► See separate instructions.

Failt neporting issuer				
1 Issuer's name	2 Issuer's employer identification number (EIN)			
MFS INSTITUTIONAL LARGE CAP VALUE FU	ND	04-3539542		
3 Name of contact for additional information	4 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		7 City, town, or post office, state, and Zip code of contact		
111 HUNTINGTON AVENUE		BOSTON, MA 02199		
8 Date of action	9 Classification and description			
11/30/16	REGULATED INVESTMENT COMPAN			
10 CUSIP number 11 Serial number	(s) 12 Ticker symbol	13 Account number(s)		
SEE ATTACHED Part II Organizational Action Atta	SEE ATTACHED ch additional statements if needed. See	back of form for additional questions		
		against which shareholders' ownership is measured for		
-	tal distributions to shareholders. See attac	-		
Non taxable retain of capi				
15 Describe the quantitative effect of the organization	anizational action on the basis of the security	in the hands of a U.S. taxpayer as an adjustment per		
		axable return of capital, on the attached schedule,		
represents a reduction in the shareholder's ta		axable return of capital, on the attached schedule,		
0		on, such as the market values of securities and the		
		x 14, per share amount of non-taxable return of		
capital on the attached schedule, multiplied k	by the number of shares the shareholder ov	wns.		

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based Pursuant to IRC

Sec. 301(c)(1), the portion of a distribution which is a dividend (as defined in IRC Sec. 316), is includable in gross income. Pursuant to IRC Sec. 301(c)(2), the portion of a distribution which is not a dividend, shall be applied against and reduce the adjusted tax basis of the stock.

18 Can any resulting loss be recognized? No loss will be recognized as a result of any non-taxable return of capital.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► This organizational action is reportable with respect to tax year 2016.

		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 belief, 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	iture ►		Date ►	Date ►				
	Print	your name► A signed copy is mai	 Title ►						
Paid Prepa Use C	ror	Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN			
		Firm's name			Firm's EIN ►	Firm's EIN ►			
	, i i y	Firm's address ►			Phone no.				
Send Fo	rm 89	37 (including accompanying stater	ments) to: Department of the Treasury,	Internal Revenue Service,	Ogden, UT 84201-	0054			

MFS INSTITUTIONAL LARGE CAP VALUE FUND 04-3539542 FISCAL YEAR ENDED NOVEMBER 30, 2016

SUPPLEMENTAL ATTACHMENT TO FORM 8937

SUPPLEMENTAL ATTACHMENT TO FORM 8937									
Box 10 Cusip	Box 12 Ticker	Record	Ex	Payable	Total Per Share	Ordinary Income Per Share	Capital Gain Per Share	Box 14 Per Share Nontaxable	
Number	Symbol	Date	Date	Date	Distribution	Distribution	Distribution	Return of Capital	
552966855	ILVAX	7/13/2016	7/13/2016	7/13/2016	3.309820000	0.205085706	2.975325529	0.129408765	
552966855	ILVAX	11/18/2016	11/18/2016	11/18/2016	0.751260000	0.000000000	0.732595156	0.018664844	
					4.061080000	0.205085706	3.707920685	0.148073609	