

NATURAL GAS SERVICES GROUP INC  
Form SC 13G/A  
February 12, 2008

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

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1\*)**

NATURAL GAS SERVICES GROUP, INC.

(Name of Issuer)

Common Stock, \$.01 par value per share

(Title of Class of Securities)

63886Q109

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section

18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons.	Westcliff Capital Management, LLC
	IRS Identification No. of Above Person	77-0435868
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) £
		(b) £
3.	SEC Use Only	
4.	Citizenship or Place of Organization	California
	5. Sole Voting Power	0
	6. Shared Voting Power	372,676
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	372,676
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	372,676
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	£
11.	Percent of Class Represented by Amount in Row (9)	3.1%
12.	Type of Reporting Person (See Instructions)	IA

1.	Names of Reporting Persons.	Richard S. Spencer III
	IRS Identification No. of Above Person	
2.	Check the Appropriate Box if a Member of a Group (See Instructions)	(a) £
		(b) £
3.	SEC Use Only	
4.	Citizenship or Place of Organization	United States
	5. Sole Voting Power	0
	6. Shared Voting Power	372,676
	7. Sole Dispositive Power	0
	8. Shared Dispositive Power	372,676
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	372,676
10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	£
11.	Percent of Class Represented by Amount in Row (9)	3.1%
12.	Type of Reporting Person (See Instructions)	HC, IN

**Item 1(a). Name of Issuer:**

Natural Gas Services Group, Inc.

**Item 1(b). Address of Issuer's Principal Executive Office:**

2911 SCR 1260, Midland, Texas 79706

**Item 2(a). Name of Person Filing:**

Westcliff Capital Management, LLC ("Westcliff LLC") and Richard S. Spencer III ("Spencer", and collectively, the "Filers").

Westcliff LLC and Spencer disclaim beneficial ownership of the Stock (as defined below) except to the extent of their respective pecuniary interests therein.

**Item 2(b). Address of Principal Business Office or, if none, Residence:**

200 Seventh Avenue, Suite 105, Santa Cruz, CA 95062

**Item 2(c). Citizenship:**

See Item 4 of the cover page for each Filer.

**Item 2(d). Title of Class of Securities:**

This Statement relates to the shares of common stock of the Issuer (the "Stock").

**Item 2(e). CUSIP Number:**

63886Q109

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

- T (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- £ (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- T (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- £ (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- £ (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- £ (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership:**

See Items 5-9 and 11 of the cover page for each Filer.

Westcliff LLC, as investment manager of various client accounts, and Spencer, as Westcliff LLC's manager and majority owner, may be deemed to beneficially own the Stock owned by such accounts, in that they may be deemed to have the power to direct the voting or disposition of that Stock. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that Westcliff LLC or Spencer is, for any purpose, the beneficial owner of any Stock to which this Schedule relates, and each of Westcliff LLC and Spencer disclaims beneficial ownership as to that Stock, except to the extent of his or its pecuniary interests therein. Neither the filing of this Schedule nor any of its contents shall be deemed to constitute an admission that any of the other individual officers and members of Westcliff LLC is, for any purpose, the beneficial owner of any of the Stock to which this Schedule relates, and such beneficial ownership is expressly disclaimed.

The calculation of percentage of beneficial ownership in item 11 of pages 2 and 3 was derived from the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2007 in which the Issuer stated that the number of shares of its common stock outstanding at October 31, 2007 was 12,081,334 shares.

**Item 5. Ownership of Five Percent or Less of a Class:**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following X.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person:**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

Not applicable.

**Item 8. Identification and Classification of Members of the Group:**

Not applicable.

**Item 9. Notice of Dissolution of Group:**

Not applicable.

**Item 10. Certification:**

By signing below, each of the signatories certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2008

WESTCLIFF CAPITAL MANAGEMENT, LLC

By: /s/ Richard S. Spencer III

Richard S. Spencer III

Manager

RICHARD S. SPENCER III

/s/ Richard S. Spencer

III

Richard S. Spencer III

EXHIBITS LIST

Exhibit A

Joint Filing Undertaking

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**EXHIBIT A**

**JOINT FILING UNDERTAKING**

The undersigned, being authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule, as it may be amended, jointly on behalf of each of such parties.

Dated: February 11, 2008

WESTCLIFF CAPITAL MANAGEMENT, LLC

By: /s/ Richard S. Spencer III  
Richard S. Spencer III  
Manager

RICHARD S. SPENCER III

/s/ Richard S. Spencer  
III  
Richard S. Spencer III

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Barclays U.S. High-Yield Corporate Bond 2% Issuer Capped Index a component of the Barclays U.S. High-Yield Corporate Bond Index, which measures performance of non-investment grade, fixed rate debt. The index limits the maximum exposure to any one issuer to 2%.

Citigroup World Government Bond Non-Dollar Hedged Index a market capitalization-weighted index that is designed to represent the currency-hedged performance of the international developed government bond markets, excluding the United States.

JPMorgan Emerging Markets Bond Index Global measures the performance of U.S.-dollar- denominated debt instruments issued by emerging market sovereign and quasi-sovereign entities: Brady bonds, loans, Eurobonds.

It is not possible to invest directly in an index.

#### **Notes to Performance Summary**

The fund's shares may trade at a discount or premium to net asset value. Shareholders do not have the right to cause the fund to repurchase their shares at net asset value. When fund shares trade at a premium, buyers pay more than the net asset value underlying fund shares, and shares purchased at a premium would receive less than the amount paid for them in the event of the fund's liquidation. As a result, the total return that is calculated based on the net asset value and New York Stock Exchange price can be different.

The fund's monthly distributions may include a return of capital to shareholders to the extent that distributions are in excess of the fund's net investment income and net capital gains, determined in accordance with federal income tax regulations. Distributions that are treated for federal income tax purposes as a return of capital will reduce each shareholder's basis in his or her shares and, to the extent the return of capital exceeds such basis, will be treated as gain to the shareholder from a sale of shares. Returns of shareholder capital have the effect of reducing the fund's assets and increasing the fund's expense ratio.

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*Performance Summary continued*

Performance results do not include adjustments made for financial reporting purposes in accordance with U.S. generally accepted accounting principles and may differ from amounts reported in the financial highlights.

From time to time the fund may receive proceeds from litigation settlements, without which performance would be lower.

In accordance with Section 23(c) of the Investment Company Act of 1940, the fund hereby gives notice that it may from time to time repurchase shares of the fund in the open market at the option of the Board of Trustees and on such terms as the Trustees shall determine.

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**INVESTMENT OBJECTIVE, PRINCIPAL INVESTMENT STRATEGIES AND RISKS OF THE FUND**

**Investment Objective**

The fund's investment objective is to seek high current income, but may also consider capital appreciation. The fund's objective may be changed without shareholder approval.

**Principal Investment Strategies**

MFS (Massachusetts Financial Services Company, the fund's investment adviser) normally invests the fund's assets primarily in debt instruments.

MFS normally invests the fund's assets in corporate bonds of U.S. and/or foreign issuers, U.S. Government securities, foreign government securities, mortgage-backed and other asset-backed securities of U.S. and/or foreign issuers, and/or debt instruments of issuers located in emerging market countries. MFS allocates the fund's assets across these categories with a view toward broad diversification across and within these categories.

MFS may invest up to 100% of the fund's assets in less than investment grade quality debt instruments (lower quality debt instruments).

MFS may invest a relatively large percentage of the fund's assets in issuers in a single country, a small number of countries, or a particular geographic region.

While MFS may use derivatives for any investment purpose, to the extent MFS uses derivatives, MFS expects to use derivatives primarily to increase or decrease exposure to a particular market, segment of the market, or security, to increase or decrease interest rate or currency exposure, or as alternatives to direct investments.

MFS uses a bottom-up investment approach to buying and selling investments for the fund. Investments are selected primarily based on fundamental analysis of individual instruments and their issuers in light of issuers' financial condition and market, economic, political, and regulatory conditions. Factors considered may include the instrument's credit quality, collateral characteristics, and indenture provisions, and the issuer's management ability, capital structure, leverage, and ability to meet its current obligations. Quantitative models that systematically evaluate the structure of the debt instrument and its features may also be considered. In structuring the fund, MFS may also consider top-down factors, including sector allocations, yield curve positioning, macroeconomic factors and risk management factors.

The fund may use leverage by borrowing up to 33  $\frac{1}{3}$ % of the fund's assets, including borrowings for investment purposes, and investing the proceeds pursuant to its investment strategies. If approved by the fund's Board of Trustees, the fund may use leverage by other methods.

MFS may engage in active and frequent trading in pursuing the fund's principal investment strategies.

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### *Investment Objective, Principal Investment Strategies and Risks of the Fund continued*

In response to market, economic, political, or other conditions, MFS may depart from the fund's principal investment strategies by temporarily investing for defensive purposes.

### **Principal Risks**

The fund may not achieve its objective and/or you could lose money on your investment in the fund.

Investments in debt instruments may decline in value as the result of increases in interest rates, declines in the credit quality of the issuer, borrower, counterparty or underlying collateral or assets and the terms of the instrument, or changes in economic, political, issuer-specific, or other conditions. Certain types of debt instruments can be more sensitive to these factors and therefore more volatile.

Investments in foreign markets can involve greater risk and volatility than U.S. investments because of adverse market, economic, political, regulatory, geopolitical, or other conditions.

Emerging markets can have less market structure, depth, and regulatory, custodial or operational oversight and greater political, social, and economic instability than developed markets.

Investments in derivatives can be used to take both long and short positions, be highly volatile, result in leverage (which can magnify losses), and involve risks in addition to the risks of the underlying indicator(s) on which the derivative is based, such as counterparty and liquidity risk.

Investments in lower-quality debt instruments can be more volatile and have greater risk of default than higher-quality debt instruments.

Mortgage-backed securities can be subject to prepayment and/or extension and therefore can offer less potential for gains and greater potential for loss.

The market price of common shares of the fund will be based on factors such as the supply and demand for common shares in the market and general market, economic, political or regulatory conditions. Whether shareholders will realize gains or losses upon the sale of common shares of the fund will depend on the market price of common shares at the time of the sale, not on the fund's net asset value. The market price may be lower or higher than the fund's net asset value. Shares of closed-end funds frequently trade at a discount or premium to their net asset value.

Leverage involves investment exposure in an amount exceeding the initial investment. Leverage can cause increased volatility by magnifying gains or losses.

Please see the fund's registration statement for further information regarding these and other risk considerations. A copy of the fund's registration statement on Form N-2 is available on the EDGAR database on the Securities and Exchange Commission's Internet Web site at <http://sec.gov>.

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**PORTFOLIO MANAGERS PROFILES**

Richard Hawkins	Investment Officer of MFS; employed in the investment management area of MFS since 1988. Portfolio Manager of the Fund since July 2004.
William Adams	Investment Officer of MFS; employed in the investment management area of MFS since 2009. Portfolio Manager of the Fund since May 2011.
David Cole	Investment Officer of MFS; employed in the investment management area of MFS since 2004. Portfolio Manager of the Fund since October 2006.
Matthew Ryan	Investment Officer of MFS; employed in the investment management area of MFS since 1997. Portfolio Manager of the Fund since September 2004.

*Effective December 1, 2012, the following are also Portfolio Managers of the fund:*

Ward Brown	Investment Officer of MFS; employed in the investment management area of MFS since 2008. Portfolio Manager of the fund since December 2012.
Joshua Marston	Investment Officer of MFS; employed in the investment management area of MFS since 2005. Portfolio Manager of the fund since December 2012.
Erik Weisman	Investment Officer of MFS; employed in the investment management area of MFS since 2002. Portfolio Manager of the fund since December 2012.

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**DIVIDEND REINVESTMENT AND CASH PURCHASE PLAN**

The fund offers a Dividend Reinvestment and Cash Purchase Plan (the Plan) that allows common shareholders to reinvest either all of the distributions paid by the fund or only the long-term capital gains. Generally, purchases are made at the market price unless that price exceeds the net asset value (the shares are trading at a premium). If the shares are trading at a premium, purchases will be made at a price of either the net asset value or 95% of the market price, whichever is greater. You can also buy shares on a quarterly basis in any amount \$100 and over. The Plan Agent will purchase shares under the Cash Purchase Plan on the 15th of January, April, July, and October or shortly thereafter.

If shares are registered in your own name, new shareholders will automatically participate in the Plan, unless you have indicated that you do not wish to participate. If your shares are in the name of a brokerage firm, bank, or other nominee, you can ask the firm or nominee to participate in the Plan on your behalf. If the nominee does not offer the Plan, you may wish to request that your shares be re-registered in your own name so that you can participate. There is no service charge to reinvest distributions, nor are there brokerage charges for shares issued directly by the fund. However, when shares are bought on the New York Stock Exchange or otherwise on the open market, each participant pays a pro rata share of the transaction expenses, including commissions. Dividends and capital gains distributions are taxable whether received in cash or reinvested in additional shares the automatic reinvestment of distributions does not relieve you of any income tax that may be payable (or required to be withheld) on the distributions.

You may withdraw from the Plan at any time by going to the Plan Agent's website at [www.computershare.com](http://www.computershare.com), by calling 1-800-637-2304 any business day from 9 a.m. to 5 p.m. Eastern time or by writing to the Plan Agent at P.O. Box 43078, Providence, RI 02940 - 3078. Please have available the name of the fund and your account number. For certain types of registrations, such as corporate accounts, instructions must be submitted in writing. Please call for additional details. When you withdraw from the Plan, you can receive the value of the reinvested shares in one of three ways: your full shares will be held in your account, the Plan Agent will sell your shares and send the proceeds to you, or you may transfer your full shares to your investment professional who can hold or sell them. Additionally, the Plan Agent will sell your fractional shares and send the proceeds to you.

If you have any questions or for further information or a copy of the Plan, contact the Plan Agent Computershare Trust Company, N.A. (the Transfer Agent for the fund) at 1-800-637-2304, at the Plan Agent's website at [www.computershare.com](http://www.computershare.com), or by writing to the Plan Agent at P.O. Box 43078, Providence, RI 02940 - 3078.

**Table of Contents****PORTFOLIO OF INVESTMENTS**

11/30/12

The Portfolio of Investments is a complete list of all securities owned by your fund. It is categorized by broad-based asset classes.

<b>Bonds - 110.7%</b>		
<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Aerospace - 1.4%</b>		
Bombardier, Inc., 7.5%, 2018 (n)	\$ 2,115,000	\$ 2,326,477
Bombardier, Inc., 7.75%, 2020 (n)	375,000	420,938
CPI International, Inc., 8%, 2018	985,000	936,953
Heckler & Koch GmbH, 9.5%, 2018 (z)	EUR 505,000	577,971
Huntington Ingalls Industries, Inc., 7.125%, 2021	\$ 1,935,000	2,092,219
Kratos Defense & Security Solutions, Inc., 10%, 2017	1,495,000	1,629,550
		\$ 7,984,108
<b>Agricultural Products - 0.0%</b>		
Corporacion Azucarera del Peru S.A., 6.375%, 2022 (n)	\$ 100,000	\$ 107,750
<b>Airlines - 0.0%</b>		
Continental Airlines, Inc., 7.25%, 2021	\$ 192,848	\$ 222,739
<b>Apparel Manufacturers - 0.7%</b>		
Hanesbrands, Inc., 8%, 2016	\$ 660,000	\$ 732,607
Hanesbrands, Inc., 6.375%, 2020	390,000	428,513
Jones Group, Inc., 6.875%, 2019	1,155,000	1,186,763
Levi Strauss & Co., 6.875%, 2022	175,000	183,531
Phillips-Van Heusen Corp., 7.375%, 2020	1,305,000	1,459,969
		\$ 3,991,383
<b>Asset-Backed &amp; Securitized - 4.9%</b>		
Anthracite Ltd., A, CDO, FRN, 0.567%, 2019 (z)	\$ 914,277	\$ 895,990
Anthracite Ltd., BFL, CDO, FRN, 1.207%, 2037 (z)	159,738	159,546
Bank of America Commercial Mortgage, Inc., FRN, 5.919%, 2051	1,500,000	1,778,970
Bayview Financial Acquisition Trust, FRN, 5.483%, 2041	164,418	166,528
Bayview Financial Revolving Mortgage Loan Trust, FRN, 1.809%, 2040 (z)	761,343	492,192
Citigroup/Deutsche Bank Commercial Mortgage Trust, FRN, 5.366%, 2049	1,605,000	1,676,105
Commercial Mortgage Pass-Through Certificates, FRN, 5.772%, 2046	230,000	249,761
Countrywide Asset-Backed Certificates, FRN, 5.147%, 2035	790,815	766,268
Credit Suisse Mortgage Capital Certificate, FRN, 5.868%, 2039	626,701	625,475
Crest Ltd., CDO, 7%, 2040 (a)(p)	2,378,889	118,944
First Union-Lehman Brothers Bank of America, FRN, 0.593%, 2035 (i)	12,644,788	214,051

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**Table of Contents***Portfolio of Investments - continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Asset-Backed &amp; Securitized - continued</b>		
JPMorgan Chase Commercial Mortgage Securities Corp., A3 , FRN, 6.002%, 2049	\$ 1,000,000	\$ 1,075,535
JPMorgan Chase Commercial Mortgage Securities Corp., A3 , FRN, 6.155%, 2051	6,000,000	6,397,218
JPMorgan Chase Commercial Mortgage Securities Corp., A4 , FRN, 6.002%, 2049	5,000,000	5,833,375
JPMorgan Chase Commercial Mortgage Securities Corp., C , FRN, 6.227%, 2051	185,000	44,587
Merrill Lynch Mortgage Trust, FRN, 6.041%, 2050	1,350,000	1,553,845
Multi Security Asset Trust, A3 , CDO, 5%, 2035 (z)	729,838	733,670
Spirit Master Funding LLC, 5.05%, 2023 (z)	1,232,995	1,167,744
Wachovia Bank Commercial Mortgage Trust, A4 , FRN, 6.12%, 2051	3,625,000	4,290,195
		\$ 28,239,999
<b>Automotive - 3.0%</b>		
Accuride Corp., 9.5%, 2018	\$ 1,445,000	\$ 1,365,525
Allison Transmission, Inc., 7.125%, 2019 (n)	2,035,000	2,167,275
Automotores Gildemeister S.A., 8.25%, 2021 (n)	137,000	148,303
Continental Rubber of America Corp., 4.5%, 2019 (n)	235,000	237,350
Ford Motor Co., 7.45%, 2031	800,000	1,004,000
Ford Motor Credit Co. LLC, 8%, 2014	485,000	528,695
Ford Motor Credit Co. LLC, 12%, 2015	4,290,000	5,265,975
Ford Motor Credit Co. LLC, 8.125%, 2020	345,000	438,446
General Motors Financial Co., Inc., 4.75%, 2017 (n)	380,000	395,499
General Motors Financial Co., Inc., 6.75%, 2018	795,000	896,235
Goodyear Tire & Rubber Co., 8.25%, 2020	185,000	202,575
Goodyear Tire & Rubber Co., 7%, 2022	350,000	373,625
Jaguar Land Rover PLC, 7.75%, 2018 (n)	430,000	470,850
Jaguar Land Rover PLC, 8.125%, 2021 (n)	2,065,000	2,261,175
Lear Corp., 8.125%, 2020	1,071,000	1,196,843
		\$ 16,952,371
<b>Broadcasting - 3.7%</b>		
Allbritton Communications Co., 8%, 2018	\$ 900,000	\$ 978,750
AMC Networks, Inc., 7.75%, 2021	548,000	621,980
Clear Channel Communications, Inc., 9%, 2021	1,163,000	1,026,348
Clear Channel Worldwide Holdings, Inc., 6.5%, 2022 (z)	190,000	189,050
Clear Channel Worldwide Holdings, Inc., 6.5%, 2022 (z)	675,000	678,375
Clear Channel Worldwide Holdings, Inc., A , 7.625%, 2020	50,000	48,250
Clear Channel Worldwide Holdings, Inc., B , 7.625%, 2020	1,115,000	1,092,700
Hughes Network Systems LLC, 7.625%, 2021	765,000	852,975
Inmarsat Finance PLC, 7.375%, 2017 (n)	790,000	841,350

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
<b>Broadcasting - continued</b>		
Intelsat Bermuda Ltd., 11.25%, 2017	\$ 1,435,000	\$ 1,521,100
Intelsat Bermuda Ltd., 11.5%, 2017 (p)	2,115,000	2,244,544
Liberty Media Corp., 8.5%, 2029	820,000	881,500
Liberty Media Corp., 8.25%, 2030	210,000	226,800
Local TV Finance LLC, 9.25%, 2015 (p)(z)	915,374	926,816
Newport Television LLC, 13%, 2017 (n)(p)	1,086,949	1,163,035
News America, Inc., 6.2%, 2034	325,000	397,040
Nexstar Broadcasting Group, Inc., 8.875%, 2017	320,000	349,600
Nexstar Broadcasting Group, Inc., 6.875%, 2020 (n)	160,000	160,800
Sinclair Broadcast Group, Inc., 9.25%, 2017 (n)	1,425,000	1,567,500
Sinclair Broadcast Group, Inc., 8.375%, 2018	185,000	206,275
SIRIUS XM Radio, Inc., 8.75%, 2015 (n)	725,000	821,969
SIRIUS XM Radio, Inc., 7.625%, 2018 (n)	975,000	1,077,375
SIRIUS XM Radio, Inc., 5.25%, 2022 (n)	150,000	149,625
Starz LLC/Starz Finance Corp., 5%, 2019 (n)	425,000	435,094
Townsquare Radio LLC, 9%, 2019 (z)	380,000	414,200
Univision Communications, Inc., 6.875%, 2019 (n)	855,000	880,650
Univision Communications, Inc., 7.875%, 2020 (n)	535,000	571,113
Univision Communications, Inc., 8.5%, 2021 (n)	710,000	731,300
WPP Finance, 3.625%, 2022	138,000	138,209
		\$ 21,194,323
<b>Brokerage &amp; Asset Managers - 0.2%</b>		
E*TRADE Financial Corp., 6.375%, 2019	\$ 1,040,000	\$ 1,049,100
<b>Building - 2.0%</b>		
Boise Cascade LLC/Finance Corp., 6.375%, 2020 (n)	\$ 390,000	\$ 395,850
Building Materials Holding Corp., 6.875%, 2018 (n)	985,000	1,056,413
Building Materials Holding Corp., 7%, 2020 (n)	600,000	654,000
Building Materials Holding Corp., 6.75%, 2021 (n)	440,000	481,800
CEMEX Finance LLC, 9.5%, 2016 (n)	1,275,000	1,370,625
CEMEX S.A.B. de C.V., 9.25%, 2020	525,000	557,813
HD Supply, Inc., 8.125%, 2019 (n)	495,000	558,113
HD Supply, Inc., 11.5%, 2020 (n)	790,000	863,075
Masonite International Corp., 8.25%, 2021 (n)	1,195,000	1,278,650
Nortek, Inc., 8.5%, 2021	1,375,000	1,495,313
Odebrecht Finance Ltd., 5.125%, 2022 (n)	200,000	215,000
Odebrecht Finance Ltd., 7.125%, 2042 (n)	200,000	231,500
Owens Corning, 9%, 2019	317,000	399,858
Roofing Supply Group LLC/Roofing Supply Finance, Inc., 10%, 2020 (n)	355,000	392,275
USG Corp., 6.3%, 2016	963,000	991,890

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Building - continued</b>		
USG Corp., 7.875%, 2020 (n)	\$ 480,000	\$ 531,600
		\$ 11,473,775
<b>Business Services - 1.4%</b>		
Ceridian Corp., 12.25%, 2015 (p)	\$ 365,000	\$ 357,700
Ceridian Corp., 8.875%, 2019 (n)	350,000	374,500
Cielo S.A., 3.75%, 2022 (z)	200,000	198,000
Fidelity National Information Services, Inc., 7.625%, 2017	320,000	348,800
Fidelity National Information Services, Inc., 5%, 2022	530,000	553,850
iGate Corp., 9%, 2016	1,608,000	1,748,700
Iron Mountain, Inc., 8.375%, 2021	1,360,000	1,502,800
Legend Acquisition Sub, Inc., 10.75%, 2020 (n)	835,000	793,250
Lender Processing Services, Inc., 5.75%, 2023	415,000	433,156
SunGard Data Systems, Inc., 7.375%, 2018	1,065,000	1,135,556
Tencent Holdings Ltd., 3.375%, 2018 (n)	449,000	461,887
		\$ 7,908,199
<b>Cable TV - 2.8%</b>		
Bresnan Broadband Holdings LLC, 8%, 2018 (n)	\$ 270,000	\$ 291,600
CCO Holdings LLC, 7.875%, 2018	1,995,000	2,154,600
CCO Holdings LLC, 8.125%, 2020	1,085,000	1,220,625
CCO Holdings LLC, 7.375%, 2020	250,000	278,125
Cequel Communications Holdings, 8.625%, 2017 (n)	990,000	1,056,825
DIRECTV Holdings LLC, 5.2%, 2020	1,240,000	1,413,113
DISH DBS Corp., 6.75%, 2021	1,000,000	1,130,000
EchoStar Corp., 7.125%, 2016	450,000	504,563
Myriad International Holdings B.V., 6.375%, 2017 (n)	485,000	550,475
Nara Cable Funding Ltd., 8.875%, 2018 (z)	475,000	453,625
ONO Finance II PLC, 10.875%, 2019 (n)	300,000	264,000
Telenet Finance Luxembourg, 6.375%, 2020 (n)	EUR 250,000	341,557
Time Warner Cable, Inc., 5%, 2020	\$ 1,150,000	1,344,160
Unitymedia Hessen GmbH & Co., 5.5%, 2023 (z)	230,000	230,000
UPC Holding B.V., 9.875%, 2018 (n)	925,000	1,034,844
UPCB Finance III Ltd., 6.625%, 2020 (n)	1,104,000	1,184,040
Virgin Media Finance PLC, 8.375%, 2019	318,000	364,110
Virgin Media Finance PLC, 4.875%, 2022	200,000	205,500
Virgin Media Finance PLC, 5.25%, 2022	820,000	863,050
Ziggo Bond Co. B.V., 8%, 2018 (n)	EUR 635,000	908,848
		\$ 15,793,660
<b>Chemicals - 1.7%</b>		
Celanese U.S. Holdings LLC, 6.625%, 2018	\$ 1,335,000	\$ 1,465,163
Hexion U.S. Finance Corp./Hexion Nova Scotia Finance, 8.875%, 2018	1,105,000	1,116,050

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
<b>Chemicals - continued</b>		
Hexion U.S. Finance Corp./Hexion Nova Scotia Finance, 9%, 2020	\$ 270,000	\$ 239,625
Huntsman International LLC, 8.625%, 2021	1,450,000	1,642,125
INEOS Finance PLC, 8.375%, 2019 (n)	800,000	853,000
INEOS Group Holdings PLC, 8.5%, 2016 (n)	940,000	921,200
LyondellBasell Industries N.V., 5%, 2019	270,000	300,038
LyondellBasell Industries N.V., 6%, 2021	1,185,000	1,414,594
Momentive Performance Materials, Inc., 12.5%, 2014	751,000	775,408
Momentive Performance Materials, Inc., 11.5%, 2016	263,000	160,430
Polypore International, Inc., 7.5%, 2017	365,000	395,569
Sociedad Quimica y Minera de Chile S.A., 5.5%, 2020 (n)	414,000	468,677
		\$ 9,751,879
<b>Computer Software - 0.9%</b>		
Infor U.S., Inc., 11.5%, 2018	\$ 1,235,000	\$ 1,432,600
Nuance Communications, Inc., 5.375%, 2020 (n)	430,000	442,900
Seagate HDD Cayman, 6.875%, 2020	475,000	495,781
Syniverse Holdings, Inc., 9.125%, 2019	1,725,000	1,841,438
TransUnion Holding Co., Inc., 9.625%, 2018	355,000	374,525
TransUnion LLC/TransUnion Financing Corp., 11.375%, 2018	580,000	672,800
		\$ 5,260,044
<b>Computer Software - Systems - 0.9%</b>		
Audatex North America, Inc., 6.75%, 2018 (n)	\$ 485,000	\$ 520,163
CDW LLC/CDW Finance Corp., 12.535%, 2017	409,000	437,630
CDW LLC/CDW Finance Corp., 8.5%, 2019	1,060,000	1,142,150
DuPont Fabros Technology, Inc., REIT, 8.5%, 2017	1,380,000	1,514,550
IBM Corp., 4%, 2042	1,694,000	1,794,278
		\$ 5,408,771
<b>Conglomerates - 0.8%</b>		
Amsted Industries, Inc., 8.125%, 2018 (n)	\$ 1,655,000	\$ 1,762,575
Dynacast International LLC, 9.25%, 2019	890,000	952,300
Griffon Corp., 7.125%, 2018	1,635,000	1,731,056
		\$ 4,445,931
<b>Consumer Products - 0.7%</b>		
Easton-Bell Sports, Inc., 9.75%, 2016	\$ 560,000	\$ 603,406
Elizabeth Arden, Inc., 7.375%, 2021	1,215,000	1,351,688
FGI Operating Co./FGI Finance, Inc., 7.875%, 2020 (n)	85,000	92,650
Jarden Corp., 7.5%, 2020	1,355,000	1,473,563
Libbey Glass, Inc., 6.875%, 2020 (n)	355,000	379,850
Spectrum Brands Escrow Corp., 6.375%, 2020 (z)	265,000	274,938
Spectrum Brands Escrow Corp., 6.625%, 2022 (z)	80,000	83,800
		\$ 4,259,895

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
Consumer Services - 0.9%		
Service Corp. International, 6.75%, 2015	\$ 265,000	\$ 292,825
Service Corp. International, 7%, 2017	4,030,000	4,634,500
		\$ 4,927,325
Containers - 1.6%		
Ardagh Packaging Finance PLC, 7.375%, 2017 (n)	\$ 990,000	\$ 1,077,863
Ardagh Packaging Finance PLC, 9.125%, 2020 (n)	1,645,000	1,768,375
Ball Corp., 5%, 2022	93,000	98,580
Berry Plastics Group, Inc., 9.5%, 2018	220,000	240,900
Greif, Inc., 6.75%, 2017	1,300,000	1,436,500
Greif, Inc., 7.75%, 2019	1,000,000	1,147,500
Reynolds Group, 7.125%, 2019	1,135,000	1,225,800
Reynolds Group, 9.875%, 2019	410,000	434,600
Reynolds Group, 5.75%, 2020 (n)	590,000	603,275
Reynolds Group, 8.25%, 2021	880,000	873,400
		\$ 8,906,793
Defense Electronics - 0.3%		
BAE Systems Holdings, Inc., 5.2%, 2015 (n)	\$ 450,000	\$ 494,148
Ducommun, Inc., 9.75%, 2018	644,000	684,250
MOOG, Inc., 7.25%, 2018	590,000	619,500
		\$ 1,797,898
Electrical Equipment - 0.1%		
Avaya, Inc., 9.75%, 2015	\$ 600,000	\$ 475,500
Avaya, Inc., 7%, 2019 (n)	190,000	170,525
		\$ 646,025
Electronics - 0.7%		
Freescal Semiconductor, Inc., 9.25%, 2018 (n)	\$ 1,455,000	\$ 1,565,944
Nokia Corp., 5.375%, 2019	500,000	450,000
Nokia Corp., 6.625%, 2039	175,000	147,438
NXP B.V., 9.75%, 2018 (n)	418,000	483,835
Sensata Technologies B.V., 6.5%, 2019 (n)	1,130,000	1,192,150
		\$ 3,839,367
Emerging Market Quasi-Sovereign - 4.1%		
Banco do Brasil S.A., 3.875%, 2022	\$ 200,000	\$ 200,400
Banco do Estado Rio Grande do Sul S.A., 7.375%, 2022 (n)	213,000	234,034
Banco do Nordeste do Brasil (BNB), 4.375%, 2019 (n)	658,000	676,095
Bank of Ceylon, 6.875%, 2017 (n)	200,000	214,000
Caixa Economica Federal, 3.5%, 2022 (z)	151,000	152,510
CEZ A.S., 4.25%, 2022 (n)	814,000	869,352
CNOOC Finance (2012) Ltd., 3.875%, 2022 (n)	454,000	489,590

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
Emerging Market Quasi-Sovereign - continued		
CNOOC Finance (2012) Ltd., 5%, 2042 (n)	\$ 201,000	\$ 236,725
CNPC (HK) Overseas Capital Ltd., 4.5%, 2021 (n)	897,000	1,008,520
Comision Federal de Electricidad, 5.75%, 2042 (n)	1,184,000	1,346,800
Corporacion Financiera de Desarrollo S.A., 4.75%, 2022 (n)	221,000	246,084
Development Bank of Kazakhstan, 5.5%, 2015 (n)	205,000	223,963
Development Bank of Kazakhstan, 4.125%, 2022 (z)	283,000	282,293
Dolphin Energy Ltd., 5.5%, 2021 (n)	400,000	464,000
Ecopetrol S.A., 7.625%, 2019	594,000	766,260
Gaz Capital S.A., 9.25%, 2019	583,000	765,123
Gaz Capital S.A., 5.999%, 2021 (n)	1,344,000	1,535,856
Gaz Capital S.A., 4.95%, 2022 (n)	255,000	272,213
Gazprom Neft, 4.375%, 2022 (n)	457,000	461,799
Georgian Oil & Gas Corp., 6.875%, 2017 (n)	200,000	207,600
JSC Georgian Railway, 7.75%, 2022 (n)	200,000	225,500
Kazakhstan Temir Zholy Co., 6.95%, 2042 (n)	200,000	247,500
Majapahit Holding B.V., 7.25%, 2017 (n)	591,000	701,813
Majapahit Holding B.V., 8%, 2019 (n)	380,000	477,850
OJSC Russian Agricultural Bank, 5.298%, 2017 (n)	200,000	211,500
Pemex Project Funding Master Trust, 5.75%, 2018	642,000	751,140
Pertamina PT, 5.25%, 2021 (n)	256,000	285,120
Pertamina PT, 4.875%, 2022 (n)	272,000	296,480
Pertamina PT, 6%, 2042 (n)	318,000	359,340
Petrobras International Finance Co., 7.875%, 2019	1,361,000	1,706,438
Petrobras International Finance Co., 6.75%, 2041	481,000	608,235
Petroleos de Venezuela S.A., 5.25%, 2017	950,000	793,250
Petroleos Mexicanos, 8%, 2019	1,101,000	1,443,686
Petroleos Mexicanos, 4.875%, 2022	774,000	874,620
Petroleos Mexicanos, 6.5%, 2041	315,000	396,113
PTT PLC, 3.375%, 2022 (z)	288,000	286,530
PTT PLC, 4.5%, 2042 (z)	311,000	312,006
PTTEP Canada International Finance Ltd., 6.35%, 2042 (n)	200,000	253,910
Ras Laffan Liquefied Natural Gas Co. Ltd., 6.75%, 2019 (n)	721,000	904,855
Sberbank of Russia, 6.125%, 2022 (n)	703,000	786,643
Sinopec Group Overseas Development (2012) Ltd., 3.9%, 2022 (n)	279,000	302,731
Turkiye Halk Bankasi A.S., 4.875%, 2017 (n)	200,000	215,000
Turkiye Vakiflar Bankasi, 6%, 2022 (z)	222,000	234,207
Vnesheconombank, 6.025%, 2022 (n)	200,000	223,836
		\$ 23,551,520
Emerging Market Sovereign - 3.8%		
Dominican Republic, 7.5%, 2021 (n)	\$ 548,000	\$ 640,612
Federal Republic of Nigeria, 0%, 2013	NGN 230,650,000	1,430,250

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
<b>Emerging Market Sovereign - continued</b>		
Government of Ukraine, 6.875%, 2015	\$ 500,000	\$ 501,805
Government of Ukraine, 9.25%, 2017 (n)	200,000	218,000
Republic of Argentina, 2.5%, to 2019, 3.75% to 2029, 5.25% to 2038	1,848,000	602,448
Republic of Colombia, 8.125%, 2024	664,000	998,656
Republic of Colombia, 6.125%, 2041	437,000	603,060
Republic of Guatemala, 5.75%, 2022 (n)	201,000	222,407
Republic of Indonesia, 11.625%, 2019 (n)	1,423,000	2,162,960
Republic of Indonesia, 4.875%, 2021 (n)	348,000	401,940
Republic of Indonesia, 7.75%, 2038 (n)	593,000	902,843
Republic of Latvia, 5.25%, 2017 (n)	200,000	223,250
Republic of Lithuania, 6.625%, 2022 (n)	752,000	956,920
Republic of Mongolia, 5.125%, 2022 (z)	200,000	200,500
Republic of Panama, 9.375%, 2029	1,062,000	1,813,365
Republic of Peru, 7.35%, 2025	355,000	518,300
Republic of Philippines, 5.5%, 2026	421,000	535,723
Republic of Philippines, 6.375%, 2034	848,000	1,198,648
Republic of Poland, 5%, 2022	181,000	213,870
Republic of Romania, 6.75%, 2022 (n)	1,030,000	1,216,585
Republic of Serbia, 7.25%, 2021 (n)	200,000	225,500
Republic of Slovakia, 4.375%, 2022 (n)	1,375,000	1,479,486
Republic of Sri Lanka, 6.25%, 2021 (n)	208,000	227,615
Republic of Turkey, 5.625%, 2021	362,000	432,699
Republic of Turkey, 6.25%, 2022	390,000	489,450
Republic of Turkey, 6%, 2041	200,000	256,000
Russian Federation, 4.5%, 2022 (n)	400,000	452,600
Russian Federation, 5.625%, 2042 (n)	200,000	248,500
United Mexican States, 3.625%, 2022	1,970,000	2,169,463
		\$ 21,543,455
<b>Energy - Independent - 5.9%</b>		
BreitBurn Energy Partners LP, 8.625%, 2020	\$ 330,000	\$ 355,575
BreitBurn Energy Partners LP, 7.875%, 2022 (n)	1,285,000	1,320,338
Carrizo Oil & Gas, Inc., 8.625%, 2018	435,000	462,188
Chaparral Energy, Inc., 7.625%, 2022	535,000	549,713
Chesapeake Energy Corp., 6.875%, 2020	625,000	659,375
Concho Resources, Inc., 8.625%, 2017	420,000	457,275
Concho Resources, Inc., 6.5%, 2022	875,000	953,750
Continental Resources, Inc., 8.25%, 2019	1,170,000	1,316,250
Denbury Resources, Inc., 8.25%, 2020	1,545,000	1,745,850
Energy XXI Gulf Coast, Inc., 9.25%, 2017	1,585,000	1,787,088
EP Energy LLC, 9.375%, 2020	2,720,000	3,012,400
EPL Oil & Gas, Inc., 8.25%, 2018 (z)	195,000	193,538

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
Energy - Independent - continued		
EXCO Resources, Inc., 7.5%, 2018	\$ 510,000	\$ 481,950
Harvest Operations Corp., 6.875%, 2017	1,380,000	1,518,000
Hess Corp., 8.125%, 2019	100,000	132,454
Hilcorp Energy I/Hilcorp Finance Co., 8%, 2020 (n)	265,000	290,175
Laredo Petroleum, Inc., 9.5%, 2019	1,080,000	1,209,600
LINN Energy LLC, 6.5%, 2019	440,000	446,600
LINN Energy LLC, 8.625%, 2020	740,000	808,450
LINN Energy LLC, 7.75%, 2021	788,000	831,340
MEG Energy Corp., 6.5%, 2021 (n)	235,000	245,281
Newfield Exploration Co., 6.875%, 2020	1,135,000	1,221,544
OGX Austria GmbH, 8.375%, 2022 (n)	200,000	163,000
OGX Petroleo e Gas Participacoes S.A., 8.5%, 2018 (n)	786,000	683,820
Pioneer Natural Resources Co., 6.875%, 2018	1,175,000	1,440,510
Plains Exploration & Production Co., 8.625%, 2019	1,180,000	1,315,700
Plains Exploration & Production Co., 6.5%, 2020	390,000	397,800
Plains Exploration & Production Co., 6.75%, 2022	875,000	901,250
QEP Resources, Inc., 6.875%, 2021	1,690,000	1,939,275
Range Resources Corp., 8%, 2019	1,045,000	1,149,500
Range Resources Corp., 5%, 2022	240,000	250,200
Samson Investment Co., 9.75%, 2020 (n)	875,000	925,313
SandRidge Energy, Inc., 8%, 2018 (n)	1,655,000	1,750,163
SM Energy Co., 6.5%, 2021	1,200,000	1,266,000
Talisman Energy, Inc., 7.75%, 2019	280,000	361,217
Whiting Petroleum Corp., 6.5%, 2018	820,000	883,550
		\$ 33,426,032
Energy - Integrated - 0.5%		
Husky Energy, Inc., 5.9%, 2014	\$ 306,000	\$ 328,822
Husky Energy, Inc., 7.25%, 2019	324,000	427,375
Listrindo Capital B.V., 6.95%, 2019 (n)	200,000	222,882
LUKOIL International Finance B.V., 6.656%, 2022	306,000	368,421
Pacific Rubiales Energy Corp., 7.25%, 2021 (n)	1,295,000	1,503,884
		\$ 2,851,384
Engineering - Construction - 0.1%		
BakerCorp International, Inc., 8.25%, 2019	\$ 650,000	\$ 653,250
Entertainment - 0.9%		
AMC Entertainment, Inc., 8.75%, 2019	\$ 1,460,000	\$ 1,606,000
AMC Entertainment, Inc., 9.75%, 2020	1,095,000	1,231,875
Cedar Fair LP, 9.125%, 2018	450,000	509,625
Cinemark USA, Inc., 8.625%, 2019	1,460,000	1,613,300



**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
Entertainment - continued		
NAI Entertainment Holdings LLC, 8.25%, 2017 (n)	\$ 333,000	\$ 367,965
		\$ 5,328,765
<b>Financial Institutions - 3.8%</b>		
Ally Financial, Inc., 5.5%, 2017	\$ 2,775,000	\$ 2,955,375
CIT Group, Inc., 5.25%, 2014 (n)	1,795,000	1,857,825
CIT Group, Inc., 5.25%, 2018	1,070,000	1,135,538
CIT Group, Inc., 6.625%, 2018 (n)	1,355,000	1,517,600
CIT Group, Inc., 5.5%, 2019 (n)	1,315,000	1,400,475
Credit Acceptance Corp., 9.125%, 2017	875,000	955,938
GMAC, Inc., 8%, 2031	135,000	171,450
Icahn Enterprises LP, 8%, 2018	2,021,000	2,147,313
International Lease Finance Corp., 4.875%, 2015	440,000	451,000
International Lease Finance Corp., 8.625%, 2015	320,000	356,400
International Lease Finance Corp., 7.125%, 2018 (n)	1,075,000	1,244,313
Nationstar Mortgage LLC/Capital Corp., 10.875%, 2015	1,365,000	1,472,494
Nationstar Mortgage LLC/Capital Corp., 9.625%, 2019 (n)	25,000	27,813
Nationstar Mortgage LLC/Capital Corp., 7.875%, 2020 (n)	380,000	393,775
PHH Corp., 9.25%, 2016	1,275,000	1,483,781
PHH Corp., 7.375%, 2019	535,000	580,475
SLM Corp., 8.45%, 2018	1,575,000	1,830,938
SLM Corp., 8%, 2020	1,385,000	1,582,363
SLM Corp., 7.25%, 2022	255,000	279,863
		\$ 21,844,729
<b>Food &amp; Beverages - 1.5%</b>		
Ajecorp B.V., 6.5%, 2022 (n)	\$ 150,000	\$ 162,000
Anheuser-Busch InBev S.A., 6.875%, 2019	1,300,000	1,726,414
ARAMARK Corp., 8.5%, 2015	1,154,000	1,166,994
B&G Foods, Inc., 7.625%, 2018	1,305,000	1,406,138
Constellation Brands, Inc., 7.25%, 2016	1,020,000	1,178,100
Grupo Bimbo S.A.B. de C.V., 4.5%, 2022 (n)	218,000	240,186
JBS USA LLC/JBS USA Finance, 8.25%, 2020 (n)	320,000	332,000
Pinnacle Foods Finance LLC, 8.25%, 2017	190,000	199,500
TreeHouse Foods, Inc., 7.75%, 2018	1,045,000	1,144,275
Tyson Foods, Inc., 6.6%, 2016	912,000	1,041,030
		\$ 8,596,637
<b>Forest &amp; Paper Products - 0.8%</b>		
Ainsworth Lumber Co. Ltd., 7.5%, 2017 (z)	\$ 125,000	\$ 128,750
Boise, Inc., 8%, 2020	820,000	891,750
Georgia-Pacific Corp., 8%, 2024	41,000	58,020
Graphic Packaging Holding Co., 7.875%, 2018	510,000	563,550
Millar Western Forest Products Ltd., 8.5%, 2021	120,000	105,000

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
Forest & Paper Products - continued		
Sappi Papier Holding GmbH, 7.75%, 2017 (n)	\$ 300,000	\$ 321,000
Smurfit Kappa Group PLC, 4.875%, 2018 (n)	905,000	911,788
Smurfit Kappa Group PLC, 7.75%, 2019 (n)	EUR 560,000	804,016
Tembec Industries, Inc., 11.25%, 2018	\$ 375,000	394,688
Xerium Technologies, Inc., 8.875%, 2018	503,000	430,065
		\$ 4,608,627
<b>Gaming &amp; Lodging - 2.8%</b>		
Caesars Operating Escrow LLC, 8.5%, 2020 (n)	\$ 655,000	\$ 641,900
Choice Hotels International, Inc., 5.75%, 2022	175,000	191,625
Fontainebleau Las Vegas Holdings LLC, 10.25%, 2015 (a)(d)(n)	460,000	288
GWR Operating Partnership LLP, 10.875%, 2017	680,000	776,900
Harrah's Operating Co., Inc., 11.25%, 2017	890,000	956,194
Host Hotels & Resorts, Inc., 9%, 2017	425,000	457,406
Host Hotels & Resorts, Inc., REIT, 5.25%, 2022	185,000	203,038
Isle of Capri Casinos, Inc., 8.875%, 2020	1,080,000	1,143,450
MGM Mirage, 10.375%, 2014	30,000	33,525
MGM Mirage, 6.625%, 2015	265,000	282,225
MGM Resorts International, 11.375%, 2018	2,620,000	3,111,250
MGM Resorts International, 9%, 2020	655,000	728,688
Penn National Gaming, Inc., 8.75%, 2019	1,640,000	1,871,650
Pinnacle Entertainment, Inc., 8.75%, 2020	345,000	376,050
Rivers Pittsburgh Borrower LP/Rivers Pittsburgh Finance Corp., 9.5%, 2019 (n)	175,000	187,688
Seven Seas Cruises S. DE R.L., 9.125%, 2019	900,000	936,000
Starwood Hotels & Resorts Worldwide, Inc., 6.75%, 2018	1,485,000	1,816,813
Viking Cruises Ltd., 8.5%, 2022 (n)	580,000	614,800
Wyndham Worldwide Corp., 6%, 2016	8,000	9,105
Wyndham Worldwide Corp., 7.375%, 2020	405,000	493,669
Wynn Las Vegas LLC, 7.75%, 2020	1,165,000	1,336,838
		\$ 16,169,102
<b>Industrial - 0.8%</b>		
Altra Holdings, Inc., 8.125%, 2016	\$ 313,000	\$ 332,782
Dematic S.A., 8.75%, 2016 (z)	1,120,000	1,192,800
Hyva Global B.V., 8.625%, 2016 (n)	1,124,000	1,079,040
Mirror PIK S.A., 9%, 2016 (p)(z)	315,000	318,150
Mueller Water Products, Inc., 8.75%, 2020	516,000	588,240
Rexel S.A., 6.125%, 2019 (n)	520,000	538,200
SPL Logistics Escrow LLC, 8.875%, 2020 (n)	525,000	561,750
		\$ 4,610,962

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
<b>Insurance - 1.9%</b>		
American International Group, Inc., 4.875%, 2016	\$ 1,480,000	\$ 1,656,790
American International Group, Inc., 8.25%, 2018	665,000	864,973
American International Group, Inc., 8.175% to 2038, FRN to 2068	3,435,000	4,293,750
MetLife, Inc., 9.25% to 2038, FRN to 2068 (n)	1,100,000	1,518,000
Metropolitan Life Global Funding I, 5.125%, 2014 (n)	860,000	917,206
Unum Group, 7.125%, 2016	1,171,000	1,385,223
		\$ 10,635,942
<b>Insurance - Health - 0.1%</b>		
AMERIGROUP Corp., 7.5%, 2019	\$ 420,000	\$ 491,400
<b>Insurance - Property &amp; Casualty - 1.4%</b>		
Allstate Corp., 7.45%, 2019	\$ 850,000	\$ 1,123,096
AXIS Capital Holdings Ltd., 5.75%, 2014	1,013,000	1,085,679
Liberty Mutual Group, Inc., 10.75% to 2038, FRN to 2088 (n)	1,635,000	2,427,975
XL Group PLC, 6.5% to 2017, FRN to 2049	1,695,000	1,535,670
ZFS Finance USA Trust II, 6.45% to 2016, FRN to 2065 (n)	1,190,000	1,267,350
ZFS Finance USA Trust V, 6.5% to 2017, FRN to 2067 (n)	627,000	669,323
		\$ 8,109,093
<b>International Market Quasi-Sovereign - 1.4%</b>		
Commonwealth Bank of Australia, 2.9%, 2014 (n)	\$ 1,780,000	\$ 1,857,092
ING Bank N.V., 3.9%, 2014 (n)	1,390,000	1,448,586
Irish Life & Permanent PLC, 3.6%, 2013 (e)(n)	1,900,000	1,900,000
Israel Electric Corp. Ltd., 6.7%, 2017 (n)	588,000	620,046
KFW International Finance, Inc., 4.875%, 2019	1,000,000	1,224,600
Societe Financement de l Economie Francaise, 3.375%, 2014 (n)	1,000,000	1,041,304
		\$ 8,091,628
<b>International Market Sovereign - 10.2%</b>		
Commonwealth of Australia, 5.75%, 2021	AUD 1,028,000	\$ 1,289,991
Federal Republic of Germany, 3.75%, 2015	EUR 3,425,000	4,801,160
Federal Republic of Germany, 4.25%, 2018	EUR 392,000	613,207
Federal Republic of Germany, 6.25%, 2030	EUR 847,000	1,764,588
Government of Canada, 4.5%, 2015	CAD 747,000	814,815
Government of Canada, 4.25%, 2018	CAD 447,000	519,233
Government of Canada, 3.25%, 2021	CAD 338,000	385,130
Government of Canada, 5.75%, 2033	CAD 136,000	215,320
Government of Japan, 1.7%, 2017	JPY 383,600,000	4,962,081
Government of Japan, 1.1%, 2020	JPY 351,000,000	4,474,580
Government of Japan, 2.1%, 2024	JPY 233,000,000	3,202,548
Government of Japan, 2.2%, 2027	JPY 375,000,000	5,128,905

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
International Market Sovereign - continued		
Government of New Zealand, 6%, 2021	NZD 483,000	\$ 472,710
Government of Norway, 3.75%, 2021	NOK 2,065,000	416,467
Kingdom of Belgium, 5.5%, 2017	EUR 1,360,000	2,152,002
Kingdom of Denmark, 3%, 2021	DKK 2,538,000	515,077
Kingdom of Spain, 4%, 2015	EUR 526,000	695,770
Kingdom of Spain, 5.5%, 2017	EUR 240,000	327,837
Kingdom of Spain, 4.6%, 2019	EUR 390,000	503,614
Kingdom of Sweden, 5%, 2020	SEK 6,870,000	1,317,550
Kingdom of the Netherlands, 5.5%, 2028	EUR 454,000	843,427
Republic of Austria, 4.65%, 2018	EUR 823,000	1,278,858
Republic of Finland, 3.875%, 2017	EUR 264,000	396,770
Republic of France, 6%, 2025	EUR 388,000	708,276
Republic of France, 4.75%, 2035	EUR 1,370,000	2,296,218
Republic of Iceland, 4.875%, 2016 (n)	\$ 1,646,000	1,728,300
Republic of Ireland, 4.6%, 2016	EUR 563,000	781,634
Republic of Italy, 4.25%, 2015	EUR 1,817,000	2,471,529
Republic of Italy, 5.25%, 2017	EUR 3,500,000	4,939,706
Republic of Italy, 3.75%, 2021	EUR 831,000	1,059,455
United Kingdom Treasury, 8%, 2015	GBP 1,681,000	3,308,911
United Kingdom Treasury, 8%, 2021	GBP 953,000	2,334,370
United Kingdom Treasury, 4.25%, 2036	GBP 739,000	1,465,779
		\$ 58,185,818
<b>Internet - 0.1%</b>		
Baidu, Inc., 3.5%, 2022	\$ 312,000	\$ 315,782
<b>Machinery &amp; Tools - 1.6%</b>		
Ashtead Capital, Inc., 6.5%, 2022 (n)	\$ 235,000	\$ 250,275
Case Corp., 7.25%, 2016	710,000	798,750
Case New Holland, Inc., 7.875%, 2017	2,235,000	2,631,713
CNH Capital LLC, 3.875%, 2015 (n)	205,000	210,381
CNH Capital LLC, 6.25%, 2016	280,000	305,900
H&E Equipment Services LLC, 7%, 2022 (n)	575,000	606,625
NESCO LLC/NESCO Holdings Corp., 11.75%, 2017 (n)	1,070,000	1,151,588
RSC Equipment Rental, Inc., 8.25%, 2021	940,000	1,052,800
UR Financing Escrow Corp., 5.75%, 2018 (n)	1,000,000	1,077,500
UR Financing Escrow Corp., 7.625%, 2022 (n)	1,000,000	1,107,500
		\$ 9,193,032
<b>Major Banks - 2.8%</b>		
Banco Santander U.S. Debt S.A.U., 3.781%, 2015 (n)	\$ 1,400,000	\$ 1,407,210
Bank of America Corp., 7.375%, 2014	1,000,000	1,085,886
Bank of America Corp., 5.65%, 2018	545,000	631,494

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
<b>Major Banks - continued</b>		
Bank of America Corp., 7.625%, 2019	\$ 370,000	\$ 473,083
Barclays Bank PLC, 7.625%, 2022	495,000	490,050
BNP Paribas, FRN, 3.128%, 2014	1,216,000	1,258,932
Credit Suisse New York, 5.5%, 2014	1,000,000	1,065,698
DBS Bank Ltd., 3.625% to 2017, FRN to 2022 (n)	738,000	773,646
HSBC USA, Inc., 4.875%, 2020	460,000	513,779
JPMorgan Chase & Co., 6.3%, 2019	1,000,000	1,235,782
JPMorgan Chase & Co., 3.25%, 2022	478,000	494,401
Morgan Stanley, 5.75%, 2016	397,000	438,837
Morgan Stanley, 6.625%, 2018	391,000	455,349
Morgan Stanley, 7.3%, 2019	830,000	1,007,408
Morgan Stanley, 5.625%, 2019	1,500,000	1,691,708
RBS Capital Trust II, 6.425% to 2034, FRN to 2049	530,000	445,200
Royal Bank of Scotland Group PLC, 6.99% to 2017, FRN to 2049 (n)	350,000	322,000
Royal Bank of Scotland Group PLC, 7.648% to 2031, FRN to 2049	2,085,000	2,079,788
		\$ 15,870,251
<b>Medical &amp; Health Technology &amp; Services - 4.0%</b>		
AmSurg Corp., 5.625%, 2020 (z)	\$ 600,000	\$ 606,000
Biomet, Inc., 6.5%, 2020 (n)	1,370,000	1,431,650
Davita, Inc., 6.375%, 2018	2,180,000	2,332,600
Davita, Inc., 6.625%, 2020	720,000	774,900
Fresenius Medical Care AG & Co. KGaA, 9%, 2015 (n)	665,000	766,413
Fresenius Medical Care Capital Trust III, 5.625%, 2019 (n)	495,000	528,413
HCA, Inc., 8.5%, 2019	2,625,000	2,946,563
HCA, Inc., 7.5%, 2022	2,160,000	2,457,000
HCA, Inc., 5.875%, 2022	520,000	565,500
HealthSouth Corp., 8.125%, 2020	1,825,000	2,007,500
Hologic, Inc., 6.25%, 2020 (n)	285,000	302,813
Hospira, Inc., 6.05%, 2017	655,000	765,620
IASIS Healthcare LLC/IASIS Capital Corp., 8.375%, 2019	1,425,000	1,346,625
McKesson Corp., 7.5%, 2019	110,000	143,168
Owens & Minor, Inc., 6.35%, 2016	970,000	1,082,918
Physio-Control International, Inc., 9.875%, 2019 (n)	555,000	606,338
Select Medical Corp., 7.625%, 2015	105,000	105,788
Teleflex, Inc., 6.875%, 2019	595,000	641,113
Tenet Healthcare Corp., 9.25%, 2015	605,000	682,138
Tenet Healthcare Corp., 8%, 2020	245,000	262,763
Universal Health Services, Inc., 7%, 2018	1,055,000	1,139,400
Universal Hospital Services, Inc., 7.625%, 2020 (n)	585,000	608,400
Vanguard Health Systems, Inc., 0%, 2016	5,000	3,550

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Medical &amp; Health Technology &amp; Services - continued</b>		
WP Rocket Merger Sub, Inc., 10.125%, 2019 (n)	\$ 515,000	\$ 486,675
		\$ 22,593,848
<b>Metals &amp; Mining - 1.9%</b>		
ArcelorMittal, 6.5%, 2014	\$ 520,000	\$ 542,297
Arch Coal, Inc., 7.25%, 2020	510,000	457,725
Cloud Peak Energy, Inc., 8.25%, 2017	2,255,000	2,424,125
Consol Energy, Inc., 8%, 2017	1,425,000	1,524,750
Consol Energy, Inc., 8.25%, 2020	645,000	688,538
First Quantum Minerals Ltd., 7.25%, 2019 (n)	835,000	839,175
Fortescue Metals Group Ltd., 8.25%, 2019 (n)	525,000	536,813
Peabody Energy Corp., 7.375%, 2016	1,070,000	1,230,500
Peabody Energy Corp., 6%, 2018	445,000	465,025
Peabody Energy Corp., 6.25%, 2021	445,000	461,688
Southern Copper Corp., 6.75%, 2040	553,000	651,035
Vale Overseas Ltd., 4.625%, 2020	490,000	526,330
Vale Overseas Ltd., 4.375%, 2022	500,000	529,588
		\$ 10,877,589
<b>Mortgage-Backed - 5.2%</b>		
Fannie Mae, 4.1%, 2013	\$ 463,642	\$ 464,828
Fannie Mae, 4.19%, 2013	328,639	331,423
Fannie Mae, 4.561%, 2014	223,126	231,590
Fannie Mae, 4.6%, 2014	403,443	416,183
Fannie Mae, 4.606%, 2014	437,515	451,475
Fannie Mae, 4.77%, 2014	313,264	327,474
Fannie Mae, 4.56%, 2015	169,869	182,681
Fannie Mae, 4.665%, 2015	137,861	147,166
Fannie Mae, 4.7%, 2015	131,631	140,583
Fannie Mae, 4.74%, 2015	327,115	350,706
Fannie Mae, 4.78%, 2015	380,259	410,380
Fannie Mae, 4.815%, 2015	347,516	373,486
Fannie Mae, 4.87%, 2015	278,695	299,693
Fannie Mae, 4.89%, 2015	93,079	99,639
Fannie Mae, 4.907%, 2015	446,273	484,071
Fannie Mae, 6%, 2016 - 2037	1,930,925	2,124,042
Fannie Mae, 5.5%, 2019 - 2037	6,700,649	7,308,955
Fannie Mae, 4.88%, 2020	213,017	239,401
Fannie Mae, 3%, 2027	1,282,380	1,354,346
Fannie Mae, 6.5%, 2032 - 2033	439,959	503,350
Fannie Mae, 5%, 2035	1,271,866	1,381,905
Fannie Mae, TBA, 3.5%, 2043	2,200,000	2,344,031
Freddie Mac, 6%, 2034	215,520	239,218

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
<b>Mortgage-Backed - continued</b>		
Ginnie Mae, 5.5%, 2039	\$ 1,143,443	\$ 1,256,715
Ginnie Mae, 4.5%, 2041	1,528,936	1,687,467
Ginnie Mae, TBA, 3%, 2042	6,000,000	6,401,249
		\$ 29,552,057
<b>Natural Gas - Distribution - 0.4%</b>		
AmeriGas Finance LLC, 6.75%, 2020	\$ 1,060,000	\$ 1,155,400
Ferrellgas LP/Ferrellgas Finance Corp., 6.5%, 2021	1,065,000	1,033,050
		\$ 2,188,450
<b>Natural Gas - Pipeline - 2.1%</b>		
Atlas Pipeline Partners LP, 8.75%, 2018	\$ 1,495,000	\$ 1,595,913
Crosstex Energy, Inc., 8.875%, 2018	1,705,000	1,849,925
El Paso Corp., 7%, 2017	1,395,000	1,594,460
El Paso Corp., 7.75%, 2032	1,481,000	1,737,672
Energy Transfer Equity LP, 7.5%, 2020	1,380,000	1,566,300
Enterprise Products Partners LP, 8.375% to 2016, FRN to 2066	1,426,000	1,614,945
Enterprise Products Partners LP, 7.034% to 2018, FRN to 2068	256,000	288,640
Inergy Midstream LP, 6%, 2020 (z)	340,000	345,950
Rockies Express Pipeline LLC, 5.625%, 2020 (n)	347,000	336,590
Spectra Energy Capital LLC, 8%, 2019	810,000	1,066,571
		\$ 11,996,966
<b>Network &amp; Telecom - 1.7%</b>		
AT&T, Inc., 6.55%, 2039	\$ 170,000	\$ 226,166
AT&T, Inc., 5.35%, 2040	1,108,000	1,289,387
Centurylink, Inc., 7.65%, 2042	700,000	730,202
Cincinnati Bell, Inc., 8.25%, 2017	1,020,000	1,088,850
Citizens Communications Co., 9%, 2031	840,000	892,500
Eileme 2 AB, 11.625%, 2020 (n)	765,000	875,925
Frontier Communications Corp., 8.125%, 2018	1,190,000	1,353,625
Qwest Communications International, Inc., 7.125%, 2018 (n)	1,075,000	1,130,598
Telefonica Emisiones S.A.U., 2.582%, 2013	995,000	998,731
TW Telecom Holdings, Inc., 5.375%, 2022 (n)	370,000	382,950
Windstream Corp., 8.125%, 2018	380,000	412,300
Windstream Corp., 7.75%, 2020	345,000	363,975
		\$ 9,745,209
<b>Oil Services - 1.1%</b>		
Afren PLC, 11.5%, 2016 (n)	\$ 200,000	\$ 232,000
Afren PLC, 10.25%, 2019 (n)	212,000	246,450
Bristow Group, Inc., 6.25%, 2022	345,000	365,700
Chesapeake Energy Corp., 6.625%, 2019 (n)	370,000	347,800
Dresser-Rand Group, Inc., 6.5%, 2021	305,000	320,250

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
Oil Services - continued		
Edgen Murray Corp., 8.75%, 2020 (n)	\$ 990,000	\$ 990,000
Pioneer Energy Services Corp., 9.875%, 2018	415,000	449,238
Qgog Constellation S.A., 6.25%, 2019 (z)	202,000	203,515
Rosneft, 3.149%, 2017 (z)	375,000	378,750
Rosneft, 4.199%, 2022 (z)	623,000	630,476
Shale-Inland Holdings LLC/Finance Co., 8.75%, 2019 (n)	665,000	671,650
Unit Corp., 6.625%, 2021	1,045,000	1,063,288
Unit Corp., 6.625%, 2021 (n)	340,000	345,950
		\$ 6,245,067
Other Banks & Diversified Financials - 2.3%		
Akbank T.A.S., 5%, 2022 (z)	\$ 150,000	\$ 159,270
Alfa Bank, 7.5%, 2019 (n)	200,000	208,274
Banco de Credito del Peru, 6.125% to 2022, FRN to 2027 (n)	301,000	334,863
Banco de Credito Inversion, 3%, 2017 (n)	200,000	201,120
Banco Santander S.A., 4.125%, 2022 (z)	150,000	151,125
Bancolombia S.A., 5.95%, 2021	819,000	943,898
Bancolombia S.A., 5.125%, 2022	173,000	179,488
BBVA Banco Continental S.A., 5%, 2022 (n)	146,000	157,140
BBVA Bancomer S.A. de C.V., 6.5%, 2021 (n)	900,000	1,008,000
BBVA Bancomer S.A. de C.V., 6.75%, 2022 (n)	155,000	173,213
Capital One Financial Corp., 8.8%, 2019	320,000	433,376
Capital One Financial Corp., 10.25%, 2039	2,605,000	2,618,025
Groupe BPCE S.A., 12.5% to 2019, FRN to 2049 (n)	2,137,000	2,451,609
Grupo Aval Ltd., 5.25%, 2017 (n)	205,000	217,300
Grupo Aval Ltd., 4.75%, 2022 (n)	200,000	201,500
Industrial Senior Trust, 5.5%, 2022 (z)	101,000	101,000
LBG Capital No. 1 PLC, 7.875%, 2020 (n)	1,440,000	1,522,800
PKO Finance AB, 4.63%, 2022 (n)	206,000	212,180
Santander UK PLC, 8.963% to 2030, FRN to 2049	1,485,000	1,655,775
Türkiye İis Bankası A.S., 3.875%, 2017 (z)	201,000	208,035
Yapi ve Kredi Bankası, 5.5%, 2022 (z)	245,000	248,063
		\$ 13,386,054
Pharmaceuticals - 0.7%		
Capsugel FinanceCo. SCA, 9.875%, 2019 (n)	EUR 651,000	\$ 956,724
Roche Holdings, Inc., 6%, 2019 (n)	\$ 1,000,000	1,257,125
Valeant Pharmaceuticals International, Inc., 7%, 2020 (n)	970,000	1,054,875
Valeant Pharmaceuticals International, Inc., 7.25%, 2022 (n)	855,000	933,019
		\$ 4,201,743



**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
<b>Pollution Control - 0.1%</b>		
Heckmann Corp., 9.875%, 2018	\$ 565,000	\$ 574,888
Rough Rider Escrow, Inc., 9.875%, 2018 (n)	215,000	217,150
		\$ 792,038
<b>Precious Metals &amp; Minerals - 0.1%</b>		
IAMGOLD Corp., 6.75%, 2020 (n)	\$ 678,000	\$ 664,440
<b>Printing &amp; Publishing - 0.2%</b>		
American Media, Inc., 13.5%, 2018 (z)	\$ 11,911	\$ 10,363
Nielsen Finance LLC, 7.75%, 2018	645,000	719,175
Nielsen Finance LLC, 4.5%, 2020 (n)	450,000	448,875
		\$ 1,178,413
<b>Railroad &amp; Shipping - 0.1%</b>		
Brunswick Rail Finance Ltd., 6.5%, 2017 (z)	200,000	\$ 203,731
Kansas City Southern de Mexico S.A. de C.V., 6.125%, 2021	360,000	405,000
		\$ 608,731
<b>Real Estate - 1.2%</b>		
CB Richard Ellis Group, Inc., 11.625%, 2017	\$ 400,000	\$ 441,500
CNL Lifestyle Properties, Inc., REIT, 7.25%, 2019	320,000	307,200
Entertainment Properties Trust, REIT, 7.75%, 2020	665,000	774,687
Entertainment Properties Trust, REIT, 5.75%, 2022	750,000	791,558
HRPT Properties Trust, REIT, 6.25%, 2016	1,053,000	1,154,665
Kennedy Wilson, Inc., 8.75%, 2019	300,000	320,250
MPT Operating Partnership LP, REIT, 6.875%, 2021	680,000	737,800
MPT Operating Partnership LP, REIT, 6.375%, 2022	520,000	543,400
Simon Property Group, Inc., REIT, 5.875%, 2017	756,000	898,074
Simon Property Group, Inc., REIT, 10.35%, 2019	660,000	953,221
		\$ 6,922,355
<b>Retailers - 2.4%</b>		
Academy Ltd., 9.25%, 2019 (n)	\$ 295,000	\$ 325,238
Burlington Coat Factory Warehouse Corp., 10%, 2019	810,000	886,950
Dollar General Corp., 4.125%, 2017	827,000	868,350
Home Depot, Inc., 5.875%, 2036	509,000	675,417
J. Crew Group, Inc., 8.125%, 2019	605,000	635,250
Limited Brands, Inc., 6.9%, 2017	480,000	553,200
Limited Brands, Inc., 6.95%, 2033	670,000	675,025
Pantry, Inc., 8.375%, 2020 (n)	385,000	397,513
QVC, Inc., 7.375%, 2020 (n)	485,000	537,669
Rite Aid Corp., 9.25%, 2020	780,000	795,600
Sally Beauty Holdings, Inc., 6.875%, 2019	465,000	517,313
Toys R Us Property Co. II LLC, 8.5%, 2017	1,725,000	1,841,438

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
<b>Retailers - continued</b>		
Toys R Us, Inc., 10.75%, 2017	\$ 1,040,000	\$ 1,133,600
Wal-Mart Stores, Inc., 5.625%, 2041	2,500,000	3,324,685
Yankee Acquisition Corp., 8.5%, 2015	5,000	5,038
YCC Holdings LLC/Yankee Finance, Inc., 10.25%, 2016 (p)	285,000	294,975
		\$ 13,467,261
<b>Specialty Chemicals - 0.1%</b>		
Koppers, Inc., 7.875%, 2019	\$ 265,000	\$ 291,169
<b>Specialty Stores - 0.4%</b>		
Gymboree Corp., 9.125%, 2018	\$ 270,000	\$ 247,725
Michaels Stores, Inc., 11.375%, 2016	635,000	664,369
Michaels Stores, Inc., 7.75%, 2018	1,080,000	1,170,450
		\$ 2,082,544
<b>Steel - 0.0%</b>		
Severstal, 5.9%, 2022 (z)	\$ 200,000	\$ 197,000
<b>Supermarkets - 0.2%</b>		
Delhaize Group, 5.7%, 2040	\$ 834,000	\$ 780,006
SUPERVALU, Inc., 7.5%, 2014	138,000	130,410
		\$ 910,416
<b>Supranational - 0.6%</b>		
Eurasian Development Bank, 4.767%, 2022 (n)	\$ 200,000	\$ 207,750
European Investment Bank, 5.125%, 2017	2,593,000	3,078,047
		\$ 3,285,797
<b>Telecommunications - Wireless - 2.7%</b>		
America Movil S.A.B. de C.V., 3.125%, 2022	\$ 1,369,000	\$ 1,405,550
Clearwire Corp., 12%, 2015 (n)	900,000	949,500
Cricket Communications, Inc., 7.75%, 2016	560,000	592,200
Cricket Communications, Inc., 7.75%, 2020	500,000	516,250
Crown Castle International Corp., 9%, 2015	1,475,000	1,565,344
Crown Castle International Corp., 7.75%, 2017 (n)	430,000	456,875
Crown Castle International Corp., 7.125%, 2019	1,005,000	1,108,013
Digicel Group Ltd., 8.25%, 2017 (n)	710,000	761,475
Digicel Group Ltd., 10.5%, 2018 (n)	350,000	385,000
Digicel Group Ltd., 8.25%, 2020 (n)	200,000	212,500
MetroPCS Wireless, Inc., 7.875%, 2018	565,000	610,200
Sprint Capital Corp., 6.875%, 2028	1,315,000	1,354,450
Sprint Nextel Corp., 6%, 2016	1,005,000	1,090,425
Sprint Nextel Corp., 8.375%, 2017	815,000	945,400
Sprint Nextel Corp., 9%, 2018 (n)	415,000	511,488

**Table of Contents***Portfolio of Investments continued*

<b>Issuer</b>	<b>Shares/Par</b>	<b>Value (\$)</b>
<b>Bonds - continued</b>		
<b>Telecommunications - Wireless - continued</b>		
Sprint Nextel Corp., 6%, 2022	\$ 590,000	\$ 594,425
Wind Acquisition Finance S.A., 11.75%, 2017 (n)	1,325,000	1,354,813
Wind Acquisition Finance S.A., 7.25%, 2018 (n)	1,170,000	1,158,300
		\$ 15,572,208
<b>Telephone Services - 0.5%</b>		
Cogent Communications Group, Inc., 8.375%, 2018 (n)	\$ 445,000	\$ 482,825
Level 3 Financing, Inc., 9.375%, 2019	475,000	530,813
Level 3 Financing, Inc., 7%, 2020 (n)	145,000	147,538
Level 3 Financing, Inc., 8.625%, 2020	1,200,000	1,305,000
Sable International Finance Ltd., 8.75%, 2020 (n)	200,000	229,000
		\$ 2,695,176
<b>Tobacco - 0.2%</b>		
Reynolds American, Inc., 6.75%, 2017	\$ 1,040,000	\$ 1,270,328
<b>Transportation - 0.1%</b>		
Navios South American Logistics, Inc., 9.25%, 2019	\$ 748,000	\$ 714,340
<b>Transportation - Services - 2.1%</b>		
ACL I Corp., 10.625%, 2016 (p)	\$ 886,222	\$ 859,851
Aguila American Resources Ltd., 7.875%, 2018 (n)	1,155,000	1,224,300
Avis Budget Car Rental LLC, 8.25%, 2019	535,000	591,844
CEVA Group PLC, 8.375%, 2017 (n)	1,920,000	1,862,400
Commercial Barge Line Co., 12.5%, 2017	1,525,000	1,681,358
ERAC USA Finance Co., 6.375%, 2017 (n)	1,000,000	1,222,283
HDTFS, Inc., 5.875%, 2020 (n)	190,000	196,175
Navios Maritime Acquisition Corp., 8.625%, 2017	1,460,000	1,372,400
Navios Maritime Holdings, Inc., 8.875%, 2017	480,000	488,400
Swift Services Holdings, Inc., 10%, 2018	1,795,000	1,974,500
Westinghouse Air Brake Technologies Corp., 6.875%, 2013	370,000	380,638
		\$ 11,854,149
<b>U.S. Government Agencies and Equivalents - 0.7%</b>		
Freddie Mac, 5.5%, 2017	\$ 3,060,000	\$ 3,746,835
<b>U.S. Treasury Obligations - 2.9%</b>		
U.S. Treasury Bonds, 6.25%, 2023 (f)	\$ 1,800,000	\$ 2,615,625
U.S. Treasury Bonds, 5.375%, 2031	286,200	417,405
U.S. Treasury Bonds, 4.5%, 2036	95,000	127,686
U.S. Treasury Bonds, 4.75%, 2037	2,986,200	4,162,948
U.S. Treasury Notes, 3.125%, 2019	8,087,000	9,218,549
		\$ 16,542,213

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Bonds - continued</b>		
Utilities - Electric Power - 3.5%		
AES Corp., 8%, 2017	\$ 1,965,000	\$ 2,254,838
Atlantic Power Corp., 9%, 2018	620,000	651,000
Bruce Mansfield Unit, 6.85%, 2034	1,442,997	1,551,510
Calpine Corp., 8%, 2016 (n)	1,800,000	1,921,500
Calpine Corp., 7.875%, 2020 (n)	504,000	559,440
CenterPoint Energy, Inc., 6.5%, 2018	400,000	490,562
Covanta Holding Corp., 7.25%, 2020	905,000	997,040
DPL, Inc., 7.25%, 2021	325,000	342,875
EDP Finance B.V., 6%, 2018 (n)	1,390,000	1,431,700
Energy Future Holdings Corp., 10%, 2020	835,000	887,188
Energy Future Holdings Corp., 10%, 2020	2,903,000	3,236,845
Energy Future Holdings Corp., 11.75%, 2022 (n)	550,000	559,625
GenOn Energy, Inc., 9.5%, 2018	15,000	17,363
GenOn Energy, Inc., 9.875%, 2020	1,515,000	1,715,738
Hrvatska Elektroprivreda, 6%, 2017 (z)	200,000	210,061
NRG Energy, Inc., 8.25%, 2020	1,250,000	1,387,500
System Energy Resources, Inc., 5.129%, 2014 (z)	684,519	693,828
Texas Competitive Electric Holdings Co. LLC, 11.5%, 2020 (n)	630,000	466,200
Viridian Group FundCo II, 11.125%, 2017 (z)	410,000	420,250
		\$ 19,795,063
<b>Total Bonds (Identified Cost, \$587,709,865)</b>		<b>\$ 631,616,203</b>
<b>Convertible Bonds - 0.2%</b>		
Network & Telecom - 0.2%		
Nortel Networks Corp., 2.125%, 2014 (Identified Cost, \$952,581) (a)(d)	\$ 965,000	\$ 969,825
<b>Preferred Stocks - 0.1%</b>		
Other Banks & Diversified Financials - 0.1%		
Ally Financial, Inc., 7% (z)	380	\$ 369,978
GMAC Capital Trust I, 8.125%	22,000	573,100
<b>Total Preferred Stocks (Identified Cost, \$909,735)</b>		<b>\$ 943,078</b>
<b>Convertible Preferred Stocks - 0.1%</b>		
Automotive - 0.1%		
General Motors Co., 4.75% (Identified Cost, \$565,500)	11,310	\$ 457,716
<b>Floating Rate Loans (g)(r) - 0.0%</b>		
Financial Institutions - 0.0%		
Springleaf Financial Funding Co., Term Loan, 5.5%, 2017	\$ 63,660	\$ 62,771

**Table of Contents***Portfolio of Investments continued*

Issuer	Shares/Par	Value (\$)
<b>Floating Rate Loans (g)(r) - continued</b>		
Utilities - Electric Power - 0.0%		
Dynegy Midwest Generation LLC, Term Loan, 9.25%, 2016	\$ 61,182	\$ 62,902
Dynegy Power LLC, Term Loan, 9.25%, 2016	80,922	84,057
		\$ 146,959
<b>Total Floating Rate Loans (Identified Cost, \$203,433)</b>		<b>\$ 209,730</b>
<b>Common Stocks - 0.0%</b>		
Automotive - 0.0%		
Accuride Corp. (a)	12,648	\$ 38,829
Printing & Publishing - 0.0%		
American Media Operations, Inc. (a)	3,053	\$ 14,502
<b>Total Common Stocks (Identified Cost, \$271,148)</b>		<b>\$ 53,331</b>
	<b>Number of Contracts</b>	
<b>Issuer/Expiration Date/Strike Price</b>		
Call Options Purchased - 0.0%		
S&P 500 Index - February 2013 @ \$1,450 (Premiums Paid, \$93,439)	53	\$ 97,520
	<b>Shares/Par</b>	
<b>Money Market Funds - 6.2%</b>		
MFS Institutional Money Market Portfolio, 0.17%, at Cost and Net Asset Value (v)	35,197,231	\$ 35,197,231
<b>Total Investments (Identified Cost, \$625,902,932)</b>		<b>\$ 669,544,634</b>
<b>Other Assets, Less Liabilities - (17.3)%</b>		<b>(98,828,908)</b>
<b>Net Assets - 100.0%</b>		<b>\$ 570,715,726</b>

(a) Non-income producing security.

(d) In default. Interest and/or scheduled principal payment(s) have been missed.

(e) Guaranteed by Minister for Finance of Ireland.

(f) All or a portion of the security has been segregated as collateral for open futures contracts.

(g) The rate shown represents a weighted average coupon rate on settled positions at period end, unless otherwise indicated.

(i) Interest only security for which the fund receives interest on notional principal (Par amount). Par amount shown is the notional principal and does not reflect the cost of the security.

(n) Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in the ordinary course of business in transactions exempt from registration, normally to qualified institutional buyers. At period end, the aggregate value of these securities was \$152,640,314, representing 26.7% of net assets.

(p) Payment-in-kind security.

(r) Remaining maturities of floating rate loans may be less than stated maturities shown as a result of contractual or optional prepayments by the borrower. Such prepayments cannot be

**Table of Contents***Portfolio of Investments continued*

predicted with certainty. These loans may be subject to restrictions on resale. Floating rate loans generally have rates of interest which are determined periodically by reference to a base lending rate plus a premium.

- (v) Underlying affiliated fund that is available only to investment companies managed by MFS. The rate quoted for the MFS Institutional Money Market Portfolio is the annualized seven-day yield of the fund at period end.
- (z) Restricted securities are not registered under the Securities Act of 1933 and are subject to legal restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are subsequently registered. Disposal of these securities may involve time-consuming negotiations and prompt sale at an acceptable price may be difficult. The fund holds the following restricted securities:

<b>Restricted Securities</b>	<b>Acquisition Date</b>	<b>Cost</b>	<b>Value</b>
Ainsworth Lumber Co. Ltd., 7.5%, 2017	11/14/12	\$125,000	\$128,750
Akbank T.A.S., 5%, 2022	10/15/12	148,514	159,270
Ally Financial, Inc., 7% (Preferred Stock)	4/13/11-4/14/11	356,250	369,978
AmSurg Corp., 5.625%, 2020	11/15/12-11/27/12	606,123	606,000
American Media, Inc., 13.5%, 2018	12/22/10	12,068	10,363
Anthracite Ltd., A , CDO, FRN, 0.567%, 2019	1/15/10	702,881	895,990
Anthracite Ltd., BFL . CDO, FRN, 1.207%, 2037	12/09/10	146,276	159,546
Banco Santander S.A., 4.125%, 2022	11/06/12	147,288	151,125
Bayview Financial Revolving Mortgage Loan Trust, FRN, 1.809%, 2040	3/01/06	761,343	492,192
Brunswick Rail Finance Ltd., 6.5%, 2017	10/25/12	200,000	203,731
Caixa Economica Federal, 3.5%, 2022	10/26/12	150,322	152,510
Cielo S.A., 3.75%, 2022	11/09/12	198,637	198,000
Clear Channel Worldwide Holdings, Inc., 6.5%, 2022	11/06/12	188,105	189,050
Clear Channel Worldwide Holdings, Inc., 6.5%, 2022	11/06/12	675,000	678,375
Dematic S.A., 8.75%, 2016	4/19/11-10/21/11	1,117,660	1,192,800
Development Bank of Kazakhstan, 4.125%, 2022	11/26/12	278,421	282,293
EPL Oil & Gas, Inc., 8.25%, 2018	11/27/12	195,000	193,538
Heckler & Koch GmbH, 9.5%, 2018	5/06/11-7/11/11	702,733	577,971
Hrvatska Elektroprivreda, 6%, 2017	11/02/12	200,000	210,061
Industrial Senior Trust, 5.5%, 2022	10/25/12	101,000	101,000
Inergy Midstream LP, 6%, 2020	11/29/12	340,000	345,950
Local TV Finance LLC, 9.25%, 2015	11/09/07-2/16/11	903,970	926,816
Mirror PIK S.A., 9%, 2016	10/16/12	315,000	318,150
Multi Security Asset Trust, A3 , CDO, 5%, 2035	10/12/10	714,477	733,670
Nara Cable Funding Ltd., 8.875%, 2018	1/26/12	461,755	453,625
PTT PLC, 3.375%, 2022	10/18/12	286,872	286,530
PTT PLC, 4.5%, 2042	10/18/12	306,970	312,006
Qgog Constellation S.A., 6.25%, 2019	11/05/12	199,216	203,515
Republic of Mongolia, 5.125%, 2022	11/28/12	200,000	200,500

**Table of Contents***Portfolio of Investments continued*

<b>Restricted Securities continued</b>	<b>Acquisition Date</b>	<b>Cost</b>	<b>Value</b>
Rosneft, 3.149%, 2017	11/29/12	\$375,000	\$378,750
Rosneft, 4.199%, 2022	11/29/12	623,000	630,476
Severstal, 5.9%, 2022	10/04/12	200,000	197,000
Spectrum Brands Escrow Corp., 6.375%, 2020	11/01/12-11/28/12	269,455	274,938
Spectrum Brands Escrow Corp., 6.625%, 2022	11/01/12	80,000	83,800
Spirit Master Funding LLC, 5.05%, 2023	7/15/05	1,232,764	1,167,744
System Energy Resources, Inc., 5.129%, 2014	4/16/04	684,519	693,828
Townsquare Radio LLC, 9%, 2019	3/30/12	376,466	414,200
Turkiye Vakiflar Bankasi, 6%, 2022	10/24/12	222,000	234,207
Turkiye is Bankasi A.S, 3.875%, 2017	11/01/12	199,664	208,035
Unitymedia Hessen GmbH & Co., 5.5%, 2023	11/30/12	230,000	230,000
Viridian Group FundCo II, 11.125%, 2017	3/01/12	398,073	420,250
Yapi ve Kredi Bankasi, 5.5%, 2022	11/29/12	245,000	248,063
<b>Total Restricted Securities</b>			<b>\$15,914,596</b>
<b>% of Net assets</b>			<b>2.8%</b>

The following abbreviations are used in this report and are defined:

CDO	Collateralized Debt Obligation
FRN	Floating Rate Note. Interest rate resets periodically and may not be the rate reported at period end.
PLC	Public Limited Company
REIT	Real Estate Investment Trust
TBA	To Be Announced

Abbreviations indicate amounts shown in currencies other than the U.S. dollar. All amounts are stated in U.S. dollars unless otherwise indicated. A list of abbreviations is shown below:

AUD	Australian Dollar
CAD	Canadian Dollar
DKK	Danish Krone
EUR	Euro
GBP	British Pound
JPY	Japanese Yen
MXN	Mexican Peso
MYR	Malaysian Ringgit
NGN	Nigerian Naira
NOK	Norwegian Krone
NZD	New Zealand Dollar
RUB	Russian Ruble
SEK	Swedish Krona

**Table of Contents***Portfolio of Investments continued***Derivative Contracts at 11/30/12****Forward Foreign Currency Exchange Contracts at 11/30/12**

Type	Currency	Counterparty	Contracts to Deliver/Receive	Settlement Date Range	In Exchange for	Contracts at Value	Net Unrealized Appreciation (Depreciation)
<b>Asset Derivatives</b>							
SELL	CAD	Merrill Lynch International Bank	1,953,400	1/11/13	\$1,991,456	\$1,964,909	\$26,547
SELL	DKK	Citibank N.A.	2,818,044	1/11/13	494,272	491,692	2,580
SELL	JPY	Credit Suisse Group	719,953,584	1/11/13	9,209,747	8,737,427	472,320
SELL	JPY	Merrill Lynch International Bank	719,953,586	1/11/13	9,204,849	8,737,427	467,422
BUY	MXN	Citibank N.A.	9,142,500	1/14/13	704,000	704,225	225
BUY	MXN	UBS AG	9,142,500	1/14/13	703,643	704,226	583
BUY	MYR	JPMorgan Chase Bank N.A.	4,391,000	2/05/13	1,432,393	1,438,012	5,619
BUY	RUB	JPMorgan Chase Bank N.A.	44,203,000	12/18/12	1,401,557	1,429,089	27,532
							\$1,002,828
<b>Liability Derivatives</b>							
SELL	AUD	Westpac Banking Corp.	1,140,143	1/11/13	\$1,156,481	\$1,186,347	\$(29,866)
SELL	EUR	Barclays Bank PLC	2,055,059	1/11/13	2,659,852	2,673,789	(13,937)
SELL	EUR	Deutsche Bank AG	10,602,314	1/11/13	13,661,421	13,794,422	(133,001)
SELL	EUR	UBS AG	9,828,044	1/11/13	12,666,776	12,787,038	(120,262)
SELL	GBP	Barclays Bank PLC	2,278,977	1/11/13	3,643,411	3,651,040	(7,629)
SELL	GBP	Deutsche Bank AG	2,278,977	1/11/13	3,642,739	3,651,040	(8,301)
SELL	MXN	JPMorgan Chase Bank N.A.	18,254,000	1/14/13	1,370,574	1,406,063	(35,489)
SELL	MYR	JPMorgan Chase Bank N.A.	4,387,000	2/05/13	1,423,888	1,436,702	(12,814)
SELL	NOK	Deutsche Bank AG	2,375,206	1/11/13	414,304	418,733	(4,429)
SELL	NZD	Westpac Banking Corp.	583,205	1/11/13	474,909	477,593	(2,684)
SELL	RUB	JPMorgan Chase Bank N.A.	44,187,000	12/18/12	1,383,654	1,428,571	(44,917)
SELL	SEK	Deutsche Bank AG	8,911,999	1/11/13	1,333,852	1,338,037	(4,185)
							\$(417,514)



**Table of Contents***Portfolio of Investments continued***Futures Contracts Outstanding at 11/30/12**

<b>Description</b>	<b>Currency</b>	<b>Contracts</b>	<b>Value</b>	<b>Expiration Date</b>	<b>Unrealized Appreciation (Depreciation)</b>
<b>Asset Derivatives</b>					
<i>Interest Rate Futures Contracts</i>					
U.S. Treasury Bond 30 yr (Long)	USD	23	\$3,451,438	March - 2013	\$11,614
<b>Liability Derivatives</b>					
<i>Interest Rate Futures Contracts</i>					
U.S. Treasury Note 10 yr (Short)	USD	250	\$33,410,156	March - 2013	\$(42,304)

At November 30, 2012, the fund had liquid securities with an aggregate value of \$255,751 to cover any commitments for certain derivative contracts.

**See Notes to Financial Statements**

**Table of Contents***Financial Statements***STATEMENT OF ASSETS AND LIABILITIES**

At 11/30/12

This statement represents your fund's balance sheet, which details the assets and liabilities comprising the total value of the fund.

<b>Assets</b>	
Investments-	
Non-affiliated issuers, at value (identified cost, \$590,705,701)	\$634,347,403
Underlying affiliated funds, at cost and value	35,197,231
Total investments, at value (identified cost, \$625,902,932)	\$669,544,634
Cash	1,062,972
Receivables for	
Forward foreign currency exchange contracts	1,002,828
Investments sold	4,569,131
Interest and dividends	9,624,764
Other assets	3,479
Total assets	\$685,807,808
<b>Liabilities</b>	
Notes payable	\$100,000,000
Payables for	
Distributions	161,316
Forward foreign currency exchange contracts	417,514
Daily variation margin on open futures contracts	23,750
Investments purchased	5,072,791
TBA purchase commitments	8,743,874
Payable to affiliates	
Investment adviser	20,618
Transfer agent and dividend disbursing costs	2,543
Payable for independent Trustees' compensation	97,081
Accrued interest expense	86,249
Accrued expenses and other liabilities	466,346
Total liabilities	\$115,092,082
Net assets	\$570,715,726
<b>Net assets consist of</b>	
Paid-in capital	\$553,916,399
Unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies (net of \$235,407 deferred country tax)	43,971,148
Accumulated net realized gain (loss) on investments and foreign currency	(25,881,320)
Accumulated distributions in excess of net investment income	(1,290,501)
Net assets	\$570,715,726
Shares of beneficial interest outstanding	54,887,126
Net asset value per share (net assets of \$570,715,726 / 54,887,126 shares of beneficial interest outstanding)	\$10.40

**See Notes to Financial Statements**

**Table of Contents***Financial Statements***STATEMENT OF OPERATIONS**

Year ended 11/30/12

This statement describes how much your fund earned in investment income and accrued in expenses. It also describes any gains and/or losses generated by fund operations.

<b>Net investment income</b>	
Income	
Interest	\$39,143,867
Dividends	172,793
Dividends from underlying affiliated funds	48,353
Total investment income	\$39,365,013
Expenses	
Management fee	\$3,635,075
Transfer agent and dividend disbursing costs	83,268
Administrative services fee	90,774
Independent Trustees compensation	80,337
Stock exchange fee	48,503
Custodian fee	71,131
Interest expense	1,070,862
Shareholder communications	200,586
Audit and tax fees	72,396
Legal fees	10,447
Miscellaneous	86,508
Total expenses	\$5,449,887
Fees paid indirectly	(378)
Reduction of expenses by investment adviser	(1,962)
Net expenses	\$5,447,547
Net investment income	\$33,917,466
<b>Realized and unrealized gain (loss) on investments and foreign currency</b>	
Realized gain (loss) (identified cost basis)	
Investments (net of \$36,159 country tax)	\$8,562,752
Futures contracts	(2,362,033)
Foreign currency	1,266,029
Net realized gain (loss) on investments and foreign currency	\$7,466,748
Change in unrealized appreciation (depreciation)	
Investments (net of \$235,407 increase in deferred country tax)	\$38,500,091
Futures contracts	(242,030)
Translation of assets and liabilities in foreign currencies	264,360
Net unrealized gain (loss) on investments and foreign currency translation	\$38,522,421
Net realized and unrealized gain (loss) on investments and foreign currency	\$45,989,169
Change in net assets from operations	\$79,906,635

**See Notes to Financial Statements**

**Table of Contents***Financial Statements***STATEMENTS OF CHANGES IN NET ASSETS**

These statements describe the increases and/or decreases in net assets resulting from operations, any distributions, and any shareholder transactions.

	<b>Years ended 11/30</b>	
	<b>2012</b>	<b>2011</b>
<b>Change in net assets</b>		
<b>From operations</b>		
Net investment income	\$33,917,466	\$35,868,749
Net realized gain (loss) on investments and foreign currency	7,466,748	5,703,812
Net unrealized gain (loss) on investments and foreign currency translation	38,522,421	(22,745,770)
Change in net assets from operations	\$79,906,635	\$18,826,791
<b>Distributions declared to shareholders</b>		
From net investment income	\$(35,667,463)	\$(40,906,885)
Change in net assets from fund share transactions	\$159,860	\$
Total change in net assets	\$44,399,032	\$(22,080,094)
<b>Net assets</b>		
At beginning of period	526,316,694	548,396,788
At end of period (including accumulated distributions in excess of net investment income of \$1,290,501 and \$4,410,193, respectively)	\$570,715,726	\$526,316,694
<b>See Notes to Financial Statements</b>		

**Table of Contents***Financial Statements***STATEMENT OF CASH FLOWS**

Year ended 11/30/12

This statement provides a summary of cash flows from investment activity for the fund.

<b>Cash flows from operating activities:</b>	
Change in net assets from operations	\$79,906,635
<b>Adjustments to reconcile change in net assets from operations to net cash provided by operating activities:</b>	
Purchase of investment securities	(312,804,322)
Proceeds from disposition of investment securities	324,943,592
Payments for futures contracts	(2,362,033)
Purchases of short-term investments, net	(12,421,071)
Realized gain/loss on investments	(8,598,911)
Realized gain/loss on futures contracts	2,362,033
Unrealized appreciation/depreciation on investments	(38,735,498)
Unrealized appreciation/depreciation on foreign currency contracts	(226,047)
Net amortization/accretion of income	1,717,932
Decrease in interest and dividends receivable	1,004,738
Increase in accrued expenses and other liabilities	335,282
Decrease in receivable for daily variation margin on open futures contracts	117,563
Increase in payable for daily variation margin on open futures contracts	23,750
Decrease in other assets	692
Net cash provided by operating activities	\$35,264,335
<b>Cash flows from financing activities:</b>	
Distributions paid in cash	(35,516,324)
Decrease in interest payable	(621)
Net cash used by financing activities	\$(35,516,945)
Net decrease in cash	\$(252,610)
<b>Cash:</b>	
Beginning of period	\$1,315,582
End of period	\$1,062,972

*Supplemental disclosure of cash flow information:*

Non-cash financing activities not included herein consist of reinvestment of dividends and distributions of \$159,860.

Cash paid during the year for interest \$1,071,483.

**See Notes to Financial Statements**

**Table of Contents***Financial Statements***FINANCIAL HIGHLIGHTS**

The financial highlights table is intended to help you understand the fund's financial performance for the past 5 years. Certain information reflects financial results for a single fund share. The total returns in the table represent the rate by which an investor would have earned (or lost) on an investment in the fund share class (assuming reinvestment of all distributions) held for the entire period.

	Years ended 11/30				
	2012	2011	2010	2009	2008
Net asset value, beginning of period	\$9.59	\$9.99	\$9.50	\$7.79	\$9.54
<b>Income (loss) from investment operations</b>					
Net investment income (d)	\$0.62	\$0.66	\$0.68	\$0.58	\$0.47
Net realized and unrealized gain (loss) on investments and foreign currency	0.84	(0.31)	0.52	1.76	(1.72)
Total from investment operations	\$1.46	\$0.35	\$1.20	\$2.34	\$(1.25)
<b>Less distributions declared to shareholders</b>					
From net investment income	\$(0.65)	\$(0.75)	\$(0.71)	\$(0.63)	\$(0.51)
Net increase from repurchase of capital shares	\$	\$	\$	\$0.00(w)	\$0.01
Net asset value, end of period (x)	\$10.40	\$9.59	\$9.99	\$9.50	\$7.79
Market value, end of period	\$10.19	\$8.93	\$9.51	\$8.96	\$6.88
Total return at market value (%)	21.92	1.79	14.36	40.77	(11.63)
Total return at net asset value (%) (j)(r)(s)(x)	15.87	4.06	13.30	31.82	(12.95)
<b>Ratios (%) (to average net assets) and Supplemental data:</b>					
Expenses before expense reductions (f)	0.98	1.00	1.11	0.90	0.78
Expenses after expense reductions (f)	0.98	1.00	1.11	0.90	0.78
Net investment income	6.12	6.60	6.93	6.71	5.18
Portfolio turnover	45	47	56	67	58
Net assets at end of period (000 omitted)	\$570,716	\$526,317	\$548,397	\$521,228	\$428,293
<b>Supplemental Ratios (%):</b>					
Ratio of expenses to average net assets after expense reductions and excluding interest expense (f)	0.79	0.79	0.82	0.84	N/A
<b>Senior Securities:</b>					
Total notes payable outstanding (000 omitted)	\$100,000	\$100,000	\$100,000	\$100,000	N/A
Asset coverage per \$1,000 of indebtedness (k)	\$6,707	\$6,263	\$6,484	\$6,212	N/A

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*Financial Highlights continued*

- (d) Per share data is based on average shares outstanding.
- (f) Ratios do not reflect reductions from fees paid indirectly, if applicable.
- (j) Total return at net asset value is calculated using the net asset value of the fund, not the publicly traded price and therefore may be different than the total return at market value.
- (k) Calculated by subtracting the fund's total liabilities (not including notes payable) from the fund's total assets and dividing this number by the notes payable outstanding and then multiplying by 1,000.
- (r) Certain expenses have been reduced without which performance would have been lower.
- (s) From time to time the fund may receive proceeds from litigation settlements, without which performance would be lower.
- (w) Per share amount was less than \$0.01.
- (x) The net asset values per share and total returns have been calculated on net assets which include adjustments made in accordance with U.S. generally accepted accounting principles required at period end for financial reporting purposes.

**See Notes to Financial Statements**

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**NOTES TO FINANCIAL STATEMENTS**

**(1) Business and Organization**

MFS Charter Income Trust (the fund) is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as a closed-end management investment company.

**(2) Significant Accounting Policies**

**General** The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In the preparation of these financial statements, management has evaluated subsequent events occurring after the date of the fund's Statement of Assets and Liabilities through the date that the financial statements were issued. The fund invests in high-yield securities rated below investment grade. Investments in high-yield securities involve greater degrees of credit and market risk than investments in higher-rated securities and tend to be more sensitive to economic conditions. The fund invests a significant portion of its assets in asset-backed and/or mortgage-backed securities. The value of these securities may depend, in part, on the issuer's or borrower's credit quality or ability to pay principal and interest when due and may fall if an issuer or borrower defaults on its obligation to pay principal or interest or if the instrument's credit rating is downgraded by a credit rating agency. U.S. Government securities not supported as to the payment of principal or interest by the U.S. Treasury, such as those issued by Fannie Mae, Freddie Mac, and the Federal Home Loan Banks, are subject to greater credit risk than are U.S. Government securities supported by the U.S. Treasury, such as those issued by Ginnie Mae. The fund invests in foreign securities, including securities of emerging market issuers. Investments in foreign securities are vulnerable to the effects of changes in the relative values of the local currency and the U.S. dollar and to the effects of changes in each country's legal, political, and economic environment. The markets of emerging markets countries are generally more volatile than the markets of developed countries with more mature economies. All of the risks of investing in foreign securities previously described are heightened when investing in emerging markets countries.

In this reporting period the fund adopted FASB Accounting Standards Update 2011-04, Fair Value Measurement (Topic 820) Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs (ASU 2011-04). ASU 2011-04 seeks to improve the comparability of fair value measurements as presented and disclosed in financial statements prepared in accordance with U.S. GAAP and International Financial Reporting Standards (IFRS) by providing common requirements for fair value measurement and disclosure.

In December 2011, the Financial Accounting Standards Board issued Accounting Standards Update 2011-11, Balance Sheet (Topic 210) Disclosures about Offsetting Assets and Liabilities (ASU 2011-11). Effective for annual reporting periods beginning on or after January 1, 2013 and interim periods within those annual periods, ASU 2011-11 is intended to enhance disclosure requirements on the offsetting of



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*Notes to Financial Statements continued*

financial assets and liabilities. Although still evaluating the potential impacts of ASU 2011-11 to the fund, management expects that the impact of the fund's adoption will be limited to additional financial statement disclosures.

**Investment Valuations** Debt instruments and floating rate loans (other than short-term instruments), including restricted debt instruments, are generally valued at an evaluated or composite bid as provided by a third-party pricing service. Equity securities, including restricted equity securities, are generally valued at the last sale or official closing price as provided by a third-party pricing service on the market or exchange on which they are primarily traded. Equity securities, for which there were no sales reported that day, are generally valued at the last quoted daily bid quotation as provided by a third-party pricing service on the market or exchange on which such securities are primarily traded. Short-term instruments with a maturity at issuance of 60 days or less generally are valued at amortized cost, which approximates market value. Exchange-traded options are generally valued at the last sale or official closing price as provided by a third-party pricing service on the exchange on which such options are primarily traded. Exchange-traded options for which there were no sales reported that day are generally valued at the last daily bid quotation as provided by a third-party pricing service on the exchange on which such options are primarily traded. Options not traded on an exchange are generally valued at a broker/dealer bid quotation. Foreign currency options are generally valued at valuations provided by a third-party pricing service. Futures contracts are generally valued at last posted settlement price as provided by a third-party pricing service on the market on which they are primarily traded. Futures contracts for which there were no trades that day for a particular position are generally valued at the closing bid quotation as provided by a third-party pricing service on the market on which such futures contracts are primarily traded. Forward foreign currency exchange contracts are generally valued at the mean of bid and asked prices for the time period interpolated from rates provided by a third-party pricing service for proximate time periods. Open-end investment companies are generally valued at net asset value per share. Securities and other assets generally valued on the basis of information from a third-party pricing service may also be valued at a broker/dealer bid quotation. Values obtained from third-party pricing services can utilize both transaction data and market information such as yield, quality, coupon rate, maturity, type of issue, trading characteristics, and other market data. The values of foreign securities and other assets and liabilities expressed in foreign currencies are converted to U.S. dollars using the mean of bid and asked prices for rates provided by a third-party pricing service.

The Board of Trustees has delegated primary responsibility for determining or causing to be determined the value of the fund's investments (including any fair valuation) to the adviser pursuant to valuation policies and procedures approved by the Board. If the adviser determines that reliable market quotations are not readily available, investments are valued at fair value as determined in good faith by the adviser in accordance with such procedures under the oversight of the Board of Trustees. Under the fund's valuation policies and procedures, market quotations are not considered to be readily available for most types of debt instruments and floating rate loans and many types of derivatives. These investments are generally valued at fair value based on information from third-party pricing services. In addition, investments may be valued at fair value if

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the adviser determines that an investment's value has been materially affected by events occurring after the close of the exchange or market on which the investment is principally traded (such as foreign exchange or market) and prior to the determination of the fund's net asset value, or after the halting of trading of a specific security where trading does not resume prior to the close of the exchange or market on which the security is principally traded. The adviser generally relies on third-party pricing services or other information (such as the correlation with price movements of similar securities in the same or other markets; the type, cost and investment characteristics of the security; the business and financial condition of the issuer; and trading and other market data) to assist in determining whether to fair value and at what value to fair value an investment. The value of an investment for purposes of calculating the fund's net asset value can differ depending on the source and method used to determine value. When fair valuation is used, the value of an investment used to determine the fund's net asset value may differ from quoted or published prices for the same investment. There can be no assurance that the fund could obtain the fair value assigned to an investment if it were to sell the investment at the same time at which the fund determines its net asset value per share.

Various inputs are used in determining the value of the fund's assets or liabilities. These inputs are categorized into three broad levels. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fund's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. Level 1 includes unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 includes other significant observable market-based inputs (including quoted prices for similar securities, interest rates, prepayment speed, and credit risk). Level 3 includes unobservable inputs, which may include the adviser's own assumptions in determining the fair value of investments. Other financial instruments are derivative instruments not reflected in total investments, such as futures contracts and forward foreign currency exchange contracts.

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The following is a summary of the levels used as of November 30, 2012 in valuing the fund's assets or liabilities:

<b>Investments at Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
Equity Securities	\$1,167,165	\$369,978	\$14,502	\$1,551,645
U.S. Treasury Bonds & U.S. Government Agency & Equivalents		20,289,048		20,289,048
Non-U.S. Sovereign Debt		114,658,218		114,658,218
Corporate Bonds		355,160,283		355,160,283
Residential Mortgage-Backed Securities		30,484,853		30,484,853
Commercial Mortgage-Backed Securities		24,906,861		24,906,861
Asset-Backed Securities (including CDOs)		2,400,342		2,400,342
Foreign Bonds		84,686,423		84,686,423
Floating Rate Loans		209,730		209,730
Mutual Funds	35,197,231			35,197,231
<b>Total Investments</b>	<b>\$36,364,396</b>	<b>\$633,165,736</b>	<b>\$14,502</b>	<b>\$669,544,634</b>

**Other Financial Instruments**

Futures Contracts	\$(30,690)	\$	\$	\$(30,690)
Forward Foreign Currency Exchange Contracts		585,314		585,314

For further information regarding security characteristics, see the Portfolio of Investments.

The following is a reconciliation of level 3 assets for which significant unobservable inputs were used to determine fair value. The fund's policy is to recognize transfers between the levels as of the end of the period. The table presents the activity of level 3 securities held at the beginning and the end of the period.

	<b>Equity Securities</b>
Balance as of 11/30/11	\$36,300
Change in unrealized appreciation (depreciation)	(21,798)
Realized gain/loss from disposition of worthless securities	0
Disposition of worthless securities	0
Balance as of 11/30/12	\$14,502

The net change in unrealized appreciation (depreciation) from investments held as level 3 at November 30, 2012 is \$(21,798).

**Foreign Currency Translation** Purchases and sales of foreign investments, income, and expenses are converted into U.S. dollars based upon currency exchange rates prevailing on the respective dates of such transactions or on the reporting date for foreign denominated receivables and payables. Gains and losses attributable to foreign currency exchange rates on sales of securities are recorded for financial statement purposes as net realized gains and losses on investments. Gains and losses attributable to foreign exchange rate movements on receivables, payables, income and expenses

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are recorded for financial statement purposes as foreign currency transaction gains and losses. That portion of both realized and unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

**Derivatives** The fund uses derivatives for different purposes, primarily to increase or decrease exposure to a particular market or segment of the market, or security, to increase or decrease interest rate or currency exposure, or as alternatives to direct investments. Derivatives are used for hedging or non-hedging purposes. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. When the fund uses derivatives as an investment to increase market exposure, or for hedging purposes, gains and losses from derivative instruments may be substantially greater than the derivative's original cost.

The derivative instruments used by the fund were purchased options, futures contracts, and forward foreign currency exchange contracts. The fund's period end derivatives, as presented in the Portfolio of Investments and the associated Derivative Contract tables, generally are indicative of the volume of its derivative activity during the period.

The following table presents, by major type of derivative contract, the fair value, on a gross basis, of the asset and liability components of derivatives held by the fund at November 30, 2012 as reported in the Statement of Assets and Liabilities:

Risk	Derivative Contracts	Fair Value (a)	
		Asset Derivatives	Liability Derivatives
Interest Rate	Interest Rate Futures	\$11,614	\$(42,304)
Foreign Exchange	Forward Foreign Currency Exchange	1,002,828	(417,514)
Equity	Purchased Equity Options	97,520	
Total		\$1,111,962	\$(459,818)

(a) The value of purchased options outstanding is included in total investments, at value, within the fund's Statement of Assets and Liabilities. The value of futures contracts outstanding includes cumulative appreciation (depreciation) as reported in the fund's Portfolio of Investments. Only the current day variation margin for futures contracts is separately reported within the fund's Statement of Assets and Liabilities.

The following table presents, by major type of derivative contract, the realized gain (loss) on derivatives held by the fund for the year ended November 30, 2012 as reported in the Statement of Operations:

Risk	Futures Contracts	Foreign Currency
Interest Rate	\$(2,362,033)	\$
Foreign Exchange		1,339,314
Total	\$(2,362,033)	\$1,339,314

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The following table presents, by major type of derivative contract, the change in unrealized appreciation (depreciation) on derivatives held by the fund for the year ended November 30, 2012 as reported in the Statement of Operations:

Risk	Futures Contracts	Translation of Assets and Liabilities in Foreign	Investments (Purchased Options)
		Currencies	
Interest Rate	\$(242,030)	\$	\$
Foreign Exchange		226,047	
Equity			4,081
Total	\$(242,030)	\$226,047	\$4,081

Derivative counterparty credit risk is managed through formal evaluation of the creditworthiness of all potential counterparties. On certain over-the-counter derivatives, the fund attempts to reduce its exposure to counterparty credit risk whenever possible by entering into an International Swaps and Derivatives Association (ISDA) Master Agreement on a bilateral basis with each of the counterparties with whom it undertakes a significant volume of transactions. The ISDA Master Agreement gives each party to the agreement the right to terminate all transactions traded under such agreement if there is a certain deterioration in the credit quality of the other party. The ISDA Master Agreement gives the fund the right, upon an event of default by the applicable counterparty or a termination of the agreement, to close out all transactions traded under such agreement and to net amounts owed under each transaction to one net amount payable by one party to the other. This right to close out and net payments across all transactions traded under the ISDA Master Agreement could result in a reduction of the fund's credit risk to such counterparty equal to any amounts payable by the fund under the applicable transactions, if any. However, absent an event of default by the counterparty or a termination of the agreement, the ISDA Master Agreement does not result in an offset of reported amounts of assets and liabilities in the Statement of Assets and Liabilities across transactions between the fund and the applicable counterparty.

Collateral requirements differ by type of derivative. Collateral or margin requirements are set by the broker or exchange clearing house for exchange traded derivatives (i.e., futures contracts and exchange-traded options) while collateral terms are contract specific for over-the-counter traded derivatives (i.e., forward foreign currency exchange contracts, swap agreements and over-the-counter options). For derivatives traded under an ISDA Master Agreement, the collateral requirements are netted across all transactions traded under such agreement and one amount is posted from one party to the other to collateralize such obligations. Cash collateral that has been pledged to cover obligations of the fund under derivative contracts, if any, will be reported separately in the Statement of Assets and Liabilities as restricted cash. Securities collateral pledged for the same purpose, if any, is noted in the Portfolio of Investments.

**Purchased Options** The fund purchased call options for a premium. Purchased call options entitle the holder to buy a specified number of shares or units of a particular security, currency or index at a specified price at a specified date or within a specified

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period of time. Purchasing call options may be used to hedge against an anticipated increase in the dollar cost of securities or currency to be acquired or to increase the fund's exposure to an underlying instrument.

The premium paid is initially recorded as an investment in the Statement of Assets and Liabilities. That investment is subsequently marked-to-market daily with the difference between the premium paid and the market value of the purchased option being recorded as unrealized appreciation or depreciation. Premiums paid for purchased call options which have expired are treated as realized losses on investments in the Statement of Operations. Upon the exercise or closing of a purchased call option, the premium paid is added to the cost of the security or financial instrument.

The risk in purchasing an option is that the fund pays a premium whether or not the option is exercised. The fund's maximum risk of loss due to counterparty credit risk is limited to the market value of the option. For over-the-counter options, this risk is mitigated in cases where there is an ISDA Master Agreement between the fund and the counterparty providing for netting as described above and for posting of collateral by the counterparty to the fund to cover the fund's exposure to the counterparty under such ISDA Master Agreement.

**Futures Contracts** The fund entered into futures contracts which may be used to hedge against or obtain broad market exposure, interest rate exposure, currency exposure, or to manage duration. A futures contract represents a commitment for the future purchase or sale of an asset at a specified price on a specified date.

Upon entering into a futures contract, the fund is required to deposit with the broker, either in cash or securities, an initial margin in an amount equal to a certain percentage of the notional amount of the contract. Subsequent payments (variation margin) are made or received by the fund each day, depending on the daily fluctuations in the value of the contract, and are recorded for financial statement purposes as unrealized gain or loss by the fund until the contract is closed or expires at which point the gain or loss on futures contracts is realized.

The fund bears the risk of interest rates, exchange rates or securities prices moving unexpectedly, in which case, the fund may not achieve the anticipated benefits of the futures contracts and may realize a loss. While futures contracts may present less counterparty risk to the fund since the contracts are exchange traded and the exchange's clearinghouse guarantees payments to the broker, there is still counterparty credit risk due to the insolvency of the broker. The fund's maximum risk of loss due to counterparty credit risk is equal to the margin posted by the fund to the broker plus any gains or minus any losses on the outstanding futures contracts.

**Forward Foreign Currency Exchange Contracts** The fund entered into forward foreign currency exchange contracts for the purchase or sale of a specific foreign currency at a fixed price on a future date. These contracts may be used to hedge the fund's currency risk or for non-hedging purposes. For hedging purposes, the fund may enter into contracts to deliver or receive foreign currency that the fund will receive from or use in its normal investment activities. The fund may also use contracts to hedge against declines in the value of foreign currency denominated securities due to unfavorable exchange rate movements. For non-hedging purposes, the fund may enter

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into contracts with the intent of changing the relative exposure of the fund's portfolio of securities to different currencies to take advantage of anticipated exchange rate changes.

Forward foreign currency exchange contracts are adjusted by the daily exchange rate of the underlying currency and any unrealized gains or losses are recorded as a receivable or payable for forward foreign currency exchange contracts until the contract settlement date. On contract settlement date, any gain or loss on the contract is recorded as realized gains or losses on foreign currency.

Risks may arise upon entering into these contracts from unanticipated movements in the value of the contract and from the potential inability of counterparties to meet the terms of their contracts. Generally, the fund's maximum risk due to counterparty credit risk is the unrealized gain on the contract due to the use of Continuous Linked Settlement, an industry accepted settlement system. This risk is mitigated in cases where there is an ISDA Master Agreement between the fund and the counterparty providing for netting as described above and for posting of collateral by the counterparty to the fund to cover the fund's exposure to the counterparty under such ISDA Master Agreement.

**Loans and Other Direct Debt Instruments** The fund invests in loans and loan participations or other receivables. These investments may include standby financing commitments, including revolving credit facilities, which obligate the fund to supply additional cash to the borrower on demand. Loan participations involve a risk of insolvency of the lending bank or other financial intermediary.

**Statement of Cash Flows** Information on financial transactions which have been settled through the receipt or disbursement of cash is presented in the Statement of Cash Flows. The cash amount shown in the Statement of Cash Flows is the amount included within the fund's Statement of Assets and Liabilities and includes cash on hand at its custodian bank and does not include any short term investments.

**Indemnifications** Under the fund's organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the fund. Additionally, in the normal course of business, the fund enters into agreements with service providers that may contain indemnification clauses. The fund's maximum exposure under these agreements is unknown as this would involve future claims that may be made against the fund that have not yet occurred.

**Investment Transactions and Income** Investment transactions are recorded on the trade date. Interest income is recorded on the accrual basis. All premium and discount is amortized or accreted for financial statement purposes in accordance with U.S. generally accepted accounting principles. The fund earns certain fees in connection with its floating rate loan purchasing activities. These fees are in addition to interest payments earned and may include amendment fees, commitment fees, facility fees, consent fees, and prepayment fees. Commitment fees are recorded on an accrual basis as income in the accompanying financial statements. Dividends received in cash are recorded on the ex-dividend date. Certain dividends from foreign securities will be recorded when the fund is informed of the dividend if such information is obtained subsequent to the ex-dividend date. Dividend and interest payments received in

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additional securities are recorded on the ex-dividend or ex-interest date in an amount equal to the value of the security on such date. Debt obligations may be placed on non-accrual status or set to accrue at a rate of interest less than the contractual coupon when the collection of all or a portion of interest has become doubtful. Interest income for those debt obligations may be further reduced by the write-off of the related interest receivables when deemed uncollectible.

The fund may receive proceeds from litigation settlements. Any proceeds received from litigation involving portfolio holdings are reflected in the Statement of Operations in realized gain/loss if the security has been disposed of by the fund or in unrealized gain/loss if the security is still held by the fund. Any other proceeds from litigation not related to portfolio holdings are reflected as other income in the Statement of Operations.

The fund purchased or sold debt securities on a when-issued or delayed delivery basis, or in a To Be Announced (TBA) or forward commitment transaction with delivery or payment to occur at a later date beyond the normal settlement period. TBA securities resulting from these transactions are included in the Portfolio of Investments. At the time a fund enters into a commitment to purchase or sell a security, the transaction is recorded and the value of the security acquired is reflected in the fund's net asset value. The price of such security and the date that the security will be delivered and paid for are fixed at the time the transaction is negotiated. The value of the security may vary with market fluctuations. TBA purchase commitments are held at carrying amount, which approximates fair value and are categorized as Level 2 within the disclosure hierarchy. No interest accrues to the fund until payment takes place. At the time that a fund enters into this type of transaction, the fund is required to have sufficient cash and/or liquid securities to cover its commitments. Losses may arise due to changes in the value of the underlying securities or if the counterparty does not perform under the contract's terms, or if the issuer does not issue the securities due to political, economic or other factors. Additionally, losses may arise due to declines in the value of the securities prior to settlement date.

**Fees Paid Indirectly** The fund's custody fee may be reduced according to an arrangement that measures the value of cash deposited with the custodian by the fund. This amount, for the year ended November 30, 2012, is shown as a reduction of total expenses in the Statement of Operations.

**Tax Matters and Distributions** The fund intends to qualify as a regulated investment company, as defined under Subchapter M of the Internal Revenue Code, and to distribute all of its taxable income, including realized capital gains. As a result, no provision for federal income tax is required. The fund's federal tax returns, when filed, will remain subject to examination by the Internal Revenue Service for a three year period. Foreign taxes have been accrued by the fund in the accompanying financial statements.

Distributions to shareholders are recorded on the ex-dividend date. Income and capital gain distributions are determined in accordance with income tax regulations, which may differ from U.S. generally accepted accounting principles. Certain capital accounts in the financial statements are periodically adjusted for permanent differences in order to reflect their tax character. These adjustments have no impact on net assets or net



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asset value per share. Temporary differences which arise from recognizing certain items of income, expense, gain or loss in different periods for financial statement and tax purposes will reverse at some time in the future. Distributions in excess of net investment income or net realized gains are temporary overdistributions for financial statement purposes resulting from differences in the recognition or classification of income or distributions for financial statement and tax purposes.

Book/tax differences primarily relate to amortization and accretion of debt securities, straddle loss deferrals and derivative transactions.

The tax character of distributions declared to shareholders for the last two fiscal years is as follows:

	11/30/12	11/30/11
Ordinary income (including any short-term capital gains)	\$35,667,463	\$40,906,885

The federal tax cost and the tax basis components of distributable earnings were as follows:

<b>As of 11/30/12</b>	
Cost of investments	\$630,071,829
Gross appreciation	46,063,071
Gross depreciation	(6,590,266)
Net unrealized appreciation (depreciation)	\$39,472,805
Undistributed ordinary income	3,131,599
Capital loss carryforwards	(21,492,056)
Other temporary differences	(4,313,021)

Under the Regulated Investment Company Modernization Act of 2010 (the Act), net capital losses recognized after November 30, 2011 may be carried forward indefinitely, and their character is retained as short-term and/or long-term losses. Previously, net capital losses were carried forward for eight years and treated as short-term losses. As a transition rule, the Act requires that post-enactment net capital losses be used before pre-enactment net capital losses.

As of November 30, 2012, the fund had capital loss carryforwards available to offset future realized gains. Such losses expire as follows:

<b>Pre-enactment losses:</b>	
11/30/16	\$(10,110,651)
11/30/17	(11,381,405)
Total	\$(21,492,056)

**(3) Transactions with Affiliates**

**Investment Adviser** The fund has an investment advisory agreement with MFS to provide overall investment management and related administrative services and facilities to the fund. The management fee is computed daily and paid monthly at an annual rate of 0.32% of the fund's average daily net assets and 4.57% of gross income less interest expense from leveraging. Gross income is calculated based on tax elections that generally include the accretion of discount and exclude the amortization

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of premium, which may differ from investment income reported in the Statement of Operations. The management fee, from net assets and gross income, incurred for the year ended November 30, 2012 was equivalent to an annual effective rate of 0.66% of the fund's average daily net assets.

**Transfer Agent** The fund engages Computershare Trust Company, N.A. ( Computershare ) as the sole transfer agent for the fund. MFS Service Center, Inc. (MFSC) monitors and supervises the activities of Computershare for an agreed upon fee approved by the Board of Trustees. For the year ended November 30, 2012, these fees paid to MFSC amounted to \$30,527.

**Administrator** MFS provides certain financial, legal, shareholder communications, compliance, and other administrative services to the fund. Under an administrative services agreement, the fund partially reimburses MFS the costs incurred to provide these services. The fund is charged an annual fixed amount of \$17,500 plus a fee based on average daily net assets. The administrative services fee incurred for the year ended November 30, 2012 was equivalent to an annual effective rate of 0.0164 % of the fund's average daily net assets.

**Trustees and Officers Compensation** The fund pays compensation to independent Trustees in the form of a retainer, attendance fees, and additional compensation to Board and Committee chairpersons. The fund does not pay compensation directly to Trustees or officers of the fund who are also officers of the investment adviser, all of whom receive remuneration for their services to the fund from MFS. Certain officers and Trustees of the fund are officers or directors of MFS and MFSC.

Prior to December 31, 2001, the fund had an unfunded defined benefit plan ( DB plan ) for independent Trustees. As of December 31, 2001, the Board took action to terminate the DB plan with respect to then-current and any future independent Trustees, such that the DB plan covers only certain of those former independent Trustees who retired on or before December 31, 2001. Effective January 1, 2002, accrued benefits under the DB plan for then-current independent Trustees who continued were credited to an unfunded retirement deferral plan (the Retirement Deferral plan ), which was established for and exists solely with respect to these credited amounts, and is not available for other deferrals by these or other independent Trustees. Although the Retirement Deferral plan is unfunded, amounts deferred under the plan are periodically adjusted for investment experience as if they had been invested in shares of the fund. The DB plan resulted in a pension expense of \$958 and the Retirement Deferral plan resulted in an expense of \$6,999. Both amounts are included in independent Trustees' compensation for the year ended November 30, 2012. The liability for deferred retirement benefits payable to certain independent Trustees under both plans amounted to \$96,927 at November 30, 2012, and is included in Payable for independent Trustees' compensation in the Statement of Assets and Liabilities.

**Other** This fund and certain other funds managed by MFS (the funds) have entered into services agreements (the Agreements) which provide for payment of fees by the funds to Tarantino LLC and Griffin Compliance LLC in return for the provision of services of an Independent Chief Compliance Officer (ICCO) and Assistant ICCO,

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respectively, for the funds. The ICCO and Assistant ICCO are officers of the funds and the sole members of Tarantino LLC and Griffin Compliance LLC, respectively. The funds can terminate the Agreements with Tarantino LLC and Griffin Compliance LLC at any time under the terms of the Agreements. For the year ended November 30, 2012, the aggregate fees paid by the fund to Tarantino LLC and Griffin Compliance LLC were \$5,026 and are included in Miscellaneous expense in the Statement of Operations. MFS has agreed to reimburse the fund for a portion of the payments made by the fund in the amount of \$1,962, which is shown as a reduction of total expenses in the Statement of Operations. Additionally, MFS has agreed to bear all expenses associated with office space, other administrative support, and supplies provided to the ICCO and Assistant ICCO.

The fund invests in the MFS Institutional Money Market Portfolio which is managed by MFS and seeks current income consistent with preservation of capital and liquidity. Income earned on this investment is included in Dividends from underlying affiliated funds in the Statement of Operations. This money market fund does not pay a management fee to MFS.

**(4) Portfolio Securities**

Purchases and sales of investments, other than purchased option transactions and short-term obligations, were as follows:

	Purchases	Sales
U.S. Government securities	\$42,832,906	\$36,412,906
Investments (non-U.S. Government securities)	\$236,423,669	\$244,317,681

**(5) Shares of Beneficial Interest**

The fund's Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional shares of beneficial interest. The Trustees have authorized the repurchase by the fund of up to 10% annually of its own shares of beneficial interest. During the years ended November 30, 2012 and November 30, 2011, the fund did not repurchase any shares. Transactions in fund shares were as follows:

	Year ended 11/30/12		Year ended 11/30/11	
	Shares	Amount	Shares	Amount
Shares issued to shareholders in reinvestment of distributions	15,386	\$159,860		\$

**(6) Loan Agreement**

The fund has a credit agreement with a bank for a revolving secured line of credit that can be drawn upon up to \$100,000,000. At November 30, 2012, the fund had outstanding borrowings under this agreement in the amount of \$100,000,000, which are secured by a lien on the fund's assets. The loan's carrying value in the fund's Statement of Assets and Liabilities approximates its fair value. The loan value as of the reporting date is considered Level 2 under the fair value hierarchy. The credit agreement matures on August 23, 2013. Borrowing under the agreement can be made for liquidity or leverage purposes. Interest is charged at a rate per annum equal to LIBOR plus an agreed upon spread or an alternate rate, at the option of the borrower, stated as the greater of Overnight LIBOR or the Federal Funds Rate each plus an agreed upon spread. The fund incurred interest expense of \$1,070,862 during the period. The

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fund may also be charged a commitment fee based on the average daily unused portion of the revolving secured line of credit. The fund did not incur a commitment fee during the period. For the year ended November 30, 2012, the average loan balance was \$100,000,000 at a weighted average annual interest rate of 1.07%. The fund is subject to certain covenants including, but not limited to, requirements with respect to asset coverage, portfolio diversification and liquidity.

**(7) Transactions in Underlying Affiliated Funds-Affiliated Issuers**

An affiliated issuer may be considered one in which the fund owns 5% or more of the outstanding voting securities, or a company which is under common control. For the purposes of this report, the fund assumes the following to be an affiliated issuer:

	<b>Beginning</b>	<b>Acquisitions</b>	<b>Dispositions</b>	<b>Ending</b>
	<b>Shares/Par</b>	<b>Shares/Par</b>	<b>Shares/Par</b>	<b>Shares/Par</b>
<b>Underlying Affiliated Fund</b>	<b>Amount</b>	<b>Amount</b>	<b>Amount</b>	<b>Amount</b>
MFS Institutional Money Market Portfolio	22,776,160	159,430,946	(147,009,875)	35,197,231
	<b>Realized</b>	<b>Capital Gain</b>	<b>Dividend</b>	<b>Ending</b>
<b>Underlying Affiliated Fund</b>	<b>Gain (Loss)</b>	<b>Distributions</b>	<b>Income</b>	<b>Value</b>
MFS Institutional Money Market Portfolio	\$	\$	\$48,353	\$35,197,231

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Trustees and Shareholders of MFS Charter Income Trust:

We have audited the accompanying statement of assets and liabilities of MFS Charter Income Trust (the Fund), including the portfolio of investments, as of November 30, 2012, and the related statements of operations and its cash flows for the year then ended, the statements of changes in net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended. These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on these financial statements and financial highlights based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement. We were not engaged to perform an audit of the Fund's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and financial highlights, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our procedures included confirmation of securities owned as of November 30, 2012, by correspondence with the custodian and brokers or by other appropriate auditing procedures where replies from brokers were not received. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements and financial highlights referred to above present fairly, in all material respects, the financial position of MFS Charter Income Trust at November 30, 2012, the results of its operations and its cash flows for the year then ended, the changes in its net assets for each of the two years in the period then ended, and its financial highlights for each of the five years in the period then ended, in conformity with U.S. generally accepted accounting principles.

Boston, Massachusetts

January 15, 2013

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**RESULTS OF SHAREHOLDER MEETING**

(unaudited)

At the annual meeting of shareholders of MFS Charter Income Trust, which was held on October 31, 2012, the following action was taken:

**Item 1:** To elect the following individuals as Trustees:

<b>Nominee</b>	<b>For</b>	<b>Number of Shares</b>	<b>Withheld Authority</b>
Robert E. Butler	48,799,279.544		842,739.561
David H. Gunning	48,742,770.108		899,248.997
J. Dale Sherratt	48,766,693.920		875,325.185

**Table of Contents****TRUSTEES AND OFFICERS IDENTIFICATION AND BACKGROUND**

The Trustees and officers of the Trust, as of January 1, 2013, are listed below, together with their principal occupations during the past five years. (Their titles may have varied during that period.) The address of each Trustee and officer is 111 Huntington Avenue, Boston, Massachusetts 02199-7618.

Name, Age	Position(s)		Term	Principal Occupations During the Past Five Years	Other Directorships <sup>(i)</sup>
	Held with Fund	Trustee/Officer Since <sup>(h)</sup>			
<b>INTERESTED TRUSTEES</b>					
Robert J. Manning <sup>(k)</sup> (age 49)	Trustee	February 2004	2013	Massachusetts Financial Services Company, Chairman, Chief Executive Officer and Director; President (until December 2009); Chief Investment Officer (until July 2010)	N/A
<b>INDEPENDENT TRUSTEES</b>					
David H. Gunning (age 70)	Trustee and Chair of Trustees	January 2004	2012	Private investor	Lincoln Electric Holdings, Inc. (welding equipment manufacturer), Director; Development Alternatives, Inc. (consulting), Director/Non-Executive Chairman; Portman Limited (mining), Director (until 2008)
Robert E. Butler (age 71)	Trustee	January 2006	2012	Consultant investment company industry regulatory and compliance matters	N/A
Maureen R. Goldfarb (age 57)	Trustee	January 2009	2013	Private investor	N/A
William R. Gutow (age 71)	Trustee	December 1993	2014	Private investor and real estate consultant; Capitol Entertainment Management Company (video franchise), Vice Chairman	Atlantic Coast Tan (tanning salons), Vice Chairman (until 2007); Texas Donuts (donut franchise), Vice Chairman (until 2010)

**Table of Contents***Trustees and Officers continued*

Name, Age	Position(s)		Term	Principal Occupations During the Past Five Years	Other Directorships <sup>(i)</sup>
	Held with Fund	Trustee/Officer Since <sup>(h)</sup>			
Michael Hegarty (age 68)	Trustee	December 2004	2014	Private investor; Rouse Properties Inc. (real estate), Director	N/A
John P. Kavanaugh  (age 58)	Trustee	January 2009	2014	Private investor	N/A
J. Dale Sherratt (age 74)	Trustee	June 1989	2012	Insight Resources, Inc. (acquisition planning specialists), President; Wellfleet Investments (investor in health care companies), Managing General Partner	N/A
Laurie J. Thomsen (age 55)	Trustee	March 2005	2013	Private investor; New Profit, Inc. (venture philanthropy), Executive Partner (until 2010)	The Travelers Companies (insurance), Director
Robert W. Uek (age 71)	Trustee	January 2006	2014	Consultant to investment company industry	N/A
<b>OFFICERS</b> John M. Corcoran <sup>(k)</sup>  (age 47)	President	October 2008	N/A	Massachusetts Financial Services Company, Senior Vice President (since October 2008); State Street Bank and Trust (financial services provider), Senior Vice President, (until September 2008)	N/A
Christopher R. Bohane <sup>(k)</sup> (age 38)	Assistant Secretary and Assistant	July 2005	N/A	Massachusetts Financial Services Company, Vice President and Senior Counsel	N/A
Kino Clark <sup>(k)</sup>  (age 44)	Clerk Assistant  Treasurer	January 2012	N/A	Massachusetts Financial Services Company,  Vice President	N/A



**Table of Contents***Trustees and Officers continued*

Name, Age	Position(s)		Term	Principal Occupations During the Past Five Years	Other Directorships <sup>(i)</sup>
	Held with Fund	Trustee/Officer Since <sup>(b)</sup>			
Thomas H. Connors <sup>(k)</sup> (age 53)	Assistant	September 2012	N/A	Massachusetts Financial Services Company, Vice President and Senior Counsel; Deutsche Investment Management Americas Inc. (financial service provider), Director and Senior Counsel (until 2012)	N/A
Ethan D. Corey <sup>(k)</sup> (age 49)	Secretary and Assistant Clerk Assistant Secretary and Assistant	July 2005	N/A	Massachusetts Financial Services Company, Senior Vice President and Associate General Counsel	N/A
David L. DiLorenzo <sup>(k)</sup> (age 44)	Clerk Treasurer	July 2005	N/A	Massachusetts Financial Services Company, Senior Vice President	N/A
Robyn L. Griffin (age 37)	Assistant Independent Chief Compliance Officer	August 2008	N/A	Griffin Compliance LLC (provider of compliance services), Principal (since August 2008); State Street Corporation (financial services provider), Mutual Fund Administration Assistant Vice President (October 2006 July 2008)	N/A
Brian E. Langenfeld <sup>(k)</sup> (age 39)	Assistant Secretary and Assistant Clerk	June 2006	N/A	Massachusetts Financial Services Company, Vice President and Senior Counsel	N/A
Susan S. Newton <sup>(k)</sup> (age 62)	Assistant Secretary and Assistant Clerk	May 2005	N/A	Massachusetts Financial Services Company, Senior Vice President and Associate General Counsel	N/A

**Table of Contents***Trustees and Officers continued*

Name, Age	Position(s)			Principal Occupations During the Past Five Years	Other Directorships <sup>(j)</sup>
	Held with Fund	Trustee/Officer Since <sup>(h)</sup>	Term Expiring		
Susan A. Pereira <sup>(k)</sup> (age 42)	Assistant Secretary and Assistant Clerk	July 2005	N/A	Massachusetts Financial Services Company, Vice President and Senior Counsel	N/A
Kasey L. Phillips <sup>(k)</sup> (age 42)	Assistant Treasurer	September 2012	N/A	Massachusetts Financial Services Company, Vice President; Wells Fargo Funds Management, LLC, Senior Vice President, Fund Treasurer (until 2012)	N/A
Mark N. Polebaum <sup>(k)</sup> (age 60)	Secretary and Clerk	January 2006	N/A	Massachusetts Financial Services Company, Executive Vice President, General Counsel and Secretary	N/A
Frank L. Tarantino (age 68)	Independent Chief	June 2004	N/A	Tarantino LLC (provider of compliance services), Principal	N/A
Richard S. Weitzel <sup>(k)</sup> (age 42)	Compliance Officer Assistant Secretary and Assistant Clerk	October 2007	N/A	Massachusetts Financial Services Company, Senior Vice President and Associate General Counsel	N/A
James O. Yost <sup>(k)</sup> (age 52)	Deputy Treasurer	September 1990	N/A	Massachusetts Financial Services Company, Senior Vice President	N/A

(h) Date first appointed to serve as Trustee/officer 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 Advisory Trustee. For the period October 2008, until January 2012, Mr. Corcoran served as Treasurer of the Funds. Prior to January 2012, Messrs. DiLorenzo and Yost served as Assistant Treasurers of the Funds.

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

(k) 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 fund, as a result of position with MFS. The address of MFS is 111 Huntington Avenue, Boston, Massachusetts 02199-7618.

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*Trustees and Officers continued*

The Trust holds annual shareholder meetings for the purpose of electing Trustees, and Trustees are elected for fixed terms. The Board of Trustees is currently divided into three classes, each having a term of three years which term expires on the date of the third annual meeting following the election to office of the Trustees class. Each year the term of one class expires. Each Trustee and officer will serve until next elected or his or her earlier death, resignation, retirement or removal.

Messrs. Butler, Kavanaugh, and Uek and Ms. Thomsen are members of the Fund's Audit Committee.

Each of the Fund's Trustees and officers holds comparable positions with certain other funds of which MFS or a subsidiary is the investment adviser or distributor, and, in the case of the officers, with certain affiliates of MFS. As of January 1, 2013, the Trustees served as board members of 143 funds within the MFS Family of Funds.

The Statement of Additional Information for the Fund includes further information about the Trustees and is available without charge upon request by calling 1-800-225-2606.

**Investment Adviser**

Massachusetts Financial Services Company  
111 Huntington Avenue  
Boston, MA 02199-7618

**Portfolio Managers**

William Adams  
David Cole  
Richard Hawkins  
Matthew Ryan

Effective December 1, 2012, the following are also Portfolio Managers of the fund:

Ward Brown  
Joshua Marston  
Erik Weisman

**Custodian**

State Street Bank and Trust  
1 Lincoln Street  
Boston, MA 02111-2900

**Independent Registered Public Accounting Firm**

Ernst & Young LLP  
200 Clarendon Street  
Boston, MA 02116

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**BOARD REVIEW OF INVESTMENT ADVISORY AGREEMENT**

The Investment Company Act of 1940 requires that both the full Board of Trustees and a majority of the non-interested ( independent ) Trustees, voting separately, annually approve the continuation of the Fund s investment advisory agreement with MFS. The Trustees consider matters bearing on the Fund and its advisory arrangements at their meetings throughout the year, including a review of performance data at each regular meeting. In addition, the independent Trustees met several times over the course of three months beginning in May and ending in July, 2012 ( contract review meetings ) for the specific purpose of considering whether to approve the continuation of the investment advisory agreement for the Fund and the other investment companies that the Board oversees (the MFS Funds ). The independent Trustees were assisted in their evaluation of the Fund s investment advisory agreement by independent legal counsel, from whom they received separate legal advice and with whom they met separately from MFS during various contract review meetings. The independent Trustees were also assisted in this process by the MFS Funds Independent Chief Compliance Officer, a full-time senior officer appointed by and reporting to the independent Trustees.

In connection with their deliberations regarding the continuation of the investment advisory agreement, the Trustees, including the independent Trustees, considered such information and factors as they believed, in light of the legal advice furnished to them and their own business judgment, to be relevant. The investment advisory agreement for the Fund was considered separately, although the Trustees also took into account the common interests of all MFS Funds in their review. As described below, the Trustees considered the nature, quality, and extent of the various investment advisory, administrative, and shareholder services performed by MFS under the existing investment advisory agreement and other arrangements with the Fund.

In connection with their contract review meetings, the Trustees received and relied upon materials that included, among other items: (i) information provided by Lipper Inc., an independent third party, on the investment performance (based on net asset value) of the Fund for various time periods ended December 31, 2011 and the investment performance (based on net asset value) of a group of funds with substantially similar investment classifications/objectives (the Lipper performance universe ), (ii) information provided by Lipper Inc. on the Fund s advisory fees and other expenses and the advisory fees and other expenses of comparable funds identified by Lipper Inc. (the Lipper expense group ), (iii) information provided by MFS on the advisory fees of comparable portfolios of other clients of MFS, including institutional separate accounts and other clients, (iv) information as to whether and to what extent applicable expense waivers, reimbursements or fee breakpoints are observed for the Fund, (v) information regarding MFS financial results and financial condition, including MFS and certain of its affiliates estimated profitability from services performed for the Fund and the MFS Funds as a whole, and compared to MFS institutional business, (vi) MFS views regarding the outlook for the mutual fund industry and the strategic business plans of MFS, (vii) descriptions of various functions performed by MFS for the Funds, such as compliance monitoring and portfolio trading practices, and (viii) information regarding the overall organization of MFS, including information about MFS senior management and other personnel providing investment

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*Board Review of Investment Advisory Agreement continued*

advisory, administrative and other services to the Fund and the other MFS Funds. The comparative performance, fee and expense information prepared and provided by Lipper Inc. was not independently verified and the independent Trustees did not independently verify any information provided to them by MFS.

The Trustees' conclusion as to the continuation of the investment advisory agreement was based on a comprehensive consideration of all information provided to the Trustees and not the result of any single factor. Some of the factors that figured particularly in the Trustees' deliberations are described below, although individual Trustees may have evaluated the information presented differently from one another, giving different weights to various factors. It is also important to recognize that the fee arrangements for the Fund and other MFS Funds are the result of years of review and discussion between the independent Trustees and MFS, that certain aspects of such arrangements may receive greater scrutiny in some years than in others, and that the Trustees' conclusions may be based, in part, on their consideration of these same arrangements during the course of the year and in prior years.

Based on information provided by Lipper Inc. and MFS, the Trustees reviewed the Fund's total return investment performance as well as the performance of peer groups of funds over various time periods. The Trustees placed particular emphasis on the total return performance of the Fund's common shares in comparison to the performance of the other fund in its Lipper performance universe over the three-year period ended December 31, 2011, which the Trustees believed was a long enough period to reflect differing market conditions. The total return performance of the Fund's common shares ranked 2nd out of a total of 2 funds in the Lipper performance universe for this three-year period (a ranking of first place out of the total number of funds in the performance universe indicating the best performer and a ranking of last place out of the total number of funds in the performance universe indicating the worst performer). The total return performance of the Fund's common shares ranked 1st out of a total of 2 funds for the one-year period and 1st out of a total of 2 funds for each of the one- and five-year periods ended December 31, 2011. Given the size of the Lipper performance universe and information previously provided by MFS regarding differences between the Fund and the other fund in its Lipper performance universe, the Trustees also reviewed the Fund's performance in comparison to a custom benchmark developed by MFS. The Fund matched its custom benchmark for the three- and five-year periods ended December 31, 2011 (three-year: 14.6% total return for each of the Fund and the benchmark; five-year: 7.2% total return for each of the Fund and the benchmark) and under-performed its custom benchmark for the one-year period ended December 31, 2011 (4.9% total return for the Fund versus 6.3% total return for the benchmark). Because of the passage of time, these performance results may differ from the performance results for more recent periods, including those shown elsewhere in this report.

In the course of their deliberations, the Trustees took into account information provided by MFS in connection with the contract review meetings, as well as during investment review meetings conducted with portfolio management personnel during the course of the year regarding the Fund's performance. In addition, the independent Trustees noted that the Fund's performance for the three-year period ended December 31, 2011 matched the performance of its custom benchmark for the same

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*Board Review of Investment Advisory Agreement continued*

period. After reviewing these and related factors, the Trustees concluded, within the context of their overall conclusions regarding the investment advisory agreement, that they were satisfied with MFS' responses and efforts relating to investment performance.

In assessing the reasonableness of the Fund's advisory fee, the Trustees considered, among other information, the Fund's advisory fee and the total expense ratio of the Fund's common shares as a percentage of average daily net assets and the advisory fee and total expense ratios of peer groups of funds based on information provided by Lipper Inc. The Trustees considered that, according to the Lipper data (which takes into account any fee reductions or expense limitations that were in effect during the Fund's last fiscal year), the Fund's effective advisory fee rate and total expense ratio were each lower than the Lipper expense group median.

The Trustees also considered the advisory fees charged by MFS to institutional accounts, if any. In comparing these fees, the Trustees considered information provided by MFS as to the generally broader scope of services provided by MFS to the Fund in comparison to institutional accounts and the impact on MFS and expenses associated with the more extensive regulatory regime to which the Fund is subject in comparison to institutional accounts.

The Trustees considered that, as a closed-end fund, the Fund is unlikely to experience meaningful asset growth. As a result, the Trustees did not view the potential for realization of economies of scale as the Fund's assets grow to be a material factor in their deliberations. The Trustees noted that they would consider economies of scale in the future in the event the Fund experiences significant asset growth, such as through an offering of preferred shares (which is not currently contemplated) or a material increase in the market value of the Fund's portfolio securities.

The Trustees also considered information prepared by MFS relating to MFS' costs and profits with respect to the Fund, the MFS Funds considered as a group, and other investment companies and accounts advised by MFS, as well as MFS' methodologies used to determine and allocate its costs to the MFS Funds, the Fund and other accounts and products for purposes of estimating profitability.

After reviewing these and other factors described herein, the Trustees concluded, within the context of their overall conclusions regarding the investment advisory agreement, that the advisory fees charged to the Fund represent reasonable compensation in light of the services being provided by MFS to the Fund.

In addition, the Trustees considered MFS' resources and related efforts to continue to retain, attract and motivate capable personnel to serve the Fund. The Trustees also considered current and developing conditions in the financial services industry, including the presence of large and well-capitalized companies which are spending, and appear to be prepared to continue to spend, substantial sums to engage personnel and to provide services to competing investment companies. In this regard, the Trustees also considered the financial resources of MFS and its ultimate parent, Sun Life Financial Inc. The Trustees also considered the advantages and possible disadvantages to the Fund of having an adviser that also serves other investment companies as well as other accounts.

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*Board Review of Investment Advisory Agreement continued*

The Trustees also considered the nature, quality, cost, and extent of administrative services provided to the Fund by MFS under agreements other than the investment advisory agreement. The Trustees also considered the nature, extent and quality of certain other services MFS performs or arranges for on the Fund's behalf, which may include securities lending programs, directed expense payment programs, class action recovery programs, and MFS' interaction with third-party service providers, principally custodians and sub-custodians. The Trustees concluded that the various non-advisory services provided by MFS and its affiliates on behalf of the Fund were satisfactory.

The Trustees also considered benefits to MFS from the use of the Fund's portfolio brokerage commissions, if applicable, to pay for investment research and various other factors. Additionally, the Trustees considered so-called "fall-out benefits" to MFS such as reputational value derived from serving as investment manager to the Fund.

Based on their evaluation of factors that they deemed to be material, including those factors described above, the Board of Trustees, including the independent Trustees, concluded that the Fund's investment advisory agreement with MFS should be continued for an additional one-year period, commencing August 1, 2012.

A discussion regarding the Board's most recent review and renewal of the fund's Investment Advisory Agreement with MFS is available by clicking on the fund's name under "Closed End Funds" in the "Products" section of the MFS Web site ([mfs.com](http://mfs.com)).

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### **PROXY VOTING POLICIES AND INFORMATION**

A general description of the MFS funds' proxy voting policies and procedures is available without charge, upon request, by calling 1-800-225-2606, by visiting the Proxy Voting section of *mfs.com* or by visiting the SEC's Web site at <http://www.sec.gov>.

Information regarding how the fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available without charge by visiting the Proxy Voting section of *mfs.com* or by visiting the SEC's Web site at <http://www.sec.gov>.

### **QUARTERLY PORTFOLIO DISCLOSURE**

The fund will file a complete schedule of portfolio holdings with the Securities and Exchange Commission (the Commission) for the first and third quarters of each fiscal year on Form N-Q. A shareholder can obtain the quarterly portfolio holdings report at *mfs.com*. The fund's Form N-Q is also available on the EDGAR database on the Commission's Internet Web site at <http://www.sec.gov>, and may be reviewed and copied at the:

Public Reference Room

Securities and Exchange Commission

100 F Street, NE, Room 1580

Washington, D.C. 20549

Information on the operation of the Public Reference Room may be obtained by calling the Commission at 1-800-SEC-0330. Copies of the Fund's Form N-Q also may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: [publicinfo@sec.gov](mailto:publicinfo@sec.gov) or by writing the Public Reference Section at the above address.

### **FURTHER INFORMATION**

From time to time, MFS may post important information about the fund or the MFS funds on the MFS web site (*mfs.com*). This information is available by visiting the News & Commentary section of *mfs.com* or by clicking on the fund's name under Closed End Funds in the Products section of *mfs.com*.

### **FEDERAL TAX INFORMATION (unaudited)**

The fund will notify shareholders of amounts for use in preparing 2012 income tax forms in January 2013.



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rev. 3/11

**FACTS**

**WHAT DOES MFS DO WITH YOUR PERSONAL INFORMATION?**

**Why?**

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

**What?**

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

Social Security number and account balances

Account transactions and transaction history

Checking account information and wire transfer instructions

When you are *no longer* our customer, we continue to share your information as described in this notice.

**How?**

All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons MFS chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does MFS share?	Can you limit this sharing?
<b>For our everyday business purposes</b> such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes</b> to offer our products and services to you	No	We don't share
<b>For joint marketing with other financial companies</b>	No	We don't share
<b>For our affiliates' everyday business purposes</b> information about your transactions and experiences	No	We don't share
<b>For our affiliates' everyday business purposes</b> information about your creditworthiness	No	We don't share

For nonaffiliates to market to you

No

We don't share

**Questions?** Call **800-225-2606** or go to **mfs.com**.

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**Who we are**

**Who is providing this notice?**

MFS Funds, MFS Investment Management, MFS Institutional Advisors, Inc., MFS Fund Distributors, Inc., MFS Heritage Trust Company, and MFS Service Center, Inc.

**What we do**

**How does MFS protect my personal information?**

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include procedural, electronic, and physical safeguards for the protection of the personal information we collect about you.

**How does MFS collect my personal information?**

We collect your personal information, for example, when you

open an account or provide account information

direct us to buy securities or direct us to sell your securities

make a wire transfer

**Why can't I limit all sharing?**

We also collect your personal information from others, such as credit bureaus, affiliates and other companies.

Federal law gives you the right to limit only

sharing for affiliates everyday business purposes information about your creditworthiness

affiliates from using your information to market to you

sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

**Definitions**

**Affiliates**

Companies related by common ownership or control. They can be financial and nonfinancial companies.

**Nonaffiliates**

*MFS does not share personal information with affiliates, except for everyday business purposes as described on page one of this notice.*

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

**Joint Marketing**

*MFS does not share with nonaffiliates so they can market to you.*

A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

*MFS doesn't jointly market.*

**Other important information**

If you own an MFS product or receive an MFS service in the name of a third party such as a bank or broker-dealer, their privacy policy may apply to you instead of ours.

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**CONTACT US**

**TRANSFER AGENT, REGISTRAR, AND**

**DIVIDEND DISBURSING AGENT**

**CALL**

1-800-637-2304

9 a.m. to 5 p.m. Eastern time

**WRITE**

Computershare Trust Company, N.A.

P.O. Box 43078

Providence, RI 02940-3078

New York Stock Exchange Symbol: **MCR**

**Table of Contents****ITEM 2. CODE OF ETHICS.**

The Registrant has adopted a Code of Ethics pursuant to Section 406 of the Sarbanes-Oxley Act and as defined in Form N-CSR that applies to the Registrant's principal executive officer and principal financial and accounting officer. During the period covered by this report, the Registrant has not amended any provision in its Code of Ethics (the "Code") that relates to an element of the Code's definitions enumerated in paragraph (b) of Item 2 of this Form N-CSR. During the period covered by this report, the Registrant did not grant a waiver, including an implicit waiver, from any provision of the Code.

A copy of the Code of Ethics is filed as an exhibit to this Form N-CSR.

**ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.**

Messrs. Robert E. Butler, John P. Kavanaugh and Robert W. Uek and Ms. Laurie J. Thomsen, members of the Audit Committee, have been determined by the Board of Trustees in their reasonable business judgment to meet the definition of "audit committee financial expert" as such term is defined in Form N-CSR. In addition, Messrs. Butler, Kavanaugh and Uek, and Ms. Thomsen are "independent" members of the Audit Committee (as such term has been defined by the Securities and Exchange Commission in regulations implementing Section 407 of the Sarbanes-Oxley Act of 2002). The Securities and Exchange Commission has stated that the designation of a person as an audit committee financial expert pursuant to this Item 3 on the Form N-CSR does not impose on such a person any duties, obligations or liability that are greater than the duties, obligations or liability imposed on such person as a member of the Audit Committee and the Board of Trustees in the absence of such designation or identification.

**ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.****Items 4(a) through 4(d) and 4(g):**

The Board of Trustees has appointed Ernst & Young LLP ("E&Y") to serve as independent accountants to the Registrant (hereinafter the "Registrant" or the "Fund"). The tables below set forth the audit fees billed to the Fund as well as fees for non-audit services provided to the Fund and/or to the Fund's investment adviser, Massachusetts Financial Services Company ("MFS"), and to various entities either controlling, controlled by, or under common control with MFS that provide ongoing services to the Fund ("MFS Related Entities").

For the fiscal years ended November 30, 2012 and 2011, audit fees billed to the Fund by E&Y were as follows:

	Audit Fees	
	2012	2011
<b>Fees billed by E&amp;Y:</b>		
MFS Charter Income Trust	50,032	48,184

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For the fiscal years ended November 30, 2012 and 2011, fees billed by E&Y for audit-related, tax and other services provided to the Fund and for audit-related, tax and other services provided to MFS and MFS Related Entities were as follows:

	Audit-Related Fees <sup>1</sup>		Tax Fees <sup>2</sup>		All Other Fees <sup>3</sup>	
	2012	2011	2012	2011	2012	2011
<b>Fees billed by E&amp;Y:</b>						
To MFS Charter Income Trust	10,504	10,110	9,836	9,697	0	0
<b>Fees billed by E&amp;Y:</b>						
To MFS and MFS Related Entities of MFS Charter Income Trust <sup>*</sup>	0	0	0	0	0	0
<b>Aggregate fees for non-audit services:</b>						
To MFS Charter Income Trust, MFS and MFS Related Entities <sup>#</sup>			2012	2011 <sup>4</sup>		
			60,340	129,807		

\* This amount reflects the fees billed to MFS and MFS Related Entities for non-audit services relating directly to the operations and financial reporting of the Fund (portions of which services also related to the operations and financial reporting of other funds within the MFS Funds complex).

# This amount reflects the aggregate fees billed by E&Y for non-audit services rendered to the Fund and for non-audit services rendered to MFS and the MFS Related Entities.

<sup>1</sup> The fees included under Audit-Related Fees are fees related to assurance and related services that are reasonably related to the performance of the audit or review of financial statements, but not reported under Audit Fees, including accounting consultations, agreed-upon procedure reports, attestation reports, comfort letters and internal control reviews.

<sup>2</sup> The fees included under Tax Fees are fees associated with tax compliance, tax advice and tax planning, including services relating to the filing or amendment of federal, state or local income tax returns, regulated investment company qualification reviews and tax distribution and analysis.

<sup>3</sup> The fees under All Other Fees are fees for products and services provided by E&Y other than those reported under Audit Fees, Audit-Related Fees and Tax Fees.

<sup>4</sup> E&Y fees reported in 2011 have been restated in this filing from those reported in the Registrant's filing for the reporting period ended November 30, 2011.

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### **Item 4(e)(1):**

Set forth below are the policies and procedures established by the Audit Committee of the Board of Trustees relating to the pre-approval of audit and non-audit related services:

To the extent required by applicable law, pre-approval by the Audit Committee of the Board is needed for all audit and permissible non-audit services rendered to the Fund and all permissible non-audit services rendered to MFS or MFS Related Entities if the services relate directly to the operations and financial reporting of the Registrant. Pre-approval is currently on an engagement-by-engagement basis. In the event pre-approval of such services is necessary between regular meetings of the Audit Committee and it is not practical to wait to seek pre-approval at the next regular meeting of the Audit Committee, pre-approval of such services may be referred to the Chair of the Audit Committee for approval; provided that the Chair may not pre-approve any individual engagement for such services exceeding \$50,000 or multiple engagements for such services in the aggregate exceeding \$100,000 between such regular meetings of the Audit Committee. Any engagement pre-approved by the Chair between regular meetings of the Audit Committee shall be presented for ratification by the entire Audit Committee at its next regularly scheduled meeting.

### **Item 4(e)(2):**

None, or 0%, of the services relating to the Audit-Related Fees, Tax Fees and All Other Fees paid by the Fund and MFS and MFS Related Entities relating directly to the operations and financial reporting of the Registrant disclosed above were approved by the audit committee pursuant to paragraphs (c)(7)(i)(C) of Rule 2-01 of Regulation S-X (which permits audit committee approval after the start of the engagement with respect to services other than audit, review or attest services, if certain conditions are satisfied).

**Item 4(f):** Not applicable.

**Item 4(h):** The Registrant's Audit Committee has considered whether the provision by a Registrant's independent registered public accounting firm of non-audit services to MFS and MFS Related Entities that were not pre-approved by the Committee (because such services were provided prior to the effectiveness of SEC rules requiring pre-approval or because such services did not relate directly to the operations and financial reporting of the Registrant) was compatible with maintaining the independence of the independent registered public accounting firm as the Registrant's principal auditors.

## **ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.**

The Registrant has an Audit Committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The members of the Audit Committee are Messrs. Robert E. Butler, John P. Kavanaugh, and Robert W. Uek and Ms. Laurie J. Thomsen.

## **ITEM 6. SCHEDULE OF INVESTMENTS**

A schedule of investments of the Registrant is included as part of the report to shareholders of the Registrant under Item 1 of this Form N-CSR.



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**ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.**

*MASSACHUSETTS FINANCIAL SERVICES COMPANY*

PROXY VOTING POLICIES AND PROCEDURES

March 1, 2012

Massachusetts Financial Services Company, MFS Institutional Advisors, Inc., MFS International (UK) Limited, MFS Heritage Trust Company, McLean Budden Limited and MFS other subsidiaries that perform discretionary investment management activities (collectively, MFS ) have adopted proxy voting policies and procedures, as set forth below ( MFS Proxy Voting Policies and Procedures ), with respect to securities owned by the clients for which MFS serves as investment adviser and has the power to vote proxies, including the pooled investment vehicles sponsored by MFS (the MFS Funds ). References to clients in these policies and procedures include the MFS Funds and other clients of MFS, such as funds organized offshore, sub-advised funds and separate account clients, to the extent these clients have delegated to MFS the responsibility to vote proxies on their behalf under the MFS Proxy Voting Policies and Procedures.

The MFS Proxy Voting Policies and Procedures include:

- A. Voting Guidelines;
- B. Administrative Procedures;
- C. Records Retention; and
- D. Reports.

A. *VOTING GUIDELINES*

1. General Policy; Potential Conflicts of Interest

MFS policy is that proxy voting decisions are made in what MFS believes to be the best long-term economic interests of MFS clients, and not in the interests of any other party or in MFS corporate interests, including interests such as the distribution of MFS Fund shares and institutional client relationships.

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In developing these proxy voting guidelines, MFS reviews corporate governance issues and proxy voting matters that are presented for shareholder vote by either management or shareholders of public companies. Based on the overall principle that all votes cast by MFS on behalf of its clients must be in what MFS believes to be the best long-term economic interests of such clients, MFS has adopted proxy voting guidelines, set forth below, that govern how MFS generally will vote on specific matters presented for shareholder vote.

As a general matter, MFS votes consistently on similar proxy proposals across all shareholder meetings. However, some proxy proposals, such as certain excessive executive compensation, environmental, social and governance matters, are analyzed on a case-by-case basis in light of all the relevant facts and circumstances of the proposal. Therefore, MFS may vote similar proposals differently at different shareholder meetings based on the specific facts and circumstances of the issuer or the terms of the proposal. In addition, MFS also reserves the right to override the guidelines with respect to a particular proxy proposal when such an override is, in MFS' best judgment, consistent with the overall principle of voting proxies in the best long-term economic interests of MFS' clients.

MFS also generally votes consistently on the same matter when securities of an issuer are held by multiple client accounts, unless MFS has received explicit voting instructions to vote differently from a client for its own account. From time to time, MFS may also receive comments on the MFS Proxy Voting Policies and Procedures from its clients. These comments are carefully considered by MFS when it reviews these guidelines and revises them as appropriate.

These policies and procedures are intended to address any potential material conflicts of interest on the part of MFS or its subsidiaries that are likely to arise in connection with the voting of proxies on behalf of MFS' clients. If such potential material conflicts of interest do arise, MFS will analyze, document and report on such potential material conflicts of interest (see Sections B.2 and D below), and shall ultimately vote the relevant proxies in what MFS believes to be the best long-term economic interests of its clients. The MFS Proxy Voting Committee is responsible for monitoring and reporting with respect to such potential material conflicts of interest.

MFS is also a signatory to the United Nations Principles for Responsible Investment. In developing these guidelines, MFS considered environmental, social and corporate governance issues in light of MFS' fiduciary obligation to vote proxies in the best long-term economic interest of its clients.

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### 2. MFS Policy on Specific Issues

#### *Election of Directors*

MFS believes that good governance should be based on a board with at least a simple majority of directors who are independent of management, and whose key committees (e.g., compensation, nominating, and audit committees) are comprised entirely of independent directors. While MFS generally supports the board's nominees in uncontested or non-contentious elections, we will not support a nominee to a board of a U.S. issuer (or issuer listed on a U.S. exchange) if, as a result of such nominee being elected to the board, the board would be comprised of a simple majority of members who are not independent or, alternatively, the compensation, nominating (including instances in which the full board serves as the compensation or nominating committee) or audit committees would include members who are not independent.

MFS will also not support a nominee to a board if we can determine that he or she attended less than 75% of the board and/or relevant committee meetings in the previous year without a valid reason stated in the proxy materials or other company communications. In addition, MFS may not support all nominees standing for re-election to a board if we can determine: (1) the board or its compensation committee has re-priced or exchanged underwater stock options since the last annual meeting of shareholders and without shareholder approval; (2) the board or relevant committee has not taken adequately responsive action to an issue that received majority support or opposition from shareholders, including MFS; (3) the board has implemented a poison pill without shareholder approval since the last annual meeting and such poison pill is not on the subsequent shareholder meeting's agenda, (including those related to net-operating loss carryforwards); or (4) there are severe governance concerns at the issuer.

MFS may not support certain board nominees of U.S. issuers under certain circumstances where MFS deems compensation to be egregious due to pay-for-performance issues and/or poor pay practices. Please see the section below titled MFS Policy on Specific Issues Advisory Votes on Executive Compensation for further details.

MFS evaluates a contested or contentious election of directors on a case-by-case basis considering the long-term financial performance of the company relative to its industry, management's track record, the qualifications of all nominees, and an evaluation of what each side is offering shareholders.

#### *Majority Voting and Director Elections*

MFS votes for reasonably crafted proposals calling for directors to be elected with an affirmative majority of votes cast and/or the elimination of the plurality standard for electing directors (including binding resolutions requesting that the board amend the company's bylaws), provided the proposal includes a carve-out for a plurality voting standard when there are more director nominees than board seats (e.g., contested elections) (Majority Vote Proposals).

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### *Classified Boards*

MFS generally supports proposals to declassify a board (e.g. a board in which only one-third of board members is elected each year) for all issuers other than for certain closed-end investment companies. MFS generally opposes proposals to classify a board for issuers other than for certain closed-end investment companies.

### *Proxy Access*

MFS analyzes proposals seeking the ability of qualifying shareholders to nominate a certain number of directors on the company's proxy statement ( Proxy Access ) on a case-by-case basis. In its analysis, MFS will consider the proposed ownership criteria for qualifying shareholders (such as ownership threshold and holding period) as well as the proponent's rationale for seeking Proxy Access.

### *Stock Plans*

MFS opposes stock option programs and restricted stock plans that provide unduly generous compensation for officers, directors or employees, or that could result in excessive dilution to other shareholders. As a general guideline, MFS votes against restricted stock, stock option, non-employee director, omnibus stock plans and any other stock plan if all such plans for a particular company involve potential dilution, in the aggregate, of more than 15%. However, MFS will also vote against stock plans that involve potential dilution, in aggregate, of more than 10% at U.S. issuers that are listed in the Standard and Poor's 100 index as of December 31 of the previous year.

MFS also opposes stock option programs that allow the board or the compensation committee to re-price underwater options or to automatically replenish shares without shareholder approval. MFS also votes against stock option programs for officers, employees or non-employee directors that do not require an investment by the optionee, that give free rides on the stock price, or that permit grants of stock options with an exercise price below fair market value on the date the options are granted. MFS will consider proposals to exchange existing options for newly issued options, restricted stock or cash on a case-by-case basis, taking into account certain factors, including, but not limited to, whether there is a reasonable value-for-value exchange and whether senior executives are excluded from participating in the exchange.

MFS supports the use of a broad-based employee stock purchase plans to increase company stock ownership by employees, provided that shares purchased under the plan are acquired for no less than 85% of their market value and do not result in excessive dilution.

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### *Shareholder Proposals on Executive Compensation*

MFS believes that competitive compensation packages are necessary to attract, motivate and retain executives. However, MFS also recognizes that certain executive compensation practices can be excessive and not in the best, long-term economic interest of a company's shareholders. We believe that the election of an issuer's board of directors (as outlined above), votes on stock plans (as outlined above) and advisory votes on pay (as outlined below) are typically the most effective mechanisms to express our view on a company's compensation practices.

MFS generally opposes shareholder proposals that seek to set rigid restrictions on executive compensation as MFS believes that compensation committees should retain some flexibility to determine the appropriate pay package for executives. Although we support linking executive stock option grants to a company's performance, MFS also opposes shareholder proposals that mandate a link of performance-based pay to a specific metric. MFS generally supports reasonably crafted shareholder proposals that (i) require the issuer to adopt a policy to recover the portion of performance-based bonuses and awards paid to senior executives that were not earned based upon a significant negative restatement of earnings unless the company already has adopted a satisfactory policy on the matter, or (ii) expressly prohibit the backdating of stock options.

### *Advisory Votes on Executive Compensation*

MFS will analyze advisory votes on executive compensation on a case-by-case basis. MFS will vote against an advisory vote on executive compensation if MFS determines that the issuer has adopted excessive executive compensation practices and will vote in favor of an advisory vote on executive compensation if MFS has not determined that the issuer has adopted excessive executive compensation practices. Examples of excessive executive compensation practices may include, but are not limited to, a pay-for-performance disconnect, employment contract terms such as guaranteed bonus provisions, unwarranted pension payouts, backdated stock options, overly generous hiring bonuses for chief executive officers, unnecessary perquisites, or the potential reimbursement of excise taxes to an executive in regards to a severance package. In cases where MFS (i) votes against consecutive advisory pay votes, or (ii) determines that a particularly egregious excessive executive compensation practice has occurred, then MFS may also vote against certain or all board nominees. MFS may also vote against certain or all board nominees if an advisory pay vote for a U.S. issuer is not on the agenda, or the company has not implemented the advisory vote frequency supported by a plurality/ majority of shareholders.

MFS generally supports proposals to include an advisory shareholder vote on an issuer's executive compensation practices on an annual basis.

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### *Golden Parachutes*

From time to time, MFS may evaluate a separate, advisory vote on severance packages or golden parachutes to certain executives at the same time as a vote on a proposed merger or acquisition. MFS will support an advisory vote on a severance package on a on a case-by-case basis, and MFS may vote against the severance package regardless of whether MFS supports the proposed merger or acquisition.

Shareholders of companies may also submit proxy proposals that would require shareholder approval of severance packages for executive officers that exceed certain predetermined thresholds. MFS votes in favor of such shareholder proposals when they would require shareholder approval of any severance package for an executive officer that exceeds a certain multiple of such officer's annual compensation that is not determined in MFS' judgment to be excessive.

### *Anti-Takeover Measures*

In general, MFS votes against any measure that inhibits capital appreciation in a stock, including proposals that protect management from action by shareholders. These types of proposals take many forms, ranging from poison pills and shark repellents to super-majority requirements.

MFS generally votes for proposals to rescind existing poison pills and proposals that would require shareholder approval to adopt prospective poison pills, unless the company already has adopted a clearly satisfactory policy on the matter. MFS may consider the adoption of a prospective poison pill or the continuation of an existing poison pill if we can determine that the following two conditions are met: (1) the poison pill allows MFS clients to hold an aggregate position of up to 15% of a company's total voting securities (and of any class of voting securities); and (2) either (a) the poison pill has a term of not longer than five years, provided that MFS will consider voting in favor of the poison pill if the term does not exceed seven years and the poison pill is linked to a business strategy or purpose that MFS believes is likely to result in greater value for shareholders; or (b) the terms of the poison pill allow MFS clients the opportunity to accept a fairly structured and attractively priced tender offer (e.g. a chewable poison pill that automatically dissolves in the event of an all cash, all shares tender offer at a premium price). MFS will also consider on a case-by-case basis proposals designed to prevent tenders which are disadvantageous to shareholders such as tenders at below market prices and tenders for substantially less than all shares of an issuer.

MFS will consider any poison pills designed to protect a company's net-operating loss carryforwards on a case-by-case basis, weighing the accounting and tax benefits of such a pill against the risk of deterring future acquisition candidates.

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### *Reincorporation and Reorganization Proposals*

When presented with a proposal to reincorporate a company under the laws of a different state, or to effect some other type of corporate reorganization, MFS considers the underlying purpose and ultimate effect of such a proposal in determining whether or not to support such a measure. MFS generally votes with management in regards to these types of proposals, however, if MFS believes the proposal is in the best long-term economic interests of its clients, then MFS may vote against management (e.g. the intent or effect would be to create additional inappropriate impediments to possible acquisitions or takeovers).

### *Issuance of Stock*

There are many legitimate reasons for the issuance of stock. Nevertheless, as noted above under *Stock Plans*, when a stock option plan (either individually or when aggregated with other plans of the same company) would substantially dilute the existing equity (e.g. by approximately 10-15% as described above), MFS generally votes against the plan. In addition, MFS typically votes against proposals where management is asking for authorization to issue common or preferred stock with no reason stated (a *blank check* ) because the unexplained authorization could work as a potential anti-takeover device. MFS may also vote against the authorization or issuance of common or preferred stock if MFS determines that the requested authorization is excessive or not warranted.

### *Repurchase Programs*

MFS supports proposals to institute share repurchase plans in which all shareholders have the opportunity to participate on an equal basis. Such plans may include a company acquiring its own shares on the open market, or a company making a tender offer to its own shareholders.

### *Cumulative Voting*

MFS opposes proposals that seek to introduce cumulative voting and for proposals that seek to eliminate cumulative voting. In either case, MFS will consider whether cumulative voting is likely to enhance the interests of MFS clients as minority shareholders. In our view, shareholders should provide names of qualified candidates to a company's nominating committee, which, in our view, should be comprised solely of independent directors.

### *Written Consent and Special Meetings*

The right to call a special meeting or act by written consent can be a powerful tool for shareholders. As such, MFS supports proposals requesting the right for shareholders who hold at least 10% of the issuer's outstanding stock to call a special meeting. MFS also supports proposals requesting the right for shareholders to act by written consent.

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### *Independent Auditors*

MFS believes that the appointment of auditors for U.S. issuers is best left to the board of directors of the company and therefore supports the ratification of the board's selection of an auditor for the company. Some shareholder groups have submitted proposals to limit the non-audit activities of a company's audit firm or prohibit *any* non-audit services by a company's auditors to that company. MFS opposes proposals recommending the prohibition or limitation of the performance of non-audit services by an auditor, and proposals recommending the removal of a company's auditor due to the performance of non-audit work for the company by its auditor. MFS believes that the board, or its audit committee, should have the discretion to hire the company's auditor for specific pieces of non-audit work in the limited situations permitted under current law.

### *Other Business*

MFS generally votes against other business proposals as the content of any such matter is not known at the time of our vote.

### *Adjourn Shareholder Meeting*

MFS generally supports proposals to adjourn a shareholder meeting if we support the other ballot items on the meeting's agenda. MFS generally votes against proposals to adjourn a meeting if we do not support the other ballot items on the meeting's agenda.

### *Environmental, Social and Governance ( ESG ) Issues*

MFS believes that a company's ESG practices may have an impact on the company's long-term economic financial performance and will generally support proposals relating to ESG issues that MFS believes are in the best long-term economic interest of the company's shareholders. For those ESG proposals for which a specific policy has not been adopted, MFS considers such ESG proposals on a case-by-case basis. As a result, it may vote similar proposals differently at various shareholder meetings based on the specific facts and circumstances of such proposal.

MFS generally supports proposals that seek to remove governance structures that insulate management from shareholders (*i.e.*, anti-takeover measures) or that seek to enhance shareholder rights. Many of these governance-related issues, including compensation issues, are outlined within the context of the above guidelines. In addition, MFS typically supports proposals that



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require an issuer to reimburse successful dissident shareholders (who are not seeking control of the company) for reasonable expenses that such dissident incurred in soliciting an alternative slate of director candidates. MFS also generally supports reasonably crafted shareholder proposals requesting increased disclosure around the company's use of collateral in derivatives trading. MFS typically does not support proposals to separate the chairman and CEO positions as we believe that the most beneficial leadership structure of a company should be determined by the company's board of directors. For any governance-related proposal for which an explicit guideline is not provided above, MFS will consider such proposals on a case-by-case basis and will support such proposals if MFS believes that it is in the best long-term economic interest of the company's shareholders.

MFS generally supports proposals that request disclosure on the impact of environmental issues on the company's operations, sales, and capital investments. However, MFS may not support such proposals based on the facts and circumstances surrounding a specific proposal, including, but not limited to, whether (i) the proposal is unduly costly, restrictive, or burdensome, (ii) the company already provides publicly-available information that is sufficient to enable shareholders to evaluate the potential opportunities and risks that environmental matters pose to the company's operations, sales and capital investments, or (iii) the proposal seeks a level of disclosure that exceeds that provided by the company's industry peers. MFS will analyze all other environmental proposals on a case-by-case basis and will support such proposals if MFS believes such proposal is in the best long-term economic interest of the company's shareholders.

MFS will analyze social proposals on a case-by-case basis. MFS will support such proposals if MFS believes that such proposal is in the best long-term economic interest of the company's shareholders. Generally, MFS will support shareholder proposals that (i) seek to amend a company's equal employment opportunity policy to prohibit discrimination based on sexual orientation and gender identity; and (ii) request additional disclosure regarding a company's political contributions (including trade organizations and lobbying activity) (unless the company already provides publicly-available information that is sufficient to enable shareholders to evaluate the potential opportunities and risks that such contributions pose to the company's operations, sales and capital investments).

The laws of various states or countries may regulate how the interests of certain clients subject to those laws (e.g. state pension plans) are voted with respect to social issues. Thus, it may be necessary to cast ballots differently for certain clients than MFS might normally do for other clients.

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### *Foreign Issuers*

MFS generally supports the election of a director nominee standing for re-election in uncontested or non-contentious elections unless it can be determined that (1) he or she failed to attend at least 75% of the board and/or relevant committee meetings in the previous year without a valid reason given in the proxy materials; (2) since the last annual meeting of shareholders and without shareholder approval, the board or its compensation committee has re-priced underwater stock options; or (3) since the last annual meeting, the board has either implemented a poison pill without shareholder approval or has not taken responsive action to a majority shareholder approved resolution recommending that the poison pill be rescinded. Also, certain markets outside of the U.S. have adopted best practice guidelines relating to corporate governance matters (e.g. the United Kingdom's Corporate Governance Code). Many of these guidelines operate on a "comply or explain" basis. As such, MFS will evaluate any explanations by companies relating to their compliance with a particular corporate governance guideline on a case-by-case basis and may vote against the board nominees or other relevant ballot item if such explanation is not satisfactory.

MFS generally supports the election of auditors, but may determine to vote against the election of a statutory auditor in certain markets if MFS reasonably believes that the statutory auditor is not truly independent.

Some international markets have also adopted mandatory requirements for all companies to hold shareholder votes on executive compensation. MFS will not support such proposals if MFS determines that a company's executive compensation practices are excessive, considering such factors as the specific market's best practices that seek to maintain appropriate pay-for-performance alignment and to create long-term shareholder value.

Many other items on foreign proxies involve repetitive, non-controversial matters that are mandated by local law. Accordingly, the items that are generally deemed routine and which do not require the exercise of judgment under these guidelines (and therefore voted with management) for foreign issuers include, but are not limited to, the following: (i) receiving financial statements or other reports from the board; (ii) approval of declarations of dividends; (iii) appointment of shareholders to sign board meeting minutes; (iv) discharge of management and supervisory boards; and (v) approval of share repurchase programs (absent any anti-takeover or other concerns). MFS will evaluate all other items on proxies for foreign companies in the context of the guidelines described above, but will generally vote against an item if there is not sufficient information disclosed in order to make an informed voting decision.

In accordance with local law or business practices, some foreign companies or custodians prevent the sales of shares that have been voted for a certain period beginning prior to the shareholder meeting and ending on the day following the meeting ("share blocking"). Depending on the country in which a company is domiciled, the blocking period may begin a stated number of days prior or subsequent to the meeting (e.g. one, three or five days) or on a date established by the company. While practices vary, in many countries the block period can be

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continued for a longer period if the shareholder meeting is adjourned and postponed to a later date. Similarly, practices vary widely as to the ability of a shareholder to have the block restriction lifted early (e.g. in some countries shares generally can be unblocked up to two days prior to the meeting whereas in other countries the removal of the block appears to be discretionary with the issuer's transfer agent). Due to these restrictions, MFS must balance the benefits to its clients of voting proxies against the potentially serious portfolio management consequences of a reduced flexibility to sell the underlying shares at the most advantageous time. For companies in countries with share blocking periods or in markets where some custodians may block shares, the disadvantage of being unable to sell the stock regardless of changing conditions generally outweighs the advantages of voting at the shareholder meeting for routine items. Accordingly, MFS will not vote those proxies in the absence of an unusual, significant vote that outweighs the disadvantage of being unable to sell the stock.

In limited circumstances, other market specific impediments to voting shares may limit our ability to cast votes, including, but not limited to, late delivery of proxy materials, power of attorney and share re-registration requirements, or any other unusual voting requirements. In these limited instances, MFS votes securities on a best efforts basis in the context of the guidelines described above.

### **B. ADMINISTRATIVE PROCEDURES**

#### *1. MFS Proxy Voting Committee*

The administration of these MFS Proxy Voting Policies and Procedures is overseen by the MFS Proxy Voting Committee, which includes senior personnel from the MFS Legal and Global Investment Support Departments. The Proxy Voting Committee does not include individuals whose primary duties relate to client relationship management, marketing, or sales. The MFS Proxy Voting Committee:

- a. Reviews these MFS Proxy Voting Policies and Procedures at least annually and recommends any amendments considered to be necessary or advisable;
- b. Determines whether any potential material conflict of interest exists with respect to instances in which MFS (i) seeks to override these MFS Proxy Voting Policies and Procedures; (ii) votes on ballot items not governed by these MFS Proxy Voting Policies and Procedures; (iii) evaluates an excessive executive compensation issue in relation to the election of directors; or (iv) requests a vote recommendation from an MFS portfolio manager or investment analyst (e.g. mergers and acquisitions); and
- c. Considers special proxy issues as they may arise from time to time.

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### *2. Potential Conflicts of Interest*

The MFS Proxy Voting Committee is responsible for monitoring potential material conflicts of interest on the part of MFS or its subsidiaries that could arise in connection with the voting of proxies on behalf of MFS clients. Due to the client focus of our investment management business, we believe that the potential for actual material conflict of interest issues is small. Nonetheless, we have developed precautions to assure that all proxy votes are cast in the best long-term economic interest of shareholders.<sup>1</sup> Other MFS internal policies require all MFS employees to avoid actual and potential conflicts of interests between personal activities and MFS client activities. If an employee identifies an actual or potential conflict of interest with respect to any voting decision, then that employee must recuse himself/herself from participating in the voting process. Additionally, with respect to decisions concerning all Non-Standard Votes, as defined below, MFS will review the securities holdings reported by investment professionals that participate in such decisions to determine whether such person has a direct economic interest in the decision, in which case such person shall not further participate in making the decision. Any significant attempt by an employee of MFS or its subsidiaries to unduly influence MFS voting on a particular proxy matter should also be reported to the MFS Proxy Voting Committee.

In cases where proxies are voted in accordance with these MFS Proxy Voting Policies and Procedures, no material conflict of interest will be deemed to exist. In cases where (i) MFS is considering overriding these MFS Proxy Voting Policies and Procedures, (ii) matters presented for vote are not governed by these MFS Proxy Voting Policies and Procedures, (iii) MFS evaluates a potentially excessive executive compensation issue in relation to the election of directors or advisory pay or severance package vote, or (iv) a vote recommendation is requested from an MFS portfolio manager or investment analyst (e.g. mergers and acquisitions) (collectively, Non-Standard Votes); the MFS Proxy Voting Committee will follow these procedures:

- a. Compare the name of the issuer of such proxy against a list of significant current (i) distributors of MFS Fund shares, and (ii) MFS institutional clients (the MFS Significant Client List);
- b. If the name of the issuer does not appear on the MFS Significant Client List, then no material conflict of interest will be deemed to exist, and the proxy will be voted as otherwise determined by the MFS Proxy Voting Committee;

<sup>1</sup> For clarification purposes, note that MFS votes in what we believe to be the best, long-term economic interest of our clients entitled to vote at the shareholder meeting, regardless of whether other MFS clients hold short positions in the same issuer.

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- c. If the name of the issuer appears on the MFS Significant Client List, then the MFS Proxy Voting Committee will be apprised of that fact and each member of the MFS Proxy Voting Committee will carefully evaluate the proposed vote in order to ensure that the proxy ultimately is voted in what MFS believes to be the best long-term economic interests of MFS clients, and not in MFS corporate interests; and
- d. For all potential material conflicts of interest identified under clause (c) above, the MFS Proxy Voting Committee will document: the name of the issuer, the issuer's relationship to MFS, the analysis of the matters submitted for proxy vote, the votes as to be cast and the reasons why the MFS Proxy Voting Committee determined that the votes were cast in the best long-term economic interests of MFS clients, and not in MFS corporate interests. A copy of the foregoing documentation will be provided to MFS Conflicts Officer.

The members of the MFS Proxy Voting Committee are responsible for creating and maintaining the MFS Significant Client List, in consultation with MFS distribution and institutional business units. The MFS Significant Client List will be reviewed and updated periodically, as appropriate.

If an MFS client has the right to vote on a matter submitted to shareholders by Sun Life Financial, Inc. or any of its affiliates (collectively Sun Life), MFS will cast a vote on behalf of such MFS client pursuant to the recommendations of Institutional Shareholder Services, Inc. (ISS) benchmark policy, or as required by law.

Except as described in the MFS Fund's prospectus, from time to time, certain MFS Funds (the top tier fund) may own shares of other MFS Funds (the underlying fund). If an underlying fund submits a matter to a shareholder vote, the top tier fund will generally vote its shares in the same proportion as the other shareholders of the underlying fund. If there are no other shareholders in the underlying fund, the top tier fund will vote in what MFS believes to be in the top tier fund's best long-term economic interest. If an MFS client has the right to vote on a matter submitted to shareholders by a pooled investment vehicle advised by MFS, MFS will cast a vote on behalf of such MFS client in the same proportion as the other shareholders of the pooled investment vehicle.

### *3. Gathering Proxies*

Most proxies received by MFS and its clients originate at Broadridge Financial Solutions, Inc. (Broadridge). Broadridge and other service providers, on behalf of custodians, send proxy related material to the record holders of the shares beneficially owned by MFS clients, usually to the client's proxy voting administrator or, less commonly, to the client itself. This material will include proxy ballots reflecting the shareholdings of Funds and of clients on the record dates for such shareholder meetings, as well as proxy materials with the issuer's explanation of the items to be voted upon.

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MFS, on behalf of itself and certain of its clients (including the MFS Funds) has entered into an agreement with an independent proxy administration firm pursuant to which the proxy administration firm performs various proxy vote related administrative services such as vote processing and recordkeeping functions. Except as noted below, the proxy administration firm for MFS and its clients, including the MFS Funds, is ISS. The proxy administration firm for MFS Development Funds, LLC is Glass, Lewis & Co., Inc. ( Glass Lewis ; Glass Lewis and ISS are each hereinafter referred to as the Proxy Administrator ).

The Proxy Administrator receives proxy statements and proxy ballots directly or indirectly from various custodians, logs these materials into its database and matches upcoming meetings with MFS Fund and client portfolio holdings, which are input into the Proxy Administrator's system by an MFS holdings data-feed. Through the use of the Proxy Administrator system, ballots and proxy material summaries for all upcoming shareholders' meetings are available on-line to certain MFS employees and members of the MFS Proxy Voting Committee.

It is the responsibility of the Proxy Administrator and MFS to monitor the receipt of ballots. When proxy ballots and materials for clients are received by the Proxy Administrator, they are input into the Proxy Administrator's on-line system. The Proxy Administrator then reconciles a list of all MFS accounts that hold shares of a company's stock and the number of shares held on the record date by these accounts with the Proxy Administrator's list of any upcoming shareholder's meeting of that company. If a proxy ballot has not been received, the Proxy Administrator contacts the custodian requesting the reason as to why a ballot has not been received.

#### *4. Analyzing Proxies*

Proxies are voted in accordance with these MFS Proxy Voting Policies and Procedures. The Proxy Administrator, at the prior direction of MFS, automatically votes all proxy matters that do not require the particular exercise of discretion or judgment with respect to these MFS Proxy Voting Policies and Procedures as determined by MFS. With respect to proxy matters that require the particular exercise of discretion or judgment, the MFS Proxy Voting Committee considers and votes on those proxy matters. MFS also receives research and recommendations from the Proxy Administrator which it may take into account in deciding how to vote. MFS uses the research of ISS to identify (i) circumstances in which a board may have approved excessive executive compensation, (ii) environmental and social proposals that warrant consideration or (iii) circumstances in which a non-U.S. company is not in compliance with local governance or compensation best practices. In those situations where the only

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MFS fund that is eligible to vote at a shareholder meeting has Glass Lewis as its Proxy Administrator, then we will rely on research from Glass Lewis to identify such issues. Representatives of the MFS Proxy Voting Committee review, as appropriate, votes cast to ensure conformity with these MFS Proxy Voting Policies and Procedures.

As a general matter, portfolio managers and investment analysts have little or no involvement in most votes taken by MFS. This is designed to promote consistency in the application of MFS voting guidelines, to promote consistency in voting on the same or similar issues (for the same or for multiple issuers) across all client accounts, and to minimize the potential that proxy solicitors, issuers, or third parties might attempt to exert inappropriate influence on the vote. In limited types of votes (e.g. mergers and acquisitions, capitalization matters, potentially excessive executive compensation issues, or shareholder proposals relating to environmental and social issues), a representative of MFS Proxy Voting Committee may consult with or seek recommendations from MFS portfolio managers or investment analysts.<sup>2</sup> However, the MFS Proxy Voting Committee would ultimately determine the manner in which all proxies are voted.

As noted above, MFS reserves the right to override the guidelines when such an override is, in MFS best judgment, consistent with the overall principle of voting proxies in the best long-term economic interests of MFS clients. Any such override of the guidelines shall be analyzed, documented and reported in accordance with the procedures set forth in these policies.

### *5. Voting Proxies*

In accordance with its contract with MFS, the Proxy Administrator also generates a variety of reports for the MFS Proxy Voting Committee, and makes available on-line various other types of information so that the MFS Proxy Voting Committee may review and monitor the votes cast by the Proxy Administrator on behalf of MFS clients.

### *6. Securities Lending*

From time to time, the MFS Funds or other pooled investment vehicles sponsored by MFS may participate in a securities lending program. In the event MFS or its agent receives timely notice of a shareholder meeting for a U.S. security, MFS and its agent will attempt to recall any securities on loan before the meeting's record date so that MFS will be entitled to vote these shares. However, there may be instances in which MFS is unable to timely recall securities on loan

<sup>2</sup> From time to time, due to travel schedules and other commitments, an appropriate portfolio manager or research analyst may not be available to provide a vote recommendation. If such a recommendation cannot be obtained within a reasonable time prior to the cut-off date of the shareholder meeting, the MFS Proxy Voting Committee may determine to abstain from voting.

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for a U.S. security, in which cases MFS will not be able to vote these shares. MFS will report to the appropriate board of the MFS Funds those instances in which MFS is not able to timely recall the loaned securities. MFS generally does not recall non-U.S. securities on loan because there may be insufficient advance notice of proxy materials, record dates, or vote cut-off dates to allow MFS to timely recall the shares in certain markets. As a result, non-U.S. securities that are on loan will not generally be voted. If MFS receives timely notice of what MFS determines to be an unusual, significant vote for a non-U.S. security whereas MFS shares are on loan, and determines that voting is in the best long-term economic interest of shareholders, then MFS will attempt to timely recall the loaned shares.

*7. Engagement*

The MFS Proxy Voting Policies and Procedures are available on [www.mfs.com](http://www.mfs.com) and may be accessed by both MFS clients and the companies in which MFS clients invest. From time to time, MFS may determine that it is appropriate and beneficial for representatives from the MFS Proxy Voting Committee to engage in a dialogue or written communication with a company or other shareholders regarding certain matters on the company's proxy statement that are of concern to shareholders, including environmental, social and governance matters. A company or shareholder may also seek to engage with representatives of the MFS Proxy Voting Committee in advance of the company's formal proxy solicitation to review issues more generally or gauge support for certain contemplated proposals.

*C. RECORDS RETENTION*

MFS will retain copies of these MFS Proxy Voting Policies and Procedures in effect from time to time and will retain all proxy voting reports submitted to the Board of Trustees and Board of Managers of the MFS Funds for the period required by applicable law. Proxy solicitation materials, including electronic versions of the proxy ballots completed by representatives of the MFS Proxy Voting Committee, together with their respective notes and comments, are maintained in an electronic format by the Proxy Administrator and are accessible on-line by the MFS Proxy Voting Committee. All proxy voting materials and supporting documentation, including records generated by the Proxy Administrator's system as to proxies processed, including the dates when proxy ballots were received and submitted, and the votes on each company's proxy issues, are retained as required by applicable law.



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*D. REPORTS*

MFS Funds

MFS publicly discloses the proxy voting records of the MFS Funds on an annual basis, as required by law. MFS will also report the results of its voting to the Board of Trustees and Board of Managers of the MFS Funds. These reports will include: (i) a summary of how votes were cast (including advisory votes on pay and golden parachutes); (ii) a summary of votes against management's recommendation; (iii) a review of situations where MFS did not vote in accordance with the guidelines and the rationale therefore; (iv) a review of the procedures used by MFS to identify material conflicts of interest and any matters identified as a material conflict of interest; (v) a review of these policies and the guidelines; (vi) a review of our proxy engagement activity; (vii) a report and impact assessment of instances in which the recall of loaned securities of a U.S. issuer was unsuccessful; and (viii) as necessary or appropriate, any proposed modifications thereto to reflect new developments in corporate governance and other issues. Based on these reviews, the Trustees and Managers of the MFS Funds will consider possible modifications to these policies to the extent necessary or advisable.

All MFS Advisory Clients

MFS may publicly disclose the proxy voting records of certain clients or the votes it casts with respect to certain matters as required by law. At any time, a report can also be printed by MFS for each client who has requested that MFS furnish a record of votes cast. The report specifies the proxy issues which have been voted for the client during the year and the position taken with respect to each issue and, upon request, may identify situations where MFS did not vote in accordance with the MFS Proxy Voting Policies and Procedures.

Except as described above, MFS generally will not divulge actual voting practices to any party other than the client or its representatives because we consider that information to be confidential and proprietary to the client. However, as noted above, MFS may determine that it is appropriate and beneficial to engage in a dialogue with a company regarding certain matters. During such dialogue with the company, MFS may disclose the vote it intends to cast in order to potentially effect positive change at a company in regards to environmental, social or governance issues.

**Table of Contents****ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.**

**General.** Information regarding the portfolio manager(s) of the MFS Charter Income Trust (the Fund ) is set forth below.

<b>Portfolio Manager</b>	<b>Primary Role</b>	<b>Since</b>	<b>Title and Five Year History</b>
Richard O. Hawkins	Lead Portfolio Manager	2004	Investment Officer of MFS; employed in the investment area of MFS since 1988.
David P. Cole	High Yield Debt Securities Portfolio Manager	2006	Investment Officer of MFS; employed in the investment area of MFS since 2004.
Matthew W. Ryan	Emerging Markets Debt Securities Portfolio Manager	2004	Investment Officer of MFS; employed in the investment area of MFS since 1997.
William J. Adams	High Yield Corporate Debt Securities Portfolio Manager	2011	Investment Officer of MFS; employed in the investment area of MFS since 2009, Credit Analyst at MFS from 1997 to 2005.
Ward Brown	Emerging Markets Debt Portfolio Manager	December 2012	Investment Officer of MFS; Employed in the investment area of MFS since 2005
Erik S. Weisman	Sovereign Debt Portfolio Manager	December 2012	Investment Officer of MFS; Employed in the investment area of MFS since 2002
Joshua P. Marston	Structured Notes Portfolio Manager	December 2012	Investment Officer of MFS; Employed in the investment area of MFS since 1999

**Compensation.**

Portfolio manager compensation is reviewed annually. As of December 31, 2011, portfolio manager total cash compensation is a combination of base salary and performance bonus:

*Base Salary* Base salary represents a smaller percentage of portfolio manager total cash compensation than performance bonus.

*Performance Bonus* Generally, the performance bonus represents more than a majority of portfolio manager total cash compensation.

The performance bonus is based on a combination of quantitative and qualitative factors, generally with more weight given to the former and less weight given to the latter.

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The quantitative portion is based on the pre-tax performance of assets managed by the portfolio manager over one-, three-, and five-year periods relative to peer group universes and/or indices ( benchmarks ). As of December 31, 2011, the following benchmarks were used to measure the portfolio manager s performance for the Fund and/or comparable accounts:

<b>Portfolio Manager</b>	<b>Benchmark(s)</b>
Richard O. Hawkins	Citigroup World Government Bond Non-Dollar Hedged Index JPMorgan Emerging Markets Bond Index Global Barclay s Capital U.S. High-Yield Corporate Bond Index Barclays 1-3 Year U.S. Government/Credit Bond Index Barclay s U.S. Government/Mortgage Bond Index

David P. Cole	Barclays US High Yield Corporate Credit Index
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Matthew W. Ryan	JP Morgan EMBI Global Index
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William J. Adams	Barclays US High Yield Corporate Credit Index
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As of December 1, 2012, the following benchmarks will be used to measure the portfolio manager s performance for the fund and/or comparable accounts:

<b>Portfolio Manager</b>	<b>Benchmark(s)</b>
Ward Brown	JPMorgan EMBI Global Index

Erik S. Weisman	Citi World Government Bond Index
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Joshua P. Marston	Barclays US Aggregate Index
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Additional or different benchmarks, including versions of indices, custom indices, and linked indices that include performance of different indices for different portions of the time period, may also be used. Primary weight is given to portfolio performance over a three-year time period with lesser consideration given to portfolio performance over one-year and five-year periods (adjusted as appropriate if the portfolio manager has served for less than five years).

The qualitative portion is based on the results of an annual internal peer review process (conducted by other portfolio managers, analysts, and traders) and management s assessment of overall portfolio manager contributions to investor relations and the investment process (distinct from fund and other account performance). This performance bonus may be in the form of cash and/or a deferred cash award, at the discretion of management. A deferred cash award is issued for a cash value and becomes payable over a three-year vesting period if the portfolio manager remains in the continuous employ of MFS or its affiliates. During the vesting period, the value of the unfunded deferred cash award will fluctuate as though the portfolio manager had invested the cash value of the award in an MFS Fund(s) selected by the portfolio manager. A selected fund may be, but is not required to be, a fund that is managed by the portfolio manager.

Portfolio managers also typically benefit from the opportunity to participate in the MFS Equity Plan. Equity interests and/or options to acquire equity interests in MFS or its parent company are awarded by management, on a discretionary basis, taking into account tenure at MFS, contribution to the investment process, and other factors.

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Finally, portfolio managers also participate in benefit plans (including a defined contribution plan and health and other insurance plans) and programs available generally to other employees of MFS. The percentage such benefits represent of any portfolio manager's compensation depends upon the length of the individual's tenure at MFS and salary level, as well as other factors.

**Ownership of Fund Shares.** The following table shows the dollar range of equity securities of the Fund beneficially owned by the Fund's portfolio manager(s) as of the fund's fiscal year ended November 30, 2012. The following dollar ranges apply:

- N. None
- A. \$1 - \$10,000
- B. \$10,001 - \$50,000
- C. \$50,001 - \$100,000
- D. \$100,001 - \$500,000
- E. \$500,001 - \$1,000,000
- F. Over \$1,000,000

Name of Portfolio Manager	Dollar Range of Equity Securities in Fund
Richard O. Hawkins	N
David P. Cole	N
Matthew W. Ryan	N
William J. Adams	N
Ward Brown*	N
Erik S. Weisman*	N
Joshua P. Marston*	N

\* The Portfolio Manager became a manager of the Fund on December 1, 2012. Information is as of December 14, 2012.

**Other Accounts.** In addition to the Fund, the Fund's portfolio manager is named as a portfolio manager of certain other accounts managed or subadvised by MFS or an affiliate, the number and assets of which, as of the fund's fiscal year ended November 30, 2012, were as follows:

Name	Registered Investment Companies*		Other Pooled Investment Vehicles		Other Accounts	
	Number of Accounts	Total Assets	Number of Accounts	Total Assets	Number of Accounts	Total Assets
Richard O. Hawkins	12	\$ 18.4 billion	1	\$ 1.1 billion	5	\$ 665 million
David P. Cole	13	\$ 5.4 billion	2	\$ 1.1 billion	0	N/A
Matthew W. Ryan	12	\$ 10.8 billion	8	\$ 5.2 billion	7	\$ 5.7 billion
William J. Adams	13	\$ 5.4 billion	4	\$ 1.7 billion	0	N/A
Ward Brown <sup>(1)</sup>	9	\$ 9.3 billion	8	\$ 5.4 billion	7	\$ 5.7 billion
Erik S. Weisman <sup>(1)</sup>	12	\$ 6 billion	3	\$ 1.6 billion	2	\$ 541.4 million
Joshua P. Marston <sup>(1)</sup>	9	\$ 18.4 billion	9	\$ 2.9 billion	4	\$ 646.6 million

\* Includes the Fund.

(1) The Portfolio Manager became a manager of the Fund on December 1, 2012. Information is as of December 14, 2012.

Advisory fees are not based upon performance of any of the accounts identified in the table above.

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**Potential Conflicts of Interest.**

The Adviser seeks to identify potential conflicts of interest resulting from a portfolio manager's management of both the Fund and other accounts, and has adopted policies and procedures designed to address such potential conflicts.

The management of multiple funds and accounts (including proprietary accounts) gives rise to potential conflicts of interest if the funds and accounts have different objectives and strategies, benchmarks, time horizons and fees as a portfolio manager must allocate his or her time and investment ideas across multiple funds and accounts. In certain instances there are securities which are suitable for the Fund's portfolio as well as for accounts of the Adviser or its subsidiaries with similar investment objectives. The Fund's trade allocation policies may give rise to conflicts of interest if the Fund's orders do not get fully executed or are delayed in getting executed due to being aggregated with those of other accounts of the Adviser or its subsidiaries. A portfolio manager may execute transactions for another fund or account that may adversely affect the value of the Fund's investments. Investments selected for funds or accounts other than the Fund may outperform investments selected for the Fund.

When two or more clients are simultaneously engaged in the purchase or sale of the same security, the securities are allocated among clients in a manner believed by the Adviser to be fair and equitable to each. It is recognized that in some cases this system could have a detrimental effect on the price or volume of the security as far as the Fund is concerned. In most cases, however, the Adviser believes that the Fund's ability to participate in volume transactions will produce better executions for the Fund.

**Table of Contents****ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.****MFS Charter Income Trust**

<b>Period</b>	<b>(a) Total number of Shares Purchased</b>	<b>(b) Average Price Paid per Share</b>	<b>(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</b>	<b>(d) Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased under the Plans or Programs</b>
12/01/11-12/31/11	0	N/A	0	5,487,174
1/01/12-1/31/12	0	N/A	0	5,487,174
2/01/12-2/28/12	0	N/A	0	5,487,174
3/01/12-3/31/12	0	N/A	0	5,487,174
4/01/12-4/30/12	0	N/A	0	5,487,174
5/01/12-5/31/12	0	N/A	0	5,487,174
6/01/12-6/30/12	0	N/A	0	5,487,174
7/01/12-7/31/12	0	N/A	0	5,487,174
8/01/12-8/31/12	0	N/A	0	5,487,174
9/1/12-9/30/12	0	N/A	0	5,487,174
10/1/12-10/31/12	0	N/A	0	5,487,174
11/1/12-11/30/12	0	N/A	0	5,487,174
<b>Total</b>	<b>0</b>		<b>0</b>	

Note: The Board of Trustees approves procedures to repurchase shares annually. The notification to shareholders of the program is part of the semi-annual and annual reports sent to shareholders. These annual programs begin on March 1<sup>st</sup> of each year. The programs conform to the conditions of Rule 10b-18 of the securities Exchange Act of 1934 and limit the aggregate number of shares that may be purchased in each annual period (March 1 through the following February 28) to 10% of the Registrant's outstanding shares as of the first day of the plan year (March 1). The aggregate number of shares available for purchase for the March 1, 2012 plan year is 5,487,174.

**ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

There were no material changes to the procedures by which shareholders may send recommendations to the Board for nominees to the Registrant's Board since the Registrant last provided disclosure as to such procedures in response to the requirements of Item 407 (c)(2)(iv) of Regulation S-K or this Item.

**ITEM 11. CONTROLS AND PROCEDURES.**

(a) Based upon their evaluation of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "Act")) as conducted within 90 days of the filing date of this Form N-CSR, the registrant's principal financial officer and principal executive officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

(b) There were no changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the second fiscal quarter covered by the report that has materially affected, or is reasonably likely to materially affect, the

registrant's internal control over financial reporting.



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**ITEM 12. EXHIBITS.**

(a) File the exhibits listed below as part of this form. Letter or number the exhibits in the sequence indicated.

(1) Any code of ethics, or amendment thereto, that is the subject of the disclosure required by Item 2, to the extent that the registrant intends to satisfy the Item 2 requirements through filing of an exhibit: Code of Ethics attached hereto.

(2) A separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2): Attached hereto.

(3) Any written solicitation to purchase securities under Rule 23c-1 under the Act sent or given during the period covered by the report by or on behalf of the Registrant to 10 or more persons. Not applicable.

(b) If the report is filed under Section 13(a) or 15(d) of the Exchange Act, provide the certifications required by Rule 30a-2(b) under the Act (17 CFR 270.30a-2(b)), Rule 13a-14(b) or Rule 15d-14(b) under the Exchange Act (17 CFR 240.13a-14(b) or 240.15d-14(b)) and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as an exhibit. A certification furnished pursuant to this paragraph will not be deemed filed for the purposes of Section 18 of the Exchange Act (15 U.S.C. 78r), or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference: Attached hereto.

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**Notice**

A copy of the Amended and Restated Declaration of Trust of the Registrant is on file with the Secretary of State of the Commonwealth of Massachusetts and notice is hereby given that this instrument is executed on behalf of the Registrant by an officer of the Registrant as an officer and not individually and the obligations of or arising out of this instrument are not binding upon any of the Trustees or shareholders individually, but are binding only upon the assets and property of the respective constituent series of the Registrant.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and 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 CHARTER INCOME TRUST

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

John M. Corcoran, President

Date: January 15, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

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

John M. Corcoran, President

(Principal Executive Officer)

Date: January 15, 2013

By (Signature and Title)\* DAVID L. DILORENZO

David L. DiLorenzo, Treasurer

(Principal Financial Officer

and Accounting Officer)

Date: January 15, 2013

\* Print name and title of each signing officer under his or her signature.