MFS® 529 SAVINGS PLAN EXPENSE OVERVIEW SUPPLEMENT

September 30, 2013

Participant expense overview

This supplement provides an overview of the expenses and fees that you incur when investing in the MFS 529 Savings Plan. It is only a summary and is not intended to be the sole source for this information. You should read and understand the entire MFS 529 Savings Plan Participant Agreement and Disclosure Statement as well as the prospectuses for the Investment Funds underlying the Investment Options offered by the MFS Plan. These documents contain additional details and are important tools in understanding the costs of the MFS Plan.

The MFS 529 Savings Plan is sponsored by the State of Oregon. Depending on the state of residence of the Account Owner or the Designated Beneficiary, an investment in the MFS Plan may not afford state tax benefits. You should consult your own state plan to determine if other state tax benefits exist. The MFS Plan is a member of the Oregon 529 College Savings Network. Information on the network can be obtained at www.oregon529network.com.

The expenses and fees listed in this document are subject to change. Expenses of the Investment Funds in which the MFS Plan invests are subject to change, as detailed in the Investment Funds' prospectuses. Fees and expenses of the MFS Plan are also subject to change at any time, as approved by the Oregon 529 College Savings Board. For the fiscal year-end expenses of the MFS Plan and the Investment Funds, please visit the MFS Plan's section of the Program Manager's Web site at **mfs.com**.

Please note that this MFS 529 Savings Plan Expense Overview Supplement should be read in conjunction with the MFS 529 Savings Plan Participant Agreement and Disclosure Statement, and capitalized terms not defined in this Supplement have the definitions ascribed to them in the Participant Agreement and Disclosure Statement.

Costs of an MFS 529 Savings Plan Account

The costs of an MFS 529 Savings Plan Account may be broken into two categories:
- sales charges
- ongoing fees and expenses

As discussed in the Participant Agreement and Disclosure Statement, the Investment Option you select will invest in a single Investment Fund. As described below, the up-front sales charge with respect to an investment in class 529A shares and other fees and expenses will vary based upon the Investment Fund corresponding with the Investment Option you select.

SALES CHARGES

Up-front sales charges — Class 529A shares

You generally will pay an up-front sales charge, or "load," on contributions to the MFS 529 Savings Plan that are invested in Class 529A shares. The sales charge is included in the offering price of the shares and is deducted from your investment at the time of purchase. The following table summarizes the up-front sales charges on contributions that are invested in Class 529A shares.

529A SHARE PURCHASES — % of investment charged as an up-front sales charge

	Purchases of up to $50,000	Purchases from $50,001 to $100,000	Purchases from $100,001 to $250,000	Purchases over $250,000
All Investment Funds not listed below	5.75%	4.75%	3.75%	See prospectus
MFS® High Income Fund and MFS® Research Bond Fund	4.75%	4.25%	3.75%	See prospectus
MFS® Limited Maturity Fund	2.50%	2.25%	2.00%	See prospectus
MFS® Cash Reserve Fund	0.00%	0.00%	0.00%	0.00%

Contingent deferred sales charges — Class 529B and Class 529C shares

You will not pay an up-front sales charge on contributions that are invested in Class 529B or Class 529C shares, but you generally will pay a contingent deferred sales charge (CDSC) if the shares are redeemed within a certain period of time after purchase. The following table summarizes the CDSCs for Class 529B shares and the time periods corresponding to the imposition of CDSCs for this share class.

529B SHARE PURCHASES — % of investment charged as a contingent deferred sales charge (CDSC)

Year of redemption after purchase	First	Second	Third	Fourth	Fifth	Sixth	Seventh and following
Deferred sales charge	4.00%	4.00%	3.00%	3.00%	2.00%	1.00%	0.00%

Class 529C shares redeemed within 12 months of your purchase generally are subject to a 1.00% CDSC.

Fees and expenses

Ongoing fees and expenses consist of the expenses of the Investment Funds in which the MFS Plan invests, the administrative costs to run the MFS Plan and the costs of the Oregon 529 College Savings Network. Additional asset-based fees and expenses are deducted from investments in the MFS Plan based on the annual percentages in the tables below.

Definition of terms Please see the footnotes at the bottom of this page, which include additional information relating to the following terms:

Acquired (underlying) fund fees and expenses of Asset Allocation Funds Total fees and other expenses incurred by the mutual funds in which the MFS Asset Allocation Fund invests. This expense may reflect a fee reduction. For more information, please refer to the Annual Fund Operating Expense table in the prospectus of the applicable MFS Asset Allocation Fund.

State fee Administration fee that is paid to the State of Oregon for its administration costs in overseeing the MFS Plan from the program management fee paid by the Investment Funds to the Program Manager, MFS Fund Distributors, Inc. The Program Manager does not retain any portion of the program management fee.

Annual distribution and service (12b-1) fee Distribution and service fees to support the sale and distribution of the Investment Fund's shares and the services provided by financial intermediaries.

Total annual asset-based fees Fees are comprised of the Acquired (underlying) fund fees and expenses of Asset Allocation Funds, expenses or management expenses, other expenses, State fee before waiver, and annual distribution and service (12b-1) fee. (This is also known as the gross expense ratio.) Fiscal year-end information will vary from Investment Fund to Investment Fund.

Maximum initial or deferred sales charge Purchases may be subject to an initial up-front sales charge (Class 529A shares) or contingent deferred sales charge (Class 529B and 529C shares). Please see the applicable Investment Fund's prospectus for details.

Annual account maintenance fee Accounts are subject to an annual $25 account maintenance fee, which is waived for accounts with a balance in excess of $25,000 or for accounts of Oregon residents.

Please see each Investment Fund's prospectus for further details.

ASSET-BASED FEES

	Acquired (underlying) fund fees and expenses[1]	Other expenses	State fee paid to Oregon[5]	Annual distribution and service (12b-1) fee	Total annual asset-based fees[2,3]	Net expense ratio[3]	Annual Account maintenance fee	State fee waiver end date[5]	Other waiver end date[4]
529A SHARES									
MFS® Conservative Allocation Fund	0.67%	0.07%	0.05%	0.25%	**1.09%**	1.04%	$25	9/30/14	—
MFS® Moderate Allocation Fund	0.72%	0.08%	0.05%	0.25%	**1.15%**	1.10%	$25	9/30/14	—
MFS® Growth Allocation Fund	0.78%	0.09%	0.05%	0.25%	**1.22%**	1.17%	$25	9/30/14	—
MFS® Aggressive Growth Allocation Fund	0.82%	0.13%	0.05%	0.25%	**1.30%**	1.25%	$25	9/30/14	—
MFS® International Diversification℠ Fund	0.93%	0.08%	0.05%	0.25%	**1.36%**	1.31%	$25	9/30/14	—

	Investment Fund management fee	Other expenses	State fee paid to Oregon[5]	Annual distribution and service (12b-1) fee	Total annual asset-based fees[2,3]	Net expense ratio[3]	Annual Account maintenance fee	State fee waiver end date[5]	Other waiver end date[4]
529A SHARES									
Massachusetts Investors Trust	0.33%	0.19%	0.05%	0.25%	**0.87%**	0.82%	$25	4/30/14	—
Massachusetts Investors Growth Stock Fund	0.33%	0.21%	0.05%	0.25%	**0.89%**	0.84%	$25	3/31/14	—
MFS® Mid Cap Growth Fund	0.75%	0.33%	0.05%	0.25%	**1.43%**	1.35%	$25	12/31/13	12/31/13
MFS® Mid Cap Value Fund	0.75%	0.29%	0.05%	0.25%	**1.39%**	1.30%	$25	1/31/14	1/31/14
MFS® New Discovery Fund	0.90%	0.24%	0.05%	0.25%	**1.49%**	1.42%	$25	12/31/13	12/31/13
MFS® Total Return Fund	0.35%	0.17%	0.05%	0.25%	**0.87%**	0.82%	$25	1/31/14	—
MFS® Value Fund	0.55%	0.16%	0.05%	0.25%	**1.06%**	1.01%	$25	12/31/13	—
MFS® International New Discovery Fund	0.93%	0.21%	0.05%	0.25%	**1.49%**	1.44%	$25	1/31/14	—
MFS® Research International Fund	0.77%	0.20%	0.05%	0.25%	**1.32%**	1.27%	$25	12/31/13	—
MFS® High Income Fund	0.46%	0.21%	0.05%	0.25%	**1.02%**	0.97%	$25	5/31/14	—
MFS® Limited Maturity Fund	0.40%	0.20%	0.05%	0.25%	**0.95%**	0.80%	$25	8/31/14	8/31/14
MFS® Research Bond Fund	0.50%	0.16%	0.05%	0.25%	**1.01%**	0.86%	$25	8/31/14	8/31/14
MFS® Cash Reserve Fund	0.40%	0.28%	0.05%	0.25%	**1.03%**	0.73%	$25	12/31/13	12/31/13

1 The Investment Fund expense may reflect a fee reduction. For more information, please refer to the Annual Fund Operating Expense table in each Investment Fund's prospectus. **2** Total annual asset-based fees are comprised of the Acquired (underlying) fund fees and expenses of Asset Allocation Funds or management expenses, other expenses, and annual distribution and service (12b-1) specified in the adjacent columns and the State fee before waiver. **3** Total annual asset-based fees or **gross expense ratio** is the applicable Investment Fund's total operating expense ratio from the Investment Fund's most recent prospectus. **Net expense ratio** reflects the reduction of expenses from fee waivers, reimbursements, and the exclusion of interest and fees. Elimination of these reductions will result in higher expenses and lower performance. **4** These reductions will continue until at least the date noted under the "Waiver end date" column. **5** The State fee paid to Oregon reflects a waiver of the program management fee from 0.10% to 0.05% of such Investment Fund's average daily net assets; this reduction will continue until at least the date noted under the "Waiver end date" column.

ASSET-BASED FEES

	Acquired (underlying) fund fees and expenses[1]	Other expenses	State fee paid to Oregon[5]	Annual distribution and service (12b-1) fee	Total annual asset-based fees[2,3]	Net expense ratio[3]	Annual Account maintenance fee	State fee waiver end date[5]	Other waiver end date[4]
529B SHARES									
MFS® Conservative Allocation Fund	0.67%	0.07%	0.05%	1.00%	**1.84%**	1.79%	$25	9/30/14	—
MFS® Moderate Allocation Fund	0.72%	0.08%	0.05%	1.00%	**1.90%**	1.85%	$25	9/30/14	—
MFS® Growth Allocation Fund	0.78%	0.09%	0.05%	1.00%	**1.97%**	1.92%	$25	9/30/14	—
MFS® Aggressive Growth Allocation Fund	0.82%	0.13%	0.05%	1.00%	**2.05%**	2.00%	$25	9/30/14	—
MFS® International Diversification℠ Fund	0.93%	0.08%	0.05%	1.00%	**2.11%**	2.06%	$25	9/30/14	—

	Investment Fund management fee	Other expenses	State fee paid to Oregon[5]	Annual distribution and service (12b-1) fee	Total annual asset-based fees[2,3]	Net expense ratio[3]	Annual Account maintenance fee	State fee waiver end date[5]	Other waiver end date[4]
529B SHARES									
Massachusetts Investors Trust	0.33%	0.19%	0.05%	1.00%	**1.62%**	1.57%	$25	4/30/14	—
Massachusetts Investors Growth Stock Fund	0.33%	0.21%	0.05%	1.00%	**1.64%**	1.59%	$25	3/31/14	—
MFS® Mid Cap Growth Fund	0.75%	0.33%	0.05%	1.00%	**2.18%**	2.10%	$25	12/31/13	12/31/13
MFS® Mid Cap Value Fund	0.75%	0.29%	0.05%	1.00%	**2.14%**	2.05%	$25	1/31/14	1/31/14
MFS® New Discovery Fund	0.90%	0.24%	0.05%	1.00%	**2.24%**	2.17%	$25	12/31/13	12/31/13
MFS® Total Return Fund	0.35%	0.17%	0.05%	1.00%	**1.62%**	1.57%	$25	1/31/14	—
MFS® Value Fund	0.55%	0.16%	0.05%	1.00%	**1.81%**	1.76%	$25	12/31/13	—
MFS® International New Discovery Fund	0.93%	0.21%	0.05%	1.00%	**2.24%**	2.19%	$25	1/31/14	—
MFS® Research International Fund	0.77%	0.20%	0.05%	1.00%	**2.07%**	2.02%	$25	12/31/13	—
MFS® High Income Fund	0.46%	0.21%	0.05%	1.00%	**1.77%**	1.72%	$25	5/31/14	—
MFS® Limited Maturity Fund	0.40%	0.20%	0.05%	1.00%	**1.70%**	1.56%	$25	8/31/14	8/31/14
MFS® Research Bond Fund	0.50%	0.16%	0.05%	1.00%	**1.76%**	1.71%	$25	8/31/14	—
MFS® Cash Reserve Fund	0.40%	0.28%	0.05%	1.00%	**1.78%**	1.73%	$25	12/31/13	—

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Summary

For additional information on the expenses and fees of the MFS® 529 Savings Plan, including hypothetical examples of these fees as they would apply to real dollar amounts invested in the Investment Funds, please review the prospectuses of the Investment Funds and the Participant Agreement and Disclosure Statement. In addition, please visit mfs.com for cost-calculator tools that allow you to input the amount invested, time frame and share class in order to calculate the effects of the expenses and fees on your investment.

Other information on the operation of the MFS Plan and the Investment Funds in which it invests, including available Investment Options, associated risks and performance information, may be found in the Investment Funds' prospectuses, the MFS 529 Savings Plan Participant Agreement and Disclosure Statement, the MFS Plan's Web site at **mfs.com**, and by contacting the MFS Plan directly by calling 1-866-529-1MFS (1-866-529-1637) toll free any business day.

There is a $25 annual account fee associated with the MFS® 529 Savings Plan. This annual fee is waived for Oregon residents and for those accounts with assets of $25,000 or more. Investments in 529 plans involve investment risks. You should consider your financial needs, goals, and risk tolerance prior to investing. Clients investing in 529 savings plans should consult a tax advisor or other financial professional to ensure that they obtain the desired tax benefits. Tax benefits of investing in 529 plans depend on meeting distinct requirements such as whether an investor's home state offers state tax or other benefits only available in the home state 529 college savings plan. Withdrawals of earnings not used to pay for qualified higher education expenses are subject to an additional 10% penalty. State taxes may also apply.

The MFS® 529 Savings Plan is a flexible college investing plan sponsored by the State of Oregon, acting by and through the Oregon 529 College Savings Board, and is administered by MFS Investment Management®. Depending on your state of residence and the state of residence of the beneficiary, an investment in the MFS 529 Savings Plan may not afford you or your beneficiary state tax or other benefits only available for investments in such state's qualified tuition program.

You should carefully read and understand this Participant Agreement and Disclosure Statement and its Expense Overview Supplement and the prospectus(es) of the MFS mutual funds in which you are investing before making contributions to the MFS 529 Savings Plan; these materials are available from your investment professional and online at mfs.com. Please keep this Participant Agreement and its Expense Overview Supplement and Disclosure Statement and the applicable prospectus(es) for future reference.

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13-EX