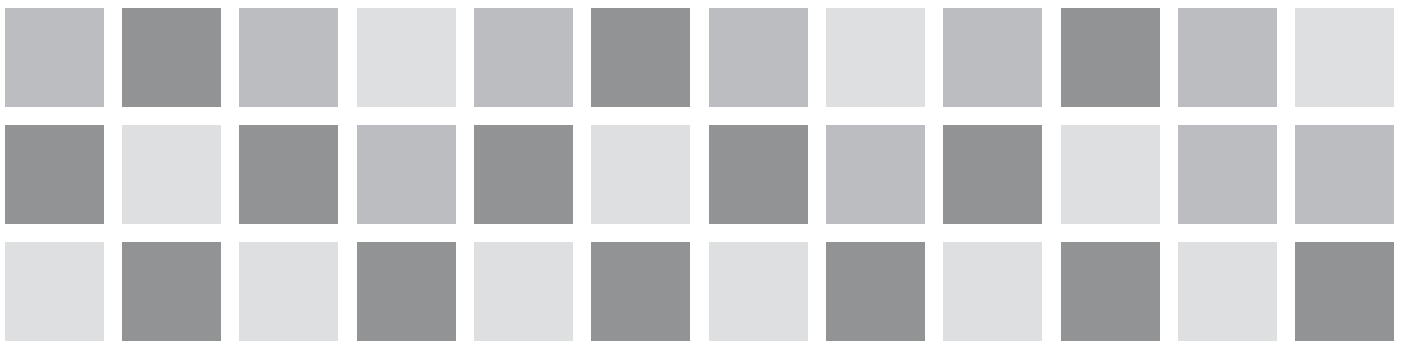


MFS[®] International Value Portfolio

MFS[®] Variable Insurance Trust II



SEMIANNUAL REPORT

June 30, 2011

MFS® INTERNATIONAL VALUE PORTFOLIO

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**The report is prepared for the general information of contract owners.
It is authorized for distribution to prospective investors only when
preceded or accompanied by a current prospectus.**

**NOT FDIC INSURED • MAY LOSE VALUE • NO BANK OR CREDIT UNION GUARANTEE •
NOT A DEPOSIT • NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY OR NCUA/NCUSIF**

LETTER FROM THE CEO

Dear Contract Owners:

After about a year of almost uninterrupted macroeconomic and financial market improvement following the global credit crisis, investors grew more cautious in the middle of 2010 as fears grew that some European countries would default on their debt and as economic data showed a weakening trend in the global economy. As a result asset prices fell significantly.



Last September the U.S. Federal Reserve Board's promises to make lending conditions easier helped assuage market fears and drive asset prices off their recent lows. A combination of solid earnings and improving economic data gave an additional boost to investor sentiment.

In the following months, the renewed positive market mood, coupled with indications of better global macroeconomic activity, pushed many asset valuations to post-crisis highs. At the same time, global sovereign

bond yields initially rose as investors became concerned about inflationary pressures, driven by higher prices for oil as well as other commodities. However, by the end of the second quarter of 2011, a weakening macroeconomic backdrop and renewed concerns over debt problems in some eurozone countries pushed equities lower.

For the remainder of 2011, we are cautiously optimistic that economic growth will continue to improve and that the global economies will recover from the shocks of the past few years. We expect the pace of recovery worldwide to be uneven and volatile and acknowledge the elevated uncertainty created by events in Japan, Europe, the Middle East, as well as that created by the U.S. debate over raising the debt ceiling and the downgrade by Standard & Poor's of the U.S. long-term credit rating.

As always, we continue to be mindful of the many economic challenges faced at the local, national, and international levels. It is in times such as these that we want to remind investors of the merits of maintaining a long-term view, adhering to basic investing principles such as asset allocation and diversification, and working closely with their advisors to research and identify appropriate investment opportunities.

Respectfully,

A handwritten signature in black ink that reads "Robert J. Manning". The signature is written in a cursive, flowing style.

Robert J. Manning
Chairman and Chief Executive Officer
MFS Investment Management®

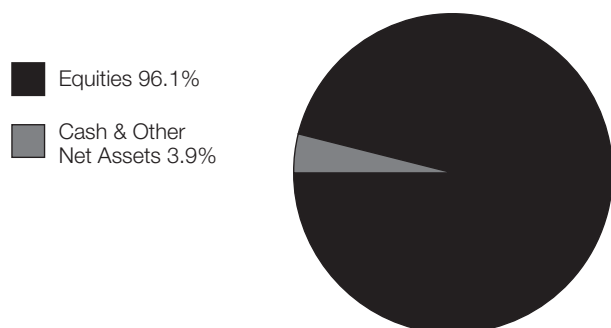
August 16, 2011

The opinions expressed in this letter are subject to change, may not be relied upon for investment advice, and no forecasts can be guaranteed.

MFS International Value Portfolio

PORTFOLIO COMPOSITION

Portfolio structure (i)



Top ten holdings (i)

KDDI Corp.	3.2%
GlaxoSmithKline PLC	3.0%
Heineken N.V.	2.9%
Nestle S.A.	2.9%
Royal Dutch Shell PLC, "A"	2.7%
Vodafone Group PLC	2.6%
Sanofi-Aventis	2.6%
Roche Holding AG	2.5%
BP PLC	2.5%
British American Tobacco PLC	2.4%

Currency exposure weightings (i)(t)

Euro	25.8%
United Kingdom	25.7%
Japan	23.5%
Switzerland	12.0%
United States	4.0%
Taiwan	2.3%
Sweden	1.6%
South Korea	1.1%
Denmark	1.0%
Other Countries	3.0%

Equity sectors (i)

Consumer Staples	18.6%
Financial Services	16.7%
Health Care	15.4%
Utilities & Communications	9.0%
Technology	7.8%
Energy	6.6%
Industrial Goods & Services	5.0%
Special Products & Services	4.6%
Basic Materials	3.2%
Retailing	2.9%
Transportation	2.5%
Leisure	2.3%
Autos & Housing	1.5%

Issuer country weightings (e)(i)

United Kingdom	25.7%
Japan	24.9%
Switzerland	12.0%
Germany	8.5%
France	7.5%
Netherlands	5.9%
United States	3.9%
Taiwan	2.3%
Sweden	1.6%
Other Countries	7.7%

(e) Represents the portfolio's exposure to issuer countries as a percentage of a portfolio's total net assets.

(i) For purposes of this presentation, the components include the market value of securities, less any securities sold short, and reflect the impact of the equivalent exposure of derivative positions, if applicable. These amounts may be negative from time to time. Equivalent exposure is a calculated amount that translates the derivative position into a reasonable approximation of the amount of the underlying asset that the portfolio would have to hold at a given point in time to have the same price sensitivity that results from the portfolio's ownership of the derivative contract. When dealing with derivatives, equivalent exposure is a more representative measure of the potential impact of a position on portfolio performance than market value.

(t) Represents the portfolio's exposure to a particular currency as a percentage of a portfolio's total net assets.

Percentages are based on net assets as of 6/30/11.

The portfolio is actively managed and current holdings may be different.

EXPENSE TABLE

**Fund Expenses Borne by the Contract Holders During the Period,
January 1, 2011 through June 30, 2011**

As a contract holder of the fund, you incur ongoing costs, including management fees; distribution and/or service (12b-1) fees; and other fund expenses. This example is intended to help you understand your ongoing costs (in dollars) of investing in the fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period January 1, 2011 through June 30, 2011.

Actual Expenses

The first line for each share class in the following table provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number in the first line under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period.

Hypothetical Example for Comparison Purposes

The second line for each share class in the following table provides information about hypothetical account values and hypothetical expenses based on the fund's actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the fund's actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds.

Please note that the expenses shown in the table are meant to highlight the fund's ongoing costs only and do not take into account the fees and expenses imposed under the variable contracts through which your investment in the fund is made. Therefore, the second line for each share class in the table is useful in comparing ongoing costs associated with an investment in vehicles (such as the fund) which fund benefits under variable annuity and variable life insurance contracts and to qualified pension and retirement plans only, and will not help you determine the relative total costs of investing in the fund through variable annuity and variable life insurance contracts. If the fees and expenses imposed under the variable contracts were included, your costs would have been higher.

Share Class		Annualized Expense Ratio	Beginning Account Value 1/01/11	Ending Account Value 6/30/11	Expenses Paid During Period (p) 1/01/11-6/30/11
Initial Class	Actual	1.02%	\$1,000.00	\$1,067.99	\$5.23
	Hypothetical (h)	1.02%	\$1,000.00	\$1,019.74	\$5.11
Service Class	Actual	1.27%	\$1,000.00	\$1,067.40	\$6.51
	Hypothetical (h)	1.27%	\$1,000.00	\$1,018.50	\$6.36

(h) 5% class return per year before expenses.

(p) Expenses paid is equal to each class' annualized expense ratio, as shown above, multiplied by the average account value over the period, multiplied by the number of days in the period, divided by the number of days in the year.

MFS International Value Portfolio

PORTFOLIO OF INVESTMENTS – 6/30/11 (unaudited)

The Portfolio of Investments is a complete list of all securities owned by your fund. It is categorized by broad-based asset classes.

Issuer	Shares/Par	Value (\$)	Issuer	Shares/Par	Value (\$)
COMMON STOCKS – 96.1%			COMMON STOCKS – continued		
Aerospace – 1.1%			Electronics – 3.0%		
Cobham PLC	1,385,046	\$ 4,703,728	Halma PLC	458,803	\$ 3,050,724
Alcoholic Beverages – 2.9%			Samsung Electronics Co. Ltd.	5,969	4,639,341
Heineken N.V.	212,649	\$ 12,788,223	Taiwan Semiconductor Manufacturing Co. Ltd., ADR	411,348	5,187,098
Automotive – 0.6%					\$ 12,877,163
USS Co. Ltd.	35,840	\$ 2,780,097	Energy – Independent – 1.3%		
Broadcasting – 1.6%			INPEX Corp.	753	\$ 5,559,196
Fuji Television Network, Inc.	2,410	\$ 3,573,940	Energy – Integrated – 5.3%		
Nippon Television Network Corp.	24,520	3,489,201	BP PLC	1,485,993	\$ 10,938,554
		\$ 7,063,141	Royal Dutch Shell PLC, "A"	335,022	11,926,050
Brokerage & Asset Managers – 1.5%					\$ 22,864,604
Computershare Ltd.	184,873	\$ 1,758,794	Food & Beverages – 5.6%		
Daiwa Securities Group, Inc.	1,084,000	4,775,557	Barry Callebaut AG	1,458	\$ 1,444,560
		\$ 6,534,351	Groupe Danone	137,831	10,283,598
Business Services – 4.6%			Nestle S.A.	200,388	12,453,492
Amadeus IT Holding S.A. (a)	238,637	\$ 4,952,109			\$ 24,181,650
Bunzl PLC	362,028	4,532,090	Food & Drug Stores – 2.3%		
Compass Group PLC	635,400	6,128,913	Lawson, Inc.	93,900	\$ 4,931,641
Nomura Research, Inc.	206,000	4,508,888	Tesco PLC	810,528	5,229,448
		\$ 20,122,000			\$ 10,161,089
Chemicals – 1.0%			General Merchandise – 0.2%		
Givaudan S.A.	4,304	\$ 4,553,563	Daiei, Inc. (a)	210,050	\$ 765,655
Computer Software – 0.7%			Insurance – 7.2%		
OBIC Co. Ltd.	17,020	\$ 3,169,117	Amlin PLC	232,431	\$ 1,514,917
Computer Software – Systems – 2.4%			Catlin Group Ltd.	312,082	2,014,024
Acer, Inc.	2,014,636	\$ 3,530,598	Euler Hermes	17,091	1,443,945
Asustek Computer, Inc.	147,000	1,463,912	Hiscox Ltd.	477,555	3,210,669
Konica Minolta Holdings, Inc.	379,000	3,162,277	ING Groep N.V. (a)	449,196	5,529,747
Venture Corp. Ltd.	321,000	2,234,990	Jardine Lloyd Thompson Group PLC	227,128	2,482,445
		\$ 10,391,777	Muenchener Ruckvers AG	30,217	4,620,732
Construction – 0.9%			SNS REAAL Groep N.V. (a)	188,598	842,092
Geberit AG	16,825	\$ 3,986,369	Swiss Re Ltd.	88,347	4,960,882
Consumer Products – 5.7%			Zurich Financial Services Ltd.	18,841	4,764,314
Henkel KGaA, IPS	98,021	\$ 6,804,487			\$ 31,383,767
Kao Corp.	395,200	10,386,178	Leisure & Toys – 0.4%		
KOSE Corp.	89,400	2,318,703	Sankyo Co. Ltd.	35,100	\$ 1,814,058
Reckitt Benckiser Group PLC	96,746	5,341,377	Machinery & Tools – 2.3%		
		\$ 24,850,745	Glory Ltd.	95,200	\$ 2,142,879
Containers – 0.4%			Neopost S.A. (I)	58,653	5,038,695
Brambles Ltd.	225,536	\$ 1,752,171	Schindler Holding AG	21,570	2,622,009
					\$ 9,803,583
Electrical Equipment – 1.6%			Major Banks – 3.7%		
Legrand S.A.	105,101	\$ 4,426,812	HSBC Holdings PLC	857,071	\$ 8,506,444
Spectris PLC	94,919	2,425,258	Julius Baer Group Ltd.	47,524	1,963,138
		\$ 6,852,070	Sumitomo Mitsui Financial Group, Inc.	130,700	4,022,417
			UniCredito Italiano S.p.A.	696,665	1,474,992
					\$ 15,966,991

MFS International Value Portfolio

Portfolio of Investments (unaudited) – continued

Issuer	Shares/Par	Value (\$)
COMMON STOCKS – continued		
Medical & Health Technology & Services – 2.3%		
Kobayashi Pharmaceutical Co. Ltd.	72,300	\$ 3,641,232
Miraca Holdings, Inc.	110,700	4,491,137
Rhoen-Klinikum AG	75,921	1,832,011
		<u>\$ 9,964,380</u>
Medical Equipment – 1.8%		
Smith & Nephew PLC	324,593	\$ 3,464,356
Synthes, Inc. (n)	24,530	4,315,179
		<u>\$ 7,779,535</u>
Network & Telecom – 1.7%		
Ericsson, Inc., "B"	370,033	\$ 5,335,327
Nokia Oyj	317,547	2,058,393
		<u>\$ 7,393,720</u>
Other Banks & Diversified Financials – 2.5%		
Anglo Irish Bank Corp. PLC (a)	249,800	\$ 0
Chiba Bank Ltd.	232,000	1,454,513
DnB NOR A.S.A.	260,750	3,634,449
Hachijuni Bank Ltd.	234,000	1,315,426
Joyo Bank Ltd.	317,000	1,333,647
Jyske Bank A.S. (a)	17,519	691,781
Sapporo Hokuyo Holdings, Inc.	260,100	1,085,567
Sydbank A.S.	31,473	702,473
Unione di Banche Italiane ScpA	149,176	839,783
		<u>\$ 11,057,639</u>
Pharmaceuticals – 11.3%		
Bayer AG	99,811	\$ 8,024,435
GlaxoSmithKline PLC	617,560	13,221,988
Hisamitsu Pharmaceutical Co., Inc.	40,900	1,743,847
Roche Holding AG	66,004	11,045,808
Sanofi-Aventis	142,239	11,435,489
Santen, Inc.	88,200	3,585,376
		<u>\$ 49,056,943</u>
Printing & Publishing – 0.3%		
United Business Media Ltd.	143,142	\$ 1,278,480
Real Estate – 1.8%		
Deutsche Wohnen AG	262,007	\$ 4,559,392
GSW Immobilien AG (a)	93,507	3,206,920
		<u>\$ 7,766,312</u>
Specialty Chemicals – 1.8%		
Shin-Etsu Chemical Co. Ltd.	89,000	\$ 4,773,893
Symrise AG	96,459	3,074,562
		<u>\$ 7,848,455</u>
Specialty Stores – 0.4%		
Esprit Holdings Ltd.	509,472	\$ 1,587,033
Telecommunications – Wireless – 5.8%		
KDDI Corp.	1,929	\$ 13,879,351
Vodafone Group PLC	4,328,063	11,482,282
		<u>\$ 25,361,633</u>

Issuer	Shares/Par	Value (\$)
COMMON STOCKS – continued		
Telephone Services – 3.2%		
China Unicom Ltd.	1,084,000	\$ 2,195,055
Royal KPN N.V.	457,696	6,657,189
TDC A/S (a)	344,505	3,144,042
Telecom Italia S.p.A.	1,606,785	1,869,888
		<u>\$ 13,866,174</u>
Tobacco – 4.4%		
British American Tobacco PLC	239,319	\$ 10,489,641
Japan Tobacco, Inc.	1,799	6,942,753
Swedish Match AB	44,841	1,503,632
		<u>\$ 18,936,026</u>
Trucking – 2.5%		
Deutsche Post AG	240,710	\$ 4,625,118
Yamato Holdings Co. Ltd.	410,500	6,447,664
		<u>\$ 11,072,782</u>
Total Common Stocks (Identified Cost, \$394,436,889)		
		<u>\$417,894,220</u>
CALL OPTIONS PURCHASED – 0.0%		
EUR Currency – August 2011		
@ JPY 120	EUR 11,438,785	\$ 104,299
EUR Currency – January 2012		
@ JPY 121	EUR 2,395,591	76,110
Total Call Options Purchased (Premiums Paid, \$471,028)		
		<u>\$ 180,409</u>
PUT OPTIONS PURCHASED – 0.0%		
JPY Currency – August 2011		
@ \$0.0108	JPY 1,372,654,146	\$ 1,373
JPY Currency – January 2012		
@ \$0.011	JPY 289,346,781	10,995
Total Put Options Purchased (Premiums Paid, \$300,187)		
		<u>\$ 12,368</u>
MONEY MARKET FUNDS (v) – 3.5%		
MFS Institutional Money Market Portfolio, 0.1%, at Cost and Net Asset Value		
	15,010,197	\$ 15,010,197
COLLATERAL FOR SECURITIES LOANED – 0.8%		
Navigator Securities Lending Prime Portfolio, 0.23%, at Cost and Net Asset Value (j)		
	3,568,885	\$ 3,568,885
Total Investments (Identified Cost, \$413,787,186)		
		<u>\$436,666,079</u>
OTHER ASSETS, LESS LIABILITIES – (0.4%)		
		<u>(1,777,540)</u>
Net Assets – 100.0%		
		<u>\$434,888,539</u>

MFS International Value Portfolio

Portfolio of Investments (unaudited) – continued

- (a) Non-income producing security.
- (j) The rate quoted is the annualized seven-day yield of the portfolio at period end.
- (l) A portion of this security is on loan.
- (n) Securities exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be sold in the ordinary course of business in transactions exempt from registration, normally to qualified institutional buyers. At period end, the aggregate value of these securities was \$4,315,179, representing 1.0% of net assets.
- (v) Underlying affiliated fund that is available only to investment companies managed by MFS. The rate quoted is the annualized seven-day yield of the fund at period end.

The following abbreviations are used in this report and are defined:

ADR American Depository Receipt
IPS International Preference Stock
PLC Public Limited Company

Abbreviations indicate amounts shown in currencies other than the U.S. dollar. All amounts are stated in U.S. dollars unless otherwise indicated. A list of abbreviations is shown below:

EUR Euro
JPY Japanese Yen

See Notes to Financial Statements

FINANCIAL STATEMENTS | STATEMENT OF ASSETS AND LIABILITIES (unaudited)

This statement represents your fund's balance sheet, which details the assets and liabilities comprising the total value of the fund.

At 6/30/11

Assets			
Investments –			
Non-affiliated issuers, at value (identified cost, \$398,776,989)		\$421,655,882	
Underlying affiliated funds, at cost and value		15,010,197	
Total investments, at value, including \$3,472,657 of securities on loan (identified cost, \$413,787,186)		\$436,666,079	
Foreign currency, at value (identified cost, \$503,392)		505,846	
Receivables for			
Fund shares sold		265,108	
Interest and dividends		1,474,634	
Other assets		5,627	
Total assets			\$438,917,294
Liabilities			
Payable for fund shares reacquired		\$323,969	
Collateral for securities loaned, at value		3,568,885	
Payable to affiliates			
Investment adviser		21,788	
Shareholder servicing costs		246	
Distribution and/or service fees		4,939	
Payable for Trustees' compensation		6,129	
Accrued expenses and other liabilities		102,799	
Total liabilities			\$4,028,755
Net assets			\$434,888,539
Net assets consist of			
Paid-in capital		\$424,607,103	
Unrealized appreciation (depreciation) on investments and translation of assets and liabilities in foreign currencies		22,881,103	
Accumulated net realized gain (loss) on investments and foreign currency transactions		(23,951,659)	
Undistributed net investment income		11,351,992	
Net assets			\$434,888,539
Shares of beneficial interest outstanding			26,364,108
		Net assets	Shares outstanding
Initial Class	\$67,794,526	4,070,884	\$16.65
Service Class	367,094,013	22,293,224	16.47

See Notes to Financial Statements

MFS International Value Portfolio

FINANCIAL STATEMENTS | STATEMENT OF OPERATIONS (unaudited)

This statement describes how much your fund earned in investment income and accrued in expenses. It also describes any gains and/or losses generated by fund operations.

Six months ended 6/30/11

Net investment income

Income		
Dividends	\$9,768,179	
Interest	207,279	
Dividends from underlying affiliated funds	15,734	
Foreign taxes withheld	(789,549)	
Total investment income		\$9,201,643

Expenses		
Management fee	\$1,887,366	
Distribution and/or service fees	439,640	
Shareholder servicing costs	23,448	
Administrative services fee	70,337	
Trustees' compensation	22,423	
Custodian fee	70,410	
Shareholder communications	10,598	
Auditing fees	25,575	
Legal fees	3,766	
Miscellaneous	19,135	
Total expenses		\$2,572,698
Fees paid indirectly	(1)	
Net expenses		\$2,572,697
Net investment income		\$6,628,946

Realized and unrealized gain (loss) on investments and foreign currency transactions

Realized gain (loss) (identified cost basis)		
Investment transactions	\$3,558,897	
Foreign currency transactions	31,529	
Net realized gain (loss) on investments and foreign currency transactions		\$3,590,426
Change in unrealized appreciation (depreciation)		
Investments	\$16,861,324	
Translation of assets and liabilities in foreign currencies	(18,988)	
Net unrealized gain (loss) on investments and foreign currency translation		\$16,842,336
Net realized and unrealized gain (loss) on investments and foreign currency		\$20,432,762
Change in net assets from operations		\$27,061,708

See Notes to Financial Statements

FINANCIAL STATEMENTS | STATEMENTS OF CHANGES IN NET ASSETS

These statements describe the increases and/or decreases in net assets resulting from operations, any distributions, and any shareholder transactions.

	Six months ended 6/30/11 (unaudited)	Year ended 12/31/10
Change in net assets		
From operations		
Net investment income	\$6,628,946	\$4,828,987
Net realized gain (loss) on investments and foreign currency transactions	3,590,426	(782,240)
Net unrealized gain (loss) on investments and foreign currency translation	16,842,336	28,239,889
Change in net assets from operations	\$27,061,708	\$32,286,636
Distributions declared to shareholders		
From net investment income	\$—	\$(4,425,164)
Change in net assets from fund share transactions	\$14,268,840	\$95,712,274
Total change in net assets	\$41,330,548	\$123,573,746
Net assets		
At beginning of period	393,557,991	269,984,245
At end of period (including undistributed net investment income of \$11,351,992 and \$4,723,046, respectively)	\$434,888,539	\$393,557,991

See Notes to Financial Statements

MFS International Value Portfolio

FINANCIAL STATEMENTS | FINANCIAL HIGHLIGHTS

The financial highlights table is intended to help you understand the fund's financial performance for the semiannual period and the past 5 fiscal years. Certain information reflects financial results for a single fund share. The total returns in the table represent the rate by which an investor would have earned (or lost) on an investment in the fund share class (assuming reinvestment of all distributions) held for the entire period.

Initial Class	Six months ended 6/30/11 (unaudited)	Years ended 12/31				
		2010	2009	2008	2007	2006
Net asset value, beginning of period	\$15.59	\$14.51	\$12.03	\$18.68	\$20.02	\$17.39
Income (loss) from investment operations						
Net investment income (d)	\$0.27	\$0.26	\$0.25	\$0.44	\$0.33	\$0.39
Net realized and unrealized gain (loss) on investments and foreign currency	0.79	1.05	2.64	(5.94)	1.13	4.54
Total from investment operations	\$1.06	\$1.31	\$2.89	\$(5.50)	\$1.46	\$4.93
Less distributions declared to shareholders						
From net investment income	\$—	\$(0.23)	\$(0.41)	\$(0.16)	\$(0.33)	\$(0.24)
From net realized gain on investments	—	—	—	(0.99)	(2.47)	(2.06)
Total distributions declared to shareholders	\$—	\$(0.23)	\$(0.41)	\$(1.15)	\$(2.80)	\$(2.30)
Net asset value, end of period	\$16.65	\$15.59	\$14.51	\$12.03	\$18.68	\$20.02
Total return (%) (k)(s)	6.80(n)	9.11	25.37	(31.41)	7.35	29.23
Ratios (%) (to average net assets) and Supplemental data:						
Expenses (f)	1.02(a)	1.06	1.09	1.05	1.05	1.11
Net investment income	3.32(a)(l)	1.79	2.00	2.82	1.67	2.09
Portfolio turnover	10	28	49	44	44	55
Net assets at end of period (000 omitted)	\$67,795	\$68,356	\$63,978	\$57,968	\$117,100	\$134,008

See Notes to Financial Statements

Financial Highlights – continued

Service Class	Six months ended 6/30/11 (unaudited)	Years ended 12/31				
		2010	2009	2008	2007	2006
Net asset value, beginning of period	\$15.43	\$14.38	\$11.91	\$18.53	\$19.92	\$17.32
Income (loss) from investment operations						
Net investment income (d)	\$0.25	\$0.20	\$0.23	\$0.39	\$0.16	\$0.34
Net realized and unrealized gain (loss) on investments and foreign currency	0.79	1.05	2.62	(5.87)	1.24	4.53
Total from investment operations	\$1.04	\$1.25	\$2.85	\$(5.48)	\$1.40	\$4.87
Less distributions declared to shareholders						
From net investment income	\$—	\$(0.20)	\$(0.38)	\$(0.15)	\$(0.32)	\$(0.21)
From net realized gain on investments	—	—	—	(0.99)	(2.47)	(2.06)
Total distributions declared to shareholders	\$—	\$(0.20)	\$(0.38)	\$(1.14)	\$(2.79)	\$(2.27)
Net asset value, end of period	\$16.47	\$15.43	\$14.38	\$11.91	\$18.53	\$19.92
Total return (%) (k)(s)	6.74(n)	8.78	25.11	(31.58)	7.04	28.95
Ratios (%) (to average net assets) and Supplemental data:						
Expenses (f)	1.27(a)	1.31	1.34	1.30	1.30	1.36
Net investment income	3.13(a)(l)	1.43	1.83	2.52	0.87	1.84
Portfolio turnover	10	28	49	44	44	55
Net assets at end of period (000 omitted)	\$367,094	\$325,202	\$206,006	\$179,067	\$224,339	\$14,973

(a) Annualized.

(d) Per share data is based on average shares outstanding.

(f) Ratios do not reflect reductions from fees paid indirectly, if applicable.

(k) The total return does not reflect expenses that apply to separate accounts. Inclusion of these charges would reduce the total return figures for all periods shown.

(l) Recognition of net investment income by the fund may be affected by the timing of the declaration of dividends by companies in which the fund invests and the actual annual net investment income ratio may differ.

(n) Not annualized.

(s) From time to time the fund may receive proceeds from litigation settlements, without which performance would be lower.

See Notes to Financial Statements

MFS International Value Portfolio

NOTES TO FINANCIAL STATEMENTS (unaudited)

(1) Business and Organization

MFS International Value Portfolio (the fund) is a series of MFS Variable Insurance Trust II (the trust). The trust is organized as a Massachusetts business trust and is registered under the Investment Company Act of 1940, as amended, as an open-end management investment company. The shareholders of each series of the trust are separate accounts of insurance companies, which offer variable annuity and/or life insurance products, and qualified retirement and pension plans.

(2) Significant Accounting Policies

General – The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In the preparation of these financial statements, management has evaluated subsequent events occurring after the date of the fund's Statement of Assets and Liabilities through the date that the financial statements were issued. The fund invests in foreign securities. Investments in foreign securities are vulnerable to the effects of changes in the relative values of the local currency and the U.S. dollar and to the effects of changes in each country's legal, political, and economic environment.

Investment Valuations – Equity securities, including restricted equity securities, are generally valued at the last sale or official closing price as provided by a third-party pricing service on the market or exchange on which they are primarily traded. Equity securities, for which there were no sales reported that day, are generally valued at the last quoted daily bid quotation as provided by a third-party pricing service on the market or exchange on which such securities are primarily traded. Equity securities held short, for which there were no sales reported for that day, are generally valued at the last quoted daily ask quotation as provided by a third-party pricing service on the market or exchange on which such securities are primarily traded. Short-term instruments with a maturity at issuance of 60 days or less generally are valued at amortized cost, which approximates market value. Exchange-traded options are generally valued at the last sale or official closing price as provided by a third-party pricing service on the exchange on which such options are primarily traded. Exchange-traded options for which there were no sales reported that day are generally valued at the last daily bid quotation as provided by a third-party pricing service on the exchange on which such options are primarily traded. Options not traded on an exchange are generally valued at a broker/dealer bid quotation. Foreign currency options are generally valued at valuations provided by a third-party pricing service. Open-end investment companies are generally valued at net asset value per share. Securities and other assets generally valued on the basis of information from a third-party pricing service may also be valued at a broker/dealer bid quotation. Values obtained from third-party pricing services can utilize both transaction data and market information such as yield, quality, coupon rate, maturity, type of issue, trading characteristics, and other market data. The values of foreign securities and other assets and liabilities expressed in foreign currencies are converted to U.S. dollars using the mean of bid and asked prices for rates provided by a third-party pricing service.

The Board of Trustees has delegated primary responsibility for determining or causing to be determined the value of the fund's investments (including any fair valuation) to the adviser pursuant to valuation policies and procedures approved by the Board. If the adviser determines that reliable market quotations are not readily available, investments are valued at fair value as determined in good faith by the adviser in accordance with such procedures under the oversight of the Board of Trustees. Under the fund's valuation policies and procedures, market quotations are not considered to be readily available for most types of debt instruments and floating rate loans and many types of derivatives. These investments are generally valued at fair value based on information from third-party pricing services. In addition, investments may be valued at fair value if the adviser determines that an investment's value has been materially affected by events occurring after the close of the exchange or market on which the investment is principally traded (such as foreign exchange or market) and prior to the determination of the fund's net asset value, or after the halting of trading of a specific security where trading does not resume prior to the close of the exchange or market on which the security is principally traded. Events that occur on a frequent basis after foreign markets close (such as developments in foreign markets and significant movements in the U.S. markets) and prior to the determination of the fund's net asset value may be deemed to have a material effect on the value of securities traded in foreign markets. Accordingly, the fund's foreign equity securities may often be valued at fair value. The adviser generally relies on third-party pricing services or other information (such as the correlation with price movements of similar securities in the same or other markets; the type, cost and investment characteristics of the security; the business and financial condition of the issuer; and trading and other market data) to assist in determining whether to fair value and at what value to fair value an investment. The value of an investment for purposes of calculating the fund's net asset value can differ depending on the source and method used to determine value. When fair valuation is used, the value of an investment used to determine the fund's net asset value may differ from quoted or published prices for the same investment. There can be no assurance that the fund could obtain the fair value assigned to an investment if it were to sell the investment at the same time at which the fund determines its net asset value per share.

Notes to Financial Statements (unaudited) – continued

Various inputs are used in determining the value of the fund's assets or liabilities. These inputs are categorized into three broad levels. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fund's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment. Level 1 includes unadjusted quoted prices in active markets for identical assets or liabilities. Level 2 includes other significant observable market-based inputs (including quoted prices for similar securities, interest rates, prepayment speed, and credit risk). Level 3 includes unobservable inputs, which may include the adviser's own assumptions in determining the fair value of investments. The following is a summary of the levels used as of June 30, 2011 in valuing the fund's assets or liabilities:

Investments at Value	Level 1	Level 2	Level 3	Total
Equity Securities:				
United Kingdom	\$111,941,382	\$—	\$—	\$111,941,382
Japan	6,573,388	101,520,827	—	108,094,215
Switzerland	52,109,314	—	—	52,109,314
Germany	36,747,657	—	—	36,747,657
France	32,628,540	—	—	32,628,540
Netherlands	25,817,251	—	—	25,817,251
Taiwan	5,187,098	4,994,510	—	10,181,608
Sweden	6,838,959	—	—	6,838,959
Spain	4,952,109	—	—	4,952,109
Other Countries	16,174,596	12,408,589	0	28,583,185
Purchased Currency Options	—	192,777	—	192,777
Mutual Funds	18,579,082	—	—	18,579,082
Total Investments	\$317,549,376	\$119,116,703	\$0	\$436,666,079

For further information regarding security characteristics, see the Portfolio of Investments. At June 30, 2011, the fund held one level 3 securities valued at \$0, which was also held and valued at \$0 at December 31, 2010.

Of the level 2 investments presented above, equity investments amounting to \$110,773,805 would have been considered level 1 investments at the beginning of the period. The primary reason for changes in the classifications between levels 1 and 2 occurs when foreign equity securities are fair valued using other observable market-based inputs in place of the closing exchange price due to events occurring after the close of the exchange or market on which the investment is principally traded. The fund's foreign equity securities may often be valued at fair value. The fund's policy is to recognize transfers between the levels as of the end of the period.

Foreign Currency Translation – Purchases and sales of foreign investments, income, and expenses are converted into U.S. dollars based upon currency exchange rates prevailing on the respective dates of such transactions or on the reporting date for foreign denominated receivables and payables. Gains and losses attributable to foreign currency exchange rates on sales of securities are recorded for financial statement purposes as net realized gains and losses on investments. Gains and losses attributable to foreign exchange rate movements on receivables, payables, income and expenses are recorded for financial statement purposes as foreign currency transaction gains and losses. That portion of both realized and unrealized gains and losses on investments that results from fluctuations in foreign currency exchange rates is not separately disclosed.

Derivatives – The fund uses derivatives for different purposes, including to earn income and enhance returns, to increase or decrease exposure to a particular market, to manage or adjust the risk profile of the fund, or as alternatives to direct investments. Derivatives are used for hedging or non-hedging purposes. While hedging can reduce or eliminate losses, it can also reduce or eliminate gains. When the fund uses derivatives as an investment to increase market exposure, or for hedging purposes, gains and losses from derivative instruments may be substantially greater than the derivative's original cost.

The derivative instruments used by the fund were purchased options. The fund's period end derivatives, as presented in the Portfolio of Investments, generally are indicative of the volume of its derivative activity during the period.

The following table presents, by major type of derivative contract, the fair value, on a gross basis, of the asset and liability components of derivatives held by the fund at June 30, 2011 as reported in the Statement of Assets and Liabilities:

Risk	Derivative Contracts	Fair Value (a)
		Asset Derivatives
Foreign Exchange	Purchased Currency Options	\$192,777

(a) The value of purchased options outstanding is included in total investments, at value, within the fund's Statement of Assets and Liabilities.

MFS International Value Portfolio

Notes to Financial Statements (unaudited) – continued

The following table presents, by major type of derivative contract, the change in unrealized appreciation (depreciation) on derivatives held by the fund for the six months ended June 30, 2011 as reported in the Statement of Operations:

Risk	Investments (Purchased Options)
Foreign Exchange	\$(200,196)

There is no realized gain (loss) from derivative transactions during the period.

Derivative counterparty credit risk is managed through formal evaluation of the creditworthiness of all potential counterparties. On certain over-the-counter derivatives, the fund attempts to reduce its exposure to counterparty credit risk whenever possible by entering into an International Swaps and Derivatives Association (ISDA) Master Agreement on a bilateral basis with each of the counterparties with whom it undertakes a significant volume of transactions. The ISDA Master Agreement gives each party to the agreement the right to terminate all transactions traded under such agreement if there is a certain deterioration in the credit quality of the other party. The ISDA Master Agreement gives the fund the right, upon an event of default by the applicable counterparty or a termination of the agreement, to close out all transactions traded under such agreement and to net amounts owed under each transaction to one net amount payable by one party to the other. This right to close out and net payments across all transactions traded under the ISDA Master Agreement could result in a reduction of the fund's credit risk to such counterparty equal to any amounts payable by the fund under the applicable transactions, if any. However, absent an event of default by the counterparty or a termination of the agreement, the ISDA Master Agreement does not result in an offset of reported amounts of assets and liabilities in the Statement of Assets and Liabilities across transactions between the fund and the applicable counterparty.

Collateral requirements differ by type of derivative. Collateral or margin requirements are set by the broker or exchange clearing house for exchange traded derivatives (i.e., futures and exchange-traded options) while collateral terms are contract specific for over-the-counter traded derivatives (i.e., forward foreign currency exchange contracts, swaps and over-the-counter options). For derivatives traded under an ISDA Master Agreement, the collateral requirements are netted across all transactions traded under such agreement and one amount is posted from one party to the other to collateralize such obligations. Cash collateral that has been pledged to cover obligations of the fund under derivative contracts, if any, will be reported separately on the Statement of Assets and Liabilities as restricted cash. Securities collateral pledged for the same purpose, if any, is noted in the Portfolio of Investments.

Purchased Options – The fund purchased call and put options for a premium. Purchased call and put options entitle the holder to buy and sell a specified number of shares or units of a particular security, currency or index at a specified price at a specified date or within a specified period of time. Purchasing call options may be used to hedge against an anticipated increase in the dollar cost of securities or currency to be acquired or to increase the fund's exposure to an underlying instrument. Purchasing put options may hedge against a decline in the value of portfolio securities or currency.

The premium paid is initially recorded as an investment in the Statement of Assets and Liabilities. That investment is subsequently marked-to-market daily with the difference between the premium paid and the market value of the purchased option being recorded as unrealized appreciation or depreciation. Premiums paid for purchased call and put options which have expired are treated as realized losses on investments in the Statement of Operations. Upon the exercise or closing of a purchased call option, the premium paid is added to the cost of the security or financial instrument. Upon the exercise or closing of a purchased put option, the premium paid is offset against the proceeds on the sale of the underlying security or financial instrument in order to determine the realized gain or loss on the investments.

The risk in purchasing an option is that the fund pays a premium whether or not the option is exercised. The fund's maximum risk of loss due to counterparty credit risk is limited to the market value of the option. For over-the-counter options, this risk is mitigated in cases where there is an ISDA Master Agreement between the fund and the counterparty providing for netting as described above and for posting of collateral by the counterparty to the fund to cover the fund's exposure to the counterparty under such ISDA Master Agreement.

Security Loans – State Street Bank and Trust Company ("State Street"), as lending agent, loans the securities of the fund to certain qualified institutions (the "Borrowers") approved by the fund. The loans are collateralized by cash and/or U.S. Treasury and federal agency obligations in an amount typically at least equal to the market value of the securities loaned. The market value of the loaned securities is determined at the close of business of the fund and any additional required collateral is delivered to the fund on the next business day. State Street provides the fund with indemnification against Borrower default. The fund bears the risk of loss with respect to the investment of cash collateral. On loans collateralized by cash, the cash collateral is invested in a money market fund or short-term securities. A portion of the income generated upon investment of the collateral is remitted to the Borrowers, and the remainder is allocated between the fund and the lending agent. On loans collateralized by U.S. Treasury and/or federal agency obligations, a fee is received from the Borrower, and is allocated between the fund and the lending agent. Income from securities

Notes to Financial Statements (unaudited) – continued

lending is included in interest income on the Statement of Operations. The dividend and interest income earned on the securities loaned is accounted for in the same manner as other dividend and interest income.

Indemnifications – Under the fund’s organizational documents, its officers and Trustees may be indemnified against certain liabilities and expenses arising out of the performance of their duties to the fund. Additionally, in the normal course of business, the fund enters into agreements with service providers that may contain indemnification clauses. The fund’s maximum exposure under these agreements is unknown as this would involve future claims that may be made against the fund that have not yet occurred.

Investment Transactions and Income – Investment transactions are recorded on the trade date. Interest income is recorded on the accrual basis. Dividends received in cash are recorded on the ex-dividend date. Certain dividends from foreign securities will be recorded when the fund is informed of the dividend if such information is obtained subsequent to the ex-dividend date. Dividend and interest payments received in additional securities are recorded on the ex-dividend or ex-interest date in an amount equal to the value of the security on such date.

The fund may receive proceeds from litigation settlements. Any proceeds received from litigation involving portfolio holdings are reflected in the Statement of Operations in realized gain/loss if the security has been disposed of by the fund or in unrealized gain/loss if the security is still held by the fund. Any other proceeds from litigation not related to portfolio holdings are reflected as other income in the Statement of Operations.

Fees Paid Indirectly – The fund’s custody fee may be reduced according to an arrangement that measures the value of cash deposited with the custodian by the fund. This amount, for the six months ended June 30, 2011, is shown as a reduction of total expenses on the Statement of Operations.

Tax Matters and Distributions – The fund intends to qualify as a regulated investment company, as defined under Subchapter M of the Internal Revenue Code, and to distribute all of its taxable income, including realized capital gains. As a result, no provision for federal income tax is required. The fund’s federal tax returns for the prior three fiscal years remain subject to examination by the Internal Revenue Service. Foreign taxes, if any, have been accrued by the fund in the accompanying financial statements.

Distributions to shareholders are recorded on the ex-dividend date. Income and capital gain distributions are determined in accordance with income tax regulations, which may differ from U.S. generally accepted accounting principles. Certain capital accounts in the financial statements are periodically adjusted for permanent differences in order to reflect their tax character. These adjustments have no impact on net assets or net asset value per share. Temporary differences which arise from recognizing certain items of income, expense, gain or loss in different periods for financial statement and tax purposes will reverse at some time in the future. Distributions in excess of net investment income or net realized gains are temporary overdistributions for financial statement purposes resulting from differences in the recognition or classification of income or distributions for financial statement and tax purposes.

Book/tax differences primarily relate to wash sale loss deferrals.

The tax character of distributions declared to shareholders for the last fiscal year is as follows:

	12/31/10
Ordinary income (including any short-term capital gains)	\$4,425,164

The federal tax cost and the tax basis components of distributable earnings were as follows:

As of 6/30/11	
Cost of investments	\$414,570,233
Gross appreciation	50,167,774
Gross depreciation	(28,071,928)
Net unrealized appreciation (depreciation)	\$22,095,846
As of 12/31/10	
Undistributed ordinary income	4,741,489
Capital loss carryforwards	(26,759,038)
Other temporary differences	2,755
Net unrealized appreciation (depreciation)	5,234,522

The aggregate cost above includes prior fiscal year end tax adjustments, if applicable.

MFS International Value Portfolio

Notes to Financial Statements (unaudited) – continued

As of December 31, 2010, the fund had capital loss carryforwards available to offset future realized gains. Such losses expire as follows:

12/31/16	\$(7,444,841)
12/31/17	(18,221,256)
12/31/18	(1,092,941)
Total	\$(26,759,038)

Multiple Classes of Shares of Beneficial Interest – The fund offers multiple classes of shares, which differ in their respective distribution and/or service fees. The fund's income, realized and unrealized gain (loss), and common expenses are allocated to shareholders based on the daily net assets of each class. Dividends are declared separately for each class. Differences in per share dividend rates are generally due to differences in separate class expenses. The fund's distributions declared to shareholders as reported on the Statements of Changes in Net Assets are presented by class as follows:

	From net investment income	
	Six months ended 6/30/11	Year ended 12/31/10
Initial Class	\$—	\$1,040,282
Service Class	—	3,384,882
Total	\$—	\$4,425,164

(3) Transactions with Affiliates

Investment Adviser – The fund has an investment advisory agreement with MFS to provide overall investment management and related administrative services and facilities to the fund. The management fee is computed daily and paid monthly at the following annual rates:

First \$1 billion of average daily net assets	0.90%
Next \$1 billion of average daily net assets	0.80%
Average daily net assets in excess of \$2 billion	0.70%

The management fee incurred for the six months ended June 30, 2011 was equivalent to an annual effective rate of 0.90% of the fund's average daily net assets.

Distributor – MFS Fund Distributors, Inc. (MFD), a wholly-owned subsidiary of MFS, is the distributor of shares of the fund. The Trustees have adopted a distribution plan for the Service Class shares pursuant to Rule 12b-1 under the Investment Company Act of 1940.

The fund's distribution plan provides that the fund will pay MFD distribution and/or service fees equal to 0.25% per annum of its average daily net assets attributable to Service Class shares as partial consideration for services performed and expenses incurred by MFD and financial intermediaries (including participating insurance companies that invest in the fund to fund variable annuity and variable life insurance contracts, sponsors of qualified retirement and pension plans that invest in the fund, and affiliates of these participating insurance companies and plan sponsors) in connection with the sale and distribution of the Service Class shares. MFD may subsequently pay all, or a portion, of the distribution and/or service fees to financial intermediaries.

Shareholder Servicing Agent – MFS Service Center, Inc. (MFSC), a wholly-owned subsidiary of MFS, receives a fee from the fund for its services as shareholder servicing agent. For the six months ended June 30, 2011, the fee was \$23,433, which equated to 0.0112% annually of the fund's average daily net assets. MFSC also receives payment from the fund for out-of-pocket expenses paid by MFSC on behalf of the fund. For the six months ended June 30, 2011, these costs amounted to \$15.

Administrator – MFS provides certain financial, legal, shareholder communications, compliance, and other administrative services to the fund. Under an administrative services agreement, the fund partially reimburses MFS the costs incurred to provide these services. The fund is charged an annual fixed amount of \$17,500 plus a fee based on average daily net assets. The administrative services fee incurred for the six months ended June 30, 2011 was equivalent to an annual effective rate of 0.0335% of the fund's average daily net assets.

Trustees' and Officers' Compensation – The fund pays compensation to Trustees in the form of a retainer, attendance fees, and additional compensation to the Board chairperson. The fund does not pay compensation directly to officers of the fund who are also officers of the investment adviser, all of whom receive remuneration for their services to the fund from MFS. Certain officers of the fund are officers or directors of MFS, MFD, and MFSC.

Other – This fund and certain other funds managed by MFS (the funds) have entered into services agreements (the Agreements) which provide for payment of fees by the funds to Tarantino LLC and Griffin Compliance LLC in return for the provision of services of an Independent Chief Compliance Officer (ICCO) and Assistant ICCO, respectively, for the funds. The ICCO and Assistant ICCO

Notes to Financial Statements (unaudited) – continued

are officers of the funds and the sole members of Tarantino LLC and Griffin Compliance LLC, respectively. The funds can terminate the Agreements with Tarantino LLC and Griffin Compliance LLC at any time under the terms of the Agreements. MFS has agreed to bear all expenses associated with office space, other administrative support, and supplies provided to the ICCO and Assistant ICCO. For the six months ended June 30, 2011, the aggregate fees paid by the fund to Tarantino LLC and Griffin Compliance LLC were \$3,319 and are included in miscellaneous expense on the Statement of Operations.

The fund invests in the MFS Institutional Money Market Portfolio which is managed by MFS and seeks a high level of current income consistent with preservation of capital and liquidity. Income earned on this investment is included in dividends from underlying affiliated funds on the Statement of Operations. This money market fund does not pay a management fee to MFS.

(4) Portfolio Securities

Purchases and sales of investments, other than U.S. Government securities, purchased option transactions, and short-term obligations, aggregated \$59,606,909 and \$38,723,312, respectively.

(5) Shares of Beneficial Interest

The fund's Declaration of Trust permits the Trustees to issue an unlimited number of full and fractional shares of beneficial interest. Transactions in fund shares were as follows:

	Six months ended 6/30/11		Year ended 12/31/10	
	Shares	Amount	Shares	Amount
Shares sold				
Initial Class	136,278	\$2,184,514	818,696	\$11,858,777
Service Class	3,897,519	62,178,379	9,375,648	133,038,501
	4,033,797	\$64,362,893	10,194,344	\$144,897,278
Shares issued to shareholders in reinvestment of distributions				
Initial Class	—	\$—	71,448	\$1,040,282
Service Class	—	—	234,410	3,384,882
	—	\$—	305,858	\$4,425,164
Shares reacquired				
Initial Class	(450,068)	\$(7,253,452)	(914,793)	\$(13,007,882)
Service Class	(2,674,956)	(42,840,601)	(2,868,953)	(40,602,286)
	(3,125,024)	\$(50,094,053)	(3,783,746)	\$(53,610,168)
Net change				
Initial Class	(313,790)	\$(5,068,938)	(24,649)	\$(108,823)
Service Class	1,222,563	19,337,778	6,741,105	95,821,097
	908,773	\$14,268,840	6,716,456	\$95,712,274

(6) Line of Credit

The fund and certain other funds managed by MFS participate in a \$1.1 billion unsecured committed line of credit, subject to a \$1 billion sublimit, provided by a syndication of banks under a credit agreement. Borrowings may be made for temporary financing needs. Interest is charged to each fund, based on its borrowings, generally at a rate equal to the higher of the Federal Reserve funds rate or one month LIBOR plus an agreed upon spread. A commitment fee, based on the average daily, unused portion of the committed line of credit, is allocated among the participating funds at the end of each calendar quarter. In addition, the fund and other funds managed by MFS have established unsecured uncommitted borrowing arrangements with certain banks for temporary financing needs. Interest is charged to each fund, based on its borrowings, at a rate equal to the Federal Reserve funds rate plus an agreed upon spread. For the six months ended June 30, 2011, the fund's commitment fee and interest expense were \$1,635 and \$0, respectively, and are included in miscellaneous expense on the Statement of Operations.

(7) Transactions in Underlying Affiliated Funds – Affiliated Issuers

An affiliated issuer may be considered one in which the fund owns 5% or more of the outstanding voting securities, or a company which is under common control. For the purposes of this report, the fund assumes the following to be affiliated issuers:

Underlying Affiliated Funds	Beginning Shares/Par Amount	Acquisitions Shares/Par Amount	Dispositions Shares/Par Amount	Ending Shares/Par Amount
MFS Institutional Money Market Portfolio	18,785,164	54,742,669	(58,517,636)	15,010,197
Underlying Affiliated Funds	Realized Gain (Loss)	Capital Gain Distributions	Dividend Income	Ending Value
MFS Institutional Money Market Portfolio	\$—	\$—	\$15,734	\$15,010,197

MFS International Value Portfolio

BOARD REVIEW OF INVESTMENT ADVISORY AGREEMENT

A discussion regarding the Board's most recent review and renewal of the fund's Investment Advisory Agreement with MFS will be available on or about November 1, 2011 by clicking on the fund's name under "Variable Insurance Portfolios — VIT II" in the "Products and Performance" section of the MFS Web site (*mfs.com*).

PROXY VOTING POLICIES AND INFORMATION

A general description of the MFS funds' proxy voting policies and procedures is available without charge, upon request, by calling 1-800-225-2606, by visiting the Proxy Voting section of *mfs.com* or by visiting the SEC's Web site at <http://www.sec.gov>. Information regarding how the fund voted proxies relating to portfolio securities during the most recent twelve-month period ended June 30 is available without charge by visiting the Proxy Voting section of *mfs.com* or by visiting the SEC's Web site at <http://www.sec.gov>.

QUARTERLY PORTFOLIO DISCLOSURE

The fund will file a complete schedule of portfolio holdings with the Securities and Exchange Commission (the Commission) for the first and third quarters of each fiscal year on Form N-Q. The fund's Form N-Q may be reviewed and copied at the:

Public Reference Room
Securities and Exchange Commission
100 F Street, NE, Room 1580
Washington, D.C. 20549

Information on the operation of the Public Reference Room may be obtained by calling the Commission at 1-800-SEC-0330. The fund's Form N-Q is available on the EDGAR database on the Commission's Internet Web site at <http://www.sec.gov>, and copies of this information may be obtained, upon payment of a duplicating fee, by electronic request at the following e-mail address: publicinfo@sec.gov or by writing the Public Reference Section at the above address.

FURTHER INFORMATION

From time to time, MFS may post important information about the fund or the MFS funds on the MFS web site (*mfs.com*). This information is available by visiting the "News & Commentary" section of *mfs.com* or by clicking on the fund's name under "Variable Insurance Portfolios — VIT II" in the "Products and Performance" section of *mfs.com*.

FACTS

WHAT DOES MFS DO WITH YOUR PERSONAL INFORMATION?



Why?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

What?

The types of personal information we collect and share depend on the product or service you have with us. This information can include:

- Social Security number and account balances
- Account transactions and transaction history
- Checking account information and wire transfer instructions

When you are *no longer* our customer, we continue to share your information as described in this notice.

How?

All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons MFS chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does MFS share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes – to offer our products and services to you	No	We don't share
For joint marketing with other financial companies	No	We don't share
For our affiliates' everyday business purposes – information about your transactions and experiences	No	We don't share
For our affiliates' everyday business purposes – information about your creditworthiness	No	We don't share
For nonaffiliates to market to you	No	We don't share

Questions?

Call **800-225-2606** or go to **mfs.com**.

Who we are

Who is providing this notice?

MFS Funds, MFS Investment Management, MFS Institutional Advisors, Inc., MFS Fund Distributors, Inc., MFS Heritage Trust Company, and MFS Service Center, Inc.

What we do

How does MFS protect my personal information?

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include procedural, electronic, and physical safeguards for the protection of the personal information we collect about you.

How does MFS collect my personal information?

We collect your personal information, for example, when you

- open an account or provide account information
- direct us to buy securities or direct us to sell your securities
- make a wire transfer

We also collect your personal information from others, such as credit bureaus, affiliates and other companies.

Why can't I limit all sharing?

Federal law gives you the right to limit only

- sharing for affiliates' everyday business purposes – information about your creditworthiness
- affiliates from using your information to market to you
- sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

Definitions

Affiliates

Companies related by common ownership or control. They can be financial and nonfinancial companies.

- *MFS does not share personal information with affiliates, except for everyday business purposes as described on page one of this notice.*

Nonaffiliates

Companies not related by common ownership or control. They can be financial and nonfinancial companies.

- *MFS does not share with nonaffiliates so they can market to you.*

Joint Marketing

A formal agreement between nonaffiliated financial companies that together market financial products or services to you.

- *MFS doesn't jointly market.*

Other important information

If you own an MFS product or receive an MFS service in the name of a third party such as a bank or broker-dealer, their privacy policy may apply to you instead of ours.

