MFS INTERMEDIATE INCOME TRUST

Form SC	130	j/A	
February	01,	2018	

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)
MFS Intermediate Income Trust (MIN)
(Name of Issuer)
Common Stock
(Title of Class of Securities)
55273C107
(CUSIP Number)
December 31, 2017
(Date of Event Which Requires Filing of this Statement)
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
[X] Rule 13d-1(b)
[] Rule 13d-1(c)
[] Rule 13d-1(d)
* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

CUSIP No. 55273C107

	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON Sit Investment Associates, Inc. 41-1404829									
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) (b) _X_									
3	SEC USE	ONLY								
4	CITIZEN	SHIP OR I		F ORGANIZ Sota	ATION					
			5	SOLE VOTING POWER 12,788,972						
NUMBER SHARES BENEFIC			6	SHARED -0-	VOTING POWER					
OWNED BY EACH REPORTING PERSON			7	SOLE DISPOSITIVE POWER 12,788,972						
			8	SHARED DISPOSITIVE POWER						
		12,788, 	972 E AGGREG	ICIALLY C						
11	PERCENT			SENTED BY	AMOUNT	IN ROW	(9)			
12 Sit Inv				DN (SEE I		•			IA 	
CUSIP N	No. 5527	 3C107			13G	 Page	 3	of	 6	Pages
ITEM 1	(a)			: te Income	Trust	(MIN)				
ITEM 1	1 (b) Address of Issuer's Principal Executive Offices: 111 Huntington Avenue - 24th Floor Boston, MN 02199									
Sit Inv		Associat	es, Inc	Filing: . ("SIA") ment Adv	is an	Investme	ent Ad			

SIA has two subsidiaries, each of which are registered Investment Advisers:

- 1. Sit Investment Fixed Income Advisors ("SIFIA") 41-1845054
- 2. Sit Fixed Income Advisors II, LLC 41-1894024

SIA is the Investment Advisor for fourteen mutual funds (the "Funds") which are comprised of five registered investment companies, two of which consist of series funds as listed below. SIA has the voting power and dispositive power for all securities owned by SIA and the following mutual funds

- 1) Sit Mid Cap Growth Fund, Inc.
- 2) Sit Large Cap Growth Fund, Inc.
- 3) Sit U.S. Government Securities Fund, Inc.

Sit Mutual Funds, Inc.

- 4) Sit International Growth Fund (series A)
- 5) Sit Balanced Fund (series B)
- 6) Sit Developing Markets Growth Fund (series C)
- 7) Sit Small Cap Growth fund (series D)
- 8) Sit Dividend Growth Fund (series G)
- 9) Sit Global Dividend Growth Fund (series H)
- 10) Sit Small Cap Dividend Growth Fund (series I)
- 11) Sit ESG Growth Fund (series J)
- Sit Mutual Funds II, Inc.
- 12) Sit Tax-Free Income Fund (series A)
- 13) Sit Minnesota Tax-Free Income Fund (series B)
- 14) Sit Quality Income Fund (series E)

Of the affiliated entities indicated above, only SIA and its affiliates (client accounts) beneficially owned shares of the Issuer common stock as of December 31, 2017.

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ITEM 2 (b) Address of Principal Business Office or, if none, Residence:

3300 IDS Center 80 South Eighth Street Minneapolis, MN 55402

- ITEM 2 (c) Citizenship: Minnesota Corporation
- ITEM 2 (d) Title of Class of Securities: Common Stock
- ITEM 2 (e) CUSIP Number: 55273C107

ITEM 3 (e)

- (a) [] Broker or Dealer registered under Section 15 of the Act
- (b) [] Bank as defined in section 3(a)(6) of the Act
- (c) [] Insurance Company as defined in section 3(a)(19) of the Act
- (d) [] Investment company registered under section 8 of the Investment Company Act
- (e) [X] Investment Adviser registered under section 203 of the Investment Advisers Act of 1940.
- (f) [Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund: see section 240.13d-1(b)(1)(ii)(F)
- (g) [] Parent Holding Company, in accordance with section 240.13d-

1(b)(ii)(G) (Note :see Item 7)

- (h) [$\,$] A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i) [] A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940
- (j) [] A non-U.S. institution in accordance with 240.13d-1(b) (1) (ii) (J)
- (k) [] Group, in accordance with section 240.13d-1(b)(1)(ii)(H)

ITEM 4 Ownership

(a) Amount Beneficially Owned:

Number of shares beneficially owned by each reporting person with sole voting power; and aggregate amount beneficially owned by each reporting person:

SIA and Affiliates Ownership as of 12/31/17:

Shares

SIA (client accounts) 12,788,972 Total Shares Owned By SIA and Affiliated Entities 12,788,972

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(b) Percent of Class:

Outstanding as of 12/31/17: 117,733,000

SIA and Affiliates Ownership @ 12/31/17:

% Owned

SIA (client accounts) 10.86% Total Shares Owned By SIA and Affiliated Entities 10.86%

- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or direct the vote: 12,788,972
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 12,788,972
 - (iv) Shared power to dispose or to direct the disposition of: 0

ITEM 5 Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [].

ITEM 6 Ownership of More than Five Percent on Behalf of Another Person:

N/A

ITEM 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company: $\frac{N}{2}$

ITEM 8 Identification and Classification of Members of the Group: N/A

ITEM 9 Notice of Dissolution of Group:

N/A

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ITEM 10 Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purposes of effect, other than activities solely in connection with a nomination under 240.14a-11.

SIGNATURE

After reasonable 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.

SIT INVESTMENT ASSOCIATES, INC.

Date: February 1, 2018

By: /s/ Paul E. Rasmussen

Title: Vice President