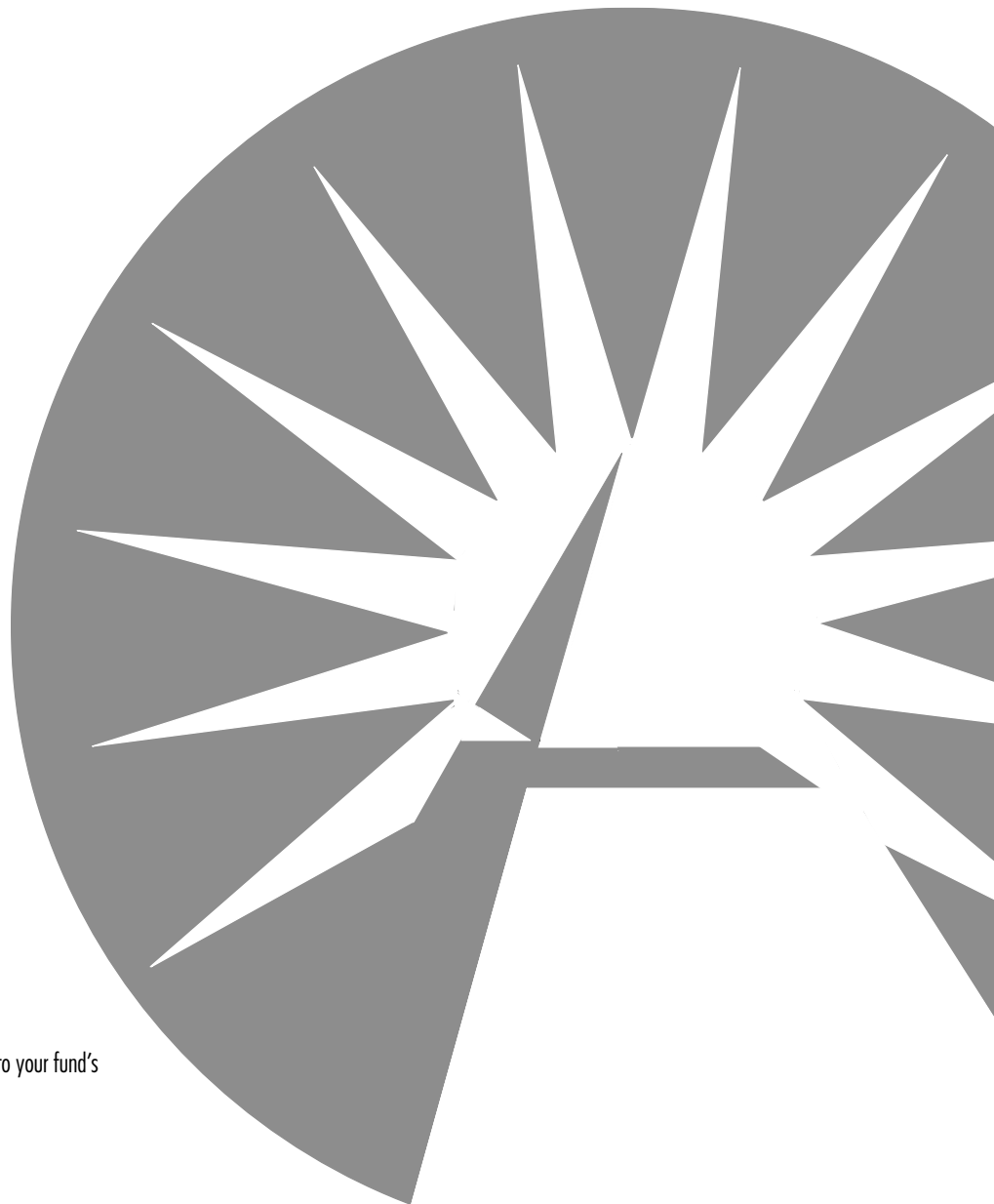


Fidelity® Variable Insurance Products:

Overseas Portfolio

Annual Report
December 31, 2019



See the inside front cover for important information about access to your fund's shareholder reports.



Beginning on January 1, 2021, as permitted by regulations adopted by the Securities and Exchange Commission, and if your insurance carrier elects to participate, you may not be receiving paper copies of the Fund's shareholder reports from the insurance company that offers your variable insurance product unless you specifically request paper copies from your financial professional or the administrator of your variable insurance product. Instead, the reports will be made available on a website, and you will be notified by mail each time a report is posted and provided with a website link to access the report.

If you already elected to receive shareholder reports electronically, you will not be affected by this change and you need not take any action. You may elect to receive shareholder reports and other communications from the Fund electronically, by contacting your financial professional or the administrator of your variable insurance product. If you own a Fidelity-administered variable insurance product, please visit [fidelity.com/mailpreferences](https://www.fidelity.com/mailpreferences) to make your election or call 1-800-343-3548.

You may elect to receive all future reports in paper free of charge. If you wish to continue receiving paper copies of your shareholder reports, you may contact your financial professional or the administrator of your variable insurance product. If you own a Fidelity-administered variable insurance product, please visit [fidelity.com/mailpreferences](https://www.fidelity.com/mailpreferences) to make your election or call 1-800-343-3548. Your election to receive reports in paper will apply to all funds available under your variable insurance product.

Contents

Performance	4
Management's Discussion of Fund Performance	5
Investment Summary	6
Schedule of Investments	7
Financial Statements	11
Notes to Financial Statements	18
Report of Independent Registered Public Accounting Firm	24
Trustees and Officers	25
Shareholder Expense Example	31
Distributions	32
Board Approval of Investment Advisory Contracts	33

To view a fund's proxy voting guidelines and proxy voting record for the 12-month period ended June 30, visit <http://www.fidelity.com/proxyvotingresults> or visit the Securities and Exchange Commission's (SEC) web site at <http://www.sec.gov>.

You may also call 1-877-208-0098 to request a free copy of the proxy voting guidelines.

Fidelity® Variable Insurance Products are separate account options which are purchased through a variable insurance contract.

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This report and the financial statements contained herein are submitted for the general information of the shareholders of the Fund. This report is not authorized for distribution to prospective investors in the Fund unless preceded or accompanied by an effective prospectus.

A fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-PORT. Forms N-PORT are available on the SEC's web site at <http://www.sec.gov>. A fund's Forms N-PORT may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information regarding the operation of the SEC's Public Reference Room may be obtained by calling 1-800-SEC-0330.

For a complete list of a fund's portfolio holdings, view the most recent holdings listing, semiannual report, or annual report on Fidelity's web site at <http://www.fidelity.com>, <http://www.institutional.fidelity.com>, or <http://www.401k.com>, as applicable.

NOT FDIC INSURED •MAY LOSE VALUE •NO BANK GUARANTEE

Neither the Fund nor Fidelity Distributors Corporation is a bank.

Performance: The Bottom Line

Average annual total return reflects the change in the value of an investment, assuming reinvestment of distributions from dividend income and capital gains (the profits earned upon the sale of securities that have grown in value, if any) and assuming a constant rate of performance each year. During periods of reimbursement by Fidelity, a fund's total return will be greater than it would be had the reimbursement not occurred. Performance numbers are net of all underlying fund operating expenses, but do not include any insurance charges imposed by your insurance company's separate account. If performance information included the effect of these additional charges, the total returns would have been lower. How a fund did yesterday is no guarantee of how it will do tomorrow.

Average Annual Total Returns

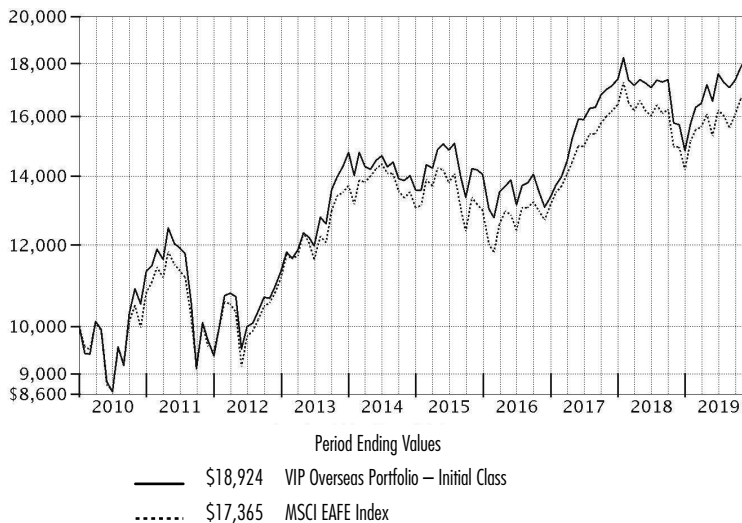
For the periods ended December 31, 2019

	Past 1 year	Past 5 years	Past 10 years
Initial Class	27.77%	6.89%	6.59%
Service Class	27.67%	6.78%	6.48%
Service Class 2	27.50%	6.62%	6.32%
Investor Class	27.74%	6.81%	6.50%

\$10,000 Over 10 Years

Let's say hypothetically that \$10,000 was invested in VIP Overseas Portfolio – Initial Class on December 31, 2009.

The chart shows how the value of your investment would have changed, and also shows how the MSCI EAFE Index performed over the same period.



Management's Discussion of Fund Performance

Market Recap: The MSCI ACWI (All Country World Index) ex USA Index gained 21.74% in 2019, as international stocks benefited from accommodative monetary policies from central banks around the world, favorable economic growth and de-escalation of the U.S.—China trade conflict. In January, the U.S. Federal Reserve pivoted to a more dovish approach to interest rates, joining many foreign central banks that were easing and leading to a 7.57% monthly advance for the index. After more-modest gains in February (+1.96%), March (+0.63%) and April (+2.67%), the index returned -5.33% in May, when U.S.—China trade tension heightened. In June, stocks rebounded 6.03%, as policy stimulus in China stabilized that country's economic growth. The Fed cut its policy rate in July, its first reduction since 2008. However, the index returned -1.21% for the month, followed by a -3.08% result in August. In September, the Fed cut its policy rate another quarter point and did the same in October, leading to monthly gains of 2.59% and 3.49%, respectively. In the fourth quarter, improved relations between the U.S. and China sparked an 8.95% gain. For the full 12 months, the information technology sector (+41%) led the way, followed by health care and consumer discretionary (+28% each). Conversely, communications services (+12%) and energy (+16%) notably lagged the broader market. By region, Canada (+29%) stood out, while the U.K. (+21%), Japan (+20%) and emerging markets (+19%) rose roughly in line with the index.

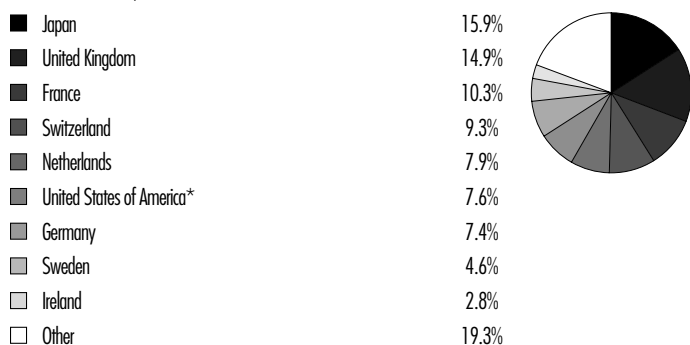
Comments from Lead Portfolio Manager Vincent Montemaggiore: For the year, the fund's share classes gained about 28%, considerably outpacing the 22.29% advance of the benchmark MSCI EAFE Index. Versus the benchmark, favorable security selection in the industrials and financials sectors contributed meaningfully, as did the portfolio's positioning among information technology and health care stocks. Geographically, picks in the U.K. and Japan notably bolstered our relative result, along with out-of-benchmark exposure to the United States and investment choices within European markets, particularly Germany and France. The fund's top relative contributor was an overweight stake in London Stock Exchange Group (+100%) whose core businesses continued to perform well, in addition to the stock getting a boost from the firm's proposed acquisition of Refinitiv Holdings, a provider of financial data and infrastructure. Japan-based Hoya (+61%) was another overweighting that lifted the fund's relative return, aided by accelerating growth in several of the company's technology businesses. The shares of endoscope manufacturer Olympus (+103%), also an overweight holding, paid off as well. Conversely, stock picks within materials detracted modestly, while a cash position averaging about 2% held back the portfolio's performance in a rising stock market. From a geographic standpoint, the fund's positioning in Switzerland and Spain hurt a bit. Overweighting Swedbank (-26%) detracted the most, as this Swedish bank was tarnished with accusations that its Baltic subsidiary was involved in money laundering. Lastly, not owning the stock of Swiss food and beverage giant Nestle (+37%) earlier in the year weighed on our relative result, as we missed most of the stock's advance. Nestle was the fund's second-largest position at year-end.

The views expressed above reflect those of the portfolio manager(s) only through the end of the period as stated on the cover of this report and do not necessarily represent the views of Fidelity or any other person in the Fidelity organization. Any such views are subject to change at any time based upon market or other conditions and Fidelity disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for a Fidelity fund are based on numerous factors, may not be relied on as an indication of trading intent on behalf of any Fidelity fund.

Investment Summary (Unaudited)

Geographic Diversification (% of fund's net assets)

As of December 31, 2019



* Includes Short-Term investments and Net Other Assets (Liabilities).

Percentages are based on country or territory of incorporation and are adjusted for the effect of futures contracts, if applicable.

Asset Allocation as of December 31, 2019

	% of fund's net assets
Stocks	98.0
Investment Companies	0.4
Short-Term Investments and Net Other Assets (Liabilities)	1.6

Top Ten Stocks as of December 31, 2019

	% of fund's net assets
Roche Holding AG (participation certificate) (Switzerland, Pharmaceuticals)	2.4
Nestle SA (Reg. S) (Switzerland, Food Products)	2.2
LVMH Moet Hennessy Louis Vuitton SE (France, Textiles, Apparel & Luxury Goods)	1.7
SAP SE (Germany, Software)	1.7
Unilever NV (Netherlands, Personal Products)	1.7
AIA Group Ltd. (Hong Kong, Insurance)	1.6
Hoya Corp. (Japan, Health Care Equipment & Supplies)	1.6
Diageo PLC (United Kingdom, Beverages)	1.6
ASML Holding NV (Netherlands) (Netherlands, Semiconductors & Semiconductor Equipment)	1.5
Total SA (France, Oil, Gas & Consumable Fuels)	1.4
	<u>17.4</u>

Top Market Sectors as of December 31, 2019

	% of fund's net assets
Industrials	19.3
Financials	19.0
Health Care	15.2
Information Technology	13.1
Consumer Staples	13.0
Consumer Discretionary	8.0
Materials	4.0
Energy	2.4
Communication Services	2.5
Real Estate	1.5

Schedule of Investments December 31, 2019

Showing Percentage of Net Assets

Common Stocks – 98.0%					
	Shares	Value		Shares	Value
Australia – 0.2%			Scandinavian Tobacco Group A/S (c)	114,571	\$ 1,397,344
Insurance Australia Group Ltd.	199,579	\$ 1,072,818	Vestas Wind Systems A/S	12,600	1,272,682
Lovisa Holdings Ltd. (a)	78,400	680,563			
National Storage (REIT) unit	863,700	1,112,196	TOTAL DENMARK		29,864,038
realestate.com.au Ltd.	8,258	600,367			
TOTAL AUSTRALIA		3,465,944	Finland – 0.2%		
Austria – 0.5%			Nokian Tyres PLC	51,600	1,483,457
Erste Group Bank AG	214,600	8,078,456	UPM-Kymmene Corp.	47,600	1,650,375
Mayr-Melnhof Karton AG	9,500	1,274,476	TOTAL FINLAND		3,133,832
TOTAL AUSTRIA		9,352,932	France – 10.3%		
Bailiwick of Jersey – 1.3%			Altarea SCA	5,044	1,145,716
Experian PLC	341,200	11,566,503	ALTEN	82,270	10,381,754
Glencore Xstrata PLC	392,700	1,222,758	Amundi SA (c)	115,310	9,041,092
Sanne Group PLC	982,826	8,813,533	Capgemini SA	140,400	17,150,299
TOTAL BAILIWICK OF JERSEY		21,602,794	Danone SA	217,500	18,062,495
Belgium – 1.1%			Edenred SA	210,561	10,888,187
KBC Groep NV	248,368	18,682,539	Elior SA (c)	233,100	3,425,234
Bermuda – 2.2%			Legrand SA	99,600	8,115,437
Credicorp Ltd. (United States)	37,900	8,077,627	LVMH Moet Hennessy Louis Vuitton SE	63,633	29,650,046
Hiscox Ltd.	581,500	10,968,430	Natixis SA	434,900	1,930,821
Hongkong Land Holdings Ltd.	131,800	757,850	Sanofi SA	241,615	24,264,782
IHS Markit Ltd. (b)	218,772	16,484,470	SR Teleperformance SA	73,700	17,972,304
SmarTone Telecommunications Holdings Ltd.	1,049,000	807,720	Total SA	445,107	24,699,217
TOTAL BERMUDA		37,096,097	TOTAL FRANCE		176,727,384
Brazil – 0.6%			Germany – 7.4%		
IRB Brasil Resseguros SA	980,500	9,493,742	adidas AG	57,264	18,614,732
Canada – 0.9%			Bayer AG	128,053	10,410,279
Constellation Software, Inc.	15,770	15,315,924	Bertrandt AG	23,982	1,514,504
Cayman Islands – 0.3%			Deutsche Borse AG	90,200	14,180,004
SITC International Holdings Co. Ltd.	1,974,000	2,406,607	Deutsche Post AG	352,381	13,442,989
Value Partners Group Ltd.	2,224,000	1,369,968	Hannover Reuck SE	79,900	15,442,186
ZTO Express (Cayman), Inc. sponsored ADR	78,600	1,835,310	Instone Real Estate Group BV (b) (c)	56,500	1,397,442
TOTAL CAYMAN ISLANDS		5,611,885	JOST Werke AG (c)	23,700	991,594
China – 0.2%			MTU Aero Engines Holdings AG	25,800	7,368,088
Gree Electric Appliances, Inc. of Zhuhai (A Shares)	273,100	2,572,079	SAP SE	214,863	28,920,186
Yunnan Baiyao Group Co. Ltd. (A Shares)	113,900	1,462,844	Scout24 AG (c)	20,500	1,355,546
TOTAL CHINA		4,034,923	Vonovia SE	257,800	13,880,364
Denmark – 1.7%			TOTAL GERMANY		127,517,914
A.P. Moller - Maersk A/S Series A	923	1,251,107	Hong Kong – 1.8%		
DSV A/S	164,700	18,982,214	AIA Group Ltd.	2,660,100	27,978,843
Netcompany Group A/S (b) (c)	146,281	6,960,691	Dah Sing Banking Group Ltd.	778,400	1,040,890
			Dah Sing Financial Holdings Ltd.	311,600	1,227,638
			TOTAL HONG KONG		30,247,371
			India – 0.6%		
			HDFC Bank Ltd.	515,400	9,199,547
			Shriram Transport Finance Co. Ltd.	89,500	1,468,901
			TOTAL INDIA		10,668,448

See accompanying notes which are an integral part of the financial statements.

Schedule of Investments – continued

Common Stocks – continued			Common Stocks – continued		
	Shares	Value		Shares	Value
Indonesia – 0.5%					
PT Astra International Tbk	4,009,300	\$ 1,999,957	Welcia Holdings Co. Ltd.	181,820	\$ 11,629,920
PT Bank Rakyat Indonesia Tbk	22,773,700	7,218,028	Zozo, Inc.	78,000	1,498,192
TOTAL INDONESIA		9,217,985	TOTAL JAPAN		272,974,148
Ireland – 2.8%					
DCC PLC (United Kingdom)	150,650	13,058,617	Kenya – 0.4%		
Irish Residential Properties REIT PLC	541,800	966,302	Safaricom Ltd.	21,201,000	6,589,359
Kerry Group PLC Class A	124,500	15,515,298	Korea (South) – 0.3%		
Kingspan Group PLC (Ireland)	156,520	9,559,704	LG Chemical Ltd.	15,985	4,391,712
United Drug PLC (United Kingdom)	809,312	8,640,438	Luxembourg – 0.3%		
TOTAL IRELAND		47,740,359	Eurofins Scientific SA	9,505	5,269,041
Italy – 1.4%					
FinecoBank SpA	833,800	9,998,073	Malta – 0.1%		
Recordati SpA	334,300	14,088,160	Kambi Group PLC (b)	92,400	1,309,099
TOTAL ITALY		24,086,233	Mexico – 0.2%		
Japan – 15.9%			Grupo Financiero Banorte S.A.B. de CV Series O	700,900	3,916,440
A/S One Corp.	38,000	3,570,751	Netherlands – 7.9%		
AEON Financial Service Co. Ltd.	85,900	1,365,324	ASML Holding NV (Netherlands)	87,500	25,904,951
Arata Corp.	33,900	1,413,345	ASR Nederland NV	41,500	1,552,926
Daiichikosho Co. Ltd.	16,880	890,179	Euronext NV (c)	42,430	3,457,685
Elecom Co. Ltd.	130,500	5,308,637	Heineken NV (Bearer)	153,300	16,322,121
GMO Internet, Inc.	93,740	1,790,166	IMCD Group BV	183,210	15,988,418
Hoya Corp.	290,300	27,919,884	Intertrust NV (c)	81,554	1,583,504
Isiso Electronics Co. Ltd.	135,400	6,031,347	Koninklijke Philips Electronics NV	411,420	20,111,737
Kao Corp.	205,800	16,973,376	Prosus NV (b)	42,900	3,201,485
Keyence Corp.	58,912	20,869,016	QIAGEN NV (Germany) (b)	155,100	5,299,299
KH Neochem Co. Ltd.	344,100	7,397,889	Unilever NV	496,800	28,511,711
Koshidaka Holdings Co. Ltd.	213,300	3,239,105	Walters Kluwer NV	178,900	13,047,702
Miroku Jyoho Service Co., Ltd.	196,210	5,941,106	TOTAL NETHERLANDS		134,981,539
Nabtesco Corp.	60,400	1,814,974	New Zealand – 0.5%		
Nakanishi, Inc.	43,320	830,079	EBOS Group Ltd.	485,036	7,918,261
Nitori Holdings Co. Ltd.	74,520	11,813,603	Norway – 1.8%		
NOF Corp.	244,900	8,226,819	Adevinta ASA Class B	570,210	6,754,734
Olympus Corp.	686,400	10,579,281	Equinor ASA	685,000	13,693,290
Oracle Corp. Japan	81,600	7,472,459	Schibsted ASA:		
ORIX Corp.	649,830	10,830,998	(A Shares)	273,300	8,258,801
Otsuka Corp.	241,100	9,707,906	(B Shares)	29,022	832,383
PALTAC Corp.	107,200	5,169,831	Skandiabanken ASA (c)	118,472	1,006,687
Paramount Bed Holdings Co. Ltd.	30,100	1,265,998	TOTAL NORWAY		30,545,895
Persol Holdings Co., Ltd.	373,000	7,040,845	South Africa – 0.4%		
Recruit Holdings Co. Ltd.	391,060	14,647,290	Naspers Ltd. Class N	42,900	7,020,457
Relo Group, Inc.	220,100	6,178,317	Spain – 1.0%		
Renesas Electronics Corp. (b)	192,900	1,331,508	Amadeus IT Holding SA Class A	160,567	13,111,863
S Foods, Inc.	173,600	4,555,093	Prosegur Cash SA (c)	2,730,200	4,158,828
Shiseido Co. Ltd.	132,000	9,373,319	TOTAL SPAIN		17,270,691
SMC Corp.	35,000	16,199,439			
Subaru Corp.	82,800	2,050,942			
Sundrug Co. Ltd.	38,540	1,402,841			
Suzuki Motor Corp.	192,900	8,052,023			
Tsuruha Holdings, Inc.	110,400	14,245,161			
USS Co. Ltd.	228,627	4,347,185			

See accompanying notes which are an integral part of the financial statements.

Common Stocks – continued

	Shares	Value
Sweden – 4.6%		
Addlife AB	250,591	\$ 7,732,019
AddTech AB (B Shares)	204,507	6,615,770
ASSA ABLOY AB (B Shares)	526,800	12,314,192
EQT AB (b)	547,833	6,369,505
Ericsson (B Shares)	239,300	2,090,959
Hexagon AB (B Shares)	203,290	11,394,754
HEXPOL AB (B Shares)	132,530	1,298,932
Indutrade AB	399,090	14,282,508
Securitas AB (B Shares)	76,200	1,313,478
Svenska Handelsbanken AB (A Shares)	1,166,600	12,564,580
Swedbank AB (A Shares)	168,100	2,502,741
Swedish Match Co. AB	22,700	1,170,099
TOTAL SWEDEN		79,649,537
Switzerland – 9.3%		
Alcon, Inc. (b)	160,100	9,056,857
Julius Baer Group Ltd.	268,330	13,833,195
Lonzo Group AG	45,290	16,528,651
Nestle SA (Reg. S)	344,650	37,313,626
Roche Holding AG (participation certificate)	127,725	41,510,982
Sika AG	86,423	16,238,916
Sonova Holding AG Class B	39,220	8,976,266
Swiss Re Ltd.	141,700	15,915,261
TOTAL SWITZERLAND		159,373,754
Taiwan – 0.8%		
Taiwan Semiconductor Manufacturing Co. Ltd.	1,204,600	13,360,386
United Kingdom – 14.9%		
Aggreko PLC	126,842	1,398,892
AstraZeneca PLC (United Kingdom)	29,900	2,992,749
Beazley PLC	1,320,900	9,728,133
BP PLC	549,763	3,458,453
Cineworld Group PLC (a)	2,161,000	6,271,651
Close Brothers Group PLC	42,814	906,249
Compass Group PLC	706,301	17,701,158
Cranwick PLC	207,741	9,328,389
Dechra Pharmaceuticals PLC	159,930	6,143,455
Diageo PLC	655,000	27,599,539
Diploma PLC	365,620	9,802,237
Hilton Food Group PLC	392,469	5,760,098
InterContinental Hotel Group PLC	169,520	11,648,527
Intertek Group PLC	167,310	12,969,134
James Fisher and Sons PLC	193,630	5,193,767
John Wood Group PLC	92,760	489,637
JTC PLC (c)	538,200	2,944,276
Keywords Studios PLC	71,400	1,416,755
Lloyds Banking Group PLC	3,253,278	2,695,087
London Stock Exchange Group PLC	192,080	19,740,461
M&G PLC (b)	268,969	845,087
Mondi PLC	413,900	9,717,766
Prudential PLC	948,105	18,166,296
RELX PLC (London Stock Exchange)	612,500	15,459,655

	Shares	Value
Rentokil Initial PLC	2,008,800	\$ 12,053,680
Rightmove PLC	149,200	1,252,186
Rotork PLC	294,466	1,306,666
Sabre Insurance Group PLC (c)	556,141	2,268,926
Smith & Nephew PLC	283,976	6,844,031
St. James's Place Capital PLC	115,950	1,788,525
Standard Life PLC	462,616	2,010,535
The Weir Group PLC	36,698	733,771
Ultra Electronics Holdings PLC	236,400	6,619,683
Unilever PLC	57,443	3,288,190
Victrix PLC	234,014	7,730,775
Valution Group PLC	2,007,495	6,833,959
TOTAL UNITED KINGDOM		255,108,378
United States of America – 5.6%		
Alphabet, Inc. Class C (b)	5,972	7,984,683
Becton, Dickinson & Co.	36,000	9,790,920
Boston Scientific Corp. (b)	224,700	10,160,934
Global Payments, Inc.	66,826	12,199,755
International Flavors & Fragrances, Inc.	52,932	6,829,287
Marsh & McLennan Companies, Inc.	128,800	14,349,608
Moody's Corp.	32,800	7,787,048
NICE Systems Ltd. sponsored ADR (b)	43,978	6,823,187
Roper Technologies, Inc.	24,800	8,784,904
S&P Global, Inc.	39,577	10,806,500
TOTAL UNITED STATES OF AMERICA		95,516,826
TOTAL COMMON STOCKS		1,679,055,867
(Cost \$1,275,392,887)		
Nonconvertible Preferred Stocks – 0.0%		
United Kingdom – 0.0%		
Rolls-Royce Holdings PLC (C Shares) (b)		
(Cost \$7,713)	6,004,012	7,953
Investment Companies – 0.4%		
United States of America – 0.4%		
iShares MSCI Japan ETF		
(Cost \$6,197,788)	117,800	6,978,472
Money Market Funds – 1.5%		
Fidelity Cash Central Fund 1.58% (d)	23,681,658	23,686,395
Fidelity Securities Lending Cash Central Fund 1.58% (d) (e)	2,207,341	2,207,562
TOTAL MONEY MARKET FUNDS		25,893,957
(Cost \$25,893,538)		
TOTAL INVESTMENT IN SECURITIES – 99.9%		1,711,936,249
(Cost \$1,307,491,926)		
NET OTHER ASSETS (LIABILITIES) – 0.1%		1,519,589
NET ASSETS – 100%		\$1,713,455,838

See accompanying notes which are an integral part of the financial statements.

Schedule of Investments – continued

Security Type Abbreviations

ETF – Exchange-Traded Fund

Categorizations in the Schedule of Investments are based on country or territory of incorporation.

Legend

- (a) Security or a portion of the security is on loan at period end.
- (b) Non-income producing

- (c) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At the end of the period, the value of these securities amounted to \$39,988,849 or 2.3% of net assets.
- (d) Affiliated fund that is generally available only to investment companies and other accounts managed by Fidelity Investments. The rate quoted is the annualized seven-day yield of the fund at period end. A complete unaudited listing of the fund's holdings as of its most recent quarter end is available upon request. In addition, each Fidelity Central Fund's financial statements, which are not covered by the Fund's Report of Independent Registered Public Accounting Firm, are available on the SEC's website or upon request.
- (e) Investment made with cash collateral received from securities on loan.

Affiliated Central Funds

Information regarding fiscal year to date income earned by the Fund from investments in Fidelity Central Funds is as follows:

Fund	Income earned
Fidelity Cash Central Fund	\$ 636,046
Fidelity Securities Lending Cash Central Fund	292,208
Total	<u>\$ 928,254</u>

Amounts in the income column in the above table include any capital gain distributions from underlying funds, which are presented in the corresponding line-item in the Statement of Operations, if applicable. Amount for Fidelity Securities Lending Cash Central Fund represents the income earned on investing cash collateral, less rebates paid to borrowers and any lending agent fees associated with the loan, plus any premium payments received for lending certain types of securities.

Investment Valuation

The following is a summary of the inputs used, as of December 31, 2019, involving the Fund's assets and liabilities carried at fair value. The inputs or methodology used for valuing securities may not be an indication of the risk associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used below, please refer to the Investment Valuation section in the accompanying Notes to Financial Statements.

Valuation Inputs at Reporting Date:

Description	Total	Level 1	Level 2	Level 3
Investments in Securities:				
Equities:				
Communication Services	\$ 41,597,609	\$ 41,597,609	\$ —	\$ —
Consumer Discretionary	136,891,020	60,767,867	76,123,153	—
Consumer Staples	222,448,620	81,326,364	141,122,256	—
Energy	42,340,597	14,182,927	28,157,670	—
Financials	329,690,933	225,512,924	104,178,009	—
Health Care	261,367,698	144,653,857	116,713,841	—
Industrials	329,825,842	290,025,175	39,800,667	—
Information Technology	223,483,609	153,207,127	70,276,482	—
Materials	65,979,705	64,756,947	1,222,758	—
Real Estate	25,438,187	25,438,187	—	—
Investment Companies	6,978,472	6,978,472	—	—
Money Market Funds	25,893,957	25,893,957	—	—
Total Investments in Securities:	<u>\$1,711,936,249</u>	<u>\$1,134,341,413</u>	<u>\$577,594,836</u>	<u>\$ —</u>

See accompanying notes which are an integral part of the financial statements.

Financial Statements

Statement of Assets and Liabilities

December 31, 2019

Assets

Investment in securities, at value (including securities loaned of \$2,114,463) — See accompanying schedule:

Unaffiliated issuers (cost \$1,281,598,388)	\$ 1,686,042,292	
Fidelity Central Funds (cost \$25,893,538)	<u>25,893,957</u>	
Total Investment in Securities (cost \$1,307,491,926)		\$ 1,711,936,249
Cash		11,897
Foreign currency held at value (cost \$23)		23
Receivable for investments sold		890,098
Receivable for fund shares sold		3,812,970
Dividends receivable		4,120,139
Distributions receivable from Fidelity Central Funds		57,935
Prepaid expenses		2,143
Other receivables		<u>147,598</u>
Total assets		<u><u>1,720,979,052</u></u>

Liabilities

Payable for investments purchased	\$ 1,667,499	
Payable for fund shares redeemed	2,183,241	
Accrued management fee	919,158	
Distribution and service plan fees payable	79,020	
Other affiliated payables	180,673	
Other payables and accrued expenses	286,299	
Collateral on securities loaned	<u>2,207,324</u>	
Total liabilities		<u><u>7,523,214</u></u>

Net Assets \$ 1,713,455,838

Net Assets consist of:

Paid in capital	\$ 1,310,447,065
Total accumulated earnings (loss)	<u>403,008,773</u>
Net Assets	<u><u>\$ 1,713,455,838</u></u>

Net Asset Value and Maximum Offering Price

Initial Class:

Net Asset Value, offering price and redemption price per share (\$826,554,288 ÷ 35,731,391 shares) \$ 23.13

Service Class:

Net Asset Value, offering price and redemption price per share (\$134,648,364 ÷ 5,847,551 shares) \$ 23.03

Service Class 2:

Net Asset Value, offering price and redemption price per share (\$331,113,303 ÷ 14,459,995 shares) \$ 22.90

Investor Class:

Net Asset Value, offering price and redemption price per share (\$421,139,883 ÷ 18,272,391 shares) \$ 23.05

See accompanying notes which are an integral part of the financial statements.

Financial Statements – continued

		Year ended December 31, 2019
Investment Income		
Dividends		\$ 35,916,397
Non-Cash dividends		7,546,276
Interest		12,568
Income from Fidelity Central Funds (including \$292,208 from security lending)		<u>928,254</u>
Income before foreign taxes withheld		44,403,495
Less foreign taxes withheld		<u>(3,120,199)</u>
Total income		41,283,296
Expenses		
Management fee	\$ 10,313,151	
Transfer agent fees	1,309,651	
Distribution and service plan fees	921,998	
Accounting and security lending fees	700,639	
Custodian fees and expenses	171,480	
Independent trustees' fees and expenses	8,467	
Audit	81,128	
Legal	7,841	
Interest	3,578	
Miscellaneous	<u>10,234</u>	
Total expenses before reductions	13,528,167	
Expense reductions	<u>(173,789)</u>	
Total expenses after reductions		<u>13,354,378</u>
Net investment income (loss)		<u>27,928,918</u>
Realized and Unrealized Gain (Loss)		
Net realized gain (loss) on:		
Investment securities:		
Unaffiliated issuers (net of foreign taxes of \$190,506)	9,433,255	
Fidelity Central Funds	3,205	
Foreign currency transactions	(59,345)	
Futures contracts	<u>(1,527,055)</u>	
Total net realized gain (loss)		7,850,060
Change in net unrealized appreciation (depreciation) on:		
Investment securities:		
Unaffiliated issuers (net of increase in deferred foreign taxes of \$107,460)	342,520,639	
Fidelity Central Funds	(1,049)	
Assets and liabilities in foreign currencies	(19,382)	
Futures contracts	<u>1,972,800</u>	
Total change in net unrealized appreciation (depreciation)		<u>344,473,008</u>
Net gain (loss)		<u>352,323,068</u>
Net increase (decrease) in net assets resulting from operations		<u>\$ 380,251,986</u>

See accompanying notes which are an integral part of the financial statements.

Statement of Changes in Net Assets

	Year ended December 31, 2019	Year ended December 31, 2018
Increase (Decrease) in Net Assets		
Operations		
Net investment income (loss)	\$ 27,928,918	\$ 25,219,328
Net realized gain (loss)	7,850,060	53,148,477
Change in net unrealized appreciation (depreciation)	344,473,008	(324,927,475)
Net increase (decrease) in net assets resulting from operations	<u>380,251,986</u>	<u>(246,559,670)</u>
Distributions to shareholders	(82,595,455)	(24,318,096)
Share transactions — net increase (decrease)	7,596,820	(91,834,407)
Total increase (decrease) in net assets	<u>305,253,351</u>	<u>(362,712,173)</u>
Net Assets		
Beginning of period	1,408,202,487	1,770,914,660
End of period	<u>\$ 1,713,455,838</u>	<u>\$ 1,408,202,487</u>

See accompanying notes which are an integral part of the financial statements.

Financial Highlights

VIP Overseas Portfolio Initial Class

Years ended December 31,	2019	2018	2017	2016	2015
Selected Per-Share Data					
Net asset value, beginning of period	\$ 19.13	\$ 22.87	\$ 17.81	\$ 19.08	\$ 18.70
Income from Investment Operations					
Net investment income (loss) ^A	.40	.36	.31	.28	.29
Net realized and unrealized gain (loss)	4.74	(3.75)	5.08	(1.25)	.38
Total from investment operations	5.14	(3.39)	5.39	(.97)	.67
Distributions from net investment income	(.38)	(.35)	(.31)	(.27)	(.27)
Distributions from net realized gain	(.77)	—	(.02)	(.03)	(.02)
Total distributions	(1.14) ^B	(.35)	(.33)	(.30)	(.29) ^C
Redemption fees added to paid in capital ^A	—	—	—	—	—
Net asset value, end of period	\$ 23.13	\$ 19.13	\$ 22.87	\$ 17.81	\$ 19.08
Total Return^{D,E}	27.77%	(14.81)%	30.28%	(5.06)%	3.62%
Ratios to Average Net Assets^{F,G}					
Expenses before reductions	.79%	.79%	.80%	.80%	.80%
Expenses net of fee waivers, if any	.79%	.79%	.80%	.80%	.80%
Expenses net of all reductions	.78%	.78%	.78%	.80%	.80%
Net investment income (loss)	1.87%	1.59%	1.46%	1.56%	1.46%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 826,554	\$ 662,011	\$ 822,994	\$ 702,946	\$ 758,522
Portfolio turnover rate ^H	38%	40%	35%	102%	29%

^A Calculated based on average shares outstanding during the period.

^B Total distributions of \$1.14 per share is comprised of distributions from net investment income of \$.377 and distributions from net realized gain of \$.765 per share.

^C Amount represents less than \$.005 per share.

^D Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown.

^E Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

^F Fees and expenses of any underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds.

^G Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class.

^H Amount does not include the portfolio activity of any underlying Fidelity Central Funds.

See accompanying notes which are an integral part of the financial statements.

VIP Overseas Portfolio Service Class

Years ended December 31,	2019	2018	2017	2016	2015
Selected Per-Share Data					
Net asset value, beginning of period	\$ 19.05	\$ 22.77	\$ 17.74	\$ 19.00	\$ 18.63
Income from Investment Operations					
Net investment income (loss) ^A	.37	.33	.28	.27	.27
Net realized and unrealized gain (loss)	4.73	(3.72)	5.05	(1.24)	.37
Total from investment operations	5.10	(3.39)	5.33	(.97)	.64
Distributions from net investment income	(.36)	(.33)	(.28)	(.25)	(.25)
Distributions from net realized gain	(.77)	—	(.02)	(.03)	(.02)
Total distributions	(1.12) ^B	(.33)	(.30)	(.29) ^C	(.27) ^D
Redemption fees added to paid in capital ^A	—	—	—	—	—
Net asset value, end of period	\$ 23.03	\$ 19.05	\$ 22.77	\$ 17.74	\$ 19.00
Total Return^{E,F}	27.67%	(14.88)%	30.10%	(5.12)%	3.49%
Ratios to Average Net Assets^{G,H}					
Expenses before reductions	.89%	.89%	.90%	.90%	.90%
Expenses net of fee waivers, if any	.89%	.89%	.90%	.90%	.90%
Expenses net of all reductions	.88%	.88%	.88%	.90%	.90%
Net investment income (loss)	1.77%	1.49%	1.36%	1.46%	1.36%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 134,648	\$ 114,094	\$ 141,047	\$ 118,444	\$ 138,766
Portfolio turnover rate ^I	38%	40%	35%	102%	29%

^A Calculated based on average shares outstanding during the period.

^B Total distributions of \$1.12 per share is comprised of distributions from net investment income of \$.358 and distributions from net realized gain of \$.765 per share.

^C Total distributions of \$.29 per share is comprised of distributions from net investment income of \$.253 and distributions from net realized gain of \$.032 per share.

^D Amount represents less than \$.005 per share.

^E Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown.

^F Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

^G Fees and expenses of any underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds.

^H Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class.

^I Amount does not include the portfolio activity of any underlying Fidelity Central Funds.

See accompanying notes which are an integral part of the financial statements.

Financial Highlights – continued

VIP Overseas Portfolio Service Class 2

Years ended December 31,	2019	2018	2017	2016	2015
Selected Per-Share Data					
Net asset value, beginning of period	\$ 18.95	\$ 22.66	\$ 17.65	\$ 18.92	\$ 18.55
Income from Investment Operations					
Net investment income (loss) ^A	.34	.30	.25	.24	.24
Net realized and unrealized gain (loss)	4.71	(3.71)	5.04	(1.25)	.38
Total from investment operations	5.05	(3.41)	5.29	(1.01)	.62
Distributions from net investment income	(.33)	(.30)	(.26)	(.23)	(.23)
Distributions from net realized gain	(.77)	—	(.02)	(.03)	(.02)
Total distributions	(1.10)	(.30)	(.28)	(.26)	(.25)
Redemption fees added to paid in capital ^A	—	—	—	—	— ^B
Net asset value, end of period	\$ 22.90	\$ 18.95	\$ 22.66	\$ 17.65	\$ 18.92
Total Return^{C,D}	27.50%	(15.06)%	29.99%	(5.32)%	3.35%
Ratios to Average Net Assets^{E,F}					
Expenses before reductions	1.04%	1.04%	1.05%	1.05%	1.05%
Expenses net of fee waivers, if any	1.04%	1.04%	1.05%	1.05%	1.05%
Expenses net of all reductions	1.03%	1.03%	1.03%	1.05%	1.05%
Net investment income (loss)	1.62%	1.34%	1.21%	1.31%	1.21%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 331,113	\$ 291,392	\$ 361,446	\$ 302,443	\$ 345,818
Portfolio turnover rate ^G	38%	40%	35%	102%	29%

^A Calculated based on average shares outstanding during the period.

^B Amount represents less than \$.005 per share.

^C Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown.

^D Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

^E Fees and expenses of any underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds.

^F Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class.

^G Amount does not include the portfolio activity of any underlying Fidelity Central Funds.

See accompanying notes which are an integral part of the financial statements.

VIP Overseas Portfolio Investor Class

Years ended December 31,	2019	2018	2017	2016	2015
Selected Per-Share Data					
Net asset value, beginning of period	\$ 19.06	\$ 22.79	\$ 17.75	\$ 19.02	\$ 18.64
Income from Investment Operations					
Net investment income (loss) ^A	.38	.34	.29	.27	.27
Net realized and unrealized gain (loss)	4.74	(3.74)	5.06	(1.25)	.39
Total from investment operations	5.12	(3.40)	5.35	(.98)	.66
Distributions from net investment income	(.36)	(.33)	(.29)	(.26)	(.26)
Distributions from net realized gain	(.77)	—	(.02)	(.03)	(.02)
Total distributions	(1.13)	(.33)	(.31)	(.29)	(.28)
Redemption fees added to paid in capital ^A	—	—	—	—	— ^B
Net asset value, end of period	\$ 23.05	\$ 19.06	\$ 22.79	\$ 17.75	\$ 19.02
Total Return^{C,D}	27.74%	(14.90)%	30.18%	(5.14)%	3.55%
Ratios to Average Net Assets^{E,F}					
Expenses before reductions	.87%	.87%	.88%	.88%	.88%
Expenses net of fee waivers, if any	.87%	.87%	.88%	.88%	.88%
Expenses net of all reductions	.86%	.86%	.86%	.88%	.88%
Net investment income (loss)	1.79%	1.51%	1.38%	1.48%	1.38%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 421,140	\$ 340,705	\$ 445,429	\$ 303,787	\$ 315,254
Portfolio turnover rate ^G	38%	40%	35%	102%	29%

^A Calculated based on average shares outstanding during the period.

^B Amount represents less than \$.005 per share.

^C Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown.

^D Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

^E Fees and expenses of any underlying Fidelity Central Funds are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of the expenses of any underlying Fidelity Central Funds.

^F Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed by the investment adviser or reductions from brokerage service arrangements or reductions from other expense offset arrangements and do not represent the amount paid by the class during periods when reimbursements or reductions occur. Expenses net of fee waivers reflect expenses after reimbursement by the investment adviser but prior to reductions from brokerage service arrangements or other expense offset arrangements. Expenses net of all reductions represent the net expenses paid by the class.

^G Amount does not include the portfolio activity of any underlying Fidelity Central Funds.

See accompanying notes which are an integral part of the financial statements.

Notes to Financial Statements

For the period ended December 31, 2019

1. Organization.

VIP Overseas Portfolio (the Fund) is a fund of Variable Insurance Products Fund (the Trust) and is authorized to issue an unlimited number of shares. The Trust is registered under the Investment Company Act of 1940, as amended (the 1940 Act), as an open-end management investment company organized as a Massachusetts business trust. Shares of the Fund may only be purchased by insurance companies for the purpose of funding variable annuity or variable life insurance contracts. The Fund offers the following classes of shares: Initial Class shares, Service Class shares, Service Class 2 shares and Investor Class shares. All classes have equal rights and voting privileges, except for matters affecting a single class.

2. Investments in Fidelity Central Funds.

The Fund invests in Fidelity Central Funds, which are open-end investment companies generally available only to other investment companies and accounts managed by the investment adviser and its affiliates. The Fund's Schedule of Investments lists each of the Fidelity Central Funds held as of period end, if any, as an investment of the Fund, but does not include the underlying holdings of each Fidelity Central Fund. As an Investing Fund, the Fund indirectly bears its proportionate share of the expenses of the underlying Fidelity Central Funds.

The Money Market Central Funds seek preservation of capital and current income and are managed by Fidelity Investments Money Management, Inc. (FIMM), an affiliate of the investment adviser. Annualized expenses of the Money Market Central Funds as of their most recent shareholder report date ranged from less than .005% to .01%.

A complete unaudited list of holdings for each Fidelity Central Fund is available upon request or at the Securities and Exchange Commission (the SEC) website at www.sec.gov. In addition, the financial statements of the Fidelity Central Funds, which are not covered by the Fund's Report of Independent Registered Public Accounting Firm, are available on the SEC website or upon request.

3. Significant Accounting Policies.

The Fund is an investment company and applies the accounting and reporting guidance of the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 946 Financial Services — Investments Companies. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), which require management to make certain estimates and assumptions at the date of the financial statements. Actual results could differ from those estimates. Subsequent events, if any, through the date that the financial statements were issued have been evaluated in the preparation of the financial statements. The following summarizes the significant accounting policies of the Fund:

Investment Valuation. Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. The Board of Trustees (the Board) has delegated the day to day responsibility for the valuation of the Fund's investments to the Fair Value Committee (the Committee) established by the Fund's investment adviser. In accordance with valuation policies and procedures approved by the Board, the Fund attempts to obtain prices from one or more third party pricing vendors or brokers to value its investments. When current market prices, quotations or currency exchange rates are not readily available or reliable, investments will be fair valued in good faith by the Committee, in accordance with procedures adopted by the Board. Factors used in determining fair value vary by investment type and may include market or investment specific events. The frequency with which these procedures are used cannot be predicted and they may be utilized to a significant extent. The Committee oversees the Fund's valuation policies and procedures and reports to the Board on the Committee's activities and fair value determinations. The Board monitors the appropriateness of the procedures used in valuing the Fund's investments and ratifies the fair value determinations of the Committee.

The Fund categorizes the inputs to valuation techniques used to value its investments into a disclosure hierarchy consisting of three levels as shown below:

Level 1 — quoted prices in active markets for identical investments

Level 2 — other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, etc.)

Level 3 — unobservable inputs (including the Fund's own assumptions based on the best information available)

Valuation techniques used to value the Fund's investments by major category are as follows:

Equity securities, including restricted securities, for which market quotations are readily available, are valued at the last reported sale price or official closing price as reported by a third party pricing vendor on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy. In the event there were no sales during the day or closing prices are not available, securities are valued at the last quoted bid price or may be valued using the last available price and are generally categorized as Level 2 in the hierarchy. For foreign equity securities, when market or security specific events arise, comparisons to the valuation of American Depositary Receipts (ADRs), futures contracts, Exchange-Traded Funds (ETFs) and certain indexes as well as quoted prices for similar securities may be used and would be categorized as Level 2 in the hierarchy. For equity securities, including restricted securities, where observable inputs are limited, assumptions about market activity and risk are used and these securities may be categorized as Level 3 in the hierarchy.

ETFs are valued at their last sale price or official closing price as reported by a third party pricing vendor on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy. In the event there were no sales during the day but the exchange reports a closing bid level, ETFs are valued at the closing bid and would be categorized as Level 1 in the hierarchy. In the event there was no closing bid, ETFs may be valued by another method that the Board believes reflects fair value in accordance with the Board's fair value pricing policies and may be categorized as Level 2 in the hierarchy.

Investments in open-end mutual funds, including the Fidelity Central Funds, are valued at their closing net asset value (NAV) each business day and are categorized as Level 1 in the hierarchy.

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The aggregate value of investments by input level as of December 31, 2019 is included at the end of the Fund's Schedule of Investments.

Foreign Currency. The Fund may use foreign currency contracts to facilitate transactions in foreign-denominated securities. Gains and losses from these transactions may arise from changes in the value of the foreign currency or if the counterparties do not perform under the contracts' terms.

Foreign-denominated assets, including investment securities, and liabilities are translated into U.S. dollars at the exchange rates at period end. Purchases and sales of investment securities, income and dividends received and expenses denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect on the transaction date.

The effects of exchange rate fluctuations on investments are included with the net realized and unrealized gain (loss) on investment securities. Other foreign currency transactions resulting in realized and unrealized gain (loss) are disclosed separately.

Investment Transactions and Income. For financial reporting purposes, the Fund's investment holdings and NAV include trades executed through the end of the last business day of the period. The NAV per share for processing shareholder transactions is calculated as of the close of business of the New York Stock Exchange (NYSE), normally 4:00 p.m. Eastern time and includes trades executed through the end of the prior business day. Gains and losses on securities sold are determined on the basis of identified cost and include proceeds received from litigation. Dividend income is recorded on the ex-dividend date, except for certain dividends from foreign securities where the ex-dividend date may have passed, which are recorded as soon as the Fund is informed of the ex-dividend date. Non-cash dividends included in dividend income, if any, are recorded at the fair market value of the securities received. Income and capital gain distributions from Fidelity Central Funds, if any, are recorded on the ex-dividend date. Interest income is accrued as earned and includes coupon interest and amortization of premium and accretion of discount on debt securities as applicable. Investment income is recorded net of foreign taxes withheld where recovery of such taxes is uncertain.

Class Allocations and Expenses. Investment income, realized and unrealized capital gains and losses, common expenses of the Fund, and certain fund-level expense reductions, if any, are allocated daily on a pro-rata basis to each class based on the relative net assets of each class to the total net assets of the Fund. Each class differs with respect to transfer agent and distribution and service plan fees incurred. Certain expense reductions may also differ by class. For the reporting period, the allocated portion of income and expenses to each class as a percent of its average net assets may vary due to the timing of recording these transactions in relation to fluctuating net assets of the classes. Expenses directly attributable to a fund are charged to that fund. Expenses attributable to more than one fund are allocated among the respective funds on the basis of relative net assets or other appropriate methods. Expense estimates are accrued in the period to which they relate and adjustments are made when actual amounts are known.

Deferred Trustee Compensation. Under a Deferred Compensation Plan (the Plan), certain independent Trustees have elected to defer receipt of a portion of their annual compensation. Deferred amounts are invested in a cross-section of Fidelity funds, are marked-to-market and remain in the Fund until distributed in accordance with the Plan. The investment of deferred amounts and the offsetting payable to the Trustees of \$28,901 are included in the accompanying Statement of Assets and Liabilities in other receivables and other payables and accrued expenses, respectively.

Income Tax Information and Distributions to Shareholders. Each year, the Fund intends to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code, including distributing substantially all of its taxable income and realized gains. As a result, no provision for U.S. Federal income taxes is required. As of December 31, 2019, the Fund did not have any unrecognized tax benefits in the financial statements; nor is the Fund aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months. The Fund files a U.S. federal tax return, in addition to state and local tax returns as required. The Fund's federal income tax returns are subject to examination by the Internal Revenue Service (IRS) for a period of three fiscal years after they are filed. State and local tax returns may be subject to examination for an additional fiscal year depending on the jurisdiction. Foreign taxes are provided for based on the Fund's understanding of the tax rules and rates that exist in the foreign markets in which it invests. The Fund is subject to a tax imposed on capital gains by certain countries in which it invests. An estimated deferred tax liability for net unrealized appreciation on the applicable securities is included in Other payables and accrued expenses on the Statement of Assets & Liabilities.

Distributions are declared and recorded on the ex-dividend date. Income and capital gain distributions are declared separately for each class. Income and capital gain distributions are determined in accordance with income tax regulations, which may differ from GAAP.

Capital accounts within the financial statements are adjusted for permanent book-tax differences. These adjustments have no impact on net assets or the results of operations. Capital accounts are not adjusted for temporary book-tax differences which will reverse in a subsequent period.

Book-tax differences are primarily due to foreign currency transactions, certain foreign taxes, passive foreign investment companies (PFIC), market discount, deferred trustees compensation and losses deferred due to wash sales and excise tax regulations.

As of period end, the cost and unrealized appreciation (depreciation) in securities, and derivatives if applicable, for federal income tax purposes were as follows:

Gross unrealized appreciation	\$ 425,207,563
Gross unrealized depreciation	(29,384,819)
Net unrealized appreciation (depreciation)	<u>\$ 395,822,744</u>
Tax Cost	<u>\$1,316,113,505</u>

The tax-based components of distributable earnings as of period end were as follows:

Undistributed ordinary income	\$ 786,571
Undistributed long-term capital gain	\$ 6,622,019
Net unrealized appreciation (depreciation) on securities and other investments	<u>\$395,736,544</u>

The tax character of distributions paid was as follows:

	December 31, 2019	December 31, 2018
Ordinary Income	\$27,062,965	\$24,318,096
Long-term Capital Gains	<u>55,532,490</u>	<u>—</u>
Total	<u>\$82,595,455</u>	<u>\$24,318,096</u>

Notes to Financial Statements – continued

Restricted Securities. The Fund may invest in securities that are subject to legal or contractual restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are registered. Disposal of these securities may involve time-consuming negotiations and expense, and prompt sale at an acceptable price may be difficult. Information regarding restricted securities is included at the end of the Fund's Schedule of Investments.

4. Derivative Instruments.

Risk Exposures and the Use of Derivative Instruments. The Fund's investment objective allows the Fund to enter into various types of derivative contracts, including futures contracts. Derivatives are investments whose value is primarily derived from underlying assets, indices or reference rates and may be transacted on an exchange or over-the-counter (OTC). Derivatives may involve a future commitment to buy or sell a specified asset based on specified terms, to exchange future cash flows at periodic intervals based on a notional principal amount, or for one party to make one or more payments upon the occurrence of specified events in exchange for periodic payments from the other party.

The Fund used derivatives to increase returns and to manage exposure to certain risks as defined below. The success of any strategy involving derivatives depends on analysis of numerous economic factors, and if the strategies for investment do not work as intended, the Fund may not achieve its objectives.

The Fund's use of derivatives increased or decreased its exposure to the following risk:

Equity Risk Equity risk relates to the fluctuations in the value of financial instruments as a result of changes in market prices (other than those arising from interest rate risk or foreign exchange risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment.

The Fund is also exposed to additional risks from investing in derivatives, such as liquidity risk and counterparty credit risk. Liquidity risk is the risk that the Fund will be unable to close out the derivative in the open market in a timely manner. Counterparty credit risk is the risk that the counterparty will not be able to fulfill its obligation to the Fund. Counterparty credit risk related to exchange-traded futures contracts may be mitigated by the protection provided by the exchange on which they trade.

Investing in derivatives may involve greater risks than investing in the underlying assets directly and, to varying degrees, may involve risk of loss in excess of any initial investment and collateral received and amounts recognized in the Statement of Assets and Liabilities. In addition, there may be the risk that the change in value of the derivative contract does not correspond to the change in value of the underlying instrument.

Futures Contracts. A futures contract is an agreement between two parties to buy or sell a specified underlying instrument for a fixed price at a specified future date. The Fund used futures contracts to manage its exposure to the stock market.

Upon entering into a futures contract, a fund is required to deposit either cash or securities (initial margin) with a clearing broker in an amount equal to a certain percentage of the face value of the contract. Futures contracts are marked-to-market daily and subsequent daily payments (variation margin) are made or received by a fund depending on the daily fluctuations in the value of the futures contracts and are recorded as unrealized appreciation or (depreciation). This receivable and/or payable, if any, is included in daily variation margin on futures contracts in the Statement of Assets and Liabilities. Realized gain or (loss) is recorded upon the expiration or closing of a futures contract. The net realized gain (loss) and change in net unrealized appreciation (depreciation) on futures contracts during the period is presented in the Statement of Operations.

Any open futures contracts at period end are presented in the Schedule of Investments under the caption "Futures Contracts". The notional amount at value reflects each contract's exposure to the underlying instrument or index at period end.

5. Purchases and Sales of Investments.

Purchases and sales of securities, other than short-term securities, aggregated \$582,810,424 and \$595,023,738, respectively.

6. Fees and Other Transactions with Affiliates.

Management Fee. Fidelity Management & Research Company (the investment adviser) and its affiliates provide the Fund with investment management related services for which the Fund pays a monthly management fee. The management fee is the sum of an individual fund fee rate that is based on an annual rate of .424% of the Fund's average net assets and an annualized group fee rate that averaged .24% during the period. The group fee rate is based upon the average net assets of all the mutual funds advised by the investment adviser, including any mutual funds previously advised by the investment adviser that are currently advised by Fidelity SelectCo, LLC, an affiliate of the investment adviser. The group fee rate decreases as assets under management increase and increases as assets under management decrease. For the reporting period, the total annual management fee rate was .66% of the Fund's average net assets.

Distribution and Service Plan Fees. In accordance with Rule 12b-1 of the 1940 Act, the Fund has adopted separate 12b-1 Plans for each Service Class of shares. Each Service Class pays Fidelity Distributors Corporation (FDC), an affiliate of the investment adviser, a service fee. For the period, the service fee is based on an annual rate of .10% of Service Class' average net assets and .25% of Service Class 2's average net assets.

For the period, total fees, all of which were re-allowed to insurance companies for the distribution of shares and providing shareholder support services, were as follows:

Service Class	\$127,180
Service Class 2	794,818
	<u>\$921,998</u>

Transfer Agent Fees. Fidelity Investments Institutional Operations Company, Inc. (FIIOC), an affiliate of the investment adviser, is the Fund's transfer, dividend disbursing, and shareholder servicing agent. FIIOC receives an asset-based fee with respect to each class. Each class pays a fee for transfer agent services, typesetting and printing and mailing of shareholder reports, excluding mailing of proxy statements, equal to an annual rate of class-level average net assets. The annual rate for Investor Class is .15% and the annual rate for all other classes is .07%. For the period, transfer agent fees for each class were as follows:

Initial Class	\$ 477,276
Service Class	82,169
Service Class 2	205,425
Investor Class	544,781
	<u>\$1,309,651</u>

Accounting and Security Lending Fees. Fidelity Service Company, Inc. (FSC), an affiliate of the investment adviser, maintains the Fund's accounting records. The accounting fee is based on the level of average net assets for each month. Prior to April 1, 2019, FSC had a separate agreement with the Fund for administration of the security lending program, based on the number and duration of lending transactions. For the period, the total fees paid for accounting and administration of securities lending were equivalent to the following annual rates:

VIP Overseas Portfolio	% of Average Net Assets .04
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Brokerage Commissions. A portion of portfolio transactions were placed with brokerage firms which are affiliates of the investment adviser. Brokerage commissions are included in net realized gain (loss) and change in net unrealized appreciation (depreciation) in the Statement of Operations. The commissions paid to these affiliated firms were as follows:

VIP Overseas Portfolio	Amount \$462
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Interfund Lending Program. Pursuant to an Exemptive Order issued by the SEC, the fund, along with other registered investment companies having management contracts with Fidelity Management & Research Company (FMR) or other affiliated entities of FMR, may participate in an interfund lending program. This program provides an alternative credit facility allowing the fund to borrow from, or lend money to, other participating affiliated funds. At period end, there were no interfund loans outstanding. Activity in this program during the period for which loans were outstanding was as follows:

	Borrower or Lender	Average Loan Balance	Weighted Average Interest Rate	Interest Expense
VIP Overseas Portfolio	Borrower	\$12,316,750	2.61%	\$3,578

Interfund Trades. The Fund may purchase from or sell securities to other Fidelity Funds under procedures adopted by the Board. The procedures have been designed to ensure these interfund trades are executed in accordance with Rule 17a-7 of the 1940 Act. Interfund trades are included within the respective purchases and sales amounts shown in the Purchases and Sales of Investments note.

7. Committed Line of Credit.

The Fund participates with other funds managed by the investment adviser or an affiliate in a \$4.25 billion credit facility (the "line of credit") to be utilized for temporary or emergency purposes to fund shareholder redemptions or for other short-term liquidity purposes. The Fund has agreed to pay commitment fees on its pro-rata portion of the line of credit, which amounted to \$4,047 and is reflected in Miscellaneous expenses on the Statement of Operations. During the period, the Fund did not borrow on this line of credit.

8. Security Lending.

The Fund lends portfolio securities from time to time in order to earn additional income. For equity securities, lending agents are used, including National Financial Services (NFS), an affiliate of the Fund. Pursuant to a securities lending agreement, NFS will receive a fee, which is capped at 9.9% of daily lending revenue, for its services as lending agent. The Fund may lend securities to certain qualified borrowers, including NFS. On the settlement date of the loan, the Fund receives collateral (in the form of U.S. Treasury obligations, letters of credit and/or cash) against the loaned securities and maintains collateral in an amount not less than 100% of the market value of the loaned securities during the period of the loan. 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. The Fund or borrower may terminate the loan at any time, and if the borrower defaults on its obligation to return the securities loaned because of insolvency or other reasons, the Fund may apply collateral received from the borrower against the obligation. The Fund may experience delays and costs in recovering the securities loaned. Any cash collateral received is invested in the Fidelity Securities Lending Cash Central Fund. The value of loaned securities and cash collateral at period end are disclosed on the Fund's Statement of Assets and Liabilities. Security lending income represents the income earned on investing cash collateral, less rebates paid to borrowers and any lending agent fees associated with the loan, plus any premium payments received for lending certain types of securities. Security lending income is presented in the Statement of Operations as a component of income from Fidelity Central Funds. During the period, there were no securities loaned to NFS.

Notes to Financial Statements – continued

9. Expense Reductions.

Commissions paid to certain brokers with whom the investment adviser, or its affiliates, places trades on behalf of the Fund include an amount in addition to trade execution, which may be rebated back to the Fund to offset certain expenses. This amount totaled \$162,427 for the period.

In addition, during the period the investment adviser reimbursed and/or waived a portion of fund-level operating expenses in the amount of \$11,362.

10. Distributions to Shareholders.

Distributions to shareholders of each class were as follows:

	Year ended December 31, 2019	Year ended December 31, 2018
Distributions to shareholders		
Initial Class	\$39,313,910	\$11,995,444
Service Class	6,672,484	1,950,931
Service Class 2	16,547,564	4,482,500
Investor Class	<u>20,061,497</u>	<u>5,889,221</u>
Total	<u>\$82,595,455</u>	<u>\$24,318,096</u>

11. Share Transactions.

Transactions for each class of shares were as follows:

	Shares Year ended December 31, 2019	Shares Year ended December 31, 2018	Dollars Year ended December 31, 2019	Dollars Year ended December 31, 2018
Initial Class				
Shares sold	6,754,504	4,623,817	\$ 144,874,699	\$ 101,317,877
Reinvestment of distributions	1,927,663	627,836	39,313,910	11,995,444
Shares redeemed	<u>(7,563,955)</u>	<u>(6,621,663)</u>	<u>(161,041,185)</u>	<u>(147,932,406)</u>
Net increase (decrease)	<u>1,118,212</u>	<u>(1,370,010)</u>	<u>\$ 23,147,424</u>	<u>\$ (34,619,085)</u>
Service Class				
Shares sold	437,947	546,824	\$ 9,216,435	\$ 12,072,904
Reinvestment of distributions	329,796	102,660	6,672,484	1,950,931
Shares redeemed	<u>(910,822)</u>	<u>(852,369)</u>	<u>(19,274,934)</u>	<u>(18,864,341)</u>
Net increase (decrease)	<u>(143,079)</u>	<u>(202,885)</u>	<u>\$ (3,386,015)</u>	<u>\$ (4,840,506)</u>
Service Class 2				
Shares sold	690,561	1,368,652	\$ 14,157,013	\$ 29,685,400
Reinvestment of distributions	825,053	237,546	16,547,564	4,482,500
Shares redeemed	<u>(2,432,181)</u>	<u>(2,182,363)</u>	<u>(51,165,435)</u>	<u>(48,413,888)</u>
Net increase (decrease)	<u>(916,567)</u>	<u>(576,165)</u>	<u>\$ (20,460,858)</u>	<u>\$ (14,245,988)</u>
Investor Class				
Shares sold	2,445,080	2,227,804	\$ 51,998,485	\$ 49,686,587
Reinvestment of distributions	988,426	309,380	20,061,497	5,889,221
Shares redeemed	<u>(3,033,412)</u>	<u>(4,206,328)</u>	<u>(63,763,713)</u>	<u>(93,704,636)</u>
Net increase (decrease)	<u>400,094</u>	<u>(1,669,144)</u>	<u>\$ 8,296,269</u>	<u>\$ (38,128,828)</u>

12. Other.

The Fund's organizational documents provide former and current trustees and officers with a limited indemnification against liabilities arising in connection with the performance of their duties to the Fund. In the normal course of business, the Fund may also enter into contracts that provide general indemnifications. The Fund's maximum exposure under these arrangements is unknown as this would be dependent on future claims that may be made against the Fund. The risk of material loss from such claims is considered remote.

At the end of the period, the investment adviser or its affiliates were the owners of record of 19% of the total outstanding shares of the Fund and one otherwise unaffiliated shareholder was the owner of record of 15% of the total outstanding shares of the Fund. Mutual funds managed by the investment adviser or its affiliates were the owners of record, in the aggregate, of approximately 34% of the total outstanding shares of the Fund.

Effective January 1, 2020, following any required regulatory notices and approvals:

Investment advisers Fidelity Investments Money Management, Inc., FMR Co., Inc., and Fidelity SelectCo, LLC, merged with and into Fidelity Management & Research Company. In connection with the merger transactions, the resulting investment adviser was then redomiciled from Massachusetts to Delaware, changed its corporate structure from a corporation to a limited liability company, and changed its name to “Fidelity Management & Research Company LLC”.

Broker-dealer Fidelity Distributors Corporation merged with and into Fidelity Investments Institutional Services Company, Inc. (“FIISC”). FIISC was then redomiciled from Massachusetts to Delaware, changed its corporate structure from a corporation to a limited liability company, and changed its name to “Fidelity Distributors Company LLC”.

Fidelity Investments Institutional Operations Company, Inc. (FIIOC) converted from a Massachusetts corporation to a Massachusetts LLC, and changed its name to “Fidelity Investments Institutional Operations Company LLC”.

Report of Independent Registered Public Accounting Firm

To the Board of Trustees of Variable Insurance Products Fund and Shareholders of VIP Overseas Portfolio:

Opinion on the Financial Statements

We have audited the accompanying statement of assets and liabilities, including the schedule of investments, of VIP Overseas Portfolio (one of the funds constituting Variable Insurance Products Fund, referred to hereafter as the "Fund") as of December 31, 2019, the related statement of operations for the year ended December 31, 2019, the statement of changes in net assets for each of the two years in the period ended December 31, 2019, including the related notes, and the financial highlights for each of the five years in the period ended December 31, 2019 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Fund as of December 31, 2019, the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period ended December 31, 2019 and the financial highlights for each of the five years in the period ended December 31, 2019 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits of these financial statements in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our procedures included confirmation of securities owned as of December 31, 2019 by correspondence with the custodian and brokers; when replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

PricewaterhouseCoopers LLP
Boston, Massachusetts
February 11, 2020

We have served as the auditor of one or more investment companies in the Fidelity group of funds since 1932.

Trustees and Officers

The Trustees, Members of the Advisory Board (if any), and officers of the trust and fund, as applicable, are listed below. The Board of Trustees governs the fund and is responsible for protecting the interests of shareholders. The Trustees are experienced executives who meet periodically throughout the year to oversee the fund's activities, review contractual arrangements with companies that provide services to the fund, oversee management of the risks associated with such activities and contractual arrangements, and review the fund's performance. Except for Jonathan Chiel, each of the Trustees oversees 302 funds. Mr. Chiel oversees 173 funds.

The Trustees hold office without limit in time except that (a) any Trustee may resign; (b) any Trustee may be removed by written instrument, signed by at least two-thirds of the number of Trustees prior to such removal; (c) any Trustee who requests to be retired or who has become incapacitated by illness or injury may be retired by written instrument signed by a majority of the other Trustees; and (d) any Trustee may be removed at any special meeting of shareholders by a two-thirds vote of the outstanding voting securities of the trust. Each Trustee who is not an interested person (as defined in the Investment Company Act of 1940 (1940 Act)) of the trust and the fund is referred to herein as an Independent Trustee. Each Independent Trustee shall retire not later than the last day of the calendar year in which his or her 75th birthday occurs. The Independent Trustees may waive this mandatory retirement age policy with respect to individual Trustees. Officers and Advisory Board Members hold office without limit in time, except that any officer or Advisory Board Member may resign or may be removed by a vote of a majority of the Trustees at any regular meeting or any special meeting of the Trustees. Except as indicated, each individual has held the office shown or other offices in the same company for the past five years.

The fund's Statement of Additional Information (SAI) includes more information about the Trustees. To request a free copy, call Fidelity at 1-877-208-0098.

Experience, Skills, Attributes, and Qualifications of the Trustees. The Governance and Nominating Committee has adopted a statement of policy that describes the experience, qualifications, attributes, and skills that are necessary and desirable for potential Independent Trustee candidates (Statement of Policy). The Board believes that each Trustee satisfied at the time he or she was initially elected or appointed a Trustee, and continues to satisfy, the standards contemplated by the Statement of Policy. The Governance and Nominating Committee also engages professional search firms to help identify potential Independent Trustee candidates who have the experience, qualifications, attributes, and skills consistent with the Statement of Policy. From time to time, additional criteria based on the composition and skills of the current Independent Trustees, as well as experience or skills that may be appropriate in light of future changes to board composition, business conditions, and regulatory or other developments, have also been considered by the professional search firms and the Governance and Nominating Committee. In addition, the Board takes into account the Trustees' commitment and participation in Board and committee meetings, as well as their leadership of standing and ad hoc committees throughout their tenure.

In determining that a particular Trustee was and continues to be qualified to serve as a Trustee, the Board has considered a variety of criteria, none of which, in isolation, was controlling. The Board believes that, collectively, the Trustees have balanced and diverse experience, qualifications, attributes, and skills, which allow the Board to operate effectively in governing the fund and protecting the interests of shareholders. Information about the specific experience, skills, attributes, and qualifications of each Trustee, which in each case led to the Board's conclusion that the Trustee should serve (or continue to serve) as a trustee of the fund, is provided below.

Board Structure and Oversight Function. James C. Curvey is an interested person and currently serves as Chairman. The Trustees have determined that an interested Chairman is appropriate and benefits shareholders because an interested Chairman has a personal and professional stake in the quality and continuity of services provided to the fund. Independent Trustees exercise their informed business judgment to appoint an individual of their choosing to serve as Chairman, regardless of whether the Trustee happens to be independent or a member of management. The Independent Trustees have determined that they can act independently and effectively without having an Independent Trustee serve as Chairman and that a key structural component for assuring that they are in a position to do so is for the Independent Trustees to constitute a substantial majority for the Board. The Independent Trustees also regularly meet in executive session. Ned C. Lautenbach serves as Chairman of the Independent Trustees and as such (i) acts as a liaison between the Independent Trustees and management with respect to matters important to the Independent Trustees and (ii) with management prepares agendas for Board meetings.

Fidelity® funds are overseen by different Boards of Trustees. The fund's Board oversees Fidelity's high income and certain equity funds, and other Boards oversee Fidelity's investment-grade bond, money market, asset allocation, and other equity funds. The asset allocation funds may invest in Fidelity® funds overseen by the fund's Board. The use of separate Boards, each with its own committee structure, allows the Trustees of each group of Fidelity® funds to focus on the unique issues of the funds they oversee, including common research, investment, and operational issues. On occasion, the separate Boards establish joint committees to address issues of overlapping consequences for the Fidelity® funds overseen by each Board.

The Trustees operate using a system of committees to facilitate the timely and efficient consideration of all matters of importance to the Trustees, the fund, and fund shareholders and to facilitate compliance with legal and regulatory requirements and oversight of the fund's activities and associated risks. The Board, acting through its committees, has charged FMR and its affiliates with (i) identifying events or circumstances the occurrence of which could have demonstrably adverse effects on the fund's business and/or reputation; (ii) implementing processes and controls to lessen the possibility that such events or circumstances occur or to mitigate the effects of such events or circumstances if they do occur; and (iii) creating and maintaining a system designed to evaluate continuously business and market conditions in order to facilitate the identification and implementation processes described in (i) and (ii) above. Because the day-to-day operations and activities of the fund are carried out by or through FMR, its affiliates, and other service providers, the fund's exposure to risks is mitigated but not eliminated by the processes overseen by the Trustees. While each of the Board's committees has responsibility for overseeing different aspects of the fund's activities, oversight is exercised primarily through the Operations, Audit, and Compliance Committees. Appropriate personnel, including but not limited to the fund's Chief Compliance Officer (CCO), FMR's internal auditor, the independent accountants, the fund's Treasurer and portfolio management personnel, make periodic reports to the Board's committees, as appropriate, including an annual review of Fidelity's risk management program for the Fidelity® funds. The responsibilities of each standing committee, including their oversight responsibilities, are described further under "Standing Committees of the Trustees."

Interested Trustees*:

Correspondence intended for a Trustee who is an interested person may be sent to Fidelity Investments, 245 Summer Street, Boston, Massachusetts 02210.

Trustees and Officers – continued

Name, Year of Birth; Principal Occupations and Other Relevant Experience+

Jonathan Chiel (1957)

Year of Election or Appointment: 2016

Trustee

Mr. Chiel also serves as Trustee of other Fidelity® funds. Mr. Chiel is Executive Vice President and General Counsel for FMR LLC (diversified financial services company, 2012-present). Previously, Mr. Chiel served as general counsel (2004-2012) and senior vice president and deputy general counsel (2000-2004) for John Hancock Financial Services; a partner with Choate, Hall & Stewart (1996-2000) (law firm); and an Assistant United States Attorney for the United States Attorney's Office of the District of Massachusetts (1986-95), including Chief of the Criminal Division (1993-1995). Mr. Chiel is a director on the boards of the Boston Bar Foundation and the Maimonides School.

James C. Curvey (1935)

Year of Election or Appointment: 2007

Trustee

Chairman of the Board of Trustees

Mr. Curvey also serves as Trustee of other Fidelity® funds. Mr. Curvey is Vice Chairman (2007-present) and Director of FMR LLC (diversified financial services company). In addition, Mr. Curvey is an Overseer Emeritus for the Boston Symphony Orchestra, a Director of Artis-Naples, and a Trustee of Brewster Academy in Wolfeboro, New Hampshire. Previously, Mr. Curvey served as a Director of Fidelity Research & Analysis Co. (investment adviser firm, 2009-2018), Director of Fidelity Investments Money Management, Inc. (investment adviser firm, 2009-2014) and a Director of FMR and FMR Co., Inc. (investment adviser firms, 2007-2014).

* Determined to be an "Interested Trustee" by virtue of, among other things, his or her affiliation with the trust or various entities under common control with FMR.

+ The information includes the Trustee's principal occupation during the last five years and other information relating to the experience, attributes, and skills relevant to the Trustee's qualifications to serve as a Trustee, which led to the conclusion that the Trustee should serve as a Trustee for the fund.

Independent Trustees:

Correspondence intended for an Independent Trustee may be sent to Fidelity Investments, P.O. Box 55235, Boston, Massachusetts 02205-5235.

Name, Year of Birth; Principal Occupations and Other Relevant Experience+

Dennis J. Dirks (1948)

Year of Election or Appointment: 2005

Trustee

Mr. Dirks also serves as Trustee of other Fidelity® funds. Prior to his retirement in May 2003, Mr. Dirks was Chief Operating Officer and a member of the Board of The Depository Trust & Clearing Corporation (DTCC). He also served as President, Chief Operating Officer, and Board member of The Depository Trust Company (DTC) and President and Board member of the National Securities Clearing Corporation (NSCC). In addition, Mr. Dirks served as Chief Executive Officer and Board member of the Government Securities Clearing Corporation, Chief Executive Officer and Board member of the Mortgage-Backed Securities Clearing Corporation, as a Trustee and a member of the Finance Committee of Manhattan College (2005-2008), as a Trustee and a member of the Finance Committee of AHRC of Nassau County (2006-2008), as a member of the Independent Directors Council (IDC) Governing Council (2010-2015), and as a member of the Board of Directors for The Brookville Center for Children's Services, Inc. (2009-2017). Mr. Dirks is a member of the Finance Committee (2016-present) and Board of Directors (2017-present) and is Treasurer (2018-present) of the Asolo Repertory Theatre.

Donald F. Donahue (1950)

Year of Election or Appointment: 2018

Trustee

Mr. Donahue also serves as a Trustee of other Fidelity® funds. Mr. Donahue is President and Chief Executive Officer of Miranda Partners, LLC (risk consulting for the financial services industry, 2012-present). Previously, Mr. Donahue served as a Member of the Advisory Board of certain Fidelity® funds (2015-2018) and Chief Executive Officer (2006-2012), Chief Operating Officer (2003-2006), and Managing Director, Customer Marketing and Development (1999-2003) of The Depository Trust & Clearing Corporation (financial markets infrastructure). Mr. Donahue serves as a Member (2007-present) and Co-Chairman (2016-present) of the Board of Directors of United Way of New York, Member of the Board of Directors of NYC Leadership Academy (2012-present) and Member of the Board of Advisors of Ripple Labs, Inc. (financial services, 2015-present). He also served as Chairman (2010-2012) and Member of the Board of Directors (2012-2013) of Omgeo, LLC (financial services), Treasurer of United Way of New York (2012-2016), and Member of the Board of Directors of XBRL US (financial services non-profit, 2009-2012) and the International Securities Services Association (2009-2012).

Alan J. Lacy (1953)

Year of Election or Appointment: 2008
Trustee

Mr. Lacy also serves as Trustee of other Fidelity® funds. Mr. Lacy serves as a Director of Bristol-Myers Squibb Company (global pharmaceuticals, 2008-present). He is a Trustee of the California Chapter of The Nature Conservancy (2015-present) and a Director of the Center for Advanced Study in the Behavioral Sciences at Stanford University (2015-present). In addition, Mr. Lacy served as Senior Adviser (2007-2014) of Oak Hill Capital Partners, L.P. (private equity) and also served as Chief Executive Officer (2005) and Vice Chairman (2005-2006) of Sears Holdings Corporation (retail) and Chief Executive Officer and Chairman of the Board of Sears, Roebuck and Co. (retail, 2000-2005). Previously, Mr. Lacy served as Chairman (2014-2017) and a member (2010-2017) of the Board of Directors of Dave & Buster's Entertainment, Inc. (restaurant and entertainment complexes), as Chairman (2008-2011) and a member (2006-2015) of the Board of Trustees of the National Parks Conservation Association, and as a member of the Board of Directors for The Hillman Companies, Inc. (hardware wholesalers, 2010-2014), Earth Fare, Inc. (retail grocery, 2010-2014), and The Western Union Company (global money transfer, 2006-2011).

Ned C. Lautenbach (1944)

Year of Election or Appointment: 2000
Trustee
Chairman of the Independent Trustees

Mr. Lautenbach also serves as Trustee of other Fidelity® funds. Mr. Lautenbach currently serves as Chair (2018-present) and Member (2013-present) of the Board of Governors, State University System of Florida and is a member of the Council on Foreign Relations (1994-present). He is also a member and has most recently served as Chairman of the Board of Directors of Artis-Naples (2012-present). Previously, Mr. Lautenbach served as a member and then Lead Director of the Board of Directors of Eaton Corporation (diversified industrial, 1997-2016). He was also a Partner and Advisory Partner at Clayton, Dubilier & Rice, LLC (private equity investment, 1998-2010), as well as a Director of Sony Corporation (2006-2007). In addition, Mr. Lautenbach also had a 30-year career with IBM (technology company) during which time he served as Senior Vice President and a member of the Corporate Executive Committee (1968-1998).

Joseph Mauriello (1944)

Year of Election or Appointment: 2008
Trustee

Mr. Mauriello also serves as Trustee of other Fidelity® funds. Prior to his retirement in January 2006, Mr. Mauriello served in numerous senior management positions including Deputy Chairman and Chief Operating Officer (2004-2005), and Vice Chairman of Financial Services (2002-2004) of KPMG LLP US (professional services, 1965-2005). Mr. Mauriello currently serves as a member of the Independent Directors Council (IDC) Governing Council (2015-present). Previously, Mr. Mauriello served as a member of the Board of Directors of XL Group plc. (global insurance and re-insurance, 2006-2018).

Cornelia M. Small (1944)

Year of Election or Appointment: 2005
Trustee

Ms. Small also serves as Trustee of other Fidelity® funds. Ms. Small is a member of the Board of Directors (2009-present) and Chair of the Investment Committee (2010-present) of the Teagle Foundation. Ms. Small also serves on the Investment Committee of the Berkshire Taconic Community Foundation (2008-present). Previously, Ms. Small served as Chairperson (2002-2008) and a member of the Investment Committee and Chairperson (2008-2012) and a member of the Board of Trustees of Smith College. In addition, Ms. Small served as Chief Investment Officer, Director of Global Equity Investments, and a member of the Board of Directors of Scudder, Stevens & Clark and Scudder Kemper Investments.

Garnett A. Smith (1947)

Year of Election or Appointment: 2018
Trustee

Mr. Smith also serves as Trustee of other Fidelity® funds. Prior to Mr. Smith's retirement, he served as Chairman and Chief Executive Officer of Inbrand Corp. (manufacturer of personal absorbent products, 1990-1997). He also served as President (1986-1990) of Inbrand Corp. Prior to his employment with Inbrand Corp., he was employed by a retail fabric chain and North Carolina National Bank. In addition, Mr. Smith served as a Member of the Advisory Board of certain Fidelity® funds (2012-2013) and as a board member of the Jackson Hole Land Trust (2009-2012).

David M. Thomas (1949)

Year of Election or Appointment: 2008
Trustee

Mr. Thomas also serves as Trustee of other Fidelity® funds. Mr. Thomas serves as Non-Executive Chairman of the Board of Directors of Fortune Brands Home and Security (home and security products, 2011-present) and as a member of the Board of Directors (2004-present) and Presiding Director (2013-present) of Interpublic Group of Companies, Inc. (marketing communication). Previously, Mr. Thomas served as Executive Chairman (2005-2006) and Chairman and Chief Executive Officer (2000-2005) of IMS Health, Inc. (pharmaceutical and healthcare information solutions), a Director of Fortune Brands, Inc. (consumer products, 2000-2011), and a member of the Board of Trustees of the University of Florida (2013-2018).

+ The information includes the Trustee's principal occupation during the last five years and other information relating to the experience, attributes, and skills relevant to the Trustee's qualifications to serve as a Trustee, which led to the conclusion that the Trustee should serve as a Trustee for the fund.

Trustees and Officers – continued

Advisory Board Members and Officers:

Correspondence intended for a Member of the Advisory Board (if any) may be sent to Fidelity Investments, P.O. Box 55235, Boston, Massachusetts 02205-5235. Correspondence intended for an officer or Peter S. Lynch may be sent to Fidelity Investments, 245 Summer Street, Boston, Massachusetts 02210. Officers appear below in alphabetical order.

Name, Year of Birth; Principal Occupation

Vicki L. Fuller (1957)

Year of Election or Appointment: 2018
Member of the Advisory Board

Ms. Fuller also serves as Member of the Advisory Board of other Fidelity® funds. Ms. Fuller serves as a member of the Board of Directors, Audit Committee, and Nominating and Governance Committee of The Williams Companies, Inc. (natural gas infrastructure, 2018-present). Previously, Ms. Fuller served as the Chief Investment Officer of the New York State Common Retirement Fund (2012-2018) and held a variety of positions at AllianceBernstein L.P. (global asset management, 1985-2012), including Managing Director (2006-2012) and Senior Vice President and Senior Portfolio Manager (2001-2006).

Patricia L. Kampling (1959)

Year of Election or Appointment: 2020
Member of the Advisory Board

Ms. Kampling also serves as Member of the Advisory Board of other Fidelity® funds. Prior to her retirement, Ms. Kampling served as Chairman of the Board and Chief Executive Officer (2012-2019), President and Chief Operating Officer (2011-2012) and Executive Vice President and Chief Financial Officer (2010-2011) of Alliant Energy Corporation. Ms. Kampling currently serves as a member of the Board, Compensation Committee and Executive Committee and as Chair of the Audit Committee of Briggs & Stratton Corporation (manufacturing, 2011-present) and as a member of the Board, Audit, Finance and Risk Committee and Safety, Environmental, Technology and Operations Committee of American Water Works Company, Inc. (utilities company, 2019-present). In addition, Ms. Kampling currently serves as a member of the Board of the Nature Conservancy, Wisconsin Chapter (2019-present). Previously, Ms. Kampling served as a member of the Board of Interstate Power and Light Company (2012-2019) and Wisconsin Power and Light Company (2012-2019) (each a subsidiary of Alliant Energy Corporation) and as a member of the Board and Workforce Development Committee of the Business Roundtable (2018-2019).

Peter S. Lynch (1944)

Year of Election or Appointment: 2003
Member of the Advisory Board

Mr. Lynch also serves as Member of the Advisory Board of other Fidelity® funds. Mr. Lynch is Vice Chairman and a Director of Fidelity Management & Research Company LLC (investment adviser firm). In addition, Mr. Lynch serves as a Trustee of Boston College and as the Chairman of the Inner-City Scholarship Fund. Previously, Mr. Lynch served as Vice Chairman and a Director of FMR Co., Inc. (investment adviser firm) and on the Special Olympics International Board of Directors (1997-2006).

Susan Tomasky (1953)

Year of Election or Appointment: 2020
Member of the Advisory Board

Ms. Tomasky also serves as Member of the Advisory Board of other Fidelity® funds. Prior to her retirement, Ms. Tomasky served in various executive officer positions at American Electric Power Company, Inc. (1998-2011), including most recently as President of AEP Transmission (2007-2011). Ms. Tomasky currently serves as a member of the Board and Sustainability Committee and as Chair of the Audit Committee of Marathon Petroleum Corporation (2018-present) and as a member of the Board, Corporate Governance Committee and Organization and Compensation Committee and as Chair of the Audit Committee of Public Service Enterprise Group, Inc. (utilities company, 2012-present). In addition, Ms. Tomasky currently serves as a member of the Board of the Columbus Regional Airport Authority (2007-present), as a member of the Board of the Royal Shakespeare Company – America (2009-present), as a member of the Board of the Columbus Association for the Performing Arts (2011-present) and as a member of the Board of Kenyon College (2016-present). Previously, Ms. Tomasky served as a member of the Board (2011-2019) and as Lead Independent Director (2015-2018) of Andeavor Corporation (previously Tesoro Corporation) (independent oil refiner and marketer) and as a member of the Board of Summit Midstream Partners LP (energy, 2012-2018).

Michael E. Wiley (1950)

Year of Election or Appointment: 2018
Member of the Advisory Board

Mr. Wiley also serves as Trustee or Member of the Advisory Board of other Fidelity® funds. Mr. Wiley serves as a Director of High Point Resources (exploration and production, 2005-present). Previously, Mr. Wiley served as a Director of Andeavor Corporation (independent oil refiner and marketer, 2005-2018), a Director of Andeavor Logistics LP (natural resources logistics, 2015-2018), a Director of Post Oak Bank (privately-held bank, 2004-2018), a Director of Asia Pacific Exploration Consolidated (international oil and gas exploration and production, 2008-2013), a member of the Board of Trustees of the University of Tulsa (2000-2006; 2007-2010), a Senior Energy Advisor of Katzenbach Partners, LLC (consulting, 2006-2007), an Advisory Director of Riverstone Holdings (private investment), a Director of Spinnaker Exploration Company (exploration and production, 2001-2005) and Chairman, President, and CEO of Baker Hughes, Inc. (oilfield services, 2000-2004).

Elizabeth Paige Baumann (1968)

Year of Election or Appointment: 2017

Anti-Money Laundering (AML) Officer

Ms. Baumann also serves as AML Officer of other funds. She is Chief AML Officer (2012-present) and Senior Vice President (2014-present) of FMR LLC (diversified financial services company) and is an employee of Fidelity Investments. Previously, Ms. Baumann served as AML Officer of the funds (2012-2016), and Vice President (2007-2014) and Deputy Anti-Money Laundering Officer (2007-2012) of FMR LLC.

Craig S. Brown (1977)

Year of Election or Appointment: 2019

Assistant Treasurer

Mr. Brown also serves as Assistant Treasurer of other funds. Mr. Brown is an employee of Fidelity Investments (2013-present).

John J. Burke III (1964)

Year of Election or Appointment: 2018

Chief Financial Officer

Mr. Burke also serves as Chief Financial Officer of other funds. Mr. Burke serves as Head of Investment Operations for Fidelity Fund and Investment Operations (2018-present) and is an employee of Fidelity Investments (1998-present). Previously Mr. Burke served as head of Asset Management Investment Operations (2012-2018).

William C. Coffey (1969)

Year of Election or Appointment: 2019

Assistant Secretary

Mr. Coffey also serves as Assistant Secretary of other funds. He is Senior Vice President and Deputy General Counsel of FMR LLC (diversified financial services company, 2010-present), and is an employee of Fidelity Investments. Previously, Mr. Coffey served as Secretary and CLO of certain funds (2018-2019); CLO, Secretary, and Senior Vice President of Fidelity Management & Research Company and FMR Co., Inc. (investment adviser firms, 2018-2019); Secretary of Fidelity SelectCo, LLC and Fidelity Investments Money Management, Inc. (investment adviser firms, 2018-2019); CLO of Fidelity Management & Research (Hong Kong) Limited, FMR Investment Management (UK) Limited, and Fidelity Management & Research (Japan) Limited (investment adviser firms, 2018-2019); and Assistant Secretary of certain funds (2009-2018).

Timothy M. Cohen (1969)

Year of Election or Appointment: 2018

Vice President

Mr. Cohen also serves as Vice President of other funds. Mr. Cohen serves as Co-Head of Equity (2018-present), a Director of Fidelity Management & Research (Japan) Limited (investment adviser firm, 2016-present), and is an employee of Fidelity Investments. Previously, Mr. Cohen served as Executive Vice President of Fidelity SelectCo, LLC (2019), Head of Global Equity Research (2016-2018), Chief Investment Officer – Equity and a Director of Fidelity Management & Research (U.K.) Inc. (investment adviser firm, 2013-2015) and as a Director of Fidelity Management & Research (Hong Kong) Limited (investment adviser firm, 2017).

Jonathan Davis (1968)

Year of Election or Appointment: 2010

Assistant Treasurer

Mr. Davis also serves as Assistant Treasurer of other funds. Mr. Davis serves as Assistant Treasurer of FMR Capital, Inc. (2017-present) and is an employee of Fidelity Investments. Previously, Mr. Davis served as Vice President and Associate General Counsel of FMR LLC (diversified financial services company, 2003-2010).

Laura M. Del Prato (1964)

Year of Election or Appointment: 2018

Assistant Treasurer

Ms. Del Prato also serves as an officer of other funds. Ms. Del Prato is an employee of Fidelity Investments (2017-present). Prior to joining Fidelity Investments, Ms. Del Prato served as a Managing Director and Treasurer of the JPMorgan Mutual Funds (2014-2017). Prior to JPMorgan, Ms. Del Prato served as a partner at Cohen Fund Audit Services (accounting firm, 2012-2013) and KPMG LLP (accounting firm, 2004-2012).

Colm A. Hogan (1973)

Year of Election or Appointment: 2020

Assistant Treasurer

Mr. Hogan also serves as an officer of other funds. Mr. Hogan serves as Assistant Treasurer of FMR Capital, Inc. (2017-present) and is an employee of Fidelity Investments (2005-present). Previously, Mr. Hogan served as Deputy Treasurer of certain Fidelity® funds (2016-2020) and Assistant Treasurer of certain Fidelity® funds (2016-2018).

Trustees and Officers – continued

Pamela R. Holding (1964)

Year of Election or Appointment: 2018

Vice President

Ms. Holding also serves as Vice President of other funds. Ms. Holding serves as Co-Head of Equity (2018-present) and is an employee of Fidelity Investments (2013-present). Previously, Ms. Holding served as Executive Vice President of Fidelity SelectCo, LLC (2019) and as Chief Investment Officer of Fidelity Institutional Asset Management (2013-2018).

Cynthia Lo Bessette (1969)

Year of Election or Appointment: 2019

Secretary and Chief Legal Officer (CLO)

Ms. Lo Bessette also serves as an officer of other funds. Ms. Lo Bessette serves as CLO, Secretary, and Senior Vice President of Fidelity Management & Research Company LLC (investment adviser firm, 2019-present); and CLO of Fidelity Management & Research (Hong Kong) Limited, FMR Investment Management (UK) Limited, and Fidelity Management & Research (Japan) Limited (investment adviser firms, 2019-present). She is a Senior Vice President and Deputy General Counsel of FMR LLC (diversified financial services company, 2019-present), and is an employee of Fidelity Investments. Previously, Ms. Lo Bessette served as CLO, Secretary, and Senior Vice President of FMR Co., Inc. (investment adviser firm, 2019); Secretary of Fidelity SelectCo, LLC and Fidelity Investments Money Management, Inc. (investment adviser firms, 2019). Prior to joining Fidelity Investments, Ms. Lo Bessette was Executive Vice President, General Counsel (2016-2019) and Senior Vice President, Deputy General Counsel (2015-2016) of OppenheimerFunds (investment management company) and Deputy Chief Legal Officer (2013-2015) of Jennison Associates LLC (investment adviser firm).

Chris Maher (1972)

Year of Election or Appointment: 2020

Deputy Treasurer

Mr. Maher also serves as an officer of other funds. Mr. Maher serves as Assistant Treasurer of FMR Capital, Inc. (2017-present), and is an employee of Fidelity Investments (2008-present). Previously, Mr. Maher served as Assistant Treasurer of certain funds (2013-2020); Vice President of Asset Management Compliance (2013), Vice President of the Program Management Group of FMR (investment adviser firm, 2010-2013), and Vice President of Valuation Oversight (2008-2010).

Kenneth B. Robins (1969)

Year of Election or Appointment: 2016

Chief Compliance Officer

Mr. Robins also serves as an officer of other funds. Mr. Robins serves as Compliance Officer of Fidelity Management & Research Company LLC (investment adviser firm, 2016-present) and is an employee of Fidelity Investments (2004-present). Previously, Mr. Robins served as Compliance Officer of FMR Co., Inc. (investment adviser firm, 2016-2019), as Executive Vice President of Fidelity Investments Money Management, Inc. (investment adviser firm, 2013-2016) and served in other fund officer roles.

Stacie M. Smith (1974)

Year of Election or Appointment: 2016

President and Treasurer

Ms. Smith also serves as an officer of other funds. Ms. Smith serves as Assistant Treasurer of FMR Capital, Inc. (2017-present), is an employee of Fidelity Investments (2009-present), and has served in other fund officer roles. Prior to joining Fidelity Investments, Ms. Smith served as Senior Audit Manager of Ernst & Young LLP (accounting firm, 1996-2009). Previously, Ms. Smith served as Assistant Treasurer (2013-2019) and Deputy Treasurer (2013-2016) of certain Fidelity® funds.

Marc L. Spector (1972)

Year of Election or Appointment: 2016

Assistant Treasurer

Mr. Spector also serves as an officer of other funds. Mr. Spector serves as Assistant Treasurer of FMR Capital, Inc. (2017-present) and is an employee of Fidelity Investments (2016-present). Prior to joining Fidelity Investments, Mr. Spector served as Director at the Siegfried Group (accounting firm, 2013-2016), and prior to Siegfried Group as audit senior manager at Deloitte & Touche (accounting firm, 2005-2013).

Jim Wegmann (1979)

Year of Election or Appointment: 2019

Assistant Treasurer

Mr. Wegmann also serves as Assistant Treasurer of other funds. Mr. Wegmann is an employee of Fidelity Investments (2011-present).

Shareholder Expense Example

As a shareholder of the Fund, you incur two types of costs: (1) transaction costs and (2) 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 (July 1, 2019 to December 31, 2019).

Actual Expenses

The first line of the accompanying table for each class of the Fund 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 \$1,000.00 (for example, an \$8,600 account value divided by \$1,000.00 = 8.6), then multiply the result by the number in the first line for a class of the Fund under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period. The estimate of expenses does not include any fees or other expenses of any variable annuity or variable life insurance product. If they were, the estimate of expenses you paid during the period would be higher, and your ending account value would be lower. In addition, the Fund, as a shareholder in the underlying Fidelity Central Funds, will indirectly bear its pro-rata share of the fees and expenses incurred by the underlying Fidelity Central Funds. These fees and expenses are not included in the Fund's annualized expense ratio used to calculate the expense estimate in the table below.

Hypothetical Example for Comparison Purposes

The second line of the accompanying table for each class of the Fund provides information about hypothetical account values and hypothetical expenses based on a Class' actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the Class' 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. The estimate of expenses does not include any fees or other expenses of any variable annuity or variable life insurance product. If they were, the estimate of expenses you paid during the period would be higher, and your ending account value would be lower. In addition, the Fund, as a shareholder in the underlying Fidelity Central Funds, will indirectly bear its pro-rata share of the fees and expenses incurred by the underlying Fidelity Central Funds. These fees and expenses are not included in the Fund's annualized expense ratio used to calculate the expense estimate in the table below.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transaction costs. Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds.

	Annualized Expense Ratio ^A	Beginning Account Value July 1, 2019	Ending Account Value December 31, 2019	Expenses Paid During Period ^B July 1, 2019 to December 31, 2019
Initial Class	.78%			
Actual		\$1,000.00	\$1,075.70	\$4.08
Hypothetical ^C		\$1,000.00	\$1,021.27	\$3.97
Service Class	.88%			
Actual		\$1,000.00	\$1,075.70	\$4.60
Hypothetical ^C		\$1,000.00	\$1,020.77	\$4.48
Service Class 2	1.03%			
Actual		\$1,000.00	\$1,074.80	\$5.39
Hypothetical ^C		\$1,000.00	\$1,020.01	\$5.24
Investor Class	.86%			
Actual		\$1,000.00	\$1,075.80	\$4.50
Hypothetical ^C		\$1,000.00	\$1,020.87	\$4.38

^A Annualized expense ratio reflects expenses net of applicable fee waivers.

^B Expenses are equal to each Class' annualized expense ratio, multiplied by the average account value over the period, multiplied by 184/365 (to reflect the one-half year period).

^C 5% return per year before expenses

Distributions (Unaudited)

The Board of Trustees of VIP Overseas Portfolio voted to pay to shareholders of record at the opening of business on record date, the following distributions per share derived from capital gains realized from sales of portfolio securities:

	Pay Date	Record Date	Dividends	Capital Gains
VIP Overseas Portfolio				
Initial Class	02/07/20	02/07/20	\$0.004	\$0.100
Service Class	02/07/20	02/07/20	\$0.000	\$0.100
Service Class 2	02/07/20	02/07/20	\$0.000	\$0.095
Investor Class	02/07/20	02/07/20	\$0.001	\$0.100

The fund hereby designates as a capital gain dividend with respect to the taxable year ended December 31, 2019, \$6,744,252, or, if subsequently determined to be different, the net capital gain of such year.

Initial Class, Service Class, Service Class 2 and Investor Class designate 3% of the dividends distributed in December 2019, during the fiscal year as qualifying for the dividends–received deduction for corporate shareholders.

The amounts per share which represent income derived from sources within, and taxes paid to, foreign countries or possessions of the United States are as follows:

	Pay Date	Income	Taxes
VIP Overseas Portfolio			
Initial Class	02/08/2019	\$0.000	\$0.000
Service Class	02/08/2019	\$0.000	\$0.000
Service Class 2	02/08/2019	\$0.000	\$0.000
Investor Class	02/08/2019	\$0.000	\$0.000
Initial Class	12/06/2019	\$0.418	\$0.034
Service Class	12/06/2019	\$0.399	\$0.034
Service Class 2	12/06/2019	\$0.371	\$0.034
Investor Class	12/06/2019	\$0.404	\$0.034

Board Approval of Investment Advisory Contracts

VIP Overseas Portfolio

At its November 2019 meeting, the Board of Trustees, including the Independent Trustees (together, the Board), voted to approve an amended and restated management contract and amended and restated sub-advisory agreements (together, the Amended and Restated Contracts) for the fund, effective January 1, 2020, for a one month period through January 31, 2020, in connection with an upcoming consolidation of certain of Fidelity's advisory businesses.

The Board considered that, on or about January 1, 2020, each of FMR Co., Inc. (FMRC), Fidelity Investments Money Management, Inc. (FIMM), and SelectCo, LLC (SelectCo) will merge with and into Fidelity Management & Research Company (FMR) and that, after the merger, FMR will redomicile as a Delaware limited liability company. The Board also approved the termination of the sub-advisory agreement with FMRC upon the completion of the merger. The Board noted that the Amended and Restated Contracts would be updated to reflect the renamed adviser, Fidelity Management & Research Company LLC and its new form of organization and domicile. The Board also noted that the Amended and Restated Contracts will not change the investment processes, the level or nature of services provided, the resources and personnel allocated, trading and compliance operations, or any fees or expenses paid by the fund.

The Board concluded that the fund's Amended and Restated Contracts are fair and reasonable, and that the fund's Advisory Contracts should be approved through January 31, 2020.

In connection with its consideration of future renewals of the fund's Amended and Restated Contracts, the Board will consider: (i) the nature, extent and quality of services provided to the fund, including shareholder and administrative services and investment performance; (ii) the competitiveness of the management fee and total expenses for the fund; (iii) the costs of the services and profitability, including the revenues earned and the expenses incurred in conducting the business of developing, marketing, distributing, managing, administering, and servicing the fund and its shareholders, to the extent applicable; and (iv) whether there have been economies of scale in respect of the Fidelity funds, whether the Fidelity funds (including the fund) have appropriately benefited from any such economies of scale, and whether there is the potential for realization of any further economies.

Based on its evaluation of all of the conclusions noted above, and after considering all factors it believed relevant, the Board ultimately concluded that the fund's management fee structure is fair and reasonable, and that the continuation of the fund's Amended and Restated Contracts should be approved.

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Variable Product Funds

70100 Ameriprise Financial Center
Minneapolis, MN 55474

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