

MFS MUNICIPAL INCOME TRUST  
Form DEFA14A  
September 07, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 14A**

**(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**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

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 HIGH INCOME MUNICIPAL TRUST**  
**MFS HIGH YIELD MUNICIPAL TRUST**

# MFS INVESTMENT GRADE

## MUNICIPAL TRUST

# MFS MUNICIPAL INCOME TRUST

(Names of Registrant as Specified in its Charter)

N/A

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

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.

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1) Amount previously paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

**MFS Closed-End Fund Announcements**

**Two MFS Closed-End Funds Announce Preliminary Results of Tender Offers for Municipal Auction Rate Cumulative Preferred Shares**

BOSTON (September 7, 2012) MFS® High Yield Municipal Trust (NYSE: CMU) and MFS® Investment Grade Municipal Trust (NYSE: CXH) each announced the expiration and preliminary results for its cash tender offer to purchase up to 100% of its outstanding Municipal Auction Rate Cumulative Preferred Shares ( ARPS ). Each fund 's tender offer expired on September 7, 2012, at 8:00 a.m. New York City time. All shares that were validly tendered and not withdrawn during the offering period have been accepted for payment.

CMU has accepted for payment approximately 2,841 ARPS, which represents approximately 94.7% of its outstanding ARPS. CXH has accepted for payment approximately 1,917 ARPS, which represents approximately 98.3% of its outstanding ARPS.

The ARPS of each fund that were not tendered remain outstanding. With the exception of the amendments to each fund 's bylaws to replace Standard & Poor 's, a division of The McGraw-Hill Companies, Inc. ( S&P ), with Fitch, Inc. ( Fitch ), as a ratings agency for each fund 's ARPS and make other noted changes as described in the Notice of Special Meeting and Proxy Statement dated August 9, 2012, the terms of the outstanding ARPS are the same and auctions will continue to be held for those ARPS.

Stockholders who have questions about the tender offers should contact their financial advisor or call Warren Antler of AST Fund Solutions, Inc., each fund 's information agent for its tender offer, at 212-400-2605.

Each fund offered to purchase its outstanding ARPS at a price per share equal to 95% of the ARPS ' per share liquidation preference of \$25,000 (\$23,750 per share) plus any unpaid dividends accrued through the expiration date of the tender offer.

**Three MFS Closed-End Funds Extend Tender Offers for Municipal Auction Rate Cumulative Preferred Shares**

MFS® California Municipal Fund (NYSE: CCA), MFS® High Income Municipal Trust (NYSE: CXE), and MFS® Municipal Income Trust (NYSE: MFM) each announced that it has extended the scheduled expiration date of its tender offer to Wednesday, September 12, 2012, at 8:00 a.m., New York City time. Each fund 's tender offer was scheduled to expire today at 8:00 a.m., New York City time.

As of September 7, 2012, the depository for the tender offer has advised the Funds that, as of 8 a.m. today, approximately the following amounts of each fund's outstanding ARPS have been validly tendered and not withdrawn: 98.0% for CCA, 93.8% for CXE, and 93.3% for MFM.

Each fund is offering to purchase its outstanding ARPS at a price per share equal to 95% of the ARPS' per share liquidation preference of \$25,000 (\$23,750 per share) plus any unpaid dividends accrued through the expiration date of the tender offer. Neither the funds, nor the funds' Boards of Trustees nor Massachusetts Financial Services Company, the investment adviser for each of the funds, makes any recommendation as to whether to tender or not to tender ARPS in the tender offer.

Stockholders who have questions about the tender offers should contact their financial advisor or call Warren Antler of AST Fund Solutions, Inc., each Fund's information agent for its tender offer, at 212-400-2605.

This announcement is not a recommendation, an offer to purchase or a solicitation of an offer to sell shares of the funds. Any tender offer will be made only by an offer to purchase, a related letter of transmittal and other documents, which have been filed with the Securities and Exchange Commission (SEC) as exhibits to a tender offer statement on Schedule TO as amended and are available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov). ARPS holders should read the offer to purchase and tender offer statement on Schedule TO and related exhibits for their respective fund as the documents contain important information about their fund's tender offer. The funds will also make available, without charge, the offer to purchase and the letters of transmittal.

### **Three MFS Closed-End Funds Announce Adjournment of Special Shareholder Meetings of ARPS**

#### **Holders to Tuesday, September 11, 2012**

MFS® California Municipal Fund (NYSE: CCA), MFS® High Income Municipal Trust (NYSE: CXE), and MFS® Municipal Income Trust (NYSE: MFM) each announced the adjournment of a special meeting of its holders of ARPS to permit the continued solicitation of additional votes. The purpose of the special meetings is for the ARPS holders of each Adjourned Fund to vote on whether to amend each Adjourned Fund's bylaws to replace S&P with Fitch as a ratings agency for the Fund's ARPS and make other noted changes as described in the Notice of Special Meeting and Proxy Statement dated August 9, 2012. Each fund's tender offer is conditioned upon the approval of the proposal by the ARPS holders and upon certain other conditions as outlined in each fund's Offer to Purchase related to its tender offer. The adjourned special meetings will be held at 12:30 p.m., Eastern Time, on Tuesday, September 11, 2012, at the offices of MFS Investment Management, 500 Boylston Street, Boston, Massachusetts 02116.

Please contact Warren Antler of AST Fund Solutions, each fund's proxy agent, at 212-400-2605, or at [wantler@astfundsolutions.com](mailto:wantler@astfundsolutions.com), with any questions or to vote on the proposal.

MFS Investment Management® (MFS®) manages \$285.0 billion in assets as of July 31, 2012. The company traces its origins to 1924 and the creation of America's first mutual fund.

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This release is not a prospectus, circular or representation intended for use in the purchase or sale of fund shares. Shares of the funds are not FDIC-insured and are not deposits or other obligations of, or guaranteed by, any bank. Shares of the funds involve investment risk, including possible loss of principal. For more complete information about each fund, including risks, charges, and expenses, please see the fund's annual and semi annual shareholder report.

The funds are closed-end funds. Common shares of the funds are only available for purchase/sale on the NYSE at the current market price, except MFS California Municipal Fund, which is available for purchase/sale on the NYSE/AMEX at the current market price. Common shares may trade at a discount to NAV.

**MFS Investment Management**

**500 Boylston St., Boston, MA 02116**

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**Contacts:**

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