

MFS INVESTMENT GRADE MUNICIPAL TRUST

Form SC TO-I/A

September 08, 2017

**AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 8, 2017**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement Under Section 14(D)(1) or 13(E)(1)**

**of the Securities Exchange Act Of 1934**

**Amendment No. 2**

**MFS Investment Grade Municipal Trust**

**(Name of Subject Company (Issuer))**

**MFS Investment Grade Municipal Trust**

**(Name of Filing Person (Issuer))**

**Common Shares, Without Par**

**(Title of Class of Securities)**

**59318B108**

**(CUSIP Number of Class of Securities)**

**Christopher R. Bohane**

**Massachusetts Financial Services Company**

**111 Huntington Avenue**

**Boston, MA 02199**

**Telephone: (617) 954-5000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Person(s) Filing Statement)**

*With a Copy to:*

**David C. Sullivan**

**Ropes & Gray LLP**

**Prudential Tower**

**800 Boylston Street**

**Boston, MA 02199-3600**

**Telephone: (617) 951-7000**

**Calculation of Filing Fee**

**Transaction Valuation**

\$18,310,293.84 (a)

**Amount of Filing Fee**

\$2,122.16 (b)

- (a) Estimated for purposes of calculating the amount of the filing fee only. Pursuant to Rule 0-11(b)(1) under the Securities Exchange Act of 1934, as amended, the Transactional Value was calculated by multiplying 1,738,044 shares of shares in the offer (15% of the total number of common shares outstanding) by \$10.535 (98% of the net asset value per share of \$10.75 as of the close of regular trading on the New York Stock Exchange on September 6, 2017).
- (b) Calculated at \$115.90 per \$1,000,000 of the Transaction Valuation.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: \$2,104.40  
Form or Registration No.: Schedule TO

Filing Party: MFS Investment Grade Municipal Trust  
Date Filed: August 8, 2017

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

### EXPLANATORY NOTE

This Amendment No. 2 ( Amendment No. 2 ) amends and supplements the Tender Offer Statement on the Schedule TO initially filed with the Securities and Exchange Commission (the SEC ) on August 8, 2017 by MFS Investment Grade Municipal Trust, a closed-end management investment company (the Fund ) in connection with the Fund s offer to purchase for cash up to 15% or 1,738,044 shares of its outstanding common shares, without par value, upon the terms and subject to the conditions set forth in the Fund s Offer to Purchase dated August 8, 2017 (the Offer to Purchase ) and the related Letter of Transmittal (the Letter of Transmittal, which together with the Offer to Purchase constitute the Offer ), at a purchase price equal to 98% of the Fund s net asset value per share determined as of September 6, 2017 at the close of ordinary trading on the New York Stock Exchange.

This Amendment No. 2 to Schedule TO is intended to satisfy the requirements pursuant to Rule 13e-4(c)(3) of the Exchange Act.

The information in the Offer to Purchase and the Letter of Transmittal, previously filed with the Schedule TO as Exhibits (a)(1)(i) and (a)(1)(ii), respectively, is incorporated by reference into this Amendment No. 2 in answer to Items 1 through 9 and Item 11 of the Schedule TO.

**Item 10.**

Not applicable.

**Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(5)(v) Press Release issued on September 8, 2017.

**Item 13.**

Not applicable.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

MFS Investment Grade Municipal Trust

By: /s/ Christopher R. Bohane  
Name: **Christopher R. Bohane**  
Title: **Assistant Secretary and Assistant Clerk**

Dated as of: September 8, 2017

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Document</b>
(a)(1)(i)	Offer to Purchase dated August 8, 2017. <sup>1</sup>
(a)(1)(ii)	Form of Letter of Transmittal. <sup>1</sup>
(a)(1)(iii)	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. <sup>1</sup>
(a)(1)(iv)	Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees. <sup>1</sup>
(a)(1)(v)	Form of Notice of Withdrawal. <sup>1</sup>
(a)(5)(iii)	Press Release issued on August 8, 2017. <sup>1</sup>
(a)(5)(iv)	Press Release issued on September 7, 2017. <sup>2</sup>
(a)(5)(v)	Press Release issued on September 8, 2017 (filed herewith).
(d)(iii)	Standstill Agreement dated July 11, 2017. <sup>1</sup>

<sup>1</sup> Previously filed on Schedule TO via EDGAR on August 8, 2017 and incorporated herein by reference.

<sup>2</sup> Previously filed on Schedule TO via EDGAR on September 7, 2017 and incorporated herein by reference.