## (December 2011) Department of the Treasury

## **Report of Organizational Actions Affecting Basis of Securities**

▶ See separate instructions.

OMB No. 1545-2224

Internal Revenue Service Reporting Issuer Part I 2 Issuer's employer identification number (EIN) Issuer's name MFS EMERGING MARKETS DEBT FUND 04-3402115 3 Name of contact for additional information Telephone No. of contact 5 Email address of contact MFS SERVICE CENTER, INC (800) 225-2606 dlinternet-svcs@mfs.com 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7 City, town, or post office, state, and Zip code of contact 500 BOYLSTON ST. BOSTON, MA 02116 9 Classification and description 8 Date of action 05/11/12 REGULATED INVESTMENT COMPANY (RIC) SHARES - CLASS W 10 CUSIP number 11 Serial number(s) 12 Ticker symbol 13 Account number(s) **MEDWX** 552743304 Organizational Action Attach additional statements if needed. See back of form for additional guestions. Part II Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action MFS Emerging Markets Debt Fund is a multiple class open end Regulated Investment Company ("RIC) under Subchapter M of the IRC. The distinguishing feature of the various classes is a differential allocation of certain fund expenses. On May 11, 2012, all shares of Class W of MFS Emerging Markets Debt Fund were converted into Class I shares of the same fund in a tax-free exchange. Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per 15 share or as a percentage of old basis ▶ The Class W shareholders' total basis in the Class I shares received is the same as their total basis in the old Class W shares. Per share, for each Class W share of MFS Emerging Markets Debt Fund (MEDWX) held, shareholders received 1.001968504 Class I shares of MFS Emerging Markets Debt Fund (MEDIX) Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► The per share basis calculations are based on the respective net asset values of the Class W and Class I shares as of the close of business on 05/10/2012. These net asset values ("NAVs") are determined based on the market value of the underlying securities held by the funds. The NAV of Class W was \$15.27 per share and the NAV of Class I was \$15.24 per share on 05/10/2012. Thus the exchange ratio is 1.001968504 shares of Class I received for each share of Class W surrendered.

Part		Organizational Action (continued)			
17 L	ist the	applicable Internal Revenue Code section(	s) and subsection(s) upon which t	he tax treatment is based	·
IRC Sec. 1036(a) - No gain or loss is recognized.					
IRC Se	c. 103	I(d) - The aggregate basis of the shares	exchanged equals the aggregat	e basis of the shares rece	eived.
18 Can any resulting loss be recognized? ► No.					
19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶					
	Linda	r papaltice of parium. I dealars that I have ever	ined this return, including accompany	ing ashadulas and statements	and to the heat of my knowledge, on
	belief	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and pelief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
Sign					
Here	Signa	ture ▶		Date ►	
	Oigne				
	Print	your name ► A signed copy is maintained	by the issuer	Title ►	
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN
Prep	arer				self-employed
Use (		Firm's name ▶			Firm's EIN ▶
		Firm's address ▶			Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054