

MFS MUNICIPAL INCOME TRUST
Form SC TO-C
July 09, 2012

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

MFS California Municipal Fund

MFS High Income Municipal Trust

MFS High Yield Municipal Trust

MFS Investment Grade Municipal Trust

MFS Municipal Income Trust

(Name of Subject Company (Issuer))

MFS California Municipal Fund

MFS High Income Municipal Trust

MFS High Yield Municipal Trust

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MFS Investment Grade Municipal Trust

MFS Municipal Income Trust
(Name of Filing Persons (Issuer))

Municipal Auction Rate Cumulative Preferred Shares, Series TH, Without Par

Municipal Auction Rate Cumulative Preferred Shares, Series T and Series W, Without Par

Municipal Auction Rate Cumulative Preferred Shares, Series F, Without Par

Municipal Auction Rate Cumulative Preferred Shares, Series M, Without Par

Municipal Auction Rate Cumulative Preferred Shares, Series T and Series TH, Without Par
(Title of Class of Securities)

59318C205

59318D203

59318D302

59318E201

59318B207

552738205

552738304

(CUSIP Number of Class of Securities)

Susan S. Newton

Massachusetts Financial Services Company

500 Boylston Street

Boston, MA 02116

Telephone: (617) 954-5000

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

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With a Copy to:

David C. Sullivan

Ropes & Gray LLP

Prudential Tower

800 Boylston Street

Boston, MA 02199-3600

Telephone: (617) 951-7000
Calculation of Filing Fee

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: Not Applicable
Form or Registration No.: Not Applicable

Applicable
Date Filed: 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

20.1 Preliminary proxy statement dated July 9, 2012 and filed on Schedule 14A (incorporated by reference to the Issuers Schedule 14A filed on July 9, 2012).

99.1 Press release issued by the Issuers dated July 6, 2012.

ITEM 13.

Not applicable.