

SECURITIES AND EXCHANGE COMMISSION

FORM 24F-2NT/A

Registration of securities by certain investment companies. Declaration of election Rule 24f-2 notice. [amend]

Filing Date: **2001-08-03** | Period of Report: **2000-11-30**
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FILER

MFS SERIES TRUST II

CIK: **798250** | State of Incorporation: **MA** | Fiscal Year End: **1130**
Type: **24F-2NT/A** | Act: **33** | File No.: **033-07637** | Film No.: **01696808**

Mailing Address
*500 BOYLSTON STREET
15TH FLOOR
BOSTON MA 02116*

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*500 BOYLSTON ST
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18006372929*

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 24F-2

Annual Notice of Securities Sold
Pursuant to Rule 24f-2

Read instructions at end of Form before preparing Form.
Please print or type.

1. Name and address of issuer: MFS Series Trust II
500 Boylston Street
Boston, MA 02116

2. The name of each series or class of securities for which this Form is
filed (If the Form is being filed for all series and classes of the
issuer, check the box but do not list series or classes): X

3. Investment Company Act File Number: 811-4775
Securities Act File Number: 33-7637

4(a). Last day of fiscal year for which this notice is filed:
November 30, 2000

4(b). Check box if this Form is being filed late (i.e., more than 90
calendar days after the end of the issuer's fiscal year). (See
Instruction A.2)

NOTE: IF THE FORM IS BEING FILED LATE, INTEREST MUST BE PAID ON THE
REGISTRATION FEE DUE.

4(c). Check box if this is the last time the issuer will be filing this
Form.

5. Calculation of registration fee:

(i)	Aggregate sale price of securities sold during the fiscal year pursuant to section 24(f):	\$41,484,403,601 _____
(ii)	Aggregate price of securities redeemed or repurchased during the fiscal year:	\$39,853,620,888 _____

(iii)	Aggregate price of securities redeemed or repurchased during any prior fiscal year ending no earlier than October 11, 1995 that were not previously used to reduce registration fees payable to the commission:	\$ _____
(iv)	Total available redemption credits [add Items 5(ii) and 5(iii)]:	\$39,853,620,888 _____
(v)	Net sales-if Item 5(i) is greater than Item 5(iv) [subtract Item 5(iv) from Item 5(i)]:	\$ 1,630,782,713 _____
(vi)	Redemption credits available for use in future years -if Item 5(i) is less than item 5(iv) [subtract Item 5(iv) from Item 5(i)]:	\$ 33,182,559 (see cover letter) _____
(vii)	Multiplier for determining registration fee (See Instruction C.9):	x 0.00025 _____
(viii)	Registration fee due [multiply item 5(v) by Item 5 (vii)] (enter "0" if no fee is due):	=\$ 407,695.68 _____

6. Prepaid Shares

If the response to Item 5(i) was determined by deducting an amount of securities that were registered under the Securities Act of 1993 pursuant to rule 24e-2 as in effect before October 11, 1997, then report the amount of securities (number of shares or other units) deducted here: If there is a number of shares or other units that were registered pursuant to rule 24e-2 remaining unsold at the end of the fiscal year for which this form is filed that are available for use by the issuer in future fiscal years, then state that number here: _____

7.	Interest due - if this Form is being filed more than 90 days after the end of the issuer's fiscal year (see Instruction D):	+\$ - 0 - _____
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8.	Total of the amount of the registration fee due plus any interest due [line 5(viii) plus line 7]:	=\$ 407,695.68 _____
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9. Date the registration fee and any interest payment was sent to the _____

Commission's lockbox depository:

Method of Delivery - Wire transfer previously paid on 02/13/01

SIGNATURES

This report has been signed below by the following persons on behalf of the issuer and in the capacities and on the dates indicated.

By: (Signature and Title)* /s/ JAMES R. BORDEWICK, JR., ASSISTANT SECRETARY AND ASSISTANT CLERK

James R. Bordewick, Jr., Assistant Secretary and Assistant Clerk

Date: August 3, 2001

*Please print the name and title of the signing officer below the signature.

August 3, 2001

Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, DC 20549

Re: Amended Rule 24f-2 Notice for MFS Series Trust II (File Nos.: 811-4775; 33-7637)

Ladies and Gentlemen:

Enclosed on behalf of the Trust for filing pursuant to Rule 24f-2(a) under the Investment Company Act of 1940 is one copy of the Trust's amended Rule 24f-2 Notice with respect to its fiscal year ended November 30, 2000. The original Notice was filed on February 26, 2001 (accession number 912938-01-00027). Since that time we determined that, with respect to one of the series of the Trust, MFS Intermediate Income Fund, shares converted to the successor fund in an acquisition on May 22, 2000 were inadvertently omitted from item 5(ii) of the form. The purpose of this amended Notice is to make these redemption credits

(shown in item 5(vi)) available to the Trust for use in future years.

No fee is payable under Rule 24f-2 in connection with this filing, as the fee was previously paid in connection with the initial filing made on February 26, 2001.

Please contact me collect at 617-954-5180 should you have any questions concerning this Notice.

Very truly yours,

ANNAMARIE D'ANGELO
Annamarie D'Angelo
Vice President & Legal Operations
Manager

Enclosures