

EATON VANCE MASSACHUSETTS MUNICIPAL INCOME TRUST  
Form SC TO-C  
October 05, 2015

**AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 5, 2015**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(D)(1) or 13(E)(1) of the  
Securities Exchange Act Of 1934**

**Eaton Vance Massachusetts Municipal Income Trust**

(Name of Subject Company (Issuer))

**Eaton Vance Massachusetts Municipal Income Trust**

(Name of Filing Person (Issuer))

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

(Title of Class of Securities)

**27826E203**

(CUSIP Number of Class of Securities)

**Maureen A. Gemma, Esquire**

**Eaton Vance Management**

**Two International Place**

**Boston, Massachusetts 02110**

**(617) 482-8260**

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

**Transaction Valuation\***  
Not Applicable

**Amount Of Filing Fee\***  
Not Applicable

\*

No Filing fee is required because this filing includes only preliminary communications made before the commencement of a tender offer.

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

Amount Previously Paid:

Filing Party:

Not Applicable

Not Applicable

Form of Registration No.:

Date Filed:

Not Applicable

Not Applicable

[x]

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

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

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

[x]

issuer tender offer subject to Rule 13e-4.

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

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

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

**Items 1-11.**

Not Applicable.

**Item 12. Exhibits.**

**Exhibit No.    Document**

99.1            Press release issued by the Fund dated October 5, 2015

**Item 13.**

Not Applicable.

**Exhibit Index**

**Exhibit No.**

**Document**

99.1

Press Release issued by the Fund dated October 5, 2015

3