

HOUSTON AMERICAN ENERGY CORP
Form SC 13G/A
February 13, 2013

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2.**

(Amendment No. 1)*

Houston American Energy Corp.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

44183U100

(CUSIP Number)

December 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- 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 purposes 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).

CUSIP No. 44183U100

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- | | | |
|---|---|--|
| (1) | Names of Reporting Persons
Capital Ventures International | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization
Cayman Islands | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
0 |
| | (6) | Shared Voting Power **
4,616,038 |
| | (7) | Sole Dispositive Power
0 |
| | (8) | Shared Dispositive Power **
4,616,038 |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
4,616,038 | |
| (10) | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| (11) | Percent of Class Represented by Amount in Row (9)
8.1% | |
| (12) | Type of Reporting Person (See Instructions)
CO | |

** Heights Capital Management, Inc. is the investment manager to Capital Ventures International and as such may exercise voting and dispositive power over these shares.

CUSIP No. 44183U100

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- | | | |
|---|---|--|
| (1) | Names of Reporting Persons
Heights Capital Management, Inc. | |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| (3) | SEC Use Only | |
| (4) | Citizenship or Place of Organization
Delaware | |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | (5) | Sole Voting Power
0 |
| | (6) | Shared Voting Power **
4,616,038 |
| | (7) | Sole Dispositive Power
0 |
| | (8) | Shared Dispositive Power **
4,616,038 |
| (9) | Aggregate Amount Beneficially Owned by Each Reporting Person
4,616,038 | |
| (10) | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input type="radio"/> | |
| (11) | Percent of Class Represented by Amount in Row (9)
8.1% | |
| (12) | Type of Reporting Person (See Instructions)
CO | |

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Item 1.

- (a) Name of Issuer
Houston American Energy Corp.
- (b) Address of Issuer's Principal Executive Offices
801 Travis Street, Suite 1425, Houston, TX 77002

Item 2

- (a). Name of Person Filing

This statement is filed by the entities listed below, who are collectively referred to herein as Reporting Persons, with respect to the shares of Common Stock of the Company, \$0.001 par value per share (the Shares).

(i) Capital Ventures International

Item 2

- (b). (ii) Heights Capital Management, Inc.
Address of Principal Business Office or, if none, Residence

The address of the principal business office of Capital Ventures International is:

One Capitol Place
P.O Box 1787 GT
Grand Cayman, Cayman Islands
British West Indies

The address of the principal business office of Heights Capital Management, Inc. is:

101 California Street, Suite 3250
San Francisco, California 94111
Citizenship

Item 2

- (c).

Citizenship is set forth in Row 4 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

Item 2

- (d) Title of Class of Securities

Item 2 (e) Common Stock, \$0.001 par value per share
CUSIP Number

44183U100

- Item 3.** **If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (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 (15 U.S.C. 80a-3);
 - (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
 - (k) Group, in accordance with Rule 13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

The information required by Items 4(a) - (c) is set forth in Rows 5 - 11 of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The number of Shares reported as beneficially owned consists of warrants to purchase Shares. The warrants are not exercisable to the extent that the total number of Shares then beneficially owned by a Reporting Person and its affiliates and any other persons whose beneficial ownership of Shares would be aggregated with such Reporting Person for purposes of Section 13(d) of the Exchange Act, would exceed 9.99%.

The Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012 indicates there were 52,180,045 Shares outstanding as of November 8, 2012.

Heights Capital Management, Inc., which serves as the investment manager to Capital Ventures International, may be deemed to be the beneficial owner of all Shares owned by Capital Ventures International. Each of the Reporting Persons hereby disclaims any beneficial ownership of any such Shares, except for their pecuniary interest therein.

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

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable.

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Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above 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 purpose or effect.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: February 13, 2013

CAPITAL VENTURES INTERNATIONAL

HEIGHTS CAPITAL MANAGEMENT, INC.

By: Heights Capital Management, Inc.

By: /s/ Brian Sopinsky
Name: Brian Sopinsky

pursuant to a Limited Power of Attorney

Title Secretary

By: /s/ Brian Sopinsky
Name: Brian Sopinsky
Title Secretary

CUSIP No. 44183U100

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EXHIBIT INDEX

EXHIBIT	DESCRIPTION
I	Limited Power of Attorney
II	Joint Filing Agreement

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CUSIP No. 44183U100

13G

Exhibit I

LIMITED POWER OF ATTORNEY

THIS LIMITED POWER OF ATTORNEY given on the 3rd day of April, 1999 by Capital Ventures International (hereinafter called the Company), whose Registered Office is situated at Second Floor, One Capital Place, P.O. Box 1781, Grand Cayman Islands, B.W.I.

WHEREAS, by agreement dated March 10, 1997, by and between the Company and Heights Capital Management, the Company expressly authorized Heights Capital Management to enter into transactions in certain designated areas as defined in the Agreement attached hereto marked Appendix 1.

NOW THIS DEED WITNESSETH that Ian A.N. Wight (Director) and Woodburne Associates (Cayman) Limited (Secretary) of the Company, hereby appoint on behalf of the Company the firm of HEIGHTS CAPITAL MANAGEMENT which through its officers, directors and employees is hereby formally granted limited power of attorney for the purpose of entering into transactions on behalf of and for the account of the Company and to take any actions on behalf of the Company as may be necessary to consummate such transactions, including but not limited to instructing the transfer of funds where necessary and executing required documentation.

IN WITNESS WHEREOF, the Company has caused its common seal to be hereunto affixed the day and year above written.

THE COMMON SEAL OF CAPITAL VENTURES
INTERNATIONAL
was hereunto affixed in the presence of:

/s/ Ian A.N. Wight
Ian A.N. Wight
(Director)

/s/ Woodburne Associates
Woodburne Associates (Cayman) Limited
Secretary

EXHIBIT II

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Shares of Common Stock of Houston American Energy Corp., \$0.001 par value per share, is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of October 9, 2012

CAPITAL VENTURES INTERNATIONAL

By: Heights Capital Management, Inc.

pursuant to a Limited Power of Attorney

By: /s/ Brian Sopinsky
Name: Brian Sopinsky
Title: Secretary

HEIGHTS CAPITAL MANAGEMENT, INC.

By: /s/ Brian Sopinsky

Name: Brian Sopinsky
Title: Secretary

"bottom"> 659,895

Federative Republic of Brazil, 5.875%, 2019

326,000 311,330

Federative Republic of Brazil, 7.125%, 2037

100,000 102,750

JPMorgan Chase Bank (Federative Republic of Brazil, CLN), 10%, 2012 (z)

BRL 100,000 41,022

JPMorgan Chase Bank (Federative Republic of Brazil, CLN), 10%, 2012 (z)

BRL 100,000 41,022

JPMorgan Chase Bank (Federative Republic of Brazil, CLN), 10%, 2012 (z)

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BRL 100,000 41,022

Republic of Argentina, FRN, 3.127%, 2012

\$2,604,200 1,512,823

Republic of Colombia, 7.375%, 2017

1,237,000 1,249,370

Republic of Columbia, 7.375%, 2019

298,000 295,020

Republic of Indonesia, 6.875%, 2018 (n)

516,000 402,480

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MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Bonds continued		
Emerging Market Sovereign continued		
Republic of Indonesia, 6.875%, 2018	\$ 1,676,000	\$ 1,307,280
Republic of Indonesia, 7.75%, 2038 (n)	574,000	396,060
Republic of Panama, 9.375%, 2029	675,000	757,688
Republic of Peru, 8.375%, 2016	2,445,000	2,695,613
Republic of Philippines, 8%, 2016	1,395,000	1,450,800
Republic of Philippines, 9.375%, 2017	1,576,000	1,745,420
Republic of Philippines, 8.375%, 2019	153,000	158,355
Republic of South Africa, 7.375%, 2012	1,093,000	1,125,353
Republic of Turkey, 7%, 2019	1,953,000	1,845,585
Republic of Uruguay, 9.25%, 2017	1,138,000	1,183,520
United Mexican States, 5.625%, 2017	1,364,000	1,325,808
		\$ 23,721,966
Energy - Independent 3.4%		
Chaparral Energy, Inc., 8.875%, 2017	\$ 2,590,000	\$ 569,800
Chesapeake Energy Corp., 9.5%, 2015	455,000	445,900
Chesapeake Energy Corp., 6.375%, 2015	2,740,000	2,315,300
Chesapeake Energy Corp., 6.875%, 2016	1,310,000	1,123,325
Delta Petroleum Corp., 7%, 2015	100,000	36,000
Forest Oil Corp., 7.25%, 2019	1,655,000	1,377,788
Forest Oil Corp., 7.25%, 2019 (n)	115,000	95,738
Hilcorp Energy I LP, 9%, 2016 (n)	1,765,000	1,438,475
Mariner Energy, Inc., 8%, 2017	880,000	563,200
Newfield Exploration Co., 6.625%, 2014	525,000	469,875
Newfield Exploration Co., 6.625%, 2016	400,000	354,000
OPTI Canada, Inc., 8.25%, 2014	3,045,000	1,400,700
Petrohawk Energy Corp., 10.5%, 2014 (z)	400,000	381,000
Plains Exploration & Production Co., 7%, 2017	2,605,000	2,178,431
Quicksilver Resources, Inc., 8.25%, 2015	1,000,000	805,000
Quicksilver Resources, Inc., 7.125%, 2016	960,000	662,400
Range Resource Corp., 7.5%, 2016	190,000	178,600
SandRidge Energy, Inc., 8%, 2018 (n)	825,000	651,750
		\$ 15,047,282
Energy - Integrated 0.1%		
Petroleum Co. of Trinidad & Tobago Ltd., 6%, 2022 (a)(n)	\$ 423,000	\$ 332,774
Entertainment 0.4%		
AMC Entertainment, Inc., 11%, 2016	\$ 1,895,000	\$ 1,620,225
Marquee Holdings, Inc., 9.505%, 2014	305,000	196,725
		\$ 1,816,950
Financial Institutions 1.1%		
GMAC Commercial Mortgage Securities, Inc., 6.875%, 2011 (z)	\$ 3,481,000	\$ 2,740,563
GMAC Commercial Mortgage Securities, Inc., 7%, 2012 (z)	625,000	456,044
GMAC Commercial Mortgage Securities, Inc., 8%, 2031 (z)	238,000	142,554

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ILFC E-Capital Trust I, 5.9% to 2010, FRN to 2065 (n)	2,500,000	787,425
International Lease Finance Corp., 5.625%, 2013	1,248,000	897,347

\$ 5,023,933

Food & Beverages 1.3%

Allied Domecq Financial Services PLC, 5.875%, 2009	EUR 125,000	\$ 159,906
ARAMARK Corp., 8.5%, 2015	\$ 800,000	778,000
B&G Foods, Inc., 8%, 2011	375,000	337,500
Dean Foods Co., 7%, 2016	2,235,000	2,067,375
Del Monte Corp., 6.75%, 2015	685,000	643,900
General Mills, Inc., 5.65%, 2012	350,000	362,777
Tyson Foods, Inc., 7.85%, 2016	1,520,000	1,249,131

\$ 5,598,589

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MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Bonds continued		
Food & Drug Stores 0.3%		
CVS Caremark Corp., 6.125%, 2016	\$ 1,300,000	\$ 1,322,391
Forest & Paper Products 1.4%		
Buckeye Technologies, Inc., 8.5%, 2013	\$ 725,000	\$ 638,000
Georgia-Pacific Corp., 7.125%, 2017 (n)	2,395,000	2,185,438
Georgia-Pacific Corp., 8%, 2024	200,000	146,000
Graphic Packaging International Corp., 9.5%, 2013	1,145,000	870,200
International Paper Co., 7.4%, 2014	1,500,000	1,261,464
Jefferson Smurfit Corp., 8.25%, 2012 (d)	940,000	103,400
Smurfit-Stone Container Corp., 8%, 2017 (d)	349,000	36,645
Stora Enso Oyj, 6.404%, 2016 (z)	1,580,000	1,015,651
UPM-Kymmene Corp., 6.125%, 2012	EUR 100,000	123,014
		\$ 6,379,812
Gaming & Lodging 2.8%		
Boyd Gaming Corp., 6.75%, 2014	\$ 2,390,000	\$ 1,589,350
Firekeepers Development Authority, 13.875%, 2015 (z)	205,000	137,350
Fontainebleau Las Vegas Holdings LLC, 11%, 2015 (n)	405,000	44,550
Harrah s Operating Co., Inc., 10.75%, 2016 (n)	2,365,000	555,775
Harrah s Operating Co., Inc., 10%, 2018 (z)	542,000	195,120
Host Hotels & Resorts, Inc., 7.125%, 2013	395,000	341,675
Host Hotels & Resorts, Inc., 6.75%, 2016	1,895,000	1,516,000
MGM Mirage, 8.375%, 2011	1,005,000	582,900
MGM Mirage, 6.75%, 2013	755,000	437,900
MGM Mirage, 5.875%, 2014	1,565,000	884,225
Pinnacle Entertainment, Inc., 8.75%, 2013	40,000	36,800
Pinnacle Entertainment, Inc., 7.5%, 2015	4,100,000	2,972,500
Scientific Games Corp., 6.25%, 2012	825,000	732,188
Starwood Hotels & Resorts Worldwide, Inc., 7.875%, 2012	1,150,000	1,000,500
Starwood Hotels & Resorts Worldwide, Inc., 6.75%, 2018	840,000	562,800
Station Casinos, Inc., 6%, 2012	1,080,000	205,200
Station Casinos, Inc., 6.5%, 2014	325,000	9,750
Station Casinos, Inc., 6.875%, 2016	1,450,000	43,500
Trump Entertainment Resorts Holdings, Inc., 8.5%, 2015 (d)	2,290,000	337,775
Wyndham Worldwide Corp., 6%, 2016	360,000	178,451
		\$ 12,364,309
Industrial 0.3%		
JohnsonDiversey, Inc., 9.625%, 2012	EUR 185,000	\$ 189,499
JohnsonDiversey, Inc., B , 9.625%, 2012	\$ 1,135,000	964,750
		\$ 1,154,249
Insurance 0.9%		
AIG SunAmerica Global Financing X, 6.9%, 2032 (n)	\$ 2,384,000	\$ 1,584,008
Allianz AG, 5.5% to 2014, FRN to 2049	EUR 140,000	122,344
ING Groep N.V., 5.775% to 2015, FRN to 2049	\$ 2,200,000	846,780

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Prudential Financial, Inc., 5.1%, 2014	1,985,000	1,641,934	
			\$ 4,195,066
Insurance - Property & Casualty 0.7%			
Fund American Cos., Inc., 5.875%, 2013	\$ 1,464,000	\$ 1,086,790	
USI Holdings Corp., FRN, 6.023%, 2014 (n)	1,495,000	710,125	
ZFS Finance USA Trust IV, 5.875% to 2012, FRN to 2032 (n)	500,000	185,215	
ZFS Finance USA Trust V, 6.5% to 2017, FRN to 2037 (n)	2,700,000	1,215,000	
			\$ 3,197,130
International Market Quasi-Sovereign 0.1%			
Canada Housing Trust, 4.6%, 2011 (n)	CAD 264,000	\$ 229,377	
Vattenfall Treasury AB, 6%, 2010	EUR 125,000	166,254	
			\$ 395,631

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MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Bonds continued		
International Market Sovereign 8.8%		
Federal Republic of Germany, 5.25%, 2010	EUR 2,591,000	\$ 3,491,487
Federal Republic of Germany, 3.75%, 2015	EUR 374,000	504,551
Federal Republic of Germany, 6.25%, 2030	EUR 1,035,000	1,699,931
Government of Australia, 6.25%, 2015	AUD 607,000	443,209
Government of Canada, 4.5%, 2015	CAD 678,000	618,740
Government of Canada, 5.75%, 2033	CAD 159,000	168,115
Government of Japan, 0.8%, 2010	JPY 119,000,000	1,336,411
Government of Japan, 1.5%, 2012	JPY 350,000,000	4,017,549
Government of Japan, 1.3%, 2014	JPY 144,000,000	1,645,498
Government of Japan, 1.7%, 2017	JPY 331,600,000	3,884,816
Government of Japan, 2.2%, 2027	JPY 319,200,000	3,740,330
Kingdom of Denmark, 4%, 2015	DKK 1,404,000	247,612
Kingdom of Netherlands, 3.75%, 2014	EUR 711,000	933,460
Kingdom of Spain, 5.35%, 2011	EUR 1,826,000	2,498,328
Kingdom of Sweden, 4.5%, 2015	SEK 1,750,000	231,178
Republic of Austria, 4.65%, 2018	EUR 1,764,000	2,350,890
Republic of France, 4.75%, 2012	EUR 510,000	703,997
Republic of France, 5%, 2016	EUR 854,000	1,207,007
Republic of France, 6%, 2025	EUR 343,000	529,885
Republic of France, 4.75%, 2035	EUR 1,407,000	1,947,590
Republic of Ireland, 4.6%, 2016	EUR 1,356,000	1,675,281
Republic of Italy, 4.75%, 2013	EUR 2,312,000	3,115,551
United Kingdom Treasury, 8%, 2015	GBP 483,000	889,178
United Kingdom Treasury, 8%, 2021	GBP 391,000	785,189
United Kingdom Treasury, 4.25%, 2036	GBP 539,000	751,710
		\$ 39,417,493
Machinery & Tools 0.2%		
Case New Holland, Inc., 7.125%, 2014	\$ 1,400,000	\$ 1,015,000
Major Banks 2.0%		
Bank of America Corp., 8% to 2018, FRN to 2059	\$ 885,000	\$ 468,740
Bank of Ireland, 7.4%, 2049	EUR 500,000	128,040
BNP Paribas, 5.186% to 2015, FRN to 2049 (n)	\$ 2,099,000	952,684
BNP Paribas Capital Trust III, 6.625% to 2011, FRN to 2049	EUR 100,000	72,983
JPMorgan Chase & Co., 7.9% to 2018, FRN to 2049	\$ 860,000	653,643
Morgan Stanley, 5.75%, 2016	668,000	577,229
Morgan Stanley Dean Witter, Inc., 6.6%, 2012	2,538,000	2,437,642
MUFG Capital Finance 1 Ltd., 6.346% to 2016, FRN to 2049	1,568,000	1,106,915
National Westminster Bank PLC, 6.625% to 2009, FRN to 2049	EUR 330,000	147,886
Natixis S.A., 10% to 2018, FRN to 2049 (n)	\$ 2,490,000	1,290,963
Royal Bank of Scotland Group PLC, 6.99% to 2017, FRN to 2049 (n)	230,000	64,385
SG Capital Trust I, 7.875% to 2010, FRN to 2049	EUR 300,000	192,060
UniCredito Luxembourg Finance S.A., 6%, 2017 (n)	\$ 990,000	782,479
Wells Fargo Capital XV, 9.75% to 2013, FRN to 2049	205,000	192,700
		\$ 9,068,349
Medical & Health Technology & Services 4.0%		

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Biomet, Inc., 10%, 2017	\$	415,000	\$	421,225
Biomet, Inc., 11.625%, 2017		925,000		860,250
Community Health Systems, Inc., 8.875%, 2015		2,430,000		2,338,875
Cooper Cos., Inc., 7.125%, 2015		1,020,000		867,000
DaVita, Inc., 6.625%, 2013		198,000		191,565
DaVita, Inc., 7.25%, 2015		1,631,000		1,573,915
Fresenius Medical Care AG & Co., 9%, 2015 (z)		610,000		613,050
HCA, Inc., 8.75%, 2010		1,220,000		1,198,650
HCA, Inc., 6.375%, 2015		195,000		136,500
HCA, Inc., 9.25%, 2016		3,770,000		3,600,350

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MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Bonds continued		
Medical & Health Technology & Services continued		
Hospira, Inc., 5.55%, 2012	\$ 360,000	\$ 346,864
Hospira, Inc., 6.05%, 2017	1,248,000	1,115,089
Owens & Minor, Inc., 6.35%, 2016	1,420,000	1,228,169
Psychiatric Solutions, Inc., 7.75%, 2015	1,085,000	889,700
U.S. Oncology, Inc., 10.75%, 2014	1,000,000	900,000
Universal Hospital Services, Inc., 8.5%, 2015 (p)	800,000	676,000
VWR Funding, Inc., 10.25%, 2015 (p)	1,200,000	888,000
		\$ 17,845,202
Metals & Mining 2.4%		
Arch Western Finance LLC, 6.75%, 2013	\$ 1,455,000	\$ 1,378,613
FMG Finance Ltd., 10.625%, 2016 (n)	2,405,000	1,563,250
Freeport-McMoRan Copper & Gold, Inc., 8.375%, 2017	3,140,000	2,606,200
Freeport-McMoRan Copper & Gold, Inc., FRN, 7.083%, 2015	195,000	138,450
International Steel Group, Inc., 6.5%, 2014	1,300,000	1,072,819
Peabody Energy Corp., 5.875%, 2016	1,970,000	1,773,000
Peabody Energy Corp., 7.375%, 2016	45,000	43,875
Rio Tinto Finance USA Ltd., 5.875%, 2013	1,220,000	1,073,262
Steel Dynamics, Inc., 7.375%, 2012	1,380,000	1,242,000
		\$ 10,891,469
Mortgage Backed 6.8%		
Fannie Mae, 6%, 2012 - 2037	\$ 6,887,043	\$ 7,111,271
Fannie Mae, 4.78%, 2015	689,457	694,340
Fannie Mae, 5.5%, 2021 - 2035	8,736,220	8,986,915
Fannie Mae, 5%, 2027 - 2035	4,767,640	4,850,820
Fannie Mae, 6.5%, 2031 - 2032	892,676	936,934
Freddie Mac, 6%, 2021 - 2038	7,495,890	7,743,437
Freddie Mac, 5%, 2024	170,184	172,416
		\$ 30,496,133
Natural Gas - Distribution 0.6%		
AmeriGas Partners LP, 7.25%, 2015	\$ 1,830,000	\$ 1,692,750
AmeriGas Partners LP, 7.125%, 2016	15,000	13,800
Inergy LP, 6.875%, 2014	870,000	752,550
		\$ 2,459,100
Natural Gas - Pipeline 2.8%		
Atlas Pipeline Partners LP, 8.125%, 2015	\$ 1,725,000	\$ 1,173,000
Atlas Pipeline Partners LP, 8.75%, 2018	375,000	247,500
CenterPoint Energy, Inc., 7.875%, 2013	1,250,000	1,241,668
Deutsche Bank (El Paso Performance-Linked Trust, CLN), 7.75%, 2011 (n)	2,935,000	2,810,263
El Paso Corp., 7.25%, 2018	1,315,000	1,203,225
El Paso Corp., 7.75%, 2032	299,000	231,725
Kinder Morgan Energy Partners LP, 5.125%, 2014	1,147,000	1,077,081

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Spectra Energy Capital LLC, 8%, 2019	691,000	686,495
TransCapitalInvest Ltd., 5.67%, 2014	2,657,000	1,992,219
Williams Cos., Inc., 8.75%, 2032	1,431,000	1,309,365
Williams Partners LP, 7.25%, 2017	570,000	507,300

\$ 12,479,841

Network & Telecom 3.2%

BellSouth Corp., 6.55%, 2034	\$ 3,213,000	\$ 3,241,290
Cincinnati Bell, Inc., 8.375%, 2014	750,000	671,250
Citizens Communications Co., 9.25%, 2011	1,285,000	1,294,638
Citizens Communications Co., 9%, 2031	870,000	648,150
Deutsche Telekom International Finance B.V., 8.125%, 2012	EUR 130,000	180,918
Nordic Telephone Co. Holdings, 8.875%, 2016 (n)	\$ 715,000	579,150
Qwest Communications International, Inc., 7.25%, 2011	385,000	363,825

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MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Bonds continued		
Network & Telecom continued		
Qwest Communications International, Inc., 7.25%, 2011	\$ 665,000	\$ 615,125
Qwest Corp., 7.875%, 2011	295,000	292,050
Qwest Corp., 8.875%, 2012	2,450,000	2,437,750
Telefonica Europe B.V., 7.75%, 2010	1,500,000	1,585,668
TELUS Corp., 8%, 2011	1,309,000	1,344,490
Windstream Corp., 8.625%, 2016	850,000	837,250
		\$ 14,091,554
Oil Services 0.5%		
KazMunaiGaz Finance B.V., 8.375%, 2013	\$ 1,268,000	\$ 1,027,080
KazMunaiGaz Finance B.V., 8.375%, 2013 (n)	1,009,000	817,290
KazMunaiGaz Finance B.V., 9.125%, 2018 (n)	713,000	513,360
		\$ 2,357,730
Oils 0.5%		
Premcor Refining Group, Inc., 7.5%, 2015	\$ 2,575,000	\$ 2,432,525
Other Banks & Diversified Financials 1.5%		
Alfa Diversified Payment Rights Finance Co. S.A., FRN, 3.896%, 2011 (n)	\$ 859,800	\$ 558,870
Banco Mercantil del Norte S.A., 5.875% to 2009, FRN to 2014 (n)	655,000	655,000
Bosphorus Financial Services Ltd., FRN, 3.948%, 2012	1,625,000	1,387,854
Export-Import Bank Of Korea, 8.125%, 2014	885,000	892,567
Fortis Capital Co., 6.25% to 2009, FRN to 2049	EUR 155,000	87,323
Resona Bank Ltd., 5.85% to 2016, FRN to 2049 (n)	\$ 626,000	334,892
RSHB Capital S.A., 7.125%, 2014	2,257,000	1,715,320
Woori Bank, 6.125% to 2011, FRN to 2016 (n)	1,510,000	1,040,849
		\$ 6,672,675
Pollution Control 0.1%		
Allied Waste North America, Inc., 7.125%, 2016	\$ 625,000	\$ 609,375
Precious Metals & Minerals 0.3%		
Alrosa Finance S.A., 8.875%, 2014	\$ 1,770,000	\$ 1,234,575
Printing & Publishing 0.5%		
American Media Operations, Inc., 9%, 2013 (p)(z)	\$ 27,869	\$ 16,721
American Media Operations, Inc., 14%, 2013 (p)(z)	287,403	143,702
Bertelsmann U.S. Finance, Inc., 4.625%, 2010	EUR 148,000	190,578
Dex Media West LLC, 9.875%, 2013	\$ 1,569,000	455,010
Idearc, Inc., 8%, 2016	499,000	15,594
Nielsen Finance LLC, 10%, 2014	1,585,000	1,402,725
		\$ 2,224,330
Real Estate 0.4%		

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HRPT Properties Trust, REIT, 6.25%, 2016	\$ 663,000	\$ 407,634
Simon Property Group, Inc., REIT, 4.6%, 2010	1,375,000	1,272,909

\$ 1,680,543

Restaurants 0.4%

YUM! Brands, Inc., 8.875%, 2011	\$ 1,590,000	\$ 1,676,211
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Retailers 0.5%

Couche-Tard, Inc., 7.5%, 2013	\$ 715,000	\$ 664,950
Home Depot, Inc., 5.875%, 2036	846,000	633,042
Macy's Retail Holdings, Inc., 5.35%, 2012	300,000	239,690
Rite Aid Corp., 9.5%, 2017	465,000	132,525
Sally Beauty Holdings, Inc., 10.5%, 2016	770,000	635,250

\$ 2,305,457

Specialty Stores 0.2%

GSC Holdings Corp., 8%, 2012	\$ 440,000	\$ 435,600
LVMH Moet Hennessy Louis Vuitton S.A., 4.625%, 2011	EUR 125,000	161,443

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MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Bonds continued		
Specialty Stores continued		
Payless ShoeSource, Inc., 8.25%, 2013	\$ 255,000	\$ 216,750
		\$ 813,793
Steel 0.4%		
Evraz Group S.A., 8.875%, 2013	\$ 2,471,000	\$ 1,532,020
Steel Capital S.A., 9.75%, 2013 (n)	623,000	373,800
		\$ 1,905,820
Supermarkets 0.3%		
Delhaize America, Inc., 9%, 2031	\$ 983,000	\$ 1,125,816
Supranational 0.5%		
Central American Bank, 4.875%, 2012 (n)	\$ 521,000	\$ 534,390
European Investment Bank, 5.125%, 2017	1,500,000	1,646,873
		\$ 2,181,263
Telecommunications - Wireless 2.4%		
Alltel Corp., 7%, 2012	\$ 564,000	\$ 580,920
Crown Castle International Corp., 9%, 2015	830,000	803,025
MetroPCS Wireless, Inc., 9.25%, 2014	1,195,000	1,106,869
Mobile TeleSystems Finance S.A., 8.375%, 2010	1,221,000	1,181,318
Rogers Cable, Inc., 5.5%, 2014	1,975,000	1,904,846
Rogers Wireless, Inc., 7.5%, 2015	980,000	996,927
Sprint Nextel Corp., 8.375%, 2012	810,000	648,000
Sprint Nextel Corp., FRN, 1.866%, 2010	1,790,000	1,530,432
Vimpel-Communications, 8.375%, 2013 (n)	570,000	416,100
VIP Finance Ireland Ltd., 8.375%, 2013	1,273,000	929,290
Vodafone Group PLC, 5.625%, 2017	276,000	268,692
Wind Acquisition Finance S.A., 10.75%, 2015 (z)	602,000	535,780
		\$ 10,902,199
Telephone Services 0.4%		
Embarq Corp., 7.082%, 2016	\$ 1,760,000	\$ 1,566,400
Tobacco 0.9%		
Altria Group, Inc., 9.7%, 2018	\$ 1,370,000	\$ 1,499,201
Reynolds American, Inc., 6.75%, 2017	3,016,000	2,637,076
		\$ 4,136,277
Transportation - Services 0.5%		
Hertz Corp., 8.875%, 2014	\$ 2,605,000	\$ 1,699,763
Westinghouse Air Brake Technologies Corp., 6.875%, 2013	795,000	719,475

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\$ 2,419,238

U.S. Treasury Obligations 3.1%		
U.S. Treasury Bonds, 5.375%, 2031	\$ 3,386,000	\$ 4,108,701
U.S. Treasury Bonds, 4.5%, 2036 (f)	8,628,000	9,781,995

\$ 13,890,696

Utilities - Electric Power 7.3%		
AES Corp., 8%, 2017	\$ 1,875,000	\$ 1,762,500
Allegheny Energy Supply Co. LLC, 8.25%, 2012 (n)	805,000	807,013
Beaver Valley Funding Corp., 9%, 2017	2,319,000	2,211,793
CenterPoint Energy, Inc., 6.5%, 2018	600,000	503,982
Centrais Eletricas Brasileiras S.A., 7.75%, 2015	1,202,000	1,226,040
Dynegy Holdings, Inc., 7.5%, 2015	1,395,000	1,109,025
Edison Mission Energy, 7%, 2017	2,005,000	1,864,650
EDP Finance B.V., 6%, 2018 (n)	1,340,000	1,167,007
EEB International Ltd., 8.75%, 2014 (n)	861,000	826,560
Enersis S.A., 7.375%, 2014	357,000	364,553
Exelon Generation Co. LLC, 6.95%, 2011	2,506,000	2,497,429

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MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Bonds continued		
Utilities - Electric Power continued		
HQI Transelec Chile S.A., 7.875%, 2011	\$ 883,000	\$ 880,234
ISA Capital do Brasil S.A., 7.875%, 2012 (n)	251,000	245,980
ISA Capital do Brasil S.A., 7.875%, 2012	1,230,000	1,205,400
Mirant Americas Generation LLC, 8.3%, 2011	200,000	196,500
Mirant North America LLC, 7.375%, 2013	2,300,000	2,219,500
NiSource Finance Corp., 7.875%, 2010	1,155,000	1,097,725
NorthWestern Corp., 5.875%, 2014	1,695,000	1,521,125
NRG Energy, Inc., 7.375%, 2016	3,815,000	3,633,788
Reliant Energy, Inc., 7.875%, 2017	578,000	468,180
System Energy Resources, Inc., 5.129%, 2014 (z)	1,572,375	1,439,682
Taq Abu Dhabi National Energy Co., 6.6%, 2013 (n)	1,243,000	1,221,210
Texas Competitive Electric Holdings, LLC, 10.5%, 2015	3,550,000	2,627,000
Waterford 3 Funding Corp., 8.09%, 2017	1,685,897	1,656,141
		\$ 32,753,017
Total Bonds		\$ 418,118,711
Floating Rate Loans 3.2% (g)(r)		
Aerospace 0.3%		
Hawker Beechcraft Acquisition Co. LLC, Letter of Credit, 3.45%, 2014	\$ 124,488	\$ 67,431
Hawker Beechcraft Acquisition Co. LLC, Term Loan, 2.75%, 2014	2,311,634	1,252,136
		\$ 1,319,567
Automotive 0.4%		
Accuride Corp., Term Loan B, 3.93%, 2012	\$ 62,041	\$ 43,473
Allison Transmission, Inc., Term Loan B, 3.16%, 2014	763,150	491,141
Federal-Mogul Corp., Term Loan B, 2.36%, 2015	493,013	231,716
Ford Motor Co., Term Loan B, 5%, 2013	915,695	328,887
General Motors, Term Loan B, 2.78%, 2013 (o)	717,406	312,071
Goodyear Tire & Rubber Co., Second Lien Term Loan, 2.14%, 2014	713,967	518,221
		\$ 1,925,509
Broadcasting 0.0%		
Gray Television, Inc., 2014 (o)	\$ 336,491	\$ 142,448
Building 0.1%		
Building Materials Holding Corp., Term Loan, 2014 (o)	\$ 387,216	\$ 247,542
Business Services 0.2%		
First Data Corp., Term Loan B-1, 3.14%, 2014	\$ 1,623,329	\$ 1,023,915
Cable TV 0.3%		
Charter Communications Operating LLC, Term Loan, 3.44%, 2014	\$ 1,206,383	\$ 918,496
CSC Holdings, Inc., Incremental Term Loan, 2.08%, 2013	490,967	441,052

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\$ 1,359,548

Consumer Goods & Services 0.1%		
KAR Holdings, Inc., Term Loan B, 2013 (o)	\$ 474,051	\$ 314,296
Electronics 0.0%		
Freescale Semiconductor, Inc., Term Loan B, 3.93%, 2013	\$ 209,808	\$ 105,662
Forest & Paper Products 0.0%		
Abitibi-Consolidated, Inc., Term Loan, 11.5%, 2009	\$ 183,332	\$ 132,458
Industrial 0.0%		
Oshkosh Truck Corp., Term Loan B, 2013 (o)	\$ 188,815	\$ 129,023
Medical & Health Technology & Services 0.4%		
Community Health Systems, Inc., 2.94%, 2014	\$ 53,857	\$ 45,529
Community Health Systems, Inc., Term Loan B, 4.44%, 2014	1,053,055	890,226
HCA, Inc., Term Loan B, 3.7%, 2012	854,599	704,559
		\$ 1,640,314

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MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

Issuer	Shares/Par	Value (\$)
Floating Rate Loans (g)(r) continued		
Printing & Publishing 0.4%		
Nielsen Finance LLC, Term Loan B, 3.88%, 2013	\$ 1,974,206	\$ 1,564,558
Specialty Chemicals 0.1%		
Lyondell Basell, Term Loan B-2, 2014 (o)	\$ 498,544	\$ 114,665
Lyondell Chemical Co., Term Loan B-2, 7%, 2014 (o)	788,530	252,330
		\$ 366,995
Specialty Stores 0.0%		
Michaels Stores, Inc., Term Loan B, 2.76%, 2013	\$ 142,548	\$ 85,600
Utilities - Electric Power 0.9%		
Calpine Corp., DIP Term Loan, 4.33%, 2009	\$ 1,529,579	\$ 1,172,358
NRG Energy, Inc., Letter of Credit, 2.95%, 2013	474,939	437,699
NRG Energy, Inc., Term Loan, 2.66%, 2013	965,489	889,786
Texas Competitive Electric Holdings Co. LLC, Term Loan B-3, 3.9%, 2014	2,152,166	1,495,217
		\$ 3,995,060
Total Floating Rate Loans		\$ 14,352,495
Preferred Stocks 0.0%		
Automotive 0.0%		
Preferred Blocker, Inc., 7% (z)	371	\$ 92,588
Common Stocks 0.0%		
Printing & Publishing 0.0%		
American Media, Inc. (a)	5,455	\$ 11,674
Golden Books Family Entertainment, Inc. (a)	19,975	0
Total Common Stocks		\$ 11,674
Rights 0.0%		
Emerging Market Sovereign 0.0%		
Banco Central del Uruguay, Value Recovery Rights, Expiring January 2021 (a)	1,250,000	\$ 0
Money Market Funds (v) 1.3%		
MFS Institutional Money Market Portfolio, 0.44%, at Net Asset Value	5,536,465	\$ 5,536,465
Total Investments		\$ 438,111,933
Other Assets, Less Liabilities 2.0%		9,006,079
Net Assets 100.0%		\$ 447,118,012

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- (a) Non-income producing security.
- (d) Non-income producing security - in default.
- (f) All or a portion of the security has been segregated as collateral for open futures contracts.
- (g) The rate shown represents a weighted average coupon rate on settled positions at period end, unless otherwise indicated.
- (i) Interest only security for which the trust receives interest on notional principal (Par amount). Par amount shown is the notional principal and does not reflect the cost of the security.
- (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 \$44,324,714, representing 9.9% of net assets.
- (o) All or a portion of this position has not settled. Upon settlement date, interest rates for unsettled amounts will be determined. The rate shown represents the weighted average coupon rate for settled amounts.
- (p) Payment-in-kind security.
- (r) Remaining maturities of floating rate loans may be less than stated maturities shown as a result of contractual or optional prepayments by the borrower. Such prepayments cannot be predicted with certainty. These loans may be subject to restrictions on resale. Floating rate loans generally have rates of interest which are determined periodically by reference to a base lending rate plus a premium.
- (v) Underlying 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.
- (z) Restricted securities are not registered under the Securities Act of 1933 and are subject to legal restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are subsequently registered. Disposal of these securities may involve time-consuming negotiations and prompt sale at an acceptable price may be difficult. The fund holds the following restricted securities:

MFS Multimarket Income Trust

PORTFOLIO OF INVESTMENTS (Unaudited) 1/31/09 - continued

	Acquisition Date	Cost	Current Market Value
Restricted Securities			
American Media Operations, Inc., 9%, 2013	1/29/09	\$ 16,721	\$ 16,721
American Media Operations, Inc., 14%, 2013	1/22/07	143,772	143,702
Bayview Financial Revolving Mortgage Loan Trust, FRN, 1.208%, 2040	3/01/06	4,000,000	2,480,000
CSC Holdings, Inc., 8.5%, 2014	1/08/09	284,700	314,400
Corporación Nacional del Cobre de Chile, 7.5%, 2019	1/20/09	299,598	307,657
DLJ Commercial Mortgage Corp., 6.04%, 2031	7/23/04	1,969,453	1,721,486
Falcon Franchise Loan LLC, FRN, 3.721%, 2025	1/29/03	732,611	453,005
Firekeepers Development Authority, 13.875%, 2015	4/22/08	201,449	137,350
Fresenius Medical Care AG & Co., 9%, 2015	1/15/09 - 1/16/09	601,579	613,050
GMAC Commercial Mortgage Securities, Inc., 6.875%, 2011	12/26/08 - 1/31/09	2,744,627	2,740,563
GMAC Commercial Mortgage Securities, Inc., 7%, 2012	1/23/09	441,387	456,044
GMAC Commercial Mortgage Securities, Inc., 8%, 2031	12/26/08	141,522	142,554
GMAC Commercial Mortgage Securities, Inc., FRN, 6.02%, 2033	11/17/00	2,391,438	1,955,907
Harrah's Operating Co., Inc., 10%, 2018	1/30/08 - 10/03/08	515,130	195,120
JPMorgan Chase Bank (Federative Republic of Brazil, CLN), 10%, 2012	7/10/06	41,062	41,022
JPMorgan Chase Bank (Federative Republic of Brazil, CLN), 10%, 2012	9/05/06	42,914	41,022
JPMorgan Chase Bank (Federative Republic of Brazil, CLN), 10%, 2012	9/21/06	41,529	41,022
Local TV Finance LLC, 9.25%, 2015	11/09/07 - 9/08/08	585,258	73,963
Nationslink Funding Corp., 5%, 2031	3/07/08	1,480,426	1,493,021
PNC Mortgage Acceptance Corp., FRN, 7.1%, 2032	3/25/08	2,490,000	2,118,241
Petrohawk Energy Corp., 10.5%, 2014	1/22/09	365,178	381,000
Preferred Blocker, Inc., 7%	12/26/08	285,670	92,588
Prudential Securities Secured Financing Corp., FRN, 7.276%, 2013	12/06/04	2,865,414	1,019,839
Stora Enso Oyj, 6.404%, 2016	4/10/06	1,577,513	1,015,651
System Energy Resources, Inc., 5.129%, 2014	4/16/04	1,572,375	1,439,682
Wind Acquisition Finance S.A., 10.75%, 2015	3/19/08	603,505	535,780
Total Restricted Securities			\$ 19,970,390
% of Net Assets			4.5%

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

CDO	Collateralized Debt Obligation
CLN	Credit-Linked Note
DIP	Debtor-in-Possession
FRN	Floating Rate Note. Interest rate resets periodically and may not be the rate reported at period end.
REIT	Real Estate Investment Trust

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:

AUD	Australian Dollar
BRL	Brazilian Real
CAD	Canadian Dollar
DKK	Danish Krone
EUR	Euro
GBP	British Pound

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JPY Japanese Yen
SEK Swedish Krona

See attached supplemental information. For more information see notes to financial statements as disclosed in the most recent semiannual or annual report.

MFS Multimarket Income Trust**Supplemental Information (Unaudited) 1/31/09****(1) Fair Value Disclosure**

The fund adopted FASB Statement No. 157, Fair Value Measurements (the Statement). This Statement provides a single definition of fair value, a hierarchy for measuring fair value and expanded disclosures about fair value measurements.

Various inputs are used in determining the value of the fund's assets or liabilities carried at market value. These inputs are categorized into three broad levels. Level 1 includes 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. Other financial instruments are derivative instruments not reflected in total investments, such as futures, forwards, swap contracts, and written options. The following is a summary of the levels used as of January 31, 2009 in valuing the fund's assets or liabilities carried at market value:

	Level 1	Level 2	Level 3	Total
Investments in Securities	\$ 5,536,465	\$ 432,563,794	\$ 11,674	\$ 438,111,933
Other Financial Instruments	\$ 593,522	\$ 3,049,316	\$	\$ 3,642,838

Following is a reconciliation of Level 3 assets for which significant unobservable inputs were used to determine fair value. The table presents the activity of Level 3 securities held at the beginning and the end of the period.

	Investments in Securities	Other Financial Instruments
Balance as of 10/31/08	\$	\$
Accrued discounts/premiums		
Realized gain (loss)		
Change in unrealized appreciation		
Net purchases (sales)	11,674	
Transfers in and/or out of Level 3		
Balance as of 01/31/09	\$ 11,674	\$

(2) Portfolio Securities

The cost and unrealized appreciation and depreciation in the value of the investments owned by the fund, as computed on a federal income tax basis, are as follows:

Aggregate Cost	\$ 503,549,468
Gross unrealized appreciation	\$ 12,639,515
Gross unrealized depreciation	(78,077,050)
Net unrealized appreciation (depreciation)	\$ (65,437,535)

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

MFS Multimarket Income Trust

Supplemental Information (Unaudited) 1/31/09 - continued

(3) Derivative Contracts at 1/31/09

Forward Foreign Currency Exchange Contracts at 1/31/09

Type	Currency	Contracts to Deliver/Receive	Settlement Date Range	In Exchange For	Contracts at Value	Net Unrealized Appreciation (Depreciation)
Appreciation						
SELL	AUD	611,485	3/06/09	\$ 416,987	\$ 387,623	\$ 29,364
SELL	CAD	1,157,948	2/19/09	965,721	944,132	21,589
SELL	DKK	1,344,019	3/06/09	249,183	230,470	18,713
SELL	EUR	34,723,839	2/19/09	49,630,112	44,449,486	5,180,626
SELL	GBP	2,620,325	2/17/09	3,894,739	3,796,536	98,203
BUY	JPY	637,139,816	2/17/09	7,036,409	7,094,107	57,698
SELL	SEK	1,764,899	2/27/09	221,248	210,862	10,386
						\$ 5,416,579
Depreciation						
SELL	BRL	396,750	2/25/09	\$ 166,912	\$ 169,805	\$ (2,893)
BUY	EUR	13,518,334	2/18/09 - 2/19/09	19,221,421	17,304,627	(1,916,794)
BUY	GBP	846,751	2/17/09	1,294,293	1,226,841	(67,452)
SELL	JPY	1,967,414,211	2/17/09 - 2/18/09	21,646,212	21,905,786	(259,574)
						\$ (2,246,713)

Futures contracts outstanding at 1/31/09

Description	Contracts	Value	Expiration Date	Unrealized Appreciation (Depreciation)
U.S. Treasury Note 10 yr (Long)	91	\$ 11,163,141	Mar-09	\$ 478,853
U.S. Treasury Note (Long)	50	6,335,156	Mar-09	114,669
				\$ 593,522

Swap Agreements at 1/31/09

Expiration	Notional Amount	Counterparty	Cash Flows to Receive	Cash Flows to Pay	Value
Credit Default Swaps					
6/20/09	USD 300,000	JP Morgan Chase Bank	4.10% (fixed rate)	(1)	\$ (149,838)
6/20/13	USD 1,110,000	Morgan Stanley Capital Services, Inc.	(2)	1.48% (fixed rate)	29,288
					\$ (120,550)

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(1) Fund, as protection seller, to pay notional amount upon a defined credit event by Abitibi Consolidated, 8.375%, 4/01/15, a Ca rated bond. The fund entered into the contract to gain issuer exposure.

(2) Fund, as protection buyer, to receive notional amount upon a defined credit event by Weyerhaeuser Co., 7.125%, 7/15/23.

The credit ratings presented here are an indicator of the current payment/performance risk of the related swap, the reference obligation for which may be either a single security or, in case of a credit default index, a basket of securities issued by corporate or sovereign issuers. Each reference security, including each individual security within a reference basket of securities, is assigned a rating from Moody's Investor Service. If not rated by Moody's, the rating will be that assigned by Standard & Poor's. Likewise, if not assigned by Standard & Poor's, it will be based on the rating assigned by Fitch, Inc. The ratings for a credit default index are calculated by MFS as a weighted average of the external credit ratings of the individual securities that compose the index's reference basket of securities.

MFS Multimarket Income Trust**Supplemental Information (Unaudited) 1/31/09 - continued**

In a credit default swap, credit events, although contract specific, generally consist of a combination of the following: bankruptcy, failure to pay, restructuring, obligation acceleration, obligation default, or repudiation/moratorium, each as defined in the 2003 ISDA Credit Derivatives Definitions as amended by the relevant contract. Obligation acceleration, obligation default, or repudiation/moratorium are generally applicable when the reference obligation is issued by a sovereign entity or an entity in an emerging country. In the event that a defined credit event occurs, the protection buyer, under the terms of the swap contract, designates which security will be delivered to satisfy the reference obligation. Upon designation of the reference security (or upon delivery of the reference security in the case of physical settlement), the difference between the value of the reference obligation and the swap's notional amount is recorded as realized gain or loss on swap transactions in the Statement of Operations. Absent any recoveries under recourse or collateral provisions, the maximum amount of future, undiscounted payments that the fund, as protection seller, could be required to make is equal to the swap's notional amount. The protection seller's payment obligation would be offset to the extent of the value of the contract's reference obligation.

At January 31, 2009, the fund had sufficient cash and/or other liquid securities to cover any commitments under these derivative contracts.

(4) Transactions in Underlying 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 transactions in securities which the fund assumes to be affiliated issuers during the three months ended January 31, 2009, is set forth below:

Underlying Funds	Beginning Shares/Par Amount	Acquisitions Shares/Par Amount	Dispositions Shares/Par Amount	Ending Shares/Par Amount
MFS Institutional Money Market Portfolio		15,640,201	10,103,736	5,536,465

Underlying Funds	Realized Gain (Loss)	Capital Gain Distributions	Dividend Income	Ending Value
MFS Institutional Money Market Portfolio	\$	\$	\$ 1,958	\$ 5,536,465

(5) Country Weightings

Country weighting percentages of portfolio holdings based on total net assets as of January 31, 2009, are as follows:

United States	70.1%
Japan	3.6%
Russia	2.9%
Brazil	2.2%
United Kingdom	1.8%
Germany	1.7%
France	1.7%
Canada	1.6%
Mexico	1.4%
Other Countries	13.0%

The country weighting percentages include both accrued interest amounts and the equivalent exposure from any derivative holdings, if applicable.

ITEM 2. CONTROLS AND PROCEDURES.

- (a) Based upon their evaluation of the effectiveness of the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940 (the "Act")) as conducted within 90 days of the filing date of this Form N-Q, the registrant's principal financial officer and principal executive officer have concluded that those disclosure controls and procedures provide reasonable assurance that the material information required to be disclosed by the registrant on this report is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

- (b) There were no changes in the registrant's internal controls over financial reporting (as defined in Rule 30a-3(d) under the Act) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

ITEM 3. EXHIBITS.

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the Act (17 CFR 270.30a-2): Attached hereto.

Notice

A copy of the Amended and Restated Declaration of Trust, as amended, of the Registrant is on file with the Secretary of State of The Commonwealth of Massachusetts and notice is hereby given that this instrument is executed on behalf of the Registrant by an officer of the Registrant as an officer and not individually and the obligations of or arising out of this instrument are not binding upon any of the Trustees or shareholders individually, but are binding only upon the assets and property of the respective constituent series of the Registrant.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Registrant: MFS MULTIMARKET INCOME TRUST

By (Signature and Title)* MARIA F. DWYER
Maria F. Dwyer, President

Date: March 18, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)* MARIA F. DWYER
Maria F. Dwyer, President
(Principal Executive Officer)

Date: March 18, 2009

By (Signature and Title)* JOHN M. CORCORAN
John M. Corcoran, Treasurer
(Principal Financial Officer
and Accounting Officer)

Date: March 18, 2009

* Print name and title of each signing officer under his or her signature.