

Invesco Value Municipal Trust  
Form N-8A/A  
May 07, 2012

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM N-8A**

**NOTIFICATION OF REGISTRATION FILED PURSUANT TO SECTION 8(a) OF THE INVESTMENT COMPANY ACT OF 1940**

The undersigned investment company hereby notifies the Securities and Exchange Commission that it registers under and pursuant to the provisions of Section 8(a) of the Investment Company Act of 1940 and in connection with such notification of registration submits the following information:

Name: Invesco Value Municipal Trust

Address of Principal Business Office (No. & Street, City, State, Zip Code):

1555 Peachtree Street, N.E.

Atlanta, GA 30309

Telephone Number (including area code): (713) 626-1919

Name and address of agent for service of process:

John M. Zerr, Esquire

Invesco Advisers, Inc.

11 Greenway Plaza, Suite 2500

Houston, Texas 77046-1173

With copies of Notices and Communications to:

Matthew R. DiClemente, Esquire

Stradley Ronon Stevens & Young, LLP

2005 Market Street, Suite 2600

Philadelphia, PA 19103

Registrant is filing a Registration Statement pursuant to Section 8(b) of the Investment Company Act of 1940 concurrently with the filing of Form N-8A:

YES  NO

**Item 1.** Exact name of registrant.

Invesco Value Municipal Trust

**Item 2.** Name of state under the laws of which registrant was organized or created and the date of such organization or creation.

The Registrant is a Massachusetts business trust. The Registrant filed a declaration of trust with the Secretary of the Commonwealth of Massachusetts, which was declared effective on October 2, 1991.

**Item 3.** Form of organization of registrant.

Massachusetts business trust.

**Item 4.** Classification of registrant.

Management company.

**Item 5.**

(a) The Registrant is a closed-end management company.



(b) The Registrant is registered as a diversified investment company for purposes of the Investment Company Act of 1940, as amended.

**Item 6. Name and address of each investment adviser of registrant.**

Invesco Advisers, Inc.  
1555 Peachtree Street, N.E.  
Atlanta, GA 30309

Invesco Asset Management Deutschland GmbH  
An der Welle 5, 1st Floor  
Frankfurt, Germany 60322

Invesco Asset Management Limited  
30 Finsbury Square  
London, United Kingdom  
EC2A 1AG  
ENGLAND

Invesco Asset Management (Japan) Limited  
25th Floor, Shiroyama Trust Tower  
3-1, Toranoman 4-chome, Minato-Ku  
Tokyo, Japan 105-6025

Invesco Australia Limited  
333 Collins Street, Level 26  
Melbourne Victoria 3000, Australia

Invesco Hong Kong Limited  
32nd Floor  
Three Pacific Place  
1 Queen's Road East  
Hong Kong

Invesco Senior Secured Management, Inc.  
1166 Avenue of the Americas, 27th Floor  
New York, NY 10036

Invesco Canada Ltd.  
5140 Yonge Street  
Suite 900  
Toronto, ON, M2N 6X7

**Item 7. Name and address of each officer and trustee of the registrant.**

<b>Name and Address</b>	<b>Principal Occupation(s) During Past 5 Years</b>
Martin L. Flanagan 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee

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Philip A. Taylor  
1555 Peachtree Street, N.E.  
Atlanta, GA 30309

Trustee, President and Principal Executive Officer

Wayne W. Whalen  
1555 Peachtree Street, N.E.  
Atlanta, GA 30309

Trustee

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<b>Name and Address</b>	<b>Principal Occupation(s) During Past 5 Years</b>
Bruce L. Crockett 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee and Chair
David C. Arch 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Frank S. Bayley 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
James T. Bunch 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Rodney F. Dammeyer 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Albert R. Dowden 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Jack M. Fields 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Carl Frischling 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Prema Mathai-Davis 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Larry Soll 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Hugo F. Sonnenschein 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee
Raymond Stickel, Jr. 1555 Peachtree Street, N.E. Atlanta, GA 30309	Trustee

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Russell C. Burk  
1555 Peachtree Street, N.E.  
Atlanta, GA 30309

Senior Vice President and Senior Officer

John M. Zerr  
1555 Peachtree Street, N.E.  
Atlanta, GA 30309

Senior Vice President, Chief Legal Officer and Secretary

Sheri Morris  
1555 Peachtree Street, N.E.  
Atlanta, GA 30309

Vice President, Treasurer and Principal Financial Officer

Karen Dunn Kelley  
1555 Peachtree Street, N.E.  
Atlanta, GA 30309

Vice President

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<b>Name and Address</b>	<b>Principal Occupation(s) During Past 5 Years</b>
Yinka Akinsola 1555 Peachtree Street, N.E. Atlanta, GA 30309	Anti-Money Laundering Compliance Officer

Todd L. Spillane 1555 Peachtree Street, N.E. Atlanta, GA 30309	Chief Compliance Officer
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**Item 8.** Not applicable.

**Item 9.**

(a) No. Registrant is not currently issuing and offering its securities directly to the public.

(b) Not applicable.

(c) No. Registrant does not intend to make a public offering at an undetermined time in the future.

(d) Yes. Registrant currently has outstanding and issued securities.

(e) The number of beneficial owners of Registrant's outstanding securities is 107. The following entities own 10 percent or more of the Registrant's outstanding voting securities:

Common stock:

First Trust Portfolios L.P., First Trust Advisors L.P. and The Charger Corporation (jointly)

Auction Rate Preferred Shares:

Brigade Leveraged Capital Structures Fund Ltd., Brigade Capital Management, LLC and Donald E. Morgan, III (jointly)

Bank of America Corporation, Bank of America, N.A. and Blue Ridge Investments, L.L.C. (jointly)

**Item 10.** The total assets of the Registrant were \$394,285,087.

**Item 11.** The Registrant has not applied and does not intend to apply for a license to operate as a small business investment company.

**Item 12.** Please find attached as an exhibit to this amended Form N-8A, Registrant's annual report for the period ended February 29, 2012.

**SIGNATURES**

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has caused this notification of registration to be duly signed on behalf of the registrant in the city of Houston and the state of Texas on the 7th day of May, 2012.

Invesco Value Municipal Trust

By: /s/ John M. Zerr  
John M. Zerr, Senior Vice President,  
Chief  
Legal Officer and Secretary

Attest: /s/ Peter Davidson

Peter Davidson