

Edgar Filing: MFS SPECIAL VALUE TRUST - Form N-PX

MFS SPECIAL VALUE TRUST  
Form N-PX  
August 27, 2014

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

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANIES

Investment Company Act file number 811-05912

MFS SPECIAL VALUE TRUST  
(Exact name of registrant as specified in charter)

111 Huntington Avenue, Boston, Massachusetts 02199  
(Address of principal executive offices) (Zip code)

Susan S. Newton  
Massachusetts Financial Services Company  
111 Huntington Avenue  
Boston, Massachusetts 02199  
(Name and address of agents for service)

Registrant's telephone number, including area code: (617) 954-5000

Date of fiscal year end: October 31

Date of reporting period: July 1, 2013 - June 30, 2014

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ITEM 1. PROXY VOTING RECORD.

\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-05912  
Reporting Period: 07/01/2013 - 06/30/2014  
MFS Special Value Trust

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3M COMPANY

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Ticker: MMM Security ID: 88579Y101  
 Meeting Date: MAY 13, 2014 Meeting Type: Annual  
 Record Date: MAR 14, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Linda G. Alvarado                               | For     | For       | Management  |
| 1b | Elect Director Thomas 'Tony' K. Brown                          | For     | For       | Management  |
| 1c | Elect Director Vance D. Coffman                                | For     | For       | Management  |
| 1d | Elect Director Michael L. Eskew                                | For     | For       | Management  |
| 1e | Elect Director Herbert L. Henkel                               | For     | For       | Management  |
| 1f | Elect Director Muhtar Kent                                     | For     | For       | Management  |
| 1g | Elect Director Edward M. Liddy                                 | For     | For       | Management  |
| 1h | Elect Director Inge G. Thulin                                  | For     | For       | Management  |
| 1i | Elect Director Robert J. Ulrich                                | For     | For       | Management  |
| 2  | Ratify Auditors  | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4  | Provide Right to Act by Written Consent Against                | For     |           | Shareholder |

### ABBOTT LABORATORIES

Ticker: ABT Security ID: 002824100  
 Meeting Date: APR 25, 2014 Meeting Type: Annual  
 Record Date: FEB 27, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Robert J. Alpern                                | For     | For       | Management  |
| 1.2  | Elect Director Roxanne S. Austin                               | For     | For       | Management  |
| 1.3  | Elect Director Sally E. Blount                                 | For     | For       | Management  |
| 1.4  | Elect Director W. James Farrell                                | For     | For       | Management  |
| 1.5  | Elect Director Edward M. Liddy                                 | For     | For       | Management  |
| 1.6  | Elect Director Nancy McKinstry                                 | For     | For       | Management  |
| 1.7  | Elect Director Phebe N. Novakovic                              | For     | For       | Management  |
| 1.8  | Elect Director William A. Osborn                               | For     | For       | Management  |
| 1.9  | Elect Director Samuel C. Scott, III                            | For     | For       | Management  |
| 1.10 | Elect Director Glenn F. Tilton                                 | For     | Withhold  | Management  |
| 1.11 | Elect Director Miles D. White                                  | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Label Products with GMO Ingredients                            | Against | Against   | Shareholder |
| 5    | Report on Lobbying Payments and Policy                         | Against | Against   | Shareholder |
| 6    | Cease Compliance Adjustments to Performance Criteria           | Against | Against   | Shareholder |

### ACCENTURE PLC

Ticker: ACN Security ID: G1151C101  
 Meeting Date: JAN 30, 2014 Meeting Type: Annual  
 Record Date: DEC 06, 2013

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports | For     | For       | Management |
| 2a | Elect Director Jaime Ardila                       | For     | For       | Management |

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|    |   |     |     |            |
|----|---|-----|-----|------------|
| 2b | Elect Director Charles H. Giancarlo   | For | For | Management |
| 2c | Elect Director William L. Kimsey  | For | For | Management |
| 2d | Elect Director Blythe J. McGarvie   | For | For | Management |
| 2e | Elect Director Mark Moody-Stuart  | For | For | Management |
| 2f | Elect Director Pierre Nanterme  | For | For | Management |
| 2g | Elect Director Gilles C. Pelisson   | For | For | Management |
| 2h | Elect Director Wulf von Schimmelmann  | For | For | Management |
| 3  | Approve Auditors and Authorize Board to Fix Their Remuneration  | For | For | Management |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation  | For | For | Management |
| 5  | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights                         | For | For | Management |
| 6  | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights                      | For | For | Management |
| 7  | Approve Reduction in Share Capital and Creation of Distributable Reserves                               | For | For | Management |
| 8  | Authorize the Holding of the 2015 AGM at a Location Outside Ireland                                     | For | For | Management |
| 9  | Authorize Open-Market Purchases of Class A Ordinary Shares  | For | For | Management |
| 10 | Determine the Price Range at which Accenture Plc can Re-issue Shares that it Acquires as Treasury Stock | For | For | Management |

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### ACCURIDE CORPORATION

Ticker: ACW Security ID: 00439T206  
 Meeting Date: APR 24, 2014 Meeting Type: Annual  
 Record Date: MAR 05, 2014

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Robin J. Adams                                  | For     | For       | Management |
| 1.2 | Elect Director Keith E. Busse                                  | For     | Withhold  | Management |
| 1.3 | Elect Director Richard F. Dauch                                | For     | Withhold  | Management |
| 1.4 | Elect Director Robert E. Davis                                 | For     | Withhold  | Management |
| 1.5 | Elect Director Lewis M. Kling                                  | For     | For       | Management |
| 1.6 | Elect Director John W. Risner                                  | For     | For       | Management |
| 1.7 | Elect Director James R. Rulseh                                 | For     | Withhold  | Management |
| 2   | Ratify Auditors  | For     | For       | Management |
| 3   | Amend Executive Incentive Bonus Plan                           | For     | For       | Management |
| 4   | Amend Omnibus Stock Plan                                       | For     | For       | Management |
| 5   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | Against   | Management |

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### AT&T INC.

Ticker: T Security ID: 00206R102  
 Meeting Date: APR 25, 2014 Meeting Type: Annual  
 Record Date: FEB 26, 2014

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Randall L. Stephenson | For     | For       | Management |
| 1.2 | Elect Director Reuben V. Anderson    | For     | For       | Management |

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|      |  |         |     |             |
|------|--|---------|-----|-------------|
| 1.3  | Elect Director Jaime Chico Pardo                               | For     | For | Management  |
| 1.4  | Elect Director Scott T. Ford                                   | For     | For | Management  |
| 1.5  | Elect Director James P. Kelly                                  | For     | For | Management  |
| 1.6  | Elect Director Jon C. Madonna                                  | For     | For | Management  |
| 1.7  | Elect Director Michael B. McCallister                          | For     | For | Management  |
| 1.8  | Elect Director John B. McCoy                                   | For     | For | Management  |
| 1.9  | Elect Director Beth E. Mooney                                  | For     | For | Management  |
| 1.10 | Elect Director Joyce M. Roche                                  | For     | For | Management  |
| 1.11 | Elect Director Matthew K. Rose                                 | For     | For | Management  |
| 1.12 | Elect Director Cynthia B. Taylor                               | For     | For | Management  |
| 1.13 | Elect Director Laura D'Andrea Tyson                            | For     | For | Management  |
| 2    | Ratify Auditors  | For     | For | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For | Management  |
| 4    | Approve Severance Agreements/Change-in-Control Agreements      | For     | For | Management  |
| 5    | Report on Indirect Political Contributions                     | Against | For | Shareholder |
| 6    | Report on Lobbying Payments and Policy                         | Against | For | Shareholder |
| 7    | Lower Ownership Threshold for Action by Written Consent        | Against | For | Shareholder |

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BLACKROCK, INC.

Ticker: BLK Security ID: 09247X101  
 Meeting Date: MAY 29, 2014 Meeting Type: Annual  
 Record Date: APR 03, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Abdlatif Yousef Al-Hamad                        | For     | For       | Management |
| 1b | Elect Director Mathis Cabiallavetta                            | For     | For       | Management |
| 1c | Elect Director Pamela Daley                                    | For     | For       | Management |
| 1d | Elect Director Jessica P. Einhorn                              | For     | For       | Management |
| 1e | Elect Director Fabrizio Freda                                  | For     | For       | Management |
| 1f | Elect Director Murry S. Gerber                                 | For     | For       | Management |
| 1g | Elect Director James Grosfeld                                  | For     | For       | Management |
| 1h | Elect Director David H. Komansky                               | For     | For       | Management |
| 1i | Elect Director Deryck Maughan                                  | For     | For       | Management |
| 1j | Elect Director Cheryl D. Mills                                 | For     | For       | Management |
| 1k | Elect Director Marco Antonio Slim Domit                        | For     | For       | Management |
| 1l | Elect Director John S. Varley                                  | For     | For       | Management |
| 1m | Elect Director Susan L. Wagner                                 | For     | For       | Management |
| 2  | Amend Omnibus Stock Plan                                       | For     | For       | Management |
| 3  | Amend Executive Incentive Bonus Plan                           | For     | For       | Management |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 5  | Ratify Auditors  | For     | For       | Management |

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CVS CAREMARK CORPORATION

Ticker: CVS Security ID: 126650100  
 Meeting Date: MAY 08, 2014 Meeting Type: Annual  
 Record Date: MAR 13, 2014

| #   | Proposal                          | Mgt Rec | Vote Cast | Sponsor    |
|-----|-----------------------------------|---------|-----------|------------|
| 1.1 | Elect Director C. David Brown, II | For     | For       | Management |

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|     |  |     |     |            |
|-----|--|-----|-----|------------|
| 1.2 | Elect Director Nancy-Ann M. DeParle                            | For | For | Management |
| 1.3 | Elect Director David W. Dorman                                 | For | For | Management |
| 1.4 | Elect Director Anne M. Finucane                                | For | For | Management |
| 1.5 | Elect Director Larry J. Merlo                                  | For | For | Management |
| 1.6 | Elect Director Jean-Pierre Millon                              | For | For | Management |
| 1.7 | Elect Director Richard J. Swift                                | For | For | Management |
| 1.8 | Elect Director William C. Weldon                               | For | For | Management |
| 1.9 | Elect Director Tony L. White                                   | For | For | Management |
| 2   | Ratify Auditors  | For | For | Management |
| 3   | Advisory Vote to Ratify Named Executive Officers' Compensation | For | For | Management |

### DANAHER CORPORATION

Ticker: DHR Security ID: 235851102  
 Meeting Date: MAY 06, 2014 Meeting Type: Annual  
 Record Date: MAR 07, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director H. Lawrence Culp, Jr.                           | For     | For       | Management  |
| 1.2  | Elect Director Donald J. Ehrlich                               | For     | For       | Management  |
| 1.3  | Elect Director Linda Hefner Filler                             | For     | For       | Management  |
| 1.4  | Elect Director Teri List-Stoll                                 | For     | For       | Management  |
| 1.5  | Elect Director Walter G. Lohr, Jr.                             | For     | For       | Management  |
| 1.6  | Elect Director Mitchell P. Rales                               | For     | For       | Management  |
| 1.7  | Elect Director Steven M. Rales                                 | For     | For       | Management  |
| 1.8  | Elect Director John T. Schwieters                              | For     | For       | Management  |
| 1.9  | Elect Director Alan G. Spoon                                   | For     | For       | Management  |
| 1.10 | Elect Director Elias A. Zerhouni                               | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Report on Political Contributions                              | Against | For       | Shareholder |
| 5    | Require Independent Board Chairman                             | Against | For       | Shareholder |

### DIAGEO PLC

Ticker: DGE Security ID: 25243Q205  
 Meeting Date: SEP 19, 2013 Meeting Type: Annual  
 Record Date: AUG 13, 2013

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports | For     | For       | Management |
| 2  | Approve Remuneration Report                       | For     | For       | Management |
| 3  | Approve Final Dividend                            | For     | For       | Management |
| 4  | Re-elect Peggy Bruzelius as Director              | For     | For       | Management |
| 5  | Re-elect Laurence Danon as Director               | For     | For       | Management |
| 6  | Re-elect Lord Davies as Director                  | For     | For       | Management |
| 7  | Re-elect Ho KwonPing as Director                  | For     | For       | Management |
| 8  | Re-elect Betsy Holden as Director                 | For     | For       | Management |
| 9  | Re-elect Dr Franz Humer as Director               | For     | For       | Management |
| 10 | Re-elect Deirdre Mahlan as Director               | For     | For       | Management |
| 11 | Re-elect Ivan Menezes as Director                 | For     | For       | Management |
| 12 | Re-elect Philip Scott as Director                 | For     | For       | Management |
| 13 | Appoint KPMG LLP as Auditors                      | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 14 | Authorise Board to Fix Remuneration of Auditors          | For | For | Management |
| 15 | Authorise Issue of Equity with Pre-emptive Rights        | For | For | Management |
| 16 | Authorise Issue of Equity without Pre-emptive Rights     | For | For | Management |
| 17 | Authorise Market Purchase of Ordinary Shares             | For | For | Management |
| 18 | Authorise EU Political Donations and Expenditure         | For | For | Management |
| 19 | Authorise the Company to Call EGM with Two Weeks' Notice | For | For | Management |

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### GENERAL MILLS, INC.

Ticker: GIS Security ID: 370334104  
 Meeting Date: SEP 24, 2013 Meeting Type: Annual  
 Record Date: JUL 26, 2013

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Bradbury H. Anderson                            | For     | For       | Management  |
| 1b | Elect Director R. Kerry Clark                                  | For     | For       | Management  |
| 1c | Elect Director Paul Danos                                      | For     | For       | Management  |
| 1d | Elect Director William T. Esrey                                | For     | For       | Management  |
| 1e | Elect Director Raymond V. Gilmartin                            | For     | For       | Management  |
| 1f | Elect Director Judith Richards Hope                            | For     | For       | Management  |
| 1g | Elect Director Heidi G. Miller                                 | For     | For       | Management  |
| 1h | Elect Director Hilda Ochoa-Brillembourg                        | For     | For       | Management  |
| 1i | Elect Director Steve Odland                                    | For     | For       | Management  |
| 1j | Elect Director Kendall J. Powell                               | For     | For       | Management  |
| 1k | Elect Director Michael D. Rose                                 | For     | For       | Management  |
| 1l | Elect Director Robert L. Ryan                                  | For     | For       | Management  |
| 1m | Elect Director Dorothy A. Terrell                              | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 3  | Ratify Auditors  | For     | For       | Management  |
| 4  | Report on Responsibility for Post-Consumer Product Packaging   | Against | Against   | Shareholder |

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### INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 29, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

| #    | Proposal                              | Mgt Rec | Vote Cast | Sponsor    |
|------|---------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Alain J.P. Belda       | For     | For       | Management |
| 1.2  | Elect Director William R. Brody       | For     | For       | Management |
| 1.3  | Elect Director Kenneth I. Chenault    | For     | For       | Management |
| 1.4  | Elect Director Michael L. Eskew       | For     | For       | Management |
| 1.5  | Elect Director David N. Farr          | For     | For       | Management |
| 1.6  | Elect Director Shirley Ann Jackson    | For     | For       | Management |
| 1.7  | Elect Director Andrew N. Liveris      | For     | For       | Management |
| 1.8  | Elect Director W. James McNerney, Jr. | For     | For       | Management |
| 1.9  | Elect Director James W. Owens         | For     | For       | Management |
| 1.10 | Elect Director Virginia M. Rometty    | For     | For       | Management |

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|      |  |         |     |             |
|------|--|---------|-----|-------------|
| 1.11 | Elect Director Joan E. Spero                                   | For     | For | Management  |
| 1.12 | Elect Director Sidney Taurel                                   | For     | For | Management  |
| 1.13 | Elect Director Lorenzo H. Zambrano                             | For     | For | Management  |
| 2    | Ratify Auditors  | For     | For | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For | Management  |
| 4    | Amend Executive Incentive Bonus Plan                           | For     | For | Management  |
| 5    | Approve Qualified Employee Stock Purchase Plan                 | For     | For | Management  |
| 6    | Report on Lobbying Payments and Policy                         | Against | For | Shareholder |
| 7    | Provide Right to Act by Written Consent                        | Against | For | Shareholder |
| 8    | Pro-rata Vesting of Equity Awards                              | Against | For | Shareholder |

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### JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104  
 Meeting Date: APR 24, 2014 Meeting Type: Annual  
 Record Date: FEB 25, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Mary Sue Coleman                                | For     | For       | Management  |
| 1b | Elect Director James G. Cullen                                 | For     | For       | Management  |
| 1c | Elect Director Ian E. L. Davis                                 | For     | For       | Management  |
| 1d | Elect Director Alex Gorsky                                     | For     | For       | Management  |
| 1e | Elect Director Susan L. Lindquist                              | For     | For       | Management  |
| 1f | Elect Director Mark B. McClellan                               | For     | For       | Management  |
| 1g | Elect Director Anne M. Mulcahy                                 | For     | Against   | Management  |
| 1h | Elect Director Leo F. Mullin                                   | For     | For       | Management  |
| 1i | Elect Director William D. Perez                                | For     | For       | Management  |
| 1j | Elect Director Charles Prince                                  | For     | For       | Management  |
| 1k | Elect Director A. Eugene Washington                            | For     | For       | Management  |
| 1l | Elect Director Ronald A. Williams                              | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 3  | Ratify Auditors  | For     | For       | Management  |
| 4  | Stock Retention/Holding Period                                 | Against | Against   | Shareholder |

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### JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 20, 2014 Meeting Type: Annual  
 Record Date: MAR 21, 2014

| #  | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|----|--------------------------------------|---------|-----------|------------|
| 1a | Elect Director Linda B. Bammann      | For     | For       | Management |
| 1b | Elect Director James A. Bell         | For     | For       | Management |
| 1c | Elect Director Crandall C. Bowles    | For     | For       | Management |
| 1d | Elect Director Stephen B. Burke      | For     | For       | Management |
| 1e | Elect Director James S. Crown        | For     | For       | Management |
| 1f | Elect Director James Dimon           | For     | For       | Management |
| 1g | Elect Director Timothy P. Flynn      | For     | For       | Management |
| 1h | Elect Director Laban P. Jackson, Jr. | For     | For       | Management |
| 1i | Elect Director Michael A. Neal       | For     | For       | Management |
| 1j | Elect Director Lee R. Raymond        | For     | For       | Management |
| 1k | Elect Director William C. Weldon     | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named        | For     | Against   | Management |

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|   |  |         |         |             |
|---|--|---------|---------|-------------|
|   | Executive Officers' Compensation                       |         |         |             |
| 3 | Ratify Auditors  | For     | For     | Management  |
| 4 | Report on Lobbying Payments and Policy                 | Against | Against | Shareholder |
| 5 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For     | Shareholder |
| 6 | Provide for Cumulative Voting                          | Against | Against | Shareholder |

### LOCKHEED MARTIN CORPORATION

Ticker: LMT                      Security ID: 539830109  
 Meeting Date: APR 24, 2014      Meeting Type: Annual  
 Record Date: FEB 21, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Daniel F. Akerson                               | For     | For       | Management  |
| 1.2  | Elect Director Nolan D. Archibald                              | For     | For       | Management  |
| 1.3  | Elect Director Rosalind G. Brewer                              | For     | For       | Management  |
| 1.4  | Elect Director David B. Burritt                                | For     | For       | Management  |
| 1.5  | Elect Director James O. Ellis, Jr.                             | For     | For       | Management  |
| 1.6  | Elect Director Thomas J. Falk                                  | For     | For       | Management  |
| 1.7  | Elect Director Marillyn A. Hewson                              | For     | For       | Management  |
| 1.8  | Elect Director Gwendolyn S. King                               | For     | For       | Management  |
| 1.9  | Elect Director James M. Loy                                    | For     | For       | Management  |
| 1.10 | Elect Director Douglas H. McCorkindale                         | For     | For       | Management  |
| 1.11 | Elect Director Joseph W. Ralston                               | For     | For       | Management  |
| 1.12 | Elect Director Anne Stevens                                    | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Amend Omnibus Stock Plan                                       | For     | For       | Management  |
| 5    | Provide Right to Act by Written Consent                        | Against | For       | Shareholder |
| 6    | Stock Retention/Holding Period                                 | Against | Against   | Shareholder |
| 7    | Claw-back of Payments under Restatements                       | Against | Against   | Shareholder |

### MCDONALD'S CORPORATION

Ticker: MCD                      Security ID: 580135101  
 Meeting Date: MAY 22, 2014      Meeting Type: Annual  
 Record Date: MAR 24, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Susan E. Arnold                                 | For     | For       | Management  |
| 1b | ElectionElect Director Richard H. Lenny                        | For     | For       | Management  |
| 1c | Elect Director Walter E. Massey                                | For     | For       | Management  |
| 1d | Elect Director Cary D. McMillan                                | For     | For       | Management  |
| 1e | Elect Director Sheila A. Penrose                               | For     | For       | Management  |
| 1f | Elect Director John W. Rogers, Jr.                             | For     | For       | Management  |
| 1g | Elect Director Roger W. Stone                                  | For     | For       | Management  |
| 1h | Elect Director Miles D. White                                  | For     | For       | Management  |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 3  | Amend Executive Incentive Bonus Plan                           | For     | For       | Management  |
| 4  | Ratify Auditors  | For     | For       | Management  |
| 5  | Provide Right to Act by Written Consent                        | Against | For       | Shareholder |



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METLIFE, INC.

Ticker: MET Security ID: 59156R108  
 Meeting Date: APR 22, 2014 Meeting Type: Annual  
 Record Date: FEB 28, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1.1  | Elect Director Cheryl W. Grise                                 | For     | For       | Management |
| 1.2  | Elect Director Carlos M. Gutierrez                             | For     | For       | Management |
| 1.3  | Elect Director R. Glenn Hubbard                                | For     | For       | Management |
| 1.4  | Elect Director Steven A. Kandarian                             | For     | For       | Management |
| 1.5  | Elect Director John M. Keane                                   | For     | For       | Management |
| 1.6  | Elect Director Alfred F. Kelly, Jr.                            | For     | For       | Management |
| 1.7  | Elect Director William E. Kennard                              | For     | For       | Management |
| 1.8  | Elect Director James M. Kilts                                  | For     | For       | Management |
| 1.9  | Elect Director Catherine R. Kinney                             | For     | For       | Management |
| 1.10 | Elect Director Denise M. Morrison                              | For     | For       | Management |
| 1.11 | Elect Director Kenton J. Sicchitano                            | For     | For       | Management |
| 1.12 | Elect Director Lulu C. Wang                                    | For     | For       | Management |
| 2    | Ratify Auditors  | For     | For       | Management |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 4    | Approve Omnibus Stock Plan                                     | For     | For       | Management |
| 5    | Approve Non-Employee Director Omnibus Stock Plan               | For     | For       | Management |

NESTLE SA

Ticker: NESN Security ID: 641069406  
 Meeting Date: APR 10, 2014 Meeting Type: Annual  
 Record Date: MAR 03, 2014

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|------|---|---------|-----------|------------|
| 1.1  | Accept Financial Statements and Statutory Reports                               | For     | For       | Management |
| 1.2  | Approve Remuneration Report (Non-Binding)                                       | For     | For       | Management |
| 2    | Approve Discharge of Board and Senior Management                                | For     | For       | Management |
| 3    | Approve Allocation of Income and Dividends of CHF 2.15 per Share                | For     | For       | Management |
| 4    | Amend Articles Re: Ordinance Against Excessive Remuneration at Listed Companies | For     | Against   | Management |
| 5.1a | Reelect Peter Brabeck-Letmathe as Director                                      | For     | For       | Management |
| 5.1b | Reelect Paul Bulcke as Director   | For     | For       | Management |
| 5.1c | Reelect Andreas Koopmann as Director  | For     | For       | Management |
| 5.1d | Reelect Rolf Haenggi as Director  | For     | For       | Management |
| 5.1e | Reelect Beat Hess as Director   | For     | For       | Management |
| 5.1f | Reelect Daniel Borel as Director  | For     | For       | Management |
| 5.1g | Reelect Steven Hoch as Director   | For     | For       | Management |
| 5.1h | Reelect Naina Lal Kidwai as Director  | For     | For       | Management |
| 5.1i | Reelect Titia de Lange as Director  | For     | For       | Management |
| 5.1j | Reelect Jean-Pierre Roth as Director  | For     | For       | Management |
| 5.1k | Reelect Ann Veneman as Director   | For     | For       | Management |

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|       |  |      |         |            |
|-------|--|------|---------|------------|
| 5.11  | Reelect Henri de Castries as Director                            | For  | For     | Management |
| 5.1m  | Reelect Eva Cheng as Director                                    | For  | For     | Management |
| 5.2   | Elect Peter Brabeck-Letmathe as Board Chairman                   | For  | For     | Management |
| 5.3.1 | Appoint Beat Hess as Member of the Compensation Committee        | For  | For     | Management |
| 5.3.2 | Appoint Daniel Borel as Member of the Compensation Committee     | For  | For     | Management |
| 5.3.3 | Appoint Andreas Koopmann as Member of the Compensation Committee | For  | For     | Management |
| 5.3.4 | Appoint Jean-Pierre Roth as Member of the Compensation Committee | For  | For     | Management |
| 5.4   | Ratify KMPG SA as Auditors                                       | For  | For     | Management |
| 5.5   | Designate Hartmann Dreyer as Independent Proxy                   | For  | For     | Management |
| 6     | Additional And/or Counter-proposals Presented At The Meeting     | None | Against | Management |

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### OCCIDENTAL PETROLEUM CORPORATION

Ticker: OXY                      Security ID: 674599105  
 Meeting Date: MAY 02, 2014      Meeting Type: Annual  
 Record Date: MAR 13, 2014

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Spencer Abraham  | For     | For       | Management  |
| 1.2  | Elect Director Howard I. Atkins   | For     | For       | Management  |
| 1.3  | Elect Director Eugene L. Batchelder   | For     | For       | Management  |
| 1.4  | Elect Director Stephen I. Chazen  | For     | For       | Management  |
| 1.5  | Elect Director Edward P. Djerejian  | For     | For       | Management  |
| 1.6  | Elect Director John E. Feick  | For     | For       | Management  |
| 1.7  | Elect Director Margaret M. Foran  | For     | For       | Management  |
| 1.8  | Elect Director Carlos M. Gutierrez  | For     | For       | Management  |
| 1.9  | Elect Director William R. Klesse  | For     | For       | Management  |
| 1.10 | Elect Director Avedick B. Poladian  | For     | For       | Management  |
| 1.11 | Elect Director Elisse B. Walter   | For     | For       | Management  |
| 2    | Remove Age Restriction for Directors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation                  | For     | For       | Management  |
| 4    | Provide Right to Act by Written Consent   | For     | For       | Management  |
| 5    | Separate the Roles of the Chairman of the Board and the Chief Executive Officer | For     | For       | Management  |
| 6    | Ratify Auditors   | For     | For       | Management  |
| 7    | Stock Retention/Holding Period  | Against | Against   | Shareholder |
| 8    | Review and Assess Membership of Lobbying Organizations                          | Against | For       | Shareholder |
| 9    | Report on Management of Hydraulic Fracturing Risks and Opportunities            | Against | For       | Shareholder |
| 10   | Report on Methane Emissions Management and Reduction Targets                    | Against | Against   | Shareholder |

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### ORACLE CORPORATION

Ticker: ORCL                      Security ID: 68389X105  
 Meeting Date: OCT 31, 2013      Meeting Type: Annual

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Record Date: SEP 03, 2013

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Jeffrey S. Berg                                     | For     | Withhold  | Management  |
| 1.2  | Elect Director H. Raymond Bingham                                  | For     | Withhold  | Management  |
| 1.3  | Elect Director Michael J. Boskin                                   | For     | Withhold  | Management  |
| 1.4  | Elect Director Safra A. Catz                                       | For     | Withhold  | Management  |
| 1.5  | Elect Director Bruce R. Chizen                                     | For     | Withhold  | Management  |
| 1.6  | Elect Director George H. Conrades                                  | For     | Withhold  | Management  |
| 1.7  | Elect Director Lawrence J. Ellison                                 | For     | Withhold  | Management  |
| 1.8  | Elect Director Hector Garcia-Molina                                | For     | Withhold  | Management  |
| 1.9  | Elect Director Jeffrey O. Henley                                   | For     | Withhold  | Management  |
| 1.10 | Elect Director Mark V. Hurd  | For     | Withhold  | Management  |
| 1.11 | Elect Director Naomi O. Seligman                                   | For     | Withhold  | Management  |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation     | For     | Against   | Management  |
| 3    | Amend Omnibus Stock Plan   | For     | Against   | Management  |
| 4    | Ratify Auditors  | For     | For       | Management  |
| 5    | Establish Human Rights Committee                                   | Against | Against   | Shareholder |
| 6    | Require Independent Board Chairman                                 | Against | For       | Shareholder |
| 7    | Provide Vote Counting to Exclude Abstentions                       | Against | Against   | Shareholder |
| 8    | Adopt Multiple Performance Metrics Under Executive Incentive Plans | Against | For       | Shareholder |
| 9    | Require Shareholder Approval of Quantifiable Performance Metrics   | Against | For       | Shareholder |

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PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 24, 2014 Meeting Type: Annual  
 Record Date: FEB 26, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Dennis A. Ausiello                                  | For     | For       | Management  |
| 1.2  | Elect Director W. Don Cornwell                                     | For     | For       | Management  |
| 1.3  | Elect Director Frances D. Fergusson                                | For     | For       | Management  |
| 1.4  | Elect Director Helen H. Hobbs                                      | For     | For       | Management  |
| 1.5  | Elect Director Constance J. Horner                                 | For     | For       | Management  |
| 1.6  | Elect Director James M. Kilts                                      | For     | For       | Management  |
| 1.7  | Elect Director George A. Lorch                                     | For     | For       | Management  |
| 1.8  | Elect Director Shantanu Narayan                                    | For     | For       | Management  |
| 1.9  | Elect Director Suzanne Nora Johnson                                | For     | For       | Management  |
| 1.10 | Elect Director Ian C. Read   | For     | For       | Management  |
| 1.11 | Elect Director Stephen W. Sanger                                   | For     | For       | Management  |
| 1.12 | Elect Director Marc Tessier-Lavigne                                | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation     | For     | For       | Management  |
| 4    | Approve Omnibus Stock Plan   | For     | Against   | Management  |
| 5    | Require Shareholder Vote to Approve Political Contributions Policy | Against | Against   | Shareholder |
| 6    | Review and Assess Membership of Lobbying Organizations             | Against | Against   | Shareholder |
| 7    | Provide Right to Act by Written Consent                            | Against | For       | Shareholder |

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PHILIP MORRIS INTERNATIONAL INC.

Ticker: PM Security ID: 718172109  
 Meeting Date: MAY 07, 2014 Meeting Type: Annual  
 Record Date: MAR 14, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Harold Brown                                    | For     | For       | Management  |
| 1.2  | Elect Director Andre Calantzopoulos                            | For     | For       | Management  |
| 1.3  | Elect Director Louis C. Camilleri                              | For     | For       | Management  |
| 1.4  | Elect Director Jennifer Li                                     | For     | For       | Management  |
| 1.5  | Elect Director Sergio Marchionne                               | For     | For       | Management  |
| 1.6  | Elect Director Kalpana Morparia                                | For     | For       | Management  |
| 1.7  | Elect Director Lucio A. Noto                                   | For     | For       | Management  |
| 1.8  | Elect Director Robert B. Polet                                 | For     | For       | Management  |
| 1.9  | Elect Director Carlos Slim Helu                                | For     | For       | Management  |
| 1.10 | Elect Director Stephen M. Wolf                                 | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Report on Lobbying Payments and Policy                         | Against | For       | Shareholder |
| 5    | Adopt Policy to Restrict Non-Required Animal Testing           | Against | Against   | Shareholder |

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 PPG INDUSTRIES, INC.

Ticker: PPG Security ID: 693506107  
 Meeting Date: APR 17, 2014 Meeting Type: Annual  
 Record Date: FEB 21, 2014

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|-----|--|---------|-----------|-------------|
| 1.1 | Elect Director Stephen F. Angel  | For     | For       | Management  |
| 1.2 | Elect Director Hugh Grant  | For     | For       | Management  |
| 1.3 | Elect Director Michele J. Hooper                                       | For     | For       | Management  |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation         | For     | For       | Management  |
| 3   | Reduce Supermajority Vote Requirement in the Articles of Incorporation | For     | For       | Management  |
| 4   | Ratify Auditors  | For     | For       | Management  |
| 5   | Require Independent Board Chairman                                     | Against | Against   | Shareholder |

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 ST. JUDE MEDICAL, INC.

Ticker: STJ Security ID: 790849103  
 Meeting Date: MAY 01, 2014 Meeting Type: Annual  
 Record Date: MAR 04, 2014

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1.1 | Elect Director Richard R. Devenuti                             | For     | For       | Management |
| 1.2 | Elect Director Stefan K. Widensohler                           | For     | For       | Management |
| 1.3 | Elect Director Wendy L. Yarno                                  | For     | For       | Management |
| 2   | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3   | Approve Executive Incentive Bonus Plan                         | For     | For       | Management |
| 4   | Declassify the Board of Directors                              | For     | For       | Management |
| 5   | Ratify Auditors  | For     | For       | Management |

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 STAPLES, INC.

Ticker: SPLS Security ID: 855030102  
 Meeting Date: JUN 02, 2014 Meeting Type: Annual  
 Record Date: APR 07, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Basil L. Anderson                               | For     | For       | Management  |
| 1b | Elect Director Drew G. Faust                                   | For     | For       | Management  |
| 1c | Elect Director Justin King                                     | For     | For       | Management  |
| 1d | Elect Director Carol Meyrowitz                                 | For     | Against   | Management  |
| 1e | Elect Director Rowland T. Moriarty                             | For     | For       | Management  |
| 1f | Elect Director Robert C. Nakasone                              | For     | For       | Management  |
| 1g | Elect Director Ronald L. Sargent                               | For     | Against   | Management  |
| 1h | Elect Director Robert E. Sulentic                              | For     | For       | Management  |
| 1i | Elect Director Raul Vazquez                                    | For     | Against   | Management  |
| 1j | Elect Director Vijay Vishwanath                                | For     | For       | Management  |
| 1k | Elect Director Paul F. Walsh                                   | For     | Against   | Management  |
| 2  | Approve Omnibus Stock Plan                                     | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | Against   | Management  |
| 4  | Ratify Auditors  | For     | For       | Management  |
| 5  | Require Independent Board Chairman                             | Against | For       | Shareholder |
| 6  | Report on Human Rights Risk Assessment Process                 | Against | For       | Shareholder |

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 TARGET CORPORATION

Ticker: TGT Security ID: 87612E106  
 Meeting Date: JUN 11, 2014 Meeting Type: Annual  
 Record Date: APR 14, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1a | Elect Director Roxanne S. Austin  | For     | For       | Management  |
| 1b | Elect Director Douglas M. Baker, Jr.                                    | For     | For       | Management  |
| 1c | Elect Director Calvin Darden  | For     | For       | Management  |
| 1d | Elect Director Henrique De Castro                                       | For     | For       | Management  |
| 1e | Elect Director James A. Johnson   | For     | Against   | Management  |
| 1f | Elect Director Mary E. Minnick  | For     | For       | Management  |
| 1g | Elect Director Anne M. Mulcahy  | For     | Against   | Management  |
| 1h | Elect Director Derica W. Rice   | For     | For       | Management  |
| 1i | Elect Director Kenneth L. Salazar                                       | For     | For       | Management  |
| 1j | Elect Director John G. Stumpf   | For     | For       | Management  |
| 2  | Ratify Auditors   | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation          | For     | Against   | Management  |
| 4  | Eliminate Perquisites   | Against | Against   | Shareholder |
| 5  | Require Independent Board Chairman                                      | Against | For       | Shareholder |
| 6  | Cease Discrimination in Hiring, Vendor Contracts, or Customer Relations | Against | Against   | Shareholder |

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 THE BANK OF NEW YORK MELLON CORPORATION

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Ticker: BK Security ID: 064058100  
 Meeting Date: APR 08, 2014 Meeting Type: Annual  
 Record Date: FEB 07, 2014

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Ruth E. Bruch                                   | For     | For       | Management  |
| 1.2  | Elect Director Nicholas M. Donofrio                            | For     | For       | Management  |
| 1.3  | Elect Director Jeffrey A. Goldstein                            | For     | For       | Management  |
| 1.4  | Elect Director Gerald L. Hassell                               | For     | For       | Management  |
| 1.5  | Elect Director Edmund F. 'Ted' Kelly                           | For     | For       | Management  |
| 1.6  | Elect Director Richard J. Kogan                                | For     | For       | Management  |
| 1.7  | Elect Director Michael J. Kowalski                             | For     | For       | Management  |
| 1.8  | Elect Director John A. Luke, Jr.                               | For     | For       | Management  |
| 1.9  | Elect Director Mark A. Nordenberg                              | For     | For       | Management  |
| 1.10 | Elect Director Catherine A. Rein                               | For     | For       | Management  |
| 1.11 | Elect Director William C. Richardson                           | For     | For       | Management  |
| 1.12 | Elect Director Samuel C. Scott, III                            | For     | For       | Management  |
| 1.13 | Elect Director Wesley W. von Schack                            | For     | For       | Management  |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 3    | Ratify Auditors  | For     | For       | Management  |
| 4    | Amend Omnibus Stock Plan                                       | For     | Against   | Management  |
| 5    | Require Independent Board Chairman                             | Against | Against   | Shareholder |

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### THE TRAVELERS COMPANIES, INC.

Ticker: TRV Security ID: 89417E109  
 Meeting Date: MAY 27, 2014 Meeting Type: Annual  
 Record Date: MAR 31, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1a | Elect Director Alan L. Beller                                  | For     | For       | Management  |
| 1b | Elect Director John H. Dasburg                                 | For     | For       | Management  |
| 1c | Elect Director Janet M. Dolan                                  | For     | For       | Management  |
| 1d | Elect Director Kenneth M. Duberstein                           | For     | For       | Management  |
| 1e | Elect Director Jay S. Fishman                                  | For     | For       | Management  |
| 1f | Elect Director Patricia L. Higgins                             | For     | For       | Management  |
| 1g | Elect Director Thomas R. Hodgson                               | For     | For       | Management  |
| 1h | Elect Director William J. Kane                                 | For     | For       | Management  |
| 1i | Elect Director Cleve L. Killingsworth, Jr.                     | For     | For       | Management  |
| 1j | Elect Director Philip T. (Pete) Ruegger, III                   | For     | For       | Management  |
| 1k | Elect Director Donald J. Shepard                               | For     | For       | Management  |
| 1l | Elect Director Laurie J. Thomsen                               | For     | For       | Management  |
| 2  | Ratify Auditors  | For     | For       | Management  |
| 3  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4  | Approve Omnibus Stock Plan                                     | For     | For       | Management  |
| 5  | Report on Political Contributions                              | Against | For       | Shareholder |

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### THERMO FISHER SCIENTIFIC INC.

Ticker: TMO Security ID: 883556102  
 Meeting Date: MAY 20, 2014 Meeting Type: Annual

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Record Date: MAR 28, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Marc N. Casper                                  | For     | For       | Management |
| 1b | Elect Director Nelson J. Chai                                  | For     | For       | Management |
| 1c | Elect Director C. Martin Harris                                | For     | For       | Management |
| 1d | Elect Director Tyler Jacks                                     | For     | For       | Management |
| 1e | Elect Director Judy C. Lewent                                  | For     | For       | Management |
| 1f | Elect Director Thomas J. Lynch                                 | For     | For       | Management |
| 1g | Elect Director Jim P. Manzi                                    | For     | For       | Management |
| 1h | Elect Director William G. Parrett                              | For     | For       | Management |
| 1i | Elect Director Lars R. Sorensen                                | For     | For       | Management |
| 1j | Elect Director Scott M. Sperling                               | For     | For       | Management |
| 1k | Elect Director Elaine S. Ullian                                | For     | For       | Management |
| 2  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |
| 3  | Ratify Auditors  | For     | For       | Management |

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TYCO INTERNATIONAL LTD.

Ticker: TYC                      Security ID: H89128104  
 Meeting Date: MAR 05, 2014      Meeting Type: Annual  
 Record Date: JAN 06, 2014

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports                             | For     | For       | Management |
| 2  | Approve Discharge of Board and Senior Management                              | For     | For       | Management |
| 3a | Elect Director Edward D. Breen  | For     | For       | Management |
| 3b | Elect Director Herman E. Bulls  | For     | For       | Management |
| 3c | Elect Director Michael E. Daniels   | For     | For       | Management |
| 3d | Elect Director Frank M. Drendel   | For     | For       | Management |
| 3e | Elect Director Brian Duperreault  | For     | For       | Management |
| 3f | Elect Director Rajiv L. Gupta   | For     | For       | Management |
| 3g | Elect Director George R. Oliver   | For     | For       | Management |
| 3h | Elect Director Brendan R. O'Neill   | For     | For       | Management |
| 3i | Elect Director Jurgen Tinggren  | For     | For       | Management |
| 3j | Elect Director Sandra S. Wijnberg   | For     | For       | Management |
| 3k | Elect Director R. David Yost  | For     | For       | Management |
| 4  | Elect Board Chairman Edward D. Breen  | For     | For       | Management |
| 5a | Elect Rajiv L. Gupta as Member of Remuneration Committee                      | For     | For       | Management |
| 5b | Elect Sandra S. Wijnberg as Member of Remuneration Committee                  | For     | For       | Management |
| 5c | Elect R. David Yost as Member of Remuneration Committee                       | For     | For       | Management |
| 6a | Appoint Deloitte AG as Statutory Auditor                                      | For     | For       | Management |
| 6b | Ratify Deloitte & Touche LLP as Independent Registered Public Accounting Firm | For     | For       | Management |
| 6c | Ratify PricewaterhouseCoopers AG as Special Auditors                          | For     | For       | Management |
| 7  | Designate Bratschi Wiederkehr & Buob as Independent Proxy                     | For     | For       | Management |
| 8  | Approve Allocation of Income  | For     | For       | Management |
| 9  | Approve Ordinary Cash Dividend  | For     | For       | Management |
| 10 | Advisory Vote to Ratify Named   | For     | For       | Management |

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### Executive Officers' Compensation

#### UNITED TECHNOLOGIES CORPORATION

Ticker: UTX Security ID: 913017109  
 Meeting Date: APR 28, 2014 Meeting Type: Annual  
 Record Date: MAR 03, 2014

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1a | Elect Director Louis R. Chenevert                              | For     | For       | Management |
| 1b | Elect Director John V. Faraci                                  | For     | For       | Management |
| 1c | Elect Director Jean-Pierre Garnier                             | For     | For       | Management |
| 1d | Elect Director Jamie S. Gorelick                               | For     | For       | Management |
| 1e | Elect Director Edward A. Kangas                                | For     | For       | Management |
| 1f | Elect Director Ellen J. Kullman                                | For     | For       | Management |
| 1g | Elect Director Marshall O. Larsen                              | For     | For       | Management |
| 1h | Elect Director Harold McGraw, III                              | For     | For       | Management |
| 1i | Elect Director Richard B. Myers                                | For     | For       | Management |
| 1j | Elect Director H. Patrick Swygert                              | For     | For       | Management |
| 1k | Elect Director Andre Villeneuve                                | For     | For       | Management |
| 1l | Elect Director Christine Todd Whitman                          | For     | For       | Management |
| 2  | Ratify Auditors  | For     | For       | Management |
| 3  | Amend Omnibus Stock Plan                                       | For     | Against   | Management |
| 4  | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management |

#### VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
 Meeting Date: JAN 28, 2014 Meeting Type: Special  
 Record Date: DEC 09, 2013

| # | Proposal                                    | Mgt Rec | Vote Cast | Sponsor    |
|---|---|---------|-----------|------------|
| 1 | Issue Shares in Connection with Acquisition | For     | For       | Management |
| 2 | Increase Authorized Common Stock            | For     | For       | Management |
| 3 | Adjourn Meeting                             | For     | For       | Management |

#### VERIZON COMMUNICATIONS INC.

Ticker: VZ Security ID: 92343V104  
 Meeting Date: MAY 01, 2014 Meeting Type: Annual  
 Record Date: MAR 03, 2014

| #   | Proposal                             | Mgt Rec | Vote Cast | Sponsor    |
|-----|--------------------------------------|---------|-----------|------------|
| 1.1 | Elect Director Shellye L. Archambeau | For     | For       | Management |
| 1.2 | Elect Director Richard L. Carrion    | For     | For       | Management |
| 1.3 | Elect Director Melanie L. Healey     | For     | For       | Management |
| 1.4 | Elect Director M. Frances Keeth      | For     | For       | Management |
| 1.5 | Elect Director Robert W. Lane        | For     | For       | Management |
| 1.6 | Elect Director Lowell C. McAdam      | For     | For       | Management |
| 1.7 | Elect Director Donald T. Nicolaisen  | For     | For       | Management |
| 1.8 | Elect Director Clarence Otis, Jr.    | For     | For       | Management |



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|      |  |         |         |             |
|------|--|---------|---------|-------------|
| 1.9  | Elect Director Rodney E. Slater                                    | For     | For     | Management  |
| 1.10 | Elect Director Kathryn A. Tesija                                   | For     | For     | Management  |
| 1.11 | Elect Director Gregory D. Wasson                                   | For     | For     | Management  |
| 2    | Ratify Auditors  | For     | For     | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation     | For     | For     | Management  |
| 4    | Provide Proxy Access Right   | For     | For     | Management  |
| 5    | Report on Net Neutrality   | Against | Against | Shareholder |
| 6    | Report on Lobbying Payments and Policy                             | Against | For     | Shareholder |
| 7    | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For     | Shareholder |
| 8    | Amend Articles/Bylaws/Charter -- Call Special Meetings             | Against | For     | Shareholder |
| 9    | Provide Right to Act by Written Consent                            | Against | For     | Shareholder |
| 10   | Approve Proxy Voting Authority                                     | Against | Against | Shareholder |

===== END NPX REPORT

### SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: MFS SPECIAL VALUE TRUST

By (Signature and Title): JOHN M. CORCORAN\*

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John M. Corcoran, Principal Executive  
Officer & President

Date: August 25, 2014

\*By (Signature and Title) /s/ Susan S. Newton

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Susan S. Newton, as attorney-in-fact

\* Executed by Susan S. Newton on behalf of John M. Corcoran pursuant to a Power of Attorney dated July 8th, 2013. (1)

(1) Incorporated by reference to MFS Municipal Series Trust (File Nos. 2-92915 and 811-4096) Post-Effective Amendment No. 56 filed with the SEC via EDGAR on July 26, 2013.