

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
MFS EMERGING MARKETS DEBT FUND		04-3402115	
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 delivered to street address) of contact		7 City, town, or post office, state, and Zip code of contact	
500 BOYLSTON ST.		BOSTON, MA 02116	
8 Date of action		9 Classification and description	
05/11/12		REGULATED INVESTMENT COMPANY (RIC) SHARES - CLASS W	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
552743304		MEDWX	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 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.

15 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 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).

16 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.

