Eaton Vance Tax-Managed Buy-Write Income Fund
Form N-Q
November 27, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form N-Q

QUARTERLY SCHEDULE OF PORTFOLIO HOLDINGS OF REGISTERED

MANAGEMENT INVESTMENT COMPANIES

811-21676

Investment Company Act File Number

Eaton Vance Tax-Managed Buy-Write 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, Including Area Code)

December 31

Date of Fiscal Year End

September 30, 2012

Date of Reporting Period

Item 1. Schedule of Investments

Eaton Vance

Tax-Managed Buy-Write Income Fund

September 30, 2012

PORTFOLIO OF INVESTMENTS (Unaudited)

Common Stocks 100.2%

Security	Shares		Value
Aerospace & Defense 2.7%			
Boeing Co. (The)	26,422	$	1,839,500
Honeywell International, Inc.	53,617		3,203,616
Northrop Grumman Corp.	21,600		1,434,888
Textron, Inc.	19,301		505,107
United Technologies Corp.	42,843		3,354,178
		$	**10,337,289**
Air Freight & Logistics 0.9%			
C.H. Robinson Worldwide, Inc.	12,698	$	743,468
Expeditors International of Washington, Inc.	13,909		505,731
United Parcel Service, Inc., Class B	28,717		2,055,276
		$	**3,304,475**
Airlines 0.1%			
Southwest Airlines Co.	36,616	$	321,122
		$	**321,122**
Auto Components 0.6%			
Dana Holding Corp.	31,658	$	389,393
Goodyear Tire & Rubber Co. (The)[1]	10,898		132,847
Johnson Controls, Inc.	48,345		1,324,653
Lear Corp.	7,250		273,978
		$	**2,120,871**
Automobiles 0.1%			
Ford Motor Co.	30,101	$	296,796
		$	**296,796**
Beverages 2.8%			
Beam, Inc.	5,131	$	295,237
Coca-Cola Co. (The)	173,346		6,575,014
PepsiCo, Inc.	54,927		3,887,184
		$	**10,757,435**

Biotechnology 1.6%

Amgen, Inc.	23,888	$	2,014,236
Celgene Corp.[1]	32,350		2,471,540
Gilead Sciences, Inc.[1]	25,532		1,693,538
Vertex Pharmaceuticals, Inc.[1]	1,850		103,507
		$	**6,282,821**
Capital Markets 1.5%			
Greenhill & Co., Inc.	14,014	$	725,225
Invesco, Ltd.	38,480		961,615
Lazard, Ltd., Class A	21,525		629,176

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Security	Shares		Value
Legg Mason, Inc.	10,446	$	257,807
State Street Corp.	27,413		1,150,249
T. Rowe Price Group, Inc.	24,428		1,546,292
Walter Investment Management Corp.[1]	7,355		272,209
		$	**5,542,573**
Chemicals 2.0%			
Air Products and Chemicals, Inc.	11,261	$	931,285
CF Industries Holdings, Inc.	2,700		600,048
Dow Chemical Co. (The)	64,146		1,857,668
E.I. du Pont de Nemours & Co.	51,275		2,577,594
Eastman Chemical Co.	3,608		205,692
Sherwin-Williams Co. (The)	9,183		1,367,441
		$	**7,539,728**
Commercial Banks 3.9%			
Bank of Montreal	4,957	$	292,661
BankUnited, Inc.	24,813		610,648
BB&T Corp.	51,539		1,709,033
Fifth Third Bancorp	91,535		1,419,708
KeyCorp	85,122		743,966
M&T Bank Corp.	12,600		1,199,016
PNC Financial Services Group, Inc.	31,765		2,004,372
SunTrust Banks, Inc.	5,538		156,559
U.S. Bancorp	31,198		1,070,091
Wells Fargo & Co.	164,065		5,665,165
		$	**14,871,219**
Commercial Services & Supplies 0.6%			
Avery Dennison Corp.	15,307	$	487,069
Waste Management, Inc.	56,032		1,797,506
		$	**2,284,575**
Communications Equipment 2.5%			
Brocade Communications Systems, Inc.[1]	42,403	$	250,814
Cisco Systems, Inc.	222,878		4,254,741
QUALCOMM, Inc.	78,368		4,897,216
		$	**9,402,771**
Computers & Peripherals 5.0%			
Apple, Inc.	28,043	$	18,711,972
Hewlett-Packard Co.	4,445		75,832
QLogic Corp.[1]	20,459		233,642
		$	**19,021,446**
Construction & Engineering 0.5%			
Fluor Corp.	36,765	$	2,069,134
		$	**2,069,134**

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Security	Shares		Value
Consumer Finance 1.2%			
American Express Co.	49,193	$	2,797,114
Discover Financial Services	40,754		1,619,156
		$	**4,416,270**
Distributors 0.5%			
Genuine Parts Co.	33,297	$	2,032,116
		$	**2,032,116**
Diversified Financial Services 2.7%			
Bank of America Corp.	86,352	$	762,488
Citigroup, Inc.	123,345		4,035,848
CME Group, Inc.	14,875		852,338
JPMorgan Chase & Co.	113,958		4,613,020
		$	**10,263,694**
Diversified Telecommunication Services 2.8%			
AT&T, Inc.	190,600	$	7,185,620
CenturyLink, Inc.	22,936		926,614
Verizon Communications, Inc.	52,772		2,404,820
		$	**10,517,054**
Electric Utilities 1.0%			
Duke Energy Corp.	28,786	$	1,865,333
Edison International	24,992		1,141,885
Pinnacle West Capital Corp.	7,168		378,470
Xcel Energy, Inc.	12,009		332,769
		$	**3,718,457**
Electrical Equipment 0.7%			
Emerson Electric Co.	53,488	$	2,581,866
		$	**2,581,866**
Electronic Equipment, Instruments & Components 0.2%			
Corning, Inc.	39,217	$	515,703
Molex, Inc.	13,181		346,397
		$	**862,100**
Energy Equipment & Services 1.9%			
Halliburton Co.	62,164	$	2,094,305
Rowan Cos., PLC[(1)]	30,646		1,034,916
Schlumberger, Ltd.	56,392		4,078,833
		$	**7,208,054**
Food & Staples Retailing 2.2%			
CVS Caremark Corp.	60,482	$	2,928,538
Wal-Mart Stores, Inc.	76,097		5,615,959

$	**8,544,497**

Security	Shares		Value
Food Products 1.5%			
ConAgra Foods, Inc.	33,089	$	912,926
Green Mountain Coffee Roasters, Inc.[1]	15,366		364,942
Kellogg Co.	31,044		1,603,733
Kraft Foods, Inc., Class A	54,344		2,247,124
Tyson Foods, Inc., Class A	28,696		459,710
		$	**5,588,435**
Health Care Equipment & Supplies 2.0%			
Baxter International, Inc.	42,233	$	2,544,961
Covidien PLC	11,380		676,200
Medtronic, Inc.	41,406		1,785,427
Orthofix International NV[1]	1,884		84,309
Stryker Corp.	38,437		2,139,403
Zimmer Holdings, Inc.	5,294		357,980
		$	**7,588,280**
Health Care Providers & Services 1.4%			
DaVita, Inc.[1]	895	$	92,731
Express Scripts Holding Co.[1]	21,590		1,353,045
HCA Holdings, Inc.	12,216		406,182
Quest Diagnostics, Inc.	7,414		470,270
UnitedHealth Group, Inc.	49,739		2,756,038
VCA Antech, Inc.[1]	13,321		262,824
		$	**5,341,090**
Hotels, Restaurants & Leisure 1.4%			
Marriott International, Inc., Class A	20,645	$	807,220
Marriott Vacations Worldwide Corp.[1]	2,064		74,345
McDonald s Corp.	42,138		3,866,161
Wyndham Worldwide Corp.	11,235		589,613
		$	**5,337,339**
Household Durables 0.6%			
Leggett & Platt, Inc.	11,383	$	285,144
Lennar Corp., Class A	18,642		648,182
Newell Rubbermaid, Inc.	76,798		1,466,074
		$	**2,399,400**
Household Products 1.8%			
Clorox Co. (The)	6,843	$	493,038
Kimberly-Clark Corp.	19,850		1,702,733
Procter & Gamble Co.	65,845		4,567,009
		$	**6,762,780**
Industrial Conglomerates 1.9%			
3M Co.	23,056	$	2,130,835
General Electric Co.	228,025		5,178,448
		$	**7,309,283**

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Security	Shares		Value
Insurance 4.1%			
ACE, Ltd.	14,012	$	1,059,307
Allstate Corp. (The)	62,009		2,456,177
AmTrust Financial Services, Inc.	2,769		70,942
Berkshire Hathaway, Inc., Class B[(1)]	29,689		2,618,570
Cincinnati Financial Corp.	23,600		894,204
Hanover Insurance Group, Inc. (The)	1,721		64,124
Hartford Financial Services Group, Inc.	12,332		239,734
Lincoln National Corp.	59,156		1,430,984
Marsh & McLennan Cos., Inc.	50,188		1,702,879
MetLife, Inc.	14,938		514,763
Principal Financial Group, Inc.	29,001		781,287
Prudential Financial, Inc.	22,391		1,220,533
Travelers Companies, Inc. (The)	39,069		2,666,850
		$	**15,720,354**
Internet & Catalog Retail 0.9%			
Amazon.com, Inc.[(1)]	5,804	$	1,476,073
priceline.com, Inc.[(1)]	1,797		1,111,858
Shutterfly, Inc.[(1)]	28,875		898,590
		$	**3,486,521**
Internet Software & Services 2.6%			
Google, Inc., Class A[(1)]	10,119	$	7,634,786
VeriSign, Inc.[(1)]	43,013		2,094,303
		$	**9,729,089**
IT Services 3.3%			
Accenture PLC, Class A	20,711	$	1,450,392
Fidelity National Information Services, Inc.	26,132		815,841
International Business Machines Corp.	33,173		6,881,739
MasterCard, Inc., Class A	6,661		3,007,308
Visa, Inc., Class A	3,968		532,823
		$	**12,688,103**
Leisure Equipment & Products 0.6%			
Mattel, Inc.	59,998	$	2,128,729
		$	**2,128,729**
Life Sciences Tools & Services 1.1%			
Agilent Technologies, Inc.	56,277	$	2,163,851
Thermo Fisher Scientific, Inc.	34,847		2,050,049
		$	**4,213,900**
Machinery 1.2%			
Caterpillar, Inc.	31,778	$	2,734,179
Eaton Corp.	9,192		434,414
Snap-On, Inc.	6,380		458,531
Stanley Black & Decker, Inc.	10,773		821,441
Timken Co. (The)	8,609		319,910

	$ 4,768,475

Security	Shares		Value
Marine 0.0%[)]			
Kirby Corp.[(1)]	1,985	$	109,731
		$	**109,731**
Media 4.7%			
CBS Corp., Class B	64,211	$	2,332,786
Comcast Corp., Class A	121,712		4,353,638
McGraw-Hill Cos., Inc. (The)	44,254		2,415,826
Omnicom Group, Inc.	39,439		2,033,475
Scripps Networks Interactive, Class A	1,544		94,539
Time Warner, Inc.	44,322		2,009,116
Walt Disney Co. (The)	89,041		4,655,063
		$	**17,894,443**
Metals & Mining 0.8%			
Allegheny Technologies, Inc.	7,067	$	225,437
Freeport-McMoRan Copper & Gold, Inc.	25,886		1,024,568
Nucor Corp.	47,291		1,809,354
		$	**3,059,359**
Multi-Utilities 2.4%			
Centerpoint Energy, Inc.	17,504	$	372,835
CMS Energy Corp.	83,891		1,975,633
Dominion Resources, Inc.	17,163		908,609
DTE Energy Co.	10,342		619,900
Integrys Energy Group, Inc.	9,651		503,782
NiSource, Inc.	49,999		1,273,975
Public Service Enterprise Group, Inc.	60,956		1,961,564
TECO Energy, Inc.	92,229		1,636,142
		$	**9,252,440**
Multiline Retail 0.7%			
Macy s, Inc.	58,475	$	2,199,829
Nordstrom, Inc.	12,248		675,845
		$	**2,875,674**
Office Electronics 0.1%			
Xerox Corp.	50,944	$	373,929
		$	**373,929**
Oil, Gas & Consumable Fuels 10.3%			
Chevron Corp.	65,682	$	7,655,894
ConocoPhillips	63,441		3,627,556
EOG Resources, Inc.	20,592		2,307,334
Exxon Mobil Corp.	155,982		14,264,554
Kinder Morgan, Inc.	21,161		751,639
Occidental Petroleum Corp.	38,373		3,302,380

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Security	Shares		Value
Peabody Energy Corp.	17,730	$	395,202
Phillips 66	31,720		1,470,857
Range Resources Corp.	22,269		1,555,935
Tesoro Corp.	20,477		857,986
Williams Cos., Inc.	72,366		2,530,639
WPX Energy, Inc.[1]	21,119		350,364
		$	**39,070,340**
Paper & Forest Products 0.2%			
MeadWestvaco Corp.	21,446	$	656,248
		$	**656,248**
Personal Products 0.1%			
Estee Lauder Cos., Inc. (The), Class A	3,326	$	204,782
		$	**204,782**
Pharmaceuticals 6.0%			
Abbott Laboratories	73,588	$	5,045,193
Bristol-Myers Squibb Co.	83,905		2,831,794
Johnson & Johnson	63,586		4,381,711
Merck & Co., Inc.	132,698		5,984,680
Pfizer, Inc.	171,390		4,259,042
Warner Chilcott PLC	25,088		338,688
		$	**22,841,108**
Professional Services 0.2%			
Manpower, Inc.	4,353	$	160,190
Robert Half International, Inc.	19,811		527,567
		$	**687,757**
Real Estate Investment Trusts (REITs) 1.7%			
Apartment Investment & Management Co., Class A	12,428	$	323,004
AvalonBay Communities, Inc.	11,002		1,496,162
Equity Residential	14,774		849,948
Health Care REIT, Inc.	6,813		393,451
Host Hotels & Resorts, Inc.	58,590		940,369
Kimco Realty Corp.	78,276		1,586,655
Plum Creek Timber Co., Inc.	5,304		232,527
ProLogis, Inc.	22,296		781,029
		$	**6,603,145**
Real Estate Management & Development 0.1%			
CB Richard Ellis Group, Inc., Class A[1]	19,604	$	360,910
		$	**360,910**
Road & Rail 0.8%			
J.B. Hunt Transport Services, Inc.	3,521	$	183,233
Kansas City Southern	13,949		1,057,055

Norfolk Southern Corp.	28,268	1,798,693
	$	**3,038,981**

Security	Shares		Value
Semiconductors & Semiconductor Equipment 1.7%			
Analog Devices, Inc.	16,160	$	633,310
Applied Materials, Inc.	15,313		170,970
Cirrus Logic, Inc.[(1)]	6,502		249,612
Cree, Inc.[(1)]	21,482		548,435
First Solar, Inc.[(1)]	24,717		547,358
Intel Corp.	154,529		3,504,718
Microchip Technology, Inc.	15,385		503,705
Teradyne, Inc.[(1)]	32,470		461,723
		$	**6,619,831**
Software 3.5%			
Concur Technologies, Inc.[(1)]	21,424	$	1,579,592
Microsoft Corp.	280,207		8,344,564
Oracle Corp.	106,479		3,353,024
Symantec Corp.[(1)]	8,033		144,594
		$	**13,421,774**
Specialty Retail 1.4%			
Abercrombie & Fitch Co., Class A	4,343	$	147,314
Advance Auto Parts, Inc.	3,365		230,301
Home Depot, Inc. (The)	65,676		3,964,860
Tiffany & Co.	14,641		905,985
		$	**5,248,460**
Textiles, Apparel & Luxury Goods 0.5%			
Coach, Inc.	18,319	$	1,026,231
NIKE, Inc., Class B	7,588		720,177
		$	**1,746,408**
Thrifts & Mortgage Finance 0.1%			
Hudson City Bancorp, Inc.	40,046	$	318,766
		$	**318,766**
Tobacco 2.4%			
Altria Group, Inc.	46,067	$	1,538,177
Philip Morris International, Inc.	71,014		6,386,999
Reynolds American, Inc.	27,499		1,191,807
		$	**9,116,983**
Trading Companies & Distributors 0.1%			
Fastenal Co.	10,080	$	433,339
		$	**433,339**
Total Common Stocks 100.2% **(identified cost $246,802,893)**		**$**	**381,292,549**

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Call Options Written (0.5)%

Description	Number of Contracts	Strike Price	Expiration Date	Value
S&P 500 Index	955	$ 1,460	10/20/12	$ (778,325)
S&P 500 Index	1,290	1,465	10/20/12	(832,050)
S&P 500 Index	285	1,470	10/20/12	(142,500)
Total Call Options Written (premiums received $4,928,185)				**$ (1,752,875)**
Other Assets, Less Liabilities 0.3%				**$ 1,170,868**
Net Assets 100.0%				**$ 380,710,542**

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

(1) Non-income producing security.

(2) Amount is less than 0.05%.

The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2012, as determined on a federal income tax basis, were as follows:

Aggregate cost	**$ 246,774,219**
Gross unrealized appreciation	$ 134,956,795
Gross unrealized depreciation	(438,465)
Net unrealized appreciation	**$ 134,518,330**

Written options activity for the fiscal year to date ended September 30, 2012 was as follows:

	Number of Contracts	Premiums Received
Outstanding, beginning of period	2,730	$ 7,207,933
Options written	23,315	47,082,477
Options terminated in closing purchase transactions	(22,275)	(47,212,703)
Options expired	(1,240)	(2,149,522)
Outstanding, end of period	**2,530**	**$ 4,928,185**

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At September 30, 2012, the Fund had sufficient cash and/or securities to cover commitments under these contracts.

The Fund is subject to equity price risk in the normal course of pursuing its investment objectives. The Fund writes index call options above the current value of the index to generate premium income. In writing index call options, the Fund in effect, sells potential appreciation in the value of the applicable index above the exercise price in exchange for the option premium received. The Fund retains the risk of loss, minus the premium received, should the price of the underlying index decline.

At September 30, 2012, the aggregate fair value of open derivative instruments (not considered to be hedging instruments for accounting disclosure purposes) in a liability position and whose primary underlying risk exposure is equity price risk was $1,752,875.

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)

In cases where the inputs used to measure fair value fall in different levels of the fair value hierarchy, the level disclosed is determined based on the lowest level input that is significant to the fair value measurement in its entirety. 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, 2012, the hierarchy of inputs used in valuing the Fund s investments and open derivative instruments, which are carried at value, were as follows:

Asset Description	Level 1	Level 2	Level 3	Total
Common Stocks	$ 381,292,549*	$	$	$ 381,292,549
Total Investments	**$ 381,292,549**	**$**	**$**	**$ 381,292,549**
Liability Description				
Call Options Written	$ (1,752,875)	$	$	$ (1,752,875)
Total	**$ (1,752,875)**	**$**	**$**	**$ (1,752,875)**

* The level classification by major category of investments is the same as the category presentation in the Portfolio of Investments.

The Fund held no investments or other financial instruments as of December 31, 2011 whose fair value was determined using Level 3 inputs. At September 30, 2012, there were no investments transferred between Level 1 and Level 2 during the fiscal year to date then ended.

For information on the Fund s policy regarding the 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/ Walter A. Row, III
Walter A. Row, III
President

Date: November 26, 2012

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/ Walter A. Row, III
Walter A. Row, III
President

Date: November 26, 2012

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

Date: November 26, 2012