant to the de minimis exception set forth in Rule 2-01 (c)(7)(i)(C) of Regulation S-X.

(f) Not applicable.

(g) The following table presents (i) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed for services rendered to the registrant by D&T for the registrant's fiscal year ended August 31, 2009 and the fiscal year ended August 31, 2010; and (ii) the aggregate non-audit fees (i.e., fees for audit-related, tax, and other services) billed for services rendered to the Eaton Vance organization by D&T for the same time periods.

Fiscal Years Ended	8/31/09	8/31/10
Registrant	\$ 13,910	\$ 12,810
Eaton Vance⁽¹⁾	\$250,539	\$240,551

(1) Eaton Vance Management, a subsidiary of Eaton Vance Corp., acts as the registrant's investment adviser and administrator.

(h) The registrant's audit committee has considered whether the provision by the registrant's principal accountant of non-audit services to the registrant's investment adviser and any entity controlling, controlled by, or under common control with the adviser that provides ongoing services to the registrant that were not pre-approved pursuant to Rule 2-01(c)(7)(ii) of Regulation S-X is compatible with maintaining the principal accountant's independence.

Item 5. Audit Committee of Listed Registrants

The registrant has a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities and Exchange Act of 1934, as amended. William H. Park (Chair), Lynn A. Stout, Heidi L. Steiger and Ralph F. Verni are the members of the registrant's audit committee.

Item 6. Schedule of Investments

Please see schedule of investments contained in the Report to Stockholders included under Item 1 of this Form N-CSR.

Item 7. Disclosure of Proxy Voting Policies and Procedures for Closed-End Management Investment Companies

The Board of Trustees of the Trust has adopted a proxy voting policy and procedure (the Fund Policy), pursuant to which the Trustees have delegated proxy voting responsibility to the Fund's investment adviser and adopted the investment adviser's proxy voting policies and procedures (the Policies) which are described below. The Trustees will review the Fund's proxy voting records from time to time and will annually consider approving the Policies for the upcoming year. In the event that a conflict of interest arises between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund, the investment adviser will generally refrain from voting the proxies related to the companies giving rise to such conflict until it

consults with the Board's Special Committee except as contemplated under the Fund Policy. The Board's Special Committee will instruct the investment adviser on the appropriate course of action.

The Policies are designed to promote accountability of a company's management to its shareholders and to align the interests of management with those shareholders. An independent proxy voting service (Agent), currently Institutional Shareholder Services, Inc., has been retained to assist in the voting of proxies through the provision of vote analysis, implementation and recordkeeping and disclosure services. The investment adviser will generally vote proxies through the Agent. The Agent is required to vote all proxies and/or refer them back to the investment adviser pursuant to the Policies. It is generally the policy of the investment adviser to vote in accordance with the recommendation of the Agent. The Agent shall refer to the investment adviser proxies relating to mergers and restructurings, and the disposition of assets, termination, liquidation and mergers contained in mutual fund proxies. The investment adviser will normally vote against anti-takeover measures and other proposals designed to limit the ability of shareholders to act on possible transactions, except in the case of closed-end management investment companies. The investment adviser generally supports management on social and environmental proposals. The investment adviser may abstain from voting from time to time where it determines that the costs associated with voting a proxy outweighs the benefits derived from exercising the right to vote or the economic effect on shareholders interests or the value of the portfolio holding is indeterminable or insignificant.

In addition, the investment adviser will monitor situations that may result in a conflict of interest between the Fund's shareholders and the investment adviser, the administrator, or any of their affiliates or any affiliate of the Fund by maintaining a list of significant existing and prospective corporate clients. The investment adviser's personnel responsible for reviewing and voting proxies on behalf of the Fund will report any proxy received or expected to be received from a company included on that list to the personal of the investment adviser identified in the Policies. If such personnel expects to instruct the Agent to vote such proxies in a manner inconsistent with the guidelines of the Policies or the recommendation of the Agent, the personnel will consult with members of senior management of the investment adviser to determine if a material conflict of interests exists. If it is determined that a material conflict does exist, the investment adviser will seek instruction on how to vote from the Special Committee.

Information on how the Fund voted proxies relating to portfolio securities during the most recent 12 month period ended June 30 is available (1) without charge, upon request, by calling 1-800-262-1122, and (2) on the Securities and Exchange Commission's website at <http://www.sec.gov>.

Item 8. Portfolio Managers of Closed-End Management Investment Companies

John H. Croft, Aamer Khan, Martha G. Locke and Judith A. Saryan and other Eaton Vance investment professionals comprise the investment team responsible for the overall management of the Fund's investments as well as allocations of the Fund's assets between common and preferred stocks. Messrs. Croft and Khan and Mmes. Locke and Saryan are the portfolio managers responsible for the day-to-day management of specific segments of the Fund's investment portfolio.

Messrs. Croft and Khan and Ms. Locke have been Eaton Vance analysts for more than five years and are Vice Presidents of EVM and BMR. Ms. Saryan has been an Eaton Vance portfolio manager since 1999 and is a Vice President of EVM and BMR. This information is provided as of the date of filing of this report.

The following tables show, as of the Fund's most recent fiscal year end, the number of accounts each portfolio manager managed in each of the listed categories and the total assets (in millions of dollars) in the accounts managed within each category. The table also shows the number of accounts with

respect to which the advisory fee is based on the performance of the account, if any, and the total assets (in millions of dollars) in those accounts.

	Number of All Accounts	Total Assets of All Accounts	Number of Accounts Paying a Performance Fee	Total Assets of Accounts Paying a Performance Fee
John H. Croft				
Registered Investment Companies	4	\$ 4,350.4	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	5	\$ 51.2	0	\$ 0
Aamer Khan				
Registered Investment Companies	5	\$ 4,738.9	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0
Martha G. Locke				
Registered Investment Companies	3	\$ 3,233.0	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0
Judith A. Saryan				
Registered Investment Companies	6	\$ 5,952.9	0	\$ 0
Other Pooled Investment Vehicles	0	\$ 0	0	\$ 0
Other Accounts	0	\$ 0	0	\$ 0

The following table shows the dollar range of Fund shares beneficially owned by each portfolio manager as of the Fund's most recent fiscal year end.

Portfolio Manager	Dollar Range of Equity Securities Owned in the Fund
John H. Croft	None
Aamer Khan	None
Martha G. Locke	None
Judith A. Saryan	\$ 10,001-\$50,000

Potential for Conflicts of Interest. It is possible that conflicts of interest may arise in connection with a portfolio manager's management of the Fund's investments on the one hand and investments of other

accounts for which a portfolio manager is responsible on the other. For example, a portfolio manager may have conflicts of interest in allocating management time, resources and investment opportunities among the Fund and other accounts he or she advises. In addition, due to differences in the investment strategies or restrictions between the Fund and the other accounts, a portfolio manager may take action with respect to another account that differs from the action taken with respect to the Fund. In some cases, another account managed by a portfolio manager may compensate the investment adviser or sub-adviser based on the performance of the securities held by that account. The existence of such a performance based fee may create additional conflicts of interest for a portfolio manager in the allocation of management time, resources and investment opportunities. Whenever conflicts of interest arise, a portfolio manager will endeavor to exercise his or her discretion in a manner that he or she believes is equitable to all interested persons. EVM has adopted several policies and procedures designed to address these potential conflicts including: a code of ethics; and policies which govern the investment adviser's trading practices, including among other things the aggregation and allocation of trades among clients, brokerage allocation, cross trades and best execution.

Compensation Structure for EVM

Compensation of EVM's portfolio managers and other investment professionals has three primary components: (1) a base salary, (2) an annual cash bonus, and (3) annual stock-based compensation consisting of options to purchase shares of EVC's nonvoting common stock and restricted shares of EVC's nonvoting common stock. EVM's investment professionals also receive certain retirement, insurance and other benefits that are broadly available to EVM's employees. Compensation of EVM's investment professionals is reviewed primarily on an annual basis. Cash bonuses, stock-based compensation awards, and adjustments in base salary are typically paid or put into effect at or shortly after the October 31st fiscal year end of EVC.

Method to Determine Compensation. EVM compensates its portfolio managers based primarily on the scale and complexity of their portfolio responsibilities and the total return performance of managed funds and accounts versus the benchmark(s) stated in the prospectus, as well as an appropriate peer group (as described below). In addition to rankings within peer groups of funds on the basis of absolute performance, consideration may also be given to relative risk-adjusted performance. Risk-adjusted performance measures include, but are not limited to, the Sharpe Ratio. Performance is normally based on periods ending on the September 30th preceding fiscal year end. Fund performance is normally evaluated primarily versus peer groups of funds as determined by Lipper Inc. and/or Morningstar, Inc. When a fund's peer group as determined by Lipper or Morningstar is deemed by EVM's management not to provide a fair comparison, performance may instead be evaluated primarily against a custom peer group. In evaluating the performance of a fund and its manager, primary emphasis is normally placed on three-year performance, with secondary consideration of performance over longer and shorter periods. For funds that are tax-managed or otherwise have an objective of after-tax returns, performance is measured net of taxes. For other funds, performance is evaluated on a pre-tax basis. For funds with an investment objective other than total return (such as current income), consideration will also be given to the fund's success in achieving its objective. For managers responsible for multiple funds and accounts, investment performance is evaluated on an aggregate basis, based on averages or weighted averages among managed funds and accounts. Funds and accounts that have performance-based advisory fees are not accorded disproportionate weightings in measuring aggregate portfolio manager performance.

The compensation of portfolio managers with other job responsibilities (such as heading an investment group or providing analytical support to other portfolios) will include consideration of the scope of such responsibilities and the managers' performance in meeting them.

EVM seeks to compensate portfolio managers commensurate with their responsibilities and performance, and competitive with other firms within the investment management industry. EVM participates in investment-industry compensation surveys and utilizes survey data as a factor in determining salary, bonus and stock-based compensation levels for portfolio managers and other investment professionals. Salaries, bonuses and stock-based compensation are also influenced by the operating performance of EVM and its parent company. The overall annual cash bonus pool is based on a substantially fixed percentage of pre-bonus operating income. While the salaries of EVM's portfolio managers are comparatively fixed, cash bonuses and stock-based compensation may fluctuate significantly from year to year, based on changes in manager performance and other factors as described herein. For a high performing portfolio manager, cash bonuses and stock-based compensation may represent a substantial portion of total compensation.

Item 9. Purchases of Equity Securities by Closed-End Management Investment Company and Affiliated Purchasers

No such purchases this period.

Item 10. Submission of Matters to a Vote of Security Holders

No Material Changes.

Item 11. Controls and Procedures

(a) It is the conclusion of the registrant's principal executive officer and principal financial officer that the effectiveness of the registrant's current disclosure controls and procedures (such disclosure controls and procedures having been evaluated within 90 days of the date of this filing) provide reasonable assurance that the information required to be disclosed by the registrant has been recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms and that the information required to be disclosed by the registrant has been accumulated and communicated to the registrant's principal executive officer and principal financial officer in order to allow timely decisions regarding required disclosure.

(b) There have been no changes in the registrant's internal controls over financial reporting during the second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

Item 12. Exhibits

- (a)(1) Registrant's Code of Ethics Not applicable (please see Item 2).
 - (a)(2)(i) Treasurer's Section 302 certification.
 - (a)(2)(ii) President's Section 302 certification.
 - (b) Combined Section 906 certification.
-

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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.

Eaton Vance Tax-Advantaged Dividend Income Fund

By: /s/ Duncan W. Richardson
Duncan W. Richardson
President

Date: October 14, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Barbara E. Campbell
Barbara E. Campbell
Treasurer

Date: October 14, 2010

By: /s/ Duncan W. Richardson
Duncan W. Richardson
President

Date: October 14, 2010