

MFS INTERMEDIATE HIGH INCOME FUND  
Form DEFA14A  
September 08, 2008

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FILED BY THE REGISTRANT [X]

FILED BY A PARTY OTHER  
THAN THE REGISTRANT [ ]

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CHECK THE APPROPRIATE BOX:

- Preliminary Proxy Statement
- Confidential for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to sec. 240.14a-11(c) or sec. 240.14a-12

MFS(R) Intermediate High Income Fund

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(Name of Registrant as Specified in its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total Fee Paid:

Fee paid previously with preliminary materials.

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

- 1) Amount previously paid:
  - 2) Form, Schedule or Registration Statement No.:
  - 3) Filing Party:
  - 4) Date Filed:
-

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M F S (R)  
INVESTMENT MANAGEMENT

MFS High Income Municipal Trust  
MFS High Yield Municipal Trust  
MFS Investment Grade Municipal Trust  
MFS Intermediate High Income Fund

September 8, 2008

Dear Shareholder:

We are writing to follow-up on proxy materials that were mailed to you regarding the Annual Meeting of Shareholders that is scheduled for October 9, 2008. At the meeting, stockholders are being asked to vote on a number of important proposals for your Fund, including:

- o Approval of an amended and restated Declaration of Trust (the Fund's organizational document), which will allow your Fund to conform to the declaration of trust used by other MFS-advised funds (but will not alter any of the Fund's current investments or investment policies).
- o Approval to amend or remove certain of the Fund's investment policies that are designated as "fundamental" (and so can be changed only with shareholder approval), which are being proposed in response to the development of new practices and changes in applicable law and to facilitate administration of the Fund.
- o Election of Fund Trustees

For more information about these proposals, please see the proxy statement that was previously sent to you.

THE TRUSTEES OF YOUR FUND UNANIMOUSLY RECOMMEND THAT YOU VOTE FOR EACH OF THE PROPOSALS.

Your vote is very important. Voting promptly will help reduce solicitation costs (which are paid for by your Fund) and will eliminate your receiving follow-up phone calls or mailings. Your vote can be cast quickly and easily by signing, dating and mailing the enclosed proxy card in the enclosed postage-paid return envelope. You may also be able to vote by telephone or Internet by following instructions on your proxy card.

If you are ready to vote by telephone, need assistance, or have any questions regarding the Fund's proposal or how to vote your shares, please call our proxy solicitor, Georgeson Inc. at 1-888-605-8354. We thank you for your continued trust and support.

Sincerely,

/s/ Robert J. Manning

Robert J. Manning  
President

MFS INVESTMENT MANAGEMENT

(CONTROL NUMBER HERE)



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corresponding numbered box(es) to the right.

- |  | FOR | AGAINST | ABSTAIN |   |
|--|-----|---------|---------|---|
| 2. To approve an amended and restated Declaration of Trust for each Trust.   | [ ] | [ ]     | [ ]     | 3. To amend or remove certain fundamental investment policies of the Trusts.  |
| 4. For Intermarket Income Trust I only, to approve a proposal to make non-fundamental an investment policy of the Trust. | [ ] | [ ]     | [ ]     | 5. To transact such other business as may properly come before the Meeting and any adjournment(s) or postponement(s) thereof. |

[B] AUTHORIZED SIGNATURES -- THIS SECTION MUST BE COMPLETED FOR YOUR VOTE TO BE COUNTED. -- DATE

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as administrator, corporate officer, trustee, guardian, or custodian, please give full title. If a corporation, give full corporate name and indicate the signer's office. If a partnership, sign in the partnership name.

Date (mm/dd/yyyy) -- Please print date below.	Signature 1 -- Please keep signature within the box.	Signature 2 --
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CHANGE OF ADDRESS -- Please print new address below.

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\/ IF YOU HAVE NOT VOTED VIA THE INTERNET OR TELEPHONE, FOLD ALONG THE PERFORATION, DETACH AND RETURN BOTTOM PORTION IN THE ENCLOSED ENVELOPE.\/

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PROXY -- MFS INVESTMENT MANAGEMENT

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MFS(R) INTERMARKET INCOME TRUST I  
MFS(R) INTERMEDIATE HIGH INCOME FUND

500 BOYLSTON STREET, BOSTON, MASSACHUSETTS 02116

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF TRUSTEES OF EACH TRUST

NOTICE OF THE 2008 ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON OCTOBER 9, 2008

The signer of this proxy card hereby appoints Christopher R. Bohane, Timothy M. Fagan, Mark D. Fiedler, Langenfeld, Susan S. Newton, and Susan A. Pereira and each of them separately, proxies, with power of attorney, to attend, speak, and vote at the 2008 Annual Meeting of Shareholders of the above-referenced Trusts, on Thursday, October 9, 2008 at 9:30 a.m., Boston, Massachusetts, and at any adjournments thereof, all of the shares of the Trust that the undersigned would be entitled to vote on at the meeting.

Each Trust will hold its meeting simultaneously with each Trust. Shareholders of each Trust will

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Only a Trust's shareholders of record on August 4, 2008 will be entitled to vote at that Trust's

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE SIGNING SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE PROPOSALS. IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING. THE TRUSTEES RECOMMEND A VOTE FOR THE PROPOSALS ON THE REVERSE SIDE.

YOUR VOTE IS IMPORTANT. WE WOULD APPRECIATE YOUR PROMPTLY VOTING, SIGNING AND RETURNING THE ENCLOSED PROXY. THIS WILL HELP AVOID THE ADDITIONAL EXPENSE OF A SECOND SOLICITATION FOR YOUR TRUST. THE ENCLOSED ADDRESSED ENVELOPE WITH POSTAGE AND IS PROVIDED FOR YOUR CONVENIENCE.

PLEASE SIGN AND DATE ON THE REVERSE SIDE