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Eaton Vance Tax-Managed Buy-Write Income Fund

Form N-Q

November 25, 2009

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**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, 2009**

Date of Reporting Period

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EX-99.CERT Section 302 Certification

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**Item 1. Schedule of Investments**

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| <b>Security</b>                                 | <b>Shares</b> | <b>Value</b>         |
|---|---------------|----------------------|
| <b>Aerospace &amp; Defense 2.3%</b>             |               |                      |
| Boeing Co. (The)                                | 2,481         | \$ 134,346           |
| Honeywell International, Inc.                   | 66,929        | 2,486,412            |
| Northrop Grumman Corp.                          | 22,634        | 1,171,310            |
| Rockwell Collins, Inc.                          | 41,164        | 2,091,131            |
| United Technologies Corp.                       | 43,492        | 2,649,968            |
|   |               | <b>\$ 8,533,167</b>  |
| <b>Air Freight &amp; Logistics 1.1%</b>         |               |                      |
| CH Robinson Worldwide, Inc.                     | 13,608        | \$ 785,862           |
| Expeditors International of Washington, Inc.    | 21,522        | 756,498              |
| United Parcel Service Inc., Class B             | 45,237        | 2,554,534            |
|   |               | <b>\$ 4,096,894</b>  |
| <b>Auto Components 0.2%</b>                     |               |                      |
| Goodyear Tire & Rubber Co. (The) <sup>(1)</sup> | 33,122        | \$ 564,068           |
|   |               | <b>\$ 564,068</b>    |
| <b>Automobiles 0.2%</b>                         |               |                      |
| Ford Motor Co. <sup>(1)</sup>                   | 48,330        | \$ 348,459           |
| Harley-Davidson, Inc.                           | 14,657        | 337,111              |
|   |               | <b>\$ 685,570</b>    |
| <b>Beverages 3.0%</b>                           |               |                      |
| Brown-Forman Corp., Class B                     | 12,723        | \$ 613,503           |
| Coca-Cola Co. (The)                             | 86,673        | 4,654,340            |
| Pepsi Bottling Group, Inc.                      | 22,185        | 808,421              |
| PepsiCo, Inc.                                   | 81,530        | 4,782,550            |
|   |               | <b>\$ 10,858,814</b> |
| <b>Biotechnology 1.9%</b>                       |               |                      |
| Amgen, Inc. <sup>(1)</sup>                      | 56,704        | \$ 3,415,282         |
| Celgene Corp. <sup>(1)</sup>                    | 39,773        | 2,223,311            |
| Cephalon, Inc. <sup>(1)</sup>                   | 2,316         | 134,884              |
| Gilead Sciences, Inc. <sup>(1)</sup>            | 26,294        | 1,224,774            |

|   |        |                     |
|---|--------|---------------------|
|   |        | <b>\$ 6,998,251</b> |
| <b>Capital Markets 2.7%</b>                 |        |                     |
| Bank of New York Mellon Corp. (The)         | 51,289 | \$ 1,486,868        |
| Federated Investors, Inc., Class B          | 7,867  | 207,453             |
| Goldman Sachs Group, Inc.                   | 20,261 | 3,735,115           |
| Invesco, Ltd.                               | 38,480 | 875,805             |
| Legg Mason, Inc.                            | 10,446 | 324,139             |
| Morgan Stanley                              | 49,735 | 1,535,817           |
| State Street Corp.                          | 32,176 | 1,692,458           |
|   |        | <b>\$ 9,857,655</b> |
| <b>Chemicals 1.6%</b>                       |        |                     |
| E.I. Du Pont de Nemours & Co.               | 73,387 | \$ 2,358,658        |
| Eastman Chemical Co.                        | 26,090 | 1,396,859           |
| Monsanto Co.                                | 25,107 | 1,943,282           |
|   |        | <b>\$ 5,698,799</b> |
| <b>Commercial Banks 3.1%</b>                |        |                     |
| Fifth Third Bancorp                         | 62,580 | \$ 633,936          |
| First Horizon National Corp. <sup>(1)</sup> | 47,076 | 622,813             |
| KeyCorp                                     | 25,580 | 166,270             |
| M&T Bank Corp.                              | 20,480 | 1,276,314           |
| Marshall & Ilsley Corp.                     | 39,440 | 318,281             |

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|   | <b>Shares</b> | <b>Value</b>         |
|---|---------------|----------------------|
| <b>Security</b>                                       |               |                      |
| PNC Financial Services Group, Inc.                    | 38,904        | \$ 1,890,345         |
| Wells Fargo & Co.                                     | 220,045       | 6,200,868            |
|   |               | <b>\$ 11,108,827</b> |
| <br><b>Commercial Services &amp; Supplies 1.1%</b>    |               |                      |
| Avery Dennison Corp.                                  | 30,924        | \$ 1,113,573         |
| Pitney Bowes, Inc.                                    | 15,666        | 389,300              |
| RR Donnelley & Sons Co.                               | 21,525        | 457,621              |
| Waste Management, Inc.                                | 70,380        | 2,098,732            |
|   |               | <b>\$ 4,059,226</b>  |
| <br><b>Communications Equipment 3.2%</b>              |               |                      |
| Ciena Corp. <sup>(1)</sup>                            | 26,114        | \$ 425,136           |
| Cisco Systems, Inc. <sup>(1)</sup>                    | 260,848       | 6,140,362            |
| Harris Corp.  | 23,222        | 873,147              |
| Harris Stratex Networks, Inc., Class A <sup>(1)</sup> | 6,710         | 46,970               |
| JDS Uniphase Corp. <sup>(1)</sup>                     | 50,275        | 357,455              |
| QUALCOMM, Inc.  | 88,202        | 3,967,326            |
|   |               | <b>\$ 11,810,396</b> |
| <br><b>Computers &amp; Peripherals 5.7%</b>           |               |                      |
| Apple, Inc. <sup>(1)</sup>                            | 30,124        | \$ 5,584,086         |
| Hewlett-Packard Co.                                   | 112,124       | 5,293,374            |
| International Business Machines Corp.                 | 66,440        | 7,946,888            |
| QLogic Corp. <sup>(1)</sup>                           | 56,115        | 965,178              |
| SanDisk Corp. <sup>(1)</sup>                          | 12,335        | 267,670              |
| Seagate Technology                                    | 45,521        | 692,374              |
|   |               | <b>\$ 20,749,570</b> |
| <br><b>Consumer Finance 0.8%</b>                      |               |                      |
| American Express Co.                                  | 23,396        | \$ 793,124           |
| Capital One Financial Corp.                           | 28,625        | 1,022,771            |
| Discover Financial Services                           | 74,824        | 1,214,394            |
|   |               | <b>\$ 3,030,289</b>  |
| <br><b>Containers &amp; Packaging 0.3%</b>            |               |                      |
| Bemis Co., Inc.                                       | 7,568         | \$ 196,087           |
| Sealed Air Corp.                                      | 38,830        | 762,233              |
|   |               | <b>\$ 958,320</b>    |
| <br><b>Distributors 0.4%</b>                          |               |                      |

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|   |             |    |                   |
|---|-------------|----|-------------------|
| Genuine Parts Co.                             | 34,078      | \$ | 1,297,009         |
|   |             | \$ | <b>1,297,009</b>  |
| <b>Diversified Consumer Services</b>          | <b>0.4%</b> |    |                   |
| H&R Block, Inc.                               | 85,901      | \$ | 1,578,860         |
|   |             | \$ | <b>1,578,860</b>  |
| <b>Diversified Financial Services</b>         | <b>4.8%</b> |    |                   |
| Bank of America Corp.                         | 330,013     | \$ | 5,583,820         |
| CIT Group, Inc.                               | 82,201      |    | 99,463            |
| Citigroup, Inc.                               | 407,074     |    | 1,970,238         |
| CME Group, Inc.                               | 4,697       |    | 1,447,569         |
| JPMorgan Chase & Co.                          | 170,941     |    | 7,490,635         |
| Moody's Corp.                                 | 29,272      |    | 598,905           |
| NYSE Euronext                                 | 8,497       |    | 245,478           |
|   |             | \$ | <b>17,436,108</b> |
| <b>Diversified Telecommunication Services</b> | <b>3.3%</b> |    |                   |
| AT&T, Inc.                                    | 263,720     | \$ | 7,123,077         |
| Frontier Communications Corp.                 | 107,009     |    | 806,848           |
| Verizon Communications, Inc.                  | 139,894     |    | 4,234,591         |
|   |             | \$ | <b>12,164,516</b> |



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|  | <b>Shares</b> | <b>Value</b>        |
|--|---------------|---------------------|
| <b>Security</b>  |               |                     |
| <b>Electric Utilities 1.4%</b>                                 |               |                     |
| Duke Energy Corp.  | 88,867        | \$ 1,398,767        |
| Edison International   | 42,652        | 1,432,254           |
| FirstEnergy Corp.  | 42,170        | 1,928,012           |
| Pinnacle West Capital Corp.                                    | 7,168         | 235,254             |
|  |               | <b>\$ 4,994,287</b> |
| <b>Electrical Equipment 0.9%</b>                               |               |                     |
| Emerson Electric Co.   | 71,644        | \$ 2,871,491        |
| SunPower Corp., Class A <sup>(1)</sup>                         | 7,422         | 221,844             |
|  |               | <b>\$ 3,093,335</b> |
| <b>Electronic Equipment, Instruments &amp; Components 0.2%</b> |               |                     |
| Jabil Circuit, Inc.  | 38,182        | \$ 512,021          |
| Molex, Inc.  | 13,181        | 275,219             |
|  |               | <b>\$ 787,240</b>   |
| <b>Energy Equipment &amp; Services 1.9%</b>                    |               |                     |
| Diamond Offshore Drilling, Inc.                                | 17,050        | \$ 1,628,616        |
| Halliburton Co.  | 66,398        | 1,800,714           |
| Rowan Cos., Inc.   | 23,588        | 544,175             |
| Schlumberger, Ltd.   | 49,616        | 2,957,114           |
|  |               | <b>\$ 6,930,619</b> |
| <b>Food &amp; Staples Retailing 2.7%</b>                       |               |                     |
| CVS Caremark Corp.   | 104,443       | \$ 3,732,793        |
| Supervalu, Inc.  | 12,066        | 181,714             |
| Wal-Mart Stores, Inc.  | 122,743       | 6,025,454           |
|  |               | <b>\$ 9,939,961</b> |
| <b>Food Products 1.3%</b>                                      |               |                     |
| ConAgra Foods, Inc.  | 36,224        | \$ 785,336          |
| Hershey Co. (The)  | 4,707         | 182,914             |
| Kellogg Co.  | 31,044        | 1,528,296           |
| Kraft Foods, Inc., Class A                                     | 45,977        | 1,207,816           |
| Tyson Foods, Inc., Class A                                     | 70,336        | 888,344             |
|  |               | <b>\$ 4,592,706</b> |
| <b>Gas Utilities 0.1%</b>                                      |               |                     |
| Nicor, Inc.  | 13,905        | \$ 508,784          |

|   |             |                     |
|---|-------------|---------------------|
|   |             | <b>\$ 508,784</b>   |
| <b>Health Care Equipment &amp; Supplies</b>         | <b>2.2%</b> |                     |
| Baxter International, Inc.                          | 54,030      | \$ 3,080,250        |
| Boston Scientific Corp. <sup>(1)</sup>              | 136,100     | 1,441,299           |
| Covidien PLC  | 7,294       | 315,539             |
| Medtronic, Inc.                                     | 78,323      | 2,882,286           |
| Zimmer Holdings, Inc. <sup>(1)</sup>                | 3,810       | 203,645             |
|   |             | <b>\$ 7,923,019</b> |
| <b>Health Care Providers &amp; Services</b>         | <b>1.8%</b> |                     |
| Laboratory Corp. of America Holdings <sup>(1)</sup> | 9,283       | \$ 609,893          |
| McKesson Corp.                                      | 16,377      | 975,250             |
| Medco Health Solutions, Inc. <sup>(1)</sup>         | 45,923      | 2,540,001           |
| Quest Diagnostics, Inc.                             | 7,850       | 409,692             |
| UnitedHealth Group, Inc.                            | 76,435      | 1,913,932           |
|   |             | <b>\$ 6,448,768</b> |
| <b>Hotels, Restaurants &amp; Leisure</b>            | <b>1.6%</b> |                     |
| Marriott International, Inc., Class A               | 40,086      | \$ 1,105,973        |
| McDonald's Corp.                                    | 52,268      | 2,982,935           |
| Starwood Hotels & Resorts Worldwide, Inc.           | 6,880       | 227,246             |

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| <b>Security</b>                           | <b>Shares</b> | <b>Value</b>         |
|---|---------------|----------------------|
| Wyndham Worldwide Corp.                   | 18,350        | \$ 299,472           |
| Yum! Brands, Inc.                         | 35,271        | 1,190,749            |
|   |               | <b>\$ 5,806,375</b>  |
| <b>Household Durables 1.0%</b>            |               |                      |
| Black & Decker Corp.                      | 6,526         | \$ 302,089           |
| D.R. Horton, Inc.                         | 22,646        | 258,391              |
| KB Home                                   | 13,566        | 225,331              |
| Leggett & Platt, Inc.                     | 1,988         | 38,567               |
| Lennar Corp., Class A                     | 21,018        | 299,506              |
| Newell Rubbermaid, Inc.                   | 76,798        | 1,204,961            |
| Pulte Homes, Inc.                         | 20,311        | 223,218              |
| Whirlpool Corp.                           | 16,113        | 1,127,265            |
|   |               | <b>\$ 3,679,328</b>  |
| <b>Household Products 2.0%</b>            |               |                      |
| Clorox Co. (The)                          | 14,476        | \$ 851,479           |
| Procter & Gamble Co.                      | 113,659       | 6,583,129            |
|   |               | <b>\$ 7,434,608</b>  |
| <b>Industrial Conglomerates 2.3%</b>      |               |                      |
| 3M Co.                                    | 3,056         | \$ 225,533           |
| General Electric Co.                      | 406,584       | 6,676,109            |
| Textron, Inc.                             | 73,458        | 1,394,233            |
|   |               | <b>\$ 8,295,875</b>  |
| <b>Insurance 3.1%</b>                     |               |                      |
| ACE, Ltd. <sup>(1)</sup>                  | 3,764         | \$ 201,223           |
| Allianz SE ADR                            | 12,863        | 160,530              |
| AON Corp.                                 | 26,692        | 1,086,098            |
| Cincinnati Financial Corp.                | 34,819        | 904,946              |
| First American Corp.                      | 13,676        | 442,692              |
| Marsh & McLennan Cos., Inc.               | 50,188        | 1,241,149            |
| MetLife, Inc.                             | 64,118        | 2,440,972            |
| PartnerRe, Ltd.                           | 5,273         | 405,705              |
| Principal Financial Group, Inc.           | 45,241        | 1,239,151            |
| Prudential Financial, Inc.                | 7,082         | 353,463              |
| Torchmark Corp.                           | 1,726         | 74,960               |
| Travelers Companies, Inc. (The)           | 57,879        | 2,849,383            |
|   |               | <b>\$ 11,400,272</b> |
| <b>Internet &amp; Catalog Retail 0.1%</b> |               |                      |

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|   |             |    |                  |
|---|-------------|----|------------------|
| Amazon.com, Inc. <sup>(1)</sup>               | 3,454       | \$ | 322,465          |
|   |             | \$ | <b>322,465</b>   |
| <b>Internet Software &amp; Services</b>       | <b>2.0%</b> |    |                  |
| Akamai Technologies, Inc. <sup>(1)</sup>      | 14,453      | \$ | 284,435          |
| Google, Inc., Class A <sup>(1)</sup>          | 11,962      |    | 5,931,358        |
| VeriSign, Inc. <sup>(1)</sup>                 | 43,013      |    | 1,018,978        |
|   |             | \$ | <b>7,234,771</b> |
| <b>IT Services</b>                            | <b>0.2%</b> |    |                  |
| Fidelity National Information Services, Inc.  | 33,633      | \$ | 857,978          |
|   |             | \$ | <b>857,978</b>   |
| <b>Leisure Equipment &amp; Products</b>       | <b>0.3%</b> |    |                  |
| Mattel, Inc.                                  | 54,845      | \$ | 1,012,439        |
|   |             | \$ | <b>1,012,439</b> |
| <b>Life Sciences Tools &amp; Services</b>     | <b>0.4%</b> |    |                  |
| Thermo Fisher Scientific, Inc. <sup>(1)</sup> | 31,697      | \$ | 1,384,208        |
|   |             | \$ | <b>1,384,208</b> |

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|  | <b>Shares</b> | <b>Value</b>        |
|--|---------------|---------------------|
| <b>Security</b>                                |               |                     |
| <b>Machinery 0.9%</b>                          |               |                     |
| Caterpillar, Inc.                              | 12,685        | \$ 651,121          |
| Eaton Corp.                                    | 24,497        | 1,386,285           |
| Ingersoll-Rand Co., Ltd., Class A              | 20,899        | 640,972             |
| Snap-On, Inc.                                  | 6,380         | 221,769             |
| Stanley Works (The)                            | 5,820         | 248,456             |
|  |               | <b>\$ 3,148,603</b> |
| <b>Media 2.5%</b>                              |               |                     |
| Comcast Corp., Class A                         | 189,724       | \$ 3,204,438        |
| Interpublic Group of Cos., Inc. <sup>(1)</sup> | 54,079        | 406,674             |
| McGraw-Hill Cos., Inc. (The)                   | 28,238        | 709,903             |
| Omnicom Group, Inc.                            | 39,439        | 1,456,877           |
| Time Warner, Inc.                              | 4,989         | 143,584             |
| Walt Disney Co. (The)                          | 110,516       | 3,034,769           |
|  |               | <b>\$ 8,956,245</b> |
| <b>Metals &amp; Mining 0.8%</b>                |               |                     |
| AK Steel Holding Corp.                         | 19,644        | \$ 387,576          |
| Allegheny Technologies, Inc.                   | 16,248        | 568,518             |
| Nucor Corp.                                    | 32,315        | 1,519,128           |
| United States Steel Corp.                      | 12,709        | 563,898             |
|  |               | <b>\$ 3,039,120</b> |
| <b>Multi-Utilities 2.3%</b>                    |               |                     |
| Centerpoint Energy, Inc.                       | 17,504        | \$ 217,575          |
| CMS Energy Corp.                               | 138,909       | 1,861,381           |
| Dominion Resources, Inc.                       | 31,981        | 1,103,344           |
| DTE Energy Co.                                 | 10,342        | 363,418             |
| Integrus Energy Group, Inc.                    | 10,554        | 378,783             |
| NiSource, Inc.                                 | 33,766        | 469,010             |
| Public Service Enterprise Group, Inc.          | 73,567        | 2,312,946           |
| TECO Energy, Inc.                              | 92,229        | 1,298,584           |
| Xcel Energy, Inc.                              | 12,009        | 231,053             |
|  |               | <b>\$ 8,236,094</b> |
| <b>Multiline Retail 0.9%</b>                   |               |                     |
| Big Lots, Inc. <sup>(1)</sup>                  | 21,190        | \$ 530,174          |
| Macy's, Inc.                                   | 83,584        | 1,528,751           |
| Nordstrom, Inc.                                | 41,243        | 1,259,561           |
|  |               | <b>\$ 3,318,486</b> |

**Oil, Gas & Consumable Fuels 10.4%**

|  |         |           |                   |
|--|---------|-----------|-------------------|
| Alpha Natural Resources, Inc. <sup>(1)</sup> | 9,520   | \$        | 334,152           |
| Chevron Corp.                                | 103,429 |           | 7,284,504         |
| ConocoPhillips                               | 52,727  |           | 2,381,151         |
| El Paso Corp.                                | 53,383  |           | 550,913           |
| EOG Resources, Inc.                          | 28,989  |           | 2,420,871         |
| Exxon Mobil Corp.                            | 214,921 |           | 14,745,730        |
| Occidental Petroleum Corp.                   | 53,978  |           | 4,231,875         |
| Peabody Energy Corp.                         | 30,923  |           | 1,150,954         |
| Petrohawk Energy Corp. <sup>(1)</sup>        | 16,345  |           | 395,712           |
| Pioneer Natural Resources Co.                | 31,168  |           | 1,131,087         |
| Range Resources Corp.                        | 22,418  |           | 1,106,553         |
| Tesoro Corp.                                 | 35,498  |           | 531,760           |
| Williams Cos., Inc.                          | 93,802  |           | 1,676,242         |
|  |         | <b>\$</b> | <b>37,941,504</b> |

**Paper & Forest Products 0.1%**

|                         |        |           |                |
|-------------------------|--------|-----------|----------------|
| International Paper Co. | 23,471 | \$        | 521,760        |
|                         |        | <b>\$</b> | <b>521,760</b> |

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| <b>Security</b>  | <b>Shares</b> | <b>Value</b>         |
|--|---------------|----------------------|
| <b>Personal Products 0.5%</b>                            |               |                      |
| Alberto-Culver Co.                                       | 6,250         | \$ 173,000           |
| Estee Lauder Cos., Inc., Class A                         | 45,196        | 1,675,868            |
|  |               | <b>\$ 1,848,868</b>  |
| <b>Pharmaceuticals 7.4%</b>                              |               |                      |
| Abbott Laboratories                                      | 87,147        | \$ 4,311,162         |
| Bristol-Myers Squibb Co.                                 | 134,922       | 3,038,443            |
| Johnson & Johnson  | 115,620       | 7,040,102            |
| Merck & Co., Inc.  | 103,885       | 3,285,883            |
| Pfizer, Inc.   | 340,804       | 5,640,306            |
| Schering-Plough Corp.                                    | 65,508        | 1,850,601            |
| Wyeth  | 38,849        | 1,887,284            |
|  |               | <b>\$ 27,053,781</b> |
| <b>Professional Services 0.3%</b>                        |               |                      |
| Monster Worldwide, Inc. <sup>(1)</sup>                   | 19,900        | \$ 347,852           |
| Robert Half International, Inc.                          | 28,288        | 707,766              |
|  |               | <b>\$ 1,055,618</b>  |
| <b>Real Estate Investment Trusts (REITs) 0.8%</b>        |               |                      |
| Apartment Investment & Management Co., Class A           | 40,335        | \$ 594,941           |
| Host Hotels & Resorts, Inc.                              | 41,748        | 491,374              |
| Kimco Realty Corp.                                       | 78,276        | 1,020,719            |
| Plum Creek Timber Co., Inc.                              | 12,612        | 386,432              |
| ProLogis   | 41,966        | 500,235              |
|  |               | <b>\$ 2,993,701</b>  |
| <b>Real Estate Management &amp; Development 0.2%</b>     |               |                      |
| CB Richard Ellis Group, Inc., Class A <sup>(1)</sup>     | 55,825        | \$ 655,385           |
|  |               | <b>\$ 655,385</b>    |
| <b>Road &amp; Rail 0.7%</b>                              |               |                      |
| CSX Corp.  | 22,133        | \$ 926,487           |
| JB Hunt Transport Services, Inc.                         | 6,943         | 223,079              |
| Norfolk Southern Corp.                                   | 31,164        | 1,343,480            |
|  |               | <b>\$ 2,493,046</b>  |
| <b>Semiconductors &amp; Semiconductor Equipment 2.9%</b> |               |                      |
| Analog Devices, Inc.                                     | 12,606        | \$ 347,673           |
| Applied Materials, Inc.                                  | 180,620       | 2,420,308            |

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|  |         |                      |
|--|---------|----------------------|
| Intel Corp.                                    | 246,609 | 4,826,138            |
| MEMC Electronic Materials, Inc. <sup>(1)</sup> | 58,096  | 966,137              |
| Microchip Technology, Inc.                     | 37,840  | 1,002,760            |
| NVIDIA Corp. <sup>(1)</sup>                    | 46,376  | 697,031              |
| Teradyne, Inc. <sup>(1)</sup>                  | 34,622  | 320,254              |
|  |         | <b>\$ 10,580,301</b> |

**Software 4.1%**

|                                     |         |                      |
|-------------------------------------|---------|----------------------|
| Citrix Systems, Inc. <sup>(1)</sup> | 7,719   | \$ 302,817           |
| Microsoft Corp.                     | 371,777 | 9,625,307            |
| Novell, Inc. <sup>(1)</sup>         | 45,275  | 204,190              |
| Oracle Corp.                        | 176,492 | 3,678,093            |
| Quest Software, Inc. <sup>(1)</sup> | 11,338  | 191,045              |
| Symantec Corp. <sup>(1)</sup>       | 56,043  | 923,028              |
|                                     |         | <b>\$ 14,924,480</b> |

**Specialty Retail 1.8%**

|  |        |            |
|--|--------|------------|
| Abercrombie & Fitch Co., Class A       | 12,165 | \$ 399,985 |
| GameStop Corp., Class A <sup>(1)</sup> | 2,593  | 68,637     |
| Home Depot, Inc.                       | 67,495 | 1,798,067  |
| Limited Brands, Inc.                   | 19,874 | 337,659    |
| RadioShack Corp.                       | 19,049 | 315,642    |
| Sherwin-Williams Co. (The)             | 13,337 | 802,354    |



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|   |                                |                         |                            |                       |
|---|--------------------------------|-------------------------|----------------------------|-----------------------|
| <b>Security</b>   | <b>Shares</b>                  | <b>Value</b>            |                            |                       |
| Staples, Inc.   | 88,922                         | \$ 2,064,769            |                            |                       |
| Tiffany & Co.   | 23,218                         | 894,589                 |                            |                       |
|   |                                | <b>\$ 6,681,702</b>     |                            |                       |
| <b>Textiles, Apparel &amp; Luxury Goods 0.8%</b>                    |                                |                         |                            |                       |
| Jones Apparel Group, Inc.   | 12,042                         | \$ 215,913              |                            |                       |
| NIKE, Inc., Class B   | 39,691                         | 2,568,008               |                            |                       |
|   |                                | <b>\$ 2,783,921</b>     |                            |                       |
| <b>Tobacco 1.7%</b>   |                                |                         |                            |                       |
| Altria Group, Inc.  | 63,988                         | \$ 1,139,626            |                            |                       |
| Philip Morris International, Inc.                                   | 102,030                        | 4,972,942               |                            |                       |
|   |                                | <b>\$ 6,112,568</b>     |                            |                       |
| <b>Trading Companies &amp; Distributors 0.1%</b>                    |                                |                         |                            |                       |
| Fastenal Co.  | 6,000                          | \$ 232,200              |                            |                       |
|   |                                | <b>\$ 232,200</b>       |                            |                       |
| <b>Wireless Telecommunication Services 0.1%</b>                     |                                |                         |                            |                       |
| Vodafone Group PLC ADR  | 9,067                          | \$ 204,008              |                            |                       |
|   |                                | <b>\$ 204,008</b>       |                            |                       |
| <b>Total Common Stocks<br/>(identified cost \$316,425,326)</b>      |                                | <b>\$ 366,914,768</b>   |                            |                       |
| <b>Total Investments 100.9%<br/>(identified cost \$316,425,326)</b> |                                | <b>\$ 366,914,768</b>   |                            |                       |
| <b>Covered Call Options Written (1.1)%</b>                          |                                |                         |                            |                       |
| <b>Description</b>  | <b>Number<br/>of Contracts</b> | <b>Strike<br/>Price</b> | <b>Expiration<br/>Date</b> | <b>Value</b>          |
| S&P 500 Index   | 904                            | \$ 1,065                | 10/17/09                   | \$ (1,283,680)        |
| S&P 500 Index   | 1,488                          | 1,075                   | 10/17/09                   | (1,636,800)           |
| S&P 500 Index   | 1,056                          | 1,080                   | 10/17/09                   | (938,784)             |
|   |                                |                         |                            | <b>\$ (3,859,264)</b> |

**Total Covered Call Options Written**  
**(premiums received \$6,178,121)**

**Other Assets, Less Liabilities 0.2%** **\$ 726,612**

**Net Assets 100.0%** **\$ 363,782,116**

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

ADR - American Depositary Receipt

(1) Non-income producing security.

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The cost and unrealized appreciation (depreciation) of investments of the Fund at September 30, 2009, as determined on a federal income tax basis, were as follows:

|                                    |                       |
|------------------------------------|-----------------------|
| <b>Aggregate cost</b>              | <b>\$ 316,424,056</b> |
| Gross unrealized appreciation      | \$ 64,908,070         |
| Gross unrealized depreciation      | (14,417,358)          |
| <b>Net unrealized appreciation</b> | <b>\$ 50,490,712</b>  |

Written call options activity for the fiscal year to date ended September 30, 2009 was as follows:

|   | <b>Number<br/>of Contracts</b> | <b>Premiums<br/>Received</b> |
|---|--------------------------------|------------------------------|
| Outstanding, beginning of period                    | 3,688                          | \$ 14,192,036                |
| Options written                                     | 33,142                         | 74,785,542                   |
| Options terminated in closing purchase transactions | (33,382)                       | (82,799,457)                 |
| <b>Outstanding, end of period</b>                   | <b>3,448</b>                   | <b>\$ 6,178,121</b>          |

All of the assets of the Fund are subject to segregation to satisfy the requirements of the escrow agent. At September 30, 2009, 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 objective. The Fund generally intends to write index call options above the current value of an 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, 2009, the aggregate fair value of 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 \$3,859,264.

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)

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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, 2009, the inputs used in valuing the Fund's investments, which are carried at value, were as follows:

| <b>Asset Description</b>         | <b>Quoted Prices<br/>in<br/>Active<br/>Markets for<br/>Identical<br/>Assets<br/>(Level 1)</b> | <b>Significant<br/>Other<br/>Observable<br/>Inputs<br/>(Level 2)</b> | <b>Significant<br/>Unobservable<br/>Inputs<br/>(Level 3)</b> | <b>Total</b>          |
|----------------------------------|---|--|--|-----------------------|
| Common Stocks                    | \$ 366,914,768  | \$   | \$   | \$ 366,914,768        |
| <b>Total Investments</b>         | <b>\$ 366,914,768</b>   | <b>\$</b>  | <b>\$</b>  | <b>\$ 366,914,768</b> |
| <br><b>Liability Description</b> |   |  |  |                       |
| Covered Call Options Written     | \$ (3,859,264)  | \$   | \$   | \$ (3,859,264)        |
| <b>Total</b>                     | <b>\$ (3,859,264)</b>   | <b>\$</b>  | <b>\$</b>  | <b>\$ (3,859,264)</b> |

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, 2008 whose fair value was determined using Level 3 inputs.

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.

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**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.

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**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 23, 2009

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 23, 2009

By: /s/ Barbara E. Campbell

Barbara E. Campbell  
Treasurer

Date: November 23, 2009