Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name MFS GROWTH FUND		2 Issuer's employer identification number (EIN) 04-6551722
3 Name of contact for additional information MFS SERVICE CENTER, INC.	4 Telephone No. of contact (800) 225-2606	5 Email address of contact dlinternet-svcs@mfs.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 500 BOYLSTON ST.		7 City, town, or post office, state, and Zip code of contact BOSTON, MA 02116
8 Date of action 05/11/12	9 Classification and description REGULATED INVESTMENT COMPANY (RIC) SHARES - CLASS W	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
552985681		MFEWX	

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 Growth 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 Growth 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 Growth Fund (MFEWX) held, shareholders received 0.998748957 Class I shares of MFS Growth Fund (MFEIX).

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 $47.90 per share and the NAV of Class I was $47.96 per share on 05/10/2012. Thus the exchange ratio is 0.998748957 shares of Class I received for each share of Class W surrendered.

Part II **Organizational Action** (continued)

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

IRC Sec. 1036(a) - No gain or loss is recognized.

IRC Sec. 1031(d) - The aggregate basis of the shares exchanged equals the aggregate basis of the shares received.

18 Can any resulting loss be recognized? ▶ No.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

Sign Here

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.

Signature ▶ Date ▶

Print your name ▶ A signed copy is maintained by the issuer Title ▶

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
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