

Edgar Filing: MFS HIGH YIELD MUNICIPAL TRUST - Form DEFA14A

MFS HIGH YIELD MUNICIPAL TRUST  
Form DEFA14A  
October 02, 2008

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FILED BY THE REGISTRANT

FILED BY A PARTY OTHER  
THAN THE REGISTRANT

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CHECK THE APPROPRIATE BOX:

- Preliminary Proxy Statement  
 Confidential for Use of the Commission Only (as permitted  
by Rule 14a-6(e)(2))  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

MFS(R) High Income Municipal Trust  
MFS(R) High Yield Municipal Trust

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total Fee Paid:

Fee paid previously with preliminary materials.

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

- 1) Amount previously paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
-

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M F S (SM)  
INVESTMENT MANAGEMENT (R)

URGENT NOTICE REGARDING YOUR INVESTMENT IN  
MFS (R) HIGH INCOME MUNICIPAL TRUST  
MFS (R) HIGH YIELD MUNICIPAL TRUST

October 2, 2008

Dear Valued Shareholder:

WE NEED YOUR HELP. Our most current records indicate that we have not received your important proxy vote for the Annual Meeting of Shareholders of one of the above Funds scheduled for October 9, 2008.

If you have voted your proxy since this letter was mailed, we thank you for your participation. IF YOU HAVE NOT YET VOTED, PLEASE UNDERSTAND THAT IT IS CRITICAL THAT WE RECEIVE YOUR VOTE SO THAT WE MAY COMPLETE THE BUSINESS OF THIS ANNUAL MEETING WITHOUT DELAY.

WE HAVE ENCLOSED FOR YOU ANOTHER COPY OF YOUR PROXY BALLOT. Please take a moment now to complete that ballot with your voting instructions and insert it into the postage paid envelope we have provided. Alternatively you may vote using one of the other two methods listed below.

Should you have any questions regarding the agenda please do not hesitate to call our proxy voting information line toll-free at 1-888-605-8354. Representatives are available to assist you Monday through Friday 9 a.m. to 10 p.m. Eastern Time.

PLEASE VOTE YOUR SHARES TODAY

Thank you in advance for your participation.

Sincerely,

/s/ Robert J. Manning

Robert J. Manning, President

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VOTING METHODS:

1. VOTE BY MAIL. Please mark the enclosed proxy ballot(s), sign and date the ballot(s) and return in the postage-paid envelope provided.
2. VOTE BY TOUCH-TONE PHONE. You may cast your vote using the automated telephone system by calling the toll-free number found on the enclosed proxy ballot(s).
3. VOTE VIA THE INTERNET. You may cast your vote using the Internet by logging onto [www.proxyvote.com](http://www.proxyvote.com) and follow the simple instructions after entering the control number located on your proxy card(s).

YOUR VOTE IS IMPORTANT! PLEASE TAKE A MOMENT NOW TO CAST YOUR PROXY VOTE.  
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MFS Investment Management  
500 Boylston Street, Boston, MA 02116

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M F S (SM)  
INVESTMENT MANAGEMENT (R)

URGENT NOTICE REGARDING YOUR INVESTMENT IN  
MFS (R) HIGH INCOME MUNICIPAL TRUST  
MFS (R) HIGH YIELD MUNICIPAL TRUST

October 2, 2008

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/s/ Robert J. Manning

Robert J. Manning, President

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1. VOTE BY MAIL. Please mark the enclosed proxy ballot(s), sign and date the ballot(s) and return in the postage-paid envelope provided.
2. VOTE BY PHONE (LIVE OPERATOR). To vote your shares by phone please call 1-888-605-8354 Monday through Friday 9 a.m. to 10 p.m. Eastern Time.
3. VOTE BY TOUCH-TONE PHONE. You may cast your vote using the automated telephone system by calling the toll-free number found on the enclosed proxy ballot(s).
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MFS Investment Management  
500 Boylston Street, Boston, MA 02116

MFS INVESTMENT MANAGEMENT

Using a BLACK INK pen, mark your votes with an X as shown in [X]  
this example. Please do not write outside the designated areas.

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ANNUAL MEETING PROXY CARD  
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\ / PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE

[A] PROPOSALS -- THE TRUSTEES OF YOUR TRUST RECOMMEND THAT YOU VOTE IN FAVOR OF ITEMS 1-3.

1. Election of Directors: 01 - William R. Gutow 02 - Michael Hegarty 03 - Robert W  
04 - J. Atwood Ives 05 - Laurie J. Thomsen

[ ] MARK HERE TO VOTE FOR ALL NOMINEES

[ ] MARK HERE TO WITHHOLD VOTE FROM ALL NOMINEES

[ ] FOR ALL EXCEPT - To withhold a vote for one or more nominees, mark the box to the left and the corresponding numbered box(es) to the right.

	01	02	03	04
[ ]	[ ]	[ ]	[ ]	[ ]

2. To approve an amended and restated Declaration of Trust for each Trust.

	FOR	AGAINST	ABSTAIN	
[ ]	[ ]	[ ]	[ ]	3. To amend or remove certain fundamental investment policies of the Trusts.

4. To transact such other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof.

[B] AUTHORIZED SIGNATURES -- THIS SECTION MUST BE COMPLETED FOR YOUR VOTE TO BE COUNTED. -- DATE

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, administrator, corporate officer, trustee, guardian, or custodian, please give full title. If a corporation, sign in full corporate name and indicate the signer's office. If a partnership, sign in the partnership name.

Date (mm/dd/yyyy) -- Please print date below. Signature 1 -- Please keep signature within the box. Signature 2 --

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\ / PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE

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PROXY -- MFS INVESTMENT MANAGEMENT  
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MFS(R) HIGH INCOME MUNICIPAL TRUST - PREFERRED SHARES  
MFS(R) HIGH YIELD MUNICIPAL TRUST - PREFERRED SHARES  
MFS(R) INVESTMENT GRADE MUNICIPAL TRUST - PREFERRED SHARES

500 BOYLSTON STREET, BOSTON, MASSACHUSETTS 02116

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF EACH TRUST

NOTICE OF THE 2008 ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON OCTOBER 9, 2008

The signer of this proxy card hereby appoints Christopher R. Bohane, Timothy M. Fagan, Mark D. Fi Langenfeld, Susan S. Newton, and Susan A. Pereira and each of them separately, proxies, with power hereby authorizes each of them to represent, and to vote, as designated on the reverse side, at the Shareholders of the above-referenced Trusts, on Thursday, October 9, 2008 at 9:30 a.m., Boston ti adjournments thereof, all of the preferred shares of the Trust that the undersigned would be enti personally present.

Each trust will hold its meeting simultaneously with each other Trust. Shareholders of each Trust

Only a Trust's shareholders of record on August 4, 2008 will be entitled to vote at the Trust's M

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE SIGNING SHAR DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE PROPOSALS. IN THEIR DISCRETION, THE PROXIES A UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING. THE TRUSTEES RECOMMEND A VOTE FO REVERSE SIDE.

YOUR VOTE IS IMPORTANT. WE WOULD APPRECIATE YOUR PROMPTLY VOTING, SIGNING AND RETURNING THE ENCL HELP AVOID THE ADDITIONAL EXPENSE OF A SECOND SOLICITATION FOR YOUR TRUST. THE ENCLOSED ADDRESSED POSTAGE AND IS PROVIDED FOR YOUR CONVENIENCE.

PLEASE SIGN AND DATE ON THE REVERSE SIDE