

MFS MULTIMARKET INCOME TRUST
Form DEF 14A
August 21, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
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

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) of sec. 240.14a-12

MFS CALIFORNIA MUNICIPAL FUND

MFS CHARTER INCOME TRUST

MFS GOVERNMENT MARKETS INCOME TRUST

MFS HIGH INCOME MUNICIPAL TRUST

MFS HIGH YIELD MUNICIPAL TRUST

MFS INTERMEDIATE HIGH INCOME FUND

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MFS INTERMEDIATE INCOME TRUST

MFS INVESTMENT GRADE MUNICIPAL TRUST

MFS MULTIMARKET INCOME TRUST

MFS MUNICIPAL INCOME TRUST

MFS SPECIAL VALUE TRUST

(Names of Registrants as Specified in their Charters)

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

Payment of Filing Fee (Check the Appropriate Box):

- x 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:

MFS[®] CALIFORNIA MUNICIPAL FUND

MFS[®] CHARTER INCOME TRUST

MFS[®] GOVERNMENT MARKETS INCOME TRUST

MFS[®] HIGH INCOME MUNICIPAL TRUST

MFS[®] HIGH YIELD MUNICIPAL TRUST

MFS[®] INTERMEDIATE HIGH INCOME FUND

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MFS[®] INVESTMENT GRADE MUNICIPAL TRUST

MFS[®] MULTIMARKET INCOME TRUST

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MFS[®] SPECIAL VALUE TRUST

111 Huntington Avenue, Boston, Massachusetts 02199

Notice of the 2015 Annual Meeting of Shareholders

To be held on October 1, 2015

The 2015 Annual Meeting of Shareholders (the Meeting) of each of the above referenced trusts (each, a Trust or Fund and collectively, the Trusts or Funds) will be held at 111 Huntington Avenue, Boston, Massachusetts 02199, at 10:30 a.m. on Thursday, October 1, 2015, for the following purposes:

ITEM 1. To elect Trustees to the Board of Trustees of each Trust as outlined below:

- a. for each of MFS Charter Income Trust, MFS Government Markets Income Trust, MFS Intermediate High Income Fund, MFS Intermediate Income Trust, MFS Multimarket Income Trust, and MFS Special Value Trust:
 - i) three Trustees, Robert E. Butler, David H. Gunning and Robin A. Stelmach to be elected by shareholders of each Trust; and

- b. for each of MFS California Municipal Fund, MFS High Income Municipal Trust, MFS High Yield Municipal Trust, MFS Investment Grade Municipal Trust, and MFS Municipal Income Trust:
 - i) three Trustees, Robert E. Butler, David H. Gunning and Robin A. Stelmach to be elected by common and preferred shareholders of each Trust, voting together as a single class; and
 - ii) two Trustees, John P. Kavanaugh and Laurie J. Thomsen, to be elected by preferred shareholders only, voting as a separate class; and

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ITEM 2. To transact such other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof. This notice and the related proxy materials are being mailed to Shareholders on or about August 21, 2015.

THE TRUSTEES OF YOUR TRUST RECOMMEND THAT YOU VOTE IN FAVOR OF ITEM 1.

It is anticipated that each Trust will hold its Meeting simultaneously with each other Trust. Shareholders of each Trust will vote separately on each item.

Only a Trust's shareholders of record as of the close of business on July 31, 2015 will be entitled to receive notice of and to vote at that Trust's Meeting or any adjournment(s) or postponement(s) thereof.

By order of the Board of Trustees

SUSAN S. NEWTON

Assistant Secretary and Assistant Clerk

August 21, 2015

YOUR VOTE IS IMPORTANT. WE WOULD APPRECIATE YOUR PROMPTLY VOTING, SIGNING AND RETURNING THE ENCLOSED PROXY SO THAT IT IS RECEIVED BY THE DATE OF THE MEETING OR RECORDING YOUR VOTING INSTRUCTIONS BY TELEPHONE OR VIA THE INTERNET BY 10:00 A.M., EASTERN TIME, ON THE DATE OF THE MEETING, WHICH WILL HELP AVOID THE ADDITIONAL EXPENSE OF A SECOND SOLICITATION FOR EACH TRUST. THE ENCLOSED ADDRESSED ENVELOPE REQUIRES NO POSTAGE AND IS PROVIDED FOR YOUR CONVENIENCE.

MFS[®] CALIFORNIA MUNICIPAL FUNDMFS[®] CHARTER INCOME TRUSTMFS[®] GOVERNMENT MARKETS INCOME TRUSTMFS[®] HIGH INCOME MUNICIPAL TRUSTMFS[®] HIGH YIELD MUNICIPAL TRUSTMFS[®] INTERMEDIATE HIGH INCOME FUNDMFS[®] INTERMEDIATE INCOME TRUSTMFS[®] INVESTMENT GRADE MUNICIPAL TRUSTMFS[®] MULTIMARKET INCOME TRUSTMFS[®] MUNICIPAL INCOME TRUSTMFS[®] SPECIAL VALUE TRUST

Proxy Statement

This Proxy Statement is furnished in connection with the solicitation of proxies by and on behalf of the Board of Trustees of MFS California Municipal Fund, MFS Charter Income Trust, MFS Government Markets Income Trust, MFS High Income Municipal Trust, MFS High Yield Municipal Trust, MFS Intermediate High Income Fund, MFS Intermediate Income Trust, MFS Investment Grade Municipal Trust, MFS Multimarket Income Trust, MFS Municipal Income Trust, and MFS Special Value Trust, (each, a Trust or Fund and collectively, the Trusts or Funds) to be used at the Meeting of Shareholders of each Trust (each, a Meeting) to be held at 10:30 a.m. on October 1, 2015 at 111 Huntington Avenue, Boston, Massachusetts 02199, for the purposes set forth in the accompanying Notice of the 2015 Annual Meeting of Shareholders (the Notice). Information regarding the Board of Trustees can be found in the section of this Proxy Statement entitled Election of Trustees. If the enclosed form of proxy is executed and returned, it may nevertheless be revoked prior to its exercise by a signed writing filed with the proxy tabulation agent, Computershare Trust Company, N.A. (Computershare), c/o Proxy Tabulator, PO Box 9043, Smithtown, New York, 11787-9831, or delivered at a Meeting. On July 31, 2015, the following number of shares was outstanding for each Trust:

Trust	# of Common Shares Outstanding	# of Preferred Shares Outstanding
MFS California Municipal Fund	2,786,238	977
MFS Charter Income Trust	52,984,571	N/A
MFS Government Markets Income Trust	32,601,117	N/A
MFS High Income Municipal Trust	31,503,658	3,900
MFS High Yield Municipal Trust	28,299,692	3,000
MFS Intermediate High Income Fund	20,941,507	N/A
MFS Intermediate Income Trust	117,925,635	N/A
MFS Investment Grade Municipal Trust	11,586,957	1,950
MFS Multimarket Income Trust	76,510,762	N/A
MFS Municipal Income Trust	41,187,631	4,550
MFS Special Value Trust	7,084,467	N/A

Shareholders of record at the close of business on July 31, 2015 will be entitled to one vote for each share held, and each fractional share will be entitled to a proportionate fractional vote. Each Trust will vote separately on each item; votes of multiple Trusts will not be aggregated.

The mailing address of each Trust is 111 Huntington Avenue, Boston, Massachusetts 02199. Solicitation of proxies is being made by the mailing of the Notice and this Proxy Statement with its enclosures on or about August 21, 2015. In addition to soliciting proxies by mail, the Trustees of your Trust and employees of Massachusetts Financial Services Company (MFS), your Trust's investment adviser and administrator, may solicit proxies in person or by telephone. The expenses of the preparation of proxy statements and related materials, including printing and delivery costs, and vote solicitation are borne by each Trust.

The Trusts have engaged Computershare to provide shareholder meeting services including the distribution of this Proxy Statement and related materials to shareholders as well as vote solicitation and tracking. It is anticipated that the cost of these services will be \$36,707 and may increase substantially in the event that any vote is contested or increased solicitation efforts are required.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meetings To Be Held on October 1, 2015.

The proxy statement is available at www.MFS.com. Directions to the meetings in order to vote in person are available by telephoning toll-free (800) 225-2606. **If your shares are held by your broker, in order to vote in person at the Meeting you will need to obtain a Legal Proxy from your broker and present it to the Inspector of Election at the Meeting. Also, in order to revoke your proxy, you may need to forward your written revocation or a later-dated proxy card to your broker rather than to the Fund.**

Summary of Items

Item No.	Item Description	Trust
1.a.(i)	Election of Robert E. Butler, David H. Gunning, and Robin A. Stelmach as Trustees of the Trust	MFS Charter Income Trust
		MFS Government Markets Income Trust
		MFS Intermediate High Income Fund
		MFS Intermediate Income Trust
		MFS Multimarket Income Trust
		MFS Special Value Trust
1.b.(i)	Election of Robert E. Butler, David H. Gunning, and Robin A. Stelmach as Trustees of the Trust	Common and Preferred Shareholders of
		MFS California Municipal Fund
		MFS High Income Municipal Trust
		MFS High Yield Municipal Trust
		MFS Investment Grade Municipal Trust
		MFS Municipal Income Trust
1.b.(ii)	Election of John P. Kavanaugh and Laurie J. Thomsen as Trustees of the Trust	Preferred Shareholders of
		MFS California Municipal Fund
		MFS High Income Municipal Trust
		MFS High Yield Municipal Trust

MFS Investment Grade Municipal Trust

MFS Municipal Income Trust

ITEM 1 ELECTION OF TRUSTEES

The Board of Trustees (the Board), which oversees each Trust, provides broad supervision over the affairs of each Trust. Those Trustees who are not interested persons (as defined in the Investment Company Act of 1940, as amended (the 1940 Act)) of your Trust or of MFS are referred to as Independent Trustees throughout this Proxy Statement. MFS is responsible for the investment management of each Trust's assets and for providing a variety of other administrative services to each Trust. The officers of each Trust are responsible for its operations.

The Board consists of twelve trustees, ten of whom are Independent Trustees. An Independent Trustee serves as Chair of the Board. In addition, each of the seven standing Committees of the Board, to which the Board has delegated certain authority and oversight responsibilities, is comprised exclusively of Independent Trustees. For a description of the oversight functions of each of the Committees, see Committees on page 11 of this Proxy Statement. Three of the Committees have as members all of the Independent Trustees, and the remaining four Committees have either four or five Independent Trustees as members. In connection with each of the Board's regular meetings, the Independent Trustees meet separately from MFS with their counsel and with the Trusts' Independent Senior Officer, who is independent of MFS and advises the Independent Trustees regarding contract review, compliance and business matters. The Board reviews its leadership structure periodically and believes that its structure is appropriate to enable the Board to exercise its oversight of the Trusts.

The Trusts have retained MFS as the Trusts' investment adviser and administrator. MFS provides the Trusts with investment advisory services, and is responsible for day-to-day administration of the Trusts and management of the risks that arise from the Trusts' investments and operations. Certain employees of MFS serve as the Trusts' officers, including the Trusts' principal executive officer and principal financial and accounting officer. The Board provides oversight of the services provided by MFS and its affiliates, including the risk management activities of MFS and its affiliates. In addition, each Committee of the Board provides oversight of risk management activities with respect to the particular activities within the Committee's purview. In the course of providing oversight, the Board and the Committees receive a wide range of reports on the Trusts' activities, including each Trusts' investment portfolio, the compliance of the Trusts with applicable laws, and the Funds' financial accounting and reporting. The Board and the relevant Committees meet periodically with MFS' Chief Risk Officer, and MFS' Chief Investment Risk Officer to receive reports on MFS and its affiliates' risk management activities, including their efforts to (i) identify key risks that could adversely affect the MFS Funds or MFS; (ii) implement processes and controls to mitigate such key risks; and (iii) monitor business and market conditions in order to facilitate the processes in (i) and (ii) above. In addition, the Board and the relevant Committees oversee the risk management activities related to the key risks associated with services provided by various non-affiliated service providers through the receipt of reports prepared by MFS, and, in certain circumstances, through the receipt of reports directly from service providers, such as in the case of each MFS Fund's auditor, custodian, and pricing service providers. The Board also meets regularly with the Trusts' Chief Compliance Officer to receive reports regarding the compliance of the Trusts with the federal securities laws and the Trusts' internal compliance policies and procedures. In addition, the Board meets periodically with the portfolio managers of the Trusts to receive reports regarding the management of the Trusts, including their investment risks.

Effective as of the election and qualification of the nominees at the 2015 Annual Meeting of Shareholders, the Board has fixed the number of Trustees of each Trust at twelve. Under the provisions of each Trust's Declaration of Trust, the Trustees are divided into three classes, each having a term of three years. Under

the terms of the Boards' retirement policy, a Trustee shall retire at the end of the calendar year in which he or she reaches 73 years of age, provided that the Board may, in its discretion, extend the term of such Trustee for a maximum of two additional one-year periods.

For each of MFS Charter Income Trust, MFS Government Markets Income Trust, MFS Intermediate High Income Fund, MFS Intermediate Income Trust, MFS Multimarket Income Trust, and MFS Special Value Trust, the Nomination and Compensation Committee has selected and nominated, and recommended that the Board nominate, for election by shareholders, Robert E. Butler, David H. Gunning and Robin A. Stelmach as Trustees of the class whose term will expire at the 2018 Annual Meeting of Shareholders (or special meeting in lieu thereof) of the Trust, in each case, to hold office until his or her successor is elected and qualified. The Board has nominated each of the individuals selected and nominated by the Committee. Each nominee is presently a Trustee of MFS Charter Income Trust, MFS Government Markets Income Trust, MFS Intermediate High Income Fund, MFS Intermediate Income Trust, MFS Multimarket Income Trust, and MFS Special Value Trust and has agreed to serve as a Trustee of each Trust if elected. The Board recommends that you vote in favor of their election.

For each of MFS California Municipal Fund, MFS High Income Municipal Trust, MFS High Yield Municipal Trust, MFS Investment Grade Municipal Trust, and MFS Municipal Income Trust, the Nomination and Compensation Committee has selected and nominated, and recommended that the Board nominate, for election by common and preferred shareholders, voting together as a single class, Robert E. Butler, David H. Gunning and Robin A. Stelmach as Trustees of the class whose term will expire at the 2018 Annual Meeting of Shareholders (or special meeting in lieu thereof) to hold office until his or her successor is elected and qualified. The Nomination and Compensation Committee has also selected and nominated, and recommended that the Board nominate, for election by preferred shareholders only, voting as a separate class, John P. Kavanaugh and Laurie J. Thomsen for a term that will expire at the next annual meeting of shareholders (or special meeting in lieu thereof) to hold office until his or her successor is elected and qualified. The Board has nominated each of the individuals selected and nominated by the Committee. Each nominee is presently a Trustee of MFS California Municipal Fund, MFS High Income Municipal Trust, MFS High Yield Municipal Trust, MFS Investment Grade Municipal Trust, and MFS Municipal Income Trust and has agreed to serve as Trustee of each Trust if elected. The Board recommends that you vote in favor of their election.

It is intended that, absent contrary instructions, proxies will be voted in favor of electing Robert E. Butler, David H. Gunning, Robin A. Stelmach, John P. Kavanaugh and Laurie J. Thomsen. If, before the election, any nominee refuses or is unable to serve, proxies will be voted for a replacement nominee designated by each Trust's current Trustees, or the Trustees may fix the number of Trustees at fewer than twelve for a Trust.

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The following table presents certain information regarding the current Trustees of each Trust, including their principal occupations, which, unless specific dates are shown, are of more than five years duration, although the titles may not have been the same throughout. Additional information about each Trustee follows the table.

Name, Age	Position(s)		Principal Occupations		
	Held	Trustee	Current	During The	Other
	With Trust	Since ⁽¹⁾	Term Expiring	Past Five Years	Directorships ⁽²⁾
INTERESTED TRUSTEES					
Robert J. Manning ⁽³⁾ (Age 51)	Trustee	February 2004	2016	Massachusetts Financial Services Company, Chairman, Co-Chief Executive Officer, and Director; Chief Investment Officer (until 2010)	N/A
Robin A. Stelmach ⁽³⁾ (Age 54)	Trustee and President	January 2014	2015	Massachusetts Financial Services Company, Executive Vice President and Chief Operating Officer	N/A
INDEPENDENT TRUSTEES					
David H. Gunning (Age 73)	Trustee and Chair of Trustees	January 2004	2015 ⁽⁷⁾	Private investor	Lincoln Electric Holdings, Inc. (welding equipment manufacturer), Director; Development Alternatives, Inc. (consulting), Director/Non-Executive Chairman

Name, Age	Position(s)		Principal Occupations		
	Held	Trustee	Current Term	During The	Other
	With Trust	Since ⁽¹⁾	Expiring	Past Five Years	Directorships ⁽²⁾
Steven E. Buller (Age 64)	Trustee	February 2014	2017	Chairman, Financial Accounting Standards Advisory Council; Standing Advisory Group, Public Company Accounting Oversight Board, Member (until 2014); BlackRock, Inc. (investment management), Managing Director (until 2014), BlackRock Finco UK (investment management), Director (until 2014)	N/A
Robert E. Butler (Age 73)	Trustee	January 2006	2015 ⁽⁶⁾	Consultant investment company industry regulatory and compliance matters	N/A
Maureen R. Goldfarb (Age 60)	Trustee	January 2009	2016	Private investor	N/A
William R. Gutow (Age 73)	Trustee	December 1993	2016 ⁽⁶⁾	Private investor and real estate consultant; Capitol Entertainment Management Company (video franchise), Vice Chairman	Texas Donuts (donut franchise), Vice Chairman (until 2010)
Michael Hegarty (Age 70)	Trustee	December 2004	2017	Private investor	Rouse Properties, Inc. (real estate), Director; Capmark Financial Group, Inc. (real estate), Director
John P. Kavanaugh (Age 60)	Trustee	January 2009	2015 ⁽⁴⁾ 2017 ⁽⁵⁾	Private investor	N/A

Name, Age	Position(s)		Principal Occupations		
	Held	Trustee	Current Term	During The	Other
	With Trust	Since ⁽¹⁾	Expiring	Past Five Years	Directorships ⁽²⁾
Maryanne L. Roepke (Age 59)	Trustee	May 2014	2016	American Century Investments (investment management), Senior Vice President and Chief Compliance Officer (until 2014)	N/A
Laurie J. Thomsen (Age 58)	Trustee	March 2005	2015 ⁽⁴⁾ 2016 ⁽⁵⁾	Private Investor; New Profit, Inc. (venture philanthropy), Executive Partner (until 2010)	The Travelers Companies (insurance), Director; Dycom Industries, Inc (since 2015)
Robert W. Uek (Age 74)	Trustee	January 2006	2016 ⁽⁶⁾	Consultant to investment company industry	N/A

(1) Date first appointed to serve as Trustee of an MFS fund. Each Trustee has served continuously since appointment unless indicated otherwise. For the period from December 15, 2004 until February 22, 2005, Mr. Manning served as an Advisory Trustee. Ms. Stelmach was appointed as President of the Funds as of October 1, 2014.

(2) Directorships or trusteeships of companies required to report to the Securities and Exchange Commission (i.e., public companies).

(3) Interested person of the Trust within the meaning of the Investment Company Act of 1940 (referred to as the 1940 Act), which is the principal federal law governing investment companies like the Trusts, as a result of position with MFS. The address of MFS is 111 Huntington Avenue, Boston, Massachusetts 02199.

(4) For each of MFS California Municipal Fund, MFS High Income Municipal Trust, MFS High Yield Municipal Trust, MFS Investment Grade Municipal Trust, and MFS Municipal Income Trust, Mr. Kavanaugh and Ms. Thomsen serve as Trustees elected by the holders of preferred shares for a one-year term.

(5) For each of MFS Charter Income Trust, MFS Government Markets Income Trust, MFS Intermediate High Income Fund, MFS Intermediate Income Trust, MFS Multimarket Income Trust, and MFS Special Value Trust, Mr. Kavanaugh and Ms. Thomsen serve as Trustees elected by holders of common shares for a three-year term.

(6) With respect to Mr. Butler, subject to his election by shareholders, and with respect to Messrs. Gutow and Uek, the Board has agreed to a one-year extension of each Trustee's ability to serve as a Trustee from January 1, 2016 through December 31, 2016 pursuant to the retirement policy.

(7) With respect to Mr. Gunning, subject to his election by shareholders, the Board has agreed to a one-year extension of his ability to serve as a Trustee from January 1, 2016 through December 31, 2016; the Board may extend his term for a second one-year period (through December 31, 2017) pursuant to the retirement policy.

Unless otherwise noted, each current Trustee listed above served as a board member of 132 funds within the MFS Family of Funds (the MFS Funds) as of July 1, 2015. The address of each Trustee is c/o MFS, 111 Huntington Avenue, Boston, Massachusetts 02199.

The following provides an overview of the considerations that led the Board to conclude that each individual serving as a Trustee of the Trust should so serve. The current members of the Board of the MFS Funds have joined the Board at different points in time since 1993. Generally, no one factor was decisive in the original selection of an individual to join the Board. Among the factors the Board considered when

concluding that an individual should serve on the Board were the following: (i) the individual's business and professional experience and accomplishments; (ii) the individual's ability to work effectively with the other members of the Board; (iii) the individual's prior experience, if any, serving on the boards of public companies (including, where relevant, other investment companies) and other complex enterprises and organizations; and (iv) how the individual's skills, experience and attributes would contribute to an appropriate mix of relevant skills and experience on the Board.

In respect of each current Trustee, the individual's substantial professional accomplishments and prior experience, including, in some cases, in fields related to the operations of the MFS Funds, were a significant factor in the determination that the individual should serve as a Trustee of the Trusts. Following is a summary of each Trustee's professional experience and additional considerations that contributed to the Board's conclusion that an individual should serve on the Board:

Steven E. Buller, CPA

Mr. Buller has substantial accounting, investment management, and executive experience at firms within the investment management industry. Mr. Buller was the Chief Financial Officer of BlackRock, Inc. (BlackRock), where he oversaw BlackRock's tax department, internal audit and control functions, and the global corporate and investment company accounting policy. Prior to joining BlackRock, Mr. Buller was an auditor at Ernst & Young LLP for over 30 years, where he served as Global Director of Asset Management and as the audit partner for various investment company complexes. Mr. Buller is chairman of the Financial Accounting Standards Advisory Council and was a member of the Standing Advisory Group of the Public Company Accounting Oversight Board until December 31, 2014. He has also served on the boards of BlackRock Finco UK, a privately-held company, and Person-to-Person, a community service organization.

Robert E. Butler, CPA

Mr. Butler has substantial accounting and compliance consulting experience for clients in the investment management industry. Mr. Butler was a partner at PricewaterhouseCoopers LLP (PWC) (including its predecessor firms) for 25 years, and led the firm's National Regulatory Compliance Consulting Group, specializing in compliance consulting for investment management clients, including mutual funds and investment advisers. During his tenure at PWC, he served for ten years as a consultant to the independent directors/trustees for two major fund groups during their contract deliberation processes. He also conducted branch reviews of insurance broker/dealers selling variable products. Since retiring from PWC, Mr. Butler has worked as a consultant to mutual fund boards and investment advisers on regulatory and compliance matters. He has served as, or assisted, the Independent Compliance Consultant in conjunction with the implementation of SEC market timing orders at three major fund groups.

Maureen R. Goldfarb

Ms. Goldfarb has substantial executive and board experience at firms within the investment management industry. She was the Chief Executive Officer and Chairman of the Board of Trustees of the John Hancock Funds and an Executive Vice President of John Hancock Financial Services, Inc. Prior to joining John Hancock, Ms. Goldfarb was a Senior Vice President with Massachusetts Mutual Life Insurance Company. She also held various marketing, distribution, and portfolio management positions with other investment management firms. Ms. Goldfarb is a former member of the Board of Governors of the Investment Company Institute.

David H. Gunning

Mr. Gunning has substantial executive and board experience at publicly-traded and privately-held companies, including past service as the Vice Chairman and a director of Cleveland-Cliffs Inc. (now Cliffs Natural Resources Inc.), a director of Lincoln Electronic Holdings, Inc., and a director of Southwest Gas Corp. He is the former Chairman and Chief Executive Officer of Capitol American Financial Corp. Mr. Gunning is also a former partner and head of the corporate department of Jones Day, a large international law firm.

William R. Gutow

Mr. Gutow is the Vice Chairman of Capitol Entertainment Management Company. He has substantial senior executive experience at a publicly-traded company and various privately held companies as well as board experience at privately held companies and non-profits. Mr. Gutow served as the Senior Vice President of Real Estate and Property Development for Zale Corporation. Mr. Gutow has substantial investment company board experience, having served on boards of trustees responsible for oversight of funds in the MFS Funds for over 18 years.

Michael Hegarty

Mr. Hegarty has substantial senior executive and board experience at firms within the financial services industry, as well as board experience at publicly-traded and privately held companies. He served as the Vice Chairman and Chief Operating Officer of AXA Financial and as the President and Chief Operating Officer of The Equitable Life Assurance Society. Mr. Hegarty also served as Vice Chairman of Chase Manhattan Corporation and Chemical Bank. He is a former director of AllianceBernstein, which serves as the general partner of a publicly-traded investment adviser, and a former trustee of investment companies in the EQ Advisers Trust family of funds.

John P. Kavanaugh

Mr. Kavanaugh has substantial executive, investment management, and board experience at firms within the investment management and mutual fund industry. He was the Chief Investment Officer of The Hanover Insurance Group, Inc., and the President and Chairman of Opus Investment Management, Inc., an investment adviser. Mr. Kavanaugh held research and portfolio management positions with Allmerica Financial and PruCapital, Inc. He is a Chartered Financial Analyst and currently serves on the board of the Independent Directors Council, a unit of the Investment Company Institute which serves the mutual fund independent director community.

Robert J. Manning

Mr. Manning is Chairman and Co-Chief Executive Officer of MFS (the Funds' investment adviser) and in this capacity heads its Board of Directors. He has substantial executive and investment management experience, having worked for MFS for 30 years.

Maryanne L. Roepke

Ms. Roepke has substantial executive and compliance experience within the investment management industry. She was a Senior Vice President and the Chief Compliance Officer of American Century Investments, Inc. (American Century), where she worked for over 30 years. Ms. Roepke served on

the board of the American Century SICAV, a mutual fund complex. She currently is a trustee of Rockhurst University. She is a former member of the Investment Company Institute's Chief Compliance Officer Committee and Risk Management Advisory Committee.

Robin A. Stelmach

Ms. Stelmach is Executive Vice President and Chief Operating Officer of MFS (the Funds' investment adviser). She oversees the company's Global Investment Technology and Global Investment & Client Support departments, as well as the MFS Service Center. She is also a member of the company's Management Committee. Prior to MFS, Ms. Stelmach spent four years as Chief Accountant and Divisional Controller for ASA International, Ltd.

Laurie J. Thomsen

Ms. Thomsen has substantial venture capital financing experience, as well as board experience at publicly-traded and privately-held companies. Ms. Thomsen was a co-founding General Partner of Prism Venture Partners, a venture capital firm investing in healthcare and technology companies, and served as an Executive Partner of New Profit, Inc., a venture philanthropy firm. Prior to that, she was a General Partner at Harbourvest Partners, a venture capital firm. Ms. Thomsen is a director of The Travelers Companies, Inc. and Dycom Industries, Inc.

Robert W. Uek

Mr. Uek has substantial accounting and consulting experience for clients in the investment management industry. Mr. Uek was a Partner in the investment management industry group of PWC, and was the chair of the global investment management industry group for Coopers & Lybrand. He also has served as a consultant to mutual fund boards. Mr. Uek previously served on the boards of trustees of investment companies in the TT International family of funds and Hillview Capital family of funds. Mr. Uek is a former Chairman and Board Member of the Independent Directors Council, a unit of the Investment Company Institute, which serves the mutual fund independent director community in the U.S. Mr. Uek is also a former Board Member and Executive Committee Member of the Board of Governors of the Investment Company Institute.

Information about each Trust, including information about its investment adviser and administrator, independent registered public accounting firm, executive officers, and the interests of certain persons, appears under "Trust Information" beginning on page 27.

Required Vote. For MFS Charter Income Trust, MFS Government Markets Income Trust, MFS Intermediate High Income Fund, MFS Intermediate Income Trust, MFS Multimarket Income Trust, and MFS Special Value Trust, the election of any nominee will require the affirmative vote of a plurality of the Trust's outstanding common shares voting at the Meeting in person or by proxy. For MFS California Municipal Fund, MFS High Income Municipal Trust, MFS High Yield Municipal Trust, MFS Investment Grade Municipal Trust, and MFS Municipal Income Trust, the election of Mr. Robert E. Butler, Mr. David H. Gunning and Ms. Robin A. Stelmach will require the affirmative vote of a plurality of the Trust's outstanding preferred and common shares, voting together as a single class, at the Meeting in person or by proxy. For MFS California Municipal Fund, MFS High Income Municipal Trust, MFS High Yield Municipal Trust, and MFS Investment Grade Municipal Trust, the election of Mr. Kavanaugh and Ms. Thomsen will require the affirmative vote of a plurality of the Trust's outstanding preferred shares, voting as a separate class, at the

Meeting in person or by proxy. For MFS Municipal Income Trust, the election of Mr. Kavanaugh and Ms. Thomsen will require the affirmative vote of a majority of the Trust's outstanding preferred shares, voting as a separate class, at the Meeting in person or by proxy.

THE BOARD, INCLUDING THE INDEPENDENT TRUSTEES, UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS OF EACH TRUST VOTE TO ELECT EACH OF THE NOMINEES AS TRUSTEE OF EACH TRUST.

Committees

Each Trust's Board meets regularly throughout the year to discuss matters and take certain actions relating to the Trust. Each Trust's Board has several standing committees, which are described below.

Name of Committee	Number of Meetings in Last Fiscal Year ⁽¹⁾	Functions	Current Members ⁽²⁾
AUDIT COMMITTEE	10	Oversees the accounting and auditing procedures of the Fund and, among other duties, considers the selection of the independent accountants for the Fund and the scope of the audit, and considers the effect on the independence of those accountants of any non-audit services such accountants provide to the Fund and any audit or non-audit services such accountants provide to other MFS Funds, MFS and/or certain affiliates. The Committee is also responsible for establishing procedures for the receipt, retention, and treatment of complaints received by the Fund regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission of concerns regarding questionable fund accounting matters by officers of the Fund and employees of the Fund's investment adviser, administrator, principal underwriter, or any other provider of accounting-related services to the Fund.	Butler ^{*(3)} , Kavanaugh ^{*(3)} , Roepke ^{*(3)} , Thomsen ^{*(3)} , and Uek ^{*(3)}

Name of Committee	Number of Meetings in Last Fiscal Year ⁽¹⁾	Functions	Current Members ⁽²⁾
COMPLIANCE COMMITTEE	6	Oversees the development and implementation of the Fund's regulatory and fiduciary compliance policies, procedures, and practices under the 1940 Act, and other applicable laws, as well as oversight of compliance policies of the Fund's investment adviser and certain other service providers as they relate to Fund activities. The Fund's Chief Compliance Officer assists the Committee in carrying out its responsibilities.	Buller*, Butler*, Hegarty*, Kavanaugh* and Roepke*
CONTRACTS REVIEW COMMITTEE	5	Requests, reviews, and considers the information deemed reasonably necessary to evaluate the terms of the investment advisory and principal underwriting agreements and the Plan of Distribution under Rule 12b-1 that each Fund proposes to renew or continue, and to make its recommendations to the full Board of Trustees on these matters.	All Independent Trustees of the Board (Buller, Butler, Goldfarb, Gunning, Gutow, Hegarty, Kavanaugh, Roepke, Thomsen, and Uek)

Name of Committee	Number of Meetings in Last Fiscal Year ⁽¹⁾	Functions	Current Members ⁽²⁾
NOMINATION AND COMPENSATION COMMITTEE	4	<p>Recommends qualified candidates to the Board in the event that a position is vacated or created. The Committee will consider recommendations by shareholders when a vacancy exists. Shareholders wishing to recommend candidates for Trustee for consideration by the Committee may do so by writing to the Fund's Secretary at the principal executive office of the Fund. Such recommendations must be accompanied by biographical and occupational data on the candidate (including whether the candidate would be an interested person of the Fund), a written consent by the candidate to be named as a nominee and to serve as Trustee if elected, record and ownership information for the recommending shareholder with respect to the Fund, and a description of any arrangements or understandings regarding recommendation of the candidate for consideration. The Committee is also responsible for making recommendations to the Board regarding any necessary standards or qualifications for service on the Board. The Committee also reviews and makes recommendations to the Board regarding compensation for the Independent Trustees.</p>	<p>All Independent Trustees of the Board (Buller, Butler, Goldfarb, Gunning, Gutow, Hegarty, Kavanaugh, Roepke, Thomsen, and Uek)</p>

Name of Committee	Number of Meetings in Last Fiscal Year ⁽¹⁾	Functions	Current Members ⁽²⁾
PORTFOLIO TRADING AND MARKETING REVIEW COMMITTEE	6	Oversees the policies, procedures, and practices of the Fund with respect to brokerage transactions involving portfolio securities as those policies, procedures, and practices are carried out by MFS and its affiliates. The Committee also oversees the lending of portfolio securities, the Trust's borrowing and lending policies, and the administration of the Fund's proxy voting policies and procedures by MFS. The Committee also oversees the policies, procedures, and practices of the Applicable Fund Service Providers with respect to the selection and oversight of the Fund's counterparties in derivatives, repurchase and reverse repurchase agreements, and similar investment-related transactions. In addition, the Committee receives reports from MFS regarding the policies, procedures, and practices of MFS and its affiliates in connection with their marketing and distribution of shares of the Fund.	All Independent Trustees of the Board (Buller, Butler, Goldfarb, Gunning, Gutow, Hegarty, Kavanaugh, Roepke, Thomsen, and Uek)

Name of Committee	Number of Meetings in Last Fiscal Year ⁽¹⁾	Functions	Current Members ⁽²⁾
PRICING COMMITTEE	6	<p>Oversees the determination of the value of the portfolio securities and other assets held by the Fund and determines or causes to be determined the fair value of securities and assets for which market quotations are not readily available in accordance with the 1940 Act. The Committee delegates primary responsibility for carrying out these functions to MFS and MFS internal valuation committee pursuant to pricing policies and procedures approved by the Committee and adopted by the full Board. These policies include methodologies to be followed by MFS in determining the fair values of portfolio securities and other assets held by the Fund for which market quotations are not readily available, and the Committee approves and/or ratifies these fair values. The Committee meets periodically with the members of MFS internal valuation committee to review and assess the quality of fair valuation and other pricing determinations made pursuant to the Fund's pricing policies and procedures, and to review and assess the policies and procedures themselves. The Committee also exercises the responsibilities of the Board under the Amortized Cost Valuation Procedures approved by the Board on behalf of each Fund which holds itself out as a money market fund in accordance with Rule 2a-7 under the 1940 Act. The Committee also reviews and evaluates the contractual arrangements of service providers relating to the pricing and valuation of the Fund's portfolio securities and other assets.</p>	Goldfarb*, Gutow*, Thomsen*, and Uek*

Name of Committee	Number of Meetings in Last Fiscal Year ⁽¹⁾	Functions	Current
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