

Eaton Vance Tax-Managed Buy-Write Income Fund

Form N-Q

November 26, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM N-Q

**QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED
MANAGEMENT INVESTMENT COMPANIES**

Investment Company Act File Number

811-21676

Eaton Vance Tax-Managed Buy-Write Income Fund

(Exact Name of Registrant as Specified in Charter)

**The Eaton Vance Building,
255 State Street, Boston, Massachusetts**
(Address of Principal Executive Offices)

02109
(Zip code)

Maureen A. Gemma
Eaton Vance Management, 255 State Street, Boston, Massachusetts 02109
(Name and Address of Agent for Service)

Registrant's Telephone Number, Including Area Code:

(617) 482-8260

Date of Fiscal Year End:

December 31

Date of Reporting Period:

September 30, 2008

Item 1. Schedule of Investments

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Eaton Vance Tax-Managed Buy-Write Income Fund

as of September 30, 2008

PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks 101.7%

| Security | Shares | Value |
|--|---------|----------------------|
| Aerospace & Defense 2.5% | | |
| Boeing Co. (The) | 24,961 | \$ 1,431,513 |
| Honeywell International, Inc. | 66,929 | 2,780,900 |
| Northrop Grumman Corp. | 20,111 | 1,217,520 |
| Rockwell Collins, Inc. | 34,570 | 1,662,471 |
| United Technologies Corp. | 48,521 | 2,914,171 |
| | | \$ 10,006,575 |
| Air Freight & Logistics 0.9% | | |
| CH Robinson Worldwide, Inc. | 6,745 | \$ 343,725 |
| Expeditors International of Washington, Inc. | 7,613 | 265,237 |
| United Parcel Service, Inc., Class B | 47,774 | 3,004,507 |
| | | \$ 3,613,469 |
| Airlines 0.0% | | |
| Southwest Airlines Co. | 12,881 | \$ 186,903 |
| | | \$ 186,903 |
| Beverages 3.9% | | |
| Anheuser-Busch Cos., Inc. | 58,721 | \$ 3,809,818 |
| Coca-Cola Co. (The) | 111,894 | 5,916,955 |
| PepsiCo, Inc. | 81,530 | 5,810,643 |
| | | \$ 15,537,416 |
| Biotechnology 1.2% | | |
| Amgen, Inc. (1) | 13,304 | \$ 788,528 |
| BioMarin Pharmaceutical, Inc. (1) | 7,730 | 204,768 |
| Celgene Corp. (1) | 26,648 | 1,686,285 |
| Cephalon, Inc. (1) | 10,226 | 792,413 |
| Enzon Pharmaceuticals, Inc. (1) | 27,239 | 201,024 |
| Progenics Pharmaceuticals, Inc. (1) | 94,287 | 1,254,960 |
| | | \$ 4,927,978 |
| Building Products 0.1% | | |
| Masco Corp. | 25,985 | \$ 466,171 |
| | | \$ 466,171 |
| Capital Markets 3.3% | | |
| American Capital, Ltd. | 70,672 | \$ 1,802,843 |
| Bank of New York Mellon Corp. (The) | 82,529 | 2,688,795 |
| Federated Investors, Inc., Class B | 32,602 | 940,568 |
| Franklin Resources, Inc. | 23,936 | 2,109,480 |
| Invesco PLC ADR | 54,842 | 1,150,585 |
| Legg Mason, Inc. | 5,666 | 215,648 |
| Merrill Lynch & Co., Inc. | 164,719 | 4,167,391 |
| | | \$ 13,075,310 |
| Chemicals 1.6% | | |
| E.I. Du Pont de Nemours & Co. | 73,387 | \$ 2,957,496 |
| Eastman Chemical Co. | 27,979 | 1,540,524 |
| Monsanto Co. | 17,320 | 1,714,334 |
| | | \$ 6,212,354 |
| Commercial Banks 3.3% | | |
| BB&T Corp. | 78,467 | \$ 2,966,053 |
| Comerica, Inc. | 6,414 | 210,315 |

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| | | |
|-----------------------------|---------|-----------|
| Fifth Third Bancorp | 163,451 | 1,945,067 |
| Huntington Bancshares, Inc. | 24,702 | 197,369 |
| Marshall & Ilsley Corp. | 11,296 | 227,614 |

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| | | | |
|---|-------------|----|-------------------|
| National City Corp. | 56,640 | \$ | 99,120 |
| Popular, Inc. | 61,181 | | 507,190 |
| U.S. Bancorp | 83,033 | | 2,990,849 |
| Wells Fargo & Co. | 71,097 | | 2,668,270 |
| Zions Bancorporation | 36,306 | | 1,405,042 |
| | | \$ | 13,216,889 |
| Commercial Services & Supplies | 1.0% | | |
| Avery Dennison Corp. | 8,447 | \$ | 375,723 |
| Pitney Bowes, Inc. | 44,333 | | 1,474,516 |
| RR Donnelley & Sons Co. | 16,491 | | 404,524 |
| Waste Management, Inc. | 59,061 | | 1,859,831 |
| | | \$ | 4,114,594 |
| Communications Equipment | 3.8% | | |
| Cisco Systems, Inc. (1) | 237,947 | \$ | 5,368,084 |
| Corning, Inc. | 201,160 | | 3,146,142 |
| Harris Corp. | 30,013 | | 1,386,601 |
| Juniper Networks, Inc. (1) | 8,298 | | 174,839 |
| Nokia Oyj ADR | 29,005 | | 540,943 |
| QUALCOMM, Inc. | 105,832 | | 4,547,601 |
| Research In Motion, Ltd. (1) | 2,639 | | 180,244 |
| | | \$ | 15,344,454 |
| Computers & Peripherals | 4.3% | | |
| Apple, Inc. (1) | 27,400 | \$ | 3,114,284 |
| Hewlett-Packard Co. | 132,163 | | 6,111,217 |
| International Business Machines Corp. | 68,838 | | 8,051,292 |
| | | \$ | 17,276,793 |
| Construction & Engineering | 0.5% | | |
| Fluor Corp. | 38,964 | \$ | 2,170,295 |
| | | \$ | 2,170,295 |
| Construction Materials | 0.1% | | |
| Vulcan Materials Co. | 2,755 | \$ | 205,247 |
| | | \$ | 205,247 |
| Distributors | 0.4% | | |
| Genuine Parts Co. | 43,485 | \$ | 1,748,532 |
| | | \$ | 1,748,532 |
| Diversified Consumer Services | 0.2% | | |
| H&R Block, Inc. | 28,930 | \$ | 658,157 |
| | | \$ | 658,157 |
| Diversified Financial Services | 5.0% | | |
| Bank of America Corp. | 224,898 | \$ | 7,871,430 |
| CITGroup, Inc. | 117,560 | | 818,218 |
| Citigroup, Inc. | 73,031 | | 1,497,866 |
| JPMorgan Chase & Co. | 157,459 | | 7,353,335 |
| NYSE Euronext | 63,866 | | 2,502,270 |
| | | \$ | 20,043,119 |
| Diversified Telecommunication Services | 3.2% | | |
| AT&T, Inc. | 186,704 | \$ | 5,212,776 |
| Frontier Communications Corp. | 121,897 | | 1,401,815 |
| Verizon Communications, Inc. | 152,166 | | 4,883,007 |
| Windstream Corp. | 115,601 | | 1,264,675 |
| | | \$ | 12,762,273 |
| Electric Utilities | 1.1% | | |
| Duke Energy Corp. | 123,997 | \$ | 2,161,268 |
| Edison International | 5,283 | | 210,792 |
| FirstEnergy Corp. | 20,725 | | 1,388,368 |
| Pinnacle West Capital Corp. | 7,168 | | 246,651 |
| Progress Energy, Inc. | 4,689 | | 202,237 |
| | | \$ | 4,209,316 |

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| | | | |
|--|---------|----|-------------------|
| Electrical Equipment 0.7% | | | |
| Emerson Electric Co. | 71,644 | \$ | 2,922,359 |
| | | \$ | 2,922,359 |
| Energy Equipment & Services 2.7% | | | |
| BJ Services Co. | 9,789 | \$ | 187,264 |
| Diamond Offshore Drilling, Inc. | 17,050 | | 1,757,173 |
| Halliburton Co. | 78,280 | | 2,535,489 |
| Noble Corp. | 47,966 | | 2,105,707 |
| Schlumberger, Ltd. | 41,032 | | 3,204,189 |
| Transocean, Inc. (1) | 7,425 | | 815,562 |
| | | \$ | 10,605,384 |
| Food & Staples Retailing 3.2% | | | |
| CVS Caremark Corp. | 114,235 | \$ | 3,845,150 |
| Safeway, Inc. | 80,171 | | 1,901,656 |
| Wal-Mart Stores, Inc. | 116,937 | | 7,003,357 |
| | | \$ | 12,750,163 |
| Food Products 0.7% | | | |
| ConAgra Foods, Inc. | 36,224 | \$ | 704,919 |
| Hershey Co. (The) | 57,147 | | 2,259,592 |
| | | \$ | 2,964,511 |
| Gas Utilities 0.2% | | | |
| Nicor, Inc. | 13,905 | \$ | 616,687 |
| | | \$ | 616,687 |
| Health Care Equipment & Supplies 2.5% | | | |
| Baxter International, Inc. | 54,605 | \$ | 3,583,726 |
| Becton, Dickinson & Co. | 2,555 | | 205,064 |
| Boston Scientific Corp. (1) | 37,341 | | 458,174 |
| Covidien, Ltd. | 35,422 | | 1,904,287 |
| Medtronic, Inc. | 54,884 | | 2,749,688 |
| St. Jude Medical, Inc. (1) | 21,128 | | 918,857 |
| Zimmer Holdings, Inc. (1) | 4,483 | | 289,422 |
| | | \$ | 10,109,218 |
| Health Care Providers & Services 2.2% | | | |
| Aetna, Inc. | 5,376 | \$ | 194,127 |
| Cardinal Health, Inc. | 24,366 | | 1,200,756 |
| Express Scripts, Inc. (1) | 14,298 | | 1,055,478 |
| Laboratory Corp. of America Holdings (1) | 9,283 | | 645,168 |
| McKesson Corp. | 39,374 | | 2,118,715 |
| Medco Health Solutions, Inc. (1) | 62,860 | | 2,828,700 |
| Quest Diagnostics, Inc. | 11,070 | | 571,987 |
| | | \$ | 8,614,931 |
| Hotels, Restaurants & Leisure 1.4% | | | |
| Carnival Corp., Unit | 38,610 | \$ | 1,364,863 |
| Marriott International, Inc., Class A | 7,605 | | 198,414 |
| McDonald's Corp. | 43,420 | | 2,679,014 |
| Starwood Hotels & Resorts Worldwide, Inc. | 6,011 | | 169,150 |
| Yum! Brands, Inc. | 35,271 | | 1,150,187 |
| | | \$ | 5,561,628 |
| Household Durables 0.9% | | | |
| D.R. Horton, Inc. | 89,029 | \$ | 1,159,158 |
| KB HOME | 14,126 | | 278,000 |
| Ryland Group, Inc. | 8,463 | | 224,439 |
| Whirlpool Corp. | 25,872 | | 2,051,391 |
| | | \$ | 3,712,988 |
| Household Products 2.7% | | | |
| Clorox Co. (The) | 3,178 | \$ | 199,229 |
| Procter & Gamble Co. | 149,558 | | 10,422,697 |
| | | \$ | 10,621,926 |

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| | | | |
|---|-------------|---------|----------------------|
| Industrial Conglomerates | 3.1% | | |
| 3M Co. | | 57,192 | \$ 3,906,786 |
| General Electric Co. | | 332,550 | 8,480,025 |
| | | | \$ 12,386,811 |
| Insurance | 3.4% | | |
| ACE, Ltd. | | 3,619 | \$ 195,896 |
| Aegon NV ADR | | 21,621 | 189,832 |
| Allstate Corp. (The) | | 27,137 | 1,251,558 |
| AON Corp. | | 26,775 | 1,203,804 |
| Assurant, Inc. | | 3,960 | 217,800 |
| First American Corp. | | 13,676 | 403,442 |
| Hartford Financial Services Group, Inc. | | 51,588 | 2,114,592 |
| Lincoln National Corp. | | 7,151 | 306,134 |
| MetLife, Inc. | | 26,281 | 1,471,736 |
| PartnerRe, Ltd. | | 5,273 | 359,039 |
| Principal Financial Group, Inc. | | 5,176 | 225,104 |
| Prudential Financial, Inc. | | 35,186 | 2,533,392 |
| Travelers Companies, Inc. (The) | | 68,703 | 3,105,376 |
| XL Capital Ltd., Class A | | 12,397 | 222,402 |
| | | | \$ 13,800,107 |
| Internet Software & Services | 1.8% | | |
| Akamai Technologies, Inc. (1) | | 11,821 | \$ 206,158 |
| eBay, Inc. (1) | | 30,623 | 685,343 |
| Google, Inc., Class A (1) | | 12,355 | 4,948,425 |
| VeriSign, Inc. (1) | | 47,053 | 1,227,142 |
| | | | \$ 7,067,068 |
| IT Services | 0.9% | | |
| Automatic Data Processing, Inc. | | 37,355 | \$ 1,596,926 |
| Cognizant Technology Solutions Corp. (1) | | 8,217 | 187,594 |
| MasterCard, Inc., Class A | | 3,596 | 637,679 |
| Paychex, Inc. | | 36,873 | 1,217,915 |
| | | | \$ 3,640,114 |
| Leisure Equipment & Products | 0.5% | | |
| Mattel, Inc. | | 115,881 | \$ 2,090,493 |
| | | | \$ 2,090,493 |
| Life Sciences Tools & Services | 0.2% | | |
| Applied Biosystems, Inc. | | 6,066 | \$ 207,761 |
| Thermo Fisher Scientific, Inc. (1) | | 8,409 | 462,495 |
| | | | \$ 670,256 |
| Machinery | 1.7% | | |
| Caterpillar, Inc. | | 56,271 | \$ 3,353,752 |
| Deere & Co. | | 9,755 | 482,873 |
| Eaton Corp. | | 24,497 | 1,376,241 |
| Ingersoll-Rand Co., Ltd., Class A | | 29,280 | 912,658 |
| Parker Hannifin Corp. | | 9,499 | 503,447 |
| Titan International, Inc. | | 8,316 | 177,297 |
| | | | \$ 6,806,268 |
| Media | 1.8% | | |
| CBS Corp., Class B | | 13,360 | \$ 194,789 |
| Central European Media Enterprises, Ltd., Class A (1) | | 3,244 | 212,158 |
| Comcast Corp., Class A | | 38,418 | 754,145 |
| DIRECTV Group (The), Inc. (1) | | 23,697 | 620,150 |
| Gannett Co., Inc. | | 12,599 | 213,049 |
| Interpublic Group of Cos., Inc. (1) | | 54,079 | 419,112 |
| McGraw-Hill Cos., Inc. (The) | | 5,271 | 166,616 |
| Meredith Corp. | | 7,320 | 205,253 |
| Walt Disney Co. | | 138,175 | 4,240,591 |
| | | | \$ 7,025,863 |

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| | | |
|---|---------|----------------------|
| Metals & Mining 0.9% | | |
| Alcoa, Inc. | 112,277 | \$ 2,535,215 |
| Freeport-McMoRan Copper & Gold, Inc., Class B | 3,074 | 174,757 |
| Nucor Corp. | 22,525 | 889,738 |
| | | \$ 3,599,710 |
| Multiline Retail 0.8% | | |
| Big Lots, Inc. (1) | 42,909 | \$ 1,194,157 |
| Dillard's Inc. Class A | 17,054 | 201,237 |
| JC Penney Company, Inc. | 26,756 | 892,045 |
| Macy's, Inc. | 1 | 18 |
| Nordstrom, Inc. | 30,006 | 864,773 |
| Saks, Inc. (1) | 20,623 | 190,763 |
| | | \$ 3,342,993 |
| Multi-Utilities 3.0% | | |
| Ameren Corp. | 11,675 | \$ 455,675 |
| CenterPoint Energy, Inc. | 17,504 | 255,033 |
| CMS Energy Corp. | 169,267 | 2,110,759 |
| Consolidated Edison, Inc. | 5,156 | 221,502 |
| Dominion Resources, Inc. | 69,536 | 2,974,750 |
| DTE Energy Co. | 4,649 | 186,518 |
| Integrus Energy Group, Inc. | 10,554 | 527,067 |
| NiSource, Inc. | 13,237 | 195,378 |
| NorthWestern Corp. | 25,000 | 628,250 |
| Public Service Enterprise Group, Inc. | 79,190 | 2,596,640 |
| TECO Energy, Inc. | 110,189 | 1,733,273 |
| Xcel Energy, Inc. | 12,009 | 240,060 |
| | | \$ 12,124,905 |
| Oil, Gas & Consumable Fuels 11.4% | | |
| Anadarko Petroleum Corp. | 3,913 | \$ 189,820 |
| Chevron Corp. | 103,723 | 8,555,073 |
| ConocoPhillips | 90,302 | 6,614,622 |
| EOG Resources, Inc. | 26,676 | 2,386,435 |
| Exxon Mobil Corp. | 228,240 | 17,725,118 |
| Hess Corp. | 21,226 | 1,742,230 |
| Marathon Oil Corp. | 47,026 | 1,874,927 |
| Occidental Petroleum Corp. | 48,622 | 3,425,420 |
| Range Resources Corp. | 4,421 | 189,528 |
| Williams Cos., Inc. | 84,159 | 1,990,360 |
| XTO Energy, Inc. | 21,701 | 1,009,531 |
| | | \$ 45,703,064 |
| Paper & Forest Products 0.6% | | |
| International Paper Co. | 36,027 | \$ 943,187 |
| Louisiana-Pacific Corp. | 51,977 | 483,386 |
| MeadWestvaco Corp. | 33,483 | 780,489 |
| | | \$ 2,207,062 |
| Personal Products 0.4% | | |
| Alberto-Culver Co. | 43,605 | \$ 1,187,800 |
| Estee Lauder Cos., Inc., Class A | 8,436 | 421,041 |
| | | \$ 1,608,841 |
| Pharmaceuticals 6.4% | | |
| Abbott Laboratories | 96,451 | \$ 5,553,649 |
| Bristol-Myers Squibb Co. | 151,729 | 3,163,550 |
| Eli Lilly & Co. | 30,507 | 1,343,223 |
| Johnson & Johnson | 107,999 | 7,482,171 |
| Merck & Co., Inc. | 58,832 | 1,856,738 |
| Pfizer, Inc. | 291,077 | 5,367,460 |
| Schering-Plough Corp. | 40,205 | 742,586 |
| | | \$ 25,509,377 |

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| | | | |
|---------------------------------|-------------|-------|-------------------|
| Professional Services | 0.1% | | |
| Robert Half International, Inc. | | 8,477 | \$ 209,806 |
| | | | \$ 209,806 |

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| | | | |
|--|---------|----|-----------------------|
| Real Estate Investment Trusts (REITs) 0.9% | | | |
| Developers Diversified Realty Corp. | 6,361 | \$ | 201,580 |
| Plum Creek Timber Co., Inc. | 14,236 | | 709,807 |
| Simon Property Group, Inc. | 29,775 | | 2,888,175 |
| | | \$ | 3,799,562 |
| Road & Rail 0.8% | | | |
| CSX Corp. | 22,133 | \$ | 1,207,798 |
| Norfolk Southern Corp. | 17,421 | | 1,153,444 |
| Ryder System, Inc. | 3,031 | | 187,922 |
| Union Pacific Corp. | 11,160 | | 794,146 |
| | | \$ | 3,343,310 |
| Semiconductors & Semiconductor Equipment 2.5% | | | |
| Analog Devices, Inc. | 9,079 | \$ | 239,232 |
| Applied Materials, Inc. | 126,068 | | 1,907,409 |
| Intel Corp. | 138,665 | | 2,597,195 |
| KLA-Tencor Corp. | 62,458 | | 1,976,796 |
| Linear Technology Corp. | 6,750 | | 206,955 |
| MEMC Electronic Materials, Inc. (1) | 6,823 | | 192,818 |
| Microchip Technology, Inc. | 73,034 | | 2,149,391 |
| NVIDIA Corp. (1) | 62,730 | | 671,838 |
| | | \$ | 9,941,634 |
| Software 3.4% | | | |
| Adobe Systems, Inc. (1) | 32,525 | \$ | 1,283,762 |
| Microsoft Corp. | 366,393 | | 9,779,029 |
| Oracle Corp. (1) | 121,046 | | 2,458,444 |
| Quest Software, Inc. (1) | 17,700 | | 224,613 |
| | | \$ | 13,745,848 |
| Specialty Retail 1.1% | | | |
| Best Buy Co., Inc. | 19,679 | \$ | 737,963 |
| Home Depot, Inc. | 96,589 | | 2,500,689 |
| Sherwin-Williams Co. (The) | 13,337 | | 762,343 |
| Tiffany & Co. | 14,641 | | 520,048 |
| | | \$ | 4,521,043 |
| Textiles, Apparel & Luxury Goods 0.9% | | | |
| Nike, Inc., Class B | 47,448 | \$ | 3,174,271 |
| VF Corp. | 4,266 | | 329,804 |
| | | \$ | 3,504,075 |
| Tobacco 1.5% | | | |
| Philip Morris International, Inc. | 67,621 | \$ | 3,252,570 |
| Reynolds American, Inc. | 14,352 | | 697,794 |
| UST, Inc. | 32,881 | | 2,187,902 |
| | | \$ | 6,138,266 |
| Total Common Stocks | | | |
| (identified cost \$377,177,659) | | | \$ 407,042,116 |
| Total Investments 101.7% | | | |
| (identified cost \$377,177,659) | | | \$ 407,042,116 |

Covered Call Options Written (1.8)%

| Description | Number of Contracts | Strike Price | Expiration Date | Value |
|--|---------------------|--------------|-----------------------|-------------------|
| S&P 500 Index | 222 | \$ 1,185 | 10/18/08 | \$ (710,400) |
| S&P 500 Index | 1,510 | 1,210 | 10/18/08 | (3,442,800) |
| S&P 500 Index | 1,681 | 1,215 | 10/18/08 | (3,109,850) |
| Total Covered Call Options Written | | | | |
| (premiums received \$9,063,405) | | | \$ (7,263,050) | |
| Other Assets, Less Liabilities 0.1% | | | | \$ 474,234 |

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Net Assets 100.0% \$ 400,253,300

ADR American Depository Receipt
(1) Non-income producing security.

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The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2008, as determined on a federal income tax basis, were as follows:

| | | |
|------------------------------------|-----------|--------------------|
| Aggregate cost | \$ | 377,145,784 |
| Gross unrealized appreciation | \$ | 49,084,339 |
| Gross unrealized depreciation | | (19,188,007) |
| Net unrealized appreciation | \$ | 29,896,332 |

Written call options activity for the fiscal year to date ended September 30, 2008 was as follows:

| | Number of Contracts | | Premiums Received |
|---|------------------------|-----------|----------------------|
| Outstanding, beginning of period | 3,239 | \$ | 7,157,841 |
| Options written | 29,907 | | 71,317,838 |
| Options terminated in closing purchase transactions | (29,733) | | (69,412,274) |
| Outstanding, end of period | 3,413 | \$ | 9,063,405 |

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At September 30, 2008, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund adopted Financial Accounting Standards Board Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measurements, effective January 1, 2008. FAS 157 established a three-tier hierarchy to prioritize the assumptions, referred to as inputs, 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 September 30, 2008, the inputs used in valuing the Fund's investments, which are carried at value, were as follows:

| Valuation Inputs | Investments in Securities | Other Financial Instruments* |
|------------------|------------------------------|---------------------------------|
|------------------|------------------------------|---------------------------------|

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| | | | | | |
|--------------|-------------------------------------|-----------|--------------------|-----------|--------------------|
| Level 1 | Quoted Prices | \$ | 407,042,116 | \$ | (7,263,050) |
| Level 2 | Other Significant Observable Inputs | | | | |
| Level 3 | Significant Unobservable Inputs | | | | |
| Total | | \$ | 407,042,116 | \$ | (7,263,050) |

*Other financial instruments are written call options, which are valued at the unrealized appreciation (depreciation) on the instrument.

The Fund held no investments or other financial instruments as of December 31, 2007 whose fair value was determined using Level 3 inputs.

For information on the Fund's policy regarding valuation of investments and other significant accounting policies, please refer to the Fund's most recent financial statements included in its semiannual or annual report to shareholders.

Item 2. 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 on this Form N-Q 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 on this Form N-Q 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 fiscal quarter for which the report is being filed that have materially affected, or are reasonably likely to materially affect the registrant's internal control over financial reporting.

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-Managed Buy-Write Income Fund

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

Date: November 21, 2008

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/ Duncan W. Richardson
Duncan W. Richardson
President

Date: November 21, 2008

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

Date: November 21, 2008
