

Edgar Filing: MFS GOVERNMENT MARKETS INCOME TRUST - Form DEFA14A

MFS GOVERNMENT MARKETS INCOME TRUST  
Form DEFA14A  
November 30, 2001

[GRAPHIC OMITTED]

Voting Extended

Adjournment of shareholder meetings to Wednesday, December 5, 2001

|  |                                  |
|--|----------------------------------|
| MFS(R) Charter Income Trust            | MFS(R) Intermediate Income Trust |
| MFS(R) Government Markets Income Trust | MFS(R) Special Value Trust       |

At the recent shareholder meetings for the funds named above, all the proposals were approved except one. This proposal would authorize the Trustees to adopt an amended and restated Declaration of Trust and requires the affirmative vote of two-thirds of the outstanding shares of each fund. The shareholder meetings for these funds have been adjourned to December 5, 2001 at 9:30 a.m. to give you additional time to vote. The proposal has received overwhelming support from shareholders who have voted, but we need your vote to close the polls on this matter.

The proposed changes would give the Trustees more flexibility and broader authority to act. This increased flexibility may allow the Trustees to react more quickly to changes in competitive and regulatory conditions, and, as a result, may allow the funds to operate more efficiently and economically. Adoption of the restated Declaration of Trust would not alter in any way the Trustees' fiduciary obligations to act with due care and in the shareholders' best interest.

There are four easy ways to vote.

1. By phone  
Call toll free 1-888-832-5695. Representatives are available to answer questions and take your vote Monday through Friday from 9 a.m. to 11 p.m. and Saturday from 12 p.m. to 6 p.m. Eastern time.
2. By Internet  
Go to [www.proxyvote.com](http://www.proxyvote.com) anytime, and enter the control number on your proxy card.
3. By touch-tone phone  
Call toll free 1-800-690-6903 anytime, and follow the instructions. Be sure to have your proxy card available when you call.
4. By mail  
Complete your proxy card, and return it in the enclosed postage-paid envelope.

If we do not receive your vote, you may receive a call from Georgeson Shareholder Communications Corporation, our proxy agent, asking you to vote your shares over the phone.

Please vote now. Your vote is important. Thank you for your participation.

October 22, 2001

(C) 2001 MFS Investment Management (R) .

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MFS(R) investment products are offered through MFS Fund Distributors, Inc.,  
500 Boylston Street, Boston, MA 02116. REDEBRD-NOBO

[GRAPHIC OMITTED]

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There are five easy ways to vote.

1. By phone  
Call toll free 1-888-832-5695. Representatives are available to answer questions and take your vote Monday through Friday from 9 a.m. to 11 p.m. and Saturday from 12 p.m. to 6 p.m. Eastern time.
2. By Internet  
Go to [www.proxyweb.com](http://www.proxyweb.com) anytime, and enter the control number on your proxy card.
3. By fax  
Fax your completed proxy card toll free to 1-800-733-1885 anytime.
4. By touch-tone phone  
Call toll free 1-888-221-0697 anytime, and follow the instructions. Be sure to have your proxy card available when you call.
5. By mail  
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October 22, 2001

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MFS(R) investment products are offered through MFS Fund Distributors, Inc.,  
500 Boylston Street, Boston, MA 02116. REDEBRD-REG

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There are three easy ways to vote.

1. By Internet  
Go to [www.proxyvote.com](http://www.proxyvote.com) anytime, and enter the control number on your proxy card.
2. By touch-tone phone  
Call toll free 1-800-690-6903 anytime, and follow the instructions. Be sure to have your proxy card available when you call.
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Complete your proxy card, and return it in the enclosed postage-paid envelope.

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SCHEDULE 14A

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

Filed by the Registrant [ X ]

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
[ X ] Definitive Additional Materials
[ ] Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12

MFS(R)Charter Income Trust (File Nos. 33-29012 and 811-5822); MFS(R)Government Markets Income Trust (File Nos. 33-12945 and 811-5078); MFS(R)Intermediate Income Trust (File Nos. 33-19364 and 811-5440); and MFS(R)Special Value Trust (File Nos. 33-31346 and 811-5912)

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

[ X ] No fee required

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i) (1) 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

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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:

November 16, 2001

VIA EDGAR  
Securities and Exchange Commission  
Division of Investment Management  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington, DC 20549

Re: MFS(R)Charter Income Trust (File Nos. 33-29012 and 811-5822);  
MFS(R)Government Markets Income Trust (File Nos. 33-12945 and  
811-5078); MFS(R)Intermediate Income Trust (File Nos. 33-19364 and  
811-5440); and MFS(R)Special Value Trust (File Nos. 33-31346 and  
811-5912) (each, a "Trust")

Ladies and Gentlemen:

On behalf of each Trust, enclosed herewith pursuant to rule 20a-1 under the Investment Company Act of 1940, as amended, Rule 14a-6(b) under the Securities Exchange Act of 1934, as amended (the "1934 Act"), and Rule 101 of Regulation ST is a definitive copy of additional solicitation materials mailed to shareholders with respect to Annual Meetings of Shareholders of each Trust adjourned until December 5, 2001.

If you have any questions, please do not hesitate to call the undersigned at (617) 954-5047.

Sincerely,

JAMES F. DESMARAIS  
James F. DesMarais  
Assistant General Counsel

JFD/bjn  
Enclosures